

Board of Governors of the Federal Reserve System **FEDERAL RESERVE BANK
OF CLEVELAND**



2015 MAR 31 P 3:43
Annual Report of Holding Companies—FR Y-6
**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.

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.

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, Richard J. Krauland

Name of the Holding Company Director and Official

President/CEO

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

03/30/2015

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 2264404
C.I. _____

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

December 31, 2014

Month / Day / Year

NA

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

Reporter's Name, Street, and Mailing Address

NexTier Incorporated

Legal Title of Holding Company

222 Market St

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

Kittanning

PA

16201

City

State

Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Jodi Ozmun

VP/Controller

Name

Title

724-214-6315

Area Code / Phone Number / Extension

724-283-1436

Area Code / FAX Number

jozmun@nexttierbank.com

E-mail Address

www.nexttierbank.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

ANNUAL REPORT OF BANK HOLDING COMPANIES
FR Y-6
NEXTIER INCORPORATED
Butler, PA
As of 12/31/2014

REPORT ITEM 1:

The bank holding company prepares an annual report for its shareholders. Copies to follow when received from the printer.

REPORT ITEM 2a:

Enclosed, Attachment A

Supplemental Information
None

REPORT ITEM 2b: Sent via email to structure@clev.frb.org on 03/30/2015 as per FR Y-6 instructions.

REPORT ITEM 3:

- 1). A). Charles H. Snyder, Jr. Trust dtd 2/16/00
Kittanning, PA Country of Citizenship: USA
99,345 shares owned, controlled, or held with the power to vote (8.155%)

B). David E. Snyder & Sandra J. Snyder Jt Ten by the Entirety
Kittanning, PA Country of Citizenship: USA
129,089 shares owned, controlled, or held with the power to vote (10.596%)

C). Dennis C. Snyder Amended & Restated Revocable Trust dtd 12/26/95
Kittanning, PA Country of Citizenship: USA
109,900 shares owned, controlled, or held with the power to vote (9.021%)

D). Elmer A. Snyder Separate Shares/Grandchildren Trust
Kittanning, PA Country of Citizenship: USA
61,831 shares owned, controlled, or held with the power to vote (5.075%)

E). Mark A. Snyder & Carolyn P. Snyder Jt Ten by the Entirety
Kittanning, PA Country of Citizenship: USA
61,445 shares owned, controlled, or held with the power to vote (5.044%)

F). Mark A. Snyder Revocable Trust
Kittanning, PA Country of Citizenship: USA
65,969 shares owned, controlled, or held with the power to vote (5.415%)

