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Board of Governors of the Federal Reserve System

MAR 17 2014



# Annual Report of Holding Companies — FR Y-6

## FRB RICHMOND

### 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.

This report form is to be filed by all top-tier bank holding companies and top-tier savings and loan 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.

I, **JAMES E. SIZEMORE**

Name of the Holding Company Director and Official

**PRESIDENT**

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.*

*James E. Sizemore*  
Signature of Holding Company Director and Official

**MARCH 03, 2014**

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 235654  
 C.I. \_\_\_\_\_

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

**DECEMBER 31, 2013**  
Month / Day / Year

Reporter's Name, Street, and Mailing Address

**PIONEER COMMUNITY GROUP, INC**

Legal Title of Holding Company

**P O BOX 368**

(Mailing Address of the Holding Company) Street / P.O. Box

**IAEGER WV 24844**

City State Zip Code

**5229 COAL HERITAGE ROAD**

Physical location (if different from mailing address)

Person to whom questions about this report should be directed:

**JAMES E. SIZEMORE PRESIDENT**

Name Title

**304-938-5322**

Area Code / Phone Number / Extension

**304-938-5365**

Area Code / FAX Number

**j.sizemore@pioneercb.com**

E-mail Address

**www.pioneercommunitybank.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

Form FR Y-6

Pioneer Community Group, Inc.  
PO Box 368  
5229 Coal Heritage RD  
Iaeger, WV 24844-0368

Report Item

- 1: a. The BHC is not required to prepare form 10K to the SEC.
- 1: b. The BCH does prepare an annual report for its shareholders.  
Two copies will be sent under separate cover when it is prepared.

2. Organization Chart

PIONEER COMMUNITY GROUP, INC.  
IAEGER, WEST VIRGINIA 24844  
State of Incorporation: West Virginia

100%

PIONEER COMMUNITY BANK, INC.  
IAEGER, WEST VIRGINIA 24844  
State of Incorporation: West Virginia

3. Shareholders – List Enclosed
4. Directors & Officers – List Enclosed

**REPORT ITEM 3:1 SECURITIES HOLDERS**

<b>NAME AND ADDRESS</b>	<b>COUNTRY OF CITIZENSHIP OR INCORPORATION</b>	<b>NUMBER AND PERCENTAGE OF EACH CLASS OF VOTING SECURITYESS</b>
<b>PHILLIP BLAIR HAGA JACKSONVILLE FL</b>	<b>USA</b>	<b>27,900 - 10.55% - (COMMON STOCK)</b>
<b>RONALD E. KING MARION OH</b>	<b>USA</b>	<b>20,000 - 7.56% - (COMMON STOCK)</b>
<b>EDWARD LESTER, JR. IKES FORK WV</b>	<b>USA</b>	<b>18,875 - 7.15% - (COMMON STOCK)</b>
<b>REPORT ITEM 3:2</b>	<b>N/A</b>	

PIONEER COMMUNITY BANK  
FISCAL YEAR ENDING 1 DECEMBER 31, 2013

1 Names & Address (City, State, Country	2 Principal Occupation if other than with Bank Holding Company	3(a) Title & Position with Bank Holding Company	3(b) Title & Position with Subsidiaries (Include names of subsidiaries	3 ( c ) Title & Position with Other Businesses (Include names of Other Businesses	4(a) Percentage of Voting Shares in Bank Holding Company	4(b) Percentage of Voting Shares in Subsidiaries (Include names of Subsidiaries)	4 ( c ) List names of other companies (Includes partnerships) If 25% or more of voting securities are held (List names of companies and percentage of voting securities held
JOHN PAT FANNING IAEGER WV USA	FUNERAL DIRECTOR	DIRECTOR & CHAIRMAN	DIRECTOR & CHAIRMAN PIONEER COMMUNITY BANK	FANNING FUNERAL HOME PRESIDENT	0.45% N/A		FANNING FUNERAL HOME 0.75%
EDWARD LESTER, JR. IKES FORK WV USA	MOBILE HOME SALES	DIRECTOR	VICE PRESIDENT & DIRECTOR PIONEER COMMUNITY BANK	PRES - LESTER MOBILE HOMES; TAZEWELL HOUSING LESTER HOME CENTER; WYOMING FINANCIAL; LESTER MOBILE HOME MOVERS; AMERICA'S BEST HOMES; & QUALITY HOMES.	6.97% N/A		LESTER MOBILE HOMES; TAZEWELL HOUSING; LESTER HOME CENTER; WYOMING FINANCIAL; LESTER MOBILE HOME MOVERS (ALL 33.33%) AMERICA'S BEST HOMES; AND QUALITY HOMES BOTH (50.00%)
PATRICIA S. REED BECKLEY WV USA	INSURANCE AGENT	DIRECTOR	DIRECTOR PIONEER COMMUNITY BANK	PRES - PAT REED INSURANCE; SUNSET PLAZA RENTALS; REED PATTON ASSOCIATE BROKER	0.12% N/A		PAT REED INSURANCE 50.00% SUNSET PLAZA RENTALS 100% REED PATTON ASSO BROKER 50.00%
CARL W. ROOP BECKLEY WV USA	ATTORNEY	DIRECTOR	DIRECTOR PIONEER COMMUNITY BANK	PARTNER - ROOP & SMITH LAW OFFICE; PRES-OWNER MJB RENTAL & LEASING CO. MEMBER - I&I LEASING LLC.	0.28% N/A		ROOP&SMITH LAW OFFICE; MJB RENTAL & LEASING CO; I&I LEASING, LLC. ALL 100%
JAMES E. SIZEMORE PREMIER WV USA	BANKER	PRESIDENT AND DIRECTOR	PRESIDENT AND DIRECTOR PIONEER COMMUNITY BANK	N/A	1.38% N/A		N/A

