

FILE ROOM

SUPERVISION, REGULATION & CREDIT DEPARTMENT

Board of Governors of the Federal Reserve System

RECEIVED STATISTICS

FR Y-6 OMB Number 7100-0297 Approval expires September 30, 2018 Page 1 of 2

APR 7 2017



Annual Report of Holding Companies FR Y-6

COPY

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.

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.

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.

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

December 31, 2016

Month / Day / Year

none

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

Reporter's Name, Street, and Mailing Address

I, JAMES E. SIZEMORE

Name of the Holding Company Director and Official

PRESIDENT AND CEO

Title of the Holding Company Director and Official

PIONEER COMMUNITY GROUP, INC

Legal Title of Holding Company

P O BOX 368

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

IAEGER

WV

24844-0368

City

State

Zip Code

5229 COAL HERITAGE RD

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:

SHARON K. LAMBERT

VICE PRESIDENT

Name

Title

304-938-5322 245

Area Code / Phone Number / Extension

304-938-5365

Area Code / FAX Number

S.LAMBERT@PIONEERCB.COM

E-mail Address

www.pioneercommunitybank.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.

Signature of Holding Company Director and Official

04/03/2017

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.

Is confidential treatment requested for any portion of this report submission? 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 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 03/31/2017. Data reflects information that was received and processed through 04/05/2017.

**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)	294827	PIONEER COMMUNITY BANK, INC.	5229 COAL HERITAGE ROAD	IAEGER	WV	24844	MCDOWELL	UNITED STATES	Not Required	Not Required	PIONEER COMMUNITY BANK, INC.	294827	
ok		Full Service	807722	SOPHIA BRANCH	822 ROBERT C. BYRD DRIVE	SOPHIA	WV	25921	RALEIGH	UNITED STATES	Not Required	Not Required	PIONEER COMMUNITY BANK, INC.	294827	
ok		Full Service	790637	WAR BRANCH	14229 ROCKET BOY'S DRIVE	WAR	WV	24892	MCDOWELL	UNITED STATES	Not Required	Not Required	PIONEER COMMUNITY BANK, INC.	294827	
ok		Full Service	976132	WELCH BRANCH	RIVERSIDE DRIVE AND US ROUTE 52	WELCH	WV	24801	MCDOWELL	UNITED STATES	Not Required	Not Required	PIONEER COMMUNITY BANK, INC.	294827	

**REPORT ITEM 3:1 SECURITIES HOLDERS**

<b>NAME AND ADDRESS</b>	<b>COUNTRY OF CITIZENSHIP OR INCORPORATION</b>	<b>NUMBER AND PERCENTAGE OF EACH CLASS OF VOTING SECUITIESS</b>
PHILLIP BLAIR HAGA JACKSONVILLE FL	USA	27,900 - 10.86% - (COMMON STOCK)
RONALD E. KING MARION OH	USA	20,000 - 7.78% - (COMMON STOCK)
EDWARD LESTER, JR. IKES FORK WV	USA	18,875 - 7.22% - (COMMON STOCK)
REPORT ITEM 3:2	N/A	

REPORT ITEM 4. - PAGE 1.

PIONEER COMMUNITY BANK  
FISCAL YEAR ENDING 1 DECEMBER 31, 2016

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 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 PAT FANNING IAEGER WV USA	FUNERAL DIRECTOR	DIRECTOR & CHAIRMAN	DIRECTOR & CHAIRMAN PIONEER COMMUNITY BANK	FANNING FUNERAL HOME PRESIDENT	0.57% N/A		FANNING FUNERAL HOME 75.00%
EDWARD LESTER, JR. IKES FORK WV USA	MOBILE HOME SALES	DIRECTOR	VICE PRESIDENT & DIRECTOR PIONEER COMMUNITY BANK	PRES - LESTER MOBILE HOMES; TAZEWELL HOUSING LESTER HOME CENTER; WYOMING FINANCIAL; LESTER MOBILE HOME MOVERS; AMERICA'S BEST HOMES; & QUALITY HOMES.	7.22% 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%)
CARMELLIA FREDERICK WELCH WV USA	MCDOWELL COUNTY COMMISSION PROCECUTING ATTYS OFFICE OFFICE MANAGER	DIRECTOR HOLDING CO		COUNCIL OF THE SOUTHERN MOUNTAINS BOARD MEMBER	0.0035 N/A		N/A  REED PATTON ASSO BROKER 50.00%
CARL W. ROOP BECKLEY WV USA	ATTORNEY	DIRECTOR	DIRECTOR PIONEER COMMUNITY BANK	PARTNER - ROOP & SMITH LAW OFFICE; PRES-OWNER MJB RENTAL & LEASING CO. MEMBER - I&I LEASING LLC.	0.28% N/A		ROOP&SMITH LAW OFFICE; MJB RENTAL & LEASING CO; I&I LEASING, LLC. ALL 100%
JAMES E. SIZEMORE PREMIER WV USA	BANKER	PRESIDENT AND DIRECTOR	PRESIDENT AND DIRECTOR PIONEER COMMUNITY BANK	N/A	1.40% N/A		N/A
CHRISTOPHER R VAUGHT	CONSULTANT	DIRECTOR	DIRECTOR	PRESIDENT - CEO VAUGHT, INC	0.0035 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

10.86% N/A

N/A

KEVIN HEATH BAILEY  
BECKLEY WV  
USA

DENTIST

DIRECTOR HOLDING COMPANY

KEVIN H. BAILEY, DDS 100%

0.0035 N/A

PROFESSIONAL BANK  
PROPERTIES 100%