

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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FEDERAL RESERVE BANK  
OF CLEVELAND

Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

I, Blair Hillyer

Name of the Holding Company Director and Official

Chief Executive Officer

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Blair A. Hillyer  
3-8-16  
Signature of Holding Company Director and Official

Date of Signature

For holding companies not registered with the SEC—

Indicate status of Annual Report to Shareholders:

- ☒ is included with the FR Y-6 report  
☐ will be sent under separate cover  
☐ is not prepared

For Federal Reserve Bank Use Only

RSSD ID

C.I.

141267

Date of Report (top-tier holding company's fiscal year-end):

December 31, 2015

Month / Day / Year

None available

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

FNB, Inc.

Legal Title of Holding Company

105 Grant Street/P.O. Box 31

(Mailing Address of the Holding Company) Street / P.O. Box

Dennison

OH

44621

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

John Bartles

Chief Financial Officer

Name

Title

740922-2532

Area Code / Phone Number / Extension

Area Code / FAX Number

jbartles@fnbdennison.com

E-mail Address

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

- ☐ In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.  
☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."

☒ No

FNB, Inc.

LEI: N/A

100%

100%

FIRST NATIONAL  
Bank  
of

Dennison, Ohio  
LEI: N/A

TuscValley Financial

Inc.

LEI: N/A

**Results:** A list of branches for your depository institution: FIRST NATIONAL BANK OF DENNISON, OHIO, THE (ID\_RSSD: 935719).

This depository institution is held by FNB, INC. (1417267) of DENNISON, OH.

The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

#### Reconciliation and Verification Steps

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the **Effective Date** column.

#### Actions

**OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.

**Change:** If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.

**Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.

**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.

**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

#### Submission Procedure

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

#### Note:

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	Office Number*	Head Office	Head Office ID_RSSD*
OK		Full Service (Head Office)	935719	FIRST NATIONAL BANK OF DENNISON, OHIO, THE	105 GRANT STREET	DENNISON	OH	44621-12	TUSCARAWAS	UNITED STATES	0	FIRST NATIONAL BANK OF DENNISON, OHIO, THE	935719
OK		Full Service	997913	BOULEVARD BRANCH	824 BOULEVARD	DOVER	OH	44622	TUSCARAWAS	UNITED STATES	1	FIRST NATIONAL BANK OF DENNISON, OHIO, THE	935719
OK		Full Service	231813	GNADENHUTTEN BRANCH	130 N WALNUT STREET	GNADENHUTTEN	OH	44629	TUSCARAWAS	UNITED STATES	2	FIRST NATIONAL BANK OF DENNISON, OHIO, THE	935719
OK		Full Service	3127748	SCHOENBRUNN OFFICE	2046 EAST HIGH AVENUE	NEW PHILADELPHIA	OH	44663	TUSCARAWAS	UNITED STATES	4	FIRST NATIONAL BANK OF DENNISON, OHIO, THE	935719
OK		Full Service	2497891	SOUTHSIDE BRANCH	706 SOUTH BROADWAY STREET	NEW PHILADELPHIA	OH	44663	TUSCARAWAS	UNITED STATES	3	FIRST NATIONAL BANK OF DENNISON, OHIO, THE	935719

**FNB, Inc.**  
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**December 31, 2015**

Report Item 1: The Holding Company is not registered with the SEC and thus the 10-K is not applicable. The Annual Report to Shareholders is enclosed.

Report Item 2a: Organization chart – enclosed

1. FNB, Inc. is a holding company located at 105 Grant Street, Dennison, Ohio, which owns all (100%) of outstanding stock of The First National Bank of Dennison, Ohio also located at 105 Grant Street, Dennison, Ohio, and all (100%) of outstanding stock of TuscValley Financial, Inc. located at 111 Front Avenue, S.E., New Philadelphia, Ohio. All corporations; FNB, Inc., The First National Bank of Dennison, Ohio and TuscValley Financial, Inc. are incorporated in the state of Ohio.

Report Item 2b: Branch listing of The First National Bank of Dennison, Ohio.

1. 105 Grant Street, Dennison, Ohio
2. 824 Boulevard, Dover, Ohio
3. 130 Walnut Street, Gnadenhutten, Ohio
4. 706 South Broadway, New Philadelphia, Ohio
5. 2046 East High Avenue, New Philadelphia, Ohio

Report Item 3: Securities holders owning 5% or more of FNB, Inc.'s outstanding stock.

