

JUN 19 2015



FRB RICHMOND 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, 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.

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
03/26/2015 Org. Revised 6/11/15
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. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2014

Month / Day / Year
N/A

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

Reporter's Name, Street, and Mailing Address
Pioneer Bankshares, Inc.

Legal Title of Holding Company
263 East Main Street, P.O. Box 10

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

Stanley VA 22851
City State Zip Code

Physical Location (if different from mailing address)
same as above

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

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

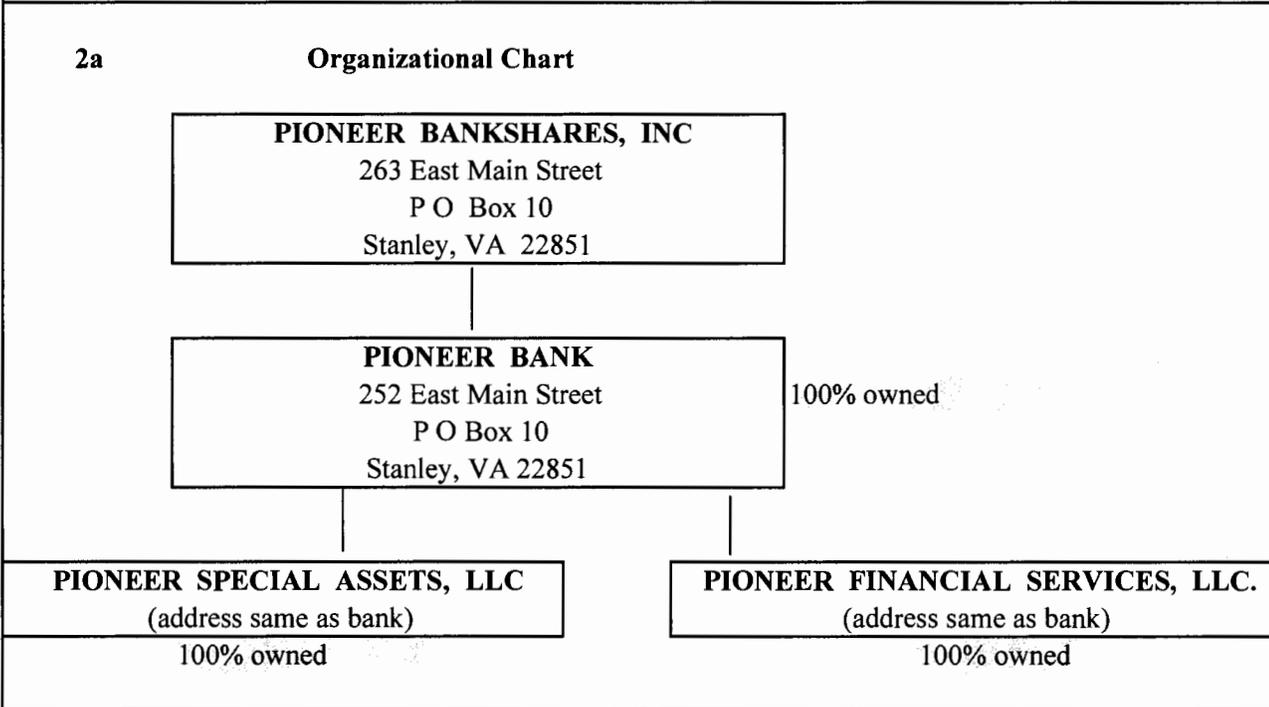
Does the reporter request confidential treatment for any portion of this submission?
 Yes Please identify the report items to which this request applies:
 In accordance with the instructions on pages GEN-2 and 3, a letter justifying the request is being provided.
 The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
 No

