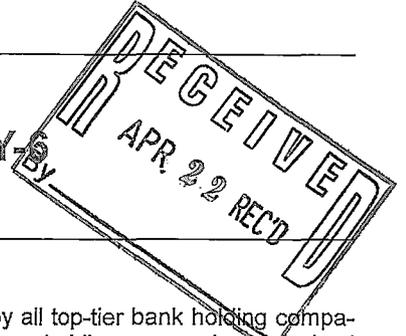


Board of Governors of the Federal Reserve System



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.

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

December 31, 2012

Month / Day / Year

I, Miller Couse

Reporter's Name, Street, and Mailing Address

Pioneer Bankcorp, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

CEO

PO Box 1237

Title of the Holding Company Director and Official

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

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.

Clewiston FL 33440

City State Zip Code

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.

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

8639839473

Area Code / FAX Number

rwood@fbclew.com

E-mail Address

N/A

Miller Couse

Signature of Holding Company Director and Official

Address (URL) for the Holding Company's web page

03/27/2013

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 2061162
 C.I. _____

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, N.W., Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

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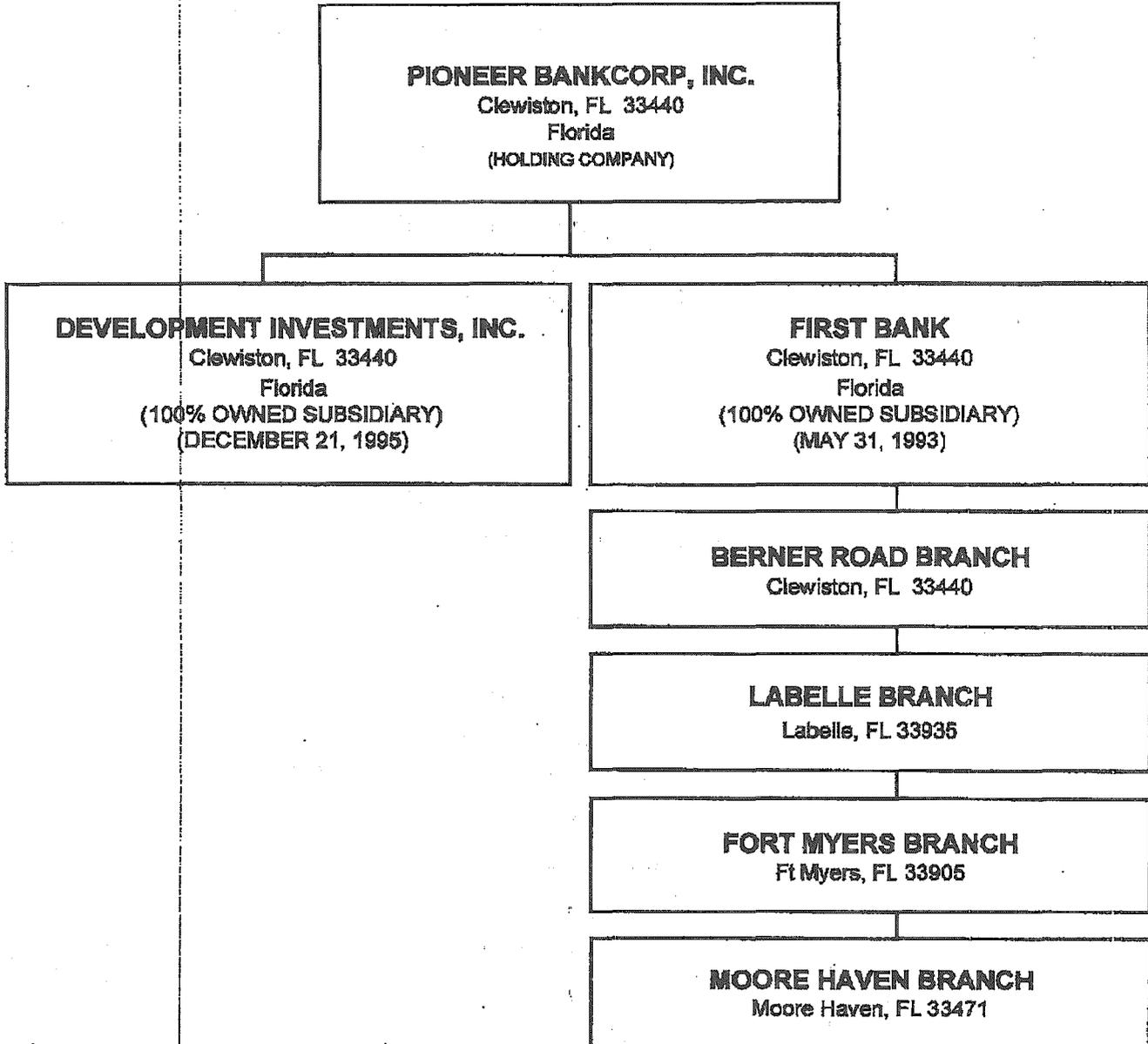
**PIONEER BANKCORP, INC.
P O BOX 1237
CLEWISTON, FL 33440-1237**

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 holding company: PIONEER BANKCORP, INC. (2061162) of CLEWISTON, FL.
The data are as of 12/31/2012. Data reflects information that was received and processed through 02/24/2013.

