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.

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.

Signature of Holding Company Director and Official

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
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015

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
Franklin, PA 15847
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 VP Asst CFO
Name Title
304-358-1132 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

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

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.

12/2015
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.
NO LEI
Franklin, WV
Incorporated in West Virginia

100%

Pendleton Community Bank, Inc.
NO LEI
Franklin, WV
Incorporated in West Virginia
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2b. Domestic Branch Listing

Submitted early via email on February 24, 2016.
Results: A list of branches for your holding company: ALLEGHENY BANCSHARES, INC. (3137082) of FRANKLIN, WV.
The data are as of 12/31/2015. Data reflects information that was received and processed through 01/07/2016.

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 date when this Information first became valid in the Effective Date column.
Add: If a variable branch is missing, insert a row, add the branch data, and enter ‘Add’ in the Data Action column and the opening 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.

Submission Procedure
When you are finished, send a saved copy to your FRB contact. See the detailed Instructions on this site for more Information.

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://fy10online.federalreserve.gov.

<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>Full Service</td>
<td>370020 PENDLETON COMMUNITY BANK, INC.</td>
<td>138 NORTH MAIN STREET</td>
<td>PENDLETON</td>
<td>WV</td>
<td>26807</td>
<td>UNITED STATES</td>
<td>4366</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>3700200</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3679322 HARRISBURG BRANCH</td>
<td>41 MONTE VISTA DR</td>
<td>HARRISBURG</td>
<td>VA</td>
<td>23852</td>
<td>UNITED STATES</td>
<td>45304</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>3700200</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3540048 MARLINTON BRANCH</td>
<td>900 SENeca TRAIL SOUTH</td>
<td>MARLINTON</td>
<td>WV</td>
<td>26836</td>
<td>UNITED STATES</td>
<td>20892</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>3700200</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>3540057 MOOREFIELD BRANCH</td>
<td>402 SOUTH MAIN STREET</td>
<td>MOOREFIELD</td>
<td>WV</td>
<td>26836</td>
<td>UNITED STATES</td>
<td>20892</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>3700200</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td>Full Service</td>
<td>2492704 PETERSBURG BRANCH</td>
<td>102 VIRGINIA AVE</td>
<td>PETERSBURG</td>
<td>WV</td>
<td>26847</td>
<td>UNITED STATES</td>
<td>28555</td>
<td>PENDLETON COMMUNITY BANK, INC.</td>
<td>3700200</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
## Report Item 3: Securities holders

<table>
<thead>
<tr>
<th>(1)(a) Name and Address (City, State, Country)</th>
<th>(1)(b) Country of Citizenship or Incorporation</th>
<th>(1)(c) Number and Percentage of Each Class of Voting Securities</th>
<th>Securities holders 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 12-31-2015</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mary C. Homan San Diego, CA</td>
<td>USA</td>
<td>66,595 – 8.93% Common Stock</td>
<td>None</td>
</tr>
</tbody>
</table>
### Report Item 4: Insiders
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c) (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)

<table>
<thead>
<tr>
<th>(1) Name, 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 Voting Shares in 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)</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>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 Moorfield, WV, USA</td>
<td>Retired</td>
<td>Director &amp; Secretary</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 &amp; Vice Chairman</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 &amp; Chairman</td>
<td>Director (Pendleton Community Bank)</td>
<td>N/A</td>
<td>0.36%Common</td>
<td>None</td>
</tr>
</tbody>
</table>
Report Item 4: Insiders
(1) (2) (3)(a)(b)(c) and (4)(a)(b)(c) (Continued)

<table>
<thead>
<tr>
<th>Names &amp; Address (City, State, Country)</th>
<th>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 subsidiaries)</th>
<th>(3)(c) Title &amp; Position with Other Businesses (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>John D. Heavner</td>
<td>Farmer</td>
<td>Director Emeritus</td>
<td>Director Emeritus (Pendleton Community Bank)</td>
<td>N/A</td>
<td>0.32% Common</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>William A. Loving, Jr.</td>
<td>N/A</td>
<td>Director, President and CEO</td>
<td>Director, President and CEO (Pendleton Community Bank)</td>
<td>N/A</td>
<td>0.17% Common, 0.10% Class A, 0.06% Class B</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>Richard C. Phares</td>
<td>Merchant, Farmer</td>
<td>Director</td>
<td>Director (Pendleton Community Bank)</td>
<td>N/A</td>
<td>2.26% Common</td>
<td>None</td>
<td>N/A</td>
</tr>
<tr>
<td>L. Kirk Billingsley</td>
<td>N/A</td>
<td>VP-Finance/CFO</td>
<td>VP-Finance/CFO</td>
<td>N/A</td>
<td>None</td>
<td>None</td>
<td>Big Fish Cider Co. (60%), Billingsley &amp; Billingsley, CPA (50%), Spruce Properties, LLC (50%), Sinking Springs Timber Co. (50%)</td>
</tr>
</tbody>
</table>