

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)); 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. Miller Couse

Name of the Holding Company Director and Official

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

03/28/2016

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
 C.I.

2041162

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

Pioneer Bankcorp, Inc

Legal Title of Holding Company

PO Box 1237

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

Clewiston FL 33440

City State Zip Code

300 E Sugarland Hwy

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Randall N Wood Secretary

Name Title

863-902-3422

Area Code / Phone Number / Extension

863-805-0183

Area Code / FAX Number

rwood@first1bank.com

E-mail Address

N/A

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

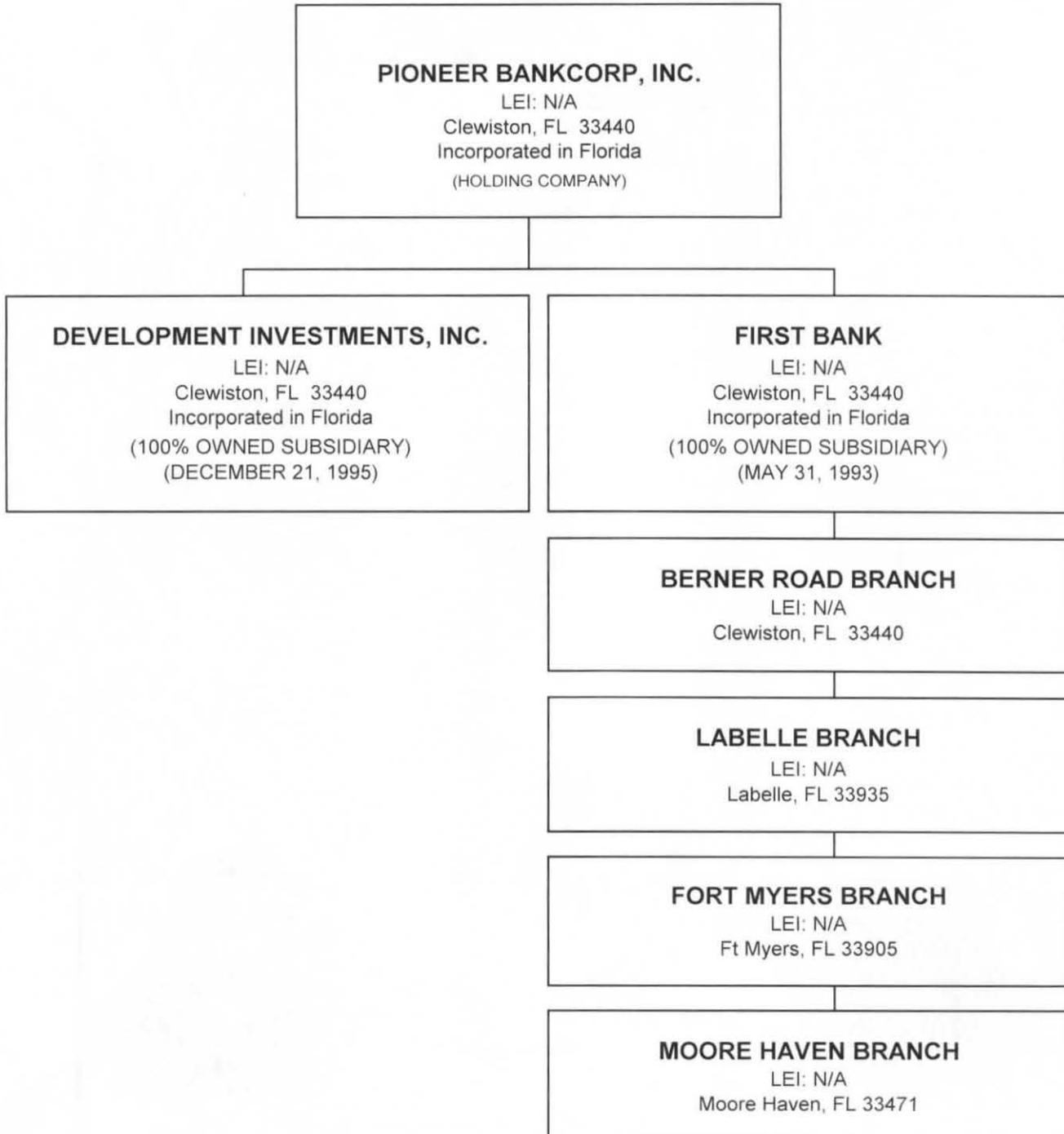
PIONEER BANKCORP, INC.
PO BOX 1237
CLEWISTON, FL 33440-1237

REPORT ITEM:

- 1a. PIONEER BANKCORP, INC. is not required to prepare form 10K with the SEC.
1b. PIONEER BANKCORP, INC. does not prepare an annual report for its shareholders.

