Annual Report of Holding Companies—FR Y-6

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

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. If the holding company is an ESOP/ESOT formed as a corporation or as an LLC, see the General Instructions for the authorized individual who must sign the report.

Blair Hiltyer
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.

Date of Signature
3-26-20

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 until available

For Federal Reserve Bank Use Only
RSSD ID 1417267
C.I.

FR Y-6
OMB Number 7100-0237
Approval expires November 30, 2022
Page 1 of 2

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2019

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

Report's Name, Street, and Mailing Address

FNB Inc
Legal Title of Holding Company
105 Grant Street/P.O.
(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 S Bartles
Chief Financial Officer
Name Title
740/9222532
Area Code / Phone Number / Extension
740/9228376
Area Code / Fax Number
jbartles@fnbdennison.com
E mail Address

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

Is confidential treatment requested for any portion of this report submission? ...☑ No 1=Yes 0

in accordance with the General Instructions for this report (check only one):
1. a letter justifying this request is being provided along with the report ...
2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential.

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0237), Washington, DC 20563.
12/2019
FNB, Inc.

100%

FIRST NATIONAL BANK OF DEXTER, OHIO LEI-NA

100%

Tuscarawas Valley Financial Inc.

LEI-NA
Report item 4: Insiders

DIRECTORS AND OFFICERS

1. Name and address
   John S. Bartles
   Gnadenhutten, Ohio

2. Principal occupation, if other than with the bank holding company organization
   Chief Financial Officer/
   The First National Bank of Dennison

3. Title or position with:
   a) FNB, Inc.
      Secretary/Treasurer
   b) The First National Bank of Dennison
      Chief Financial Officer
   c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer
      None

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.
      270 (.04%)
   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
      None
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) 229,176 shares; 34.06% 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
1. Name and address

   James M. Carrothers
   Dennison, Ohio

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/
       Stephenson, Stephenson & Carrothers
       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.
      4,144 (.62%)
   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
      Attorneys at Law/ 62.5% Ownership
FNB, INC.
Report Item 4
December 31, 2019

1. Name and address
   Gregory L. DiDonato
   Dennison, Ohio

2. Principal occupation, if other than with the bank holding company organization
   Consultant

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
      None

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.
      2,465 (.37%)
   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
      None
1. Name and address

   William E. Ferris
   New Philadelphia, Ohio

2. Principal occupation, if other than with the bank holding company organization

   President/
   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

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

   c) Any other business company, if more than 25 percent of its outstanding voting securities are held

   None

   Ferris Ownership, Inc. / 33.33% Ownership
   TDM Properties, LTD/ 25% Ownership
   TBR Realty/ 33.33% Ownership
   Match Investments, LLC/ 100% Ownership
   TIL Investments, LLC/ 50% Ownership
   Ferris Realty, Inc. / 30% Ownership
   Searl Properties, LLC/ 50% Ownership
1. Name and address
   Blair A. Hillyer
   Dennison, Ohio

2. Principal occupation, if other than with the bank holding company organization
   Chief Executive Officer/
The First National Bank of Dennison

3. Title or position with:
   a) FNB, Inc.
   Chairman of the Board, CEO & Director
   b) The First National Bank of Dennison
   CEO & Director
   c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer
   Vice President/
   Deer Hill, Inc.
   Chairman/
   Clay City Pipe Company
   Managing Member/
   BSC Land & Energy LLC

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.
   9,610 (1.43%)
   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
   Deer Hill, Inc./
   25% Ownership
FNB, INC.  
Report Item 4  
December 31, 2019

1. Name and address
   Brad L. Hillyer
   Dennison, Ohio

2. Principal occupation, if other than with the bank holding company organization
   Attorney

3. Title or position with:
   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
      Attorney & President/
      Connolly, Hillyer, Lindsay & Ong, Inc.
      President & Director/
      Clay City Pipe Company
      Owner & Partner/
      Connolly, Hillyer & Welch
      Owner/
      Connolly, Hillyer & Welch Title Services, Inc
      Managing Member/
      BSC Land & Energy LLC
      President/
      Twelve Pack Lake

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   5,048 (.75%)
   a) FNB, Inc.
   None
   b) The First National Bank of Dennison
   Connolly, Hillyer, Lindsay & Ong, Inc. / 100% Ownership
   Connolly, Hillyer & Welch/ 100% Ownership
   Connolly, Hillyer & Welch Title Services, Inc./ 100% Ownership
   c) Any other business company, if more than 25 percent of its outstanding voting securities are held
FNB, INC.
Report Item 4
December 31, 2019

1. Name and address
   Joseph J. Martinelli
   Dennison, Ohio

2. Principal occupation, if other than with the bank holding company organization
   Home Builder

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
      Owner/
      Joseph J. Martinelli Building & Remodeling
      Partner/ JJM Enterprises, LTD