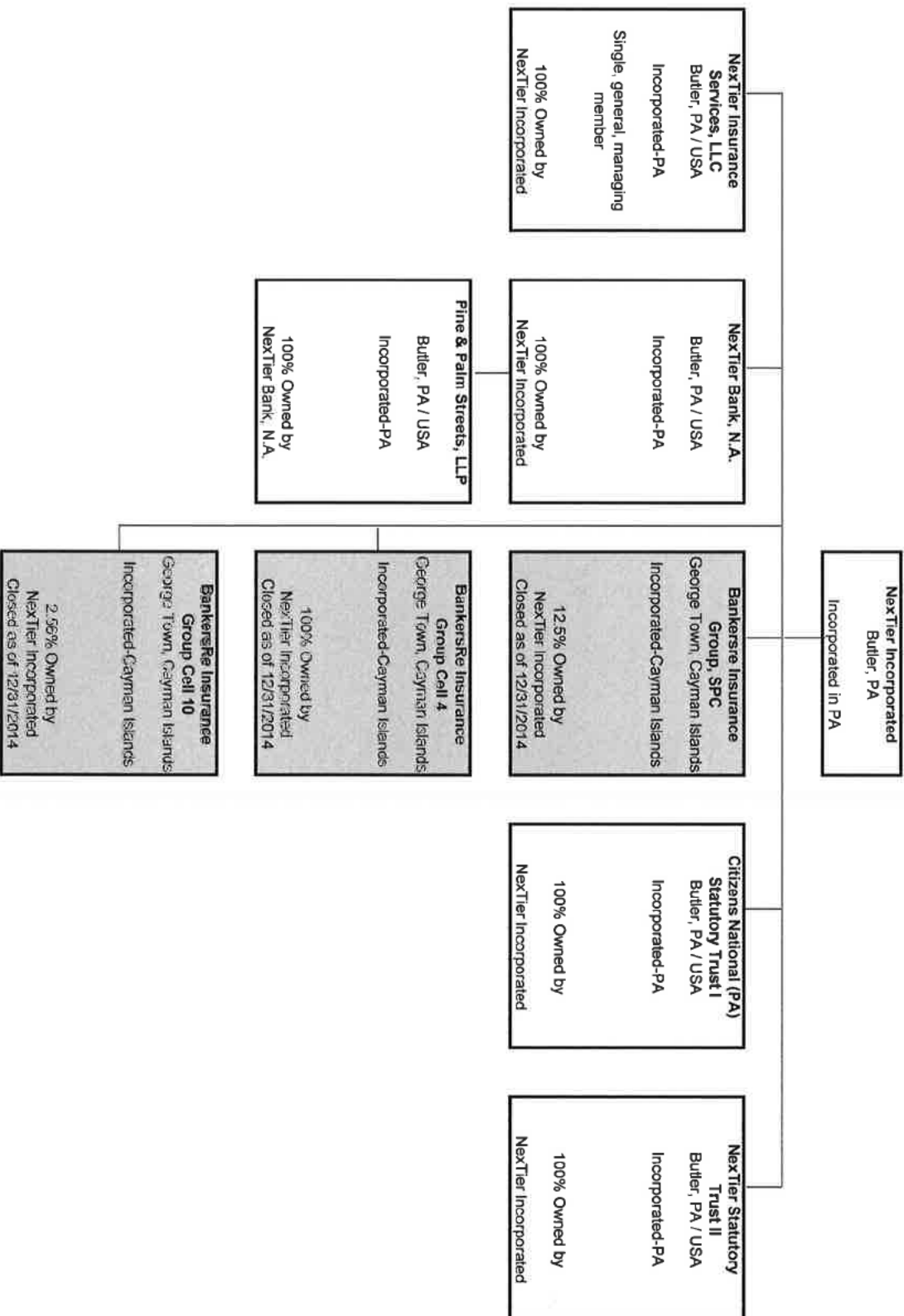
G). Richard G. Snyder Second Amended & Restated Revocable Trust dtd 12/13/95
Cowansville, PA Country of Citizenship: USA
129,582 shares owned, controlled, or held with the power to vote (10.637%)

H). Thomas C. Snyder Third Amended & Restated Revocable Trust dtd 11/07/06
Cowansville, PA Country of Citizenship: USA
110,683 shares owned, controlled, or held with the power to vote (9.085%)
- 2). A). None

REPORT ITEM 4:

