

2000 ANNUAL REPORT
OF THE
BUREAU OF FINANCIAL
INSTITUTIONS

State Corporation Commission

Commonwealth of Virginia

Banks
Credit Unions
Savings Institutions
Trust Companies

OPERATING IN VIRGINIA AT THE CLOSE OF BUSINESS
DECEMBER 31, 2000



FROM REPORTS FILED IN THE
BUREAU OF FINANCIAL INSTITUTIONS

TABLE OF CONTENTS

Letter of Transmittal3

Personnel4

Legal Holidays5

Organizational Chart6

Domestic Deposits in Virginia Bank Offices7

BANKS:

 Consolidated Report of Condition8

 Consolidated Report of Income9

 Operating Ratios for all State Chartered Banks10

 Bank Applications Received and/or Acted Upon14

 Bank Status Changes26

 Individual Bank Balance Sheets36

 Alphabetical Listing by Name of State Banks

 Showing Officers and Branches68

 Alphabetical Listing by Location of State

 Banks and Branches Per City and County92

 Registered Bank Holding Companies118

 Trust Subsidiaries125

TRUST COMPANIES:

 Consolidated Report of Condition126

 Trust Company Applications Received and/or Acted Upon127

 Trust Company Status Changes127

 Alphabetical Listing of Trust Companies127

SAVINGS INSTITUTIONS:

 Consolidated Report of Condition128

 Savings Institution Applications Received and/or Acted Upon129

 Individual Savings Institution Balance Sheets130

 Alphabetical Listing by Name of State Savings

 Institutions Showing Officers and Branches132

 Alphabetical Listing by Location of State Savings

 Institutions and Branches Per City and County133

CREDIT UNIONS:

 Consolidated Balance Sheet134

 Consolidated Statement of Income and Expenses135

 Credit Union Applications Received and/or Acted Upon136

 Credit Union Status Changes138

 Alphabetical Listing by Name of Credit Unions

 Showing Treasurers, Assets and Service Facilities140

STATE CORPORATION COMMISSION

HULLIHEN WILLIAMS MOORE, Chairman

I. CLINTON MILLER

THEODORE V. MORRISON, JR.

JOEL H. PECK, Clerk of the Commission

Report of the Bureau of Financial Institutions

Richmond, Virginia, December 31, 2000

TO THE STATE CORPORATION COMMISSION
Richmond, Virginia

GREETINGS:

I have the honor to submit herewith the Annual Report of the Bureau of Financial Institutions for the year ended December 31, 2000.

Respectfully,

E. J. FACE, JR.
Commissioner of Financial Institutions

BUREAU OF FINANCIAL INSTITUTIONS

E. J. FACE, JR.
Commissioner of Financial Institutions

ADMINISTRATION AND FINANCE

GERALD E. FALLEN
Assistant Commissioner

BANKS AND SAVINGS INSTITUTIONS

JOHN M. CROCKETT
Deputy Commissioner

CONSUMER FINANCE

SUSAN E. HANCOCK
Deputy Commissioner

CORPORATE STRUCTURE AND RESEARCH

NICHOLAS C. KYRUS
Deputy Commissioner

CREDIT UNIONS

GEORGE H. LATHAM
Deputy Commissioner

OFFICERS THROUGH WHOM THE STATE CORPORATION COMMISSION
HAS ADMINISTERED THE BANKING LAWS*Chief Examiner of Banks*

C. C. BARKSDALE, June 15, 1910 to February 15, 1919
JOHN T. GARRETT (Acting), February 16, 1919 to March 9, 1919
J. H. PINNER, March 10, 1919 to April 30, 1919
F. B. RICHARDSON, May 1, 1919 to July 31, 1923
M. E. BRISTOW, August 1, 1923 to July 14, 1927

Chief Deputy to the Commissioner of Insurance and Banking

M. E. BRISTOW, July 15, 1927 to January 15, 1930

Commissioner of Insurance and Banking

M. E. BRISTOW, January 16, 1930 to June 20, 1938

Commissioner of Banking

M. E. BRISTOW, June 21, 1938 to January 31, 1939
MILTON R. MORGAN, February 1, 1939 to January 15, 1951
LOGAN R. RITCHIE, January 16, 1951 to June 30, 1965
THOMAS D. JONES, JR., July 1, 1965 to May 2, 1973
RALPH S. JESSEE (Acting), May 3, 1973 to January 24, 1974
THOMAS D. JONES, JR., January 25, 1974 to May 7, 1975
RALPH S. JESSEE (Acting), May 8, 1975 to December 14, 1976
THOMAS D. JONES, JR., December 15, 1976 to May 31, 1977
SIDNEY A. BAILEY, June 1, 1977 to June 30, 1978

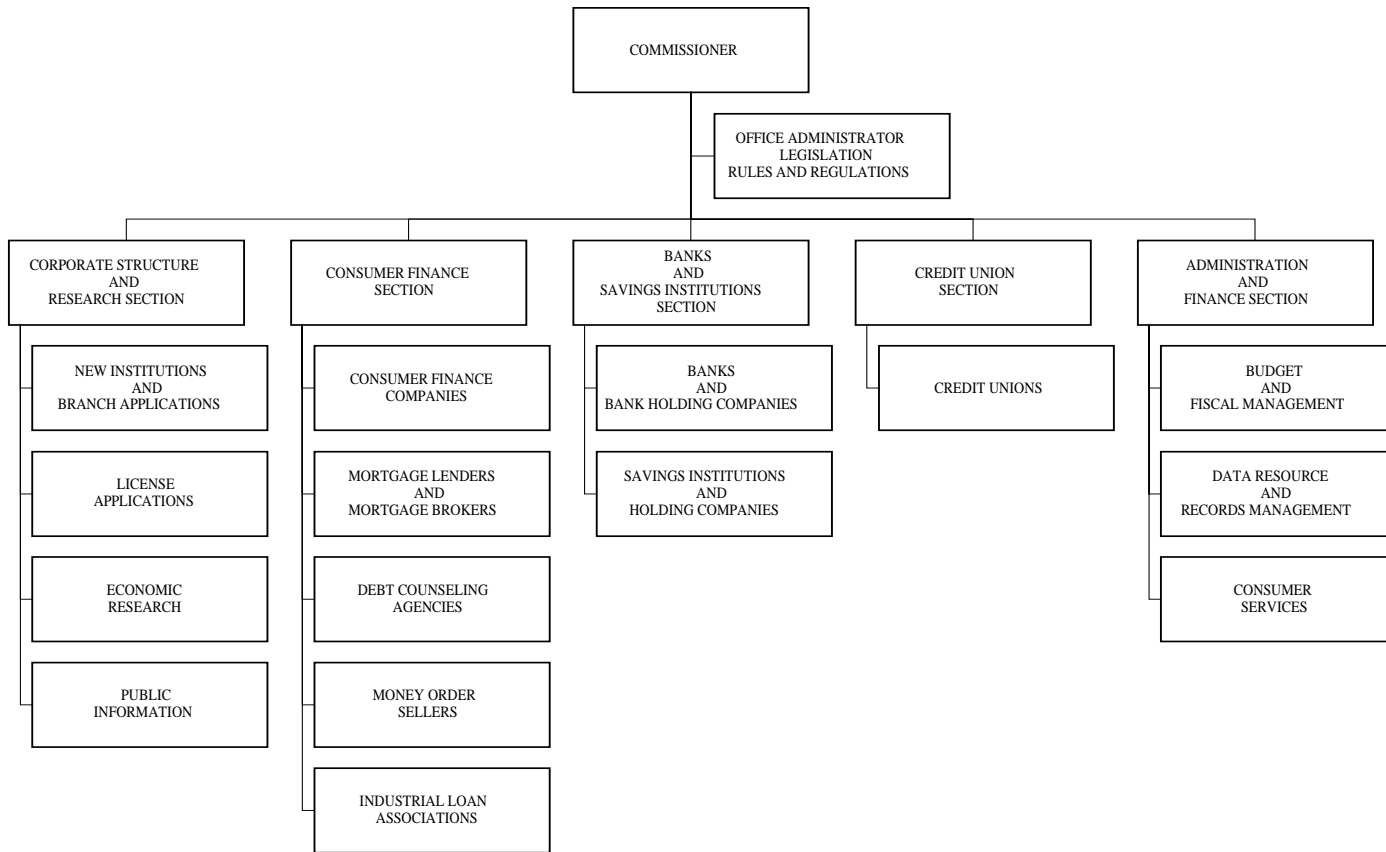
Commissioner of Financial Institutions

SIDNEY A. BAILEY, July 1, 1978 to June 30, 1997
E. J. FACE, JR., July 1, 1997 to Date

LEGAL HOLIDAYS

In each year, the first day of January (New Year's Day), the Friday preceding the third Monday in January (Lee-Jackson Day), the third Monday in January (Martin Luther King, Jr. Day), the third Monday in February (George Washington Day), the last Monday in May (Memorial Day), the fourth day of July (Independence Day), the first Monday in September (Labor Day), the second Monday in October (Columbus Day and Yorktown Victory Day), the eleventh day of November (Veterans Day), the fourth Thursday in November and the Friday next following (Thanksgiving), the twenty-fifth day of December (Christmas Day), or whenever any of such days shall fall on a Saturday, the Friday next preceding such day, or whenever any of such days shall fall on Sunday, the Monday next following such day, and any day so appointed by the Governor of this Commonwealth or the President of the United States, shall be a legal holiday as to the transaction of all business (Title 2.1, Chapter 3, Code of Virginia).

ORGANIZATIONAL CHART BUREAU OF FINANCIAL INSTITUTIONS



CONSOLIDATED REPORT OF CONDITION - VIRGINIA STATE BANKS
DECEMBER 31, 1999 & 2000 (IN THOUSANDS OF DOLLARS)

	December 31, 1999 112 State Banks 1,324 Branches	December 31, 2000 108 State Banks 1,027 Branches
ASSETS		
Cash and balances due from depository institutions	\$ 2,802,156	\$ 1,452,148
Noninterest-bearing balances and currency and coin	2,557,015	1,208,499
Interest-bearing balances	245,141	243,649
Securities	13,310,284	7,994,184
Federal funds sold & securities purchased under agreement to resell	0 654,324	0 1,844,727
Loan and lease financing receivables:		
Loans and leases, net of unearned income	47,604,999	33,592,674
LESS: Allowance for loan and lease losses	790,167	700,684
LESS: Allocated transfer risk reserve	0	0
Loans and leases, net of unearned income and allowance for losses	46,814,832	32,891,990
Assets held in trading accounts	0	0
Premises and fixed assets (including capitalized leases)	1,215,683	1,060,811
Other real estate owned	55,776	32,056
Investments in unconsolidated subsidiaries and associated companies	0 18,958	0 2,023
Customers' liabilities to banks on acceptances outstanding	6,487	259
Intangible assets	677,648	273,893
Other assets	2,085,165	1,926,320
TOTAL ASSETS	\$ 67,641,313	\$ 47,478,411
LIABILITIES		
Deposits:		
In domestic offices	\$ 44,082,329	\$ 32,774,986
(1) Noninterest-bearing	7,792,299	4,646,411
(2) Interest-bearing	36,290,030	28,128,575
In foreign offices, Edge and Agreement subsidiaries, and IBFs....	52,893	274,268
(1) Noninterest-bearing	1,604	4,400
(2) Interest-bearing	51,289	269,868
Federal funds purchased and securities sold under agreement to repurchase	7,073,307	1,783,118
Demand notes issued to the U.S. Treasury	1,282,710	58,805
Other borrowed money	7,095,286	6,711,234
Banks' liabilities on acceptances executed and outstanding	6,487	259
Notes and debentures subordinated to deposits	724,496	113,503
Other liabilities	1,576,156	1,353,995
TOTAL LIABILITIES	61,893,664	43,070,438
EQUITY CAPITAL		
Perpetual preferred stock	7,350	7,350
Common stock	669,336	535,258
Surplus	1,805,837	1,621,562
Undivided profits and capital reserves	3,441,091	2,229,818
Unrealized gains(losses) on available-for-sale securities	(176,525)	624
Cumulative foreign currency translation adjustments	560	13,361
TOTAL EQUITY	5,747,649	4,407,973
TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 67,641,313	\$ 47,478,411

CONSOLIDATED REPORT OF INCOME FOR VIRGINIA STATE CHARTERED BANKS
AS OF DECEMBER 31 (IN THOUSANDS OF DOLLARS)

	1999	2000
INTEREST INCOME:		
Interest and fees on loans.....	\$ 4,313,539	\$ 3,709,485
Income from lease financing receivables	49,124	305
Interest on balances due from depository institutions	8,584	9,144
Interest and dividends on securities	801,544	505,413
Interest from assets held in trading accounts.....	88	4
Interest on federal funds sold and securities purchased under agreements to resell.....	58,476	80,951
TOTAL INTEREST INCOME	5,231,355	4,305,302
INTEREST EXPENSE:		
Interest on time certificates of deposit of \$100,000 or more	206,527	267,198
Interest on other deposits	1,113,733	837,040
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	976	1,651
Expense of federal funds purchased and securities sold under agreements to repurchase.....	324,207	122,119
Interest on demand notes issued to the U.S. Treasury and on other borrowed money	455,653	456,454
Interest on notes and debentures subordinated to deposits	57,273	10,183
TOTAL INTEREST EXPENSE	2,158,369	1,694,645
NET INTEREST INCOME	3,072,986	2,610,657
Provision for loan and lease losses.....	384,502	592,090
NONINTEREST INCOME:		
Income from fiduciary activities	110,954	26,557
Service charges on deposit accounts in domestic offices	277,003	146,625
Trading revenue.....	2,671	0
Other fee income	2,477,664	2,903,411
All other noninterest income.....	210,996	75,208
TOTAL NONINTEREST INCOME	3,079,288	3,151,801
Realized gains (losses) on held-to-maturity securities	192	(2,756)
Realized gains (losses) on available-for-sale securities.....	(53,198)	(48,737)
NONINTEREST EXPENSE:		
Salaries and employee benefits	937,928	527,072
Expenses of premises and fixed assets (net of rental income).....	316,339	224,906
Other noninterest expense.....	2,664,105	2,978,529
TOTAL NONINTEREST EXPENSE	3,918,372	3,730,507
INCOME BEFORE INCOME TAXES AND EXTRA- ORDINARY ITEMS AND OTHER ADJUSTMENTS	1,796,394	1,388,368
APPLICABLE INCOME TAXES	635,620	490,899
INCOME BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS	1,160,774	897,469
EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS NET OF INCOME TAXES	66,319	0
NET INCOME	\$ 1,227,093	\$ 897,469

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 2000

CLASSIFICATION IN MILLIONS OF DOLLARS	Under 25	25- 50	50- 100	100- 250	250- 500	500- 1,000	Over 1,000	All Banks
NUMBER OF BANKS IN GROUP	2	8	24	41	19	9	5	108
SOURCE AND DISTRIBUTION OF INCOME:								
Percentage of Average Assets:								
INTEREST INCOME:								
Interest and fees on loans.....	4.67	4.89	5.62	6.05	6.14	5.17	9.79	7.94
Income from lease financing receivables.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Interest on balances due from depository institutions.....	0.09	0.02	0.09	0.04	0.05	0.01	0.01	0.02
Interest and dividends on securities.....	1.39	1.23	1.11	1.23	1.29	1.64	0.84	1.08
Interest from assets held in trading accounts.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Interest on federal funds sold and securities purchased under agreement to resell.....	0.40	0.68	0.35	0.14	0.09	0.14	0.19	0.17
TOTAL INTEREST INCOME.....	6.55	6.82	7.17	7.46	7.57	6.96	10.83	9.21
INTEREST EXPENSE:								
Interest on time certificates of deposit of \$100,000 or more.....	0.62	0.69	0.53	0.50	0.56	0.44	0.63	0.57
Interest on other deposits.....	2.82	2.51	2.26	2.57	2.81	2.01	1.23	1.79
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0.00	0.00	0.00	0.00	0.00	0.00	0.01	0.00
Expense of federal funds purchased and securities sold under agreement to repurchase.....	0.00	0.02	0.26	0.07	0.07	0.27	0.36	0.26
Interest on demand notes issued to the U.S. Treasury and other borrowed money.....	0.09	0.01	0.04	0.30	0.21	0.09	1.65	0.98
Interest on notes and debentures subordinated to deposits.....	0.00	0.00	0.00	0.01	0.02	0.00	0.03	0.02
TOTAL INTEREST EXPENSE.....	3.53	3.23	3.09	3.45	3.67	2.81	3.91	3.62
NET INTEREST INCOME.....	3.02	3.59	4.08	4.01	3.90	4.15	6.92	5.59
Provisions for loan and lease losses.....	0.27	0.56	0.27	0.25	0.24	0.10	2.17	1.27

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 2000

CLASSIFICATION IN MILLIONS OF DOLLARS	Under 25	25- 50	50- 100	100- 250	250- 500	500- 1,000	Over 1,000	All Banks
NONINTEREST INCOME:								
Income from fiduciary activities	0.00	0.00	0.00	0.04	0.03	0.03	0.08	0.06
Service charges on deposit accounts in domestic offices.....	0.18	0.18	0.32	0.37	0.34	0.57	0.23	0.31
Trading revenue.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other fees.....	0.08	0.04	0.13	0.63	1.28	0.62	10.86	6.21
Other noninterest income.....	0.04	0.03	0.08	0.08	0.22	0.24	0.16	0.16
TOTAL NONINTEREST INCOME	0.30	0.25	0.53	1.12	1.86	1.46	11.33	6.74
Gains(losses) on securities.....	0.00	0.00	(0.00)	(0.01)	(0.01)	(0.01)	(0.20)	(0.11)
NONINTEREST EXPENSE:								
Salaries and employee benefits	1.20	1.76	1.65	1.45	1.97	1.70	0.65	1.13
Expenses of premises and fixed assets (net of rental income).....	0.50	0.53	0.55	0.39	0.50	0.45	0.51	0.48
Other noninterest expense.....	1.11	1.38	1.05	1.27	1.33	1.46	10.67	6.37
TOTAL NONINTEREST EXPENSE.....	2.81	3.67	3.25	3.11	3.80	3.61	11.83	7.98
INCOME BEFORE INCOME TAXES AND EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS	0.24	(0.39)	1.09	1.76	1.71	1.89	4.05	2.97
APPLICABLE INCOME TAXES	0.06	0.13	0.25	0.54	0.49	0.61	1.50	1.05
INCOME BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS	0.18	(0.52)	0.84	1.22	1.22	1.28	2.55	1.92
EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS NET OF INCOME TAXES.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
NET INCOME.....	0.18	-0.52	0.84	1.22	1.22	1.28	2.55	1.92

