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FRB RICHMOND

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)); 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, Robert F. Shuford, Sr.
Name of the Holding Company Director and Official

Chairman
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

05/05/2015
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 1076673
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
Old Point Financial Corporation
Legal Title of Holding Company

PO Box 3392
(Mailing Address of the Holding Company) Street / P.O. Box

Hampton	VA	23663
City	State	Zip Code

1 W. Mellen St Hampton Va 23663
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Danielle Getkin	Acctg Specialist-Reg Rpting
Name	Title

757-728-1876
Area Code / Phone Number / Extension

757-728-3414
Area Code / FAX Number

dgetkin@oldpoint.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

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, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

Form FR Y-6

Old Point Financial Corporation
Hampton, Virginia
Fiscal Year Ending December 31, 2014

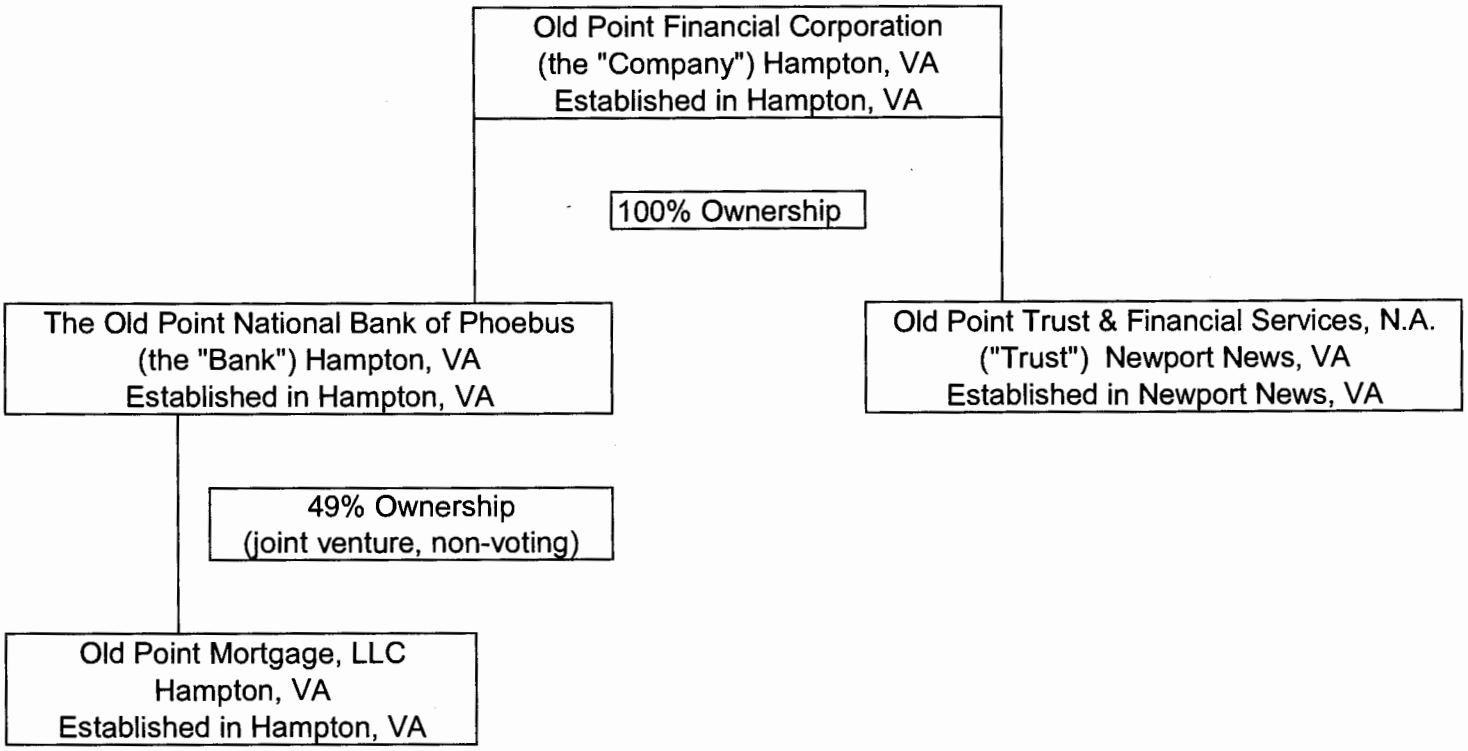
Report Item

1: The bank holding company prepares an annual report for its shareholders.
Two copies will be sent under separate cover upon completion.