Enclosed, Attachment B

Attachment A
Organization Chart
as of 12/31/2014



ATTACHMENT B

FORM FR Y-6
NexTier, Inc

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

For the Year Ending December 31, 2014

(1) Name and address;	MARK A. SNYDER	THOMAS C. SNYDER	DAVID E. SNYDER	CHARLES H. SNYDER, JR.	DENNIS C. SNYDER	RICHARD G. SNYDER	ROGER H. CLAYPOOLE	Elmer A. Snyder Separate Children Trust	RICHARD KRAULAND	MARK A. KARENCHAK
	Kittanning, PA U.S.A.	Cocoa Beach, FL U.S.A.	Naples, FL U.S.A.	Ft. Myers, FL U.S.A.	Kittanning, PA U.S.A.	Cowansville, PA U.S.A.	Worthington, PA U.S.A.	Kittanning, PA U.S.A.	Pittsburgh, PA U.S.A.	Cheswick, Pa U.S.A.
(2) Principal occupation;	- See attached schedule A	- See attached schedule A	- See attached schedule A	- See attached schedule A	- See attached schedule A	- See attached schedule A	- See attached schedule A	- See attached schedule A	President/CEO	-See attached A
(3) Title and position with: (3)(a) the banking holding company; NexTier, Inc. Officers Directors	N/A N/A	N/A N/A	N/A Director	Secretary Director	N/A N/A	N/A N/A	Chairman Director	N/A N/A	President/CEO Director	N/A Director
(3)(b) all direct and indirect sub- sidiaries of the bank holding co. ; NexTier Bank, NA Officers Directors NexTier Insurance Services LLC Officers Managers	N/A Director N/A Manager	N/A N/A N/A N/A	N/A N/A N/A N/A	N/A N/A N/A N/A	N/A Director N/A N/A	N/A N/A N/A N/A	N/A N/A N/A N/A	N/A N/A N/A N/A	President/CEO Director	Chairman Director N/A N/A
(3)(c) Title or position with other businesses (include names of the other businesses)	- See attached schedule A	- See attached schedule A	- See attached schedule A	- See attached schedule A	- See attached schedule A	- See attached schedule A	- See attached schedule A	- See attached schedule A	N/A	-See attached A
(4)(a) Percentage of voting shares in the bank holding company; Shares - Farmers & Merchants Bancorp % - Farmers & Merchants Bancorp	127,414 11.80%	129,582 12.00%	120,983 11.21%	99,345 9.20%	109,900 10.18%	129,582 12.00%	25,434 2.35%	63,331 5.87%	801 0.70%	4,082 0.38%
(4)(b) Percentage of Voting shares in subsidiaries of the bank holding company; NexTier Bank, N.A.	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
(4)(c) List names of other companies, if 25 percent or more of voting securities are held: Snyder Exploration Percent of partnership interest S/A Gas, Inc. Percent of ownership WWF Mushrooms Inc. Percent of ownership Royle Inns, Inc. Percent of ownership	N/A N/A N/A N/A	N/A N/A N/A N/A	N/A 100.0% N/A N/A	50.00% N/A N/A 50.00%	N/A N/A N/A N/A	N/A N/A N/A N/A	N/A N/A 100.00% N/A	50.00% N/A N/A N/A	N/A N/A N/A N/A	N/A N/A N/A N/A

FORM FR Y-6
NexTier, Inc

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

For the Year Ending December 31, 2014	MARK A. SNYDER	THOMAS C. SNYDER	DAVID E. SNYDER	CHARLES H. SNYDER, JR.	DENNIS C. SNYDER	RICHARD G. SNYDER	ROGER H. CLAYPOOLE	Elmer A. Snyder Separate Shares Grandchildren Trust	RICHARD KRAULAND	MARK A. KARENCHAK
Buffalo Valley Real Estate LLC	33.33%	33.33%	33.33%	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Percent of ownership	N/A	N/A	N/A	N/A	25.00%	25.00%	N/A	N/A	N/A	N/A
Snyder Armclaw Gas Company, L.P.	N/A	N/A	N/A	N/A	N/A	N/A	99.00%	N/A	N/A	N/A
Percent of partnership interest	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
NEAR LP	N/A	N/A	100.0%	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Percent of partnership interest	N/A	N/A	100.0%	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Snyder Energy LLC	N/A	N/A	100.0%	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Percent of ownership	N/A	N/A	100.0%	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Report Item 4: Insiders
Question (2) Principle Occupation if other than
with Bank Holding Company
Question (3)(c) Title or position with other
businesses