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 2000

CLASSIFICATION IN MILLIONS OF DOLLARS	Under 25	25- 50	50- 100	100- 250	250- 500	500- 1,000	Over 1,000	All Banks
DISTRIBUTION OF LIABILITIES:								
Percentage of Total Assets:								
Deposits:								
In domestic offices.....	81.50	81.44	83.99	83.50	85.40	83.41	56.09	69.03
Noninterest-bearing	5.72	8.70	18.01	12.27	10.92	14.37	7.11	9.79
Interest-bearing	75.78	72.74	65.98	71.23	74.48	69.04	48.98	59.24
In foreign offices, Edge and Agreement subsidiaries, and								
IBFs	0.00	0.00	0.00	0.00	0.00	0.00	1.08	0.58
Noninterest-bearing	0.00	0.00	0.00	0.00	0.00	0.00	0.02	0.01
Interest-bearing	0.00	0.00	0.00	0.00	0.00	0.00	1.06	0.57
Federal funds purchased and securities sold under agreements to repurchase.....	0.00	0.12	4.63	1.11	1.80	5.60	4.50	3.76
Demand notes issued to the U.S.								
Treasury	0.00	0.00	0.02	0.01	0.02	0.00	0.22	0.12
Trading liabilities.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other borrowed money	1.85	0.01	0.65	4.96	3.25	1.37	23.74	14.14
Banks' liabilities on acceptances executed and outstanding.....	0.00	0.07	0.00	0.00	0.00	0.00	0.00	0.00
Notes and debentures subordinated to deposits.....	0.00	0.00	0.00	0.11	0.11	0.00	0.39	0.24
Other liabilities	0.59	0.56	0.75	0.72	0.74	0.77	4.67	2.85
TOTAL LIABILITIES	83.94	82.20	90.04	90.41	91.32	91.15	90.69	90.72
DISTRIBUTION OF EQUITY CAPITAL:								
Percentage of Total Assets:								
Perpetual preferred stock	0.00	0.00	0.00	0.00	0.12	0.00	0.00	0.02
Common stock	6.34	6.60	2.91	1.77	1.29	1.52	0.62	1.13
Surplus.....	5.24	8.58	4.12	2.16	1.98	2.34	4.29	3.42
Undivided profits and capital reserves	4.37	2.49	3.16	5.50	5.29	4.95	4.41	4.70
Net unrealized gains(losses) on available-for-sale securities	0.11	0.13	-0.23	0.16	0.00	0.04	-0.01	0.01
TOTAL EQUITY CAPITAL.....	16.06	17.80	9.96	9.59	8.68	8.85	9.31	9.28
TOTAL LIABILITIES AND EQUITY CAPITAL.....	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00
OTHER RATIOS								
Loans (net) to deposits.....	72.67	75.62	77.65	80.95	81.38	73.66	128.49	100.36
Noninterest-bearing deposits to total deposits.....	7.02	10.69	21.44	14.69	12.79	17.23	12.70	14.19
Bank premises to total equity.....	25.06	20.32	19.56	21.33	22.47	21.73	26.19	24.07
Total equity to total deposits.....	19.70	21.86	11.86	11.48	10.16	10.61	16.59	13.45
Equity and subordinated notes and debentures to assets.....	16.06	17.80	9.96	9.70	8.79	8.85	9.69	9.52

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE BANKING ACT**

NEW BANKS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/03/99	Valley Bank	36 Church Avenue, SW City of Roanoke, VA	Approved 02/02/00
01/13/00	Hanover Bank	8071 Mechanicsville Turnpike Mechanicsville, Hanover County, VA	Approved 03/29/00
08/28/00	Marathon Merger Bank (Phantom)	110 University Boulevard City of Harrisonburg, VA	Approved 10/31/00
09/20/00	Fredericksburg State Bank	400 George Street City of Fredericksburg, VA	Approved 11/02/00

MERGERS

DATE RECEIVED	DESCRIPTION	ACTIVITY
04/19/00	First Virginia Bank-Mountain Empire, Abingdon, VA to merge into it Tri-City Bank and Trust Company	Approved 06/08/00
05/22/00	James River Bank/Colonial, Suffolk, VA to merge into it Bank of Suffolk	Approved 07/12/00
06/23/00	Southern Financial Bank, Warrenton, VA to merge into it First Savings Bank of Virginia	Approved 08/21/00
07/14/00	Branch Banking and Trust Company of Virginia, Richmond, VA to merge into it One Valley Bank - Shenandoah	Approved 09/19/00
07/14/00	Branch Banking and Trust Company of Virginia, Richmond, VA to merge into it One Valley Bank -Central Virginia, National Association	Approved 09/19/00
08/28/00	Peninsula Trust Bank, Incorporated, Gloucester, VA to merge into it United Community Bank	Approved 10/18/00
08/28/00	Rockingham Heritage Bank, Harrisonburg, VA to merge into it Marathon Merger Bank (Phantom)	Approved 10/31/00
09/14/00	Commerce Bank, Richmond, VA to merge into it Commerce Bank of Virginia	Approved 11/09/00
09/14/00	Commerce Bank, Richmond, VA to merge into it County Bank of Chesterfield	Approved 11/09/00

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE BANKING ACT**

ACQUISITIONS PURSUANT TO CHAPTER 13 OF TITLE 6.1 OF THE CODE OF VIRGINIA

DATE RECEIVED	DESCRIPTION	ACTIVITY
01/13/00	Eastern Virginia Bankshares, Inc., Tappahannock, VA to acquire 100% of the voting shares of Hanover Bank	Approved 03/29/00
02/22/00	Cardinal Financial Corporation, Fairfax, VA to acquire 100% of the voting shares of Cardinal Bank - Alexandria/Arlington, N. A.	Approved 04/12/00
04/14/00	BOE Financial Services of Virginia, Inc., Tappahannock, VA to acquire 100% of the voting shares of Bank of Essex	Approved 05/10/00
06/02/00	Salem Community Bankshares, Salem, VA to acquire 100% of the voting shares of Salem Bank & Trust, N.A.	Approved 07/07/00
06/26/00	Cardinal Financial Corporation, Fairfax, VA to acquire 100% of the voting shares of Heritage Bancorp, Inc.	Approved 08/14/00
08/28/00	Premier Community Bankshares, Inc., Stephens City, VA to acquire 100% of the voting shares of Rockingham Heritage Bank	Approved 10/31/00
09/14/00	FNB Corporation, Christiansburg, VA to acquire 100% of the voting shares of CNB Holdings, Inc.	Approved 11/22/00
10/23/00	F & M National Corporation, Winchester, VA to acquire 100% of the voting shares of Atlantic Financial Corp.	Approved 12/19/00

ACQUISITIONS PURSUANT TO CHAPTER 15 OF TITLE 6.1 OF THE CODE OF VIRGINIA

DATE RECEIVED	DESCRIPTION	ACTIVITY
01/18/00	BB&T Corporation, Winston-Salem, NC to acquire Hardwick Holding Company, Dalton, GA	Approved 02/10/00
01/20/00	BB&T Corporation, Winston-Salem, NC to acquire First Banking Company of Southeast Georgia, Statesboro, GA	Approved 02/10/00
03/03/00	BB&T Corporation, Winston-Salem, NC to acquire One Valley Bancorp, Inc., Charleston, WV	Approved 05/02/00
04/07/00	Mercantile Bankshares Corporation, Baltimore, MD to acquire The Union National Bank of Westminster, Westminster, MD	Approved 05/05/00
07/28/00	Mercantile Bankshares Corporation, Baltimore, MD to acquire The Bank of Fruitland, Fruitland, MD	Approved 08/24/00
09/13/00	BB&T Corporation, Winston-Salem, NC to acquire FCNB Corp., Frederick, MD	Approved 10/12/00

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE BANKING ACT**

**ACQUISITIONS PURSUANT TO CHAPTER 15 OF TITLE 6.1 OF THE CODE OF VIRGINIA
(Continued)**

DATE RECEIVED	DESCRIPTION	ACTIVITY
09/22/00	BB&T Corporation, Winston-Salem, NC to acquire BankFirst Corporation, Knoxville, TN	Approved 10/19/00
11/09/00	F & M National Corporation, Winchester, VA to acquire Community Bankshares of Maryland, Inc., Bowie, MD	Approved 12/01/00

BRANCHES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
01/04/00	Century National Bank Washington, DC	Reston Parkway between Sunrise Valley Drive and Baron Cameron Road, Reston, VA	No Objection 02/09/00
01/04/00	Prosperity Bank & Trust Company Springfield, VA	6050 A Burke Commons Road Burke, Fairfax County, VA	Approved 01/24/00
01/04/00	Provident Bank of Maryland Baltimore, MD	7799 Leesburg Pike, North Tower 1st Floor, Falls Church, VA	No Objection 02/09/00
01/05/00	Virginia Heartland Bank Fredericksburg, VA	Southeast corner of the intersection of Rt 17 & Greenbank Road/ Rt 654, Stafford County, VA	Approved 01/27/00
01/13/00	First Bank and Trust Company, The Lebanon, VA	1030 Richmond Road City of Staunton, VA	Approved 02/03/00
01/18/00	F & M Bank-Peoples Warrenton, VA	501C Jefferson Davis Highway City of Fredericksburg, VA	Approved 02/08/00
01/20/00	Highlands Union Bank Abingdon, VA	1013 Highway 105 Boone, NC	Approved 02/15/00
01/24/00	Centura Bank Rocky Mount, NC	5700 Lake Wright Drive City of Norfolk, VA	No Objection 02/14/00
01/28/00	One Valley Bank - Shenandoah Raphine, VA	1013 South Craig Avenue City of Covington, VA	Approved 02/22/00
01/31/00	Lee Bank & Trust Company Pennington Gap, VA	707 Gate City Highway City of Bristol, VA	Approved 02/22/00

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
02/04/00	Bank of Floyd, The Floyd, VA	2105 Roanoke Street Christiansburg, Montgomery County, VA	Approved 02/28/00
02/14/00	F & M Bank-Emporia Emporia, VA	100 Dominion Drive City of Emporia, VA	Approved 03/13/00
02/15/00	Branch Banking and Trust Company of Virginia Richmond, VA	3102 W. Cedar Valley Drive Cedar Bluff, Tazewell County, VA	Approved 03/08/00
02/15/00	Branch Banking and Trust Company of Virginia Richmond, VA	396 Towne Centre Drive Abingdon, Washington County, VA	Approved 03/08/00
02/15/00	Branch Banking and Trust Company of Virginia Richmond, VA	654 Pittston Road Lebanon, Russell County, VA	Approved 03/08/00
02/15/00	Branch Banking and Trust Company of Virginia Richmond, VA	901 East Fincastle Turnpike Tazewell, Tazewell County, VA	Approved 03/08/00
02/15/00	Branch Banking and Trust Company of Virginia Richmond, VA	Highway 83 Vansant, Buchanan County, VA	Approved 03/08/00
02/23/00	New Peoples Bank, Inc. Honaker, VA	Main Street Haysi, Dickenson County, VA	Approved 03/22/00
02/25/00	Hanover Bank Mechanicsville, VA	4241 Mechanicsville Turnpike Mechanicsville, Hanover County, VA	Approved 03/29/00
03/01/00	F & M Bank-Richmond Richmond, VA	6736 Southshore Drive Chesterfield County, VA	Approved 03/23/00
03/07/00	Heritage Bank McLean, VA	1650 Tysons Boulevard, Suite 100 McLean, Fairfax County, VA	Approved 03/30/00
03/20/00	Community Bank of Northern Virginia Sterling, VA	Purcellville Shopping Center 609 East Main Street, Purcellville, Loudoun County, VA	Approved 04/11/00
03/20/00	First Sentinel Bank Richlands, VA	U.S. Routes 19 and 460, one mile east of Claypool Hill, Tazewell County, VA	Approved 04/11/00
03/28/00	Guaranty Bank Charlottesville, VA	2958 River Road West Goochland County, VA	Withdrawn 05/24/00

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
04/03/00	Bank of Clarke County Berryville, VA	190 Campus Boulevard, Suite 120 City of Winchester, VA	Approved 04/28/00
04/03/00	Provident Bank of Maryland Baltimore, MD	14000 Shoppers Best Way Dale City, Prince William County, VA	No Objection 04/05/00
04/18/00	Provident Bank of Maryland Baltimore, MD	1320 Carl D Silver Parkway City of Fredericksburg, VA	No Objection 05/08/00
04/18/00	Provident Bank of Maryland Baltimore, MD	47100 Community Plaza Sterling, Loudoun County, VA	No Objection 05/08/00
04/18/00	Provident Bank of Maryland Baltimore, MD	6200 A Little River Turnpike City of Alexandria, VA	No Objection 05/08/00
04/28/00	Bank of Southside Virginia, The Carson, VA	4310 W. Hundred Road Chester, Chesterfield County, VA	Approved 05/23/00
05/02/00	Gateway Bank & Trust Elizabeth City, NC	4460 Corporation Lane City of Virginia Beach, VA	No Objection 05/26/00
05/10/00	Bank of Tazewell County Tazewell, VA	1905 Front Street Richlands, Tazewell County, VA	Approved 06/07/00
05/15/00	F & M Bank - Massanutten Harrisonburg, VA	205 North Central Avenue City of Staunton, VA	Approved 06/05/00
05/16/00	Branch Banking and Trust Company of Virginia Richmond, VA	1113 South Craig Avenue City of Covington, VA	Approved 06/13/00
05/16/00	F&M Bank-Highlands Covington, VA	1111 East Washington Avenue Vinton, Roanoke County, VA	Approved 06/05/00
05/17/00	F & M Bank - Winchester Winchester, VA	1 East Main Street Luray, Page County, VA	Approved 06/05/00
05/17/00	F & M Bank - Winchester Winchester, VA	700 East Main Street Luray, Page County, VA	Approved 06/05/00
05/19/00	Bank of the Commonwealth Norfolk, VA	Webb University Center 5201 Hampton Boulevard, City of Norfolk, VA	Approved 06/13/00
05/19/00	F & M Bank-Central Virginia Charlottesville, VA	148 Tightsqueeze Plaza Chatham, Pittsylvania County, VA	Approved 06/12/00

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
05/19/00	F & M Bank-Central Virginia Charlottesville, VA	2 North Main Street Chatham, Pittsylvania County, VA	Approved 06/12/00
05/19/00	F & M Bank-Central Virginia Charlottesville, VA	202 South Main Street Gordonsville, Orange County, VA	Approved 06/12/00
05/19/00	F & M Bank-Central Virginia Charlottesville, VA	223 Mineral Avenue Mineral, Louisa County, VA	Approved 06/12/00
05/19/00	F & M Bank-Central Virginia Charlottesville, VA	State Road 15 Fork Union, Fluvanna County, VA	Approved 06/12/00
05/19/00	F & M Bank-Central Virginia Charlottesville, VA	U.S. Route 15 & Route 601 Palmyra, Fluvanna County, VA	Approved 06/12/00
05/19/00	First Virginia Bank-Colonial Richmond, VA	1900 Lauderdale Drive Henrico County, VA	Approved 06/13/00
05/19/00	Potomac Bank of Virginia Vienna, VA	8501 Arlington Boulevard Fairfax County, VA	Approved 06/12/00
05/19/00	Towne Bank Portsmouth, VA	6201 Portsmouth Boulevard City of Portsmouth, VA	Approved 06/15/00
05/22/00	F & M Bank-Emporia Emporia, VA	200 South Main Street Blackstone, Nottoway County, VA	Approved 06/12/00
05/22/00	F & M Bank-Emporia Emporia, VA	204 South Broad Street Kenbridge, Lunenburg County, VA	Approved 06/12/00
05/22/00	F & M Bank-Emporia Emporia, VA	300 East 2nd Avenue City of Franklin, VA	Approved 06/12/00
05/22/00	F & M Bank-Emporia Emporia, VA	4677 Main Street Drakes Branch, Charlotte County, VA	Approved 06/12/00
05/23/00	Branch Banking and Trust Company of Virginia Richmond, VA	3310 South Crater Road City of Petersburg, VA	Approved 06/14/00
05/23/00	First-Citizens Bank & Trust Company Raleigh, NC	8433 Timberlake Road City of Lynchburg, VA	No Objection 06/12/00

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
05/24/00	James River Bank Waverly, VA	524 North Main Street City of Emporia, VA	Approved 06/20/00
06/05/00	F & M Bank-Central Virginia Charlottesville, VA	8260 Seminole Trail Ruckersville, Greene County, VA	Approved 06/26/00
06/09/00	Towne Bank Portsmouth, VA	1312 Greenbrier Parkway City of Chesapeake, VA	Approved 07/05/00
06/09/00	Towne Bank Portsmouth, VA	4216 Virginia Beach Boulevard, Suite 180, City of Virginia Beach, VA	Approved 07/05/00
06/12/00	Century National Bank Washington, DC	1498 North Point Village Center Reston, VA	No Objection 07/06/00
06/23/00	Burke & Herbert Bank & Trust Company Alexandria, VA	6200 Backlick Road Springfield, Fairfax County, VA	Approved 07/17/00
07/07/00	Highlands Union Bank Abingdon, VA	410 Highway 66 South Rogersville, TN	Approved 07/31/00
07/14/00	Branch Banking and Trust Company of Virginia Richmond, VA	1000 Berryville Avenue City of Winchester, VA	Approved 08/11/00
07/14/00	Branch Banking and Trust Company of Virginia Richmond, VA	426 Weems Lane City of Winchester, VA	Approved 08/11/00
07/14/00	Branch Banking and Trust Company of Virginia Richmond, VA	440 East Main Street Purcellville, Loudoun County, VA	Approved 08/11/00
07/14/00	Planters Bank & Trust Company of Virginia Staunton, VA	Units I & J, Suites 13 & 14 Mall Center, 370 Neff Avenue, City of Harrisonburg, VA	Approved 08/11/00
07/18/00	Bank of Marion, The Marion, VA	787 Fort Chiswell Road, Suite 7 Max Meadows, Wythe County, VA	Approved 08/08/00
07/19/00	First-Citizens Bank & Trust Company Raleigh, NC	2012 Wards Road Lynchburg, VA	No Objection 07/19/00
07/20/00	Bank of Lancaster Kilmarnock, VA	Route 360, Heathsville Northumberland County, VA	Approved 08/10/00

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
07/20/00	Bank of Lancaster Kilmarnock, VA	Routes 202 and 360 Callao, Northumberland County, VA	Approved 08/10/00
07/21/00	Harbor Bank Newport News, VA	762 J. Clyde Morris Boulevard City of Newport News, VA	Approved 08/16/00
07/26/00	Bank of the James Lynchburg, VA	5204 Fort Avenue City of Lynchburg, VA	Approved 08/21/00
08/02/00	SequoiaBank Bethesda, MD	45975 Nokes Boulevard Sterling, VA	No Objection 08/24/00
08/11/00	SequoiaBank Bethesda, MD	3801 Wilson Boulevard Arlington County, VA	No Objection 08/25/00
08/15/00	Virginia Commerce Bank Arlington, VA	13881G Metrotech Drive Chantilly, Fairfax County, VA	Approved 09/07/00
08/24/00	Surrey Bank & Trust Mount Airy, NC	Route 8 South Stuart, Patrick County, VA	No Objection 09/19/00
09/01/00	Bank of the Commonwealth Norfolk, VA	4940 West Norfolk Road City of Portsmouth, VA	Approved 09/26/00
09/06/00	Bank of Tazewell County Tazewell, VA	185 East Main Street Wytheville, Wythe County, VA	Approved 09/28/00
09/06/00	Bank of Tazewell County Tazewell, VA	303 South Commerce Street Marion, Smyth County, VA	Approved 09/28/00
09/06/00	Bank of Tazewell County Tazewell, VA	968 West Main Street Abingdon, Washington County, VA	Approved 09/28/00
09/08/00	Heritage Bank McLean, VA	1737 King Street City of Alexandria, VA	Approved 10/06/00
09/11/00	Community First Bank Lynchburg, VA	2301 Langhorne Road City of Lynchburg, VA	Approved 10/06/00
09/21/00	First-Citizens Bank & Trust Company Raleigh, NC	305-7 East Main Street Front Royal, Warren County, VA	No Objection 10/16/00
09/25/00	Farmers & Merchants Bank Timberville, VA	120 South Main Street Edinburg, Shenandoah County, VA	Approved 11/20/00
09/25/00	Farmers & Merchants Bank Timberville, VA	161 South Main Street Woodstock, Shenandoah County, VA	Approved 11/20/00

