Commercial National Financial Corporation
900 Ligonier Street • PO Box 429 • Latrobe, PA 15650

NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS
ON MAY 19, 2015

To The Shareholders:

Notice is given that the Annual Meeting of Shareholders of Commercial National Financial Corporation will be held at its principal office, 900 Ligonier Street, Latrobe, Pennsylvania, on Tuesday, May 19, 2015, at 10:00 a.m. for the following purposes:

- election as directors of the three nominees set forth in the Proxy Statement, each in a class of directors as set forth in the Proxy Statement;
- ratification of the appointment of Baker Tilly Virchow Krause, LLP as independent auditors for the Corporation;
- transaction of such other business as may properly come before the meeting, and any adjournment or postponement thereof.

Only those shareholders of record as of the close of business on April 1, 2015 shall be entitled to notice of and to vote at the meeting.

Enclosed are a proxy statement, a form of proxy and an addressed return envelope. Please mark, date, sign and promptly return the proxy in the envelope provided, whether or not you plan to attend the meeting. If you attend the meeting you may then withdraw your proxy and vote in person.

Your prompt response will be appreciated.

By order of the Board of Directors,

Wendy S. Piper
Secretary

April 13, 2015

Commercial National Financial Corporation
900 Ligonier Street • PO Box 429 • Latrobe, PA 15650

PROXY STATEMENT
For The Annual Meeting Of Shareholders
To Be Held On May 19, 2015

GENERAL INFORMATION

The Annual Meeting

This Proxy Statement is provided for the solicitation of proxies by the Board of Directors of Commercial National Financial Corporation (the "Corporation"), a Pennsylvania business corporation, for use at the Annual Meeting of Shareholders on May 19, 2015 at 10:00 AM (the "Annual Meeting") to be held at 900 Ligonier Street, Latrobe, Pennsylvania, 15650, and at any adjournments or postponements of the meeting. This Proxy Statement and the form of proxy, together with the Corporation's Annual Report to Shareholders for 2014, are being mailed on April 13, 2015, or as soon as possible thereafter, to all shareholders entitled to vote at the Annual Meeting.

At the Annual Meeting, the shareholders will be asked to consider and take action on the proposals listed below:

- election as directors of the three nominees set forth in this Proxy Statement;
- ratification of the appointment of Baker Tilly Virchow Krause, LLP ("Baker Tilly"), as independent auditors for the Corporation; and
- any other business as may be properly brought before the meeting.

The Board of Directors of the Corporation recommends the election of the three nominees for Directors listed in this Proxy Statement and the ratification of the appointment of Baker Tilly as independent auditors.

The three nominees receiving the highest number of votes cast shall be elected as Directors. Each share of stock is entitled to one vote. Ratification of the appointment of Baker Tilly will be approved if a majority of all of the shares that are present and entitled to vote on the resolution vote for the proposal. Abstentions will be counted as present for purposes of determining the existence of a quorum.

Voting Rights and Requirements

Record Date. The Board has fixed the close of business on April 1, 2015 as the Record Date for the determination of the shareholders entitled to notice of the Annual Meeting (and any adjournments or postponements). Accordingly, only the shareholders of record on the Record Date will be entitled to receive notice of the Annual Meeting and to vote at the Annual Meeting. As of the Record Date, 2,860,953 shares of common stock were issued and outstanding and entitled to vote.

Voting and Revocation of Proxy

If the enclosed proxy card is duly executed and returned prior to voting at the Annual Meeting, the shares represented by the proxy will be voted in accordance with the instructions marked on the card. In the absence of instructions, shares represented by the proxy card will be voted as recommended by the Board of Directors, that is, in favor of the election of the nominees listed on the proxy and in this Proxy Statement and in favor of the appointment of Baker Tilly as independent auditors. All of the nominees are now and have been directors of the Corporation and of the Corporation's wholly owned subsidiary, Commercial Bank & Trust of PA (the "Bank").

A shareholder who returns a proxy may revoke it at any time before it is voted by delivering a written notice of revocation to Wendy S. Piper, Secretary of the Corporation, or by executing a later dated proxy and giving written notice thereof to the Secretary of the Corporation, or by voting in person at the Annual Meeting after giving written notice to the Secretary of the Corporation.

ELECTION OF DIRECTORS

The Bylaws of the Corporation provide that the Board of Directors shall consist of not less than three directors, with the exact number to be set by the Board of Directors. The Directors have set the number of Directors at nine. The Board is classified into three classes, each class to be elected for a term of three years. At the Annual Meeting, there shall be elected three directors of the nine directors as a class to serve until the Annual Meeting of Shareholders in the year 2018. Gregg E. Hunter, Debra L. Spatola and George V. Welty have been designated by the Nominating/Corporate Governance Committee and the Board of Directors as its nominees for election as directors at the Annual Meeting.