FORM FR Y-6
NextTier, Inc
For the Year Ending December 31, 2014

COMPANY/PARTNERSHIP NAME	MARK A. SNYDER	THOMAS C. SNYDER	DAVID E. SNYDER	CHARLES H. SNYDER, JR.	DENNIS C. SNYDER	RICHARD G. SNYDER	ROGER H. CLAYPOOLE	Elmer A. Snyder Separate Shares Grandchildren Trust	RICHARD KRAULAND	MARK A. KARENCHAK
SNYDER ASSOC. COMPANIES, INC.	SECRETARY DIRECTOR	VICE PRES. DIRECTOR	PRESIDENT DIRECTOR	CHAIRMAN/CEO DIRECTOR	V.P./TREAS. DIRECTOR	VICE PRES. DIRECTOR	N/A	N/A	N/A	V/P - CFO N/A
ALLEGHENY MINERAL CORP.	SECRETARY DIRECTOR	VICE PRES. DIRECTOR	TREASURER DIRECTOR	CHAIRMAN/CEO DIRECTOR	PRESIDENT DIRECTOR	N/A DIRECTOR	N/A	N/A	N/A	ASSIST SEC N/A
ARMSTRONG CEMENT & SUPPLY CORP.	SECRETARY DIRECTOR	N/A DIRECTOR	TREASURER DIRECTOR	CHAIRMAN/CEO DIRECTOR	PRESIDENT DIRECTOR	N/A DIRECTOR	N/A	N/A	N/A	N/A
THE BAUER COMPANY, INC.	SECRETARY DIRECTOR	N/A DIRECTOR	PRESIDENT DIRECTOR	CHAIRMAN/CEO DIRECTOR	VICE PRES. DIRECTOR	N/A DIRECTOR	N/A	N/A	N/A	ASSIST SEC N/A
MARK ANN INDUSTRIES, INC.	SECRETARY DIRECTOR	VICE PRES. DIRECTOR	VICE PRES. DIRECTOR	N/A	PRESIDENT DIRECTOR	TREASURER DIRECTOR	N/A	N/A	N/A	N/A
EASTERN MATERIAL CORP.	SECRETARY DIRECTOR	VICE PRES. DIRECTOR	PRESIDENT DIRECTOR	N/A	TREASURER DIRECTOR	ASSIST. TREAS. DIRECTOR	N/A	N/A	N/A	VICE PRES. N/A
ROYLE INNS, INC.	SECRETARY N/A	N/A DIRECTOR	PRESIDENT DIRECTOR	VICE PRES. DIRECTOR	N/A DIRECTOR	TREASURER N/A	N/A	N/A	N/A	ASSIST SEC N/A
GLACIAL SAND & GRAVEL CO.	V.P./SEC DIRECTOR	VICE PRES. DIRECTOR	V.P./TREAS DIRECTOR	CHAIRMAN/CEO DIRECTOR	VICE PRES. DIRECTOR	PRESIDENT DIRECTOR	N/A	N/A	N/A	ASSIST SEC N/A
C.H. SNYDER COMPANY	SECRETARY DIRECTOR	PRESIDENT DIRECTOR	V.P./TREAS DIRECTOR	EXEC VICE PRES DIRECTOR	N/A DIRECTOR	VICE PRES. DIRECTOR	N/A	N/A	N/A	ASSIST SEC N/A
SNYDER BROTHERS, INC.	SECRETARY DIRECTOR	TREASURER DIRECTOR	CEO/PRES DIRECTOR	EXEC VICE PRES DIRECTOR	VICE PRES. DIRECTOR	VICE PRES. DIRECTOR	N/A	N/A	N/A	ASSIST SEC N/A
STATE INDUSTRIES, INC.	SECRETARY N/A	V.P./TREAS DIRECTOR	N/A	PRESIDENT DIRECTOR	N/A	N/A	N/A	N/A	N/A	ASSIST SEC N/A
LOGAN, INC.	SECRETARY DIRECTOR	N/A	V.P./TREAS DIRECTOR	CHAIRMAN/CEO DIRECTOR	PRESIDENT DIRECTOR	N/A	N/A	N/A	N/A	N/A
WWF MUSHROOMS, INC.	N/A	N/A	N/A	N/A	N/A	N/A	PRES/TRE/SEC DIRECTOR	N/A	N/A	N/A

Report Item 4: Insiders
Question (2) Principle Occupation if other than
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FORM FR Y-6
NexTier, Inc
For the Year Ending December 31, 2014