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)	131436	FIRST BANK	300 EAST SUGARLAND HIGHWAY	CLEWISTON	FL	33440	HENDRY	UNITED STATES	6147		0 FIRST BANK	131436	
OK		Full Service	3743670	BERNER ROAD BRANCH	101 SOUTH BERNER ROAD	CLEWISTON	FL	33440	HENDRY	UNITED STATES	220706		3 FIRST BANK	131436	
CLOSE		Limited Service	4442514	DRIVE-IN FACILITY	DEANE DUFF AVENUE AND SAGAMORE STREET	CLEWISTON	FL	33440	HENDRY	UNITED STATES	Not Required	Not Required	FIRST BANK	131436	
OK		Full Service	3743661	FORT MYERS BRANCH	11741 PALM BEACH BLVD	FORT MYERS	FL	33905	HENDRY	UNITED STATES	430428		4 FIRST BANK	131436	
OK		Full Service	987130	LA BELLE BRANCH	301 HIGHWAY 80 WEST	LA BELLE	FL	33975	HENDRY	UNITED STATES	220705		2 FIRST BANK	131436	
OK		Full Service	4139720	MOORE HAVEN BRANCH	1212 NORTH US HIGHWAY 27 WEST	MOORE HAVEN	FL	33471	HENDRY	UNITED STATES	493520		5 FIRST BANK	131436	

PIONEER BANKCORP, INC.

Form FR Y-6

December 31, 2012

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	13,989	9.004%	NONE		
Couse Farms, Inc. Clewiston, FL	USA	8,897	5.726%			
Knightlife, LLC c/o Peter O. Knight IV Thonotassa, FL	USA	8,000	5.149%			
First Bank-ESOP Clewiston, FL	USA	14,748	9.492%			

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PIONEER BANKCORP, INC.

Form FR Y-8

December 31, 2012

REPORT ITEM 4: Insiders

1 Name & Address	2 Principal Occupation If not with Holding Co.	3a BHC Title and Position	3b Title & Position with Subsidiaries	3c Title & Position with other businesses	4a % voting shares-BHC	4b % voting shares-Sub's	4c Companies w/ >=25% voting shares & %
Miller Couse Clewiston, FL	President/CEO First Bank	President & Director	President/CEO/Director First Bank Vice President Development Investments, Inc.	President- Couse Farms, Inc. Moore Haven, FL	9.004%	NONE	President- Couse Farms, Inc. 100%
Carey Soud Labelle, FL	President First Bank	Vice President & Director	President/Director First Bank	Vice President- Soud Groves, Inc. General Partner- Soud Family Groves	0.772%	NONE	NONE
Randall N. Wood Clewiston, FL	Vice President & CFO First Bank	Secretary	Vice President & CFO First Bank of Clewiston Secretary/Treas. Development Investments, Inc.	N/A	0.483%	NONE	NONE
Tommy Perry Clewiston, FL	Civil Engineer/ Land surveyor	Director	Director First Bank of Clewiston	Owner Johnson-Prewitt & Associates Co-Owner Perry Farms	1.347%	NONE	Owner Johnson-Prewitt & Assoc. 100%
Morris Ridgill Clewiston, FL	Construction/ Property Development	Director	Director First Bank of Clewiston	Owner/President Ridgill & Son Construction Clewiston, FL	0.891%	NONE	Owner/President Ridgill & Son Constr., Inc. 100%
Earle E. Edwards III Clewiston, FL	Orthodontist	Director	Director First Bank of Clewiston	Owner/President Earle E. Edwards III, DDS Clewiston, FL	1.142%	NONE	Owner/President Earle E. Edwards III, DDS 100%
Karl Larsen Clewiston, FL	Farm Manager	Director	Director First Bank of Clewiston	Owner GMAC Enterprises Clewiston, FL	0.965%	NONE	N/A
Bryan Beer Labelle, FL	Citrus Industry	Director	Director First Bank of Clewiston	Owner Labelle Grove Management Labelle, FL	0.290%	NONE	Owner Labelle Grove Management 100% Co-owner Beer Family Groves 50%
First Bank-ESOP Clewiston, FL	N/A	Principal Shareholder	N/A	N/A	9.492%	N/A	N/A

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FIRST BANK

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