

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). 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, top-tier savings and loan holding companies, and U.S. intermediate 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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

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

December 31, 2018

Month / Day / Year

No LEI for PBI INC

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 Senior VP / CFO

Name Title

540-778-2294 x6302

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

I, **Mark N. Reed**

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

03/22/2019

Date of Signature

Resubmission 5/31/19

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. _____

Is confidential treatment requested for any portion of this report submission?	0=No 1=Yes <input checked="" type="radio"/>
In accordance with the General Instructions for this report (check only one).	
1. a letter justifying this request is being provided along with the report	<input type="checkbox"/>
2. a letter justifying this request has been provided separately ...	<input type="checkbox"/>
NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."	

For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

N / A

Legal Title of Subsidiary Holding Company

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

City State Zip Code

Physical Location (if different from mailing address)

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Physical Location (if different from mailing address)

FORM FR Y-6

PIONEER BANKSHARES, INC
STANLEY, VA 22851
Fiscal Year Ending, December 31, 2018

Report Items

1	<p>Pioneer Bankshares, Inc is not an SEC filer, as we deregistered in 2012.</p> <p>Annual Report: Electronic copy provided and filed under separate cover on 5/2/2019</p>			
2a	Organizational Chart - See attached			
2b	See attached - separate schedule - branch listing <i>Submitted via email on 3/27/19</i>			
3	<p>Securities Holders (Shareholders)</p> <p>Item 3-1 Shareholders with 5% ownership or more</p> <table border="0"><tr><td data-bbox="264 1087 638 1123"><u>1-a</u></td><td data-bbox="638 1087 861 1123"><u>1-b</u></td><td data-bbox="861 1087 1385 1123"><u>1-c</u></td></tr></table> <p>NONE at this time</p> <p>Item 3-2 There have been no known shareholders with 5% or more ownership.</p>	<u>1-a</u>	<u>1-b</u>	<u>1-c</u>
<u>1-a</u>	<u>1-b</u>	<u>1-c</u>		

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 USA	President/CEO Pioneer Bank / Pioneer Bankshares, Inc.	Director President/CEO	President/CEO Pioneer Bank	n/a	1.24%	n/a	n/a
Rosazza, Thomas R. Shenandoah, VA 22849 USA	Retired, Former Bank President/CEO	Director	Director Pioneer Bank	Evangelical Presbyterian Church Corporation - Treasurer	1.72%	n/a	n/a
Slye, David Luray, VA 22835 USA	Insurance Agent	Director	Director Pioneer Bank	Jewell Hollow Homestead, LLC. Slye Agency, LLC.	1.02%	n/a	Jewell Hollow - 25% Syle Agency - 100%
OTHER EXECUTIVE/ CORPORATE OFFICERS							
Hassett, Lori G. Stanley, VA 22851 USA	Senior Vice President / CFO Pioneer Bank	Corporate Treasurer Pioneer Bankshares, Inc.	SVP/CFO Pioneer Bank	Calvary Independent Brethren Church - Treasurer William Kibler Library - Treasurer DGM, Inc. - Treasurer	0.24%	n/a	n/a n/a n/a
Campbell, Melissa L. Stanley, VA 22851 USA	Vice President/ CAO Pioneer Bank	Corporate Secretary Pioneer Bankshares, Inc.	VP/CAO Pioneer Bank	n/a	0.02%	n/a	n/a

