

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, William P. Stafford, II

Reporter's Name, Street, and Mailing Address

First Community Bancshares, Inc.

Name of the Holding Company Director and Official

Legal Title of Holding Company

Chairman of the Board

P.O. Box 989

Title of the Holding Company Director and Official

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

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.

Bluefield VA 24605

City State Zip Code

One Community Place, Bluefield, VA 24605

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:

Marcus Ervin Staff Accountant

Name Title

304-323-6349

Area Code / Phone Number / Extension

304-323-6490

Area Code / FAX Number

mvervin@fcbinc.com

E-mail Address

www.fcbresource.com

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

Signature of Holding Company Director and Official

03/26/2014

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 _____
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

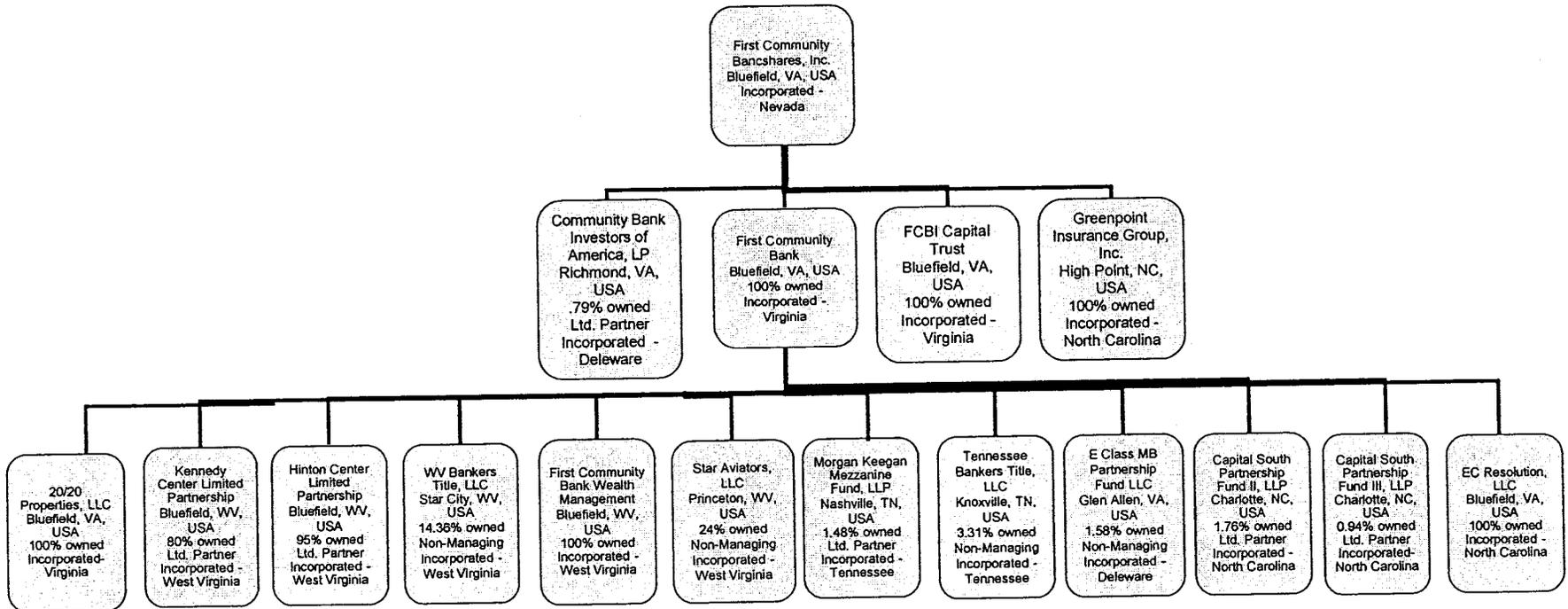
Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.25 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments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

First Community Bancshares, Inc.
December 31, 2013

FR Y-6 Report Items

1. Form 10-K is attached as Exhibit A
- 2A. Organization Chart
- 2B. Domestic Branch Listing (Submitted electronically 03/19/2014)
3. Securities Holders - listing of principal shareholders
4. Insiders - listing of principal officers and directors
5. The Notice of Annual Meeting and Proxy Statement is attached as Exhibit B

First Community Bancshares, Inc.
 FRY-6 Annual Report
 December 31, 2013
 Organizational Chart
 Parent and Subsidiaries



