

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

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FEDERAL RESERVE BANK
OF CLEVELAND

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, Thomas J. Cook, Esq.

Name of the Holding Company Director and Official
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

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

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

December 31, 2015

Month / Day / Year

None

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

Reporter's Name, Street, and Mailing Address

Somerset Trust Holding Company

Legal Title of Holding Company

151 W. Main Street

(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:

Sandy Dusack

Assistant Controller

Name

Title

814-443-9368

Area Code / Phone Number / Extension

814-443-9220

Area Code / FAX Number

dusack@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

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

None

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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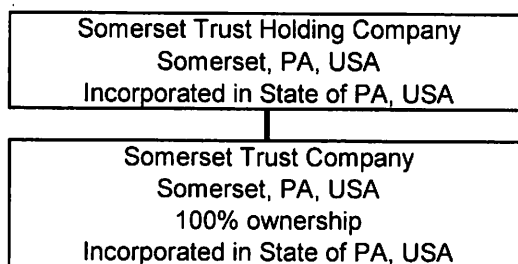
Physical Location (if different from mailing address)

Somerset Trust Holding Company
Somerset, Pennsylvania
Fiscal Year Ending December 31, 2015

Report Item :

1 Annual report for shareholders received by FRB Cleveland on 04/07/16.

2a Organization Chart :



2b See attachement

3 None

4 See attachment

Note: LEI is N/A unless otherwise noted.

Results: A list of branches for your depository institution: SOMERSET TRUST COMPANY (ID: RSSD: 212522). This depository institution is held by SOMERSET TRUST COMPANY (2914857) of SOMERSET, PA. The data are as of 12/31/2015. Data reflects information that was received and processed through 04/05/2016.

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 date, 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 and the opening or acquisition date in the Effective Date 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 UNNUM, 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 UNNUM*	Office Number*	Head Office	Head Office ID: RSSD*	Comments
OK		Full Service	212522	SOMERSET TRUST COMPANY	151 WEST MAIN STREET	GRANTSVILLE	MD	21501	SOMERSET	UNITED STATES	Not Required	7096		212522	
OK		Full Service	4527297	GRANTSVILLE PLAZA BRANCH	3245 CHESTNUT RIDGE ROAD	GRANTSVILLE	MD	21536	GARRETT	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4897066	OFFICE	8796 LINCOLN HIGHWAY	BEDFORD	PA	15522	BEDFORD	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	1878541	BERLIN OFFICE	420 MAIN STREET	BERLIN	PA	15530	SOMERSET	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4095947	CHAMPION OFFICE	210 OHIO STREET	BOSWELL	PA	15531	SOMERSET	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	3358476	CONFLUENCE OFFICE	612 LOGAN PLACE	CONFLUENCE	PA	15424	SOMERSET	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4763077	STATION COMPLEX	904 WEST CRAWFORD AVENUE	CONNELLSVILLE	PA	15425	FAVETTE	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4576866	PCFIN IN-STORE BRANCH	300 LAUREL DRIVE	CONNELLSVILLE	PA	15425	FAVETTE	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4469939	CONNELLSVILLE BRANCH INSIDE WAL-MART	1450 MORRELL AVENUE	CONNELLSVILLE	PA	15425	FAVETTE	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4956999	FISHERTOWN OFFICE	2095 QUAKER VALLEY RD	FISHERTOWN	PA	15539	BEDFORD	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	2862828	HOOVERSVILLE OFFICE	803 BARN STREET	HOOVERSVILLE	PA	15936	SOMERSET	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4587460	OFFICE	1176 NATIONAL PIKE	HOPWOOD	PA	15445	FAVETTE	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	3649606	ALLEGHENY LUTHERAN HOME	807 GOUGHEN STREET	JOHNSTOWN	PA	15905	CAMBRRIA	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	3358449	GIANT EAGLE OFFICE	344 GOUGHEN STREET	JOHNSTOWN	PA	15905	CAMBRRIA	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	3358461	JOHNSTOWN OFFICE	116 MARKET STREET	JOHNSTOWN	PA	15901	CAMBRRIA	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	3358430	RICHLAND OFFICE	216 SCALP AVENUE	JOHNSTOWN	PA	15904	CAMBRRIA	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4935463	SOMERSET TRUST COMPANY - RICHLAND IN-STORE BRANCH	1513 SCALP AVE	JOHNSTOWN	PA	15904	CAMBRRIA	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4894560	BRANCH	450 SCHOOLHOUSE ROAD	JOHNSTOWN	PA	15904	CAMBRRIA	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4095956	VINCO OFFICE	2690 WILLIAM PENN AVENUE SUITE 5	JOHNSTOWN	PA	15909	CAMBRRIA	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4707441	WESTWOOD OFFICE	1739 LYTER DR	JOHNSTOWN	PA	15905	CAMBRRIA	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4292922	LEGONIER MAIN	228 W MAIN ST	LEGONIER	PA	15658	WESTMORELAND	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4385563	OAK GROVE OFFICE	3720 STATE ROUTE 711	LEGONIER	PA	15658	WESTMORELAND	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4416515	NATIONAL PIKE BRANCH	4640 NATIONAL PIKE	MARKLEYSBURG	PA	15459	FAVETTE	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	3358494	MCFERSDALE OFFICE BRANCH	151 CENTER STREET	MCFERSDALE	PA	15552	SOMERSET	UNITED STATES	Not Required	Not Required		212522	
OK		Limited Service	2828619	MCFERSDALE OUTSIDE OFFICE	7109 MASON DIXON HIGHWAY	MCFERSDALE	PA	15552	SOMERSET	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4720922	SOMERSET TRUST COMPANY - MT. PLEASANT BRANCH	2100 SUMMIT RIDGE PLAZA	MOUNT PLEASANT	PA	15666	WESTMORELAND	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	3358506	GLADES PIKE OFFICE	4185 GLADES PIKE	SOMERSET	PA	15501	SOMERSET	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	3397130	SOMERSET CROSSING	2028 NORTH CENTER AVENUE	SOMERSET	PA	15501	SOMERSET	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	3649615	SOMERSET PLAZA OFFICE	1614 NORTH CENTER AVENUE	SOMERSET	PA	15501	SOMERSET	UNITED STATES	Not Required	Not Required		212522	
OK		Trust	3669853	TRUST DEPARTMENT HISTORIC BUILDING	131 NORTH CENTER AVENUE	SOMERSET	PA	15501	SOMERSET	UNITED STATES	Not Required	Not Required		212522	
OK		Full Service	4846961	OFFICE	250 SOUTH 3RD ST	YOUNGWOOD	PA	15697	WESTMORELAND	UNITED STATES	Not Required	Not Required		212522	

