

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) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)); section 10(b)(2) of the Home Owners' Loan Act (12 U.S.C. § 1467a(b)(2)); sections 102(a)(1), 165, and 618 of the Dodd-Frank Wall Street Reform and Consumer Protection Act (12 U.S.C. §§ 5311(a)(1), 5365, and 1850a(c)(1)); and sections 8(a) and 13(a) of the International Banking Act of 1978 (12 U.S.C. §§ 3106(a) and 3108(a)). 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.

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

**December 31, 2022**

Month / Day / Year

Reporter's Name, Street, and Mailing Address

**FNB, Inc**

Legal Title of Holding Company

**105 Grant St**

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

**Dennison**

**HI**

**44621**

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

**Michelle Campbell**

**Secretary**

Name

Title

**740-673-7291**

Area Code / Phone Number / Extension

**740-922-6376**

Area Code / FAX Number

**mcampbell@fnbdennison.com**

E-mail Address

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

I, **Blair Hillyer**

Name of the Holding Company Director and Official

**President**

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 Hillyer*

Signature of Holding Company Director and Official

**03/27/2023**

Date of Signature

**For Federal Reserve Bank Use Only**

RSSD ID **1477267**

C.I. \_\_\_\_\_

Is confidential treatment requested for any portion of this report submission? .....	0=No 1=Yes <input checked="" type="radio"/>
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 .....	<input type="checkbox"/>
2. a letter justifying this request has been provided separately ...	<input type="checkbox"/>
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."	

**Report Item 1: Annual Report to Shareholders**

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

## Checklist

The checklist below is provided to assist the holding company in filing all the necessary responses and verifying changes from the prior year to the various report items. The completed checklist should be submitted with the report. Please see section A of the General Instructions for additional guidance.

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### Verification of Changes

All Reporters must respond to the following questions by checking the Yes or No box below, as appropriate.

Did the holding company have changes to any reportable FR Y-6 items (2a, 2b, 3, or 4) from the prior year?

- Yes     No

If checked Yes, complete the remaining checklist for Report Items 2a, 2b, 3, and 4. For each Report Item, indicate whether there are changes from the prior year by checking Yes or No below. See section A of the General Instructions for additional information.

#### Report Item 2a: Organization Chart

- Yes     No

If checked Yes, the Reporter must submit the organization chart as specified in Report Item 2.a instructions.

#### Report Item 2b: Domestic Branch Listing

- Yes     No

If checked Yes, the Reporter must submit the domestic branch listing as specified in Report Item 2.b instructions.

#### Report Item 3: Securities Holders

- Yes     No

If checked Yes, the Reporter must submit the information as specified in Report Item 3 instructions.

#### Report Item 4: Insiders

- Yes     No

If checked Yes, the Reporter must submit the information as specified in Report Item 4 instructions.

NB, Inc.  
FRY-6  
December 31, 2022

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

1.

- a) The Hillyer Control Group  
Dennison, Ohio, USA  
U.S.A.  
80,552 shares; 12.07% of outstanding common stock  
*\*Please see attached supporting detail for all parties included in the 12.07%*
  
- b) CEDE & Company  
New York, New York, USA  
U.S.A.  
232,797 shares; 34.85% of outstanding common stock
  
- c) Lee A. Novak  
Uhrichsville, Ohio, USA  
U.S.A.  
63,370 shares; 9.49% of outstanding common stock

2. None

**HILLYER CONTROL GROUP**  
**(Ownership of Shares of FNB, Inc. by Hillyer Control Group)**

Stockholder:	Shares:	% of Ownership	
* Blair Hillyer	11,010	1.65%	
Jodi Hillyer	500	0.08%	
Brett Hillyer	142	0.02%	
Bowerston Shale Company	38,082	5.70%	
FAB Oho Corporation	7,618	1.14%	<b>8.59%</b>
* Brad Hillyer	4,032	0.60%	
Brad & Kimberly Hillyer	3,205	0.48%	
Alec B. Hillyer	60	0.01%	
Katherine Hillyer	60	0.01%	
Jacob Hillyer	60	0.01%	
Connolly, Hillyer & Welch, Inc.	3,950	0.59%	<b>1.70%</b>
Beth Hillyer	3,793	0.57%	
Rebecca Hillyer	2,584	0.39%	
Kurt Shelley	2,806	0.42%	
Kim L. Shelley	<u>2,650</u>	<u>0.40%</u>	
<b>Grand Total</b>	<b>80,552</b>	<b>12.07%</b>	

\*As noted in section 3(1).

