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.

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 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
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.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year

None available

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters Name, Street, and Mailing Address

FNB, Inc.

Legal Title of Holding Company
105 Grant Street/P.O. Box 31

(Naming 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 Bartles
Chief Financial Officer

Name Title

740922-2532

Area Code / Phone Number / Extension

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."

FR Y-6
OMB Number 7100-0297
Approval expires September 30, 2018
Page 1 of 2

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.

12/2015
FNB, Inc.
LEI: N/A

100%

FIRST NATIONAL BANK
OF
Dennison, Ohio
LEI: N/A

100%

Tuscaloosa Valley Financial
Inc.
LEI: N/A
Results: A list of branches for your depository institution: FIRST NATIONAL BANK OF DENNISON, OHIO, THE (ID RSSD: 935719).
The depository institution is held by FICE: REC (143272671) of DENNISON, OH.
The data are as of 12/21/2014. 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.

<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>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID RSSD*</th>
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<tr>
<td>OK</td>
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<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>44621-12</td>
<td>TUSCARAWAS</td>
<td>UNITED STATES</td>
<td>FIRST NATIONAL BANK OF DENNISON, OHIO, THE</td>
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<td>935719</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>FIRST NATIONAL BANK OF DENNISON, OHIO, THE</td>
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<td>GRADENHUTTEN BRANCH</td>
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<td>GRADENHUTTEN</td>
<td>OH</td>
<td>44629</td>
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<td>SCHENEBRUNN 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>
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<td>NEW PHILADELPHIA</td>
<td>OH</td>
<td>44663</td>
<td>TUSCARAWAS</td>
<td>UNITED STATES</td>
<td>FIRST NATIONAL BANK OF DENNISON, OHIO, THE</td>
<td>935719</td>
<td></td>
</tr>
</tbody>
</table>
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 Avenue, 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

   a) CEDE & Company
      New York, New York, USA
   b) U.S.A.
   c) 208,695 shares; 31.01% of outstanding common stock

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

2. None
FNB, INC.
Report Item 4
December 31, 2015

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.

Director

   b) The First National Bank of Dennison

Partner/ Stephenson, Stephenson & Carrothers Attorneys At Law

   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:
   a) FNB, Inc.

None

   b) The First National Bank of Dennison

Stephenson, Stephenson & Carrothers Attorneys at Law/ 62.5% Ownership

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

   3,565 (.53%)
   None
   None
FNB, INC.
Report Item 4
December 31, 2015

1. Name and address

William E. Ferris

New Philadelphia, Ohio

President/
Ferris Chevrolet, Inc.

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

Director

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

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.
   b) The First National Bank of Dennison
   c) Any other business company, if more than 25 percent of its outstanding voting securities are held

1,430 (.21%)

None

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
FNB, INC.
Report Item 4
December 31, 2015

1. Name and address

Blair A. Hillyer
Dennison, Ohio

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

Chief Executive Officer/
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
Attorney

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

4,868 (.72%)

None

Connolly, Hillyer, Lindsey & Ong, Inc./ 100% Ownership
Connolly, Hillyer & Welch/ 100% Ownership
Connolly, Hillyer & Welch Title Services, Inc./ 100% Ownership
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.
   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
   Director
   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.
   b) The First National Bank of Dennison
   c) Any other business company, if more than 25 percent of its outstanding voting securities are held

   6,431 (.96%)
   None

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

Lawrence J. Mosher
New Philadelphia, Ohio
Retired Bank Executive Officer

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

Retired Bank Executive Officer
Director
None

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

4,200 (.62%)
None
None
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
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.
   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

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

375 (.06%)
None

Willoughby & Co., Inc./ 100% Ownership
K & K Enterprises of Tuscarawas County LLC/ 50% Ownership
1. Name and address

   Jay R. Tolloti
   New Philadelphia, Ohio

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

   Dentist

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

   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.
   b) The First National Bank of Dennison
   c) Any other business company, if more than 25 percent of its outstanding voting securities are held.

   500 (.07%)

   None

   Dr. T's, Inc./
   100% Ownership
   Tolloti Dentistry, Inc./
   100% Ownership
1. Name and address

Douglas L. Peterman

Dover, Ohio

President/
Peterman Plumbing & Heating, Inc.

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

Director

Director

President/
Peterman Plumbing & Heating, Inc.

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

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

   40 (.01%)

   None

Peterman Plumbing & Heating, Inc./
100% Ownership
FNB, Inc.
Report item 4
December 31, 2015

1. Name and address

   Nichole Zesiger
   Dover, Ohio [redacted]

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

   Executive Vice President/
The First National Bank of Dennison

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
   Director
   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

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

   318 (.05%)
   None
   None