

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Clemon C. Rosenberger III

Name of the Holding Company Director and Official

President & Chief Executive Officer

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.

Clemon C. Rosenberger III
 Signature of Holding Company Director and Official

3/29/19
 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. _____

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

December 31, 2018

Month / Day / Year

549300P9Z68O0W6RWY48

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

Reporter's Name, Street, and Mailing Address

NexTier, Inc

Legal Title of Holding Company

222 Market Street

(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:

Khristina Connor

Financial Analyst

Name

Title

724-214-6349

Area Code / Phone Number / Extension

724-283-1436

Area Code / FAX Number

kconnor@nextierbank.com

E-mail Address

www.nextierbank.com

Address (URL) for the Holding Company's web page

Is confidential treatment requested for any portion of this report submission? 0=No 1=Yes 0

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report
- 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

ANNUAL REPORT OF HOLDING COMPANIES
FR Y-6
NEXTIER INCORPORATED
Butler, PA
As of 12/31/2018

REPORT ITEM 1 (Annual Report):

See Attachment A enclosed.

REPORT ITEM 2a (Organization Chart):

See Attachment B enclosed.

REPORT ITEM 2b (Domestic Branch Listing): No changes to the Domestic Branch Listing filed with the Federal Reserve on January 6, 2019. See Attachment C enclosed.

REPORT ITEM 3 (Securities Holders):

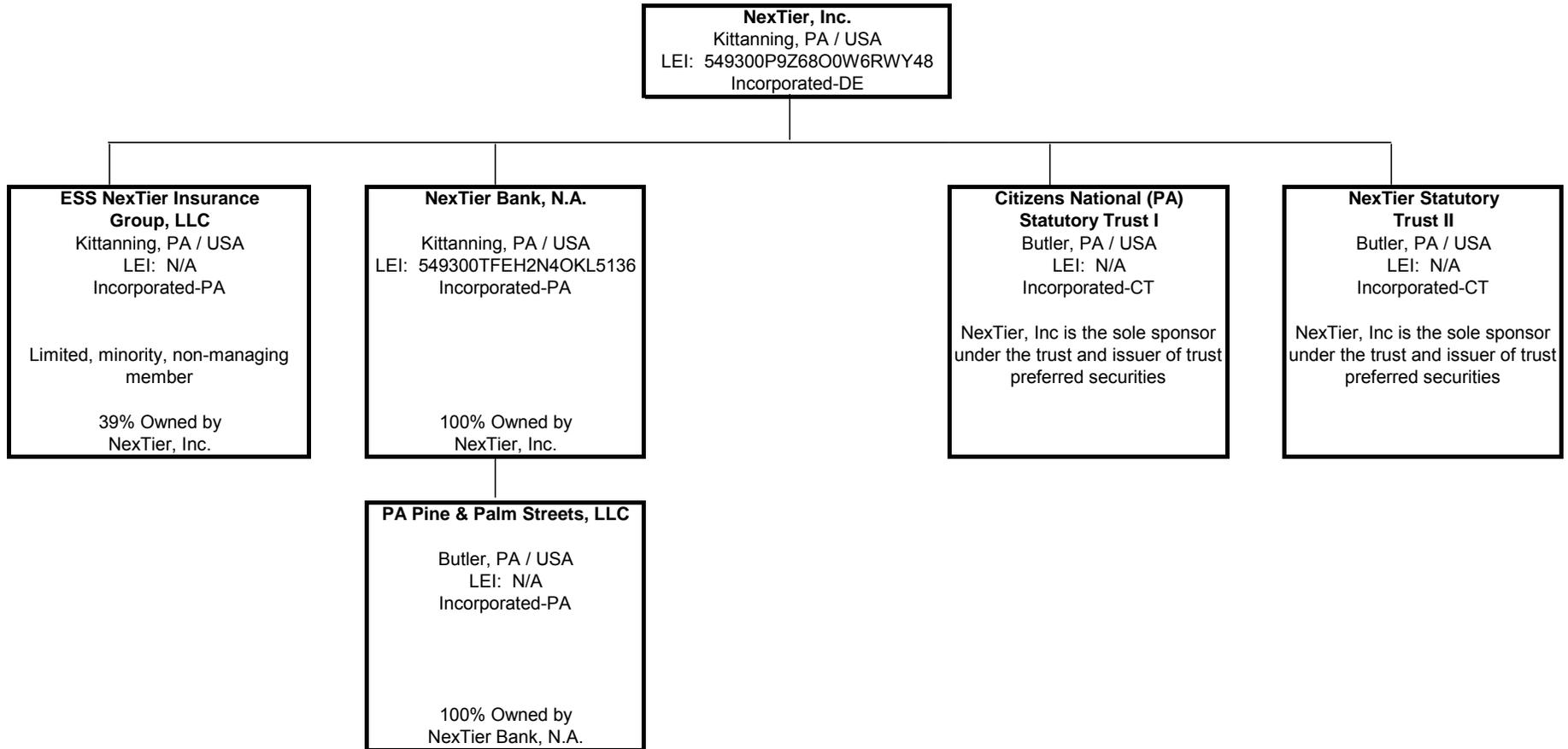
- 1). A). Charles H. Snyder, Jr. Trust dtd 2/16/00D
Ft. Myers, FL Country of Citizenship: USA
124,694 shares owned, controlled, or held with the power to vote (9.52%)
 - B). David E. Snyder & Sandra J. Snyder Jt Ten by the Entirety
Naples, FL Country of Citizenship: USA
147,232 shares owned, controlled, or held with the power to vote (11.24%)
 - C). Dennis C. Snyder Amended & Restated Revocable Trust dtd 12/26/95
Kittanning, PA Country of Citizenship: USA
137,942 shares owned, controlled, or held with the power to vote (10.53%)
 - D). Mark A. Snyder & Carolyn P. Snyder Jt Ten by the Entirety
Kittanning, PA Country of Citizenship: USA
77,123 shares owned, controlled, or held with the power to vote (5.89%)
 - E). Mark A. Snyder Revocable Trust
Kittanning, PA Country of Citizenship: USA
82,801 shares owned, controlled, or held with the power to vote (6.32%)
 - F). Richard G. Snyder Second A mended & Restated Revocable Trust dtd 12/13/95
Cowansville, PA Country of Citizenship: USA
162,647 shares owned, controlled, or held with the power to vote (12.42%)
 - G). Thomas C. Snyder Third Amended & Restated Revocable Trust dtd 11/07/06
Cocoa Beach, FL Country of Citizenship: USA
141,910 shares owned, controlled, or held with the power to vote (10.83%)
- 2). A). None

