

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

2014 MAR 31 A 10:48
STATISTICS & ANALYSIS
DEPARTMENT

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, Andrew W Hasley, President & CEO
Name of the Holding Company Director and Official

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 1247419
C.I.

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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

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

December 31, 2013

Month / Day / Year

Reporter's Name, Street, and Mailing Address

Allegheny Valley Bancorp, Inc

Legal Title of Holding Company

5137 Butler Street

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

Pittsburgh

PA

15201

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Stacy N Krempasky

VP, Director of Finance

Name

Title

412-632-1326

Area Code / Phone Number / Extension

412-632-1326

Area Code / FAX Number

skrempasky@avbpgb.com

E-mail Address

www.AVBPGH.com

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:

☐ 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."

☐ No

FORM FR Y-6
Allegheny Valley Bancorp, Inc.
Pittsburgh, Pennsylvania

Fiscal Year Ending December 31, 2013

REPORT ITEM

- 1:** The BHC does prepare an annual report for its shareholders.
Enclosed are three copies of the annual report.
- 2a:** Organization Chart (see below)
- 2b:** Submitted via email on 3/25/2014

ALLEGHENY VALLEY BANCORP, INC.
(Parent)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorporation - Pennsylvania

ALLEGHENY VALLEY
BANK OF PITTSBURGH
100%
(Subsidiary)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorp - PA

ALLEGHENY VALLEY
FINANCIAL SERVICES LLC
100%
(Subsidiary)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorp - PA
Allegheny Valley Bank -
General Partner

COMMUNITY BANKERS
SETTLEMENT LLC
51%
(Subsidiary)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorp - PA
Allegheny Valley Bank -
General Partner

Form FR Y-6
Allegheny Valley Bancorp, Inc.
December 31, 2013

Report Item 3: Shareholders

(1)(a), (1)(b), (1)(c), (2)(a), (2)(b), (2)(c)

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/13.			Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/13.		
(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
S & T Bancorp, Inc. Indiana, PA 15701	USA	141,010 - 14.32% Common Stock	None		
Karl F. Gundlach Pittsburgh, PA [REDACTED]	USA	56,018 - 5.69% Common Stock			

Form FR Y-6
Allegheny Valley Bancorp, Inc.
December 31, 2013

Report Item 4: Directors and Officers
(1), (2), (3),(b)(c) and (4)(a)(b)(c)

(1)	(2)	(3)(a)	(3)(b)	(3)(c)	(4)(a)	(4)(b)	(4)(c)
Name, City, State, Country	Principal Occupation if other than with Bank Holding Company	Title & Position with Bank Holding Company	Title & Position with Subsidiaries (include names of subsidiaries)	Title & Position with Other Businesses. (include names of other businesses)	Percentage of Voting Shares in Bank Holding Company	Percentage of Voting Shares in Subsidiaries (include names)	List names of other companies if 25% or more of voting sec. are held. (List % Held)
Susan M. DeLuca Glenshaw, PA [REDACTED] USA	N/A	Director Corporate Secretary	Sr. Vice President, Corporate Secretary	N/A (AVB)	0.21%	None	N/A
Jason W. Ross Natrona Heights, PA [REDACTED] USA	N/A	EVP, CFO, COO & Treasurer	EVP, CFO, COO and Treasurer (AVB) President (AVFS)	Director - Allegheny Valley Hospital President - CBSC	0.56%	None	N/A
Gregory J. Saxon Oakmont, PA [REDACTED] USA	Manufacturing - Conco Systems Inc.	Director	Director (AVB)	President - Conco Systems	1.06%	None	N/A
Marilyn B. Justice Newton, MA [REDACTED] USA	Self Employed - Potter	Director	Director (AVB)	Owner - Justice Pottery	1.10%	None	N/A
Paul A. Iurlano Pittsburgh, PA [REDACTED] USA	Attorney Diocese of Pittsburgh	Director	Director (AVB)	Attorney - Diocese of Pittsburgh, Board Member - Central Catholic and North Catholic High Schools	0.82%	None	N/A
Robert C. Thomasmeyer Butler, PA [REDACTED] USA	Communications	Director	Director (AVB)	Vice President - Miller Informations Systems Board Member - Butler Memorial Hospital	0.70%	None	N/A
Andrew W. Hasley Pittsburgh, PA [REDACTED] USA	N/A	Director President & CEO	Director President & CEO	Director - Pittsburgh Zoo	1.42%	None	N/A
John M. Lally Pittsburgh, PA [REDACTED] USA	CPA	Director	Director (AVB)	Managing Partner - Lally & Co. LLC	0.87%	None	Lally & Co. LLC (35.7%)
Ronald J. Mock Pittsburgh, PA [REDACTED] USA	CPA	Director	Director (AVB)	President - Mock Bosco & Assoc Board Member - SMC Business Council	0.27%	None	Mock Bosco & Assoc (51%) Independent Controller Services Inc (33%)

Results: A list of branches for your holding company: ALLEGHENY VALLEY BANK, INC. (1247419) of PITTSBURGH, PA.
The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	1829	ALLEGHENY VALLEY BANK OF PITTSBURGH	5137 BUTLER STREET	PITTSBURGH	PA	15201	ALLEGHENY	UNITED STATES	4088	0	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	654672	2000 MT TROY BRANCH	2000 MT TROY RD	PITTSBURGH	PA	15212	ALLEGHENY	UNITED STATES	40762	8	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	989329	BLAWNOX BRANCH	201 FREEPORT ROAD	PITTSBURGH	PA	15238	ALLEGHENY	UNITED STATES	208647	1	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	4419347	MCKNIGHT ROAD BRANCH	7703 MCKNIGHT ROAD	PITTSBURGH	PA	15237	ALLEGHENY	UNITED STATES	Not Required	Not Required	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Electronic Banking	4148580	ONLINE BANKING	5137 BUTLER STREET	PITTSBURGH	PA	15201	ALLEGHENY	UNITED STATES	Not Required	Not Required	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	3269648	PARKWAY CENTER MALL BRANCH	875 GREENTREE ROAD, SUITE 100	PITTSBURGH	PA	15220	ALLEGHENY	UNITED STATES	208651	5	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	3465888	PENN AVENUE BRANCH	4314 PENN AVENUE	PITTSBURGH	PA	15224	ALLEGHENY	UNITED STATES	453179	7	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	1166248	PENN CENTER EAST BRANCH	3474 WILLIAM PENN HIGHWAY	PITTSBURGH	PA	15235	ALLEGHENY	UNITED STATES	208650	4	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	2093828	PITTSBURGH OFFICE	428 FORBES AVE	PITTSBURGH	PA	15219	ALLEGHENY	UNITED STATES	208652	6	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Full Service	921927	SHALER BRANCH	900 MOUNT ROYAL BLVD	PITTSBURGH	PA	15223	ALLEGHENY	UNITED STATES	208648	2	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	
OK		Limited Service	4148599	SHALER DRIVE-THRU	1100 MOUNT ROYAL BOULEVARD	PITTSBURGH	PA	15223	ALLEGHENY	UNITED STATES	Not Required	Not Required	ALLEGHENY VALLEY BANK OF PITTSBURGH	1829	