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
09/27/00	New Peoples Bank, Inc. Honaker, VA	685 East Main Street Lebanon, Russell County, VA	Approved 10/27/00
09/28/00	Bank of Botetourt Buchanan, VA	Unit 130, Stonewall Square Shopping Center, U.S. Route 60, Rockbridge County, VA	Approved 10/18/00
10/02/00	Community Bank of Northern Virginia Sterling, VA	5955 Kingstowne Towne Center Springfield, Fairfax County, VA	Approved 10/30/00
10/04/00	Greene County Bank Greenville, TN	17510 Lee Highway Abingdon, VA	Pending
10/05/00	First Capital Bank Glen Allen, VA	113 Junction Drive Ashland, Hanover County, VA	Approved 10/31/00
10/06/00	Capital One Bank Glen Allen, VA	2 First Canadian Place 130 King Street West, 18th Floor, Toronto, Ontario, Canada	Approved 11/01/00
10/11/00	SunTrust Bank, Atlanta Atlanta, GA	15 Spradlin Farm Drive Christiansburg, Montgomery County, VA	No Objection 10/24/00
10/12/00	Miners and Merchants Bank and Trust Company Grundy, VA	16-18 Main Street Lebanon, Russell County, VA	Approved 11/09/00
10/12/00	Miners and Merchants Bank and Trust Company Grundy, VA	28 Russell Street St. Paul, Wise County, VA	Approved 11/09/00
10/12/00	Rockingham Heritage Bank Harrisonburg, VA	1406 Greenville Avenue Augusta County, VA	Approved 10/30/00
10/16/00	Bank of Southside Virginia, The Carson, VA	115 Main Street Smithfield, Isle of Wight County, VA	Approved 11/13/00
10/16/00	Bank of Southside Virginia, The Carson, VA	14003 Boydton Plank Road Dinwiddie County, VA	Approved 11/13/00
10/19/00	Towne Bank Portsmouth, VA	2101 Parks Avenue, Suite 100 City of Virginia Beach, VA	Approved 11/15/00
10/26/00	Monarch Bank Chesapeake, VA	2700 Virginia Beach Boulevard City of Virginia Beach, VA	Approved 11/20/00

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
10/30/00	First-Citizens Bank & Trust Company Raleigh, NC	239 North Central Avenue City of Staunton, VA	No Objection 11/17/00
10/30/00	First-Citizens Bank & Trust Company Raleigh, NC	349 Lee Highway Verona, Augusta County, VA	No Objection 11/17/00
10/31/00	Pioneer Bank Stanley, VA	8315 Spotswood Trail Stanardsville, Greene County, VA	Approved 11/22/00
11/02/00	Bank of Northumberland, Incorporated Heathsville, VA	437 North Main Street Kilmarnock, Lancaster County, VA	Approved 11/22/00
11/15/00	SunTrust Bank, Atlanta Atlanta, GA	22500 Pleasant Valley Road City of Winchester, VA	No Objection 11/30/00
11/17/00	SunTrust Bank, Atlanta Atlanta, GA	Monticello Avenue & Powhatan Pkwy James City County, VA	No Objection 12/04/00
11/20/00	James Monroe Bank Arlington, VA	606 South King Street Leesburg, Loudoun County, VA	Approved 12/13/00
11/21/00	Bank of Tazewell County Tazewell, VA	108 Spruce Street Bluefield, Tazewell County, VA	Approved 12/12/00
11/21/00	Hanover Bank Mechanicsville, VA	10374 Leadbetter Road Ashland, Hanover County, VA	Approved 12/18/00
12/01/00	Citizens Community Bank South Hill, VA	4205 Gasburg Road Gasburg, Brunswick County, VA	Pending
12/01/00	Virginia Commerce Bank Arlington, VA	2030 Old Bridge Road, Lake Ridge Prince William County, VA	Approved 12/28/00
12/06/00	Centura Bank Rocky Mount, NC	3012 Pacific Avenue City of Virginia Beach, VA	No Objection 12/28/00
12/11/00	F & M Bank-Richmond Richmond, VA	7016 Mechanicsville Turnpike Mechanicsville, Hanover County, VA	Pending
12/18/00	Harbor Bank Newport News, VA	1312 Jamestown Road James City County, VA	Pending
12/20/00	First Bank and Trust Company, The Lebanon, VA	396 South High Street City of Harrisonburg, VA	Pending

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE BANKING ACT**

BRANCH OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
05/08/00	Benchmark Community Bank Kenbridge, VA	From: 313 N. Main Street, Lawrenceville, Brunswick County, VA To: 220 W. Fifth Avenue, Lawrenceville, Brunswick County, VA	Approved 06/01/00
08/11/00	Bank of Tidewater, The Virginia Beach, VA	From: 2251 W. Great Neck Road, City of Virginia Beach, VA To: 2821 Shore Drive, City of Virginia Beach, VA	Approved 09/06/00
09/08/00	F & M Bank - Winchester Winchester, VA	From: 509 A Amherst Street, City of Winchester, VA To: 1800 Amherst Street, City of Winchester, VA	Approved 10/02/00
09/21/00	Branch Banking and Trust Company of Virginia Richmond, VA	From: 105 N. Main Street, City of Hopewell, VA To: 102 North Second Avenue, City of Hopewell, VA	Approved 10/17/00
10/05/00	Rockingham Heritage Bank Harrisonburg, VA	From: 51 Franklin Street, Weyers Cave, Augusta County, VA To: 54 Franklin Street, Suite 102, Weyers Cave, Augusta County, VA	Approved 10/31/00
11/20/00	Benchmark Community Bank Kenbridge, VA	From: 247 N. Main Street, Chase City, Mecklenburg County, VA To: 845 E. Second Street, Chase City, Mecklenburg County, VA	Approved 12/07/00
12/12/00	Branch Banking and Trust Company of Virginia Richmond, VA	From: 12355 Sunrise Valley Drive, Reston, Fairfax County, VA To: Intersection of Fairfax County Pkwy. and Dulles Toll Road, Reston, Fairfax County, VA	Pending
12/12/00	Branch Banking and Trust Company of Virginia Richmond, VA	From: 396 Towne Centre Drive, Abingdon, Washington County, VA To: intersection of Wyndale Road and Highway 19, Abingdon, Washington County, VA	Pending

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE BANKING ACT****MAIN OFFICE RELOCATIONS**

<u>DATE RECEIVED</u>	<u>INSTITUTION</u>	<u>LOCATION</u>	<u>ACTIVITY</u>
06/05/00	Community First Bank Lynchburg, VA	From: 306 Gristmill Drive, Unit A, Forest, Bedford County, VA To: 1646 Graves Mill Road, City of Lynchburg, VA	Approved 06/26/00

BANK STATUS CHANGES - 2000**NEW BANKS**

May	22	Hanover Bank opened for business at 8071 Mechanicsville Turnpike, Mechanicsville, Hanover County, VA
November	20	Marathon Merger Bank (Phantom) opened for business at 110 University Boulevard, City of Harrisonburg, VA

MERGERS

January	01	SunTrust Bank, Atlanta, Atlanta, GA merged into it Crestar Bank
February	16	Union Bank and Trust Company, Bowling Green, VA merged into it King George State Bank, Inc.
March	31	AmSouth Bank, Birmingham, AL merged into it First American National Bank
June	26	First Virginia Bank-Mountain Empire, Abingdon, VA merged into it Tri-City Bank and Trust Company
July	31	James River Bank/Colonial, Suffolk, VA merged into it Bank of Suffolk
September	01	Southern Financial Bank, Warrenton, VA merged into it First Savings Bank of Virginia
October	20	Peninsula Trust Bank, Incorporated, Gloucester, VA merged into it United Community Bank
November	10	Branch Banking and Trust Company of Virginia, Richmond, VA merged into it One Valley Bank - Shenandoah
November	10	Branch Banking and Trust Company of Virginia, Richmond, VA merged into it One Valley Bank -Central Virginia, National Association
November	20	Rockingham Heritage Bank, Harrisonburg, VA merged into it Marathon Merger Bank (Phantom)
December	11	Commerce Bank, Richmond, VA merged into it County Bank of Chesterfield
December	11	Commerce Bank, Richmond, VA merged into it Commerce Bank of Virginia

CONVERSIONS OF NATIONAL BANKS TO STATE CHARTERED BANKS

March	01	Valley Bank, National Association, Roanoke, VA converted to a state chartered bank under the title of Valley Bank
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BANK STATUS CHANGES - 2000**CHANGES IN TITLE**

January	28	State Bank of the Alleghenies, The, Covington, VA changed its name to F&M Bank-Highlands
March	16	State Bank of Remington, Inc., Remington, VA changed its name to State Bank
October	01	Community Bank, The, Richmond, VA changed its name to Commerce Bank
October	16	Heritage Bank, McLean, VA changed its name to Cardinal Bank-Potomac
November	01	F & M Bank-Emporia, Emporia, VA changed its name to F&M Bank-Southern Virginia

BRANCH OPENINGS

January	24	Monarch Bank, Chesapeake, VA opened a branch office at 601 Battlefield Boulevard South, City of Chesapeake, VA
January	28	Provident Bank of Maryland, Baltimore, MD opened a branch office at 10864 Sudley Manor Drive, Prince William County, VA
February	03	Resource Bank, Virginia Beach, VA opened a branch office at 735 Thimble Shoals Boulevard, Suite 170, City of Newport News, VA
February	22	Centura Bank, Rocky Mount, NC opened a branch office at 5700 Lake Wright Drive, City of Norfolk, VA
March	06	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at Southwest quadrant of Highway 58 and Cranberry Road, Galax, Grayson County, VA
March	14	Community Bank of Northern Virginia, Sterling, VA opened a branch office at 103 Fort Evans Road, Leesburg, Loudoun County, VA
March	28	First Virginia Bank-Colonial, Richmond, VA opened a branch office at Chesterfield Towne Center, 11500 Midlothian Turnpike, Chesterfield County, VA
April	09	Provident Bank of Maryland, Baltimore, MD opened a branch office at 14000 Shoppers Best Way, Dale City, Prince William County, VA
April	10	Citizens and Farmers Bank, West Point, VA opened a branch office at 1100 Jamestown Road, City of Williamsburg, VA
April	14	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 654 Pittston Road, Lebanon, Russell County, VA
April	14	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 901 East Fincastle Turnpike, Tazewell, Tazewell County, VA
April	14	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 3102 W. Cedar Valley Drive, Cedar Bluff, Tazewell County, VA

BANK STATUS CHANGES - 2000**BRANCH OPENINGS (Continued)**

April	14	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at Highway 83, Vansant, Buchanan County, VA
April	15	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 396 Towne Centre Drive, Abingdon, Washington County, VA
April	17	Lee Bank & Trust Company, Pennington Gap, VA opened a branch office at 707 Gate City Highway, City of Bristol, VA
April	24	Provident Bank of Maryland, Baltimore, MD opened a branch office at 7799 Leesburg Pike, North Tower, 1st Floor, Falls Church, VA
April	28	Metro-County Bank of Virginia, Inc., Mechanicsville, VA opened a branch office at 3124 West Broad Street, City of Richmond, VA
May	01	First State Bank, Danville, VA opened a branch office at 445 Mount Cross Road, City of Danville, VA
May	08	New Peoples Bank, Inc., Honaker, VA opened a branch office at Main Street, Haysi, Dickenson County, VA
May	15	Heritage Bank, McLean, VA opened a branch office at 1650 Tysons Boulevard, Suite 100, McLean, Fairfax County, VA
May	19	Provident Bank of Maryland, Baltimore, MD opened a branch office at 6200 A Little River Turnpike, City of Alexandria, VA
May	24	Provident Bank of Maryland, Baltimore, MD opened a branch office at 1320 Carl D Silver Parkway, City of Fredericksburg, VA
May	30	First Bank and Trust Company, The, Lebanon, VA opened a branch office at 1030 Richmond Road, City of Staunton, VA
June	19	Provident Bank of Maryland, Baltimore, MD opened a branch office at 47100 Community Plaza, Sterling, Loudoun County, VA
June	19	Hanover Bank, Mechanicsville, VA opened a branch office at 4241 Mechanicsville Turnpike, Mechanicsville, Hanover County, VA
June	23	Bank of Floyd, The, Floyd, VA opened a branch office at 2105 Roanoke Street, Christiansburg, Montgomery County, VA
June	27	First Virginia Bank-Colonial, Richmond, VA opened a branch office at 1900 Lauderdale Drive, Henrico County, VA
July	10	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 1113 South Craig Avenue, City of Covington, VA
July	10	Gateway Bank & Trust, Elizabeth City, NC opened a branch office at 4460 Corporation Lane, City of Virginia Beach, VA

BANK STATUS CHANGES - 2000**BRANCH OPENINGS (Continued)**

July	29	Bank of the Commonwealth, Norfolk, VA opened a branch office at Las Gaviotas Shopping Center, 1245 Cedar Road, City of Chesapeake, VA
August	14	James River Bank, Waverly, VA opened a branch office at 524 North Main Street, City of Emporia, VA
August	16	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 2012 Wards Road, Lynchburg, VA
August	16	Bank of Marion, The, Marion, VA opened a branch office at 787 Fort Chiswell Road, Suite 7, Max Meadows, Wythe County, VA
August	18	Bank of Tazewell County, Tazewell, VA opened a branch office at 1905 Front Street, Richlands, Tazewell County, VA
August	21	Bank of the Commonwealth, Norfolk, VA opened a branch office at Webb University Center, 5201 Hampton Boulevard, City of Norfolk, VA
August	25	Century National Bank, Washington, DC opened a branch office at 1498 North Point Village Center, Reston, VA
August	25	F & M Bank-Emporia, Emporia, VA opened a branch office at 200 South Main Street, Blackstone, Nottoway County, VA
August	25	F & M Bank-Emporia, Emporia, VA opened a branch office at 300 East 2nd Avenue, City of Franklin, VA
August	25	F & M Bank-Emporia, Emporia, VA opened a branch office at 204 South Broad Street, Kenbridge, Lunenburg County, VA
August	25	F & M Bank-Emporia, Emporia, VA opened a branch office at 4677 Main Street, Drakes Branch, Charlotte County, VA
August	25	F & M Bank-Central Virginia, Charlottesville, VA opened a branch office at 2 North Main Street, Chatham, Pittsylvania County, VA
August	25	F & M Bank-Central Virginia, Charlottesville, VA opened a branch office at 148 Tightsqueeze Plaza, Chatham, Pittsylvania County, VA
August	25	F & M Bank-Central Virginia, Charlottesville, VA opened a branch office at 202 South Main Street, Gordonsville, Orange County, VA
August	25	F & M Bank-Central Virginia, Charlottesville, VA opened a branch office at 223 Mineral Avenue, Mineral, Louisa County, VA
August	25	F & M Bank-Central Virginia, Charlottesville, VA opened a branch office at U.S. Route 15 & Route 601, Palmyra, Fluvanna County, VA
August	25	F & M Bank-Central Virginia, Charlottesville, VA opened a branch office at State Road 15, Fork Union, Fluvanna County, VA

BANK STATUS CHANGES - 2000**BRANCH OPENINGS (Continued)**

August	25	F & M Bank-Central Virginia, Charlottesville, VA opened a branch office at 8260 Seminole Trail, Ruckersville, Greene County, VA
August	25	F & M Bank - Winchester, Winchester, VA opened a branch office at 1 East Main Street, Luray, Page County, VA
August	25	F & M Bank - Winchester, Winchester, VA opened a branch office at 700 East Main Street, Luray, Page County, VA
August	25	F&M Bank-Highlands, Covington, VA opened a branch office at 1111 East Washington Avenue, Vinton, Roanoke County, VA
August	25	F & M Bank - Massanutten, Harrisonburg, VA opened a branch office at 205 North Central Avenue, City of Staunton, VA
August	28	Planters Bank & Trust Company of Virginia, Staunton, VA opened a branch office at Units I & J, Suites 13 & 14, Mall Center, 370 Neff Avenue, City of Harrisonburg, VA
September	15	Community Bank of Northern Virginia, Sterling, VA opened a branch office at Purcellville Shopping Center, 609 East Main Street, Purcellville, Loudoun County, VA
September	25	Highlands Union Bank, Abingdon, VA opened a branch office at 410 Highway 66 South, Rogersville, TN
September	25	Towne Bank, Portsmouth, VA opened a branch office at 6201 Portsmouth Boulevard, City of Portsmouth, VA
September	25	Harbor Bank, Newport News, VA opened a branch office at 762 J. Clyde Morris Boulevard, City of Newport News, VA
October	02	Peoples Community Bank, Montross, VA opened a branch office at State Route 3, one-third mile west of State Route 206, King George County, VA
October	03	Farmers and Miners Bank, Pennington Gap, VA opened a branch office at the North side of State Route 83, 500 yards West of Brush Creek Road, Clintwood, Dickenson County, VA
October	06	Towne Bank, Portsmouth, VA opened a branch office at 4216 Virginia Beach Boulevard, Suite 180, City of Virginia Beach, VA
October	10	Prosperity Bank & Trust Company, Springfield, VA opened a branch office at 6050 A Burke Commons Road, Burke, Fairfax County, VA
October	11	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 8433 Timberlake Road, City of Lynchburg, VA
October	12	Bank of Clarke County, Berryville, VA opened a branch office at 190 Campus Boulevard, Suite 120, City of Winchester, VA
October	17	First Virginia Bank, Falls Church, VA opened a branch office at 7681 Linton Hall Road, Gainesville, Prince William County, VA

BANK STATUS CHANGES - 2000**BRANCH OPENINGS (Continued)**

October	24	Burke & Herbert Bank & Trust Company, Alexandria, VA opened a branch office at 6200 Backlick Road, Springfield, Fairfax County, VA
October	30	Bank of Lancaster, Kilmarnock, VA opened a branch office at Routes 202 and 360, Callao, Northumberland County, VA
October	30	Bank of Lancaster, Kilmarnock, VA opened a branch office at Route 360, Heathsville, Northumberland County, VA
November	07	Potomac Bank of Virginia, Vienna, VA opened a branch office at 8501 Arlington Boulevard, Fairfax County, VA
November	08	F & M Bank-Peoples, Warrenton, VA opened a branch office at 501C Jefferson Davis Highway, City of Fredericksburg, VA
November	09	Bank of Tazewell County, Tazewell, VA opened a branch office at 968 West Main Street, Abingdon, Washington County, VA
November	09	Bank of Tazewell County, Tazewell, VA opened a branch office at 185 East Main Street, Wytheville, Wythe County, VA
November	09	Bank of Tazewell County, Tazewell, VA opened a branch office at 303 South Commerce Street, Marion, Smyth County, VA
November	10	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 1000 Beryville Avenue, City of Winchester, VA
November	10	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 440 East Main Street, Purcellville, Loudoun County, VA
November	10	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 426 Weems Lane, City of Winchester, VA
November	13	Blue Grass Valley Bank, The, Blue Grass, VA opened a branch office at South Side of East Main Street, two blocks east of U.S. Route 220, Monterey, Highland County, VA
November	13	Bank of the James, Lynchburg, VA opened a branch office at 5204 Fort Avenue, City of Lynchburg, VA
November	16	Bank of Botetourt, Buchanan, VA opened a branch office at Unit 130, Stonewall Square Shopping Center, U.S. Route 60, Rockbridge County, VA
November	20	F & M Bank-Central Virginia, Charlottesville, VA opened a branch office at 7003 Seminole Trail, Ruckersville, Greene County, VA
November	28	Virginia Commerce Bank, Arlington, VA opened a branch office at 13881G Metrotech Drive, Chantilly, Fairfax County, VA
November	30	New Peoples Bank, Inc., Honaker, VA opened a branch office at 685 East Main Street, Lebanon, Russell County, VA

