Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(a)(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
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 1247119
C.I.

Date of Report (top-tier holding company’s fiscal year-end):
December 31, 2015
Month / Day / Year
n/a
Reporters’ Legal Entity Identifier (LEI) (20 Character LEI Code)

Reporters’ Name, Street, and Mailing Address
Allegheny Valley Bancorp, Inc.
5137 Butler Street
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@avbpgh.com E-mail Address
www.avbpgh.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

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.
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

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

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

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

COMMUNITY BANKERS SETTLEMENT LLC
51%
(Subsidiary)
5137 Butler Street
Pittsburgh, PA 15201
State of Incorp - PA
Allegheny Valley Bank - General Partner

LEI is n/a, unless noted
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 12/31/15.</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 12/31/15.</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name &amp; Address</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: Insiders

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

<table>
<thead>
<tr>
<th>Name, City, State, Country</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses. (Include names of other businesses)</th>
<th>Percentage of Voting Shares in Bank Holding Company</th>
<th>Percentage of Voting Shares in Subsidiaries (include names)</th>
<th>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</td>
<td>Corporate Secretary</td>
<td>Sr. Vice President, Corporate Secretary (AVB)</td>
<td>0.56%</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) President (AVFS)</td>
<td>Director - Allegheny Valley Hospital President - CBSC</td>
<td>0.76%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Gregory J Saxon, Oakmont, PA, USA</td>
<td>Manufacturing - Conco Systems Inc.</td>
<td>Director</td>
<td>Director (AVB)</td>
<td>President - Conco Systems</td>
<td>1.47%</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 Iuliano, Pittsburgh, PA, USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Director (AVB)</td>
<td>Attorney - Diocese of Pittsburgh, Board Member - Central Catholic and North Catholic High Schools</td>
<td>1.20%</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 Informations Systems Board Member - Butler Memorial Hospital</td>
<td>1.03%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>S&amp;T Bancorp Inc, Indiana, PA, USA</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>14.18%</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Andrew W. Hasley, Pittsburgh, PA, USA</td>
<td>N/A</td>
<td>Director</td>
<td>President &amp; CEO</td>
<td>Director - Pittsburgh Zoo</td>
<td>2.55%</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>1.27%</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>0.71%</td>
<td>None</td>
<td>Mock Bosco &amp; Assoc (51%) Independent Controller Services Inc (33%)</td>
</tr>
</tbody>
</table>
### Recommendation 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 FFR contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FFR contact, put your institution name, city and state in the subject line of your 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://mybank.cei.frb.gov](https://mybank.cei.frb.gov).

* FDIC UNIUNM, Office Number, and ID_RSSID columns are for reference only. Verification of these values is not required.

### Data Action | Effective Date | Branch Service Type | Branch ID | RSSID | Popular Name | Street Address | City | State | Zip Code | County | Country | FDIC UNIUNM | Office Number | Head Office | Head Office ID_RSSID | Comments
ok | Full Service | 1629 | Allegheny Valley Bank of Pittsburgh | 5137 Butler Street | Pittsburgh | PA | 15201 | Allegheny | United States | 4088 | 0 | Allegheny Valley Bank of Pittsburgh | 1629 |
ok | Full Service | 654472 | 2000 Mt. Troy Branch | 2000 Mt. Troy Rd | Pittsburgh | PA | 15212 | Allegheny | United States | 40762 | 0 | Allegheny Valley Bank of Pittsburgh | 1629 |
ok | Full Service | 981329 | Blawnox Branch | 201 Freeport Road | Pittsburgh | PA | 15238 | Allegheny | United States | 206647 | 0 | Allegheny Valley Bank of Pittsburgh | 1629 |
ok | Full Service | 4619347 | McKnight Road Branch | 7703 McKnight Road | Pittsburgh | PA | 15237 | Allegheny | United States | Not Required | Not Required | Allegheny Valley Bank of Pittsburgh | 1629 |
ok | Electronic Banking | 4104580 | Online Banking | 5137 Butler Street | Pittsburgh | PA | 15201 | Allegheny | United States | Not Required | Not Required | Allegheny Valley Bank of Pittsburgh | 1629 |
ok | Full Service | 239948 | Parkway Center Mall Branch | 815 Green Tree Road, Suite 100 | Pittsburgh | PA | 15220 | Allegheny | United States | 206643 | 1 | Allegheny Valley Bank of Pittsburgh | 1629 |
ok | Full Service | 1166248 | Finns Center East Branch | 3674 William Penn Highway | Pittsburgh | PA | 15225 | Allegheny | United States | Not Required | Not Required | Allegheny Valley Bank of Pittsburgh | 1629 |
ok | Full Service | 2091282 | Pittsburgh Office | 428 Forbes Ave | Pittsburgh | PA | 15219 | Allegheny | United States | 206652 | 0 | Allegheny Valley Bank of Pittsburgh | 1629 |
ok | Full Service | 921927 | Shaler Branch | 900 Mount Royal Blvd | Pittsburgh | PA | 15223 | Allegheny | United States | 206648 | 2 | Allegheny Valley Bank of Pittsburgh | 1629 |
ok | Full Service | 4148599 | Shaler Drive thru | 11200 Mount Royal Boulevard | Pittsburgh | PA | 15223 | Allegheny | United States | Not Required | Not Required | Allegheny Valley Bank of Pittsburgh | 1629 |