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FR Y-6
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Approval expires December 31, 2015
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Board of Governors of the Federal Reserve System



FRB RICHMOND
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.

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

March 20, 2015

Month / Day / Year

N/A

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

I, William H. Hayter

Name of the Holding Company Director and Official

President & CEO

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.

Reporter's Name, Street, and Mailing Address

First Bancorp, Inc.

Legal Title of Holding Company

P.O. Box 457

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

Lebanon VA 24266

City State Zip Code

359 West Main St., Lebanon, VA 24266

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:

W. Mark Nelson Chief Financial Officer

Name Title

276-623-2323 205

Area Code / Phone Number / Extension

276-628-5860

Area Code / FAX Number

mnelson@firstbank.com

E-mail Address

www.firstbank.com

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

Signature of Holding Company Director and Official
March 23, 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
C.I.

1988646

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.

FIRST BANCORP, INC.

ANNUAL REPORT OF BANK HOLDING COMPANIES – FR Y-6

REPORT ITEM 1: BANK HOLDING COMPANY FINANCIAL STATEMENTS

- A. N/A
- B. See attached 2014 Annual Report

REPORT ITEM 2: ORGANIZATIONAL CHART

FIRST BANCORP, INC.
359 W. Main Street
Lebanon, VA 24266
Incorporated in the State of Virginia

The First Bank and Trust Company
359 W. Main Street
Lebanon, Virginia 24266
100% Owned by First Bancorp, Inc.
Incorporated in the State of Virginia

First Bancorp (VA) Statutory Trust I
359 W. Main Street
Lebanon, VA 24266
100% Owned by First Bancorp, Inc.
Organized in the State of Delaware

First Bancorp (VA) Statutory Trust II
359 W. Main Street
Lebanon, VA 24266
100% Owned by First Bancorp, Inc.
Organized in the State of Delaware

First Southeast Development, LLC*
18528 Lee Highway
Abingdon, Virginia 24210
100% Owned by First Bancorp, Inc.
Organized in the State of Virginia

First B&T Financial Services, Inc.
359 W. Main Street
Lebanon, Virginia 24266
100% Owned by The First Bank and Trust Company
Incorporated in the State of Virginia

Item 2(a): None

REPORT ITEM 2(b): See attached listing.

Item 2(c): None

Item 2(d): None

REPORT ITEM 3: SHAREHOLDERS

See attached list of shareholders that directly or indirectly own, control or hold with power to vote 5 percent or more of any class of voting securities of the company at any time during 2014.

REPORT ITEM 4: BANK HOLDING COMPANY

List of principal shareholders, director, trustee, partner, executive officer, or person exercising similar functions, regardless of title or compensation, of the bank holding company.

PREPARED BY:

W. Mark Nelson
Chief Financial Officer

4/16/15
Date

*100% owned by First Bancorp, Inc.
Managing Member

Results: A list of branches for your depository institution: FIRST BANK AND TRUST COMPANY, THE (ID_RSSD: 223322). This depository institution is held by FIRST BANCCORP, INC. (1988646) of LEBANON, 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)	223322	FIRST BANK AND TRUST COMPANY, THE	359 WEST MAIN STREET	LEBANON	VA	24266	RUSSELL	UNITED STATES	16025	0	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	2582283	VOLUNTEER PARKWAY BRANCH	1314 VOLUNTEER PARKWAY	BRISTOL	TN	37620	SULLIVAN	UNITED STATES	290384	10	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	2914697	GRAY BRANCH	2100 FOREST DR	GRAY	TN	37615	WASHINGTON	UNITED STATES	357107	11	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	2353698	JOHNSON CITY BRANCH	1185 N STATE OF FRANKLIN RD	JOHNSON CITY	TN	37604	WASHINGTON	UNITED STATES	56239	9	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	3101814	KINGSPORT BRANCH	1108 E STONE DR	KINGSPORT	TN	37660	SULLIVAN	UNITED STATES	364442	12	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	2069579	EAST ABINGDON BRANCH	933 EAST MAIN ST	ABINGDON	VA	24210	WASHINGTON	UNITED STATES	255593	4	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	100526	WEST ABINGDON BRANCH	667 WEST MAIN ST	ABINGDON	VA	24210	WASHINGTON	UNITED STATES	255590	1	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	4504579	BRIDGEWATER BRANCH	610 NORTH MAIN STREET SUITE B	BRIDGEWATER	VA	22812	ROCKINGHAM	UNITED STATES	540717	24	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	1436521	EAST BRISTOL BRANCH	38 EAST VALLEY DR	BRISTOL	VA	24201	BRISTOL CITY	UNITED STATES	255591	2	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	2110574	WEST BRISTOL BRANCH	1419 WEST STATE ST	BRISTOL	VA	24201	BRISTOL CITY	UNITED STATES	255592	3	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	3557635	CHRISTIANSBURG BRANCH	150 PEPPERS FERRY ROAD	CHRISTIANSBURG	VA	24073	MONTGOMERY	UNITED STATES	458865	21	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	4626181	FAIRLAWN OFFICE	7305 PEPPERS FERRY BOULEVARD	FAIRLAWN	VA	24141	PULASKI	UNITED STATES	Not Required	Not Required	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	3962622	LYNCHBURG BRANCH	17011 FOREST ROAD	FOREST	VA	24551	BEDFORD	UNITED STATES	452403	19	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	3356276	HARRISONBURG BRANCH	120 UNIVERSITY BLVD	HARRISONBURG	VA	22801	HARRISONBURG CITY	UNITED STATES	441781	18	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	2608183	EAST LEBANON BRANCH	2030 EAST MAIN STREET	LEBANON	VA	24266	RUSSELL	UNITED STATES	255594	5	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	2214678	NORTON BRANCH	1026 PARK AVE	NORTON	VA	24273	NORTON CITY	UNITED STATES	257584	14	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	2916552	STAUNTON BRANCH	1030 RICHMOND ROAD	STAUNTON	VA	24401	STAUNTON CITY	UNITED STATES	356996	7	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	3305238	VERONA BRANCH	1563 COMMERCE RD	VERONA	VA	24482	AUGUSTA	UNITED STATES	441779	16	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	3734294	WAYNESBORO BRANCH	851 LEW DEWITT BOULEVARD	WAYNESBORO	VA	22980	WAYNESBORO CITY	UNITED STATES	474352	22	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	864127	WISE BRANCH	303 WEST MAIN STREET	WISE	VA	24293	WISE	UNITED STATES	17137	13	FIRST BANK AND TRUST COMPANY, THE	223322	
OK		Full Service	3348628	WYTHEVILLE BRANCH	1290 NORTH 4TH STREET	WYTHEVILLE	VA	24382	WYTHE	UNITED STATES	441780	17	FIRST BANK AND TRUST COMPANY, THE	223322	