BANK STATUS CHANGES - 2000**BRANCH OPENINGS (Continued)**

December	18	SequoiaBank, Bethesda, MD opened a branch office at 45975 Nokes Boulevard, Sterling, Loudoun County, VA
December	18	F & M Bank-Richmond, Richmond, VA opened a branch office at 6736 Southshore Drive, Chesterfield County, VA
December	18	First Capital Bank, Glen Allen, VA opened a branch office at 113 Junction Drive, Ashland, Hanover County, VA
December	27	Surrey Bank & Trust, Mount Airy, NC opened a branch office at Route 8 South, Stuart, Patrick County, VA

MAIN OFFICE REDESIGNATIONS

May	01	First State Bank, Danville, VA redesignated its main office from 201 N Union Street, City of Danville, VA to 445 Mount Cross Road, City of Danville, VA
June	26	First Vantage Bank/Tri-Cities, Abingdon, VA redesignated its main office from 498 Cummings Street, Abingdon, VA to 3000 Lee Highway, City of Bristol, VA
July	31	James River Bank/Colonial, Suffolk, VA redesignated its main office from 1803 S. Church Street, Smithfield, VA to 1514 Holland Road, City of Suffolk, VA
September	11	Branch Banking and Trust Company of Virginia, Richmond, VA redesignated its main office from 109 East Main Street, City of Norfolk, VA to 823 East Main Street, City of Richmond, VA

MAIN OFFICE RELOCATIONS

July	24	Community First Bank, Lynchburg, VA relocated its main office from 306 Gristmill Drive, Unit A, Forest, Bedford County, VA to 1646 Graves Mill Road, City of Lynchburg, VA
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BRANCH OFFICE RELOCATIONS

January	10	Crestar Bank, Richmond, VA relocated a branch office from 5801 Patterson Avenue, City of Richmond, VA to 5816 Grove Avenue, City of Richmond, VA
January	18	Miners and Merchants Bank and Trust Company, Grundy, VA relocated a branch office from 1905 Front Street, Richlands, Tazewell County, VA to 1425 Second Street, Richlands, Tazewell County, VA
January	24	Branch Banking and Trust Company of Virginia, Richmond, VA relocated a branch office from 830 East Main Street, City of Richmond, VA to 823 East Main Street, City of Richmond, VA
June	27	Benchmark Community Bank, Kenbridge, VA relocated a branch office from 313 N. Main Street, Lawrenceville, Brunswick County, VA to 220 W. Fifth Avenue, Lawrenceville, Brunswick County, VA

BANK STATUS CHANGES - 2000**BRANCH OFFICE RELOCATIONS (Continued)**

August	21	Peoples Bank, The, Ewing, VA relocated a branch office from Four Main Street, Rose Hill, Lee County, VA to 200 Main Street, Rose Hill, Lee County, VA
October	16	F & M Bank - Winchester, Winchester, VA relocated a branch office from 509 A Amherst Street, City of Winchester, VA to 1800 Amherst Street, City of Winchester, VA
December	04	Bank of Tidewater, The, Virginia Beach, VA relocated a branch office from 2251 W. Great Neck Road, City of Virginia Beach, VA to 2821 Shore Drive, City of Virginia Beach, VA
December	04	Rockingham Heritage Bank, Harrisonburg, VA relocated a branch office from 51 Franklin Street, Weyers Cave, Augusta County, VA to 54 Franklin Street, Suite 102, Weyers Cave, Augusta County, VA

EFT FACILITY OPENINGS

October	02	Farmers and Miners Bank, Pennington Gap, VA opened an EFT facility at Lee Plaza, U. S. Highway 58, Jonesville, Lee County, VA
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BRANCH OFFICE CLOSINGS

January	29	Chesapeake Bank, Kilmarnock, VA closed its branch office at SE Corner of State Route 5 and Ironbound Road, James City County, VA
March	06	Bank of Suffolk, Suffolk, VA closed its branch office at 625 East Washington Street, City of Suffolk, VA
March	31	First Virginia Bank - Southwest, Roanoke, VA closed its branch office at 320 S. Floyd Avenue, Rocky Mount, Franklin County, VA
May	12	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 1650 Tysons Boulevard, McLean, Fairfax County, VA
May	19	First Vantage Bank/Tri-Cities, Abingdon, VA closed its branch office at Main Street, Cleveland, Russell County, VA
May	19	First Vantage Bank/Tri-Cities, Abingdon, VA closed its branch office at Main Street, Dungannon, Scott County, VA
May	19	First Vantage Bank/Tri-Cities, Abingdon, VA closed its branch office at State Route 80 and State Route 600, Davenport, Buchanan County, VA
June	16	Southside Bank, Tappahannock, VA closed its branch office at 4241 Mechanicsville Turnpike, Hanover County, VA
June	23	First Virginia Bank-Colonial, Richmond, VA closed its branch office at 2604 Hull Street, City of Richmond, VA
June	23	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at 1014 Independence Boulevard, City of Virginia Beach, VA

BANK STATUS CHANGES - 2000**BRANCH OFFICE CLOSINGS (Continued)**

June	23	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at 1112 Big Bethel Road, City of Hampton, VA
June	23	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at 5003 Victory Boulevard, York County, VA
June	23	First Virginia Bank - Southwest, Roanoke, VA closed its branch office at 4655 Cleburne Boulevard, Dublin, Pulaski County, VA
June	23	First Virginia Bank - Southwest, Roanoke, VA closed its branch office at U.S. Route 21 & State Route 749, Speedwell, Wythe County, VA
June	23	First Virginia Bank - Southwest, Roanoke, VA closed its branch office at Ridge and Patton Streets, City of Danville, VA
July	14	F & M Bank-Richmond, Richmond, VA closed its branch office at 11450 Midlothian Turnpike, Chesterfield County, VA
July	31	Bank of Tazewell County, Tazewell, VA closed its branch office at 1108 Tazewell Avenue, Tazewell, Tazewell County, VA
August	04	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at 3540 Tidewater Drive, City of Norfolk, VA
August	25	Resource Bank, Virginia Beach, VA closed its branch office at 1498 North Point Village Court, Reston, Fairfax County, VA
September	01	Capital One Bank, Glen Allen, VA closed its branch office at 18 Hanover Square, London, England
September	22	First Vantage Bank/Tri-Cities, Abingdon, VA closed its branch office at 4020 Highway 66 South, Rogersville, TN
September	29	First Virginia Bank - Southwest, Roanoke, VA closed its branch office at U. S. Route 19/460 & State Route 16, Tazewell, Tazewell County, VA
October	13	F & M Bank - Winchester, Winchester, VA closed its branch office at 124 West Picadilly Street, City of Winchester, VA
October	13	First Virginia Bank, Falls Church, VA closed its branch office at 13881 Metrotech Drive, Chantilly, Fairfax County, VA
October	27	First Virginia Bank, Falls Church, VA closed its branch office at 4 Warsaw Road, Callao, Northumberland County, VA
October	27	First Virginia Bank, Falls Church, VA closed its branch office at U.S. Route 360 and State Route 634, Heathsville, Northumberland County, VA
November	10	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 2301 Langhorne Road, City of Lynchburg, VA

BANK STATUS CHANGES - 2000**BRANCH OFFICE CLOSINGS (Continued)**

November	10	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 2100 Wards Road, City of Lynchburg, VA
November	10	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at 437 North Main Street, Kilmarnock, Lancaster County, VA
December	20	First Virginia Bank-Colonial, Richmond, VA closed its branch office at Farmville Shopping Center, Farmville, Prince Edward County, VA

REPORT OF CONDITION

	B-953 *HIGHLANDS UNION BANK	B-638 BURKE & HERBERT BANK & TRUST COMPANY
	ABINGDON 8 OFFICES	ALEXANDRIA 14 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 13,119	\$ 25,833
a. Non interest-bearing balances and currency and coin	13,024	25,833
b. Interest-bearing balances	95	0
2. Securities	82,480	301,340
a. Held to Maturity	0	169,445
b. Available for sale	82,480	131,895
3. Federal Funds sold and securities purchased under agreements to resell	2,782	19,883
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	288,149	433,117
b. LESS: Allowance for loan and lease losses.....	2,931	6,102
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	285,218	427,015
5. Assets held in trading accounts	0	0
6. Premises and fixed assets.....	11,060	18,552
7. Other real estate owned.....	0	388
8. Investments in unconsolidated subsidiaries and associated companies.....	401	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	294	0
11. Other assets.....	4,811	13,221
12. TOTAL ASSETS.....	\$ 400,165	\$ 806,232
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 347,476	\$ 686,758
(1) Noninterest-bearing.....	46,384	168,237
(2) Interest-bearing.....	301,092	518,521
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	0	27,792
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money (includes mortgages and capitalized leases).....	23,670	0
a. With remaining maturity of one year or less.....	5,143	0
b. With remaining maturity of one to three years	14,361	0
c. With remaining maturity of more than three years	4,166	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	3,396	3,450
21. TOTAL LIABILITIES.....	374,542	718,000
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	4,645	4,000
24. Surplus.....	5,201	10,000
25. a. Undivided profits and capital reserves	15,615	74,440
b. Net unrealized gains(losses) on available-for-sale securities	162	(208)
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL	25,623	88,232
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 400,165	\$ 806,232

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STATE CORPORATION COMMISSION

37

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-1039 *THE FARMERS BANK OF APPOMATTOX	B-1143 *JAMES MONROE BANK	B-1096 *VIRGINIA COMMERCE BANK	B-12 *BANK OF CLARKE COUNTY	B-15 *CITIZENS BANK AND TRUST COMPANY	
APPOMATTOX	ARLINGTON	ARLINGTON	BERRYVILLE	BLACKSTONE	
4 OFFICES	2 OFFICES	11 OFFICES	7 OFFICES	8 OFFICES	
\$ 4,012	\$ 6,362	\$ 10,952	\$ 6,030	\$ 8,578	1
4,012	6,362	10,952	6,000	6,408	
0	0	0	30	2,170	
36,808	20,039	45,255	34,665	36,363	2
16,709	0	14,465	26,296	35,265	
20,099	20,039	30,790	8,369	1,098	
5,161	9,933	0	2,475	12,263	3
71,739	50,041	308,520	142,050	194,376	
861	600	2,803	1,340	2,107	
0	0	0	0	0	
70,878	49,441	305,717	140,710	192,269	4
0	0	0	0	0	5
2,243	591	5,741	4,909	3,701	6
0	0	0	0	110	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	33	451	0	10
1,804	834	3,531	3,314	3,027	11
\$ 120,906	\$ 87,200	\$ 371,229	\$ 192,554	\$ 256,311	12
\$ 103,882	\$ 78,042	\$ 310,938	\$ 168,057	\$ 224,621	13
11,224	22,711	54,903	28,190	24,228	
92,658	55,331	256,035	139,867	200,393	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
3,419	0	29,097	2,783	0	14
0	0	0	0	0	15a
0	0	400	5,000	1,200	15b
0	0	0	0	0	16
0	0	400	0	0	
0	0	0	5,000	1,200	
0	0	0	0	0	18
0	0	7,000	0	0	19
1,556	451	2,589	1,028	2,594	20
108,857	78,493	350,024	176,868	228,415	21
0	0	0	0	0	22
2,167	4,213	1,969	1,682	1,250	23
1,000	4,213	11,091	1,184	850	24
8,938	242	8,269	12,797	25,715	25a
(56)	39	(124)	23	81	25b
0	0	0	0	0	26
12,049	8,707	21,205	15,686	27,896	27
\$ 120,906	\$ 87,200	\$ 371,229	\$ 192,554	\$ 256,311	28

REPORT OF CONDITION

	B-411 THE BLUE GRASS VALLEY BANK	B-20 *UNION BANK AND TRUST COMPANY
	BLUE GRASS	BOWLING GREEN
	2 OFFICES	18 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 1,412	\$ 15,939
a. Non interest-bearing balances and currency and coin	735	15,674
b. Interest-bearing balances	677	265
2. Securities	1,551	125,480
a. Held to Maturity	1,485	3,464
b. Available for sale	66	122,016
3. Federal Funds sold and securities purchased under agreements to resell	382	146
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	16,910	411,273
b. LESS: Allowance for loan and lease losses.....	326	5,654
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	16,584	405,619
5. Assets held in trading accounts	0	0
6. Premises and fixed assets.....	738	12,870
7. Other real estate owned.....	0	1,692
8. Investments in unconsolidated subsidiaries and associated companies.....	0	140
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	0	2,594
11. Other assets.....	364	32,398
12. TOTAL ASSETS.....	\$ 21,031	\$ 596,878
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 17,491	\$ 456,664
(1) Noninterest-bearing.....	1,941	67,922
(2) Interest-bearing.....	15,550	388,742
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	0	32,705
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases).....	730	54,500
a. With remaining maturity of one year or less.....	710	6,000
b. With remaining maturity of one to three years	20	6,000
c. With remaining maturity of more than three years	0	42,500
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	174	4,432
21. TOTAL LIABILITIES.....	18,395	548,301
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	500	7,200
24. Surplus.....	64	6,876
25. a. Undivided profits and capital reserves	2,072	34,748
b. Net unrealized gains(losses) on available-for-sale securities	0	(247)
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL	2,636	48,577
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 21,031	\$ 596,878

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STATE CORPORATION COMMISSION

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-933 *FIRST VANTAGE BANK/ TRI-CITIES	B-30 BANK OF BOTETOURT	B-946 THE BANK OF SOUTHSIDE VIRGINIA	B-1157 *ALBEMARLE FIRST BANK	B-986 *F & M BANK - CENTRAL VIRGINIA	
BRISTOL	BUCHANAN	CARSON	CHARLOTTESVILLE	CHARLOTTESVILLE	
33 OFFICES	6 OFFICES	13 OFFICES	1 OFFICE	15 OFFICES	
\$ 20,153	\$ 5,356	\$ 6,010	\$ 3,177	\$ 4,581	1
20,153	5,195	5,962	1,753	4,581	
0	161	48	1,424	0	
156,698	21,908	90,501	3,788	142,604	2
143,566	5,579	14,021	0	47,422	
13,132	16,329	76,480	3,788	95,182	
5,670	2,388	10,872	10,031	675	3
415,099	108,815	184,932	41,916	47,553	
4,566	1,084	3,950	507	584	
0	0	0	0	0	
410,533	107,731	180,982	41,409	46,969	4
0	0	0	0	0	5
9,581	2,627	2,940	2,246	6,962	6
1,879	70	389	0	0	7
0	154	0	0	0	8
0	0	0	0	0	9
7,592	134	1,134	9	8,674	10
7,050	1,610	8,081	890	4,529	11
\$ 619,156	\$ 141,978	\$ 300,909	\$ 61,550	\$ 214,994	12
\$ 532,778	\$ 129,073	\$ 257,270	\$ 55,051	\$ 189,367	13
85,097	16,172	40,706	4,889	36,363	
447,681	112,901	216,564	50,162	153,004	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
16,092	0	0	0	4,373	14
0	0	0	0	0	15a
0	0	0	0	0	15b
0	0	0	0	0	16
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
5,770	979	4,595	119	861	20
554,640	130,052	261,865	55,170	194,601	21
0	0	0	0	0	22
13,250	1,220	290	2,909	1,881	23
23,586	1,194	2,000	4,285	10,844	24
27,690	9,323	36,336	(809)	7,053	25a
(10)	189	418	(5)	615	25b
0	0	0	0	0	26
64,516	11,926	39,044	6,380	20,393	27
\$ 619,156	\$ 141,978	\$ 300,909	\$ 61,550	\$ 214,994	28

REPORT OF CONDITION

	B-1128 *GUARANTY BANK		B-1013 *THE BANK OF HAMPTON ROADS	
	CHARLOTTESVILLE		CHESAPEAKE	
	8 OFFICES		15 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$	15,500	\$	9,360
a. Non interest-bearing balances and currency and coin		9,310		9,360
b. Interest-bearing balances		6,190		0
2. Securities		20,680		22,188
a. Held to Maturity		1,200		21,562
b. Available for sale		19,480		626
3. Federal Funds sold and securities purchased under agreements to resell		119		4,718
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		204,013		157,213
b. LESS: Allowance for loan and lease losses.....		2,396		1,969
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....		201,617		155,244
5. Assets held in trading accounts		0		0
6. Premises and fixed assets.....		9,707		8,121
7. Other real estate owned.....		1,301		1,100
8. Investments in unconsolidated subsidiaries and associated companies.....		0		0
9. Customers' liability to this bank on acceptances outstanding.....		0		0
10. Intangible assets.....		1,021		67
11. Other assets.....		3,820		3,411
12. TOTAL ASSETS.....	\$	253,765	\$	204,209
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$	217,266	\$	167,434
(1) Noninterest-bearing.....		17,872		39,347
(2) Interest-bearing.....		199,394		128,087
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's		0		0
(1) Noninterest-bearing		0		0
(2) Interest-bearing.....		0		0
14. Federal funds purchased and securities sold under agreements to repurchase.....		0		0
15.a. Demand notes issued to the U.S. Treasury		0		0
b. Trading Liabilities.....				
16. Other borrowed money(includes mortgages and capitalized leases).....		14,827		0
a. With remaining maturity of one year or less.....		14,000		0
b. With remaining maturity of one to three years		0		0
c. With remaining maturity of more than three years		827		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		0		0
20. Other liabilities		931		2,566
21. TOTAL LIABILITIES.....		233,024		170,000
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		2,000		4,685
24. Surplus.....		9,742		16,223
25. a. Undivided profits and capital reserves		10,217		13,301
b. Net unrealized gains(losses) on available-for-sale securities		(1,218)		0
26. Cumulative foreign currency translation adjustments.....		0		0
27. TOTAL EQUITY CAPITAL		20,741		34,209
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	253,765	\$	204,209

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STATE CORPORATION COMMISSION

41

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-1155 *MONARCH BANK	B-975 *THE COMMONWEALTH BANK	B-984 *COMMUNITY BANKERS' BANK	B-935 *MINERS EXCHANGE BANK	B-893 *F&M BANK- HIGHLANDS	
CHESAPEAKE	CHESTERFIELD	CHESTERFIELD	COEBURN	COVINGTON	
2 OFFICES	4 OFFICES	1 OFFICE	5 OFFICES	4 OFFICES	
\$ 2,969	\$ 2,952	\$ 8,246	\$ 5,299	\$ 5,591	1
2,919	2,878	8,143	5,299	5,591	
50	74	103	0	0	
6,698	1,301	6,534	16,275	46,355	2
0	984	0	1,500	0	
6,698	317	6,534	14,775	46,355	
1,813	4,735	31,647	600	7,281	3
43,444	54,156	38,958	35,179	104,826	
542	617	487	516	1,182	
0	0	0	0	0	
42,902	53,539	38,471	34,663	103,644	4
0	0	0	0	0	5
1,841	797	90	1,714	2,570	6
0	0	0	132	35	7
0	0	0	0	0	8
0	0	0	0	0	9
0	44	0	0	1,013	10
526	538	1,024	740	1,704	11
\$ 56,749	\$ 63,906	\$ 86,012	\$ 59,423	\$ 168,193	12
\$ 40,578	\$ 56,593	\$ 25,614	\$ 52,716	\$ 149,949	13
10,831	13,979	24,614	11,915	2,857	
29,747	42,614	1,000	40,801	147,092	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
2,832	0	54,411	0	0	14
0	0	0	0	0	15a
2,200	0	0	0	0	15b
2,200	0	0	0	0	16
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
75	525	280	447	967	20
45,685	57,118	80,305	53,163	150,916	21
0	0	0	0	0	22
5,354	2,877	1,596	1,150	740	23
6,709	4,111	1,824	1,150	2,271	24
(1,003)	(200)	2,297	4,055	14,248	25a
4	0	(10)	(95)	18	25b
0	0	0	0	0	26
11,064	6,788	5,707	6,260	17,277	27
\$ 56,749	\$ 63,906	\$ 86,012	\$ 59,423	\$ 168,193	28

