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Approval expires December 31, 2015  
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Board of Governors of the Federal Reserve System

MAR 31 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.

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

December 31, 2013

Month / Day / Year

I, William A. Loving, Jr.

Name of the Holding Company Director and Official

President & CEO

Title of the Holding Company Director and Official

Reporter's Name, Street, and Mailing Address

Allegheny Bancshares, Inc.

Legal Title of Holding Company

P.O. Box 487

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

Franklin WV 26807

City State Zip Code

300 North Main Street

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Erin Sites Controller

Name Title

304-358-3219 1105

Area Code / Phone Number / Extension

304-358-7997

Area Code / FAX Number

esites@yourbank.com

E-mail Address

www.yourbank.com

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

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.

*W. Loving, Jr.*

Signature of Holding Company Director and Official

3/26/14  
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 3137082  
C.I. \_\_\_\_\_

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

## 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.

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical location (if different from mailing address)

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City State Zip Code

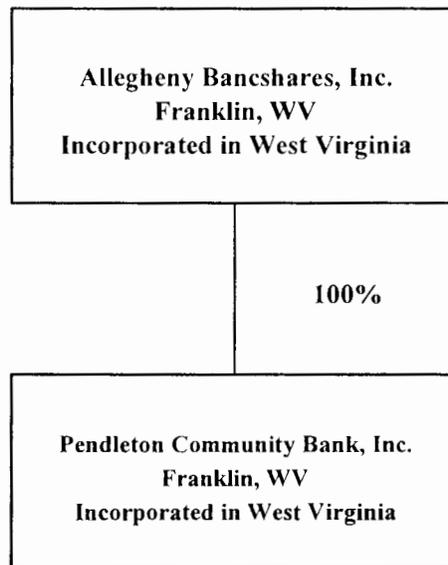
Physical location (if different from mailing address)

**Form FRY-6**  
**Allegheny Bancshares, Inc.**  
**Franklin, West Virginia**  
**Fiscal Year Ending December 31, 2013**

**Report Item**

1. The bank holding company prepares an annual report for its shareholders and is not registered with the SEC. Two copies will be sent separately when available.

**2a. Organizational Chart**



**2b. Domestic Branch Listing**

Submitted early via email on March 6, 2014.

**Form FR Y-6**  
**Allegheny Bancshares, Inc.**  
 Fiscal Year Ending December 31, 2013

**Report Item 3: Shareholders**

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

Current Shareholders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2013			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 12-31-2013		
(1)(a) Name and Address (City, State, Country)	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State, Country)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Mary C. Homan San Diego, CA	USA	66,595 – 8.92% Common Stock	None		

**Form FR Y-6**  
**Allegheny Bancshares, Inc.**  
Fiscal Year Ending December 31, 2013

**Report Item 4: Insiders**

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

(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 Each Class 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)
William G. Bosley, III Maysville, WV USA	Optometrist	Director	Director (Pendleton Community Bank)	N/A	.07% Common	None	Bosley Eye Care, Inc. (50%)
Thomas J. Bowman Franklin, WV, USA	Farmer	Director	Director (Pendleton Community Bank)	N/A	1.59% Common 0.47% Class A	None	Earnest Bowman & Brother (50%)
Roger D. Champ Moorefield, WV, USA	Contractor	Director	Director (Pendleton Community Bank)	N/A	0.69% Common	None	N/A
John E. Glover Petersburg, WV, USA	Dentist	Director	Director (Pendleton Community Bank)	N/A	0.87% Common	None	N/A
Laura S. Evick Bridgewater, VA, USA	Attorney	Director	Director (Pendleton Community Bank)	N/A	0.07% Common	None	N/A
Carole H. Hartman Franklin, WV, USA	Insurance Agent	Director	Director (Pendleton Community Bank)	N/A	0.36% Common	None	Pendleton County Insurance Agency (100%)
John D. Heavner Upper Tract, WV, USA	Farmer	Director Emeritus	Director Emeritus (Pendleton Community Bank)	N/A	0.32% Common	None	N/A

**Form FR Y-6**  
**Allegheny Bancshares, Inc.**  
Fiscal Year Ending December 31, 2013

**Report Item 4: Insiders**

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

(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 Each Class 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)
William A. Loving, Jr. Franklin, WV, USA	N/A	Director, President and CEO	Director, President and CEO (Pendleton Community Bank)	N/A	0.17%Common 0.06%Class A	None	N/A
Richard C. Phares Onego, WV, USA	Merchant, Farmer	Director	Director (Pendleton Community Bank)	N/A	2.24%Common	None	N/A
L. Kirk Billingsley Monterey, VA, USA	N/A	VP-Finance/CFO	VP-Finance/CFO	N/A	None	None	N/A

**Results:** A list of branches for your holding company: ALLEGHENY BANCSHARES, INC. (3137082) of FRANKLIN, WV. The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

**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)	370020	PENDLETON COMMUNITY BANK, INC.	300 NORTH MAIN STREET	FRANKLIN	WV	26807	PENDLETON	UNITED STATES	4160	0	PENDLETON COMMUNITY BANK, INC.	370020	
OK		Full Service	3679322	HARRISONBURG BRANCH	41 MONTE VISTA DR	HARRISONBURG	VA	22802	ROCKINGHAM	UNITED STATES	453048	3	PENDLETON COMMUNITY BANK, INC.	370020	
OK		Full Service	3540048	MARLINTON BRANCH	900 SENECA TRAIL SOUTH	MARLINTON	WV	24954	POCAHONTAS	UNITED STATES	364804	2	PENDLETON COMMUNITY BANK, INC.	370020	
OK		Full Service	3540057	MOOREFIELD BRANCH	402 SOUTH MAIN STREET	MOOREFIELD	WV	26836	HARDY	UNITED STATES	208926	1	PENDLETON COMMUNITY BANK, INC.	370020	
OK		Full Service	2497266	PETERSBURG BRANCH	102 VIRGINIA AVE	PETERSBURG	WV	26847	GRANT	UNITED STATES	285557	4	PENDLETON COMMUNITY BANK, INC.	370020	