Supplemental items (a) through (d) are not applicable

Results: A list of branches for your depository institution: FIRST COMMUNITY BANK (ID_RSSD: 2353595).
 This depository institution is held by FIRST COMMUNITY BANCSHARES, INC. (1476017) of BLUEFIELD, VA.
 The data are as of 12/31/2019. 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) | 2353595 | FIRST COMMUNITY BANK | 29 COLLEGE DRIVE | BLUEFIELD | VA | 24605 | TAZEWELL | UNITED STATES | 8220 | | 0 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 2635862 | CHADBOURN BRANCH | 111 STRAWBERRY BOULEVARD | CHADBOURN | NC | 28431 | COLUMBUS | UNITED STATES | 190543 | | 92 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3591983 | RIVER RIDGE BRANCH | 1455 RIVER RIDGE DRIVE | CLEMMONS | NC | 27012 | FORSYTH | UNITED STATES | 462459 | | 76 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 2128319 | CORNELIUS BRANCH | 20209 WEST CATAWBA AVENUE | CORNELIUS | NC | 28031 | MECKLENBURG | UNITED STATES | 277538 | | 83 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3402883 | ELIZABETHTOWN BRANCH | 306 S POPLAR STREET | ELIZABETHTOWN | NC | 28337 | BLADEN | UNITED STATES | 453079 | | 97 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 2635844 | ELKIN BRANCH | 101 BROOKFALL DAIRY ROAD | ELKIN | NC | 28621 | SURRY | UNITED STATES | 261030 | | 43 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 1445765 | HAYS BRANCH | 5519 MOUNTAIN VIEW ROAD | HAYS | NC | 28635 | WILKES | UNITED STATES | 261029 | | 42 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 2128328 | HUNTERSVILLE BRANCH | 401 GILEAD ROAD | HUNTERSVILLE | NC | 28078 | MECKLENBURG | UNITED STATES | 277539 | | 84 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 1006670 | MOORESVILLE BRANCH | 347 NORTH MAIN STREET | MOORESVILLE | NC | 28115 | IREDELL | UNITED STATES | 42707 | | 82 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3604520 | SEASIDE ROAD BRANCH | 923 SEASIDE ROAD | OCEAN ISLE BEACH | NC | 28469 | BRUNSWICK | UNITED STATES | 465563 | | 100 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 2963033 | SHALLOTTE BRANCH | 4949 MAIN ST | SHALLOTTE | NC | 28470 | BRUNSWICK | UNITED STATES | 356980 | | 91 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3680337 | SHALLOTTE SMITH AVENUE BRANCH | 200 SMITH AVENUE | SHALLOTTE | NC | 28470 | BRUNSWICK | UNITED STATES | 478339 | | 102 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3370405 | SOUTHPORT BRANCH | 701 HOWE STREET STE 3 | SOUTHPORT | NC | 28461 | BRUNSWICK | UNITED STATES | 441023 | | 95 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3549069 | SOUTHPORT SUPPLY ROAD BRANCH | 4945 SOUTHPORT SUPPLY ROAD | SOUTHPORT | NC | 28461 | BRUNSWICK | UNITED STATES | 465562 | | 99 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 1156883 | SPARTA BRANCH | 57 NORTH MAIN ST | SPARTA | NC | 28675 | ALLEGHANY | UNITED STATES | 38682 | | 40 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 2963042 | HOLDEN BEACH BRANCH | 3178 HOLDEN BEACH RD SW | SUPPLY | NC | 28462 | BRUNSWICK | UNITED STATES | 358877 | | 93 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 2635853 | TABOR CITY BRANCH | 105 HICKMAN RD | TABOR CITY | NC | 28463 | COLUMBUS | UNITED STATES | 290672 | | 90 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 1418705 | TAYLORSVILLE BRANCH | 92 N CENTER STREET | TAYLORSVILLE | NC | 28681 | ALEXANDER | UNITED STATES | 261028 | | 41 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 4414409 | WHITEVILLE BRANCH | 110 NORTH J.K. POWELL BLVD | WHITEVILLE | NC | 28472 | COLUMBUS | UNITED STATES | Not Required | Not Required | | | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 3680999 | JONESTOWN ROAD BRANCH | 312 JONESTOWN ROAD | WINSTON SALEM | NC | 27104 | FORSYTH | UNITED STATES | 461350 | | 86 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3591974 | OLIVERS CROSSING BRANCH | 5002 PETERS CREEK PARKWAY | WINSTON SALEM | NC | 27127 | FORSYTH | UNITED STATES | 462452 | | 75 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3195206 | UNIVERSITY PARKWAY BRANCH | 5610 UNIVERSITY PARKWAY | WINSTON SALEM | NC | 27105 | FORSYTH | UNITED STATES | 431128 | | 73 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3299793 | WINSTON-SALEM BRANCH | 401 KNOLLWOOD STREET | WINSTON SALEM | NC | 27103 | FORSYTH | UNITED STATES | 428160 | | 85 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3466399 | 16TH AVENUE BRANCH | 1230 16TH AVENUE | CONWAY | SC | 29526 | HORRY | UNITED STATES | 455982 | | 98 | FIRST COMMUNITY BANK | 2353595 | |