REPORT OF CONDITION

	B-1049 *SECOND BANK & TRUST	B-471 FIRST STATE BANK
	CULPEPER 8 OFFICES	DANVILLE 3 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 9,823	\$ 1,763
a. Non interest-bearing balances and currency and coin	7,950	1,262
b. Interest-bearing balances	1,873	501
2. Securities	78,133	9,822
a. Held to Maturity	22,040	0
b. Available for sale	56,093	9,822
3. Federal Funds sold and securities purchased under agreements to resell	1,871	1,288
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	185,256	22,561
b. LESS: Allowance for loan and lease losses.....	2,019	347
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	183,237	22,214
5. Assets held in trading accounts	0	0
6. Premises and fixed assets.....	5,986	3,777
7. Other real estate owned.....	0	159
8. Investments in unconsolidated subsidiaries and associated companies.....	52	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	0	75
11. Other assets.....	4,038	969
12. TOTAL ASSETS.....	<u>\$ 283,140</u>	<u>\$ 40,067</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 238,205	\$ 32,092
(1) Noninterest-bearing.....	36,753	2,278
(2) Interest-bearing.....	201,452	29,814
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	0	0
15.a. Demand notes issued to the U.S. Treasury	769	3
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases).....	12,000	0
a. With remaining maturity of one year or less.....	0	0
b. With remaining maturity of one to three years	3,000	0
c. With remaining maturity of more than three years	9,000	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	2,093	328
21. TOTAL LIABILITIES.....	<u>253,067</u>	<u>32,423</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	3,756	1,000
24. Surplus.....	1,317	1,500
25. a. Undivided profits and capital reserves	25,240	4,996
b. Net unrealized gains(losses) on available-for-sale securities	(240)	148
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL	<u>30,073</u>	<u>7,644</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 283,140</u>	<u>\$ 40,067</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

43

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-655 *VIRGINIA BANK AND TRUST COMPANY	B-1045 *F&M BANK- SOUTHERN VIRGINIA	B-508 THE PEOPLES BANK	B-1140 *ALLIANCE BANK CORPORATION	B-957 *F & M BANK- NORTHERN VIRGINIA	
DANVILLE	EMPORIA	EWING	FAIRFAX	FAIRFAX	
6 OFFICES	7 OFFICES	4 OFFICES	1 OFFICE	31 OFFICES	
\$ 6,750	\$ 6,133	\$ 1,403	\$ 4,680	\$ 41,196	1
6,750	6,133	1,303	4,422	41,196	
0	0	100	258	0	
31,568	99,317	10,634	15,070	251,981	2
31,141	30,952	10,634	0	216,426	
427	68,365	0	15,070	35,555	
8,400	14,051	1,000	8,170	49,441	3
89,336	40,543	17,007	40,773	490,622	
894	471	106	430	5,606	
0	0	0	0	0	
88,442	40,072	16,901	40,343	485,016	4
0	0	0	0	0	5
2,022	3,913	1,811	337	21,341	6
0	0	5	0	2,438	7
0	0	0	0	0	8
0	0	0	0	0	9
0	7,542	0	0	716	10
1,412	2,703	574	931	9,305	11
\$ 138,594	\$ 173,731	\$ 32,328	\$ 69,531	\$ 861,434	12
\$ 117,622	\$ 155,638	\$ 27,686	\$ 53,736	\$ 693,062	13
21,888	16,365	3,479	19,575	101,075	
95,734	139,273	24,207	34,161	591,987	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	5,643	98,322	14
0	0	0	229	0	15a
0	0	0	2,000	720	15b
0	0	0	0	0	16
0	0	0	2,000	0	
0	0	0	0	720	
0	0	0	0	0	18
0	0	0	0	0	19
938	659	112	584	3,139	20
118,560	156,297	27,798	62,192	795,243	21
0	0	0	0	0	22
3,136	2,000	470	3,328	12,184	23
9,293	8,400	1,053	4,896	29,674	24
7,605	6,690	3,007	(781)	24,503	25a
0	344	0	(104)	(170)	25b
0	0	0	0	0	26
20,034	17,434	4,530	7,339	66,191	27
\$ 138,594	\$ 173,731	\$ 32,328	\$ 69,531	\$ 861,434	28

REPORT OF CONDITION

	B-967 *UNITED BANK	B-746 *FIRST VIRGINIA BANK
	FAIRFAX	FALLS CHURCH
	22 OFFICES	88 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 48,084	\$ 140,471
a. Non interest-bearing balances and currency and coin	47,426	140,197
b. Interest-bearing balances	658	274
2. Securities	513,718	793,146
a. Held to Maturity	118,062	746,347
b. Available for sale	395,656	46,799
3. Federal Funds sold and securities purchased under agreements to resell	0	32,808
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	997,589	2,507,881
b. LESS: Allowance for loan and lease losses.....	13,225	27,985
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	984,364	2,479,896
5. Assets held in trading accounts	0	0
6. Premises and fixed assets.....	9,375	29,656
7. Other real estate owned.....	0	274
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	26,969	0
11. Other assets.....	26,838	70,470
12. TOTAL ASSETS.....	\$ 1,609,348	\$ 3,546,721
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 1,138,295	\$ 3,035,749
(1) Noninterest-bearing.....	253,497	710,414
(2) Interest-bearing.....	884,798	2,325,335
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	187,697	216,952
15.a. Demand notes issued to the U.S. Treasury	4,647	0
b. Trading Liabilities.....		
16. Other borrowed money (includes mortgages and capitalized leases).....	127,500	993
a. With remaining maturity of one year or less.....	0	570
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	127,500	423
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	16,251	38,974
21. TOTAL LIABILITIES.....	1,474,390	3,292,668
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	1,430	25,050
24. Surplus.....	76,892	25,500
25. a. Undivided profits and capital reserves.....	60,671	203,542
b. Net unrealized gains(losses) on available-for-sale securities	(4,035)	(39)
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL	134,958	254,053
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 1,609,348	\$ 3,546,721

* Member of Federal Reserve

STATE CORPORATION COMMISSION

45

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-85 THE BANK OF FINCASTLE	B-87 *THE BANK OF FLOYD	B-1164 *COMMUNITY FIRST BANK	B-1158 *VIRGINIA HEARTLAND BANK	B-1148 *FIRST CAPITAL BANK	
FINCASTLE	FLOYD	FOREST	FREDERICKSBURG	GLEN ALLEN	
7 OFFICES	5 OFFICES	1 OFFICE	3 OFFICES	2 OFFICES	
\$ 4,821	\$ 2,631	\$ 1,224	\$ 4,773	\$ 1,354	1
4,699	2,515	1,224	4,773	1,354	
122	116	0	0	0	
5,961	57,486	1,416	24,386	8,831	2
5,347	19,352	0	0	0	
614	38,134	1,416	24,386	8,831	
9,836	4,475	1,889	4,877	5,393	3
91,947	91,691	41,353	88,673	20,011	
1,001	1,109	615	1,135	253	
0	0	0	0	0	
90,946	90,582	40,738	87,538	19,758	4
0	0	0	0	0	5
3,573	2,426	2,144	3,333	373	6
16	294	0	313	0	7
138	236	0	45	0	8
0	0	186	0	0	9
0	0	0	0	0	10
1,198	3,342	443	1,922	353	11
\$ 116,489	\$ 161,472	\$ 48,040	\$ 127,187	\$ 36,062	12
\$ 100,544	\$ 146,228	\$ 38,746	\$ 115,286	\$ 29,014	13
21,151	21,541	5,460	16,742	3,947	
79,393	124,687	33,286	98,544	25,067	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	353	14
0	0	0	0	0	15a
14	0	34	0	0	15b
14	0	0	0	0	16
0	0	0	0	0	
0	0	34	0	0	
0	0	186	0	0	18
0	0	0	0	0	19
729	1,441	350	1,233	196	20
101,287	147,669	39,316	116,519	29,563	21
0	0	0	0	0	22
91	4,655	3,874	2,321	3,074	23
4,484	1,200	5,776	5,173	4,550	24
10,488	7,958	(925)	3,064	(1,139)	25a
139	(10)	(1)	110	14	25b
0	0	0	0	0	26
15,202	13,803	8,724	10,668	6,499	27
\$ 116,489	\$ 161,472	\$ 48,040	\$ 127,187	\$ 36,062	28

REPORT OF CONDITION

	B-1021 *F & M BANK - ATLANTIC	B-809 *MINERS AND MERCHANTS BANK AND TRUST COMPANY GRUNDY
	GLOUCESTER	
	15 OFFICES	7 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 18,318	\$ 13,962
a. Non interest-bearing balances and currency and coin	16,412	9,496
b. Interest-bearing balances	1,906	4,466
2. Securities	114,331	70,259
a. Held to Maturity	10,243	0
b. Available for sale	104,088	70,259
3. Federal Funds sold and securities purchased under agreements to resell	32,516	2,800
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	227,901	154,662
b. LESS: Allowance for loan and lease losses.....	2,971	2,027
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	224,930	152,635
5. Assets held in trading accounts	0	0
6. Premises and fixed assets.....	9,505	4,349
7. Other real estate owned.....	169	293
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	633	0
11. Other assets.....	4,846	2,588
12. TOTAL ASSETS.....	<u>\$ 405,248</u>	<u>\$ 246,886</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 357,310	\$ 218,739
(1) Noninterest-bearing.....	58,046	28,872
(2) Interest-bearing.....	299,264	189,867
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	1,600	1,937
15.a. Demand notes issued to the U.S. Treasury	304	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases).....	1,225	0
a. With remaining maturity of one year or less.....	7	0
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	1,218	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	2,286	1,478
21. TOTAL LIABILITIES.....	<u>362,725</u>	<u>222,154</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	5,579	918
24. Surplus.....	11,022	2,628
25. a. Undivided profits and capital reserves	25,402	20,803
b. Net unrealized gains(losses) on available-for-sale securities	520	383
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL	<u>42,523</u>	<u>24,732</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 405,248</u>	<u>\$ 246,886</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

47

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-1035 *F & M BANK- MASSANUTTEN	B-1027 *ROCKINGHAM HERITAGE BANK	B-291 *BANK OF NORTHUMBERLAND INCORPORATED	B-1050 *CAPITAL ONE BANK	B-1153 *NEW PEOPLES BANK, INC.	
HARRISONBURG	HARRISONBURG	HEATHSVILLE	HENRICO	HONAKER	
10 OFFICES	6 OFFICES	3 OFFICES	1 OFFICE	5 OFFICES	
\$ 7,207	\$ 6,087	\$ 4,253	\$ 138,836	\$ 4,443	1
7,207	4,067	4,253	23,886	4,443	
0	2,020	0	114,950	0	
43,941	8,760	36,926	628,888	12,402	2
13,521	930	0	0	9,929	
30,420	7,830	36,926	628,888	2,473	
1,523	4,558	1,864	60,600	3,423	3
226,637	95,738	108,178	10,406,315	131,086	
2,836	1,044	1,501	391,533	1,311	
0	0	0	0	0	
223,801	94,694	106,677	10,014,782	129,775	4
0	0	0	0	0	5
4,773	2,144	1,222	474,241	5,066	6
70	0	0	0	197	7
0	0	0	0	0	8
0	0	0	0	0	9
1,252	0	0	3,404	0	10
5,270	1,430	2,024	1,357,822	2,094	11
\$ 287,837	\$ 117,673	\$ 152,966	\$ 12,678,573	\$ 157,400	12
\$ 240,244	\$ 97,564	\$ 137,652	\$ 4,042,614	\$ 138,451	13
17,763	14,055	13,665	168,035	9,826	
222,481	83,509	123,987	3,874,579	128,625	
0	0	0	268,590	0	
0	0	0	4,400	0	
0	0	0	264,190	0	
4,273	0	0	495,935	0	14
0	546	0	0	0	15a
19,191	8,500	0	5,504,975	0	15b
0	5,500	0	2,668,421	0	16
19,191	3,000	0	1,513,309	0	
0	0	0	1,323,245	0	
0	0	0	0	0	18
0	0	4,000	98,436	1,067	19
1,256	569	764	1,008,142	0	20
264,964	107,179	142,416	11,418,692	139,518	21
0	0	0	0	0	22
2,029	2,512	2,542	100,004	12,000	23
1,484	7,413	865	430,426	6,000	24
19,165	558	7,224	718,407	(118)	25a
195	11	(81)	(2,093)	0	25b
0	0	0	13,137	0	26
22,873	10,494	10,550	1,259,881	17,882	27
\$ 287,837	\$ 117,673	\$ 152,966	\$ 12,678,573	\$ 157,400	28

REPORT OF CONDITION

	B-1146 *FIRST COLONIAL BANK HOPEWELL 7 OFFICES	B-1002 *BENCHMARK COMMUNITY BANK KENBRIDGE 9 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 3,448	\$ 5,588
a. Non interest-bearing balances and currency and coin	3,448	5,588
b. Interest-bearing balances	0	0
2. Securities	34,186	24,922
a. Held to Maturity	5,744	5,250
b. Available for sale	28,442	19,672
3. Federal Funds sold and securities purchased under agreements to resell	0	4,281
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	123,590	164,693
b. LESS: Allowance for loan and lease losses.....	1,628	1,668
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	121,962	163,025
5. Assets held in trading accounts	0	0
6. Premises and fixed assets.....	1,601	3,753
7. Other real estate owned.....	51	808
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	93	0
11. Other assets.....	2,099	2,838
12. TOTAL ASSETS.....	<u>\$ 163,440</u>	<u>\$ 205,215</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 135,221	\$ 185,522
(1) Noninterest-bearing.....	11,911	24,365
(2) Interest-bearing.....	123,310	161,157
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	3,975	0
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money (includes mortgages and capitalized leases).....	9,000	0
a. With remaining maturity of one year or less.....	9,000	0
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	789	1,291
21. TOTAL LIABILITIES.....	<u>148,985</u>	<u>186,813</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	2,000	2,000
24. Surplus.....	500	900
25. a. Undivided profits and capital reserves	12,148	15,633
b. Net unrealized gains(losses) on available-for-sale securities	(193)	(131)
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL	<u>14,455</u>	<u>18,402</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 163,440</u>	<u>\$ 205,215</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

49

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-625 *BANK OF LANCASTER	B-1051 *CHESAPEAKE BANK	B-892 *THE FIRST BANK AND TRUST COMPANY	B-968 *VIRGINIA COMMUNITY BANK	B-1048 *THE PAGE VALLEY BANK	
KILMARNOCK	KILMARNOCK	LEBANON	LOUISA	LURAY	
7 OFFICES	9 OFFICES	7 OFFICES	6 OFFICES	2 OFFICES	
\$ 6,531	\$ 8,444	\$ 7,020	\$ 6,254	\$ 2,278	1
6,431	8,444	6,932	6,224	2,178	
100	0	88	30	100	
52,583	38,848	23,791	22,027	21,134	2
0	0	1,000	0	15,132	
52,583	38,848	22,791	22,027	6,002	
4,757	0	7,103	0	0	3
149,380	167,995	227,736	97,436	30,135	
1,370	2,455	2,273	989	495	
0	0	0	0	0	
148,010	165,540	225,463	96,447	29,640	4
0	0	0	0	0	5
5,423	4,697	6,481	3,875	1,193	6
472	175	325	253	73	7
0	331	0	0	0	8
0	0	0	0	0	9
3,267	0	0	0	0	10
2,562	4,077	3,400	1,905	1,063	11
\$ 223,605	\$ 222,112	\$ 273,583	\$ 130,761	\$ 55,381	12
\$ 200,404	\$ 194,110	\$ 239,604	\$ 117,973	\$ 49,890	13
24,044	27,463	35,377	21,167	7,156	
176,360	166,647	204,227	96,806	42,734	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
2,805	9,500	10,174	2,000	352	14
0	0	0	0	0	15a
0	0	3,275	0	0	15b
0	0	817	0	0	16
0	0	733	0	0	
0	0	1,725	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
1,327	1,591	1,367	1,174	623	20
204,536	205,201	254,420	121,147	50,865	21
0	0	0	0	0	22
5,703	2,000	2,360	3,750	2,000	23
3,016	2,952	2,303	918	400	24
10,609	11,415	14,423	5,119	2,098	25a
(259)	544	77	(173)	18	25b
0	0	0	0	0	26
19,069	16,911	19,163	9,614	4,516	27
\$ 223,605	\$ 222,112	\$ 273,583	\$ 130,761	\$ 55,381	28

REPORT OF CONDITION

	B-1163 *BANK OF THE JAMES	B-976 *THE BANK OF MARION
	LYNCHBURG	MARION
	2 OFFICES	11 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 1,270	\$ 11,020
a. Non interest-bearing balances and currency and coin	1,170	10,847
b. Interest-bearing balances	100	173
2. Securities	8,893	93,365
a. Held to Maturity	1,000	56,315
b. Available for sale	7,893	37,050
3. Federal Funds sold and securities purchased under agreements to resell	5,075	8,166
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	33,997	129,611
b. LESS: Allowance for loan and lease losses.....	425	1,651
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	33,572	127,960
5. Assets held in trading accounts	0	0
6. Premises and fixed assets.....	1,554	4,198
7. Other real estate owned.....	0	0
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	0	4,433
11. Other assets.....	521	3,820
12. TOTAL ASSETS.....	<u>\$ 50,885</u>	<u>\$ 252,962</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 42,200	\$ 227,933
(1) Noninterest-bearing.....	5,189	20,505
(2) Interest-bearing.....	37,011	207,428
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	0	0
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....	0	0
16. Other borrowed money(includes mortgages and capitalized leases).....	0	0
a. With remaining maturity of one year or less.....	0	0
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	203	1,247
21. TOTAL LIABILITIES.....	<u>42,403</u>	<u>229,180</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	3,743	1,000
24. Surplus.....	5,614	500
25. a. Undivided profits and capital reserves.....	(920)	22,366
b. Net unrealized gains(losses) on available-for-sale securities	45	(84)
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL	<u>8,482</u>	<u>23,782</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 50,885</u>	<u>\$ 252,962</u>

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STATE CORPORATION COMMISSION

51

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-131 *BANK OF MCKENNEY	B-1010 *CARDINAL BANK- POTOMAC	B-1172 *HANOVER BANK	B-1127 *METRO-COUNTY BANK OF VIRGINIA, INC.	B-1043 *THE MIDDLEBURG BANK	
MCKENNEY	MCLEAN	MECHANICSVILLE	MECHANICSVILLE	MIDDLEBURG	
5 OFFICES	3 OFFICES	2 OFFICES	5 OFFICES	5 OFFICES	
\$ 3,345	\$ 1,611	\$ 1,417	\$ 2,736	\$ 8,149	1
3,026	1,611	1,417	2,736	7,351	
319	0	0	0	798	
13,779	5,381	233	11,125	78,505	2
0	0	0	0	7,000	
13,779	5,381	233	11,125	71,505	
2,208	5,648	4,212	5,150	8,600	3
48,905	40,065	22,082	58,151	179,228	
550	477	331	729	1,804	
0	0	0	0	0	
48,355	39,588	21,751	57,422	177,424	4
0	0	0	0	0	5
3,945	1,011	800	1,656	6,148	6
68	0	0	0	0	7
162	0	0	0	0	8
0	0	0	0	0	9
0	0	0	18	0	10
1,163	(570)	201	941	3,753	11
\$ 73,025	\$ 52,669	\$ 28,614	\$ 79,048	\$ 282,579	12
\$ 63,844	\$ 47,246	\$ 23,778	\$ 71,342	\$ 225,200	13
10,728	13,287	3,266	7,606	20,274	
53,116	33,959	20,512	63,736	204,926	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
275	890	0	0	14,321	14
0	0	0	0	0	15a
1,113	0	0	0	20,000	15b
400	0	0	0	5,000	16
600	0	0	0	0	
113	0	0	0	15,000	
0	0	0	0	0	18
0	0	0	0	0	19
759	1,134	211	457	1,547	20
65,991	49,270	23,989	71,799	261,068	21
0	0	0	0	0	22
901	2,353	2,300	3,047	2,240	23
1,986	4,435	2,700	5,355	2,240	24
4,151	(3,438)	(375)	(1,093)	16,606	25a
(4)	49	0	(60)	425	25b
0	0	0	0	0	26
7,034	3,399	4,625	7,249	21,511	27
\$ 73,025	\$ 52,669	\$ 28,614	\$ 79,048	\$ 282,579	28

