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FR Y-6  
OMB Number 7100-0297  
Approval expires September 30, 2018  
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MAR - 7 2016

Board of Governors of the Federal Reserve System



**FRB RICHMOND**  
**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 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 and 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 the individual.

*James E. Sizemore*  
Signature of Holding Company Director and Official  
02/29/2016  
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 2356514  
C.I. \_\_\_\_\_

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

December 31, 2015

Month / Day / Year

none

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

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

laeger 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 & CEO

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  
No LEI  
100%

PIONEER COMMUNITY BANK, INC.  
IAEGER, WEST VIRGINIA 24844  
State of Incorporation: West Virginia  
No LEI

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

**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 12/31/2015. Data reflects information that was received and processed through 02/22/2016.

**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          | 12/31/2015     | 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               |          |
| OK          | 12/31/2015     | Full Service               | 807722          | SOPHIA BRANCH                | 822 ROBERT C. BYRD DRIVE        | SOPHIA | WV    | 25921    | RALEIGH  | UNITED STATES | 357604       | 3              | PIONEER COMMUNITY BANK, INC. | 294827               |          |
| OK          | 12/31/2015     | Full Service               | 790637          | WAR BRANCH                   | 14229 ROCKET BOY'S DRIVE        | WAR    | WV    | 24892    | MCDOWELL | UNITED STATES | 4165         | 6              | PIONEER COMMUNITY BANK, INC. | 294827               |          |
| OK          | 12/31/2015     | Full Service               | 976132          | WELCH BRANCH                 | RIVERSIDE DRIVE AND US ROUTE 52 | WELCH  | WV    | 24801    | MCDOWELL | UNITED STATES | 17094        | 8              | PIONEER COMMUNITY BANK, INC. | 294827               |          |

**REPORT ITEM 3:1 SECURITIES HOLDERS**

| <b>NAME AND ADDRESS</b>               | <b>COUNTRY OF CITIZENSHIP<br/>OR INCORPORATION</b> | <b>NUMBER AND PERCENTAGE OF EACH CLASS<br/>OF VOTING SECUITIESS</b> |
|---------------------------------------|--|---|
| PHILLIP BLAIR HAGA<br>JACKSONVILLE FL | USA  | 27,900 - 10.59% - (COMMON STOCK)                                    |
| RONALD E. KING<br>MARION OH           | USA  | 20,000 - 7.59% - (COMMON STOCK)                                     |
| EDWARD LESTER, JR.<br>IKES FORK WV    | USA  | 18,875 - 7.15% - (COMMON STOCK)                                     |
| REPORT ITEM 3:2                       | N/A  |   |

PIONEER COMMUNITY BANK  
FISCAL YEAR ENDING 1 DECEMBER 31, 2014

| 1<br>Names &<br>Address<br>(City, State,<br>Country | 2<br>Principal<br>Occupation if other<br>than with Bank<br>Holding Company | 3(a)<br>Title & Position<br>with Bank Holding<br>Company | 3(b)<br>Title & Position<br>with Subsidiaries<br>(Include names<br>of subsidiaries | 3 ( c )<br>Title & Position with<br>Other Businesses<br>(Include names of<br>Other Businesses   | 4(a)<br>Percentage of<br>Voting Shares in<br>Bank Holding<br>Company | 4(b)<br>Percentage of<br>Voting Shares in<br>Subsidiaries<br>(Include names<br>of Subsidiaries) | 4 ( c )<br>List names of<br>other companies<br>(Includes partnerships) If<br>25% or more of voting<br>securities are held (List<br>names of companies and<br>percentage of voting<br>securities held |
|---|--|--|--|---|--|---|--|
| JOHN PAT FANNING<br>IAEGER WV<br>USA                | FUNERAL DIRECTOR   | DIRECTOR & CHAIRMAN                                      | DIRECTOR & CHAIRMAN<br>PIONEER COMMUNITY<br>BANK                                   | FANNING FUNERAL HOME<br>PRESIDENT   | 0.57% N/A  | N/A   | FANNING FUNERAL HOME<br>0.75%  |
| EDWARD LESTER, JR.<br>IKES FORK WV<br>USA           | MOBILE HOME SALES  | DIRECTOR   | VICE PRESIDENT &<br>DIRECTOR PIONEER<br>COMMUNITY BANK                             | PRES - LESTER MOBILE<br>HOMES; TAZEWELL HOUSING<br>LESTER HOME CENTER;<br>WYOMING FINANCIAL;<br>LESTER MOBILE HOME<br>MOVERS; AMERICA'S BEST<br>HOMES; & QUALITY HOMES. | 7.59% N/A  | N/A   | LESTER MOBILE HOMES;<br>TAZEWELL HOUSING;<br>LESTER HOME CENTER;<br>WYOMING FINANCIAL;<br>LESTER MOBILE HOME<br>MOVERS (ALL 33.33%)<br>AMERICA'S BEST HOMES;<br>AND QUALITY HOMES<br>BOTH (50.00%)   |
| PATRICIA S. REED<br>BECKLEY WV<br>USA               | INSURANCE AGENT  | DIRECTOR   | DIRECTOR<br>PIONEER COMMUNITY<br>BANK  | PRES - PAT REED INSURANCE;<br>SUNSET PLAZA RENTALS;<br>REED PATTON ASSOCIATE<br>BROKER  | 0.12% N/A  | N/A   | PAT REED INSURANCE<br>50.00%<br>SUNSET PLAZA RENTALS<br>100%<br>REED PATTON ASSO BROKER<br>50.00%  |
| CARL W. ROOP<br>BECKLEY WV<br>USA                   | ATTORNEY   | DIRECTOR   | DIRECTOR<br>PIONEER COMMUNITY<br>BANK  | PARTNER - ROOP & SMITH<br>LAW OFFICE; PRES-OWNER<br>MJB RENTAL & LEASING CO.<br>MEMBER - I&I LEASING LLC.   | 0.28% N/A  | N/A   | ROOP&SMITH LAW OFFICE;<br>MJB RENTAL & LEASING CO;<br>I&I LEASING, LLC.<br>ALL 100%  |
| JAMES E. SIZEMORE<br>PREMIER WV<br>USA              | BANKER   | PRESIDENT AND<br>DIRECTOR                                | PRESIDENT AND<br>DIRECTOR<br>PIONEER COMMUNITY<br>BANK                             | N/A   | 1.40% N/A  | N/A   | N/A  |
| CHRISTOPHER R VAUGHT                                | CONSULTANT   | DIRECTOR   | DIRECTOR   | PRESIDENT - CEO VAUGHT, INC   | 0.0019 N/A   | N/A   | VAUGHT, INC  |

BECKLEY WV  
USA

PIONEER COMMUNITY  
BANK

NIGHTWATCH LLC  
MEDMATRIX SOLUTIONS LLC  
INDIG HEALTH LLC  
V23LLC

NIGHTWATCH LLC 100%  
MEDMATRIX SOLUTIONS LLC 100%  
INDIG HEALTH LLC 100%  
V23LLC 100%

**REPORT ITEM 4. - PAGE 2.**

WINDEL 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.

4.55% 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

10.59% N/A

N/A