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, Andrew W Hasley, President & CEO
Name of the Holding Company Director and Official

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
RSDD ID
[241419]
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014
Month / Day / Year
n/a

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

Reporter's Name, Street, and Mailing Address
Allegheny Valley Bancorp, Inc.
5137 Butler Street
(Portion of the Holding Company) Street / R.O. Box
Pittsburgh PA 15201
City State Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Stacy N Krempasky VP, Director of Finance
Name Title
412-632-1326
Area Code / Phone Number / Extension
412-632-1326
Area Code / FAX Number
skrempasky@avbpg.com
E-mail Address

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

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.
FORM FR Y-6
Allegheny Valley Bancorp, Inc.
Pittsburgh, Pennsylvania

Fiscal Year Ending December 31, 2014

REPORT ITEM

1: The BHC does prepare an annual report for its shareholders. Enclosed are three copies of the annual report.

2a: Organization Chart (see below)

2b: Submitted via email on 3/25/2015

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ALLEGHENY VALLEY BANCORP, INC.
(Parent)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorporation - Pennsylvania

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ALLEGHENY VALLEY BANK OF PITTSBURGH
100%
(Subsidiary)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorp - PA

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ALLEGHENY VALLEY FINANCIAL SERVICES LLC
100%
(Subsidiary)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorp - PA
Allegheny Valley Bank - General Partner

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COMMUNITY BANKERS SETTLEMENT LLC
51%
(Subsidiary)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorp - PA
Allegheny Valley Bank - General Partner
<table>
<thead>
<tr>
<th>Code</th>
<th>Branch Name</th>
<th>Branch Office</th>
<th>Type</th>
<th>Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNNUM</th>
<th>Office Number</th>
<th>Head Office</th>
<th>Notes</th>
</tr>
</thead>
<tbody>
<tr>
<td>OR</td>
<td>ALEPHEN VALLEY BANK OF PITTSBURGH</td>
<td>Full Service</td>
<td>Head Office</td>
<td>3137 BUTLER STREET</td>
<td>PITTSBURGH</td>
<td>PA</td>
<td>15205</td>
<td>ALLEGHENY</td>
<td>UNITED STATES</td>
<td>4086</td>
<td>0</td>
<td>ALEPHEN VALLEY BANK OF PITTSBURGH</td>
<td>1972</td>
</tr>
<tr>
<td>OR</td>
<td>Full Service</td>
<td>6506247</td>
<td>2000 MT TROY BRANCH</td>
<td>2000 MT TROY RD</td>
<td>PITTSBURGH</td>
<td>PA</td>
<td>15212</td>
<td>ALLEGHENY</td>
<td>UNITED STATES</td>
<td>40728</td>
<td>8</td>
<td>ALEPHEN VALLEY BANK OF PITTSBURGH</td>
<td>1972</td>
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<tr>
<td>OR</td>
<td>Full Service</td>
<td>5893790</td>
<td>BLAUNOX BRANCH</td>
<td>301 FORTRESS ROAD</td>
<td>PITTSBURGH</td>
<td>PA</td>
<td>15238</td>
<td>ALLEGHENY</td>
<td>UNITED STATES</td>
<td>40867</td>
<td>4</td>
<td>ALEPHEN VALLEY BANK OF PITTSBURGH</td>
<td>1972</td>
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<tr>
<td>OR</td>
<td>Full Service</td>
<td>6412347</td>
<td>MCKINNON ROAD BRANCH</td>
<td>7703 MCKINNON ROAD</td>
<td>PITTSBURGH</td>
<td>PA</td>
<td>15237</td>
<td>ALLEGHENY</td>
<td>UNITED STATES</td>
<td>40865</td>
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<td>ALEPHEN VALLEY BANK OF PITTSBURGH</td>
<td>1972</td>
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<tr>
<td>OR</td>
<td>Electronic Banking</td>
<td>4140569</td>
<td>ONLINE BANKING</td>
<td>3137 BUTLER STREET</td>
<td>PITTSBURGH</td>
<td>PA</td>
<td>15205</td>
<td>ALLEGHENY</td>
<td>UNITED STATES</td>
<td>40865</td>
<td>4</td>
<td>ALEPHEN VALLEY BANK OF PITTSBURGH</td>
<td>1972</td>
</tr>
<tr>
<td>OR</td>
<td>Full Service</td>
<td>32266648</td>
<td>PARKWAY CENTER MALL BRANCH</td>
<td>875 GREENHILL ROAD, SUITE 100</td>
<td>PITTSBURGH</td>
<td>PA</td>
<td>15220</td>
<td>ALLEGHENY</td>
<td>UNITED STATES</td>
<td>40863</td>
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<td>ALEPHEN VALLEY BANK OF PITTSBURGH</td>
<td>1972</td>
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<tr>
<td>OR</td>
<td>Full Service</td>
<td>3460888</td>
<td>PENN AVENUE BRANCH</td>
<td>851 PENN AVENUE</td>
<td>PITTSBURGH</td>
<td>PA</td>
<td>15224</td>
<td>ALLEGHENY</td>
<td>UNITED STATES</td>
<td>40867</td>
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<td>ALEPHEN VALLEY BANK OF PITTSBURGH</td>
<td>1972</td>
</tr>
<tr>
<td>OR</td>
<td>Full Service</td>
<td>1166248</td>
<td>PENN CENTER EAST BRANCH</td>
<td>3747 WILLIAM PENN HIGHWAY</td>
<td>PITTSBURGH</td>
<td>PA</td>
<td>15235</td>
<td>ALLEGHENY</td>
<td>UNITED STATES</td>
<td>40865</td>
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<td>ALEPHEN VALLEY BANK OF PITTSBURGH</td>
<td>1972</td>
</tr>
<tr>
<td>OR</td>
<td>Full Service</td>
<td>2059818</td>
<td>PITTSBURGH OFFICE</td>
<td>428 FORRES AVE</td>
<td>PITTSBURGH</td>
<td>PA</td>
<td>15219</td>
<td>ALLEGHENY</td>
<td>UNITED STATES</td>
<td>40865</td>
<td>4</td>
<td>ALEPHEN VALLEY BANK OF PITTSBURGH</td>
<td>1972</td>
</tr>
<tr>
<td>OR</td>
<td>Full Service</td>
<td>821357</td>
<td>SMALL BRANCH</td>
<td>900 MOUNT ROYAL BLVD</td>
<td>PITTSBURGH</td>
<td>PA</td>
<td>15223</td>
<td>ALLEGHENY</td>
<td>UNITED STATES</td>
<td>40864</td>
<td>4</td>
<td>ALEPHEN VALLEY BANK OF PITTSBURGH</td>
<td>1972</td>
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<tr>
<td>OR</td>
<td>Limited Service</td>
<td>4148599</td>
<td>SMALL BRANCH</td>
<td>3100 MOUNT ROYAL BOULEVARD</td>
<td>PITTSBURGH</td>
<td>PA</td>
<td>15223</td>
<td>ALLEGHENY</td>
<td>UNITED STATES</td>
<td>40864</td>
<td>4</td>
<td>ALEPHEN VALLEY BANK OF PITTSBURGH</td>
<td>1972</td>
</tr>
</tbody>
</table>
Report Item 3: Shareholders