REPORT OF CONDITION

	B-1161 SOUTHERN COMMUNITY BANK & TRUST		B-134 FIRST AND CITIZENS BANK	
	MIDLOTHIAN		MONTEREY	
	1 OFFICE		1 OFFICE	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$	902	\$	2,451
a. Non interest-bearing balances and currency and coin		894		2,365
b. Interest-bearing balances		8		86
2. Securities		11,928		14,224
a. Held to Maturity		0		223
b. Available for sale		11,928		14,001
3. Federal Funds sold and securities purchased under agreements to resell		2,166		1,000
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		17,519		41,941
b. LESS: Allowance for loan and lease losses.....		283		417
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....		17,236		41,524
5. Assets held in trading accounts		0		0
6. Premises and fixed assets.....		617		575
7. Other real estate owned.....		0		79
8. Investments in unconsolidated subsidiaries and associated companies.....		0		0
9. Customers' liability to this bank on acceptances outstanding.....		0		0
10. Intangible assets.....		0		0
11. Other assets.....		579		982
12. TOTAL ASSETS.....	\$	33,428	\$	60,835
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$	25,529	\$	53,581
(1) Noninterest-bearing.....		1,329		8,660
(2) Interest-bearing.....		24,200		44,921
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's		0		0
(1) Noninterest-bearing		0		0
(2) Interest-bearing.....		0		0
14. Federal funds purchased and securities sold under agreements to repurchase.....		0		0
15.a. Demand notes issued to the U.S. Treasury		0		0
b. Trading Liabilities.....		0		0
16. Other borrowed money(includes mortgages and capitalized leases).....		0		2,300
a. With remaining maturity of one year or less.....		0		0
b. With remaining maturity of one to three years		0		2,300
c. With remaining maturity of more than three years		0		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		0		0
20. Other liabilities		193		1,217
21. TOTAL LIABILITIES.....		25,722		57,098
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		3,520		600
24. Surplus.....		5,191		175
25. a. Undivided profits and capital reserves.....		(1,127)		3,042
b. Net unrealized gains(losses) on available-for-sale securities		122		(80)
26. Cumulative foreign currency translation adjustments.....		0		0
27. TOTAL EQUITY CAPITAL		7,706		3,737
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	33,428	\$	60,835

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-384 *PEOPLES COMMUNITY BANK MONTROSS 4 OFFICES	B-443 *THE FARMERS & MERCHANTS BANK OF CRAIG COUNTY NEW CASTLE 2 OFFICES	B-1116 HARBOR BANK NEWPORT NEWS 4 OFFICES	B-762 *BANK OF OF THE COMMONWEALTH NORFOLK 8 OFFICES	B-971 *FIRST VIRGINIA BANK - HAMPTON ROADS NORFOLK 51 OFFICES	
\$ 7,972	\$ 950	\$ 3,224	\$ 14,418	\$ 31,010	1
2,657	950	3,124	6,846	31,010	
5,315	0	100	7,572	0	
5,694	6,377	36,028	20,160	179,242	2
3,639	6,289	0	4,346	178,342	
2,055	88	36,028	15,814	900	
0	5,825	9,872	7,181	3,182	3
70,724	24,210	87,614	157,480	546,087	
709	299	1,172	1,920	6,007	
0	0	0	0	0	
70,015	23,911	86,442	155,560	540,080	4
0	0	0	0	0	5
3,080	320	2,259	4,680	15,151	6
0	0	0	150	22	7
17	0	0	0	0	8
0	0	0	0	0	9
7	0	1,594	0	1,778	10
1,238	432	1,739	3,323	7,954	11
\$ 88,023	\$ 37,815	\$ 141,158	\$ 205,472	\$ 778,419	12
\$ 80,074	\$ 33,445	\$ 112,997	\$ 184,673	\$ 664,576	13
10,350	3,264	14,858	17,398	148,941	
69,724	30,181	98,139	167,275	515,635	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	2,170	5,382	50,999	14
0	0	0	0	0	15a
0	0	12,000	505	0	15b
0	0	0	0	0	16
0	0	2,000	0	0	
0	0	10,000	505	0	
0	0	0	0	0	18
0	0	0	0	0	19
669	169	421	2,416	6,544	20
80,743	33,614	127,588	192,976	722,119	21
0	0	0	0	0	22
663	1,050	5,637	1,374	17,000	23
301	230	6,672	3,421	13,000	24
6,285	2,921	1,099	7,919	26,300	25a
31	0	162	(218)	0	25b
0	0	0	0	0	26
7,280	4,201	13,570	12,496	56,300	27
\$ 88,023	\$ 37,815	\$ 141,158	\$ 205,472	\$ 778,419	28

REPORT OF CONDITION

	B-947 *HERITAGE BANK & TRUST	B-274 FARMERS & MERCHANTS BANK - EASTERN SHORE ONLEY
	NORFOLK	
	5 OFFICES	7 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 3,688	\$ 25,612
a. Non interest-bearing balances and currency and coin	3,514	5,262
b. Interest-bearing balances	174	20,350
2. Securities	15,769	44,621
a. Held to Maturity	2,466	597
b. Available for sale	13,303	44,024
3. Federal Funds sold and securities purchased under agreements to resell	5,215	3,991
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	70,736	152,914
b. LESS: Allowance for loan and lease losses.....	1,055	3,752
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	69,681	149,162
5. Assets held in trading accounts	0	0
6. Premises and fixed assets.....	2,288	2,215
7. Other real estate owned.....	433	126
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	0	3,523
11. Other assets.....	1,995	4,029
12. TOTAL ASSETS.....	\$ 99,069	\$ 233,279
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 86,927	\$ 188,927
(1) Noninterest-bearing.....	16,332	33,137
(2) Interest-bearing.....	70,595	155,790
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	2,289	5,835
15.a. Demand notes issued to the U.S. Treasury	58	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases).....	0	0
a. With remaining maturity of one year or less.....	0	0
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	868	1,198
21. TOTAL LIABILITIES.....	90,142	195,960
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	1,000	3,600
24. Surplus.....	1,163	6,628
25. a. Undivided profits and capital reserves	6,746	26,893
b. Net unrealized gains(losses) on available-for-sale securities	18	198
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL	8,927	37,319
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 99,069	\$ 233,279

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STATE CORPORATION COMMISSION

55

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-1142 *SHORE BANK	B-900 *FARMERS AND MINERS BANK	B-164 LEE BANK & TRUST COMPANY	B-964 *COMMERCE BANK	B-368 *THE BANK OF CHARLOTTE COUNTY	
ONLY	PENNINGTON GAP	PENNINGTON GAP	PETERSBURG	PHENIX	
7 OFFICES	6 OFFICES	4 OFFICES	14 OFFICES	4 OFFICES	
\$ 6,164	\$ 15,838	\$ 3,784	\$ 12,337	\$ 2,720	1
5,065	3,731	3,664	12,337	2,683	
1,099	12,107	120	0	37	
36,305	12,988	23,316	62,777	12,129	2
12,303	7,413	0	5,345	0	
24,002	5,575	23,316	57,432	12,129	
0	2,485	3,176	15,583	1,723	3
92,681	48,772	87,440	292,069	72,197	
1,336	590	1,055	3,176	865	
0	0	0	0	0	
91,345	48,182	86,385	288,893	71,332	4
0	0	0	0	0	5
2,843	2,292	2,926	4,338	1,274	6
5	0	591	1,046	107	7
0	0	0	0	211	8
0	0	0	0	0	9
34	0	0	0	0	10
1,622	1,048	1,127	6,148	1,621	11
\$ 138,318	\$ 82,833	\$ 121,305	\$ 391,122	\$ 91,020	12
\$ 117,571	\$ 73,747	\$ 101,073	\$ 352,531	\$ 80,628	13
11,683	13,062	12,486	55,866	9,463	
105,888	60,685	88,587	296,665	71,165	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	14
0	0	0	0	0	15a
8,055	0	3,000	0	0	15b
7,100	0	3,000	0	0	16
0	0	0	0	0	
955	0	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
228	760	1,380	3,039	390	20
125,854	74,507	105,453	355,570	81,018	21
0	0	0	0	0	22
2,000	500	200	461	150	23
2,159	500	500	12,881	529	24
8,416	7,361	14,849	22,938	9,316	25a
(111)	(35)	303	(728)	7	25b
0	0	0	0	0	26
12,464	8,326	15,852	35,552	10,002	27
\$ 138,318	\$ 82,833	\$ 121,305	\$ 391,122	\$ 91,020	28

REPORT OF CONDITION

	B-1160 TOWNE BANK		B-995 *CENTRAL VIRGINIA BANK	
	PORTSMOUTH		POWHATAN	
	5 OFFICES		7 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$	38,793	\$	7,071
a. Non interest-bearing balances and currency and coin		13,138		6,844
b. Interest-bearing balances		25,655		227
2. Securities		63,455		44,696
a. Held to Maturity		2,403		13,420
b. Available for sale		61,052		31,276
3. Federal Funds sold and securities purchased under agreements to resell		770		7,577
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		269,425		134,046
b. LESS: Allowance for loan and lease losses.....		2,797		1,658
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....		266,628		132,388
5. Assets held in trading accounts		0		0
6. Premises and fixed assets.....		11,205		4,264
7. Other real estate owned.....		0		247
8. Investments in unconsolidated subsidiaries and associated companies.....		0		0
9. Customers' liability to this bank on acceptances outstanding.....		0		0
10. Intangible assets.....		0		0
11. Other assets.....		3,061		3,585
12. TOTAL ASSETS.....	\$	383,912	\$	199,828
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$	306,353	\$	165,962
(1) Noninterest-bearing.....		45,276		24,876
(2) Interest-bearing.....		261,077		141,086
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's		0		0
(1) Noninterest-bearing		0		0
(2) Interest-bearing.....		0		0
14. Federal funds purchased and securities sold under agreements to repurchase.....		0		249
15.a. Demand notes issued to the U.S. Treasury		0		0
b. Trading Liabilities.....				
16. Other borrowed money(includes mortgages and capitalized leases).....		37,711		15,018
a. With remaining maturity of one year or less.....		0		10,000
b. With remaining maturity of one to three years		4,711		5,018
c. With remaining maturity of more than three years		33,000		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		0		0
20. Other liabilities		2,672		691
21. TOTAL LIABILITIES.....		346,736		181,920
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		19,799		1,000
24. Surplus.....		19,294		4,742
25. a. Undivided profits and capital reserves.....		(2,665)		12,604
b. Net unrealized gains(losses) on available-for-sale securities		748		(438)
26. Cumulative foreign currency translation adjustments.....		0		0
27. TOTAL EQUITY CAPITAL		37,176		17,908
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	383,912	\$	199,828

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STATE CORPORATION COMMISSION

57

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-1167 *STATE BANK	B-1154 *FIRST SENTINEL BANK	B-882 BRANCH BANKING AND TRUST COMPANY OF VIRGINIA RICHMOND	B-186 *CONSOLIDATED BANK AND TRUST COMPANY RICHMOND	B-934 *F & M BANK- RICHMOND	
REMINGTON	RICHLANDS	RICHMOND	RICHMOND	RICHMOND	
3 OFFICES	2 OFFICES	142 OFFICES	7 OFFICES	15 OFFICES	
\$ 2,475	\$ 5,930	\$ 178,932	\$ 1,295	\$ 13,531	1
1,811	1,452	178,384	1,279	13,531	
664	4,478	548	16	0	
22,816	19,868	564,472	43,937	86,971	2
6,674	1,171	0	20,988	58,426	
16,142	18,697	564,472	22,949	28,545	
0	1,300	1,211,982	2,030	2,300	3
42,717	23,205	4,028,827	61,425	182,739	
508	202	68,764	646	2,139	
0	0	0	0	0	
42,209	23,003	3,960,063	60,779	180,600	4
0	0	0	0	0	5
1,283	1,011	90,774	2,485	9,238	6
1,044	536	4,445	86	0	7
0	0	0	0	14	8
0	0	73	0	0	9
0	0	151,336	209	0	10
1,039	698	92,357	1,921	3,235	11
\$ 70,866	\$ 52,346	\$ 6,254,434	\$ 112,742	\$ 295,889	12
\$ 62,906	\$ 46,569	\$ 4,871,453	\$ 103,305	\$ 262,794	13
11,516	6,243	496,467	22,484	19,016	
51,390	40,326	4,374,986	80,821	243,778	
0	0	5,678	0	0	
0	0	0	0	0	
0	0	5,678	0	0	
0	0	201,037	0	7,586	14
0	0	52,249	0	0	15a
0	0	417,361	543	0	15b
0	0	66,108	0	0	16
0	0	826	0	0	
0	0	350,427	543	0	
0	0	73	0	0	18
0	0	0	0	0	19
253	399	110,980	518	738	20
63,159	46,968	5,658,831	104,366	271,118	21
0	0	0	0	0	22
2,000	884	6,886	2,430	2,850	23
2,438	220	531,095	2,930	9,476	24
3,366	4,122	54,297	3,165	12,581	25a
(97)	152	3,325	(149)	(136)	25b
0	0	0	0	0	26
7,707	5,378	595,603	8,376	24,771	27
\$ 70,866	\$ 52,346	\$ 6,254,434	\$ 112,742	\$ 295,889	28

REPORT OF CONDITION

	B-758 *FIRST VIRGINIA BANK- COLONIAL RICHMOND 42 OFFICES	B-1129 FIRST-CITIZENS BANK, A VIRGINIA CORPORATION ROANOKE 1 OFFICE
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 29,559	\$ 24,218
a. Non interest-bearing balances and currency and coin	29,559	24,140
b. Interest-bearing balances	0	78
2. Securities	172,155	525
a. Held to Maturity	163,744	0
b. Available for sale	8,411	525
3. Federal Funds sold and securities purchased under agreements to resell	5,690	0
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	505,350	190,989
b. LESS: Allowance for loan and lease losses.....	5,559	13,340
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	499,791	177,649
5. Assets held in trading accounts	0	0
6. Premises and fixed assets.....	14,340	419
7. Other real estate owned.....	0	0
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	8,125	0
11. Other assets.....	8,839	9,235
12. TOTAL ASSETS.....	<u>\$ 738,499</u>	<u>\$ 212,046</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 631,020	\$ 507
(1) Noninterest-bearing.....	136,505	7
(2) Interest-bearing.....	494,515	500
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	31,596	0
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money (includes mortgages and capitalized leases).....	123	172,693
a. With remaining maturity of one year or less.....	0	172,693
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	123	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	6,436	7,058
21. TOTAL LIABILITIES.....	<u>669,175</u>	<u>180,258</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	30,625	6,000
24. Surplus.....	21,125	8,100
25. a. Undivided profits and capital reserves	17,588	17,688
b. Net unrealized gains(losses) on available-for-sale securities	(14)	0
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL	<u>69,324</u>	<u>31,788</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 738,499</u>	<u>\$ 212,046</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

59

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-795 *FIRST VIRGINIA BANK - SOUTHWEST	B-1171 *VALLEY BANK	B-1168 *CITIZENS COMMUNITY BANK	B-994 *PROSPERITY BANK & TRUST COMPANY	B-1044 *PIONEER BANK	
ROANOKE	ROANOKE	SOUTH HILL	SPRINGFIELD	STANLEY	
65 OFFICES	4 OFFICES	1 OFFICE	3 OFFICES	4 OFFICES	
\$ 40,824	\$ 4,053	\$ 1,992	\$ 4,167	\$ 3,933	1
40,824	3,988	1,308	4,167	3,886	
0	65	684	0	47	
385,540	35,663	12,814	13,789	12,352	2
357,650	0	7,417	3,241	1,984	
27,890	35,663	5,397	10,548	10,368	
516	0	1,150	10,759	110	3
938,060	114,376	15,378	42,273	77,933	
10,319	1,190	154	415	1,026	
0	0	0	0	0	
927,741	113,186	15,224	41,858	76,907	4
0	0	0	0	0	5
17,200	3,075	598	935	1,694	6
329	0	0	0	0	7
0	0	0	0	0	8
0	0	0	0	0	9
3,573	0	0	0	468	10
19,568	1,845	438	767	1,984	11
\$ 1,395,291	\$ 157,822	\$ 32,216	\$ 72,275	\$ 97,448	12
\$ 1,206,485	\$ 129,987	\$ 24,731	\$ 62,782	\$ 84,037	13
182,889	17,254	2,091	24,314	14,000	
1,023,596	112,733	22,640	38,468	70,037	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
44,499	3,745	0	3,664	0	14
0	0	0	0	0	15a
0	10,000	0	0	3,437	15b
0	0	0	0	1,787	16
0	0	0	0	0	
0	10,000	0	0	1,650	
0	0	0	0	0	18
0	0	0	0	0	19
16,769	1,871	42	243	1,342	20
1,267,753	145,603	24,773	66,689	88,816	21
0	0	0	0	0	22
23,839	5,000	3,761	1,581	2,107	23
28,709	5,000	3,761	1,669	422	24
75,026	2,270	(166)	2,377	6,133	25a
(36)	(51)	87	(41)	(30)	25b
0	0	0	0	0	26
127,538	12,219	7,443	5,586	8,632	27
\$ 1,395,291	\$ 157,822	\$ 32,216	\$ 72,275	\$ 97,448	28

REPORT OF CONDITION

	B-911	B-799
	*FIRST VIRGINIA	PLANTERS BANK
	BANK-BLUE RIDGE	& TRUST COMPANY
	STAUNTON	STAUNTON
	28 OFFICES	16 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 19,955	\$ 18,199
a. Non interest-bearing balances and currency and coin	19,955	18,146
b. Interest-bearing balances	0	53
2. Securities	118,859	121,530
a. Held to Maturity	105,848	55,812
b. Available for sale	13,011	65,718
3. Federal Funds sold and securities purchased under agreements to resell	1,408	0
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	365,444	335,902
b. LESS: Allowance for loan and lease losses.....	4,020	3,894
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	361,424	332,008
5. Assets held in trading accounts	0	0
6. Premises and fixed assets.....	7,133	7,739
7. Other real estate owned.....	0	227
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	0	2,023
11. Other assets.....	6,104	5,754
12. TOTAL ASSETS.....	\$ 514,883	\$ 487,480
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 468,590	\$ 425,335
(1) Noninterest-bearing.....	95,271	71,208
(2) Interest-bearing.....	373,319	354,127
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	3,146	18,495
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases).....	0	3,000
a. With remaining maturity of one year or less.....	0	3,000
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	5,078	2,128
21. TOTAL LIABILITIES.....	476,814	448,958
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	10,330	20,000
24. Surplus.....	5,196	3,554
25. a. Undivided profits and capital reserves	22,572	14,694
b. Net unrealized gains(losses) on available-for-sale securities	(29)	274
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL	38,069	38,522
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 514,883	\$ 487,480