| Delete | | Full Service | 3680373 | CONWAY BRANCH | 112 WACCAMAW MEDICAL PARK | CONWAY | SC | 29526 | HORRY | UNITED STATES | 478341 | | 104 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 344423 | HEATH SPRINGS BRANCH | 202 NORTH MAIN STREET | HEATH SPRINGS | SC | 29058 | LANCASTER | UNITED STATES | 11448 | | 96 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3812017 | LITTLE RIVER BRANCH | 1180 HIGHWAY 17 | LITTLE RIVER | SC | 29566 | HORRY | UNITED STATES | 492689 | | 105 | FIRST COMMUNITY BANK | 2353595 | |
| Delete | | Full Service | 3680364 | SOCASSEE BRANCH | 5429 DICK POND ROAD | MYRTLE BEACH | SC | 29588 | HORRY | UNITED STATES | 469936 | | 101 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 2700108 | BOONES CREEK BRANCH | 2681 BOONES CREEK ROAD | JOHNSON CITY | TN | 37615 | WASHINGTON | UNITED STATES | 290388 | | 70 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 2374170 | SUNSET DRIVE BRANCH | 300 SUNSET DRIVE | JOHNSON CITY | TN | 37604 | WASHINGTON | UNITED STATES | 56245 | | 68 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3295423 | PINEY FLATS BRANCH | 5756 HIGHWAY 11E | PINEY FLATS | TN | 37686 | SULLIVAN | UNITED STATES | 431129 | | 74 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3151985 | RIDGEVIEW PLAZA BRANCH | 101 SAUNDERS LANE | BLUEFIELD | VA | 24605 | TAZEWELL | UNITED STATES | 365666 | | 58 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3125605 | COMMONS PLAZA BRANCH | 6951 COMMONS PLAZA | CHESTERFIELD | VA | 23832 | CHESTERFIELD | UNITED STATES | 422452 | | 108 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 2618285 | CLINTWOOD BRANCH | 320 CHASE STREET | CLINTWOOD | VA | 24228 | DICKENSON | UNITED STATES | 256250 | | 49 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 360629 | SOUTH MAIN STREET BRANCH | 431 SOUTH MAIN STREET | EMPORIA | VA | 23847 | EMPORIA CITY | UNITED STATES | 363902 | | 56 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3081970 | WEST ATLANTIC BRANCH | 125 WEST ATLANTIC STREET | EMPORIA | VA | 23847 | EMPORIA CITY | UNITED STATES | 363901 | | 55 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3957842 | INNSBROOK BRANCH | 10820 W. BROAD STREET | GLEN ALLEN | VA | 23060 | HENRICO | UNITED STATES | 510932 | | 88 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 2618294 | MAX MEADOWS BRANCH | 747 FORT CHISWELL ROAD | MAX MEADOWS | VA | 24360 | WYTHE | UNITED STATES | 256249 | | 48 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3680261 | MECHANICSVILLE BRANCH | 6109 BRASHIER BOULEVARD | MECHANICSVILLE | VA | 23111 | HANOVER | UNITED STATES | 470141 | | 79 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3305498 | SOMMERVILLE BRANCH | 14441 SOMMERVILLE COURT | MIDLOTHIAN | VA | 23113 | CHESTERFIELD | UNITED STATES | 442307 | | 109 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3108514 | HOPKINS ROAD BRANCH | 5734 HOPKINS ROAD | NORTH CHESTERFIELD | VA | 23234 | CHESTERFIELD | UNITED STATES | 363502 | | 107 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 782623 | TAZEWELL BRANCH | 643 EAST RIVERSIDE DRIVE | NORTH TAZEWELL | VA | 24630 | TAZEWELL | UNITED STATES | 228740 | | 50 | FIRST COMMUNITY BANK | 2353595 | |
| Close | 12/28/2012 | Full Service | 2618306 | POUND BRANCH | 8044 MAIN STREET | POUND | VA | 24279 | WISE | UNITED STATES | 256248 | | 47 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 1401257 | RICHLANDS BRANCH | 302 WASHINGTON SQUARE | RICHLANDS | VA | 24641 | TAZEWELL | UNITED STATES | 256246 | | 45 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 650526 | MIDLOTHIAN BRANCH | 9310 MIDLOTHIAN TURNPIKE | RICHMOND | VA | 23235 | CHESTERFIELD | UNITED STATES | 35402 | | 62 | FIRST COMMUNITY BANK | 2353595 | |
| OK | | Full Service | 3101775 | NORTH PARHAM ROAD BRANCH | 2702 NORTH PARHAM ROAD, SUITE 100 | RICHMOND | VA | 23294 | HENRICO | UNITED STATES | 362555 | | 106 | FIRST COMMUNITY BANK | 2353595 | |

