

MAR 30 2016

Board of Governors of the Federal Reserve System



FRB RICHMOND

Annual Report of Holding Companies—FR Y-6

COPY

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]
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 1076422
C.I. _____

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015
Month / Day / Year
NO LEI - 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

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

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."

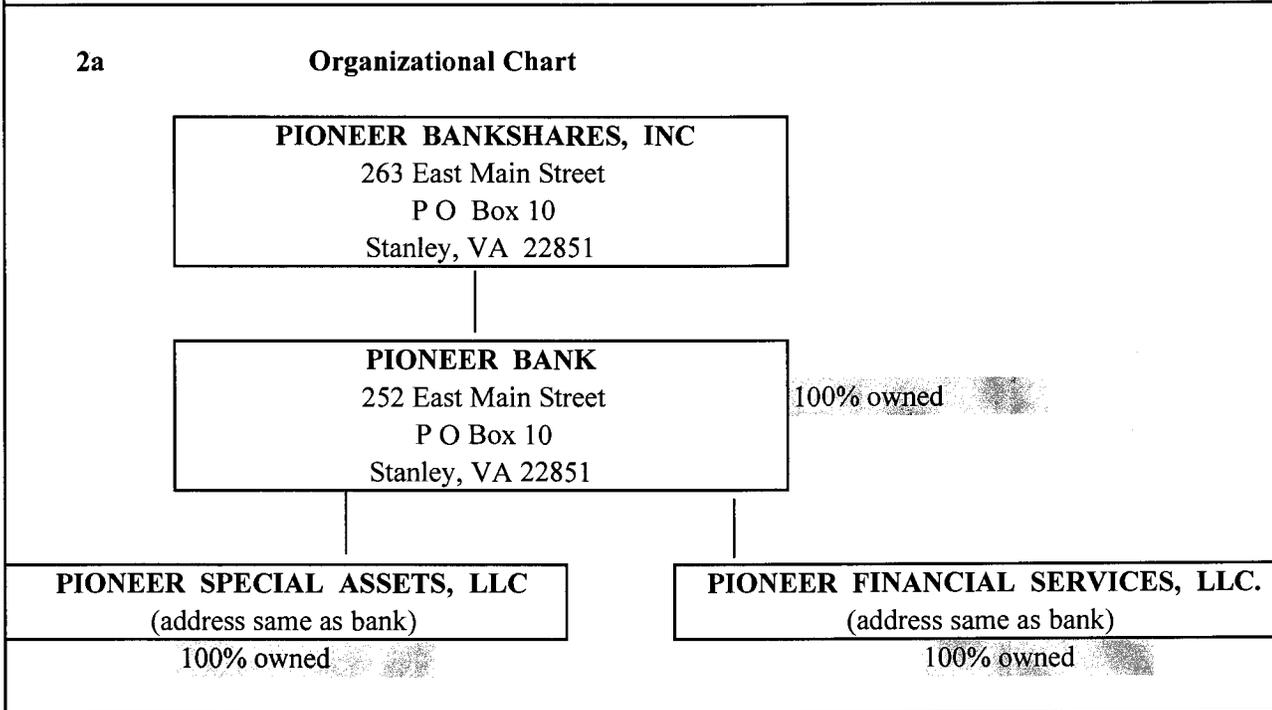
No

FORM FR Y-6

PIONEER BANKSHARES, INC
STANLEY, VA 22851
Fiscal Year Ending, December 31, 2015

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 to be submitted separately

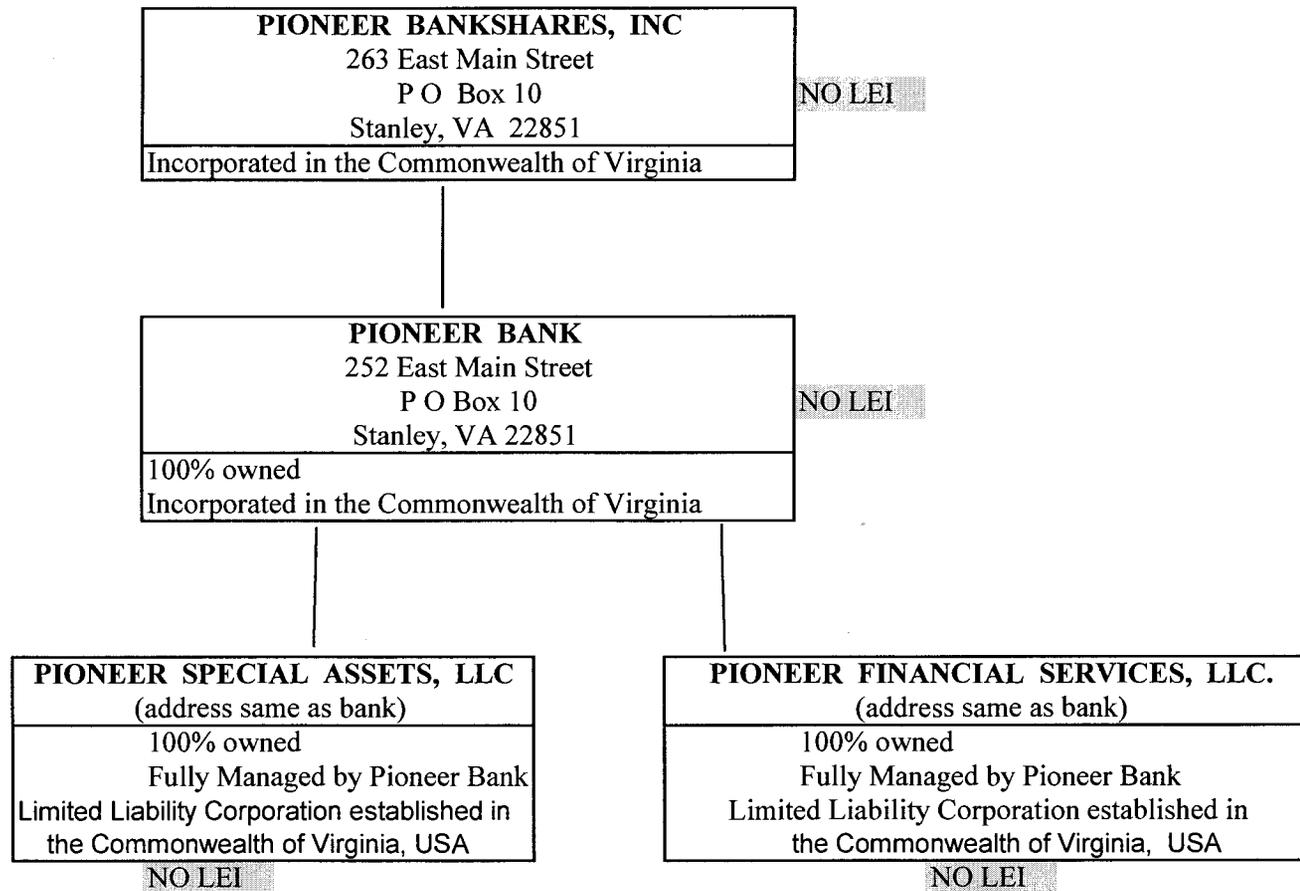


2b	See attached - separate schedule - branch listing , <i>(this was submitted via e-mail on 3-28-16)</i>
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3	Securities Holders (Shareholders)	
	Item 3-1 Shareholders with 5% ownership or more	
1-a	1-b	1-c
None at this time		
	Item 3-2 There are no known shareholders with 5% or more ownership.	

PIONEER BANKSHARES, INC

ORGANIZATIONAL CHART - December 31, 2015



Results: A list of branches for your holding company: PIONEER BANKSHARES, INC. (1076422) of STANLEY, VA
 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 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	670 BERKMAR CIRCLE	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

PIONEER BANKSHARES, INC

FR-Y6 Report as of 12/31/15

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	1.90%	n/a	n/a
Long, Robert E. Luray, VA 22835 USA	Retired Real Estate Agent	Director	Director Pioneer Bank	Walnut Shade Farm - Partner	2.42%	n/a	Walnut Shade Farm 50%
Louderback, Harry F. Shenandoah, VA 22849 USA	Retired - FBI	Director	Director Pioneer Bank	n/a	2.50%	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	0.80%	n/a	Bank St Assoc 50%
Miller, Kyle Stanley, VA 22851 USA	Retired - VA. State Police	Director	Director Pioneer Bank	n/a	2.00%	n/a	n/a
Printz, James F. Luray, VA 22835 USA	Retired - Insurance Agency	Director	Director Pioneer Bank	n/a	2.74%	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 Special Legal Counsel with CEO Powers for: Virginia Auto Group, Inc.	1.19%	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.	0.87%	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 DGM, Inc. - Treasurer	0.18%	n/a	n/a n/a n/a