2a: Organizational Chart

A discussion of ownership is included on page 1 of the Annual Report on Form 10-K and is incorporated herein by reference.

2b: The Domestic Branch Listing was submitted via email on 2/24/2015.



Form FR Y-6

Old Point Financial Corporation
Hampton, Virginia
Fiscal Year Ending December 31, 2014

Report Item 3: Shareholders
(1)(a)(b)(c) and (2)(a)(b)(c)

Current Shareholders with ownership, control or holding of 5% or more with power to vote as of fiscal year ending 12/31/14			Shareholders not listed in 3(1)(a) through 3(1)(c) that had ownership, control or holding of 5% or more with power to vote during the fiscal year ending 12/31/14		
(1)(a) Name & Address (City, State)	(1)(b) Country of Citizenship or Incorporation	(1)(c)Number and Percentage of Each Class of Voting Securities	(2)(a) Name & Address (City, State)	(2)(b) Country of Citizenship or Incorporation	(2)(c) Number and Percentage of Each Class of Voting Securities
Old Point Trust & Financial Services, N.A. Newport News, VA	USA	916,889 shares 18.5%	None.		
James Reade Chisman Hampton, VA	USA	353,999 shares* 7.1%			
Robert F. Shuford, Sr. Hampton, VA	USA	545,604 shares* 11.0%			
VuBay Foundation Hampton, VA	USA	249,552 shares 5.0%			
Ann DeVenny Wallace Arlington, VA	USA	257,171 shares* 5.2%			
PL Capital Group Naperville, IL	USA	269,808 shares* 5.4%			

According to information provided to the Company by VuBay Foundation, James Reade Chisman, Robert F. Shuford, Sr. and Ann DeVenny Wallace (the "VuBay information"), as of February 27, 2015, Mr. Chisman has sole voting and dispositive power with respect to 64,229 shares and shared voting and dispositive power with respect to 288,520 shares. Mr. Shuford, Sr. has sole voting and dispositive power with respect to 149,341 shares and shared voting and dispositive power with respect to 391,283 shares. Ms. Wallace has sole voting and dispositive power with respect to 7,619 shares and shared voting and dispositive power with respect to 249,552 shares. Mr. Chisman, Mr. Shuford, Sr. and Ms. Wallace each disclaim any beneficial interest in 249,552 of the shares that he or she may be deemed to beneficially own by virtue of his or her position as a director of VuBay Foundation, the holder of record of 249,552 shares. In their capacities as directors of VuBay Foundation, Mr. Chisman, Mr. Shuford, Sr. and Ms. Wallace each share with the other two directors voting and dispositive power with respect to the shares held by VuBay Foundation.

