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FR Y-6  
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Board of Governors of the Federal Reserve System

MAR 28 2014



# 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, Scott C. Harvard

Reporter's Name, Street, and Mailing Address

First National Corporation

Legal Title of Holding Company

112 West King Street

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

Strasburg

VA

22657

City

State

Zip Code

Name of the Holding Company Director and Official

CEO, President, and 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.

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:

Cassandra M. Smith

SVP/Controller

Name

Title

540-465-9121

Area Code / Phone Number / Extension

540-665-9847

Area Code / FAX Number

csmith@fbvirginia.com

E-mail Address

www.fbvirginia.com

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

Signature of Holding Company Director and Official

03/24/2014

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 1076123  
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

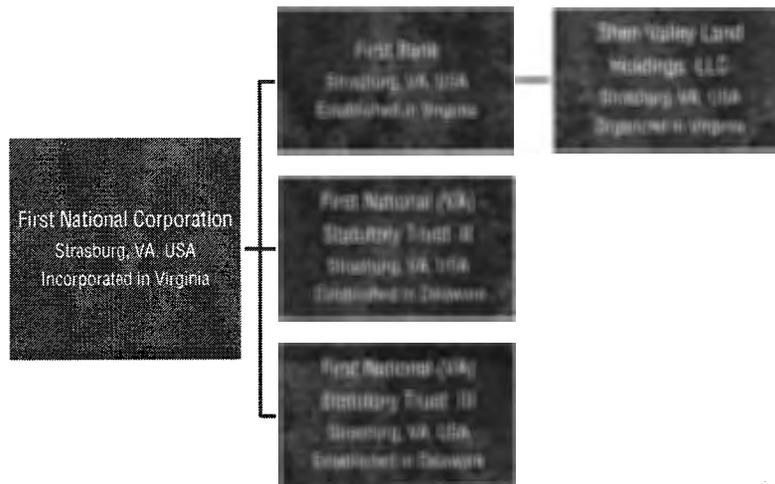
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments 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.

Form FR Y-6  
 First National Corporation  
 Strasburg, Virginia  
 Fiscal Year Ending December 31, 2013

Report Item

1: The bank holding company is registered with the Securities and Exchange Commission.

2a: Organizational Chart



Note: First National Corporation holds 100% of all subordinate entities and is the managing member for Shen-Valley Land Holdings LLC.

First National Corporation investments in limited partnerships:

Partnerships	Ownership
City Light Project #2 Limited Partnership Winchester, VA, USA Established in Virginia	35%*
City Light Project #5 Limited Partnership Winchester, VA, USA Established in Virginia	99%*

\*First National Corporation is a non-voting limited partner in each of these partnerships.

**Results:** A list of branches for your depository institution: FIRST BANK (ID\_RSSD: 899428).  
 This depository institution is held by FIRST NATIONAL CORPORATION (1076123) of STRASBURG, 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 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)	899428	FIRST BANK	112 WEST KING STREET	STRASBURG	VA	22657	SHENANDOAH	UNITED STATES	4648	0	FIRST BANK	899428	
OK		Full Service	3121429	FRONT ROYAL BRANCH	1717 NORTH SHENANDOAH AVENUE	FRONT ROYAL	VA	22630	WARREN	UNITED STATES	364761	7	FIRST BANK	899428	
OK		Limited Service	837224	FRONT ROYAL EXPRESS BRANCH	508 NORTH COMMERCE AVE	FRONT ROYAL	VA	22630	WARREN	UNITED STATES	212978	1	FIRST BANK	899428	
OK		Full Service	3260588	MOUNT JACKSON BRANCH	5304 MAIN STREET	MOUNT JACKSON	VA	22842	SHENANDOAH	UNITED STATES	429971	8	FIRST BANK	899428	
OK		Full Service	3482317	SHERANDO BRANCH	695 FAIRFAX PIKE	STEPHENS CITY	VA	22655	FREDERICK	UNITED STATES	453057	9	FIRST BANK	899428	
OK		Full Service	2242046	KERNSTOWN BRANCH	3143 VALLEY PIKE	WINCHESTER	VA	22602	FREDERICK	UNITED STATES	212980	3	FIRST BANK	899428	
OK		Full Service	898926	WINCHESTER BRANCH	1835 VALLEY AVENUE	WINCHESTER	VA	22601	WINCHESTER CITY	UNITED STATES	212979	2	FIRST BANK	899428	
OK		Full Service	3482326	WINCHESTER WEST BRANCH	208 CROCK WELLS MILL DRIVE	WINCHESTER	VA	22603	FREDERICK	UNITED STATES	466111	10	FIRST BANK	899428	
OK		Full Service	2838917	NORTH WOODSTOCK BRANCH	496 NORTH MAIN ST	WOODSTOCK	VA	22664	SHENANDOAH	UNITED STATES	358446	6	FIRST BANK	899428	
OK		Full Service	2333935	SOUTH WOODSTOCK BRANCH	860 SOUTH MAIN STREET	WOODSTOCK	VA	22664	SHENANDOAH	UNITED STATES	212981	4	FIRST BANK	899428	

