## SECURITIES AND EXCHANGE COMMISSION



# POST QUALIFICATION AMENDMENT NO. 19 TO FORM 1-A

## REGULATION A OFFERING STATEMENT

**UNDER** 

MAR 2 5 2011

Washington, DC 20549

Received SEC

THE SECURITIES ACT OF 1933

#### STEUBEN TRUST CORPORATION

(Exact name of issuer as specified in its charter)

### **NEW YORK**

(State or other jurisdiction of incorporation or organization)

One Steuben Square, Hornell, New York 14843-1699 (607) 324-5010

(Address, including zip code, and telephone number, including area code, of issuer's principal executive offices)

Helen A. Zamboni, Esq.
UNDERBERG & KESSLER LLP
300 Bausch & Lomb Place
Rochester, New York 14604
(585) 258-2800

(Name, address, including zip code, and telephone number, including area code, of agent for service)

6060

16-1368310

Primary Standard Industrial

I.R.S. Employer

Classification Code Number

**Identification Number** 

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: [X]

This Offering Statement shall only be qualified upon order of the Commission, unless a subsequent amendment is filed indicating the intention to become qualified by operation of the terms of Regulation A.

The purpose of this Post-Qualification Amendment No. 19 to Form 1-A is (i) to file a new Power of Attorney as Exhibit 15 and (ii) to provide new original signature pages, dated March 24, 2011.

There are no other changes to Post-Qualification Amendment No. 18 to Form 1-A.

## PART III

## **EXHIBITS**

## Exhibit Index

Exhibit		Sequential Page
Number	Description	Location
2-1	Certificate of Incorporation of Steuben Trust Corporation, as amended	*
2-2	Bylaws of Steuben Trust Corporation	*
3	Authorization Form for Corporation's Dividend Reinvestment and Stock Purchase	* Plan
10-1	Consent of Crowe Horwath LLP	*
10-2	Consent of Underberg & Kessler LLP	*
11	Opinion of Underberg & Kessler LLP	*
15	Power of Attorney	Filed herewith

<sup>\*</sup> Indicates previously filed document.

## STEUBEN TRUST CORPORATION POWER OF ATTORNEY

The Issuer and each person whose signature appears below hereby appoints Brenda L. Copeland and James P. Nicoloff, and each of them, as attorneys-in-fact, each with full power of substitution, to execute in their names and on behalf of the Issuer and each such person, individually and in each capacity stated below, one or more amendments (including post-effective amendments) to this Offering Statement as the attorney-in-fact acting on the premise shall from time to time deem appropriate and to file any such amendment to this Offering Statement with the Securities and Exchange Commission. This Power of Attorney may be executed in counterparts, all of which taken together shall constitute one and the same instrument.

		SIGNATURES	-
Date:	February <u>17</u> , 2011	David A. Shults, Director and Chairman of the Board	
Date:	February <u>\\ \? \\ \? \\ \</u> , 2011	Robert U. Blades, Jr., Director	
Date:	February <u>17</u> , 2011	Brenda L. Copeland, Director & President and CEO	
Date:	February <u>17</u> , 2011	Muhal E Davidson, Director	
Date:	February <u>\`)</u> , 2011	Charles M. Edmondson, Director	la
Date:	February <u>17</u> , 2011	Stoner E. Horey, Director	
Date:	February <u>17</u> , 2011	L. Victor Myers, Director	
Date:	February <u>\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\</u>	Charles D. Oliver, Director	
Date:	February <u>17</u> , 2011	Kenneth D. Philbrick, Director	
Date:	February <u>1.7</u> , 2011	Eric Shults, Director	
Date:	February <u>//</u> , 2011	Sherry C. Walton, Director	

#### **SIGNATURES**

The Issuer. The Issuer has duly caused this Offering Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hornell, New York, on this 24th day of March, 2011.

#### STEUBEN TRUST CORPORATION

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James P. Nicoloff,

Executive Vice President and Chief Financial Officer

This Offering Statement has been signed by the following persons in the capacities and on the dates indicated:

Date: March 24, 2011

Brenda L. Copeland\*

Brenda L. Copeland, President and

Chief Executive Officer

Date: March 24, 2011

James P. Nicoloff,

Executive Vice President, Treasurer and

Chief Financial Officer

Date: March 24, 2011

David A. Shults\*

David A. Shults, Director and

Chairman of the Board

Date: March 24, 2011

Robert U. Blades, Jr.\*

Robert U. Blades, Jr., Director

Date: March 24, 2011

Michael E. Davidson\*

Michael E. Davidson, Director

Date: March 24, 2011

Charles M. Edmondson\*

Charles M. Edmondson, Director

Date: March 24, 2011

Stoner E. Horey\*

Stoner E. Horey, Director

Dated: March 24, 2011

L. Victor Myers\*

L. Victor Myers, Director

Date: March 24, 2011

Charles D. Oliver\*
Charles D. Oliver, Director

Charles D. Onver, Breet

Date: March 24, 2011

Kenneth D. Philbrick\*
Kenneth D. Philbrick, Director

Date: March 24, 2011

Eric Shults\*

Eric Shults, Director

Date: March 24, 2011

Sherry C. Walton\*

Sherry C. Walton, Director

\*Bv:

James P. Nicoloff, as Attorney-in-Fact