1.

**a) Bowerston Shale Company**

Bowerston, Ohio, USA

**b) U.S.A.**

**c) 38,082 shares; 5.66% of outstanding common stock**

**a) CEDE & Company**

New York, New York, USA

**b) U.S.A.**

**c) 208,695 shares; 31.01% of outstanding common stock**

**a) Lee A. Novak**

Uhrichsville, Ohio, USA

**b) U.S.A.**

**c) 63,370 shares; 9.42% of outstanding common stock**

2. None

**FNB, INC.**  
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Report item 4: Insiders

**DIRECTORS AND OFFICERS**

- |  |   |
|--|---|
| <b>1. Name and address</b>   | John S. Bartles<br><br>Gnadenhutten, Ohio [REDACTED]            |
| <b>2. Principal occupation, if other than with the bank holding company organization</b>   | Chief Financial Officer/<br>The First National Bank of Dennison |
| <b>3. Title or position with:</b>  |   |
| <b>a) FNB, Inc.</b>  | Secretary/Treasurer   |
| <b>b) The First National Bank of Dennison</b>  | Chief Financial Officer   |
| <b>c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer</b> | None  |
| <b>4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:</b>              |   |
| <b>a) FNB, Inc.</b>  | 270 (.04%)  |
| <b>b) The First National Bank of Dennison</b>  | None  |
| <b>c) Any other business company, if more than 25 percent of its outstanding voting securities are held</b>                              | None  |

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|---|--|
| 1. Name and address   | James M. Carrothers<br><br>Dennison, Ohio [REDACTED]                     |
| 2. Principal occupation, if other than with the bank holding company organization   | Attorney   |
| 3. Title or position with:  |  |
| a) FNB, Inc.  | Director   |
| b) The First National Bank of Dennison  | Director   |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | Partner/<br>Stephenson, Stephenson & Carrothers<br>Attorneys At Law      |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:              |  |
| a) FNB, Inc.  | 3,944 (.59%)   |
| b) The First National Bank of Dennison  | None   |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held.                             | Stephenson, Stephenson & Carrothers<br>Attorneys at Law/ 62.5% Ownership |

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| <b>1. Name and address</b>   | Gregory L. DiDonato<br><br>Dennison, Ohio [REDACTED] |
| <b>2. Principal occupation, if other than with the bank holding company organization</b>   | Consultant   |
| <b>3. Title or position with:</b>  |  |
| <b>a) FNB, Inc.</b>  | Director   |
| <b>b) The First National Bank of Dennison</b>  | Director   |
| <b>c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer</b> | None   |
| <b>4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:</b>              |  |
| <b>a) FNB, Inc.</b>  | 3,565 (.53%)   |
| <b>b) The First National Bank of Dennison</b>  | None   |
| <b>c) Any other business company, if more than 25 percent of its outstanding voting securities are held</b>                              | None   |

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|---|--|
| 1. Name and address   | William E. Ferris<br><br>New Philadelphia, Ohio <span style="background-color: black; color: black;">[REDACTED]</span>   |
| 2. Principal occupation, if other than with the bank holding company organization   | President/<br>Ferris Chevrolet, Inc.   |
| 3. Title or position with:  |  |
| a) FNB, Inc.  | Director   |
| b) The First National Bank of Dennison  | Director   |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer | President/ Ferris Chevrolet, Inc<br>Owner/ BDMM Investments, LTD<br>Partner/ TDM Properties, LTD<br>Partner/ TBR Realty<br>Owner/ Match Investments, LLC<br>Partner/ TIL Investments, LLC<br>Partner/ Ferris Realty<br>Partner/Searl Properties, LLC   |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:              |  |
| a) FNB, Inc.  | 1,430 (.21%)   |
| b) The First National Bank of Dennison  | None   |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held                              | Ferris Ownership, Inc./ 33% Ownership<br>BDMM Investments, LTD/ 100% Ownership<br>TDM Properties, LTD/ 50% Ownership<br>TBR Realty/ 33% Ownership<br>Match Investments, LLC/ 100% Ownership<br>TIL Investments, LLC/ 50% Ownership<br>Ferris Realty/ 30% Ownership<br>Searl Properties, LLC/ 50% Ownership |



