

Board of Governors of the Federal Reserve System



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, Thomas J. Cook, Esq.

Name of the Holding Company Director and Official

EVP and Secretary

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
03/24/2014

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.

2914857

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

Somerset Trust Holding Company

Legal Title of Holding Company

151 West Main St.

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

Somerset

PA

15501

City

State

Zip Code

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

Randolph J. Roth

AVP and Controller

Name

Title

814-443-9270

Area Code / Phone Number / Extension

814-443-9220

Area Code / FAX Number

rroth@somersettrust.com

E-mail Address

www.somersettrust.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

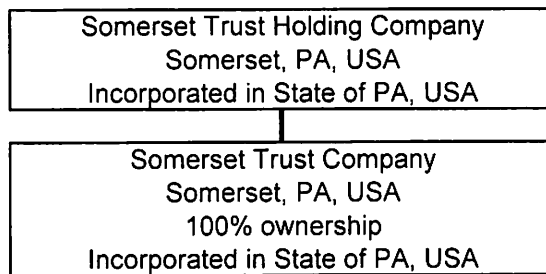
Form FR Y-6

Somerset Trust Holding Company
Somerset, Pennsylvania
Fiscal Year Ending December 31, 2013

Report Item :

1 Annual report for shareholders enclosed.

2a Organization Chart :



