

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.

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

December 31, 2017

Month / Day / Year

549300P9Z68O0W6RWY48

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

Reporter's Name, Street, and Mailing Address

I. Cleman 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.

NexTier Incorporated

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

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.

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Brian Cogley

Financial Rptg/Acctng Mgr

Name

Title

724-214-6315

Area Code / Phone Number / Extension

724-283-1436

Area Code / FAX Number

bcogley@nexttierbank.com

E-mail Address

www.nexttierbank.com

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

Cleman C. Rosenberger III

Signature of Holding Company Director and Official

8/8/18

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. _____

Is confidential treatment requested for any portion of this report submission?

0=No	<input type="checkbox"/>
1=Yes	<input checked="" type="checkbox"/>

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."

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.

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p> <hr/>
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ANNUAL REPORT OF HOLDING COMPANIES
FR Y-6
NEXTIER INCORPORATED
Butler, PA
As of 12/31/2017

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 4, 2018. See Attachment C enclosed.

REPORT ITEM 3 (Securities Holders):

- 1). A). Charles H. Snyder, Jr. Trust dtd 2/16/00
Kittanning, PA Country of Citizenship: USA
124,694 shares owned, controlled, or held with the power to vote (9.51%)
 - B). David E. Snyder & Sandra J. Snyder Jt Ten by the Entirety
Kittanning, PA Country of Citizenship: USA
151,132 shares owned, controlled, or held with the power to vote (11.52%)
 - 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 (10.52%)
 - 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 (5.88%)
 - E). Mark A. Snyder Revocable Trust
Kittanning, PA Country of Citizenship: USA
82,801 shares owned, controlled, or held with the power to vote (6.31%)
 - 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 (12.40%)
 - G). Thomas C. Snyder Third Amended & Restated Revocable Trust dtd 11/07/06
Cowansville, PA Country of Citizenship: USA
143,910 shares owned, controlled, or held with the power to vote (10.97%)
- 2). A). None

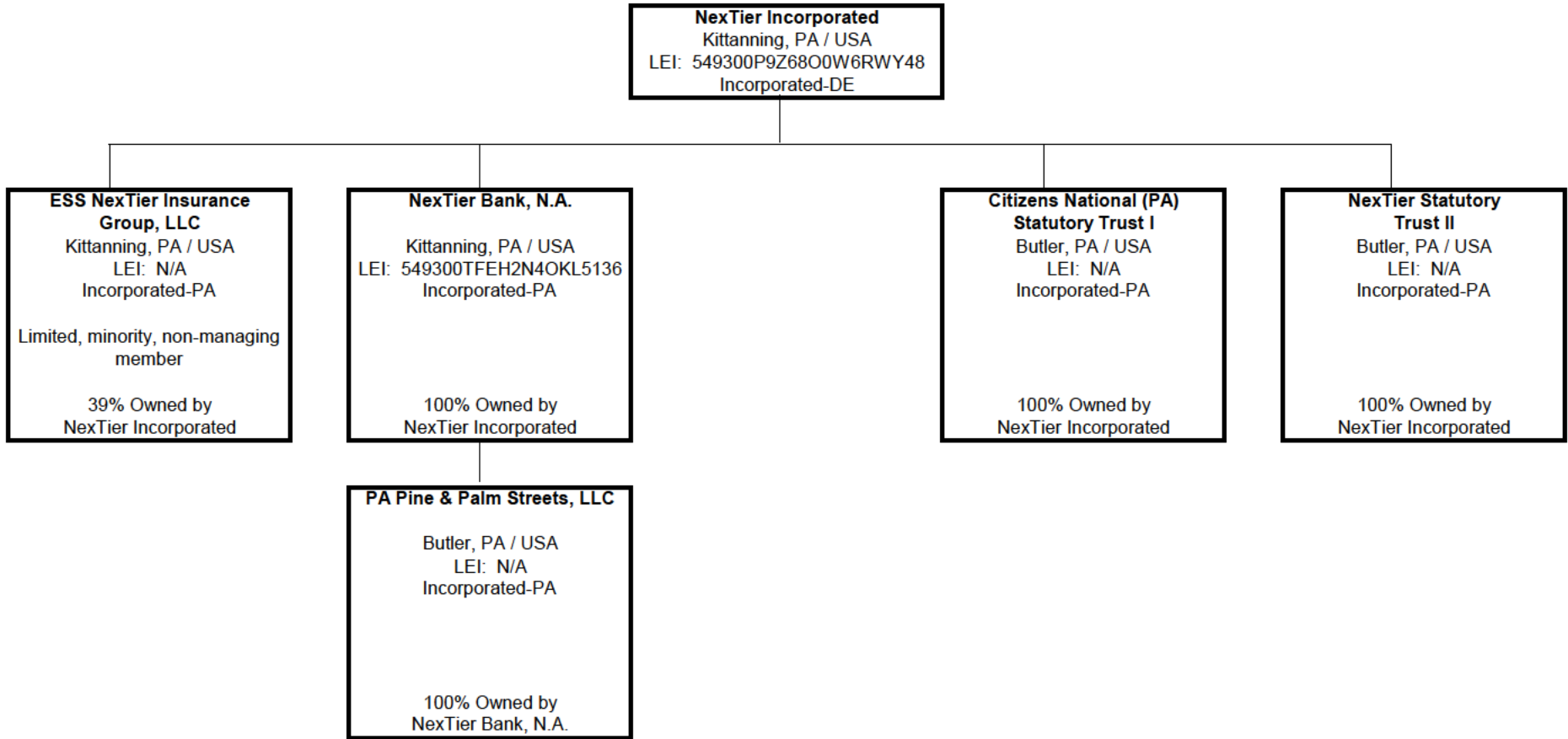
REPORT ITEM 4 (Insiders):

See Attachment D enclosed.