FORM FR Y-6

**PIONEER BANKSHARES, INC
STANLEY, VA 22851
Fiscal Year Ending, December 31, 2014**

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 |

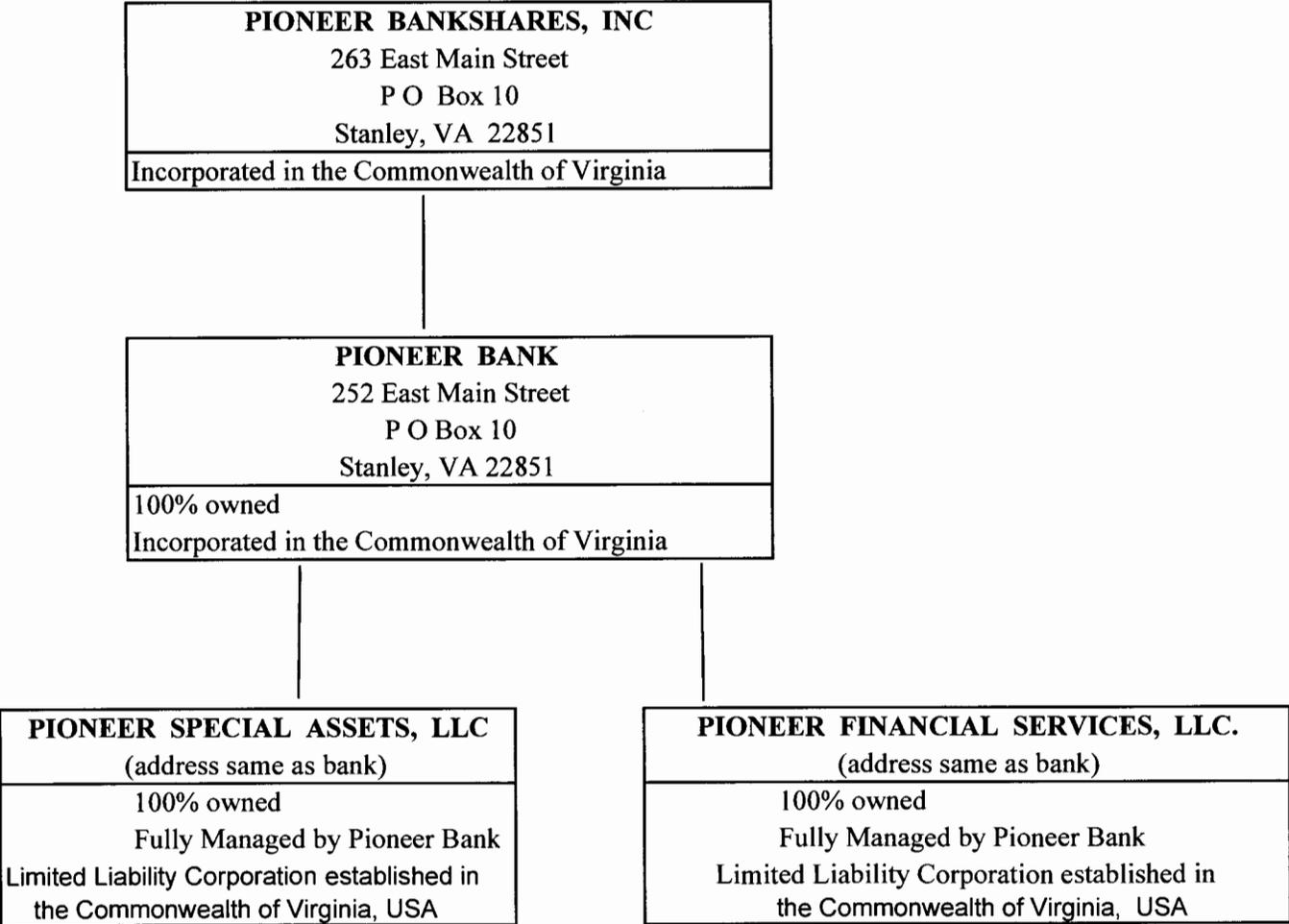


| | |
|-----------|--|
| 2b | See attached - separate schedule - branch listing , (this was also submitted via e-mail on 3-27-15) |
|-----------|--|

| | |
|------------|---|
| 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. |

PIONEER BANKSHARES, INC

ORGANIZATIONAL CHART - December 31, 2014



PIONEER BANKSHARES, INC

FR-Y6 Report as of 12/31/14

Item 4 Insiders / Directors and Executive Officers

| 1 Name/Address (City, State, County) | 2 Principal Occupation , if other than with Holding Company | 3-a Holding Company Title / Position | 3-b Subsidiary Title / Position | 3-c Other Company Title/Positon | 4-a Holding Company Stock Percentage | 4-b Subsidiary Stock Percentage | 4-c Other Company Stock Percentage |
|---|---|--|--|--|--|--|--|
| Baker, Patricia Stanley, VA 22851 USA | Retired Bank Officer | Director | Director Pioneer Bank | n/a | 1.85% | n/a | n/a |
| Long, Robert E. Luray, VA 22835 USA | Retired Real Estate Agent | Director | Director Pioneer Bank | Walnut Shade Farm - Partner | 2.38% | n/a | Walnut Shade Farm 50% |
| Louderback, Harry F. Shenandoah, VA 22849 USA | Retired - FBI | Director | Director Pioneer Bank | n/a | 2.45% | n/a | n/a |
| Markowitz, E. Powell Luray, VA 22835 USA | 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 | 0.75% | n/a | Bank St Assoc 50% |
| Miller, Kyle Stanley, VA 22851 USA | Retired - VA. State Police | Director | Director Pioneer Bank | n/a | 1.95% | n/a | n/a |
| Printz, James F. Luray, VA 22835 USA | Retired - Insurance Agency | Director | Director Pioneer Bank | n/a | 2.71% | 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/Position | Holding Company Stock Percentage | Subsidiary Stock Percentage | Other Company Stock Percentage |
|---|---|--|------------------------------------|--|---|------------------------------------|---|
| Reed, Mark N. Luray, VA 22835 USA | Attorney at Law Reed & Reed, P.C. | Director Bank Counsel | Director Pioneer Bank | President - Reed & Reed, P.C. President - Blue Ridge Title Reed Properties - Buck Lick Run, LLC Reed Properties - Hickory Run, LLC Reed Properties - Sandy Lick Branch, LLC Special Legal Counsel with CEO Powers for: Virginia Auto Group, Inc. | 1.14% | n/a | Reed & Reed 50% Blue Ridge Title 67% |
| Rosazza, Thomas R. Shenandoah, VA 22849 USA | President / CEO Pioneer Bank | President Director | President/CEO Pioneer Bank | Evangelical Presbyterian Church Corporation - Treasurer | 1.77% | n/a | n/a |
| Slye, David Luray, VA 22835 USA | Insurance Agent / Owner Slye Agency, LLC | Director | Director Pioneer Bank | Principal Member - The Slye Agency Jewell Hollow Homestead, LLC. | 0.82% | n/a | Slye Agency - 100% Jewell Hollow - 25% |
| <u>Non Director Executive Officer</u> | | | | | | | |
| Lori G. Hassett Stanley, VA 22851 USA | Vice President / CFO Pioneer Bank | Vice President/CFO Pioneer Bankshares, Inc. | Vice President Pioneer Bank | Calvary Ind. Church - Treasurer William Kibler Library -Secretary/Treasurer | 0.18% | n/a | n/a n/a |

Results: A list of branches for your depository institution: PIONEER BANK (ID_RSSD: 41629)
 This depository institution is held by PIONEER BANKSHARES, INC. (1076422) of STANLEY, VA
 The data are as of 12/31/2014. Data reflects information that was received and processed through 01/07/2015.

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 | 540750 | | 8 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 | |