* Member of Federal Reserve

STATE CORPORATION COMMISSION

61

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-1018 *THE MARATHON BANK	B-1037 COMMUNITY BANK OF NORTHERN VIRGINIA	B-1046 *FIRST BANK	B-791 *JAMES RIVER BANK/COLONIAL	B-600 *BANK OF ESSEX	
STEPHENS CITY	STERLING	STRASBURG	SUFFOLK	TAPPAHANNOCK	
5 OFFICES	10 OFFICES	7 OFFICES	10 OFFICES	6 OFFICES	
\$ 6,669	\$ 12,685	\$ 6,306	\$ 9,016	\$ 4,354	1
6,631	12,480	5,511	6,236	4,354	
38	205	795	2,780	0	
13,560	48,536	44,454	29,578	36,156	2
7,098	19,524	0	0	3,121	
6,462	29,012	44,454	29,578	33,035	
9,948	0	5,315	971	2,413	3
92,132	323,319	166,848	130,257	141,534	
956	3,773	1,703	1,711	1,819	
0	0	0	0	0	
91,176	319,546	165,145	128,546	139,715	4
0	0	0	0	0	5
2,708	5,018	4,263	3,936	6,971	6
0	1,174	0	72	0	7
1	0	0	0	121	8
0	0	0	0	0	9
0	488	0	82	1,279	10
1,404	7,059	4,193	1,694	2,812	11
\$ 125,466	\$ 394,506	\$ 229,676	\$ 173,895	\$ 193,821	12
\$ 114,662	\$ 313,534	\$ 175,755	\$ 145,360	\$ 164,368	13
19,114	52,230	22,620	25,151	17,530	
95,548	261,304	153,135	120,209	146,838	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	16,983	0	2,205	0	14
0	0	0	0	0	15a
211	28,376	33,523	8,000	11,000	15b
0	4,363	5,000	0	11,000	16
0	16,438	0	0	0	
211	7,575	28,523	8,000	0	
0	0	0	0	0	18
0	0	0	0	0	19
571	3,129	1,295	663	1,289	20
115,444	362,022	210,573	156,228	176,657	21
0	0	0	0	0	22
4,651	2,945	2,447	2,691	5,839	23
3,871	17,976	1,836	5,116	4,820	24
1,671	11,565	15,108	9,793	6,397	25a
(171)	(2)	(288)	67	108	25b
0	0	0	0	0	26
10,022	32,484	19,103	17,667	17,164	27
\$ 125,466	\$ 394,506	\$ 229,676	\$ 173,895	\$ 193,821	28

REPORT OF CONDITION

	B-297 SOUTHSIDE BANK		B-224 *BANK OF TAZEWELL COUNTY	
	TAPPAHANNOCK		TAZEWELL	
	8 OFFICES		10 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$	8,492	\$	13,484
a. Non interest-bearing balances and currency and coin		8,492		4,652
b. Interest-bearing balances		0		8,832
2. Securities		46,126		81,306
a. Held to Maturity		0		15,538
b. Available for sale		46,126		65,768
3. Federal Funds sold and securities purchased under agreements to resell		531		20,100
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		170,773		128,851
b. LESS: Allowance for loan and lease losses.....		2,576		1,485
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....		168,197		127,366
5. Assets held in trading accounts		0		0
6. Premises and fixed assets.....		2,256		2,432
7. Other real estate owned.....		376		99
8. Investments in unconsolidated subsidiaries and associated companies.....		0		0
9. Customers' liability to this bank on acceptances outstanding.....		0		0
10. Intangible assets.....		0		3,875
11. Other assets.....		2,806		3,124
12. TOTAL ASSETS.....	\$	228,784	\$	251,786
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$	200,027	\$	223,911
(1) Noninterest-bearing.....		26,730		22,717
(2) Interest-bearing.....		173,297		201,194
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's		0		0
(1) Noninterest-bearing		0		0
(2) Interest-bearing.....		0		0
14. Federal funds purchased and securities sold under agreements to repurchase.....		5,724		0
15.a. Demand notes issued to the U.S. Treasury		0		0
b. Trading Liabilities.....				270
16. Other borrowed money(includes mortgages and capitalized leases).....		7,000		0
a. With remaining maturity of one year or less.....		0		0
b. With remaining maturity of one to three years		2,000		0
c. With remaining maturity of more than three years		5,000		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		3,000		0
20. Other liabilities		867		895
21. TOTAL LIABILITIES.....		216,618		225,076
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		5,094		2,077
24. Surplus.....		2,097		1,811
25. a. Undivided profits and capital reserves		4,687		23,103
b. Net unrealized gains(losses) on available-for-sale securities		288		(281)
26. Cumulative foreign currency translation adjustments.....		0		0
27. TOTAL EQUITY CAPITAL		12,166		26,710
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	228,784	\$	251,786

* Member of Federal Reserve

STATE CORPORATION COMMISSION

63

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-959 *FARMERS & MERCHANTS BANK	B-939 THE BUSINESS BANK	B-1147 *POTOMAC BANK OF VIRGINIA	B-978 *THE BANK OF TIDEWATER	B-1015 *RESOURCE BANK	
TIMBERVILLE	VIENNA	VIENNA	VIRGINIA BEACH	VIRGINIA BEACH	
5 OFFICES	2 OFFICES	2 OFFICES	10 OFFICES	4 OFFICES	
\$ 3,869	\$ 2,990	\$ 2,585	\$ 15,284	\$ 7,326	1
3,807	2,969	2,585	15,284	7,146	
62	21	0	0	180	
30,752	10,372	15,449	71,591	82,408	2
2,776	2,270	0	2,506	63,805	
27,976	8,102	15,449	69,085	18,603	
909	600	11,893	610	0	3
150,250	55,517	31,295	144,209	303,958	
1,104	939	0	1,778	3,521	
0	0	0	0	0	
149,146	54,578	31,295	142,431	300,437	4
0	0	0	0	0	5
3,647	207	571	6,543	3,301	6
0	1,137	0	0	0	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	0	0	62	10
3,425	673	502	3,290	9,849	11
\$ 191,748	\$ 70,557	\$ 62,295	\$ 239,749	\$ 403,383	12
\$ 152,600	\$ 60,948	\$ 47,314	\$ 211,124	\$ 331,649	13
18,738	15,114	15,323	68,727	14,756	
133,862	45,834	31,991	142,397	316,893	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
8,698	2,186	6,335	6,996	7,546	14
0	0	0	0	0	15a
16,386	0	0	0	30,300	15b
80	0	0	0	0	16
1,695	0	0	0	300	
14,611	0	0	0	30,000	
0	0	0	0	0	18
0	0	0	0	0	19
1,300	415	276	1,625	7,193	20
178,984	63,549	53,925	219,745	376,688	21
0	0	0	0	7,350	22
500	742	4,415	12,031	3,719	23
800	11,996	4,410	3,129	11,365	24
11,434	(5,688)	(384)	4,999	4,401	25a
30	(42)	(71)	(155)	(140)	25b
0	0	0	0	0	26
12,764	7,008	8,370	20,004	26,695	27
\$ 191,748	\$ 70,557	\$ 62,295	\$ 239,749	\$ 403,383	28

REPORT OF CONDITION

	B-1052 *F & M BANK - PEOPLES	B-1047 *THE FAUQUIER BANK
	WARRENTON	WARRENTON
	5 OFFICES	6 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 5,998	\$ 10,891
a. Non interest-bearing balances and currency and coin	5,998	10,841
b. Interest-bearing balances	0	50
2. Securities	20,582	16,957
a. Held to Maturity	13,103	3,980
b. Available for sale	7,479	12,977
3. Federal Funds sold and securities purchased under agreements to resell	5,987	14,688
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	104,676	200,433
b. LESS: Allowance for loan and lease losses.....	1,155	2,554
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	103,521	197,879
5. Assets held in trading accounts	0	0
6. Premises and fixed assets.....	3,586	4,890
7. Other real estate owned.....	0	0
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	0	0
11. Other assets.....	1,623	4,550
12. TOTAL ASSETS.....	<u>\$ 141,297</u>	<u>\$ 249,855</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 123,869	\$ 212,150
(1) Noninterest-bearing.....	23,862	39,436
(2) Interest-bearing.....	100,007	172,714
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	4,425	0
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases).....	0	13,000
a. With remaining maturity of one year or less.....	0	0
b. With remaining maturity of one to three years	0	13,000
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	648	2,207
21. TOTAL LIABILITIES.....	<u>128,942</u>	<u>227,357</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	2,100	2,000
24. Surplus.....	500	400
25. a. Undivided profits and capital reserves	9,762	20,184
b. Net unrealized gains(losses) on available-for-sale securities	(7)	(86)
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL	<u>12,355</u>	<u>22,498</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 141,297</u>	<u>\$ 249,855</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

65

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-1108 *SOUTHERN FINANCIAL BANK	B-969 *NORTHERN NECK STATE BANK	B-234 *JAMES RIVER BANK	B-1042 CITIZENS AND FARMERS BANK	B-1156 *THE BANK OF WILLIAMSBURG	
WARRENTON	WARSAW	WAVERLY	WEST POINT	WILLIAMSBURG	
19 OFFICES	9 OFFICES	7 OFFICES	11 OFFICES	1 OFFICE	
\$ 28,395	\$ 5,510	\$ 6,280	\$ 14,808	\$ 226	1
25,915	5,460	4,522	8,923	226	
2,480	50	1,758	5,885	0	
233,407	70,484	25,956	62,244	7,680	2
0	0	0	33,771	0	
233,407	70,484	25,956	28,473	7,680	
0	3,538	2,600	0	2,330	3
319,197	152,237	65,843	248,429	6,827	
4,921	1,518	976	3,579	60	
0	0	0	0	0	
314,276	150,719	64,867	244,850	6,767	4
0	0	0	0	0	5
6,627	2,917	2,227	9,601	848	6
17	10	0	47	0	7
0	0	0	0	0	8
0	0	0	0	0	9
3,702	3,701	2,762	1,091	0	10
26,548	6,824	1,792	6,792	540	11
\$ 612,972	\$ 243,703	\$ 106,484	\$ 339,433	\$ 18,391	12
\$ 518,871	\$ 197,376	\$ 94,690	\$ 290,783	\$ 14,640	13
71,296	17,939	20,656	35,829	315	
447,575	179,437	74,034	254,954	14,325	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	2,580	636	3,869	0	14
0	0	0	0	0	15a
34,000	20,525	0	10,100	0	15b
19,000	10,075	0	5,100	0	16
0	375	0	5,000	0	
15,000	10,075	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
8,523	1,508	477	3,061	57	20
561,394	221,989	95,803	307,813	14,697	21
0	0	0	0	0	22
2,000	849	2,500	2,783	2,000	23
24,998	2,142	500	710	2,000	24
24,343	18,780	7,771	28,150	(348)	25a
13	(57)	(90)	(23)	42	25b
224	0	0	0	0	26
51,578	21,714	10,681	31,620	3,694	27
\$ 612,972	\$ 243,703	\$ 106,484	\$ 339,433	\$ 18,391	28

REPORT OF CONDITION

	B-1034 *F & M BANK- WINCHESTER	B-481 *FARMERS BANK, WINDSOR, VIRGINIA
	WINCHESTER	WINDSOR
	35 OFFICES	2 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 35,964	\$ 2,802
a. Non interest-bearing balances and currency and coin	35,353	2,722
b. Interest-bearing balances	611	80
2. Securities	325,954	32,406
a. Held to Maturity	113,171	0
b. Available for sale	212,783	32,406
3. Federal Funds sold and securities purchased under agreements to resell	12,622	991
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	563,806	69,233
b. LESS: Allowance for loan and lease losses.....	7,049	1,446
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	556,757	67,787
5. Assets held in trading accounts	0	0
6. Premises and fixed assets.....	19,674	2,031
7. Other real estate owned.....	5,095	1,104
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	12,719	0
11. Other assets.....	14,108	1,961
12. TOTAL ASSETS.....	<u>\$ 982,893</u>	<u>\$ 109,082</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 778,612	\$ 92,816
(1) Noninterest-bearing.....	61,646	13,379
(2) Interest-bearing.....	716,966	79,437
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	103,735	0
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases).....	0	0
a. With remaining maturity of one year or less.....	0	0
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	6,947	980
21. TOTAL LIABILITIES.....	<u>889,294</u>	<u>93,796</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	2,530	120
24. Surplus.....	18,204	2,567
25. a. Undivided profits and capital reserves	69,497	12,445
b. Net unrealized gains(losses) on available-for-sale securities	3,368	154
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL	<u>93,599</u>	<u>15,286</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 982,893</u>	<u>\$ 109,082</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

B-945 *FIRST COMMONWEALTH BANK					
WISE					
2 OFFICES					
\$ 3,463					1
3,363					
100					
21,967					2
0					
21,967					
2,133					3
31,534					
406					
0					
31,128					4
0					5
1,003					6
0					7
0					8
0					9
0					10
912					11
\$ 60,606					12
\$ 54,470					13
9,910					
44,560					
0					
0					
0					
0					14
0					15a
0					15b
0					16
0					
0					
0					18
0					19
332					20
54,802					21
0					22
1,450					23
1,450					24
3,092					25a
(188)					25b
0					26
5,804					27
\$ 60,606					28

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

Albemarle First Bank
1265 Seminole Trail
Charlottesville 22906 (Albemarle County)
C.E.O.- Charles C. Paschall, President
Cashier- Charles Darnell,
Chief Financial Officer

Alliance Bank Corporation
12735 Shops Lane
Fairfax 22033 (Fairfax County)
C.E.O.- Thomas A. Young, Jr., President
Cashier- Paul M. Harbolick, Jr.,
Chief Financial Officer

Bank of Botetourt
Main Street
P.O. Box 339
Buchanan 24066 (Botetourt County)
C.E.O.- H. Watts Steger, III, President
Cashier- G. Lyn Hayth, III

Brs: Botetourt County -
U.S. Route 220, Daleville
Railroad Street, Eagle Rock
60 Lee Highway North, Troutville
Roanoke County -
Lot 1, Perimeter East Commerce
Center, US Route 460 and Trail Drive
Rockbridge County -
Unit 130, Stonewall Square Shopping
Center, U.S. Route 60

EFTS:
Botetourt County -
4070 Roanoke Road, Fincastle
Roanoke County -
Creekside Market,
8201 Williamson Road

Bank of Charlotte County, The
Berkley & Charlotte Streets
Phenix 23959-0336 (Charlotte County)
C.E.O.- Bobby A. Howard, President
Cashier- John L. Pillow, Treasurer

Brs: Campbell County -
308 Lynchburg Avenue, Brookneal
Charlotte County -
Main Street, Charlotte Courthouse
26 King Street, Keysville

*Bank of Clarke County
2 East Main Street
P.O. Box 391
Berryville 22611 (Clarke County)
C.E.O.- John Milleson
Cashier- James W. McCarty, Jr.,
Chief Financial Officer

Brs: City of Winchester -
190 Campus Boulevard, Suite 120
40 West Piccadilly Street
625 East Jubal Early Drive
Clarke County -
North side of Route 723, Boyce
Frederick County -
1508 Senseny Road
382 Fairfax Pike, Stephens City

EFTS:
Clarke County -
U. S. Routes 340 and 17/50, Boyce
Frederick County -
1016 Millwood Pike
1518 Martinsburg Pike
747 Fairfax Street, Stephens City

Bank of Essex
323 Prince Street
Tappahannock 22560 (Essex County)
C.E.O.- George M. Longest, Jr., President
Cashier- Bruce E. Thomas

Brs: Essex County -
U.S. Routes 17 & 360
Rappahannock Shopping Center,
Tappahannock
Hanover County -
Route 360 & Proposed Creighton Road
between Routes 615 & 643,
Mechanicsville
Henrico County -
9951 Brook Road, Glen Allen
King William County -
U.S. Route 360, Central Garage
1681 Main Street, West Point

Bank of Fincastle, The
17 South Roanoke Street
P.O. Box 107
Fincastle 24090 (Botetourt County)
C.E.O.- John F. Kilby, President
Cashier- Michael Jasper, Treasurer

Brs: Botetourt County -
5825 Cloverdale Road
98 Blue Ridge Boulevard
614 Lee Highway, Cloverdale
1618 Roanoke Road, Daleville
509 Roanoke Road, Daleville
5192 Lee Highway S., Troutville

EFTS:
City of Roanoke -
2635 Colonial Avenue
Botetourt County -
U.S. Route 11 & Interstate 81, Daleville
Quickette Market
U.S. Route 220 North, Fincastle

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

Bank of Floyd, The
101 Jacksonville Circle
Floyd 24091 (Floyd County)
C.E.O.- Ronald Leon Moore, President
Cashier- Dave E. Welch, Chief Financial Officer

Brs: Carroll County -
185 South Main Street, Hillsville
Floyd County -
northeast corner of U.S. Highway 221
and Connors Grove, Willis
Montgomery County -
2105 Roanoke Street, Christiansburg
Roanoke County -
4094 Postal Drive

Bank of Hampton Roads, The
201 Volvo Parkway
P.O. Box 1000
Chesapeake 23320
C.E.O.- Jack W. Gibson, President
Cashier- Cynthia A. Sabol

Brs: City of Chesapeake -
1400 Kempsville Road, Suite 102
1500 Mt Pleasant Road
4108 Portsmouth Boulevard
4507 Relay Road
4720 Battlefield Boulevard, South
712 Liberty Street
852 N. George Washington Highway
City of Norfolk -
4037 East Little Creek Road
415 St. Pauls Boulevard
4500 East Princess Anne Road
City of Suffolk -
117 Market Street
City of Virginia Beach -
1100 Dam Neck Road
1316 North Great Neck Road
5472 Indian River Road

EFT:
City of Chesapeake -
1320 Northwest Boulevard Suite 100

*Bank of Lancaster
100 Main Street
P.O. Box 1869
Kilmarnock 22482 (Lancaster County)
C.E.O.- Austin L. Roberts, III, President
Cashier- Richard Abbott, Treasurer

Brs: Lancaster County -
Lancaster Square Shopping Center
North Main Street, Kilmarnock
State Route 3
Ice House Field Shopping Center,
White Stone

Northumberland County -
Routes 202 and 360, Callao
Route 360, Heathsville
Richmond County -
610 West Richmond Road, Warsaw
Westmoreland County -
Route 3 Kings Highway, Montross

*Bank of Marion, The
102 West Main Street
P.O. Box 1067
Marion 24354 (Smyth County)
C.E.O.- John E. Stringer, President
Cashier- Chris Snodgrass, Chief Financial Officer

Brs: Russell County -
702 Fairmont Avenue, Honaker
Scott County -
196 East Jackson Street, Gate City
U.S. Highway 23 North and Legion
Street, Weber City
Smyth County -
Parcel 'e' Chilhowie Shopping Center,
Chilhowie
1600 N Main Street, Marion
South Main St. & Washington Avenue,
Marion
Northwest corner of Allison Gap Road
and Main Street,
Saltville
Washington County -
State Routes 91 and 750, Glade Spring
Wythe County -
787 Fort Chiswell Road, Suite 7,
Max Meadows
512 North Main Street, Rural Retreat

EFT:
Smyth County -
1193 North Main Street, Marion

Bank of McKenney
20718 First Street
McKenney 23872 (Dinwiddie County)
C.E.O.- Richard M. Liles, President
Cashier- James Bryant Neville, Jr.