| | | | | | | | | | | | | | | |
|----|--|-----------------|---------|---------------------------|---------------------------------|--------------|----|----------|--------------|---------------|--------|----|----------------------|---------|
| OK | | Full Service | 2488077 | PARHAM ROAD BRANCH | 900 NORTH PARHAM ROAD | RICHMOND | VA | 23229 | HENRICO | UNITED STATES | 259853 | 63 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 3682519 | TOWN CENTER BRANCH | 11400 MIDLOTHIAN TURNPIKE | RICHMOND | VA | 23235 | CHESTERFIELD | UNITED STATES | 470512 | 80 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 3066605 | ATHENS BRANCH | 101 VERMILLION ST | ATHENS | WV | 24712 | MERCER | UNITED STATES | 362630 | 53 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 2954675 | BROOKSHIRE LANE BRANCH | 50 BROOKSHIRE LANE | BECKLEY | WV | 25801 | RALEIGH | UNITED STATES | 290316 | 52 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 2309631 | CITIZENS DRIVE BRANCH | 111 CITIZENS DRIVE | BECKLEY | WV | 25801 | RALEIGH | UNITED STATES | 55608 | 51 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 814225 | FLAT TOP BRANCH | 211 FEDERAL STREET | BLUEFIELD | WV | 24701 | MERCER | UNITED STATES | 4531 | 34 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 2638911 | MERCER MALL BRANCH | US ROUTE 460 | BLUEFIELD | WV | 24701 | MERCER | UNITED STATES | 290399 | 39 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 813723 | PEOPLES BRANCH | US ROUTE 52 & WV ROUTE 20 | BLUEWELL | WV | 24701 | MERCER | UNITED STATES | 13244 | 36 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 887126 | BUCKHANNON BRANCH | 2 WEST MAIN STREET | BUCKHANNON | WV | 26201 | UPSHUR | UNITED STATES | 16360 | 44 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Limited Service | 3676844 | KANAWHA STREET BRANCH | 2426 S KANAWHA STREET | BUCKHANNON | WV | 26201 | UPSHUR | UNITED STATES | 228736 | 1 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 1176555 | COWEN BRANCH | WV ROUTE 20 & WILLIAMS RIVER RD | COWEN | WV | 26206 | WEBSTER | UNITED STATES | 212199 | 15 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 1158515 | RED OAK PLAZA BRANCH | RED OAK PLAZA, ROUTE 55 | CRAIGSVILLE | WV | 26205 | NICHOLAS | UNITED STATES | 249438 | 17 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 3642353 | DANIELS BRANCH | 1220 RITTER DRIVE | DANIELS | WV | 25832 | RALEIGH | UNITED STATES | 469324 | 77 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 376321 | GRAFTON BRANCH | 110 NORTH PIKE STREET | GRAFTON | WV | 26354 | TAYLOR | UNITED STATES | 4542 | 9 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 2891882 | SUMMERS BRANCH | 298 STOKES DRIVE | HINTON | WV | 25951-25 | SUMMERS | UNITED STATES | 235658 | 61 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 1401060 | LINDSIDE BRANCH | US 219 NORTH | LINDSIDE | WV | 24951 | MONROE | UNITED STATES | 235657 | 60 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 105839 | MAN BRANCH | 100 MARKET ST | MAN | WV | 25635 | LOGAN | UNITED STATES | 11172 | 28 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 965435 | MULLENS BRANCH | 221 HOWARD AVENUE | MULLENS | WV | 25882 | WYOMING | UNITED STATES | 238288 | 7 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 1431722 | OCEANA BRANCH | WV ROUTE 10, 1616 COOK PARKWAY | OCEANA | WV | 24870 | WYOMING | UNITED STATES | 17460 | 8 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 780432 | CASTLE ROCK BRANCH | 77 CEDAR AVENUE | PINEVILLE | WV | 24874 | WYOMING | UNITED STATES | 10693 | 6 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Limited Service | 2638845 | EAST PINEVILLE BRANCH | WV ROUTE 10, E PINEVILLE | PINEVILLE | WV | 24874 | WYOMING | UNITED STATES | 228739 | 31 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 3664056 | PRINCETON CROSSING BRANCH | 1102 OAKVALE ROAD | PRINCETON | WV | 24740 | MERCER | UNITED STATES | 469612 | 78 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 2638920 | STAFFORD COMMONS BRANCH | 1 STAFFORD COMMONS | PRINCETON | WV | 24740 | MERCER | UNITED STATES | 510931 | 87 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 2330 | PEOPLES BRANCH | 16 W MAIN STREET | RICHWOOD | WV | 26261 | NICHOLAS | UNITED STATES | 13555 | 16 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 2638854 | RICHWOOD BRANCH | RAILROAD & WHITE AVENUE | RICHWOOD | WV | 26261 | NICHOLAS | UNITED STATES | 212196 | 12 | FIRST COMMUNITY BANK | 2353595 |
| OK | | Full Service | 3937509 | SUMMERSVILLE BRANCH | 902 NORTHSIDE DRIVE | SUMMERSVILLE | WV | 26651 | NICHOLAS | UNITED STATES | 478953 | 81 | FIRST COMMUNITY BANK | 2353595 |