FIRST BANCORP, INC.

ANNUAL REPORT OF BANK HOLDING COMPANIES – FR Y-6

REPORT ITEM 3: SHAREHOLDERS

ITEM 3.1

NAME AND ADDRESS	NUMBER OF SHARES	PERCENT	CITIZENSHIP
Ronald Barrett Lebanon, Virginia	355,936	8.56%	USA
A. Benton Chafin, Jr. Lebanon, Virginia	344,740	8.30%	USA
Inez Cox Vansant, Virginia	334,688	8.05%	USA
William H. Hayter Abingdon, Virginia	294,050	7.08%	USA
David A. Leonard Lebanon, Virginia	379,730	9.14%	USA

ITEM 3.2

NONE

FORM FR Y-6
FIRST BANCORP, INC.
FISCAL YEAR ENDING DECEMBER 31, 2014

(1) Name/Address	(2) Principal Occupation if other than with Holding Company	(3)(a) Title & Position with Holding Company	(3)(b) Title & Position with Subsidiaries (incl. name of Subsidiaries)	(3)(c) Title & Position with other businesses (incl. names of other businesses)	(4)(a) Percentage of voting shares in holding company	(4)(b) Percentage of voting shares in subsidiaries (include names of subsidiaries)	(4)(c) List names of other companies (includes partnerships) if 25% or more of voting securities are held (list names of companies and percentage of voting securities held)
Ronald L. Barrett Lebanon, VA USA	Retired	Director/ Secretary	Director/ Secretary (First Bank & Trust Company)	n/a	8.56%	n/a	Ron's Rentals & Sales Barrett Farms Barrett Investments, LLC 100% 100% 70%
A. Benton Chafin, Jr. Lebanon, VA USA	Attorney	Director/ Chairman	Director/ Chairman (First Bank & Trust Company)	Attorney – Chafin Law Firm PC Attorney – Chafin and Chafin PC	8.30%	n/a	Chafin Law Firm PC Chafin and Chafin PC ABC Land & Cattle Co Chafin Investment, LLC Moccasin Hill, LLC ABC Clinch Mountain, LLC 100% 50% 100% 48.55% 100% 100%
William H. Hayter Abingdon, VA USA	Banker	Director	Director/ President & CEO (First Bank & Trust Company)	n/a	7.06%	n/a	AgVest, LLC 67%
David A. Leonard Lebanon, VA USA	Real Estate & Cattle	Director	Director (First Bank & Trust Company)	n/a	9.14%	n/a	Leonard Companies LTD L-K Properties Len-Wolf, Ltd. Hansonville Company LLC 60% 50% 67% 40%
Rhonda C. Hensley Castlewood, VA USA	Banker	Officer	Senior Vice President/Operations (First Bank & Trust Company)	n/a	.39%	n/a	None
W. Mark Nelson Meadowview, VA USA	Banker	Officer	CFO (First Bank & Trust Company)	n/a	1.26%	n/a	None