

FEDERAL RESERVE BANK
OF CLEVELAND

2014 APR -2 A 11:05

STATISTICS AND ANALYSIS
DEPARTMENT

Board of Governors of the Federal Reserve System



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)); 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, **Scott B. Daum**

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.

Signature of Holding Company Director and Official
03/26/2014

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 2687601
C.I. _____

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Fryburg Banking Company, Inc.

Legal Title of Holding Company

PO Box 7

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

Fryburg PA 16326

City State Zip Code

19535 Rt. 208, Fryburg, PA

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Scott B. Daum

CEO

Name

Title

814-354-7311

Area Code / Phone Number / Extension

814-354-7372

Area Code / FAX Number

sdaum@fun-bank.com

E-mail Address

n/a

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

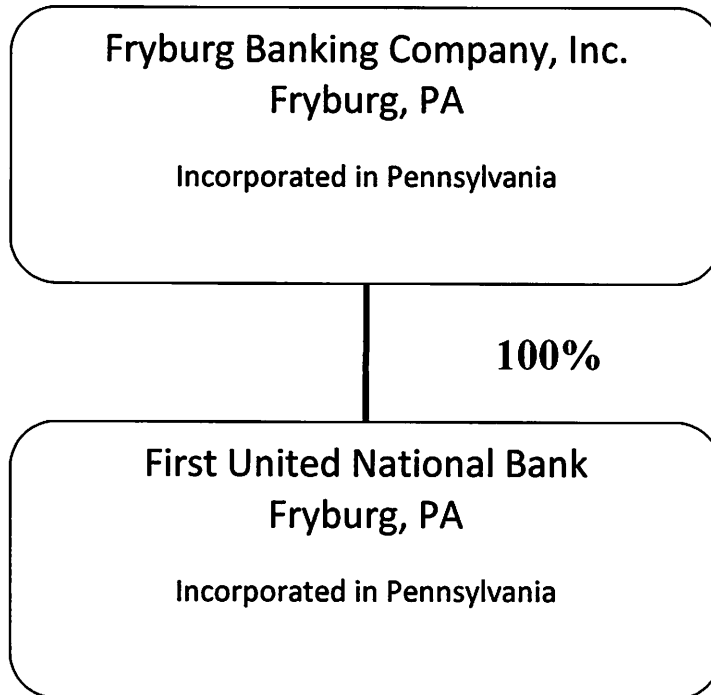
Form FR Y-6

**Fryburg Banking Company, Inc.
Fryburg, Pennsylvania
Fiscal Year Ending December 31, 2013**

Report Item

1: The bank holding company is NOT registered with the SEC. It does, however, prepare an annual report for its shareholders. Two (2) copies are enclosed.

2a: Organizational Chart



2b: Domestic branch listing and accompanying Form FR Y-10 is enclosed.

All information was correct except for the "popular name" of one (1) branch office.

Results: A list of branches for your holding company: **FRYBURG BANKING COMPANY, INC. (2687601)** of **FRYBURG, PA.**
 The data are as of **12/31/2013**. Data reflects information that was received and processed through **01/07/2014**.

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	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	127224	FIRST UNITED NATIONAL BANK	ROUTE 157 & ROUTE 208	FRYBURG	PA	16326	CLARION	UNITED STATES	5059	0	FIRST UNITED NATIONAL BANK	127224	
OK		Full Service	2682679	CLARION BRANCH	400 LIBERTY STREET	CLARION	PA	16214	CLARION	UNITED STATES	216914	5	FIRST UNITED NATIONAL BANK	127224	
OK		Full Service	3658082	CRANBERRY BRANCH	112 HOSS DRIVE	CRANBERRY	PA	16319	VENANGO	UNITED STATES	461044	6	FIRST UNITED NATIONAL BANK	127224	
OK		Full Service	919027	FRANKLIN BRANCH	1153 LIBERTY STREET	FRANKLIN	PA	16323	VENANGO	UNITED STATES	185608	4	FIRST UNITED NATIONAL BANK	127224	
OK		Full Service	1444441	NEW BETHLEHEM OFFICE	706 BROAD STREET	NEW BETHLEHEM	PA	16242	CLARION	UNITED STATES	277500	3	FIRST UNITED NATIONAL BANK	127224	
Change	1/1/1991	Full Service	24127	OIL CITY BRANCH	1 CENTRAL AVENUE	OIL CITY	PA	16301	VENANGO	UNITED STATES	216840	2	FIRST UNITED NATIONAL BANK	127224	

Form FR Y-6
Fryburg Banking Company, Inc.
Fiscal year Ending December 31, 2013

Report Item 3: Securities Holders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current securities holders with ownership, control or holding of 5% or more with power to vote as of fiscal year ending 12-31-2013

Securities holders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12-31-2013

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name, City, State, Country	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Leon A. Eisenman & Betty L. Eisenman Tionesta, PA USA	USA	1,010 - 9.03% Common Stock	None		
Farmers Mutual Ins. Co. Marble, PA USA	USA	900 - 8.05% Common Stock			
Ruth A. Jeannerat Harrisburg, PA USA	USA	755 - 6.75% Common Stock			

Form FR Y-6
Fryburg Banking Company, Inc.
Fiscal year Ending December 31, 2013

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

(1) Name, City, State, Country	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) Percentage of Voting Shares in Holding Company	(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)
Scott B. Daum Tionesta, PA USA	n/a	Director & CEO	CEO First United National Bank	n/a	.008%	None	n/a
Leon A. Eisenman Tionesta, PA USA	Retired	Director	Director First United National Bank	n/a	9.03%	None	n/a
Gerard M. Kendzior Franklin, PA USA	Retired	Director	Director First United National Bank	n/a	1.11%	None	n/a
David B. Koerner Oil City, PA USA	Banker	n/a	Vice President First United National Bank	n/a	None	None	n/a
Richard L. Mong Seneca, PA USA	Retired	Director	Director First United National Bank	n/a	.89%	None	n/a

Continued...

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 Fryburg Banking Company Inc.
 Report Item 4: Insiders
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Andrew A. Restauri Franklin, PA USA	Banker	Corporate Secretary	Vice President First United National Bank	n/a	.001%	None	n/a
Martha J. Schimp Shippenville, PA USA	Retired	Director & President	Director & President First United National Bank	n/a	2.68%	None	n/a
Jared L. Skinner Mayport, PA USA	Car Dealer	Director	Director	President - Skinner Group Partner - Skinner Motor Sports	.18%	None	Skinner Group - 100% Skinner Motor Sports - 50%
Ronald L. Thompson Shippenville, PA USA	Banker	CFO	CFO First United National Bank	n/a	None	None	n/a
Jody P. Weaver Fryburg, PA USA	Banker	Director	Director & AVP First United National Bank	Director - Central Electric Co-op	1.85%	None	n/a
Russell A. Weaver Marble, PA USA	Retired	Director	Director	n/a	4.10%	None	n/a
Russell A. Weaver, II Shippenville, PA USA	Retired	Director	Director	n/a	3.46%	None	n/a