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 225.9(b) of Regulation Y (12 C.F.R. § 225.9(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.

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.

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 284, 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

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: 1417267
C.I.

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

December 31, 2014
Month / Day / Year

None
Reporters Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address
FNBi Inc.
Legal Title of Holding Company
105 Grant Street
(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
Name Title
740 922-2532
Area Code / Phone Number / Extension
740 922-6376
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:
☐ No 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."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 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 (7100-0297), Washington, DC 20503.

10/2014
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 Ave., 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

2. a) CEDE & Company
   New York, New York, USA
   b) U.S.A.
   c) 175,705 shares; 26.11% of outstanding common stock

3. a) Lee A. Novak
   Uhrichsville, Ohio, USA
   b) U.S.A.
   c) 63,370 shares; 9.42% of outstanding common stock

2. None
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.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FHC</th>
<th>Office</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>Full Service (Head Office)</td>
<td>935719</td>
<td>FIRST NATIONAL BANK OF DENNISON, OHIO, THE</td>
<td>105 GRANT STREET</td>
<td>DENNISON</td>
<td>OH</td>
<td>44621-126</td>
<td>TUSCARAWAS</td>
<td>UNITED STATES</td>
<td>4401</td>
<td>0</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Full Service</td>
<td>997913</td>
<td>BOULEVARD BRANCH</td>
<td>824 BOULEVARD</td>
<td>DOVER</td>
<td>OH</td>
<td>44622</td>
<td>TUSCARAWAS</td>
<td>UNITED STATES</td>
<td>21150</td>
<td>1</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Full Service</td>
<td>231815</td>
<td>GNADENHUTEN BRANCH</td>
<td>130 N WALNUT STREET</td>
<td>GNADENHUTEN</td>
<td>OH</td>
<td>44629</td>
<td>TUSCARAWAS</td>
<td>UNITED STATES</td>
<td>303</td>
<td>2</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Full Service</td>
<td>3127748</td>
<td>SCHOENBRUNN OFFICE</td>
<td>2046 EAST HIGH AVENUE</td>
<td>NEW PHILADELPHIA</td>
<td>OH</td>
<td>44663</td>
<td>TUSCARAWAS</td>
<td>UNITED STATES</td>
<td>353665</td>
<td>4</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Full Service</td>
<td>2497891</td>
<td>SOUTHSIDE BRANCH</td>
<td>706 SOUTH BROADWAY STREET</td>
<td>NEW PHILADELPHIA</td>
<td>OH</td>
<td>44663</td>
<td>TUSCARAWAS</td>
<td>UNITED STATES</td>
<td>21150</td>
<td>3</td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>
Organizational Chart

Report Item 2a
FNB, INC.
Report Item 4
December 31, 2014

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
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.

   b) The First National Bank of Dennison

   c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer

   Director

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

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

3,944 (.59%)

None

Stephenson, Stephenson & Carrothers
Attorneys at Law/ 62.5% Ownership
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.
   b) The First National Bank of Dennison
   c) Title or position with any other business or company in which the person is a director, trustee, partner, or principal officer

Director
Owner/Trainmaster Inn

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

3,565 (.53%)
None
Trainmaster Inn/ 100% Ownership
1. Name and address

William E. Ferris
New Philadelphia, Ohio [Redacted]

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
   President/ Ferris Chevrolet, Inc
   Owner/ BDMM Investments, LTD
   Partner/ TDM Properties, LTD
   Partner/ TBR Realty
   Owner/ Match Investments, LLC
   Partner/ TIL Investments, LLC
   Partner/ Ferris Realty
   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
BDMM Investments, LTD/ 100% Ownership
TDM Properties, LTD/ 50% Ownership
TBR Realty/ 33% Ownership
Match Investments, LLC/ 100% Ownership
TIL Investments, LLC/ 50% Ownership
Ferris Realty/ 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

President & CEO/
The First National Bank of Dennison

3. Title or position with:
   a) FNB, Inc.
   President, CEO & Director
   b) The First National Bank of Dennison
   President, 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
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:
   a) FNB, Inc.

   Director

   b) The First National Bank of Dennison

   Director

   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 Partner/
   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.

   4,868 (.72%)

   None

   b) The First National Bank of Dennison

   Connolly, Hillyer, Lindsey & 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
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.

   None

   b) The First National Bank of Dennison

   Joseph J. Martinelli Building & Remodeling/
   100% Ownership
   JJM Enterprises, LTD/33% Ownership

   6,431 (.96%)
1. Name and address

   Thomas P. Miller
   New Philadelphia, 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
      Owner/  
      Dover News Agency

4. Number of shares and percentage of each class of voting securities owned, controlled, or held with power to vote:
   a) FNB, Inc.
      9,000 (1.34%)
   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
      Dover News Agency/  
      100% Ownership
1. Name and address

Lawrence J. Mosher
New Philadelphia, 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.

   4,200 (.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

   None
FNB, INC.
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December 31, 2014

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
FNB, INC.
Report Item 4
December 31, 2014

1. Name and address

Keith A. Willoughby
Dennison, Ohio

President, Willoughby & Co., Inc.

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

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.
      75 (.01%)
   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

Willoughby & Co., Inc./ 100% Ownership
K & K Enterprises of Tuscarawas County LLC/ 50% Ownership
FNB, Inc.
Report item 4
December 31, 2014

1. Name and address

   Jay R. Tolloti
   New Philadelphia, Ohio

   Dentist

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

   Dentist

3. Title or position with:
   a) FNB, Inc.
   Jay R. Tolloti
   New Philadelphia, Ohio
   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
FNB, Inc.
Report item 4
December 31, 2014

1. Name and address

   Douglas L. Peterman
   Dover, 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