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.

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
President & 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
06/25/2015

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.
2687601

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year

None
Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters 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
City State Zip Code

19535 Route 208, Fryburg, PA
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Scott B. Daum
President & 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:
☐ No

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.
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

Fryburg Banking Company, Inc.
Fryburg, PA
Incorporated in Pennsylvania

100%

First United National Bank
Fryburg, PA
Incorporated in Pennsylvania

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

All information was correct except for the location of one (1) branch office.
Results: A list of branches for your depository institution: FIRST UNITED NATIONAL BANK (ID: RSSD: 127224).
This depository institution is held by FRYBURG BANKING COMPANY, INC. (2687603) of FRYBURG, PA.
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 UNNUM, 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 ID_RSSD*</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>FDIC UNNUM*</th>
<th>Office Number*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td>Full Service (Head Office)</td>
<td>127224</td>
<td>FIRST UNITED NATIONAL BANK</td>
<td>ROUTE 157 &amp; ROUTE 208</td>
<td>FRYBURG</td>
<td>PA</td>
<td>16326</td>
<td>CLARION</td>
<td>UNITED STATES</td>
<td></td>
<td>5055</td>
<td>0</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>2682679</td>
<td>CLARION BRANCH</td>
<td>400 LIBERTY STREET</td>
<td>CLARION</td>
<td>PA</td>
<td>16214</td>
<td>CLARION</td>
<td>UNITED STATES</td>
<td></td>
<td>216914</td>
<td>5</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3658082</td>
<td>CRANBERRY BRANCH</td>
<td>312 ROSS DRIVE</td>
<td>CRANBERRY</td>
<td>PA</td>
<td>16319</td>
<td>VENANGO</td>
<td>UNITED STATES</td>
<td></td>
<td>463044</td>
<td>6</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>919037</td>
<td>FRANKLIN BRANCH</td>
<td>1153 LIBERTY STREET</td>
<td>FRANKLIN</td>
<td>PA</td>
<td>16323</td>
<td>VENANGO</td>
<td>UNITED STATES</td>
<td></td>
<td>385608</td>
<td>4</td>
<td></td>
</tr>
<tr>
<td>CHANGE</td>
<td>5/27/2001</td>
<td>Full Service</td>
<td>1444441</td>
<td>NEW BETHLEHEM OFFICE</td>
<td>224 WOOD STREET</td>
<td>NEW BETHLEHEM</td>
<td>PA</td>
<td>16224</td>
<td>CLARION</td>
<td>UNITED STATES</td>
<td></td>
<td>277500</td>
<td>3</td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>24127</td>
<td>OIL CITY BRANCH</td>
<td>1 CENTRAL AVENUE</td>
<td>OIL CITY</td>
<td>PA</td>
<td>16301</td>
<td>VENANGO</td>
<td>UNITED STATES</td>
<td></td>
<td>216840</td>
<td>2</td>
<td></td>
</tr>
</tbody>
</table>
### Form FR Y-6
Fryburg Banking Company, Inc.
Fiscal year Ending December 31, 2014

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

<table>
<thead>
<tr>
<th>(1)(a) Name, City, State, Country</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>(2)(a) Name, City, State, Country</th>
<th>(2)(b) Country of Citizenship or Incorporation</th>
<th>(2)(c) Number and Percentage of Each Class of Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Leon A. Eisenman &amp; Betty L. Eisenman, Tionesta, PA USA</td>
<td>USA</td>
<td>1,010 - 9.03% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Farmers Mutual Ins. Co., Marble, PA USA</td>
<td>USA</td>
<td>900 - 8.05% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Ruth A. Jeannerat, Harrisburg, PA USA</td>
<td>USA</td>
<td>755 - 6.75% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Lois Maxine Wagner, Oil City, PA USA</td>
<td>USA</td>
<td>570 - 5.09% Common Stock</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>(1) Name, City, State, Country</td>
<td>(2) Principal Occupation if other than with Holding Company</td>
<td>(3)(a) Title &amp; Position with Holding Company</td>
<td>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</td>
<td>(3)(c) Title &amp; Position with Other Businesses (include names of other businesses)</td>
<td>(4)(a) Percentage of Voting Shares in Holding Company</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>--------------------------------------------------------</td>
<td>------------------------------------------------</td>
<td>-------------------------------------------------</td>
<td>-------------------------------------------------</td>
<td>-----------------------------------------------</td>
</tr>
<tr>
<td>Garrett L. Carulli Tionesta, PA USA</td>
<td>Banker</td>
<td>n/a</td>
<td>Vice President First United National Bank</td>
<td>n/a</td>
<td>None</td>
</tr>
<tr>
<td>Scott B. Daum Tionesta, PA USA</td>
<td>n/a</td>
<td>Director, President &amp; CEO</td>
<td>President &amp; CEO First United National Bank</td>
<td>n/a</td>
<td>.13%</td>
</tr>
<tr>
<td>Leon A. Eisenman Tionesta, PA USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director First United National Bank</td>
<td>n/a</td>
<td>9.03%</td>
</tr>
<tr>
<td>Gerard M. Kendzior Franklin, PA USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director First United National Bank</td>
<td>n/a</td>
<td>1.11%</td>
</tr>
<tr>
<td>David B. Koerner Oil City, PA USA</td>
<td>Banker</td>
<td>n/a</td>
<td>Vice President First United National Bank</td>
<td>n/a</td>
<td>None</td>
</tr>
<tr>
<td>Name</td>
<td>Status</td>
<td>Title 1</td>
<td>Title 2</td>
<td>Percentage</td>
<td>Stock Ownership</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>------------</td>
<td>-------------------</td>
<td>----------------------------------</td>
<td>------------</td>
<td>-----------------</td>
</tr>
<tr>
<td>Richard L. Mong</td>
<td>Retired</td>
<td>Director</td>
<td>Director, First United</td>
<td>n/a</td>
<td>.89%</td>
</tr>
<tr>
<td>Seneca, PA USA</td>
<td></td>
<td></td>
<td>National Bank</td>
<td></td>
<td>None</td>
</tr>
<tr>
<td>Martha J. Schimp</td>
<td>Retired</td>
<td>Director &amp; Corporate Secretary</td>
<td>n/a</td>
<td>2.68%</td>
<td>None</td>
</tr>
<tr>
<td>Shippenville, PA USA</td>
<td></td>
<td></td>
<td>First United National Bank</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Jared L. Skinner</td>
<td>Car Dealer</td>
<td>Director</td>
<td>Director, President -</td>
<td>.18%</td>
<td>None</td>
</tr>
<tr>
<td>Mayport, PA USA</td>
<td></td>
<td></td>
<td>Skinner Group</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Partner, Skinner Motor Sports</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ronald L. Thompson, Jr.</td>
<td>Banker</td>
<td>CFO</td>
<td>CFO, First United National Bank</td>
<td>n/a</td>
<td>None</td>
</tr>
<tr>
<td>Shippenville, PA USA</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>None</td>
</tr>
<tr>
<td>Jody P. Weaver</td>
<td>Banker</td>
<td>Director</td>
<td>Director &amp; AVP, First United</td>
<td>1.86%</td>
<td>None</td>
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<tr>
<td>Fryburg, PA USA</td>
<td></td>
<td></td>
<td>National Bank</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Russell A. Weaver, II</td>
<td>Retired</td>
<td>Director</td>
<td>Director</td>
<td>3.77%</td>
<td>None</td>
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<tr>
<td>Shippenville, PA USA</td>
<td></td>
<td></td>
<td></td>
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<td>None</td>
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</tbody>
</table>