Form FR Y-6
Somerset Trust Holding Company
Fiscal Year Ending 12/31/2015

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	1.48%	N/A	
Andrew F. Cook Somerset, PA [REDACTED]	N/A	Sr. Vice President	Sr. VP & Branch Development, Director, Somerset Trust Co.	N/A	1.40%	N/A	
Sean C. Isgan Somerset, PA [REDACTED]	President CME, Management, LLC	Director	Director Somerset Trust Co.	President CME, Management, LLC	0.04%	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.	0.19%	N/A	
Barbara Wheeler Davies Somerset, PA [REDACTED]	Partner Wheeler Davies, LLC	Director	Director Somerset Trust Co.	Partner Wheeler Davies, LLC	0.32%	N/A	
Richard C. Yeager Johnstown, PA [REDACTED]	President Big City Consultants, LLC	Director	Director Somerset Trust Co.	President Big City Consultants, LLC	0.34%	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. Kniak 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 Industries Inc.	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.	0.23%	N/A	
J. Scott Roberts Johnstown, PA [REDACTED]	Partner Sun Storm, LLC	Director	Director Somerset Trust Co.	Partner Sun Storm, 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 GUB Group	Ex. VP/Sec./Dir. Partner	>1 25
Andrew F. Cook	Somerset Trust Company	Sr. VP & Branch Dev., Security & Facilities Officer, Director	>1
Vickie L. Beer	Beer Ream Co. Beer / Ream Joint Venture (Real Estate)	President Partner	45 50
Jon C. Clapper	Clapper's Industries, Inc. Clapper's Bldg. Materials, Inc. Lakeside Estates, LLC	President Sec/Treas Partner	50 50 8.33
Barbara W. Davies	Wheeler Family Partnership Randy Davies Seller Rep Account	Partner	25
Sean C. Isgan	CME Management, LLC CME Engineering, LP CME Operations, LP CME Laboratories, LP Beechtree Holdings, Inc. Wye Oak Holdings, LLC Whitetail Holdings, LLC Dogwood Holdings, LP	President Partner Partner Partner President Vice President Manager Partner	50 50 50 50 50 50 100 50
James G. Knepper, Jr.	The Knepper Agency, Inc.	President	100
John M. Kriak	Group Genesis, LLC	President	100
Troy A. Miller	Luther P. Miller, Inc.	President	35
J. Scott Roberts	Sun Storm, LLC	Owner	50
Richard C. Yeager	Big City Consultants, LLC Ferndale Storage, LLC Atlee Realty, LLC	Partner Partner Partner	50 50 50

<u>EXECUTIVE NAME</u>	<u>PRINCIPAL BUSINESS AFFILIATIONS</u>	<u>OFFICER CAPACITY</u>	<u>%</u>
G. Henry Cook	Somerset Trust Company	Pres/CEO/Dir.	>1
Thomas J. Cook, Esq.	Somerset Trust Company GUB Group	Ex. VP/Sec./Dir. Partner	>1 25
Andrew F. Cook	Somerset Trust Company	Sr. VP & Branch Dev., Security & Facilities Officer, Director	>1
Larry Barron	Somerset Trust Company	Sr. VP/Corp. Counsel	>1
Robert L. Enos	Somerset Trust Company	Sr. VP/Sr. Loan Off.	>1
John C. Gill	Somerset Trust Company	Sr. VP & COO	>1
David J. Hudak	Somerset Trust Company United Way of Laurel Highlands	Sr. VP / CFO / Treas. Board Member	>1
William J. Locher, Jr.	Somerset Trust Company Johnstown Symphony Board Sunnehanna Country Club	Sr. VP/Sr. Loan Off. President Board Member	>1
Roberta L. Lohr	Somerset Trust Company	Sr. VP & Mrktg. Off.	>1
John A. Malone	Somerset Trust Company	Sr. VP & Commercial Lender	>1
Ann B. Persun	Somerset Trust Company	Sr.VP/Sr. Trust Off.	>1
Susan Powell	Somerset Trust Company	Sr. VP & Sr. Auditor	>1
Gloria J. Pritts	Somerset Trust Company Laurel Hill Trout Farm, Inc. E Map Bakersville Picnic Grove Friends of Laurel Hill State Park	Sr. VP & HR Officer Vice President Secretary Signator Signator	>1
Bruce E. Shipley	Somerset Trust Company Somerset Hospital Somerset Hospital Foundation Somerset Health Services Somerset Co. General Authority Somerset Anesthesia, Inc.	Sr.VP/Sr.LoanOff/Bus Dev Chairman/Pres. Brd. Chairman Vice Chairman Secretary	>1 0 0 0 0 0
Michael B. Whipkey	Somerset Trust Company	Sr.VP/Compli/Priv Off	>1

September 24, 2015