REPORT ITEM 4 (Insiders):

See Attachment D enclosed.

Attachment B

Organization Chart
as of 12/31/2018



Results: A list of branches for your holding company: **NEXTIER INCORPORATED (2264404) of KITTANNING, PA.**
 The data are as of **12/31/2018**. Data reflects information that was received and processed through **01/06/2019**.

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) | 18827 | NEXTIER BANK, NA | 222 MARKET STREET | KITTANNING | PA | 16201 | ARMSTRONG | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 377122 | BUTLER BRANCH | 101 EAST DIAMOND STREET | BUTLER | PA | 16001 | BUTLER | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 125127 | CLEARVIEW BRANCH | 196 CLEARVIEW CIRCLE | BUTLER | PA | 16001 | BUTLER | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 3536489 | MORAINÉ POINTE BRANCH | 100 MORAINÉ POINTE PLAZA | BUTLER | PA | 16001 | BUTLER | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 1392609 | CHICORA BRANCH | 130 HUMMINGBIRD PLAZA | CHICORA | PA | 16025 | BUTLER | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 1991824 | CRANBERRY BRANCH | 20249 ROUTE 19 | CRANBERRY TWP | PA | 16066 | BUTLER | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 3298116 | EVANS CITY BRANCH | 238 EAST MAIN STREET | EVANS CITY | PA | 16033 | BUTLER | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 4722908 | FREEPOR T BRANCH | 236 5TH STREET | FREEPOR T | PA | 16229 | ARMSTRONG | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 2881986 | NORTHTOWNE BRANCH | 101 NORTHTOWNE DRIVE | GIBSONIA | PA | 15044 | ALLEGHENY | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 5130733 | IRWIN BRANCH | 226 MAIN ST | IRWIN | PA | 15642 | WESTMORELAND | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 19329 | 422 EAST BRANCH | 105 BURTON DRIVE | KITTANNING | PA | 16201 | ARMSTRONG | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 1000726 | FARMERS & MERCHANTS BANK OF WESTERN PENNSYLVANIA, NATIONAL ASSOCIATION LOAN CENTER | 201 MARKET ST. | KITTANNING | PA | 16201-1538 | ARMSTRONG | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 49924 | HIGHLANDS-WEST BRANCH | 316 FIRST AVENUE | KITTANNING | PA | 16201 | ARMSTRONG | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 2072832 | HILLTOP PLAZA BRANCH | 4 HILLTOP PLAZA | KITTANNING | PA | 16201-2205 | ARMSTRONG | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 2072823 | WEST KITTANNING BRANCH | 409 BUTLER ROAD | KITTANNING | PA | 16201-2409 | ARMSTRONG | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 3943087 | LEECHBURG BRANCH | 116 MARKET ST. | LEECHBURG | PA | 15656 | ARMSTRONG | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 316121 | LYNDORA BRANCH | 1 LYN MAR PLAZA | LYNDORA | PA | 16045 | BUTLER | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 80020 | MANOR BRANCH | 83 RACE STREET | MANOR | PA | 15665 | WESTMORELAND | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 346726 | PARKER BRANCH | 102 SOUTH WAYNE AVENUE | PARKER | PA | 16049 | ARMSTRONG | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 285423 | PETROLIA BRANCH | 100 SOUTH ARGYE STREET | PETROLIA | PA | 16050 | BUTLER | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 667074 | OAKLAND OFFICE | 3455 FORBES AVE. | PITTSBURGH | PA | 15213 | ALLEGHENY | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 4145570 | SHALER BRANCH | 1626 BABCOCK BLVD | PITTSBURGH | PA | 15209 | ALLEGHENY | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 2608688 | SAXONBURG BRANCH | 333 MAIN STREET | SAXONBURG | PA | 16056 | BUTLER | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 724922 | SLIPPERY ROCK BRANCH | 121 SOUTH MAIN STREET | SLIPPERY ROCK | PA | 16057 | BUTLER | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 3536470 | T-BONES PLAZA BRANCH | 100 VIP DRIVE, SUITE 108 | WEXFORD | PA | 15090 | ALLEGHENY | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 408222 | WEXFORD BRANCH | 11361 PERRY HIGHWAY | WEXFORD | PA | 15090 | ALLEGHENY | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 1001228 | WORTHINGTON BRANCH | 15104 US ROUTE 422 | WORTHINGTON | PA | 16262 | ARMSTRONG | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |
| OK | | Full Service | 124625 | ZELIENOPLE BRANCH | 226 SOUTH MAIN STREET | ZELIENOPLE | PA | 16063 | BUTLER | UNITED STATES | Not Required | Not Required | NEXTIER BANK, NA | 18827 | |

