### 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 16(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, William A. Loving, Jr
Name of the Holding Company Director and Official
President & CEO
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.

### 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 Bancshares, Inc.
P.O. Box 487
(Mailing Address of the Holding Company Street / P.O. Box)
Franklin
City
State
Zip Code
128 North Main Street
Physical Location (if different from mailing address)

**Person to whom questions about this report should be directed:**
Erin Sites
Controller
Name
Title
304-358-2311
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

### 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

<table>
<thead>
<tr>
<th>RSSD ID</th>
<th>C.I.</th>
</tr>
</thead>
<tbody>
<tr>
<td>313082</td>
<td></td>
</tr>
</tbody>
</table>

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.

10/2014
Form FRY-6
Allegheny Bancshares, Inc.
Franklin, West Virginia
Fiscal Year Ending December 31, 2014

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

```
Allegheny Bancshares, Inc.
Franklin, WV
Incorporated in West Virginia

100%                     100%

Pendleton Community Bank, Inc.
Franklin, WV
Incorporated in West Virginia
```

2b. Domestic Branch Listing

Submitted early via email on March 9, 2015.
### Results
A list of branches for your holding company: ALLEGHENY BANKSHARES, INC. (3) located in FRANKLIN, WV.
The data are as of 12/31/2015. Data reflects information that was received and processed through 07/01/2015.

### 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, 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](https://y10online.federalreserve.gov).

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

### Branch Data Table
<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID_RSSD</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID_RSSD*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>3700201</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>300 N MAIN STREET</td>
<td>FRANKLIN</td>
<td>WV</td>
<td>26807</td>
<td>PENDLETON</td>
<td>UNITED STATES</td>
<td>016</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>3700201</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>36793221</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>41 MONTE VISTA DR</td>
<td>HARRISONBURG</td>
<td>VA</td>
<td>22802</td>
<td>ROCKINGHAM</td>
<td>UNITED STATES</td>
<td>016</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>36793221</td>
<td></td>
<td></td>
</tr>
<tr>
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<td></td>
<td>Full Service</td>
<td>3648041</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>41 SOUTH MAIN STREET</td>
<td>MARLINTON</td>
<td>WV</td>
<td>24954</td>
<td>POCAHONTAS</td>
<td>UNITED STATES</td>
<td>016</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>3648041</td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>24972661</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>102 VIRGINIA AVE</td>
<td>PETERSBURG</td>
<td>WV</td>
<td>26836</td>
<td>HARDY</td>
<td>UNITED STATES</td>
<td>016</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>24972661</td>
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<td></td>
</tr>
<tr>
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<td></td>
<td>Full Service</td>
<td>28555715</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>102 VIRGINIA AVE</td>
<td>PETERSBURG</td>
<td>WV</td>
<td>26836</td>
<td>Grant</td>
<td>UNITED STATES</td>
<td>016</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>28555715</td>
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<td></td>
</tr>
</tbody>
</table>
Form FR Y-6
Allegheny Bancshares, Inc.
Fiscal Year Ending December 31, 2014

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 12-31-2014</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 12-31-2014</th>
</tr>
</thead>
<tbody>
<tr>
<td>(1)(a) Name and Address (City, State, Country)</td>
<td>(1)(b) Country of Citizenship or Incorporation</td>
</tr>
<tr>
<td>Mary C. Homan San Diego, CA</td>
<td>USA</td>
</tr>
</tbody>
</table>
**Form FR Y-6**  
*Allegheny Bancshares, Inc.*  
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders  
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c)

<table>
<thead>
<tr>
<th>(1) Names &amp; Address (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 other businesses)</th>
<th>(4)(a) Percentage of Each Class of Voting Shares in Bank Holding Company</th>
<th>(4)(b) Percentage of Voting Shares in Subsidiaries (include names of subsidiaries)</th>
<th>(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)</th>
</tr>
</thead>
<tbody>
<tr>
<td>William S. Beard, Jr. Hillsboro, WV USA</td>
<td>Farmer</td>
<td>Director</td>
<td>Director (Pendleton Community Bank)</td>
<td>N/A</td>
<td>0.13% Common</td>
<td>None</td>
</tr>
<tr>
<td>William G. Bosley, III Maysville, WV USA</td>
<td>Optometrist</td>
<td>Director</td>
<td>Director (Pendleton Community Bank)</td>
<td>N/A</td>
<td>0.07% Common</td>
<td>None</td>
</tr>
<tr>
<td>Thomas J. Bowman Franklin, WV, USA</td>
<td>Farmer</td>
<td>Director Emeritus</td>
<td>Director Emeritus (Pendleton Community Bank)</td>
<td>N/A</td>
<td>1.59% Common</td>
<td>0.47% Class A</td>
</tr>
<tr>
<td>Chad G. Branson Harrisonburg, VA, USA</td>
<td>Associate Broker</td>
<td>Director</td>
<td>Director (Pendleton Community Bank)</td>
<td>N/A</td>
<td>0.09% Common</td>
<td>None</td>
</tr>
<tr>
<td>Roger D. Champ Moorefield, WV, USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director (Pendleton Community Bank)</td>
<td>N/A</td>
<td>0.69% Common</td>
<td>None</td>
</tr>
<tr>
<td>John E. Glover Petersburg, WV, USA</td>
<td>Retired</td>
<td>Director</td>
<td>Director (Pendleton Community Bank)</td>
<td>N/A</td>
<td>0.84% Common</td>
<td>None</td>
</tr>
<tr>
<td>Laura S. Evick Bridgewater, VA, USA</td>
<td>Attorney</td>
<td>Director</td>
<td>Director (Pendleton Community Bank)</td>
<td>N/A</td>
<td>0.07% Common</td>
<td>None</td>
</tr>
<tr>
<td>Carole H. Hartman Franklin, WV, USA</td>
<td>Farmer</td>
<td>Director</td>
<td>Director (Pendleton Community Bank)</td>
<td>N/A</td>
<td>0.36% Common</td>
<td>None</td>
</tr>
</tbody>
</table>
Form FR Y-6  
Allegheny Bancshares, Inc.  
Fiscal Year Ending December 31, 2014  

Report Item 4: Insiders  
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c) (Continued)  

<table>
<thead>
<tr>
<th>(1)</th>
<th>(2)</th>
<th>(3)</th>
<th>(4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Names &amp; Address (City, State, Country)</td>
<td>Principal Occupation if other than with Bank Holding Company</td>
<td>Title &amp; Position with Bank Holding Company</td>
<td>Title &amp; Position with Other Businesses (include names of subsidiaries)</td>
</tr>
<tr>
<td>John D. Heavner</td>
<td>Farmer</td>
<td>Director Emeritus</td>
<td></td>
</tr>
<tr>
<td>Upper Tract, WV, USA</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>William A. Loving, Jr.</td>
<td>N/A</td>
<td>Director, President and CEO</td>
<td></td>
</tr>
<tr>
<td>Franklin, WV, USA</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richard C. Phares</td>
<td>Merchant, Farmer</td>
<td>Director</td>
<td></td>
</tr>
<tr>
<td>Oneogo, WV, USA</td>
<td></td>
<td></td>
<td></td>
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<tr>
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<td></td>
<td></td>
</tr>
<tr>
<td>L. Kirk Billingsley</td>
<td>N/A</td>
<td>VP-Finance/CFO</td>
<td></td>
</tr>
<tr>
<td>Monterey, VA, USA</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(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)  

N/A