PIONEER BANKSHARES, INC

FR-Y6 Report as of 12/31/18

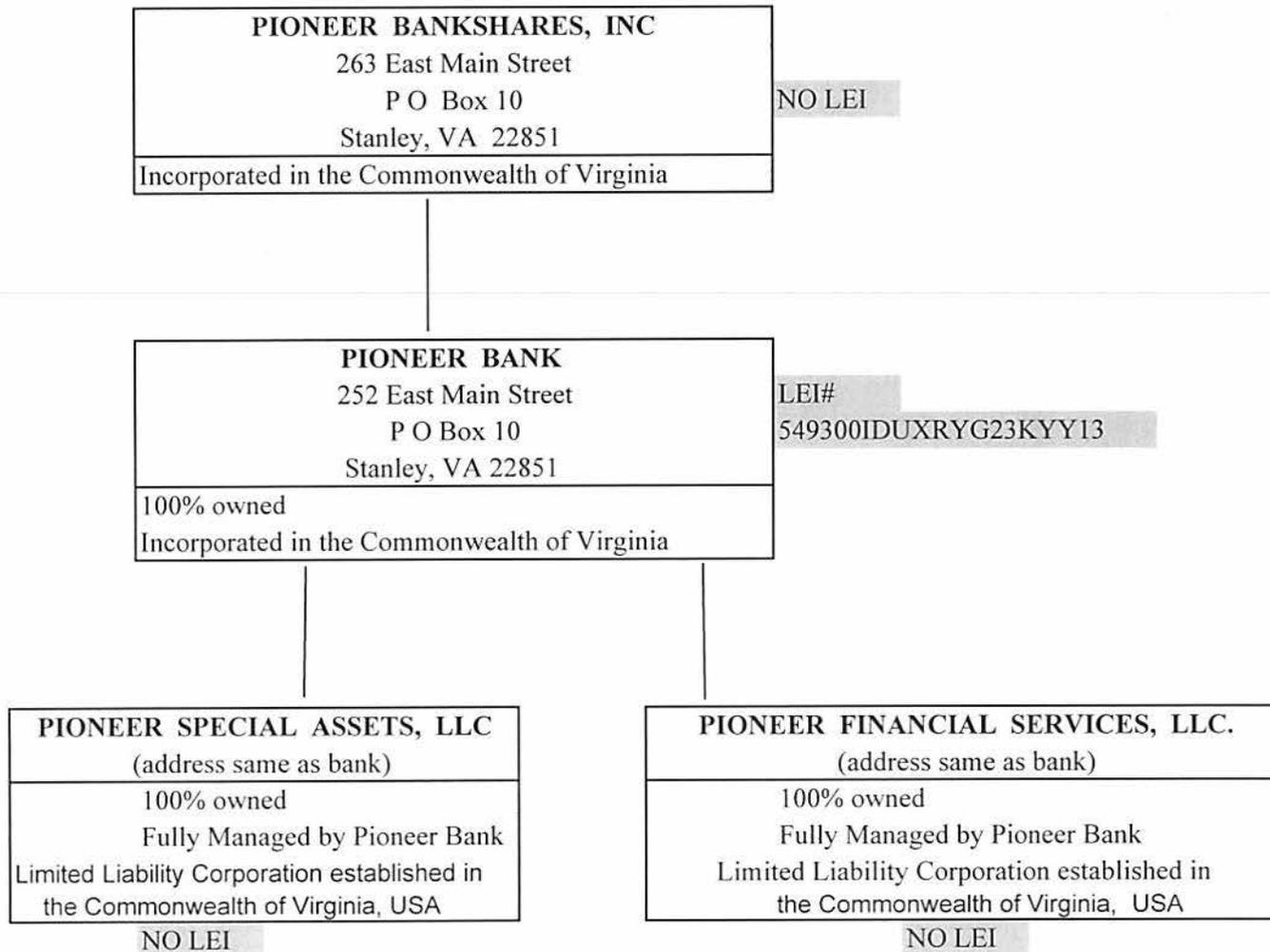
Item 4

Insiders / Directors and Executive Officers

1	2	3-a	3-b	3-c	4-a Holding Company Stock Percentage	4-b Subsidiary Stock Percentage	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			
Karen F. Jenkins Luray, VA USA	Officer, General Excavation, Inc. Comptroller, Secretary/Treasurer	Director	Director Pioneer Bank	RKA, LLC Member	1.20%	n/a	50% Ower
Louderback, Harry F. Shenandoah, VA 22849 USA	Retired - FBI	Director	Director Pioneer Bank	n/a	2.61%	n/a	n/a
Markowitz, E. Powell Luray, VA 22835 USA	Officer Restaurant Inn & Art Gallery F.T. Reuter Enterprises, Inc. /a Red Fox Inn & Red Fox Fine Art	Director	Director Pioneer Bank	CFO and Corp Sec. - Treasurer Bank Street Assoc. General Partner	0.99%	n/a	Bank St Assoc 50%
Miller, Kyle Stanley, VA 22851 USA	Retired - VA. State Police	Director	Director Pioneer Bank	n/a	2.16%	n/a	n/a
Printz, James F. Luray, VA 22835 USA	Retired - Insurance Agency	Director	Director Pioneer Bank	n/a	2.83%	n/a	n/a

PIONEER BANKSHARES, INC

ORGANIZATIONAL CHART - December 31, 2018



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 12/31/2018. Data reflects information that was received and processed through 01/06/2019.

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)	41629	PIONEER BANK	252 E MAIN STREET	STANLEY	VA	22851	PAGE	UNITED STATES	Not Required	Not Required	PIONEER BANK	41629	
OK		Limited Service	3343726	CHARLOTTESVILLE BRANCH	630 PETER JEFFERSON PARKWAY, SUITE 190	CHARLOTTESVILLE	VA	22911	ALBEMARLE	UNITED STATES	Not Required	Not Required	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	Not Required	Not Required	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	Not Required	Not Required	PIONEER BANK	41629	
OK		Full Service	3018015	STANARDSVILLE BRANCH	8315 SPOTSWOOD TRAIL	STANARDSVILLE	VA	22973	GREENE	UNITED STATES	Not Required	Not Required	PIONEER BANK	41629	