

Board of Governors of the Federal Reserve System



Annual Report of Holding Companies—FR Y-6

FRB RICHMOND

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, 2013

Month / Day / Year

I, Thomas R. Rosazza

Name of the Holding Company Director and Official

President/CEO & Director

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.

Reporter's Name, Street, and Mailing Address

Pioneer Bankshares, Inc.

Legal Title of Holding Company

263 East Main Street

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

Stanley

VA

22851

City

State

Zip Code

Physical location (if different from mailing address)

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.

Person to whom questions about this report should be directed:

Lori G. Hassett

Vice President/CFO

Name

Title

540-778-2294 6302

Area Code / Phone Number / Extension

540-778-4009

Area Code / FAX Number

lhassett@pioneerbks.com

E-mail Address

Signature of Holding Company Director and Official

03/27/2014

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 1076422
C.I. _____

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."

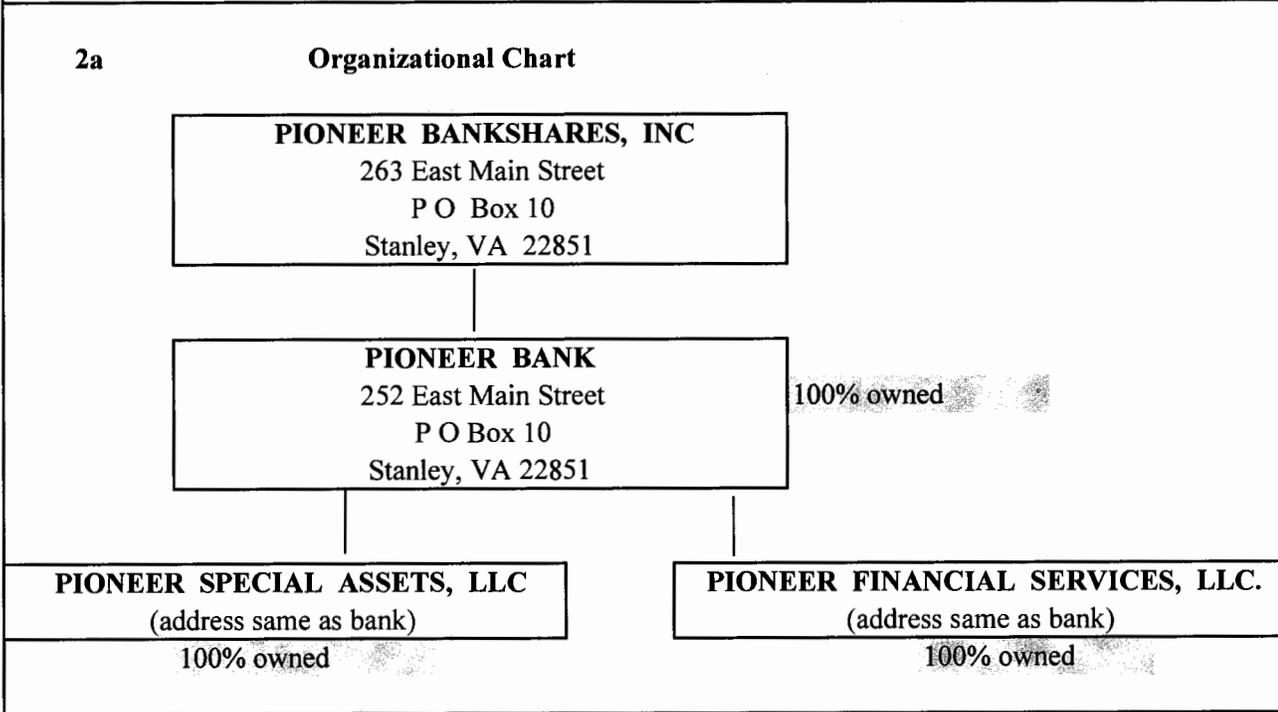
No

FORM FR Y-6

PIONEER BANKSHARES, INC
STANLEY, VA 22851
Fiscal Year Ending, December 31, 2013

Report Items

1 (a)	N/A Pioneer Bankshares, Inc is no longer an SEC filer, as we deregistered in 2012.
1(b)	Annual Report: Copies Enclosed Electronic report available @ www.cfpproxy.com/4609



2b	See attached - separate schedule - branch listing , (this was also submitted via e-mail on 3-25-14)
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3	Securities Holders (Shareholders)	
	Item 3-1 Shareholders with 5% ownership or more	
<u>1-a</u>	<u>1-b</u>	<u>1-c</u>
None at this time		
	Item 3-2 There were no other known shareholders with 5% or more ownership.	