Other nominations for director may be made at the Annual Meeting. The Bylaws of the Corporation generally require written notice to the Secretary of the Corporation of any such nomination at least 120 days prior to the anniversary date of the preceding Annual Meeting of the shareholders for the election of directors, but no more than 180 days prior to such anniversary date. Such notice shall contain the following information to the extent known by the notifying shareholder:

- the name, address, and age of each proposed nominee;
- the principal occupation of each proposed nominee;
- the number of shares of the Corporation owned by each proposed nominee;
- a statement that the shareholder intends to submit the nomination at the annual meeting;
- the name and address of the notifying shareholder;
- the number of shares of common stock of the Corporation owned by the notifying shareholder;
- a statement as to whether the shareholder intends to solicit proxies;
- a description of all arrangements or understandings between the shareholder and each nominee and the name of any other person or persons that, to the shareholder's knowledge, have arrangements with the nominee or other shareholders relating to such nomination;
- the written consent of each proposed nominee to his or her nomination and to his or her service as a Director of the Corporation, if so elected.

Nominations not made pursuant to the foregoing procedures may be disregarded by the Chairman at the Annual Meeting.

Information about Director Nominees

Each nominee has consented to be named and to serve as a director, if elected. If any nominee becomes unable to serve as a director, the proxies named in the proxy card will vote for a substitute nominee selected and recommended by the Board of Directors of the Corporation.

The names and ages of the nominees, the nominee's new term of office, and the year each nominee began continuous service as a director of the Corporation, are as follows:

Nominees

Name	Age	Term Expires	Director Since
Gregg E. Hunter	56	2018	1995
Debra L. Spatola	58	2018	1997
George V. Welty	68	2018	1997

Business Experience and Qualifications of Director Nominees

Following is a description of the business experience of each nominee for director named in the above table. In addition, set forth below is the specific experience, qualifications, attributes and/or skills that lead to the conclusion that such individual should serve as a director of the Corporation.

Since February 2004, Gregg E. Hunter has been Chairman, President and CEO of Commercial Bank & Trust of PA (Bank) and Vice Chairman, President and CEO of Commercial National Financial Corporation (Corporation). He previously served as Chief Financial Officer of the Bank and of the Corporation. He is the sole member of management on the board and is a major shareholder in the Corporation with voting control over 283,180 shares or 9.90% of total shares outstanding. He brings to the board a closer liaison with management and extensive banking experience. He has held a wide variety of line officer positions at the Bank since beginning his banking career as a management trainee in 1980. He subsequently held positions of assistant branch manager, delinquent loan collector, loan officer, branch manager, consumer compliance officer and company controller. He completed the Stonier Graduate School of Banking program conducted at the University of Delaware in 1999 with an emphasis on asset/liability management. The Board of Directors has determined that Mr. Hunter's more than three decades of diverse hands-on banking experience, his unique technical expertise regarding balance sheet optionality and his executive leadership skills were all indispensable to the Corporation's superior profitability and financial strength outperforming those of the broader banking industry over the years since the onset of the 2007 nationwide financial crisis.

Debra L. Spatola has been owner and manager of Debra Jeanne Designs (a textile and mixed media design company) from 2007 to the present. From 2002 to 2007, she was the President/restaurateur of Laurel Valley Foods, Inc. She brings to the board significant experience as a business owner and manager with good decision-making skills.

Since February 2004, George V. Welty has been Chairman of the Corporation. In 2014, he was appointed as the Vice Chairman of Commercial Bank & Trust of PA. He has been an attorney at law since 1976 and is a partner with the law firm of Welty & Welty LLP. Mr. Welty brings to the board experience in real estate, estate, trust and business law, community visibility in the Ligonier area and skills as a builder of consensus.

AUDITOR

Independent Auditors

ParenteBeard LLC was appointed as the independent auditors for the Corporation and its subsidiaries for fiscal year ended December 31, 2014, and such appointment was ratified by the shareholders of the Corporation at the Annual Meeting held on May 20, 2014.

On October 1, 2014, the Corporation was notified that the audit practice of ParenteBeard LLC an independent registered public accounting firm, was combined with Baker Tilly. On October 1, 2014, ParenteBeard LLC resigned as the auditors of the Corporation and, with the approval of the Audit Committee of the Corporation's Board of Directors, Baker Tilly was engaged as its independent registered public accounting firm.

The Audit Committee of the Corporation, at a meeting held March 10, 2015, selected Baker Tilly as independent auditors for the Corporation and its subsidiaries for fiscal year ended December 31, 2015, subject to shareholder approval. A resolution will be presented at the Annual Meeting for the ratification by the shareholders of the appointment of Baker Tilly Virchow Krause, LLP as the independent auditors for the Corporation for 2015.

The Board of Directors recommends the shareholders vote in favor of the proposal to ratify the appointment of Baker Tilly Virchow Krause, LLP as the Corporation's independent auditors for the fiscal year ending December 31, 2015.

OTHER MATTERS

The Board of Directors and the principal officers of the Corporation do not intend to present to the Annual Meeting any business other than as set forth in the Notice of Annual Meeting and this Proxy Statement.

The Corporation knows of no other business to be presented for action at the Annual Meeting. If, however, any other business should properly come before the Annual Meeting, or any adjournment or postponements thereof, the proxy holders intend to vote shares in accordance with the recommendation of the Board of Directors of the Corporation.

By Order of the Board of Directors,

Wendy S. Piper
Secretary