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| <b>1. Name and address</b>   | Blair A. Hillyer<br><br>Dennison, Ohio [REDACTED]  |
| <b>2. Principal occupation, if other than with the bank holding company organization</b>   | Chief Executive Officer/<br>The First National Bank of Dennison  |
| <b>3. Title or position with:</b>  |  |
| <b>a) FNB, Inc.</b>  | President, CEO & Director  |
| <b>b) The First National Bank of Dennison</b>  | President, CEO & Director  |
| <b>c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer</b> | Vice President/<br>Deer Hill, Inc.<br>Chairman/<br>Clay City Pipe Company<br>Managing Member/<br>BSC Land & Energy LLC |
| <b>4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:</b>              |  |
| <b>a) FNB, Inc.</b>  | 9,610 (1.43%)  |
| <b>b) The First National Bank of Dennison</b>  | None   |
| <b>c) Any other business company, if more than 25 percent of its outstanding voting securities are held</b>                              | Deer Hill, Inc./<br>25% Ownership  |

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| <b>1. Name and address</b>   | Brad L. Hillyer<br><br>Dennison, Ohio [REDACTED]   |
| <b>2. Principal occupation, if other than with the bank holding company organization</b>   | Attorney   |
| <b>3. Title or position with:</b>  |  |
| <b>a) FNB, Inc.</b>  | Director   |
| <b>b) The First National Bank of Dennison</b>  | Director   |
| <b>c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer</b> | Attorney & President/<br>Connolly, Hillyer, Lindsay & Ong, Inc.<br>President & Director/<br>Clay City Pipe Company<br>Owner & Partner/<br>Connolly, Hillyer & Welch<br>Owner/<br>Connolly, Hillyer & Welch Title Services, Inc<br>Managing Partner/<br>BSC Land & Energy LLC<br>President/<br>Twelve Pack Lake |
| <b>4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:</b>              |  |
| <b>a) FNB, Inc.</b>  | 4,868 (.72%)   |
| <b>b) The First National Bank of Dennison</b>  | None   |
| <b>c) Any other business company, if more than 25 percent of its outstanding voting securities are held</b>                              | Connolly, Hillyer, Lindsey & Ong, Inc./<br>100% Ownership<br>Connolly, Hillyer & Welch/ 100% Ownership<br>Connolly, Hillyer & Welch Title Services, Inc./ 100% Ownership   |

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| <b>1. Name and address</b>   | Joseph J. Martinelli<br><br>Dennison, Ohio [REDACTED]   |
| <b>2. Principal occupation, if other than with the bank holding company organization</b>   | Home Builder  |
| <b>3. Title or position with:</b>  |   |
| <b>a) FNB, Inc.</b>  | Director  |
| <b>b) The First National Bank of Dennison</b>  | Director  |
| <b>c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer</b> | Owner/<br>Joseph J. Martinelli Building & Remodeling<br>Partner/ JJM Enterprises, LTD               |
| <b>4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:</b>              |   |
| <b>a) FNB, Inc.</b>  | 6,431 (.96%)  |
| <b>b) The First National Bank of Dennison</b>  | None  |
| <b>c) Any other business company, if more than 25 percent of its outstanding voting securities are held</b>                              | Joseph J. Martinelli Building & Remodeling/<br>100% Ownership<br>JJM Enterprises, LTD/33% Ownership |

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|--|---|
| <b>1. Name and address</b>   | Lawrence J. Mosher<br><br>New Philadelphia, Ohio [REDACTED] |
| <b>2. Principal occupation, if other than with the bank holding company organization</b>   | Retired Bank Executive Officer                              |
| <b>3. Title or position with:</b>  |   |
| <b>a) FNB, Inc.</b>  | Director  |
| <b>b) The First National Bank of Dennison</b>  | Director  |
| <b>c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer</b> | None  |
| <b>4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:</b>              |   |
| <b>a) FNB, Inc.</b>  | 4,200 (.62%)  |
| <b>b) The First National Bank of Dennison</b>  | None  |
| <b>c) Any other business company, if more than 25 percent of its outstanding voting securities are held</b>                              | None  |