Results: A list of branches for your holding company: PIONEER BANKSHARES, INC. (1076422) of STANLEY, VA
 The data are as of 12/31/2013. Data reflects information that was received and processed through 01/07/2014.

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 **Data Action** of Change, Close, Delete, or Add.

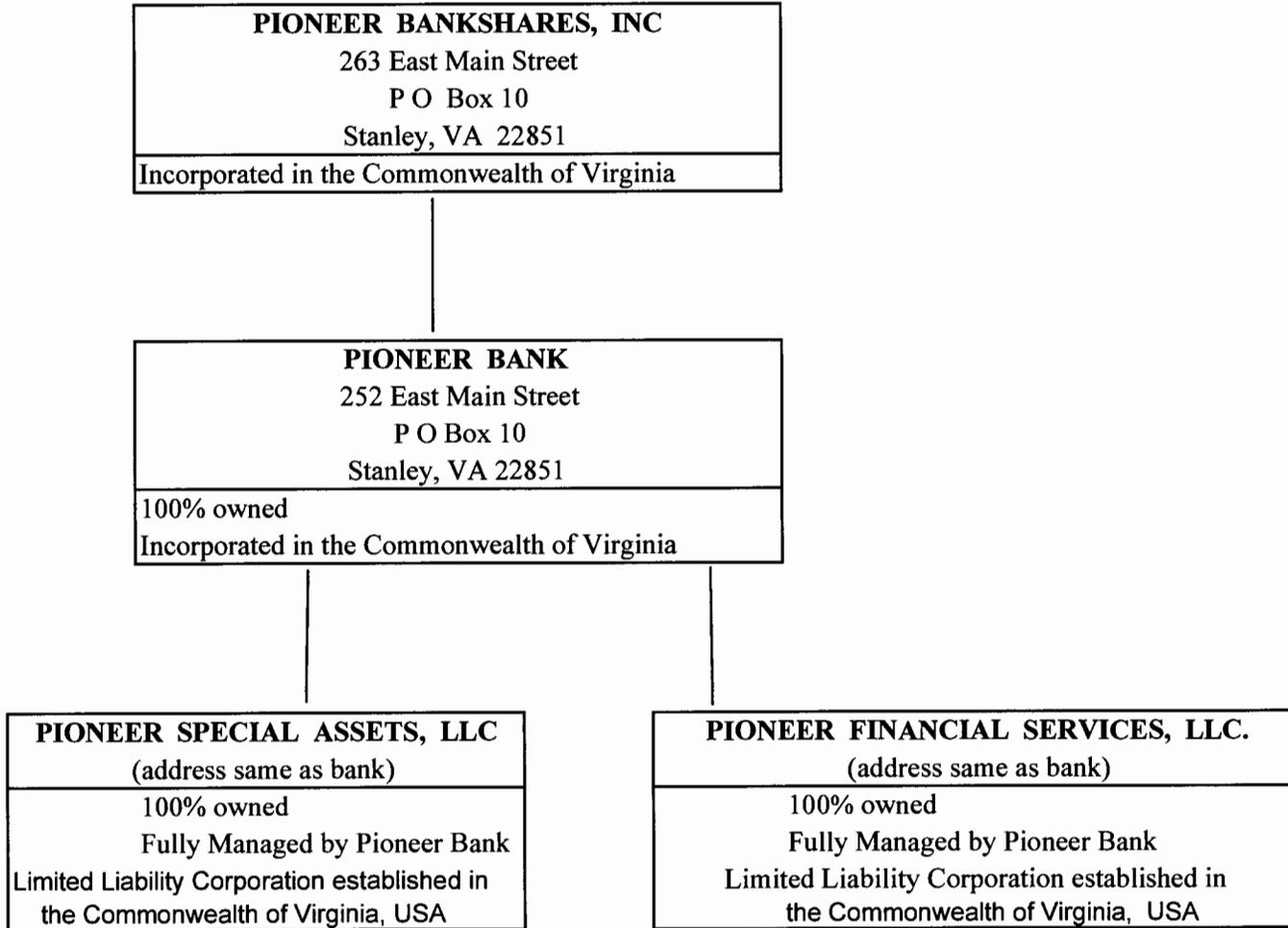
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