**First Community Bancshares, Inc.
Principal Shareholders
December 31, 2013**

Item 3.1 – Greater than or equal to 5% at year-end.

The following sets forth information with respect to those persons who, to the knowledge of management, beneficially owned more than 5% of the Corporation's outstanding stock as of 12/31/2013. All shares are subject to the named entity's sole voting and investment power.

| <i>Title of Class</i> | <i>Name and Address of Beneficial Owner</i> | <i>Shares Beneficially Owned</i> | <i>Percent of Class</i> |
|-----------------------|--|----------------------------------|-------------------------|
| Common | The H. P. & Anne S. Hunnicutt Foundation (1) Princeton, WV, USA | 1,222,100 | 6.60% |
| Common | Richard G. Preservati Princeton, WV, USA | 1,521,033 | 8.22% |
| Common | BlackRock New York, NY, USA | 1,144,167 | 6.18% |
| Common | Wells Fargo San Francisco, CA, USA | 1,040,001 | 5.62% |

(1) Information obtained from a Schedule 13G dated March 17, 2003. The H.P. and Anne S. Hunnicutt Foundation ("Foundation") is a charitable, tax-exempt, private foundation. The Foundation was created by the family of two directors, William P. Stafford and William P. Stafford, II. Neither director holds beneficial ownership of the shares held by the Foundation.

Item 3.2 – Greater than or equal to 5% during the year, but not year-end.

| | | | |
|--------|---|-----------|-------|
| Common | Wellington Management Company, LLP Boston, MA, USA | 1,227,553 | 6.17% |
|--------|---|-----------|-------|

First Community Bancshares, Inc.
 FRY-6 Annual Report
 December 31, 2013
 Report Item 4: Directors Officers