\* Active Board of Director member

FNB, INC.  
Report Item 4  
December 31, 2022

Report item 4: Insiders

DIRECTORS AND OFFICERS

- |  |  |
|--|--|
| 1. Name and address  | Gregory L. DiDonato<br>Dennison, Ohio<br>USA |
| 2. Principal occupation, if other than with the bank holding company organization  | Mayor  |
| 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.   | 2,600 (.32%)                                 |
| 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, 2022

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| 1. Name and address  | William E. Ferris<br><br>New Philadelphia, Ohio<br>USA   |
| 2. Principal occupation, if other than with the bank holding company organization  | President/<br>Ferris Chevrolet, Inc.   |
| 3. Title or position with:   | Director   |
| a) FNB, Inc.   | Director   |
| b) The First National Bank of Dennison   | President/ Ferris Chevrolet, Inc<br>Partner/ TDM Properties, LTD<br>Partner/ TBR Realty<br>Owner/ Match Investments, LLC<br>Partner/ TIL Investments, LLC<br>Partner/ Ferris Realty, Inc.<br>Partner/ Searl Properties, LLC<br>B DMM Investment, LLC   |
| 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:               | 1,930 (.29 %)  |
| a) FNB, Inc.   | None   |
| b) The First National Bank of Dennison   |  |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held                               | Ferris Ownership, Inc./ 33.33% Ownership<br>TDM Properties, LTD/ 25% Ownership<br>TBR Realty/ 33.33% Ownership<br>Match Investments, LLC/ 100% Ownership<br>TIL Investments, LLC/ 50% Ownership<br>Ferris Realty, Inc./ 34.456% Ownership<br>Searl Properties, LLC/ 50% Ownership<br>B DMM Investment, LLC/ 0% |

FNB, INC.  
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December31,2022

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| 1. Name and address  | Blair A. Hillyer<br>Dennison, Ohio<br>USA  |
| 2. Principal occupation, if other than with the bank holding company organization  | Chief Executive Officer/<br>The First National Bank of Dennison                  |
| 3. Title or position with:   | Chairman of the Board, CEO & Director  |
| a) FNB, Inc.   | CEO & Director   |
| b) The First National Bank of Dennison   | VP/Deer Hill   |
| c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer. | Chairman/Clay City Pipe Company<br>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.   | 10,910 (1.63%)   |
| 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%<br>Clay City Pipe - 1069 units<br>BSC Land & Energy 1069 units |

Also Included in section 3(1) and within total Share in the Hillyer Control Group.

FNB, INC.  
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1. Name and address	Brad L. Hillyer  Dennison, Ohio  USA
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.	Attorney & President/ Connolly, Hillyer & 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:	
a) FNB, Inc.	6612 (.99%)
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.	Connolly, Hillyer & Ong, Inc/ 100% Ownership Connolly, Hillyer & Welch/ 100% Ownership Connolly, Hillyer & Welch Title Services, Inc./ 100% Ownership

Also Included in section 3(1) and within total Share in the Hillyer Control Group.



FNB, INC.  
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| 1. Name and address  | Joseph J. Martinelli<br>Dennison, Ohio<br>USA   |
| 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/<br>Joseph J. Martinelli Building & Remodeling<br>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/<br>100% Ownership<br>JJM Enterprises, LTD/ 33.33% Ownership |

FNB, INC.  
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| 1. Name and address  | Lawrence J. Mosher<br>Dover, Ohio<br>USA |
| 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.   | 60 (.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.                              | None                                     |

FNB, INC.  
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| 1. Name and address  | Michelle S. Campbell<br>New Philadelphia, Ohio<br>USA                |
| 2. Principal occupation, if other than with the bank holding company organization                                    | EVP, Chief Financial Officer/<br>The First National Bank of Dennison |
| 3. Title or position with:   |  |
| a) FNB, Inc.   | Secretary  |
| b) The First National Bank of Dennison   | Chief Financial Officer  |
| c)   | None   |
| 4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote: |  |
| a) FNB, Inc.   |  |
| b) The First National Bank of Dennison   | 100 (.02%)   |
| c) Any other business company, if more than 25 percent of its outstanding voting securities are held.                | None   |
|  | None   |

FNB, Inc.  
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| 1. Name and address  | Douglas L. Peterman<br>New Philadelphia, Ohio<br>USA |
| 2. Principal occupation, if other than with the bank holding company organization  | President/<br>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/<br>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./<br>100% Ownership |

FNB, Inc.  
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| 1. Name and address  | Jay R Tolloti<br>Dover, Ohio<br>USA  |
| 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/<br>Dr. T's, Inc.<br>President/<br>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./<br>100% Ownership<br>Tolloti Dentistry, Inc./<br>100% Ownership |

FNB, INC.  
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|--|---|
| 1. Name and address  | Keith A. Willoughby<br><br>Dennison, Ohio<br><br>USA  |
| 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.<br>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.   | 698 (.10%)  |
| 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<br>K & K Enterprises of Tuscarawas County LLC/ 50% Ownership |

FNB, Inc.  
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|--|---|
| 1. Name and address  | Nichole Zesiger<br>New Philadelphia, Ohio<br>USA  |
| 2. Principal occupation, if other than with the bank holding company organization  | President/<br>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.   | 708 (.11%)  |
| 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  |