ATTACHMENT B

Attachment B

Organization Chart
as of 12/31/2017



ATTACHMENT C

Results: A list of branches for your holding company: **NEXTIER INCORPORATED (2264404) of KITTANNING, PA.**
 The data are as of **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

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	225 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 ARGVE 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	

ATTACHMENT D

FORM FR Y-6
NexTier, Inc
For the Year Ending December 31, 2017

Report Item 4: Insiders

(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

	MARK A. SNYDER	THOMAS C. SNYDER	DAVID E. SNYDER	CHARLES H. SNYDER, JR.	DENNIS C. SNYDER	RICHARD G. SNYDER	RICHARD KRAULAND	CLEMAN ROSENBERGER	MARK A. KARENCHAK
(1) Name and address;	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.	Pittsburgh, PA U.S.A.	Pittsburgh, PA U.S.A.	Allison Park, PA U.S.A.
(2) Principal occupation;	- See attached schedule A		- See attached schedule A		- See attached schedule A		Retired	President/CEO	-See attached A
(3) Title and position with:									
(3)(a) the banking holding company; NexTier, Inc.									
Officers	N/A	N/A	N/A	Secretary	N/A	N/A	Chairman	President/CEO	N/A
Directors	N/A	N/A	Director	Director	N/A	N/A	Director	Director	Director
(3)(b) all direct and indirect sub- sidiaries of the bank holding co.;									
NexTier Bank, NA									
Officers	N/A	N/A	N/A	N/A	N/A	N/A	N/A	President/CEO	Chairman
Directors	Director	N/A	N/A	N/A	Director	N/A	Director	Director	Director
NexTier Insurance Services LLC									
Officers	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Managers	Manager	N/A	N/A	N/A	N/A	N/A	N/A	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 sc		N/A	N/A	-See attached A
(4)(a) Percentage of voting shares in the bank holding company;									
Shares - NexTier, Inc.	159,924	143,910	151,132	124,694	137,942	162,647	998	211	4,785
% - NexTier, Inc.	12.19%	10.97%	11.52%	9.51%	10.52%	12.40%	0.08%	0.02%	0.36%
(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%
(4)(c) List names of other companies, if 25 percent or more of voting securities are held:									
S/A Gas, Inc.									
Percent of ownership	N/A	N/A	100.0%	N/A	N/A	N/A	N/A	N/A	N/A
Royle Inns, Inc.									
Percent of ownership	N/A	N/A	N/A	50.00%	N/A	N/A	N/A	N/A	N/A
Buffalo Valley Real Estate LLC									
Percent of ownership	33.33%	33.33%	33.33%	N/A	N/A	N/A	N/A	N/A	N/A
Snyder Armclar Gas Company, L.P.									
Percent of partnership interest	N/A	N/A	N/A	N/A	25.00%	25.00%	N/A	N/A	N/A
Snyder Energy LLC									
Percent of ownership	N/A	N/A	100.0%	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
 NexTier, Inc
 For the Year Ending December 31, 2017

<u>COMPANY/PARTNERSHIP NAME</u>	<u>MARK A. SNYDER</u>	<u>THOMAS C. SNYDER</u>	<u>DAVID E. SNYDER</u>	<u>CHARLES H. SNYDER, JR.</u>	<u>DENNIS C. SNYDER</u>	<u>RICHARD G. SNYDER</u>	<u>RICHARD KRAULAND</u>	<u>CLEMAN ROSENBERGER</u>	<u>MARK A. KARENCHAK</u>
	MEMBER	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
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
SYLVAN, INC.	CHAIRMAN DIRECTOR	N/A DIRECTOR	VICE-PRES DIRECTOR	VICE-PRES DIRECTOR	ASST SEC/TRS 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	SECR/TREAS DIRECTOR	N/A N/A	N/A N/A	N/A N/A	ASSIST SEC N/A
S/A GAS, INC.	SECR/TREAS DIRECTOR	VICE-PRES DIRECTOR	PRESIDENT DIRECTOR	N/A N/A	VICE-PRES DIRECTOR	VICE-PRES DIRECTOR	N/A N/A	N/A N/A	ASSIST SEC N/A
BRADLEY ENERGY LLC	N/A N/A	N/A N/A	SEC/TREAS 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
GREENLEAF CORPORATION	DIRECTOR	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
SNYDER ENERGY LLC	SECR/TREAS 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	ASSIST SEC N/A
BRAYMAN CONSTRUCTION CORP	DIRECTOR	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	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
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
SNYDER BROTHERS ENERGY MARKETINC	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	ASSIST SEC N/A
SNYDER WELLS 2016, LP	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	N/A	N/A	PARTNER
SNYDER WELLS 2017, LP	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	PARTNER	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