2b Submitted early via email on 02/26/2014 to Structure@clev.frb.org

3 None

4 See attachment

Results: A list of branches for your depository institution: SOMERSET TRUST COMPANY (ID_RSSD: 212522).
This depository institution is held by SOMERSET TRUST HOLDING COMPANY (2914857) of SOMERSET, 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)	212522	SOMERSET TRUST COMPANY	151 WEST MAIN STREET	SOMERSET	PA	15501	SOMERSET	UNITED STATES	7096	0	SOMERSET TRUST COMPANY	212522	
OK		Full Service	4527297	GRANTSVILLE PLAZA BRANCH	3245 CHESTNUT RIDGE ROAD	GRANTSVILLE	MD	21536	GARRETT	UNITED STATES	Not Required	Not Required	SOMERSET TRUST COMPANY	212522	
OK		Full Service	1878541	BERLIN OFFICE	420 MAIN STREET	BERLIN	PA	15530	SOMERSET	UNITED STATES	224033	5	SOMERSET TRUST COMPANY	212522	
OK		Full Service	4463742	BOSWELL OFFICE	802 ATKINSON WAY	BOSWELL	PA	15531	SOMERSET	UNITED STATES	Not Required	Not Required	SOMERSET TRUST COMPANY	212522	
OK		Full Service	4095947	CHAMPION OFFICE	1446 COUNTY LINE ROAD	CHAMPION	PA	15622	WESTMORELAND	UNITED STATES	510538	18	SOMERSET TRUST COMPANY	212522	
OK		Full Service	3358476	CONFLUENCE OFFICE	612 LOGAN PLACE	CONFLUENCE	PA	15424	SOMERSET	UNITED STATES	361905	10	SOMERSET TRUST COMPANY	212522	
OK		Full Service	4576866	PECHIN IN-STORE BRANCH	300 LAUREL DRIVE	CONNELLSVILLE	PA	15425	FAYETTE	UNITED STATES	Not Required	Not Required	SOMERSET TRUST COMPANY	212522	
OK		Full Service	4489939	SOMERSET TRUST COMPANY-CONNELLSVILLE BRANCH INSIDE WAL-MART	1450 MORRELL AVENUE	CONNELLSVILLE	PA	15425	FAYETTE	UNITED STATES	Not Required	Not Required	SOMERSET TRUST COMPANY	212522	
OK		Full Service	4365499	FISHERTOWN OFFICE	2095 QUAKER VALLEY RD	FISHERTOWN	PA	15539	BEDFORD	UNITED STATES	527648	22	SOMERSET TRUST COMPANY	212522	
OK		Full Service	2862828	HOOVERSVILLE OFFICE	803 BARN STREET	HOOVERSVILLE	PA	15936	SOMERSET	UNITED STATES	224036	8	SOMERSET TRUST COMPANY	212522	
OK		Full Service	4587460	SOMERSET TRUST COMPANY - HOPWOOD OFFICE	1176 NATIONAL PIKE	HOPWOOD	PA	15445	FAYETTE	UNITED STATES	Not Required	Not Required	SOMERSET TRUST COMPANY	212522	
OK		Limited Service	3649606	ALLEGHENY LUTHERAN HOME	807 GOUCHER STREET	JOHNSTOWN	PA	15905	CAMBRIA	UNITED STATES	453445	16	SOMERSET TRUST COMPANY	212522	
OK		Full Service	3358449	GIANT EAGLE OFFICE	344 GOUCHER STREET	JOHNSTOWN	PA	15905	CAMBRIA	UNITED STATES	365303	13	SOMERSET TRUST COMPANY	212522	
OK		Full Service	3358467	JOHNSTOWN OFFICE	116 MARKET STREET	JOHNSTOWN	PA	15901	CAMBRIA	UNITED STATES	224034	6	SOMERSET TRUST COMPANY	212522	
OK		Full Service	3358430	RICHLAND OFFICE	1416 SCALP AVENUE	JOHNSTOWN	PA	15904	CAMBRIA	UNITED STATES	224030	2	SOMERSET TRUST COMPANY	212522	
OK		Full Service	4095956	VINCO OFFICE	2690 WILLIAM PENN AVENUE SUITE 5	JOHNSTOWN	PA	15909	CAMBRIA	UNITED STATES	509364	17	SOMERSET TRUST COMPANY	212522	
OK		Full Service	4207441	WESTWOOD OFFICE	1739 LYTER DR	JOHNSTOWN	PA	15905	CAMBRIA	UNITED STATES	513634	19	SOMERSET TRUST COMPANY	212522	
OK		Full Service	4229322	LIGONIER MAIN	228 W MAIN ST	LIGONIER	PA	15658	WESTMORELAND	UNITED STATES	526957	21	SOMERSET TRUST COMPANY	212522	
OK		Full Service	4385563	OAK GROVE OFFICE	3720 STATE ROUTE 711	LIGONIER	PA	15658	WESTMORELAND	UNITED STATES	531908	24	SOMERSET TRUST COMPANY	212522	
OK		Full Service	4416515	NATIONAL PIKE BRANCH	4640 NATIONAL PIKE	MARKLEYSBURG	PA	15459	FAYETTE	UNITED STATES	531638	23	SOMERSET TRUST COMPANY	212522	
OK		Full Service	3358494	MEYERSDALE OFFICE BRANCH	151 CENTER STREET	MEYERSDALE	PA	15552	SOMERSET	UNITED STATES	357049	9	SOMERSET TRUST COMPANY	212522	
OK		Limited Service	2828619	MEYERSDALE SOUTHSIDE OFFICE	7109 MASON DIXON HIGHWAY	MEYERSDALE	PA	15552	SOMERSET	UNITED STATES	453444	15	SOMERSET TRUST COMPANY	212522	
OK		Full Service	3358506	GLADES PIKE OFFICE	4185 GLADES PIKE	SOMERSET	PA	15501	SOMERSET	UNITED STATES	224035	7	SOMERSET TRUST COMPANY	212522	
OK		Full Service	3397130	SOMERSET CROSSING	2028 NORTH CENTER AVENUE	SOMERSET	PA	15501	SOMERSET	UNITED STATES	446241	14	SOMERSET TRUST COMPANY	212522	
OK		Full Service	3649615	SOMERSET PLAZA OFFICE	1614 NORTH CENTER AVENUE	SOMERSET	PA	15501	SOMERSET	UNITED STATES	Not Required	Not Required	SOMERSET TRUST COMPANY	212522	
OK		Trust	3689853	TRUST DEPARTMENT HISTORIC BUILDING	131 NORTH CENTER AVENUE	SOMERSET	PA	15501	SOMERSET	UNITED STATES	224031	3	SOMERSET TRUST COMPANY	212522	