REPORT ITEM 4. - PAGE 2.

WINDL LESTER IAEGER WV USA	MOBILE HOME SALES	DIRECTOR	DIRECTOR PIONEER COMMUNITY BANK	V-PRES - LESTER MOBILE HOMES; TAZEWELL HOUSING; LESTER HOME CENTER; WYOMING FINANCIAL; LESTER MOBILE HOME MOVERS; AMERICA'S BEST HOMES; QUALITY HOMES.	4.50% N/A	LESTER MOBILE HOMES; TAZEWELL HOUSING; LESTER HOME CENTER; WYOMING FINANCIAL; LESTER MOBILE HOME MOVERS (ALL 33.33%) AMERICA'S BEST HOMES; AND QUALITY HOMES BOTH (50.00%)
M. RANDALL DORITY WELCH WV USA	RETIRED TEACHER	DIRECTOR	DIRECTOR PIONEER COMMUNITY BANK	N/A	0.41% N/A	N/A
PHILLIP BLAIR HAGA JACKSONVILLE FL USA	RETIRED	STOCK HOLDER	STOCK HOLDER PIONEER COMMUNITY BANK	N/A	10.55 N/A	N/A

Results: A list of branches for your depository institution: PIONEER COMMUNITY BANK, INC. (ID\_RSSD: 294827).  
 This depository institution is held by PIONEER COMMUNITY GROUP, INC. (2356514) of IAEGER, WV.  
 The data are as of 06/30/2012. Data reflects information that was received and processed through 07/05/2012.

**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)	294827	PIONEER COMMUNITY BANK, INC.	5229 COAL HERITAGE ROAD	IAEGER	WV	24844	MCDOWELL	UNITED STATES	1603	0	PIONEER COMMUNITY BANK, INC.	294827	
CLOSE	12/31/2013	Full Service	16739	BRADSHAW BRANCH	STATE ROUTES 80 & 83	BRADSHAW	WV	24817	MCDOWELL	UNITED STATES	208931	7	PIONEER COMMUNITY BANK, INC.	294827	
CLOSE	12/31/2013	Full Service	3927108	NORTHFORK BRANCH	RT 52 MAIN STREET	NORTHFORK	WV	24868	MCDOWELL	UNITED STATES	212181	10	PIONEER COMMUNITY BANK, INC.	294827	
OK		Full Service	807722	SOPHIA BRANCH	822 ROBERT C. BYRD DRIVE	SOPHIA	WV	25921	RALEIGH	UNITED STATES	357604	3	PIONEER COMMUNITY BANK, INC.	294827	
OK		Full Service	790637	WAR BRANCH	MAIN STREET	WAR	WV	24892	MCDOWELL	UNITED STATES	4165	6	PIONEER COMMUNITY BANK, INC.	294827	
OK		Full Service	976132	WELCH BRANCH	RIVERSIDE DRIVE AND US ROUTE 52	WELCH	WV	24801	MCDOWELL	UNITED STATES	17094	8	PIONEER COMMUNITY BANK, INC.	294827	