

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)); 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.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

John O. Keirns
 Name of the Holding Company Director and Official
President & CEO
 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]
 Signature of Holding Company Director and Official
3/18/20
 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. _____

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

Not Applicable
 Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address
FNB Shares, Inc.
 Legal Title of Holding Company

86 N. Kennebec Ave. PO Box 208
 (Mailing Address of the Holding Company) Street / P.O. Box
McConelsville OH 43756
 City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Angie A. Bankes Director of Shareholder
 Name Title Relations

740-962-3911 Ext.1127
 Area Code / Phone Number / Extension

740-962-6535
 Area Code / FAX Number

abankes@first-national.com
 E-mail Address

www.first-national.com
 Address (URL) for the Holding Company's web page

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

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."

FIRST NATIONAL BANK OF McCONNELSVILLE, THE
ORGANIZATION CHART

FNB SHARES, INC.

(LEI # N/A)

McConnelsville, OH

Incorporated in Ohio

100%

FIRST NATIONAL BANK OF McCONNELSVILLE, THE

(LEI # N/A)

McConnelsville, OH

State of Incorporation N/A

Results: A list of branches for your depository institution: **FIRST NATIONAL BANK OF MCCONNELSVILLE, THE (ID_RSSD: 44929)**.

This depository institution is held by **FNB SHARES, INC. (1137891)** of **MCCONNELSVILLE, OH**.

The data are as of **12/31/2019**. Data reflects information that was received and processed through **03/05/2020**.

| Data Action | Effective Date | Branch Service Type | Branch ID_RSSD* | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNII | Office Numl | Head Office | Head Office ID_RSSD* |
|-------------|----------------|----------------------------|-----------------|--|--------------------------|----------------|-------|----------|--------|---------------|-----------|-------------|---|----------------------|
| OK | | Full Service (Head Office) | 44929 | FIRST NATIONAL BANK OF MCCONNELSVILLE, THE | 86 NORTH KENNEBEC AVENUE | MCCONNELSVILLE | OH | 43756 | MORGAN | UNITED STATES | Not Requ | Not Require | THE FIRST NATIONAL BANK OF MCCONNELSVILLE | 44929 |
| OK | | Full Service | 3274763 | ATHENS OFFICE | 1012 EAST STATE STREET | ATHENS | OH | 45701 | ATHENS | UNITED STATES | Not Requ | Not Require | THE FIRST NATIONAL BANK OF MCCONNELSVILLE | 44929 |
| OK | | Full Service | 610025 | GLOUSTER BRANCH | 16 TOLEDO STREET | GLOUSTER | OH | 45732 | ATHENS | UNITED STATES | Not Requ | Not Require | THE FIRST NATIONAL BANK OF MCCONNELSVILLE | 44929 |
| OK | | Full Service | 901929 | WEST MAIN STREET BRANCH | 107 WEST MAIN STREET | JUNCTION CITY | OH | 43748 | PERRY | UNITED STATES | Not Requ | Not Require | THE FIRST NATIONAL BANK OF MCCONNELSVILLE | 44929 |
| OK | | Full Service | 201124 | 11 PUBLIC SQUARE BRANCH | 11 PUBLIC SQUARE | NELSONVILLE | OH | 45764 | ATHENS | UNITED STATES | Not Requ | Not Require | THE FIRST NATIONAL BANK OF MCCONNELSVILLE | 44929 |
| OK | | Full Service | 687120 | STOCKPORT BRANCH | 1820 BROADWAY STREET | STOCKPORT | OH | 43787 | MORGAN | UNITED STATES | Not Requ | Not Require | THE FIRST NATIONAL BANK OF MCCONNELSVILLE | 44929 |

FNB SHARES, INC.
McConnelsville, Ohio
Information for Form FR Y-6
December 31, 2019

Report Item 3: Shareholders

(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c) (Common Stock)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-19