Results: A list of branches for your depository institution: OLD POINT NATIONAL BANK OF PHOEBUS, THE (ID_RSSD: 186221).
This depository institution is held by OLD POINT FINANCIAL CORPORATION (1076673) of HAMPTON, 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 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)	186221	OLD POINT NATIONAL BANK OF PHOEBUS, THE	1 WEST MELLEN STREET	HAMPTON	VA	23663	HAMPTON CITY	UNITED STATES	4631	0	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	3433113	EAGLE HARBOR BRANCH	13489 CARROLLTON BOULEVARD	CARROLLTON	VA	23314	ISLE OF WIGHT	UNITED STATES	453437	24	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	3218084	EDEN WAY BRANCH	740 EDEN WAY	CHESAPEAKE	VA	23320	CHESAPEAKE CITY	UNITED STATES	429571	21	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	277428	FORT MONROE BRANCH	PATCH ROAD AT THE POST EXCHANGE	FORT MONROE	VA	23651	HAMPTON CITY	UNITED STATES	212738	3	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	155124	DOWNTOWN HAMPTON BRANCH	101 EAST QUEEN STREET	HAMPTON	VA	23669	HAMPTON CITY	UNITED STATES	212737	2	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	154622	EXECUTIVE TOWERS BRANCH	2101 EXECUTIVE DRIVE	HAMPTON	VA	23666	HAMPTON CITY	UNITED STATES	212739	4	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	63425	WEST MERCURY OFFICE	4030 WEST MERCURY BLVD	HAMPTON	VA	23666	HAMPTON CITY	UNITED STATES	212736	1	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	3328	WOODLAND BRANCH	347 WOODLAND ROAD	HAMPTON	VA	23669	HAMPTON CITY	UNITED STATES	212740	5	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Trust	3540945	OYSTER POINT FINANCIAL CENTER BRANCH	11780 JEFFERSON AVENUE	NEWPORT NEWS	VA	23606	NEWPORT NEWS CITY	UNITED STATES	212752	17	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	65522	PROFESSIONAL PARK OFFICE	11751 JEFFERSON AVE	NEWPORT NEWS	VA	23606	NEWPORT NEWS CITY	UNITED STATES	212743	8	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	66024	SHERWOOD BRANCH	13801 WARWICK BOULEVARD	NEWPORT NEWS	VA	23602	NEWPORT NEWS CITY	UNITED STATES	212741	6	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	188328	WARWICK BRANCH	11134 WARWICK BLVD	NEWPORT NEWS	VA	23601	NEWPORT NEWS CITY	UNITED STATES	212742	7	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	2999621	EAST MAIN STREET BRANCH	580 EAST MAIN ST	NORFOLK	VA	23510	NORFOLK CITY	UNITED STATES	360542	20	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	3998751	GHENT BRANCH	1812 GRANBY STREET	NORFOLK	VA	23517	NORFOLK CITY	UNITED STATES	498648	26	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	3919158	HILLTOP BRANCH	1613 LASKIN ROAD	VIRGINIA BEACH	VA	23451	VIRGINIA BEACH CITY	UNITED STATES	473406	25	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	3387364	INDEPENDENCE BRANCH	351 INDEPENDENCE BLVD	VIRGINIA BEACH	VA	23462	VIRGINIA BEACH CITY	UNITED STATES	445457	23	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	3325807	NEW TOWN BRANCH	4139 IRON BOUND ROAD	WILLIAMSBURG	VA	23188	JAMES CITY	UNITED STATES	442428	22	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	2842017	NORGE CROSSING BRANCH	7504 RICHMOND ROAD	WILLIAMSBURG	VA	23188	JAMES CITY	UNITED STATES	212754	19	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	
OK		Full Service	2497529	KILN CREEK BRANCH	201 KLIN CREEK PARKWAY	YORKTOWN	VA	23693	YORK	UNITED STATES	212750	15	OLD POINT NATIONAL BANK OF PHOEBUS, THE	186221	

(1) Names & Address (City, State)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) % of Voting Shares in Bank Holding Company	(4)(b) % of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) and % of voting securities held if 25% or more of voting securities are held
Dr. Arthur D. Greene Newport News, VA	Retired Orthopaedic Surgeon	Director	N/A	Sentara Healthcare Administrator	Less than 1%	N/A	N/A
John Cabot Ishon Hampton, VA	Retailer	Director	N/A	President, Hampton Stationery	1.0%	N/A	Hampton Stationery (100%) Ratmink, Inc. (33.3%) Hampton Stationery Furniture & Office Supplies (33.3%)
Tom B. Langley	Civil Engineering	Director	N/A	President, Langley & McDonald Inc.	Less than 1%	N/A	Langley Limited Partnership (33%)
John B. Morgan, II Newport News, VA	Insurance	Director	N/A	President, Morgan-Marrow Insurance	Less than 1%	N/A	Magruder Development Group, LLC (25%) Morgan Marrow (25%)
Louis G. Morris Hampton, VA	N/A	Executive Vice President/OPNB	President & CEO Old Point National Bank	N/A	1.2%	N/A	N/A
Dr. H Robert Schappert Newport News, VA	Veterinarian (retired)	Director	N/A	N/A	3.5%	N/A	N/A
Robert F. Shuford, Sr. Hampton, VA	N/A	Chairman, President & CEO	Chairman of the Board Old Point National Bank	N/A	11.0%	N/A	N/A
Robert F. Shuford, Jr. Hampton, VA	N/A	Senior Vice President/Operations	Executive Vice President/COO Old Point National Bank	N/A	Less than 1%	N/A	N/A
Ellen Clark Thacker Yorktown, VA	Management	Director	N/A	Executive Director, Gloucester-Mathews Humane Society	1.9%	N/A	N/A
Joseph R. Witt Newport News, VA	N/A	Senior Vice President/Corporate Banking	Executive Vice President/Corporate Banking Old Point Naitonal Bank	N/A	Less than 1%	N/A	N/A