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2b: Email Submission Completed March 18, 2014.

3:

(1)(a) Name, City, State, Country	(1)(b) Country of Citizenship or Incorporation	(1)(c) Number and Percentage of Each Class of Voting Securities
James R. Wilkins III, Winchester, VA, USA	United States of America	558,720 – 11.40%* Common Stock
Gerald F. Smith Jr., Winchester, VA, USA	United States of America	654,103 – 13.35% Common Stock

\* Includes 3.466% held in the First National Corporation Employee Stock Ownership Plan and Trust. Messrs. J. Davis, Marlow, Wilkins, and Mrs. Cottrell serve as Trustees of the ESOP and have voting powers with respect to such shares.

(2) None

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Report Item 4: Insiders

(1), (2), (3) (a) (b) (c), and (4) (a) (b) (c)

(1) Name & Address	(2) Principal Occupation, if other than with FNC	(3)(a) Title & Position with FNC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in FNC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
<b>Douglas C. Arthur</b> Strasburg, VA, USA	Attorney	Chairman of the Board & Director	Chairman of the Board & Director – First Bank	<b>Owner</b> – Douglas C. Arthur, Attorney <b>President</b> - Front Royal Land and Improvement Co. Inc. <b>Vice Chairman &amp; Director</b> - Shenandoah Telecommunications Company	Less than 1%	None	Douglas C. Arthur Attorney, 100% Realty Appraisal & Title Co. Inc., 25%
<b>M. Shane Bell</b> Winchester, VA, USA	Executive Vice President & Chief Financial Officer - First Bank	Executive Vice President & Chief Financial Officer	Executive Vice President & Chief Financial Officer – First Bank	None	Less than 1%	None	None
<b>Elizabeth H. Cottrell</b> Maurertown, VA, USA	Writing/Editing Services	Director	Director – First Bank	<b>Owner /CEO</b> - Riverwood Writer LLC <b>Director</b> - Moore Educational Trust	3.68% *	None	Riverwood Writer LLC, 100%
<b>James A. Davis</b> Winchester, VA, USA	Retired	Director	Director – First Bank	<b>President Emeritus</b> - Shenandoah University <b>Director</b> - National Fruit Product Co. Inc. <b>Director</b> – Community Foundation of the Northern Shenandoah Valley <b>Owner</b> – JA Davis Consulting LLC	3.79% *	None	JA Davis Consulting LLC, 100%
<b>Miles K. Davis</b> Leesburg, VA, USA	Dean – Harry F. Byrd Jr. School of Business, Shenandoah University	Director	Director – First Bank	<b>Trustee</b> – Amana Mutual Funds Trust	Less than 1%	None	None
<b>Dennis A. Dysart</b> Edinburg, VA, USA	Senior Executive Vice President & Chief Credit Officer – First Bank	Executive Vice President & Chief Credit Officer	Executive Vice President & Chief Credit Officer – First Bank	None	Less than 1%	None	None

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 (1), (2), (3) (a) (b) (c), and (4) (a) (b) (c)

(1) Name & Address	(2) Principal Occupation, if other than with FNC	(3)(a) Title & Position with FNC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in FNC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
<b>Christopher E. French</b> Woodstock, VA, USA	President & Chief Executive Officer – Shenandoah Telecommunications Company	Director	Director – First Bank	<b>President &amp; CEO, Chairman of the Board &amp; Director</b> - Shenandoah Telecommunications Company <b>Treasurer &amp; Director</b> - Pine Meadows Inc. <b>Treasurer</b> - Frenchfield Inc.	1.34%	None	Frenchfield Inc., 40%
<b>Scott C. Harvard</b> Winchester, VA, USA	President & Chief Executive Officer – First Bank	Director, President, & Chief Executive Officer	Director, President, & Chief Executive Officer – First Bank	<b>Director</b> – Virginia Association of Community Banks <b>Owner</b> – Harvard Resources Corporation <b>Trustee</b> – Westminster Canterbury of Shenandoah Valley <b>2<sup>nd</sup> Vice Chairman</b> -United Way of the Northern Shenandoah Valley	Less than 1%	None	Harvard Resources Corporation, 100%