* 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)	41629	PIONEER BANK	252 E MAIN STREET	STANLEY	VA	22851	PAGE	UNITED STATES	4646	0	PIONEER BANK		41629
OK		Limited Service	3343726	CHARLOTTESVILLE BRANCH	1710 SEMINOLE TRAIL, SUITE 4	CHARLOTTESVILLE	VA	22901	ALBEMARLE	UNITED STATES	439671	7	PIONEER BANK		41629
OK		Full Service	2847601	HARRISONBURG BRANCH	890 WEST MARKET ST	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	Not Required	Not Required	PIONEER BANK		41629
OK		Full Service	2635929	LURAY OFFICE	800 EAST MAIN ST	LURAY	VA	22835	PAGE	UNITED STATES	212974	3	PIONEER BANK		41629
OK		Full Service	4496843	RUCKERSVILLE BRANCH	58 NORTH STONERIDGE DRIVE	RUCKERSVILLE	VA	22968	GREENE	UNITED STATES	Not Required	Not Required	PIONEER BANK		41629
OK		Full Service	227124	SHENANDOAH OFFICE	511 S 3RD ST	SHENANDOAH	VA	22849	PAGE	UNITED STATES	212972	1	PIONEER BANK		41629
OK		Full Service	3018015	STANARDSVILLE BRANCH	8315 SPOTSWOOD TRAIL	STANARDSVILLE	VA	22973	GREENE	UNITED STATES	360890	5	PIONEER BANK		41629

PIONEER BANKSHARES, INC

ORGANIZATIONAL CHART - December 31, 2013



PIONEER BANKSHARES, INC

FR-Y6 Report as of 12/31/13

Item 4 Insiders / Directors and Executive Officers

1	2	3-a	3-b	3-c	4-a Holding Company Stock Percentage	4-b	4-c Other Company Stock Percentage
Name/Address (City, State, County)	Principal Occupation , if other than with Holding Company	Holding Company Title / Position	Subsidiary Title / Position	Other Company Title/Positon			
Baker, Patricia Stanley, VA 22851	Retired Bank Officer	Director	Director Pioneer Bank	n/a	1.80%	n/a	n/a
Long, Robert E. Luray, VA 22835	Retired Real Estate Agent	Director	Director Pioneer Bank	Walnut Shade Farm - Partner	2.33%	n/a	Walnut Shade Farm 50%
Louderback, Harry F. Shenandoah, VA 22849	Retired - FBI	Director	Director Pioneer Bank	n/a	2.40%	n/a	n/a
Markowitz, E. Powell Luray, VA 22835	Officer Restaurant Inn & Art Gallery F.T. Reuter Enterprises, Inc. t/a Red Fox Inn & Red Fox Fine Art	Director	Director Pioneer Bank	Corp Sec. - Treasurer Bank Street Assoc. General Partner	0.70%	n/a	Bank St Assoc 50%
Miller, Kyle Stanley, VA 22851	Retired - VA. State Police	Director	Director Pioneer Bank	n/a	1.90%	n/a	n/a
Printz, James F. Luray, VA 22835	Retired - Insurance Agency	Director	Director Pioneer Bank	n/a	2.67%	n/a	n/a

PIONEER BANKSHARES, INC.

Item 4 (continued)

Insiders / Directors and Executive Officers

Name/Address	Occupation	Holding Company Title / Position	Subsidiary Title / Position	Other Company Title/Positon	Holding Company Stock Percentage	Subsidiary Stock Percentage	Other Company Stock Percentage
Reed, Mark N. Luray, VA 22835	Attorney at Law Reed & Reed, P.C.	Director Bank Counsel	Director Pioneer Bank	President - Reed & Reed, P.C. President - Blue Ridge Special Legal Counsel with CEO Powers for: Virginia Auto Group, Inc. Virginia Auto Group - Airport Road Properties, LLC Virginia Auto Group - Luray Properties, LLC.	1.10%	n/a	Reed & Reed 50% Blue Ridge Title 67%
Rosazza, Thomas R. Shenandoah, VA 22849	President / CEO Pioneer Bank	President Director	President/CEO Pioneer Bank	Evangelical Presbyterian Church Corporation - Treasurer	1.78%	n/a	n/a
Slye, David Luray, VA 22835	Insurance Agent / Owner Slye Agency, LLC	Director	Director Pioneer Bank	Principal Member - The Slye Agency Jewell Hollow Homestead, LLC.	0.76%	n/a	Slye Agency - 100% Jewell Hollow - 25%
<u>Non Director Executive Officer</u>							
Lori G. Hassett Stanley, VA 22851	Vice President / CFO Pioneer Bank	Vice President/CFO Pioneer Bankshares, Inc.	Vice President Pioneer Bank	Calvary Ind. Church - Treasurer William Kibler Library -Secretary/Treasurer	0.16%	n/a	n/a n/a