Form FR Y-6

Old Point Financial Corporation
Hampton, Virginia
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

Directors

(1) Names & Address (City, State)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) % of Voting Shares in Bank Holding Company	(4)(b) % of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) and % of voting securities held if 25% or more of voting securities are held
Stephen C. Adams Hampton, VA	Finance	Director	N/A	Group Vice President/Chief Financial Officer of Pomoco	Less than 1%	N/A	Adams Investments, Inc. (100%) Rotunda Associates LLC (33.33%)
James Reade Chisman Hampton, VA	Development Company	Director	N/A	President, J.R. Chisman Development Company	7.1%	N/A	J.R. Chisman Development Co (100%) Eagle Landing Investment Co (82%) Crestview Associates (50%) Pembroke Corp (50%)
Russell Smith Evans, Jr. Hampton, VA	Finance	Director	N/A	Assistant Treasurer and Corporate Fleet Manager Ferguson Enterprises (retired)	Less than 1%	N/A	N/A
Michael A. Glasser Norfolk, VA	Attorney-at-Law	Director	N/A	Member, Glasser & Glasser P.L.C.	Less than 1%	N/A	Glasser & Glasser P.L.C. (39.25%) Crown Center Assoc. LLC (25.55%)

Form FR Y-6

Old Point Financial Corporation
Hampton, Virginia
Fiscal Year Ending December 31, 2014

Report Item 4: Insiders
(1), (2), (3)(a)(b)(c), and (4)(a)(b)(c)

Directors

(1) Names & Address (City, State)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) % of Voting Shares in Bank Holding Company	(4)(b) % of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) and % of voting securities held if 25% or more of voting securities are held
Stephen C. Adams Hampton, VA	Finance	Director	N/A	Group Vice President/Chief Financial Officer of Pomoco	Less than 1%	N/A	Adams Investments, Inc. (100%) Rotunda Associates LLC (33.33%)
James Reade Chisman Hampton, VA	Development Company	Director	N/A	President, J.R. Chisman Development Company	7.1%	N/A	J.R. Chisman Development Co (100%) Eagle Landing Investment Co (82%) Crestview Associates (50%) Pembroke Corp (50%)
Russell Smith Evans, Jr. Hampton, VA	Finance	Director	N/A	Assistant Treasurer and Corporate Fleet Manager Ferguson Enterprises (retired)	Less than 1%	N/A	N/A
Michael A. Glasser Norfolk, VA	Attorney-at-Law	Director	N/A	Member, Glasser & Glasser P.L.C.	Less than 1%	N/A	Glasser & Glasser P.L.C. (39.25%) Crown Center Assoc. LLC (25.55%)

Executive Officers

(1) Names & Address (City, State)	(2) Principal Occupation if other than with Bank Holding Company	(3)(a) Title & Position with Bank Holding Company	(3)(b) Title & Position with Subsidiaries (include names of subsidiaries)	(3)(c) Title & Position with Other Businesses (include names of other businesses)	(4)(a) % of Voting Shares in Bank Holding Company	(4)(b) % of Voting Shares in Subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (include partnerships) and % of voting securities held if 25% or more of voting securities are held
Robert F. Shuford, Sr. Hampton, VA	N/A	Chairman, President & CEO	Chairman of the Board Old Point National Bank	N/A	11.0%	N/A	N/A
Louis G. Morris Hampton, VA	N/A	Executive Vice President/OPNB	President & CEO Old Point National Bank	N/A	1.2%	N/A	N/A
Laurie D. Grabow Chesapeake, VA	N/A	CFO & Senior Vice President/Finance	Executive Vice President/CFO Old Point National Bank	N/A	Less than 1%	N/A	N/A
Eugene M. Jordan, II Hampton, VA	N/A	Executive Vice President/Trust	President & CEO Old Point Trust & Financial Services	N/A	Less than 1%	N/A	N/A
Robert F. Shuford, Jr. Hampton, VA	N/A	Senior Vice President/Operations	Senior Executive Vice President/COO Old Point National Bank	N/A	Less than 1%	N/A	N/A
Joseph R. Witt Newport News, VA	N/A	Senior Vice President/Corporate Banking and Human Resources	Senior Executive Vice President/Chief Adminstartive Officer Old Point National Bank	N/A	Less than 1%	N/A	N/A