Item 4

| Name/Address | Title/Position in Holding Company Organization | Title/Position w/Other Business Companies | Title/Position With Direct/ Indirect Subs (b) | Principal Occupation if Other Than w/Holding Company | Number & Percent of Shares Owned in Bank Holding Company | Company | # of Shares | Percentage |
|--|---|--|--|---|---|---|----------------|---|
| Robert L. Buzzo Bluefield, VA, USA | (a) | (a) | President Emeritus, First Community Bank; Director, First Community Bank; Director, Greenpoint Insurance Group, Inc.; Director, First Community Wealth Management | (a) | (#) | N/A | | |
| Robert L. Schumacher Princeton, WV, USA | (a) | (a) | General Counsel and Secretary of First Community Bank Director, Greenpoint Insurance Group, Inc. Director, First Community Wealth Management | (a) | (#) | N/A | | |
| Franklin P. Hall Richmond, VA, USA | (a) | (a) | Director, First Community Bank | (a) | (#) | Hall & Hall, PLC FPH Enterprise, LLC Hall Tree Farm Family Law Firm of VA, PLC | | 50% 50% 50% 50% |
| Richard S. Johnson Richmond, VA, USA | (a) | (a) | Director, First Community Bank | (a) | (#) | Clover Hill Land Company, LLC The Wilton Co. Inc. & Subs The Wilton Co. LLC & Subs WTL Properties, LLC Southern Financial Corporation of Virginia Johnson Holdings-NYC, LLC | | 50.00% 33.33% 33.33% 25.00% 100.00% 25.00% |
| I. Norris Kantor Bluefield, WV, USA | (a) | (a) | Director, First Community Bank | (a) | (#) | N/A | | |
| E. Stephen Lilly Bluefield, VA, USA | (a) | (a) | Executive VP/COO, First Community Bank; Director, First Community Wealth Management | (a) | (#) | N/A | | |
| Gary R. Mills Princeton, WV, USA | (a) | (a) | Chief Executive Officer, First Community Bank Director, First Community Bank Director, Greenpoint Insurance Group, Inc. Director, First Community Wealth Management | (a) | (#) | N/A | | |

First Community Bancshares, Inc.
 FRY-6 Annual Report
 December 31, 2013
 Report Item 4: Directors Officers

Item 4

| Name/Address | Title/Position in Holding Company Organization | Title/Position w/Other Business Companies | Title/Position With Direct/ Indirect Subs (b) | Principal Occupation if Other Than w/Holding Company | Number & Percent of Shares Owned in Bank Holding Company | Company | # of Shares | Percentage |
|---|--|---|---|--|--|---|-------------|------------|
| David D. Brown Bluefield, VA, USA | (a) | (a) | Chief Financial Officer, First Community Bank | (a) | (#) | N/A | | |
| William P. Stafford Princeton, WV, USA | (a) | (a) | Director, First Community Bank | (a) | (#) | N/A | | |
| William P. Stafford, II Princeton, WV, USA | (a) | (a) | Director, First Community Bank; Director, Greenpoint Insurance Group, Inc.; Director, First Community Wealth Management | (a) | (#) | Walnut Hill, LLC Vermillion Development, LLC | | 25% 33% |
| Samuel L. Elmore Crab Orchard, WV, USA | (a) | (a) | Director, First Community Bank | (a) | (#) | N/A | | |
| W.C. Blankenship, Jr. Tazewell, VA, USA | (a) | (a) | Director, First Community Bank | (a) | (#) | N/A | | |

** - Information reported herein or included by reference is as of March 14, 2014.

- Refer to page 34 - 35 of the Notice of Annual Meeting and Proxy Statement attached as Exhibit B and attachment Number and Percentage of Shares Owned.

(a) Refer to page 138 - 139 of the 2013 Annual Report to shareholders on Form 10-K attached as Exhibit A.

(b) First Community Wealth Management is a wholly-owned subsidiary of First Community Bank; First Community Bank and Greenpoint Insurance Group, Inc. are wholly-owned subsidiaries of First Community Bancshares, Inc.

Item 4.4 b. - None

| Directors & Named Executive Officers | # Shares | Options O/S | Total | % Owned |
|---|-----------------|------------------------|----------------|--------------------|
| W. C. Blankenship, Jr. | 26,960 | - | 26,960 | 0.15% |
| David D. Brown | 6,321 | 10,000 | 16,321 | 0.09% |
| Robert L. Buzzo | 24,759 | 35,667 | 60,426 | 0.33% |
| Samuel L. Elmore | 1,599 | - | 1,599 | 0.01% |
| Franklin P. Hall | 42,376 | - | 42,376 | 0.23% |
| Richard S. Johnson | 25,571 | 6,050 | 31,621 | 0.17% |
| I. Norris Kantor | 30,246 | - | 30,246 | 0.16% |
| E. Stephen Lilly | 19,555 | 24,807 | 44,362 | 0.24% |
| Gary R. Mills | 13,746 | 9,123 | 22,869 | 0.12% |
| William P. Stafford | 268,753 | - | 268,753 | 1.45% |
| William P. Stafford, II | <u>173,652</u> | <u>-</u> | <u>173,652</u> | 0.94% |