



[www.pioneercommunitybank.com](http://www.pioneercommunitybank.com)

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March 9, 2018

Federal Reserve Bank of Richmond  
Statistics Department – 18<sup>th</sup> FL  
Richmond VA 23261

To Whom it May Concern:

In order to comply with “Report Item 1 of the FR Y-6”, the Annual Report to Shareholders will be sent under separate cover.

Please do not hesitate to contact me with any questions or for additional information.

Sincerely,

Gregory S. Shupe  
President & CEO

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.

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.

I, Gregory S. Shupe

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.

Gregory S. Shupe  
Signature of Holding Company Director and Official

06/01/2018

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, 2017**

Month / Day / Year

N/A

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

Reporter's Name, Street, and Mailing Address

Pioneer Community Group

Legal Title of Holding Company

PO 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:

Gregory Shupe

President & CEO

Name

Title

304-683-9538 ext 324

Area Code / Phone Number / Extension

304-683-4836

Area Code / FAX Number

g.shupe@pioneercommunitybank.com

E-mail Address

http://www.pioneercommunitybank.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."

## For Use By Tiered Holding Companies

*Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.*

Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
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City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)
Legal Title of Subsidiary Holding Company	Legal Title of Subsidiary Holding Company
(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box	(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box
City State Zip Code	City State Zip Code
Physical Location (if different from mailing address)	Physical Location (if different from mailing address)

Form FR Y-6

Pioneer Community Group, Inc.  
PO Box 368  
5229 Coal Heritage RD  
Iaeger, WV 24844-0368

Report Item 2a:

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  
LEI: 549300ZZ7K4DPF84PF16

**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 **12/31/2017**. Data reflects information that was received and processed through **01/04/2018**.

**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**

<u>Name and Address</u>	<u>Country of Citizenship or Incorporation</u>	<u>Number and Percentage of Each Class or Voting Securities</u>
Phillip Blair Haga		27,900 Shares
Jacksonville, FL	United States of America	10.8606%
Ronald E. King		20,000 Shares
Marion, OH	United States of America	7.7854%
Edward Lester, Jr.		18,875 Shares
Ikes Fork, WV	Unites States of America	7.3474%

**Report Item 3.2**

N/A

<b>Report Item 4</b>							
<b>Pioneer Community Bank</b>							
<b>Fiscal Year Ending December 31, 2017</b>							
<b>1</b>	<b>2</b>	<b>3(a)</b>	<b>3(b)</b>	<b>3 (c)</b>	<b>4(a)</b>	<b>4(b)</b>	<b>4 ( c )</b>
<b>Name</b>	<b>Principal</b>	<b>Title &amp; Position</b>	<b>Title &amp; Position</b>	<b>Title &amp; Position with</b>	<b>Percentage of</b>	<b>Percentage of</b>	<b>List names of</b>
<b>City, State</b>	<b>Occupation if other</b>	<b>with Holding Company</b>	<b>with Subsidiaries</b>	<b>Other Businesses</b>	<b>Voting Shares in</b>	<b>Voting Shares in</b>	<b>other companies</b>
<b>Country</b>	<b>than with Holding Company</b>		<b>(Include names of subsidiaries)</b>	<b>(Include names of other businesses)</b>	<b>Holding Company</b>	<b>Subsidiaries</b>	<b>(Includes partnerships)</b>
						<b>(Include names of subsidiaries)</b>	<b>if 25% or more of voting securities are held (List</b>
							<b>names of companies and</b>
							<b>percentage of voting securities held)</b>
Kevin Heath Bailey Beckley, WV USA	Dentist	Holding Company Director	N/A	Kevin H. Bailey DDS	0.0035%	N/A	Professional Park Properties 100%
M. Randall Dority Welch, WV USA	Retired Public School Teacher	Director	Director	N/A	0.0042%	N/A	N/A
John Pat Fanning Jaeger, WV USA	Funeral Director	Director & Chairman	Director & Chairman	Fanning Funeral Home President	0.5877%	N/A	Fanning Funeral Home 75%
Carmella Frederick Welch, WV USA	Office Manager McDowell County Prosecuting Attorney	Holding Company Director	N/A	Council of the Southern Mountains Board Member	0.0035%	N/A	N/A
Edward Lester, Jr. Ikes Fork, WV USA	Mobile Home Sales	Director	Director	Lester Mobile Homes - President	7.3474%	N/A	Lester Mobile Homes 33%
				Tazewell Housing - President			Tazewell Housing 33%
				Lester Home Center - President			Lester Home Center 33%
				Wyoming Financial - President			Wyoming Financial 33%
				Lester Mobile Home Movers - President			Lester Mobile Home Movers 33%
				America's Best Homes - President			America's Best Home 50%
				Quality Homes - President			Quality Homes 50%

Carl W. Roop	Attorney	Director	Director	Roop & Smith Law Office PLLC - Partner	0.2919%	N/A	Roop & Smith Law Office PLLC 50%
Beckley, WV				MJB Rental & Leasing Company - President & Owner			MJB Rental & Leasing Company 100%
USA				I & I Leasing LLC - Member			I & I Leasing 100%
Gregory S. Shupe	President & CEO	President & CEO	President and Director	N/A	0.0035%	N/A	N/A
Beckley, WV							
USA							
James E. Sizemore	President Emeritus	Director	President Emeritus and Director	N/A	1.4344%	N/A	N/A
Christopher R. Vaught	Consultant	Director	Director	Vaught Inc.- President & CEO	0.3500%	N/A	Vaught Inc. - 100%
Beckley, WV				Night Watch LLC			Night Watch LLC - 100%
USA				Medmatrix Solutions LLC			Medmatrix Solutions LLC - 100%
				Indigo Health LLC			Indigo Health LLC - 100%
Phillip Blair Haga	Retired	Principal Shareholder	N/A	N/A	10.8600%	N/A	N/A
Jacksonville, FL							
USA							