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|--|---|
| <b>1. Name and address</b>   | Lee A. Novak<br><br>Uhrichsville, Ohio [REDACTED] |
| <b>2. Principal occupation, if other than with the bank holding company organization</b>   | Local Businessman                                 |
| <b>3. Title or position with:</b>  |   |
| <b>a) FNB, Inc.</b>  | Director  |
| <b>b) The First National Bank of Dennison</b>  | Director  |
| <b>c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer</b> | None  |
| <b>4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:</b>              |   |
| <b>a) FNB, Inc.</b>  | 63,370 (9.42%)                                    |
| <b>b) The First National Bank of Dennison</b>  | None  |
| <b>c) Any other business company, if more than 25 percent of its outstanding voting securities are held</b>                              | None  |

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|--|---|
| <b>1. Name and address</b>   | Keith A. Willoughby<br><br>Dennison, Ohio [REDACTED]  |
| <b>2. Principal occupation, if other than with the bank holding company organization</b>   | President, Willoughby & Co., Inc.   |
| <b>3. Title or position with:</b>  |   |
| <b>a) FNB, Inc.</b>  | Director  |
| <b>b) The First National Bank of Dennison</b>  | Director  |
| <b>c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer</b> | President/ Willoughby & Co., Inc.<br>Member/ K & K Enterprises of Tuscarawas County LLC             |
| <b>4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:</b>              |   |
| <b>a) FNB, Inc.</b>  | 375 (.06%)  |
| <b>b) The First National Bank of Dennison</b>  | None  |
| <b>c) Any other business company, if more than 25 percent of its outstanding voting securities are held</b>                              | Willoughby & Co., Inc./ 100% Ownership<br>K & K Enterprises of Tuscarawas County LLC/ 50% Ownership |

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|--|--|
| <b>1. Name and address</b>   | Jay R. Tolloti<br><br>New Philadelphia, Ohio [REDACTED]                        |
| <b>2. Principal occupation, if other than with the bank holding company organization</b>   | Dentist  |
| <b>3. Title or position with:</b>  |  |
| <b>a) FNB, Inc.</b>  | Director   |
| <b>b) The First National Bank of Dennison</b>  | Director   |
| <b>c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer</b> | President/<br>Dr. T's, Inc.<br>President/<br>Tolloti Dentistry, Inc.           |
| <b>4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:</b>              |  |
| <b>a) FNB, Inc.</b>  | 500 (.07%)   |
| <b>b) The First National Bank of Dennison</b>  | None   |
| <b>c) Any other business company, if more than 25 percent of its outstanding voting securities are held.</b>                             | Dr. T's, Inc./<br>100% Ownership<br>Tolloti Dentistry, Inc./<br>100% Ownership |

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|--|--|
| <b>1. Name and address</b>   | Douglas L. Peterman<br><br>Dover, Ohio [REDACTED]    |
| <b>2. Principal occupation, if other than with the bank holding company organization</b>   | President/<br>Peterman Plumbing & Heating, Inc.      |
| <b>3. Title or position with:</b>  |  |
| <b>a) FNB, Inc.</b>  | Director   |
| <b>b) The First National Bank of Dennison</b>  | Director   |
| <b>c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer</b> | President/<br>Peterman Plumbing & Heating, Inc.      |
| <b>4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:</b>              |  |
| <b>a) FNB, Inc.</b>  | 40 (.01%)  |
| <b>b) The First National Bank of Dennison</b>  | None   |
| <b>c) Any other business company, if more than 25 percent of its outstanding voting securities are held</b>                              | Peterman Plumbing & Heating, Inc./<br>100% Ownership |



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- |  |  |
|--|--|
| <b>1. Name and address</b>   | Nichole Zesiger<br><br>Dover, Ohio [REDACTED]                    |
| <b>2. Principal occupation, if other than with the bank holding company organization</b>   | Executive Vice President/<br>The First National Bank of Dennison |
| <b>3. Title or position with:</b>  |  |
| <b>a) FNB, Inc.</b>  | Director   |
| <b>b) The First National Bank of Dennison</b>  | Director   |
| <b>c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer</b> | None   |
| <b>4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:</b>              |  |
| <b>a) FNB, Inc.</b>  | 318 (.05%)   |
| <b>b) The First National Bank of Dennison</b>  | None   |
| <b>c) Any other business company, if more than 25 percent of its outstanding voting securities are held</b>                              | None   |