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Martinsburg, West Virginia 25401

7000 Hampton Center  
Morgantown, West Virginia 26505

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Parkersburg, West Virginia 26101



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Charleston, West Virginia 25301

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6000 Town Center Boulevard, Suite 210  
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333 West Vine Street, Suite 1700  
Lexington, Kentucky 40507

480 West Jubal Early Drive, Suite 130  
Winchester, Virginia 22601

September 7, 2012

Lynn S. Clarke  
Telephone — 304-347-2122  
Facsimile — 304-347-2196

E-Mail Address:  
lclarke@bowlesrice.com

RECEIVED  
SEP 12 PM 4:19  
PUBLIC NOTICE

U.S. Department of Labor  
Employee Benefits Security Administration  
Top-Hat Plan Exemption  
200 Constitution Ave., NW, Room N-1513  
Washington, D.C. 20210

**CERTIFIED MAIL RETURN RECEIPT  
REQUESTED**

Re: Top-Hat Plan Exemption Statement for First Community Bancshares, Inc.  
2012 Omnibus Equity Compensation Plan

Dear Sir or Madam:

We represent First Community Bancshares, Inc.

Enclosed for registration please find a signed, dated Top-Hat Plan Exemption Statement for the 2012 Omnibus Equity Compensation Plan of First Community Bancshares, Inc. If you need any additional information in order to process this Exemption, please let me know.

Very truly yours,

Lynn S. Clarke

LSC/trb  
Enclosure

**Circular 230 Notice**

With respect to federal tax issues, no advice, statement or information contained in this communication is intended to be, or written for the purpose of being, (a) relied upon by a taxpayer as the exclusive basis to avoid penalties under the Internal Revenue Code, or (b) used in connection with the promotion, marketing or recommendation of any tax shelter product or tax shelter transaction.

**TOP-HAT PLAN EXEMPTION STATEMENT**

U.S. Department of Labor  
Employee Benefits Security Administration  
Top-Hat Plan Exemption  
200 Constitution Ave., NW, Room N-1513  
Washington, D.C. 20210

Employer Name: First Community Bancshares, Inc.

Address: One Community Pl.  
PO Box 989  
Bluefield, VA 24605-0989

Employer EIN: 55-0694814

Name of Plan: 2012 Omnibus Equity Compensation Plan

The Plan is maintained for a select group of management or highly compensated employees.

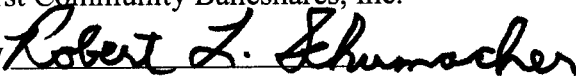
Number of Plans: 1

Number of Employees in Plan: 0

Date: September 5, 2012

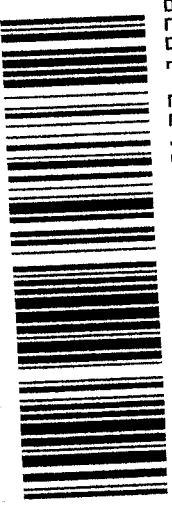
Signed:

First Community Bancshares, Inc.

By 

Its: Senior Vice-President and General Counsel

**CERTIFIED MAIL**



91 7199 9991 7031 8622 1039



\$04.55

LAW OFFICES

**Bowles Rice  
McDavid Graff & Love** LLP

P.O. BOX 1386  
CHARLESTON, WEST VIRGINIA 25325-1386

**TO:**

U.S. Department of Labor  
Employee Benefits Security Administration  
Top-Hat Plan Exemption  
200 Constitution Ave., NW, Room N-1513  
Washington, D.C. 20210

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RETURN RECEIPT REQUESTED**

FIRST CLASS MAIL