Shareholders 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 12-31-19 N/A

| (1)(a) Name City, State) | (1)(b) Country of Citizenship or Incorporation | (1)(c) Number and Percentage of Each Class of Voting Securities | (2)(a) Name & Address (City, State, Country) | (2)(b) Country or Citizenship or Incorporation | (2)(c) Number and Percentage of Each Class of Voting Securities |
|--------------------------------|--|--|--|--|--|
|--------------------------------|--|--|--|--|--|

| | | | | | |
|--------------------------------|-----|---------------|--|--|--|
| Francis C. Smith Dublin, OH | USA | 32,000 10.40% | | | |
|--------------------------------|-----|---------------|--|--|--|

| | | | | | |
|---------------------------------------|-----|--------------|--|--|--|
| Robert W. Finley, Sr. Lockport, IL | USA | 24,000 7.80% | | | |
|---------------------------------------|-----|--------------|--|--|--|

NOTE: 307,709 Number of Outstanding Shares as of 12-31-19

FNB SHARES, INC.
McCONNELSVILLE, OHIO
December 31, 2019

FNB Shares, Inc. Directors
Outstanding Shares 307,709

| (1) Name (City & State) | (2) Principal Occupation if other than with Bank Holding Company | (3) (a) Title & Position with Bank 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 Bank 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 percentages of voting securities held) |
|--|--|--|--|--|--|--|--|
| John O. Keirns McConnelsville, OH | None | President & CEO Director | President & CEO Director-First National Bank of McConnelsville | N/A | 2,831 0.92% | None | N/A |
| John W. Finley McConnelsville, OH | Finley Fire Equipment Co-Owner Finley Rentals, LLC | Director | Director-First National Bank of McConnelsville | President & CEO- Finley Fire Equipment Finley Rentals, LLC | 2,335 0.76% | None | 80% 100% |
| Richard J. Huck, Jr. McConnelsville, OH | Business Owner of Funeral Home & Furniture Store | Director | Director-First National Bank of McConnelsville | VP & Co-Owner- Miller Huck Funeral Home Partner & Co-Owner Miller Huck Furniture Store | 2,060 0.67% | None | 50% 50% |
| Brenda E. James Stockport, OH | Insurance Agent | Director | Director-First National Bank of McConnelsville | James Insurance Agency Partnership with Matthews Insurance North End Athens, LLC Member of LLC | 2,641 0.87% | None | 8% 22% |
| Paul D. Ryan Thornville, OH | Retired Postmaster | Director | Director-First National Bank of McConnelsville | N/A | 3,406 1.11% | None | N/A |

**FNB SHARES, INC.
McCONNELLSVILLE, OHIO**

| | | | | | | | |
|--|--|---|--|--|------------------|------|--|
| Thomas W. Parfitt Athens, OH | CPA | Director | Director-First National Bank of McConnellsville | Thomas W. Parfitt, CPA Offices- Athens and Waverly, OH President- Athens Sport Cycles, Inc. Partner- Allpower Equipment, LLC Owner, Vallery Ford Waverly, OH | 3,701 1.20% | None | 100% 33 1/3% 50% 100% |
| Francis C. Smith Dublin, OH | Retired Engineer Burgess & Niple Limited | Director Chairman of the Board | Chairman of the Board/Director- First National Bank of McConnellsville | N/A | 32,000 10.40% | None | N/A |
| Timothy W. Scholl McConnellsville, OH | None | Director Retired Executive Vice Pres. CFO of FNB | Director-First National Bank of McConnellsville | N/A | 340 0.11% | None | N/A |
| Frederic J. Smith Dublin, OH | Engineer Sr. Project Manager | Director Vice Chairman of Board | Director-First National Bank of McConnellsville | CDM Smith, Inc. Principal Sr. Project Manager | 1,285 0.41% | None | N/A |
| Frederick L. Oremus Athens, OH | Retired Attorney | Director | Director-First National Bank of McConnellsville | N/A | 30 0.01% | None | N/A |