(1)(a), (1)(b), (1)(c), (2)(a), (2)(b), (2)(c)

<table>
<thead>
<tr>
<th>Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12/31/14.</th>
<th>Shareholders not listed in (3)(1)(a) through 3(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/14.</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a)</td>
<td>(1)(b)</td>
</tr>
<tr>
<td>Name &amp; Address (City, State, Country)</td>
<td>Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>S &amp; T Bancorp, Inc. Indiana, PA 15701</td>
<td>USA</td>
</tr>
<tr>
<td>Karl F. Gundlach Pittsburgh, PA</td>
<td>USA</td>
</tr>
</tbody>
</table>
### Report Item 4: Directors and Officers

<table>
<thead>
<tr>
<th>(1) Name, City, State, Country</th>
<th>(2) Principal Occupation if other than with Bank Holding Company</th>
<th>(3)(a) Title &amp; Position with Bank Holding Company</th>
<th>(3)(b) Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses. (include names of other businesses)</th>
<th>(4)(e) Percentage of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names)</th>
<th>(4)(c) List names of other companies if 25% or more of voting sec. are held (List % Held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Susan M. DeLuca, Glenshaw, PA, USA</td>
<td>N/A</td>
<td>Director Corporate Secretary</td>
<td>Sr. Vice President, Corporate Secretary (AVB)</td>
<td></td>
<td>0.55%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Jason W. Ross, Natrona Heights, PA, USA</td>
<td>N/A</td>
<td>EVP, CFO, COO &amp; Treasurer</td>
<td>EVP, CFO, COO and Treasurer (AVB)</td>
<td>Director - Allegheny Valley Hospital President - GBSC</td>
<td>0.73%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Gregory J Saxman, Oakmont, PA, USA</td>
<td>Manufacturing - Conco Systems Inc.</td>
<td>Director</td>
<td>Director (AVB)</td>
<td>President - Conco Systems</td>
<td>1.40%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Marilyn B Justice, Newton, MA, USA</td>
<td>Self Employed - Potter</td>
<td>Director</td>
<td></td>
<td>Owner - Justice Pottery</td>
<td>1.42%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Paul A Bartolo, Pittsburgh, PA, USA</td>
<td>Attorney</td>
<td>Director Diocese of Pittsburgh</td>
<td>Director (AVB)</td>
<td>Attorney - Diocese of Pittsburgh, Board Member - Central Catholic and North Catholic High Schools</td>
<td>1.17%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Robert C Thomasmeyer, Butler, PA, USA</td>
<td>Communications</td>
<td>Director</td>
<td>Director (AVB)</td>
<td>Vice President - Miller Information Systems Board Member - Butler Memorial Hospital</td>
<td>1.01%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Andrew W. Hasley, Pittsburgh, PA, USA</td>
<td>N/A</td>
<td>Director President &amp; CEO</td>
<td>Director President &amp; CEO</td>
<td>Director - Pittsburgh Zoo</td>
<td>2.47%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>John M. Lally, Pittsburgh, PA, USA</td>
<td>CPA</td>
<td>Director</td>
<td>Director (AVB)</td>
<td>Managing Partner - Lally &amp; Co. LLC</td>
<td>1.21%</td>
<td>None</td>
<td>Lally &amp; Co. LLC (35.7%)</td>
</tr>
<tr>
<td>Ronald J. Mock, Pittsburgh, PA, USA</td>
<td>CPA</td>
<td>Director</td>
<td>Director (AVB)</td>
<td>President - Mock Bosco &amp; Assoc Board Member - SMC Business Council</td>
<td>0.50%</td>
<td>None</td>
<td>Mock Bosco &amp; Assoc (51%) Independent Controller Services Inc (33%)</td>
</tr>
</tbody>
</table>