Form FR Y-6
Somerset Trust Holding Company
Fiscal Year Ending 12/31/2013

Report Item 4: Directors and Officers, Insiders

(1) Name, City, State Country	(2) Principal Occupation if other than with Bank Holding Co.	(3)(a) Title & Position With BHC	(3)(b) Title & Position With Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in Bank Holding Co.	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) Percentage of Voting Shares of other companies if 25% or more of voting securities Held
G. Henry Cook Somerset, PA [REDACTED]	N/A	Chairman, President & CEO	President, CEO & Director Somerset Trust Co.	N/A	1.48%	N/A	<i>Please refer to additional attachment for detailed listing of this reporting requirement.</i>
Thomas J. Cook, Esq Somerset, PA [REDACTED]	N/A	Exec VP & Secretary	Ex. VP, Secretary & Director Somerset Trust Co.	N/A	1.47%	N/A	
Andrew F. Cook Somerset, PA [REDACTED]	N/A	Sr. Vice President	Sr. VP & Security Bmch Adm Director, Somerset Trust Co.	N/A	1.36%	N/A	
Sean C. Isgan Somerset, PA [REDACTED]	President CME, Management, LLC	Director	Director Somerset Trust Co.	President CME, Management, LLC	0.01%	N/A	
Vickie L. Beer Sipesville, PA [REDACTED]	President Beer, Ream & Co., P.C.	Director	Director Somerset Trust Co.	President Beer, Ream & Co., P.C.	0.17%	N/A	
Barbara Wheeler Davies Somerset, PA [REDACTED]	Partner Wheeler Davies, LLC	Director	Director Somerset Trust Co.	Partner Wheeler Davies, LLC	0.28%	N/A	
Richard C. Yeager Johnstown, PA [REDACTED]	President Big City Consultants, LLC	Director	Director Somerset Trust Co.	President Big City Consultants	0.32%	N/A	
Troy A. Miller Somerset, PA [REDACTED]	President Luther P. Miller, Inc.	Director	Director Somerset Trust Co.	President Luther P. Miller, Inc.	0.02%	N/A	
John M. Kriak Johnstown, PA [REDACTED]	President Group Genesis, LLC	Director	Director Somerset Trust Co.	President, Group Genesis, LLC	0.14%	N/A	
Jon C. Clapper Meyersdale, PA [REDACTED]	Owner Clapper Building Materials, Inc.	Director	Director Somerset Trust Co.	Owner, Clapper Building Materials, Inc. President, Clapper's	0.24%	N/A	
James G. Knepper, Jr. Somerset, PA [REDACTED]	President The Knepper Agency Inc.	Director	Director Somerset Trust Co.	President, The Knepper Agency, Inc.	0.22%	N/A	
J. Scott Roberts Johnstown, PA [REDACTED]	Partner Sunstorm, LLC	Director	Director Somerset Trust Co.	Partner Sunstorm, LLC	0.01%	N/A	

<u>DIRECTOR NAME</u>	<u>PRINCIPAL BUSINESS AFFILIATIONS</u>	<u>CAPACITY</u>	<u>%</u>
G. Henry Cook	Somerset Trust Company	Pres/CEO/Dir.	1
Thomas J. Cook	Somerset Trust Company	Ex.VP/Sec./Dir.	>1
	GUB Group	Partner	25
	New Corporate 25, LLC	Limited Partner	>1
Andrew F. Cook	Somerset Trust Company	Sr.VP & Branch Dev., Security & Facilities Officer, Director	>1
	New 48 th Warehouse, LLC	Limited Partner	>5
	New N Washington, LLC	Limited Partner	>5
	One Commerce Center	Limited Partner	>5
	New Union, LLC	Limited Partner	>5
	New Acaica, LLC	Limited Partner	>5
Vickie L. Beer	Beer, Ream & Co P.C.	Pres	50
	Beer & Ream Rental	Partner	50
Jon C. Clapper	Clapper's Industries, Inc.	Pres	50
	Clapper's Bldg. Materials, Inc.	Sec/Treas	50
	Lakeside Estates, LLC	Partner	8.33
Barbara W. Davies	Wheeler Davies, LLC	Partner	25
	Wheeler Davies Partnership	Partner	25
Sean C. Isgan	CME Management, LLC	President	50
	CME Engineering, LP	Partner	50
	CME Operations, LP	Partner	50
	CME Laboratories, LP	Partner	50
	Beechtree Holdings, Inc.	President	50
	Wye Oak Holdings, LLC	Vice President	50
	CME Engineering, Inc.	President	50
	Whitetail Holdings, LLC	Manager	100
	Dogwood Management, LLC	Vice President	50
	Dogwood Holdings, LP	Partner	50
	Dogwood Ventures, LP	Partner	50

<u>DIRECTOR NAME</u>	<u>PRINCIPAL BUSINESS AFFILIATIONS</u>	<u>CAPACITY</u>	<u>%</u>
James G. Knepper, Jr.	The Knepper Agency, Inc.	Pres.	100
John M. Kriak	Group Genesis, LLC Quintech Electronics & Communications, Inc. Laurel Holdings, Inc.	President Director & Treasurer Director	100 1 3
Troy A. Miller	Luther P. Miller, Inc.	President	
J. Scott Roberts	Sun Storm, LLC	Partner	50
Richard C. Yeager	Big City Consultants, LLC Ferndale Storage, LLC Atlee Realty, LLC	Partner Partner Partner	100 50 50

March 21, 2014