

Board of Governors of the Federal Reserve System



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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who 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]
Signature of Holding Company Director and Official

3/21/17

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. _____

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

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

December 31, 2016

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.

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

128 North Main St

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Erin Sites

VP-Asst CFO

Name

Title

304-358-2311 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

Is confidential treatment requested for any portion
of this report submission?

0=No

1=Yes

0

In accordance with the General Instructions for this report
(check only one),

1. a letter justifying this request is being provided along
with the report ☐
2. a letter justifying this request has been provided
separately ☐

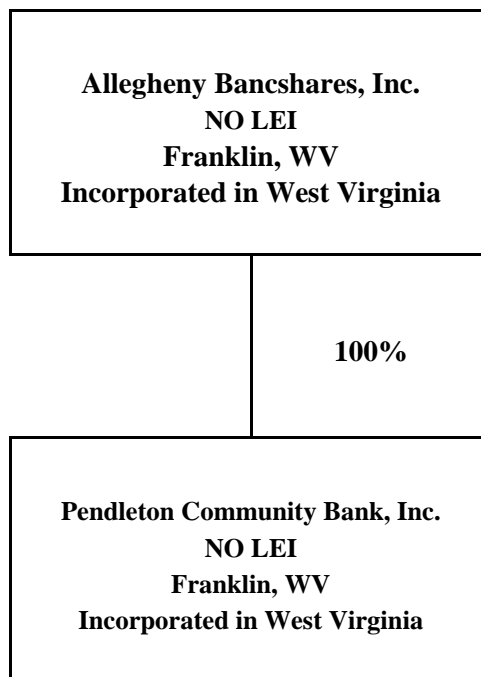
NOTE: Information for which confidential treatment is being
requested must be provided separately and labeled
as "confidential."

Form FRY-6
Allegheny Bancshares, Inc.
Franklin, West Virginia
Fiscal Year Ending December 31, 2016

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 February 16, 2017.

Form FR Y-6
Allegheny Bancshares, Inc.
Fiscal Year Ending December 31, 2016

Report Item 3: Securities holders
(1)(a) (1)(b) (1)(c) (2)(a) (2)(b) (2)(c)

Current securities holders with ownership, control or holdings of 5% or more with power to vote as of 12-31-2016			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 12-31-2016		
(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 – 9.06% Common Stock	None		

Form FR Y-6
Allegheny Bancshares, Inc.
Fiscal Year Ending December 31, 2016

Report Item 4: Insiders

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

(1) Name, 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 S. Beard, Jr. Hillsboro, WV USA	Farmer	Director	Director (Pendleton Community Bank)	N/A	0.13% Common	None	N/A
William G. Bosley, III Maysville, WV USA	Optometrist	Director	Director (Pendleton Community Bank)	N/A	.07% Common	None	Bosley Eye Care, Inc. (50%)
Chad G. Branson Harrisonburg, VA USA	Associate Broker	Director	Director (Pendleton Community Bank)	N/A	0.09% Common	None	JCM Development, LLC(33%), WRP LLC (45%), Deer Creek Properties(33%), Blakely LLC(33%), Old Furnace LLC(33%)
Roger D. Champ Moorefield, WV, USA	Retired	Director & Secretary	Director (Pendleton Community Bank)	N/A	0.71% Common	None	N/A
John E. Glover Petersburg, WV, USA	Retired	Director & Vice Chairman	Director (Pendleton Community Bank)	N/A	0.85% 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	Farmer	Director & Chairman	Director (Pendleton Community Bank)	N/A	0.36% Common	None	N/A

Form FR Y-6
Allegheny Bancshares, Inc.
Fiscal Year Ending December 31, 2016

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)
John D. Heavner Upper Tract, WV, USA	Farmer	Director Emeritus	Director Emeritus(Pendleton Community Bank)	N/A	0.33% Common	None	N/A
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 0.10%Class A 0.34%Class B	None	N/A
Richard C. Phares Onego, WV, USA	Merchant, Farmer	Director	Director (Pendleton Community Bank)	N/A	2.32%Common	None	N/A
L. Kirk Billingsley Monterey, VA, USA	N/A	VP-Finance/CFO	VP-Finance/CFO	N/A	None	None	Big Fish Cider Co.(60%), Billingsley & Billingsley, CPA(50%), Spruce Properties, LLC(50%), Sinking Springs Timber Co.(50%)

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.	128 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	5045752	HARRISONBURG DOWNTOWN OFFICE	57 SOUTH MAIN STREET	HARRISONBURG	VA	22801	ROCKINGHAM	UNITED STATES	Not Required	Not Required	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	