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.
      6,431 (.96%)
   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
      Joseph J. Martinelli Building & Remodeling/
      100% Ownership
      J JM Enterprises, LTD/ 33.33% Ownership
1. Name and address
   Lawrence J. Mosher
   Dover, Ohio

2. Principal occupation, if other than with the bank holding company organization
   Retired Bank Executive Officer

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
   None

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.
   4,750 (.71%)
   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
   None
FNB, INC.
Report Item 4
December 31, 2019

1. Name and address
   Lee A. Novak
   Uhrichsville, Ohio

2. Principal occupation, if other than with the
   bank holding company organization
   Local Businessman

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
      None

4. Number of shares and percentage of each class
   of voting securities owned, controlled, or held with
   power to vote:
   a) FNB, Inc.
      63,370 (9.42%)
   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
      None
1. Name and address

Keith A. Willoughby
Dennison, Ohio

2. Principal occupation, if other than with the bank holding company organization

President, Willoughby & Co., 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/ Willoughby & Co., Inc.
   Member/ K & K Enterprises of Tuscarawas County LLC

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.

   598 (.09%)

   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

   Willoughby & Co., Inc./ 100% Ownership
   K & K Enterprises of Tuscarawas County LLC/ 50% Ownership
1. Name and address

   Jay R. Tolloti
   Dover, Ohio

2. Principal occupation, if other than with the bank holding company organization

   Dentist

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/
   Dr. T’s, Inc.
   President/
   Tolloti Dentistry, Inc.

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.

   500 (.07%)
   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.

   Dr. T’s, Inc./
   100% Ownership
   Tolloti Dentistry, Inc./
   100% Ownership
1. Name and address

   Douglas L. Peterman
   New Philadelphia, Ohio

2. Principal occupation, if other than with the bank holding company organization

   President/
   Peterman Plumbing & Heating, 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/
      Peterman Plumbing & Heating, Inc.

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.  
      40 (.01%)
   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
      Peterman Plumbing & Heating, Inc./100% Ownership
1. Name and address
   Nichole Zesiger
   New Philadelphia, Ohio

2. Principal occupation, if other than with the bank holding company organization
   President/
   The First National Bank of Dennison

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
      None

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.
      608 (.09%)
   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
      None
**Recording and Verification Notes**

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.

**Data Action**
- **Add**: If a separately or branch is added, enter "Add" in the Data Action column.
- **Delete**: If a separately or branch is deleted, enter "Delete" in the Data Action column.

**Branch Information**
- **Name**: First National Bank of Leominster, Ohio, OH, the.
- **Branch Address**: 100 Grant Street, Leominster, OH.
- **City**: Leominster
- **State**: OH
- **ZIP Code**: 01453
- **Country**: United States
- **Income**: Not Required
- **Status**: Not Required
- **Office Number**: 330-779-2121
- **Head Office**: Not Required

**Note**
- This is a list of branches for the First National Bank of Leominster, Ohio, OH.
- The data are as of 12/31/2012. Data reflects information that was received and processed through 05/01/2012.

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<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID</th>
<th>Branch Name</th>
<th>Branch Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>Country</th>
<th>Income</th>
<th>Status</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Add</strong></td>
<td></td>
<td>Full Service (Main Office)</td>
<td>202122</td>
<td>First National Bank of Leominster, Ohio, OH</td>
<td>100 Grant Street</td>
<td>Leominster</td>
<td>OH</td>
<td>01453</td>
<td>United States</td>
<td>Not Required</td>
<td>Not Required</td>
<td>330-779-2121</td>
<td>Not Required</td>
<td></td>
</tr>
<tr>
<td><strong>Add</strong></td>
<td></td>
<td>Full Service</td>
<td>927963</td>
<td>Leominster Branch</td>
<td>Boulevard Branch</td>
<td>Leominster</td>
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<td>01453</td>
<td>United States</td>
<td>Not Required</td>
<td>Not Required</td>
<td>330-779-2121</td>
<td>Not Required</td>
<td></td>
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<tr>
<td></td>
<td></td>
<td>Full Service</td>
<td>218853</td>
<td>Leominster Branch</td>
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<td>OH</td>
<td>01453</td>
<td>United States</td>
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<td>330-779-2121</td>
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<td></td>
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<td><strong>Add</strong></td>
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<td>Full Service</td>
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<td>Leominster Branch</td>
<td>205 East Main Street</td>
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<td>OH</td>
<td>01453</td>
<td>United States</td>
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<td>Not Required</td>
<td>330-779-2121</td>
<td>Not Required</td>
<td></td>
</tr>
<tr>
<td><strong>Add</strong></td>
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<td>Full Service</td>
<td>2157821</td>
<td>Leominster Branch</td>
<td>206 South Broadway Street</td>
<td>Leominster</td>
<td>OH</td>
<td>01453</td>
<td>United States</td>
<td>Not Required</td>
<td>Not Required</td>
<td>330-779-2121</td>
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