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(1) Name & Address	(2) Principal Occupation, if other than with FNC	(3)(a) Title & Position with FNC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in FNC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
<b>John K. Marlow II</b> Front Royal, VA, USA	President – Marlow Motor Company	Vice-Chairman and Secretary of the Board & Director	Vice-Chairman & Secretary of the Board of Directors – First Bank	<b>President</b> - Marlow Motor Company Inc. <b>President</b> - GW Motors Inc. T/A TriState Nissan <b>President</b> - Luray Ford Inc. T/A Marlow Ford <b>President</b> - Marlow Leasing Corporation <b>President</b> - Shenandoah Valley Insurance LTD <b>Member</b> – High Knob Associates LC <b>Manager</b> -Marlow Investments LLC <b>Member</b> -Nicholls-Marlow LLC <b>Member</b> – 340 North LLC <b>Member</b> – Marard Associates LLC <b>Member</b> – MWM Associates LLC <b>Manager</b> – Marlow & Silek Investments LLC <b>Member</b> -JSB Associates LLC <b>Director</b> - Museum of the Shenandoah Valley <b>Trustee</b> - Shenandoah University <b>Director</b> - Warren County Educational Endowment	4.51%*	None	Marlow Motor Company Inc., 60% GW Motors T/A TriState Nissan, 50% Luray Ford T/A Marlow Ford, 60% Marlow Leasing Corporation, 100% High Knob Associates LC, 50% Shenandoah Valley Insurance LTD, 50% Marlow Investments LLC, 40% Nicholls-Marlow LLC, 50% 340 North LLC, 33% Marard Associates LLC, 45% MWM Associates LLC, 45% Marlow and Silek Investments LLC, 70% JSB Associates LLC, 45%

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(1) Name & Address	(2) Principal Occupation, if other than with FNC	(3)(a) Title & Position with FNC	(3)(b) Title & Position with Subsidiaries	(3)(c) Title & Position with Other Businesses	(4)(a) Percentage of Voting Shares in FNC	(4)(b) Percentage of Voting Shares in Subsidiaries	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held.
<b>Gerald F. Smith Jr.</b> Winchester, VA, USA	President & CEO – Valley Proteins Inc.	Director	Director – First Bank	<b>Chairman, President &amp; CEO</b> - Valley Proteins Inc. <b>Secretary/Treasurer &amp; Director</b> - Gerald F. Smith Scholarship Foundation <b>Secretary/Treasurer &amp; Director</b> - North Carolina Renderers Association <b>Director</b> - Fats and Proteins Research Foundation <b>Chairman &amp; Director</b> - National Renderers Association <b>Limited Partner</b> – Ridgewood Orchard LP <b>Member</b> – Eagle 1976 LLC <b>Director</b> - Shenandoah Valley Discovery Museum <b>National Representative &amp; Director</b> - Shenandoah Area Council, Boy Scouts of America <b>Trustee</b> - Shenandoah University	13.35%	None	Valley Proteins Inc., 56% Eagle 1976 LLC, 100% Ridgewood Orchard LP, 99%
<b>James R. Wilkins III</b> Winchester, VA, USA	President – Silver Lake Properties Inc.	Director	Director – First Bank	<b>President</b> - Silver Lake Properties Inc. <b>President</b> - JRW Properties & Rentals Inc. <b>President</b> - Greystone Developers Inc. <b>Partner</b> - Wilkins Investments LP <b>Partner</b> - Wilkins Enterprises LP, RLLP <b>Member</b> – Greystone Properties LLC <b>Member</b> – Silver Lake LLC <b>Trustee</b> - Winchester Medical Center Foundation	11.40%*	None	Silver Lake LLC, 50% Greystone Developers Inc., 50% Greystone Properties LLC, 50% Silver Lake Properties Inc., 50% Wilkins Investments LP, 48% Wilkins Enterprises LP, RLLP, 33%

\*Includes 3.466% held in the First National Corporation Employee Stock Ownership Plan and Trust. Messrs. J. Davis, Marlow, Wilkins, and Mrs. Cottrell serve as trustees of the ESOP and have voting powers with respect to such shares.