2a.

ORGANIZATIONAL CHART



Domestic Branch Listing

2b. Attached

Results: A list of branches for your depository institution: FIRST BANK (ID_RSSD 131436).
 This depository institution is held by PIONEER BANKCORP, INC (2061162) of CLEWISTON, FL.
 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 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	Effective	Branch Service Type	Branch	Popular Name	Street Address	City	State	Zip	County	Country	FDIC	Office	Head Office	Head Office	Comment
OK		Full Service (Head	131436	FIRST BANK	300 EAST SUGARLAND HIGHWAY	CLEWISTON	FL	33440	HENDRY	UNITED	6147	0	FIRST		131436
OK		Full Service	3743670	BERNER ROAD BRANCH	101 SOUTH BERNER ROAD	CLEWISTON	FL	33440	HENDRY	UNITED	220706	3	FIRST		131436
OK		Full Service	3743661	FORT MYERS BRANCH	11741 PALM BEACH BLVD	FORT MYERS	FL	33905	LEE	UNITED	430428	4	FIRST		131436
OK		Full Service	967130	LA BELLE BRANCH	301 WEST HIGHWAY 80	LA BELLE	FL	33975	HENDRY	UNITED	220705	2	FIRST		131436
OK		Full Service	4139720	MOORE HAVEN	1212 NORTH US HIGHWAY 27	MOORE	FL	33471	GLADES	UNITED	493520	5	FIRST		131436

 **REVISED**
Rec'd 5-18-16

REPORT ITEM 3: Securities holders

1a Name & Address	1b Country of Citizenship	1c Number & Percentage of shares owned		2a Name & Address	2b Country of Citizenship	2c Number & Percentage of shares owned	
Miller Couse Clewiston, FL, USA	USA	13,944	8.815%	NONE			
Couse Farms, Inc. Clewiston, FL, USA	USA	8,947	5.656%				
Knightlife, LLC c/o Peter O. Knight IV Thonotassa, FL, USA	USA	8,000	5.057%				
First Bank-ESOP Clewiston, FL, USA	USA	17,573	11.109%				
Henry A Kurtz Memphis, TN, USA	USA	10,563	6.677%				

December 31, 2015

REPORT ITEM 4: Insiders



1	2	3a	3b	3c	4a	4b	4c
Name & Address	Principal Occupation if not with Holding Co.	BHC Title and Position	Title & Position with Subsidiaries	Title & Position with other businesses	% voting shares-BHC	% voting shares-Sub's	Companies w/ >=25% voting shares & %
Miller Couse Clewiston, FL, USA	President/CEO First Bank	President & Director	President/CEO/Director First Bank President Development Investments, Inc.	President- Couse Farms, Inc. Moore Haven, FL	8.815%	NONE	President- Couse Farms, Inc. 100%
Carey Soud Labelle, FL, USA	President First Bank	Vice President & Director	President/Director First Bank Vice President Development Investments, Inc.	Vice President- Soud Groves, Inc. General Partner- Soud Family Groves	0.759%	NONE	NONE
Randall N. Wood Clewiston, FL, USA	Vice President & CFO First Bank	Secretary	Senior Vice President & CFO First Bank Secretary/Treas. Development Investments, Inc.	N/A	0.474%	NONE	NONE
Tommy Perry Clewiston, FL, USA	Civil Engineer/ Land surveyor	Director	Director First Bank	Owner Johnson-Prewitt & Associates Co-Owner Perry Farms	1.323%	NONE	Owner Johnson-Prewitt & Assoc. 100%
Morris Ridgill Clewiston, FL, USA	Construction/ Property Development	Director	Director First Bank	Owner/President Ridgill & Son Construction Clewiston, FL	0.876%	NONE	Owner/President Ridgill & Son Constr., Inc. 100%
Earle E. Edwards III Clewiston, FL, USA	Orthodontist	Director	Director First Bank	Owner/President Earle E. Edwards III, DDS Clewiston, FL	1.122%	NONE	Owner/President Earle E. Edwards III, DDS 100%
Karl Larsen Clewiston, FL, USA	Retired farmer	Director	Director First Bank	N/A	0.948%	NONE	N/A
Bryan Beer Labelle, FL, USA	Citrus Industry	Director	Director First Bank	Owner Labelle Grove Management Labelle, FL	0.284%	NONE	Owner Labelle Grove Management 100% Co-owner Beer Family Groves 50%
First Bank-ESOP Clewiston, FL, USA	N/A	Principal Shareholder	N/A	N/A	11.109%	N/A	N/A