COMPANY/PARTNERSHIP NAME	MARK A. SNYDER	THOMAS C. SNYDER	DAVID E. SNYDER	CHARLES H. SNYDER, JR.	DENNIS C. SNYDER	RICHARD G. SNYDER	ROGER H. CLAYPOOLE	Elmer A. Snyder Separate Shares Grandchildren Trust	RICHARD KRAULAND	MARK A. KARENCHAK
BUFFALO VALLEY REAL ESTATE LLC	PRESIDENT MEMBER	N/A N/A	VICE-PRES. MEMBER	VICE-PRES. MEMBER	SECTRES N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	ASSIST SEC N/A
SNYDER ENTERPRISES	PARTNER	PARTNER	PARTNER	N/A	PARTNER	PARTNER	N/A	N/A	N/A	N/A
SNYDER EXPLORATION	N/A	N/A	N/A	PARTNER	N/A	N/A	N/A	PARTNER	N/A	N/A
SNYDER WELLS 1991	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	N/A	PARTNER	N/A	N/A
SNYDER WELLS 1992	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	N/A	PARTNER	N/A	N/A
SNYDER WELLS 1993	N/A	N/A	N/A	N/A	N/A	N/A	PARTNER	N/A	N/A	N/A
SNYDER WELLS 1994	N/A	N/A	N/A	N/A	N/A	N/A	PARTNER	N/A	N/A	N/A
ELMER A SNYDER AND ANNABELLE C SNYDER FAMILY LTD PARTNERSHIP	PARTNER	PARTNER	PARTNER	N/A	N/A	N/A	N/A	PARTNER	N/A	N/A
RIDGEPOINT HOLDINGS COMPANY	N/A N/A	N/A N/A	N/A N/A	N/A N/A	PRESIDENT MEMBER	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
WESTMONT HOLDING COMPANY	PRESIDENT MEMBER	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
TC SNYDER FAMILY HOLDINGS COMPANY	N/A N/A	PRESIDENT MEMBER	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
MOONLIGHT MUSHROOM, INC.	PRES/TRES/SEC DIRECTOR	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
SYLVAN, INC.	CHAIRMAN DIRECTOR	N/A DIRECTOR	VICE-PRES DIRECTOR	VICE-PRES DIRECTOR	ASST SECTRS DIRECTOR	N/A DIRECTOR	N/A DIRECTOR	N/A N/A	N/A N/A	N/A N/A
SNYDER INDUSTRIES, INC.	PRESIDENT DIRECTOR	N/A N/A	VICE-PRES DIRECTOR	VICE-PRES DIRECTOR	SECT/TREAS DIRECTOR	N/A N/A	N/A N/A	N/A N/A	N/A N/A	ASSIST SEC N/A
SNYDER DRILLING PARTNERS 1992	N/A	N/A	N/A	N/A	N/A	N/A	PARTNER	N/A	N/A	N/A
SIA GAS, INC.	SECT/TREAS DIRECTOR	VICE-PRES DIRECTOR	PRESIDENT DIRECTOR	N/A	VICE-PRES DIRECTOR	VICE-PRES DIRECTOR	N/A	N/A	N/A	ASSIST SEC N/A

Report Item 4: Insiders Question (2) Principle Occupation if other than with Bank Holding Company Question (3)(c) Title or position with other businesses	FORM FR Y-6 NextTier, Inc For the Year Ending December 31, 2014							Elmer A. Snyder Separate Shares Grandchildren Trust	MARK A. SNYDER	RICHARD KRAULAND	MARK A. KARENGHAK
	COMPANY/PARTNERSHIP NAME	THOMAS C. SNYDER	DAVID E. SNYDER	CHARLES H. SNYDER, JR.	DENNIS C. SNYDER	RICHARD G. SNYDER	ROGER H. CLAYPOOLE				
BRADLEY ENERGY LLC	N/A N/A	N/A N/A	SECTREAS N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
MSB LEASING LP	N/A N/A	N/A N/A	VICE-PRES N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
GREENLEAF CORPORATION	DIRECTOR	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
SNYDER ENERGY LLC	SECTREAS N/A	VICE-PRES N/A	PRESIDENT MEMBER	N/A N/A	VICE-PRES N/A	VICE-PRES N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	ASSIST SEC N/A
NEAR LP	N/A	N/A	N/A	N/A	N/A	N/A	PARTNER	N/A	N/A	N/A	N/A
BRAYMAN CONSTRUCTION CORP	DIRECTOR	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
SAC CITRUS, INC.	SECRETARY DIRECTOR	VICE-PRES DIRECTOR	TREASURER DIRECTOR	PRESIDENT DIRECTOR	VICE-PRES DIRECTOR	VICE-PRES DIRECTOR	N/A N/A	N/A N/A	N/A N/A	N/A N/A	ASSIST SEC N/A
RSB PROJECT LLC	N/A N/A	PRESIDENT MEMBER	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
SAC RESOURCES, LLC	SECRETARY N/A	N/A N/A	PRESIDENT N/A	N/A N/A	TREASURER N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
SNYDER BROTHERS ENERGY MARKETING	SECRETARY N/A	N/A N/A	PRESIDENT N/A	N/A N/A	TREASURER N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A	ASSIST SEC N/A
SNYDER WELLS 2012, LP	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	N/A	N/A	PARTNER
SNYDER WELLS 2013, LP	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	N/A	N/A	PARTNER
SNYDER WELLS 2014, LP	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	N/A	N/A	N/A	PARTNER
PEAK SIX POWER AND GAS LLC	MANAGER	N/A	MANAGER	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A