Brs: Chesterfield County -
20815 Chesterfield Plaza, Ettrick
6300 River Road, Matoaca
Dinwiddie County -
13812 Boydton Plank Road
U.S. Highway 460 and State Route 684

EFT:
Dinwiddie County -
5420 Boydton Plank Rd

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

<p>Bank of Northumberland, Incorporated P.O. Box 9 Heathsville 22473 (Northumberland County) C.E.O.- Lewis R. Reynolds, President Cashier- Dorothy C. Reynolds</p> <p>Brs: Northumberland County - Southwest Corner of U.S. Route 360 & State Route 200, Burgess U.S. Route 360, Calleo</p> <p>Bank of Southside Virginia, The State Route 618 P.O. Box 40 Carson 23830 (Dinwiddie County) C.E.O.- J. Peter Clements, President Cashier- Carol C. Chappell</p> <p>Brs: City of Colonial Heights - 764 East Ellerslie Ave City of Franklin - Southampton Shopping Center 1310 Armory Drive City of Petersburg - 2703 South Crater Road Dinwiddie County - U.S. Route 1 and State Route 226 13909 Boydton Plank Road, Dinwiddie Greensville County - U.S. Route 58 & State Route 686 Prince George County - 6400 Courthouse Road Southampton County - 18207 Virginia Avenue, Boykins 23003 Main Street, Capron Sussex County - Jarrett Avenue Main Street, Stony Creek U.S. Route 460 & Route 631, Wakefield</p> <p>EFTS: City of Colonial Heights - South Park Avenue and Roslyn Road City of Hopewell - 5201 Oaklawn Boulevard City of Petersburg - 3140 South Crater Road Sussex County - Interstate 95 and U. S. Route 301, Stony Creek</p> <p>*Bank of Tazewell County 309 East Main Street Tazewell 24651-0687 (Tazewell County) C.E.O.- Cameron L. Forrester, President</p> <p>Brs: Smyth County - 303 South Commerce Street, Marion</p>	<p>Tazewell County - 2070 Leatherwood Lane, Bluefield 511 Virginia Avenue, Bluefield 1905 Front Street, Richlands 612 Market Street, Tazewell 621 East Riverside Drive, Tazewell 846 Fincastle Turnpike, Tazewell Washington County - 968 West Main Street, Abingdon Wythe County - 185 East Main Street, Wytheville</p> <p>Bank of Tidewater, The 1548 Laskin Road Virginia Beach 23454 C.E.O.- Elizabeth A. Duke, President Cashier- Neal A. Petrovich, Chief Financial Officer</p> <p>Brs: City of Chesapeake - 1304 Greenbrier Parkway Battlefield Shoppes 1201 North Battlefield Boulevard City of Norfolk - 6330 Newtown Road, Suite 100 City of Virginia Beach - 2089 General Booth Boulevard 2821 Shore Drive 3801 Pacific Avenue 770 Lynnhaven Parkway, Suite 100 Giant Square Shopping Center Independence Boulevard Providence Square Shopping Center 5225 Providence Road</p> <p>Bank of Williamsburg, The 5251 John Tyler Highway, Suite 52 Williamsburg 23185 (James City County) C.E.O.- J. Michael Johnson, President Cashier- Anthony Peay</p> <p>*Bank of the Commonwealth 403 Boush Street Norfolk 23501 C.E.O.- Edward J. Woodard, Jr., Chairman of the Board Cashier- John H. Gayle</p> <p>Brs: City of Chesapeake - Las Gaviotas Shopping Center 1217 Cedar Road City of Norfolk - 4101 Granby Street Webb University Center 5201 Hampton Boulevard City of Virginia Beach - 1124 First Colonial Road 1870 Kempsville Road 225 South Rosemont Road</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

<p>*Bank of the Commonwealth (Continued) City of Virginia Beach - 2712 North Mall Drive</p> <p>EFT: City of Norfolk - 150 Park Avenue</p> <p>Bank of the James 615 Church Street Lynchburg 24505 C.E.O.- James R. Hughes, Jr., President Cashier- J. Todd Scruggs, Vice President</p> <p>Br: City of Lynchburg - 5204 Fort Avenue</p> <p>Benchmark Community Bank 100-102 South Broad Street P.O. Box 569 Kenbridge 23944 (Lunenburg County) C.E.O.- Ben L. Watson, III, President Cashier- Janice W Pernel, Treasurer</p> <p>Brs: Brunswick County - 220 W. Fifth Avenue, Lawrenceville</p> <p>Lunenburg County - 1910 Main Street, Victoria</p> <p>Mecklenburg County - 247 N. Main Street, Chase City 403 East Virginia Avenue, Suite E, Clarksville</p> <p>828 North Mecklenburg Avenue, South Hill</p> <p>Nottoway County - 1500-1508 W. Virginia Avenue, Crewe</p> <p>Prince Edward County - East Third Street & South Street, Farmville Southwest Corner of Main Street and Milwood Road, Farmville</p> <p>Blue Grass Valley Bank, The 6 Main Street Blue Grass 24413 (Highland County) C.E.O.- Anthony E. Crane, Cashier</p> <p>Brs: Highland County - South Side of East Main Street two blocks east of U.S. Route 220, Monterey</p> <p>*Branch Banking and Trust Company of Virginia 823 East Main Street Richmond 23219 C.E.O.- John A. Allison, IV, Cashier- Scott E. Reed, Chief Financial Officer</p> <p>Brs: City of Alexandria - 1421 Prince Street</p>	<p>City of Buena Vista - 1002 Magnolia Avenue</p> <p>City of Charlottesville - 2033 Ivy Road 300 Preston Avenue</p> <p>City of Chesapeake - 111 Mill Creek Parkway, Suite 100 1809 Greenbrier Parkway 238 South Battlefield Boulevard 3113 Western Branch Boulevard</p> <p>City of Clifton Forge - 511 Main Street</p> <p>City of Colonial Heights - 2609 Boulevard</p> <p>City of Covington - 1113 South Craig Avenue</p> <p>City of Danville - 705 Main Street</p> <p>City of Emporia - 401 South Main Street Weaver and N. Main Streets</p> <p>City of Fairfax - 11180 Lee Highway</p> <p>City of Galax - 1100 East Stuart Drive</p> <p>City of Hampton - 2160 Coliseum Drive</p> <p>City of Harrisonburg - 1746 E. Market Street</p> <p>City of Hopewell - 105 N. Main Street</p> <p>City of Lexington - 537 East Nelson Street</p> <p>City of Lynchburg - 2015 Wards Road 2120 Langhorne Road 2403 Memorial Avenue 2477 Rivermont Avenue 3405 Candler's Mountain Road 3638 Old Forest Road 4925 Boonsboro Road 7114 Timberlake Road 905 Main Street</p> <p>City of Martinsville - 1 Ellsworth Street 1205 Memorial Boulevard</p> <p>City of Newport News - 12301 Warwick Boulevard 603 Pilot House Drive</p> <p>City of Norfolk - 109 East Main Street 2008 Cromwell Drive 2336 East Little Creek Road 245 East Little Creek Road 537 West 21st Street 7420 Granby Street East Ring Road and Military Circle Shopping Center</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

*Branch Banking and Trust Company of Virginia
(Continued)

City of Petersburg -
801 S. Adams Street
Franklin and Adams Street
Sycamore and Walnut Streets

City of Portsmouth -
3301 High Street
500 Crawford Street
5515 Portsmouth Boulevard

City of Richmond -
1210 Westover Hills Boulevard
5711 Patterson Avenue

City of Roanoke -
1620 Hershberger Road, N.W.
37 Church Avenue, SW

City of Salem -
303 E. Burwell Street

City of Suffolk -
1008 West Washington Street
1525 North Main Street

City of Virginia Beach -
1433 Kempsville Road
3450 Pacific Avenue
4592 Virginia Beach Boulevard
5101 Cleveland Street, Suite 101
601 Lynnhaven Parkway
6056 East Indian River Road
930 First Colonial Road
944 Independence Boulevard

City of Winchester -
1000 Berryville Avenue
426 Weems Lane

Albemarle County -
1652 State Farm Boulevard
4430 Ivy Commons
800 Gardens Boulevard
146 James River Road, Scottsville

Amherst County -
US Route 60, Amherst
29 North Amelon Square, Madison Heights
Seminole Shopping Center
Route 29 North, Madison Heights

Appomattox County -
History Junction, Appomattox

Arlington County -
1010 North Glebe Road
Ballston Common Mall
4238 Wilson Boulevard

Augusta County -
4033 Lee-Jackson Highway, Greenville

Bedford County -
Route 221 Graves Mill Center, Forest
U.S. Route 221 and State Route 666, Forest

Botetourt County -
817 Main Street, Buchanan

Buchanan County -
Highway 83, Vansant

Campbell County -
21437 Timberlake Road
9009 Timberlake Road
700 Main Street, Altavista

Carroll County -
Highway 52 & State Route 927, Cana
145 N Main Street, Hillsville

Charlotte County -
24-26 King Street, Keysville

Chesterfield County -
1120 Huguenot Road
2531 W. Hundred Road, Chester
2500 Promenade Parkway, Midlothian
6512 Harbour View Court, Midlothian

Culpeper County -
806 Nottingham Street, Culpeper

Cumberland County -
Route 60, Anderson Highway, Cumberland

Fairfax County -
6661 Old Dominion Drive, McLean
8200 Greensboro Drive, McLean
12355 Sunrise Valley Drive, Reston
6949 Commerce Street, Springfield

Franklin County -
13400 Booker T. Washington Highway
4505 Timberline Road, Ferrum
20160 Virgil Goode Highway, Rocky Mount
65 North Main Street, Rocky Mount

Halifax County -
4018 Halifax Road, South Boston
904 Wilborn Avenue, South Boston

Hanover County -
201 N. Washington Highway, Ashland
300 England Street, Ashland
9564 Kings Charter Drive, Ashland
7021 Mechanicsville Turnpike,
Mechanicsville

Henrico County -
10791 West Broad Street
1650 Willow Lawn Drive
1773 N. Parham Road
4802 S. Laburnum Avenue
8209 West Broad Street
River Road Shopping Center
6201 River Road
11400 Nuckols Road, Glen Allen

Henry County -
11020 Virginia Avenue, Bassett
2680 Virginia Avenue, Collinsville
4860 Greensboro Road, Ridgeway
1460 Fairystone Park Highway, Stanleystown

Loudoun County -
440 East Main Street, Purcellville

Mecklenburg County -
212 East Atlantic Street, South Hill

Nelson County -
Main Street, Lovingston

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

*Branch Banking and Trust Company of Virginia
(Continued)

Patrick County -
4952 Ararat Highway, Ararat
3607 Jeb Stuart Highway, Meadows of Dan
22121 Jeb Stuart Highway, Patrick Springs
100 Stonewall Court, Stuart
9747 Woolwine Highway, Woolwine
Prince Edward County -
1304 South Main Street, Farmville
Prince William County -
12451 Hedges Run Road, Woodbridge
Roanoke County -
3119 Chaparral Drive
203 Virginia Avenue, Vinton
Rockbridge County -
College Square Shopping Center
U. S. Route 11 North
Lexington Crossing, U.S. Rt 11 North
Wal-mart Supercenter
5874 North Lee Highway, Fairfield
836 Rockbridge Rd, Glasgow
Russell County -
654 Pittston Road, Lebanon
Smyth County -
5894 Lee Highway, Atkins
1020 East Lee Highway, Chilhowie
109 Palmer Avenue, Saltville
Spotsylvania County -
3205 Plank Road
Stafford County -
305 Garrisonville Road, Stafford
Tazewell County -
3102 W. Cedar Valley Drive, Cedar Bluff
901 East Fincastle Turnpike, Tazewell
Washington County -
396 Towne Centre Drive, Abingdon
York County -
5340 George Washington Memorial Hwy,
Grafton
EFTS:
City of Chesapeake -
681-A North Battlefield Boulevard
City of Lynchburg -
Liberty University
3765 Candler's Mountain Road
Randolph-Macon Woman's College
2500 Rivermont Avenue
City of Norfolk -
Sentara-Norfolk General Hospital
600 Gresham Drive
City of Portsmouth -
Mayview Medical Center
3636 High Street
Arlington County -
1701 North George Mason Drive
Ballston Common Mall
4238 Wilson Boulevard

Botetourt County -
604 Minute Market,
Route 220 Alternate
Carroll County -
U.S. Route 58 & State Route 743
Franklin County -
Ferrum Minute Market, Route 40 West
Penhook Minute Market, Route 40 East
Redwood Minute Market, Route 40 East
Franklin Minute Market
Route 40 East, Rocky Mount
Panda Minute Market,
616 North Main Street, Rocky Mount

*Burke & Herbert Bank & Trust Company
100 South Fairfax Street
P.O. Box 268
Alexandria 22313
C.E.O.- David M. Burke,
Cashier- Jeffrey L. Stryker, Senior Vice President

Brs: City of Alexandria -
155 N Paxton Street
1705 Fern Street
1775 Jamieson Avenue
306 E Monroe Avenue
621 King Street
City of Falls Church -
225 West Broad Street
Arlington County -
500 South 23rd Street
Fairfax County -
2604 Sherwood Hall Lane
5519 Franconia Road
5705 Seminary Road
5731 Telegraph Road
8736-38 Cooper Road
6200 Backlick Road, Springfield

EFTS:
City of Alexandria -
2836 Duke Street
Fairfax County -
3200 Mount Vernon Memorial Highway,
Mount Vernon

*Business Bank, The
8399 Leesburg Pike
Vienna 22182 (Fairfax County)
C.E.O.- Harold C. Rauner, President
Cashier- Lisa M. Porter, Chief Financial Officer

Br: Fairfax County -
1451 Dolley Madison Boulevard, McLean

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

Capital One Bank 11011 West Broad Street Glen Allen 23060 (Henrico County) C.E.O.- Richard D. Fairbank, Chairman of the Board Cashier- Susanna K. Tisa	EFTS: Gloucester County - U.S. Route 17 & State Route 3, Glenss James City County - Southwest corner of Ironbound Road and State Route 5 Williamsburg Pottery Factory, Inc. Building #8, Lightfoot Williamsburg Pottery Factory, Inc. Building #3, Lightfoot Lancaster County - Rappahannock General Hospital Harris Road Mathews County - State Routes 198 and 3 State Routes 14 and 198, Mathews York County - Zooms Convenience Store Route 60/Bypass Road
Cardinal Bank-Potomac 1313 Dolley Madison Boulevard McLean 22101 (Fairfax County) C.E.O.- Carl E. Dodson, President Cashier- Joseph L. Borrelli, Chief Financial Officer	Citizens Bank and Trust Company 126 S Main Street Blackstone 23824 (Nottoway County) C.E.O.- J. A. Wilson, Jr., President Cashier- C. B. Cordle, Jr.
Brs: Fairfax County - 1650 Tysons Boulevard, Suite 100, McLean Loudoun County - 46005 Regal Plaza Drive, Sterling	Brs: Amelia County - State Route 38 & Church Street, Amelia Nottoway County - 101 N. Main Street(D-I), Blackstone State Routes 40 & 46, Blackstone Agnew Street & Namozine Avenue, Burkeville 210 Carter Street, Crewe Prince Edward County - 1517 West Third Street, Farmville 1712 S. Main Street, Farmville
Central Virginia Bank 2501 Anderson Highway P.O. Box 39 Powhatan 23139 (Powhatan County) C.E.O.- Ralph Larry Lyons, President Cashier- Charles F. Catlett, III, Treasurer	Citizens Community Bank 800 North Mecklenburg Avenue P.O. Box 490 South Hill 23970 (Mecklenburg County) C.E.O.- James H. Wells, President Cashier- John S. Joachim, Treasurer
Brs: Chesterfield County - 4901 Millridge Parkway East, Midlothian Village Marketplace Shopping Center Midlothian Turnpike & Old Buckingham, Midlothian Cumberland County - 1368 Anderson Highway State Routes 45 and 649, Cartersville Powhatan County - 2036 New Dorset Road 2490 Anderson Highway	*Citizens and Farmers Bank 8th & Main Streets West Point 23181 (King William County) C.E.O.- Larry G. Dillon, President Cashier- Thomas Cherry, Chief Financial Officer
*Chesapeake Bank 97 North Main Street P.O. Box 1419 Kilmarnock 22482 (Lancaster County) C.E.O.- Jeffrey M. Szyperski, Cashier- John H. Hunt, II, Chief Financial Officer	Brs: City of Williamsburg - 1229 Lafayette Street Gloucester County - 6569 Market Drive, Gloucester Hayes Store Shopping Center U S Route 17, Hayes James City County - 4492 John Tyler Highway Lancaster County - 10 Lancaster Drive, Irvington King Carter Drive and Tavern Road, Irvington State Routes 3 and 201, Lively Mathews County - State Routes 198 and 14, Mathews

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

*Citizens and Farmers Bank (Continued)

Henrico County -
8001 West Broad Street
State Route 5 and Strath Road, Varina

James City County -
4780 Longhill Road
N.E. Corner of U.S. Route 60 and
State Route 607, Norge

King William County -
14th & Main Streets, West Point

Middlesex County -
SW Corner of the Intersection of
State Route 33 & State Route 227

New Kent County -
U.S. Route 60 & State Route 155,
Providence Forge
State Route 249, Quinton

EFTS:
King William County -
100 Winter Street, West Point

Middlesex County -
U. S. Route 17 Bypass
Food Lion Store, Saluda

Commerce Bank
200 N Sycamore Street
P.O. Box 29569
Richmond 23242
C.E.O.- Nathan S. Jones, III, President
Cashier- Ray A. Fleming, Chief Financial Officer

Brs: City of Colonial Heights -
2000 Snead Avenue

City of Petersburg -
2618 S Crater Road
9 West Tabb Street(D-I)

City of Richmond -
901 East Byrd Street, Suite 1150

Chesterfield County -
10400 Hull Street Road
6435 Ironbridge Road
906 Branchway Road
13241 River's Bend Boulevard, Chester
4023 W. Hundred Road, Chester

Goochland County -
3018 River Road West
27 Broad Street Road, Manakin-Sabot

Hanover County -
10035 Sliding Hill Road, Suite 101, Ashland

Henrico County -
11500 West Broad Street

Commonwealth Bank, The
9310 Midlothian Turnpike
Richmond 23229 (Chesterfield County)
C.E.O.- J.E. Causey Davis, President
Cashier- William R. Ranson, Treasurer

Brs: City of Richmond -
707 East Main Street

Henrico County -
12410 Gayton Road
900 N. Parham Road

Community Bank of Northern Virginia
107 Free Court
Sterling 20167-9850 (Loudoun County)
C.E.O.- David P. Summers, President
Cashier- Karen A. Benedict

Brs: City of Fairfax -
4029 Chain Bridge Road

Fairfax County -
13826 Lee Highway, Centreville
783 Station Street, Herndon
6809 Old Dominion Drive, McLean
302 Maple Avenue, Vienna
8150 Leesburg Pike, Vienna

Loudoun County -
103 Fort Evans Road, Leesburg
Purcellville Shopping Center
609 East Main Street, Purcellville

Borders Plaza Center
State Route 7 & Palisades Parkway,
Sterling

Community Bankers' Bank
557-B Southlake Boulevard
Richmond 23235-0626 (Chesterfield County)
C.E.O.- William H. McFaddin,
Cashier- Wendy M. Conley

Community First Bank
1646 Graves Mill Road
Lynchburg 24502-4314
C.E.O.- John L. Wynne, President
Cashier- F.F. Falls

*Consolidated Bank and Trust Company
320 N First Street
Richmond 23261-6823
C.E.O.- Vernard W. Henley, Chairman of the Board

Brs: City of Hampton -
101 N Armstead Ave
30 South Mallory Street

City of Newport News -
2015 25th Street

City of Richmond -
1806 Creighton Road
3009 Hull Street

Henrico County -
5214 Chamberlayne Avenue

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

F & M Bank - Atlantic
7171 George Washington Memorial Hwy.
Gloucester 23061 (Gloucester County)
C.E.O.- William J. Farinholt, President
Cashier- Kenneth E. Smith

Brs: City of Franklin -
100 East Fourth Avenue
201 North College Drive
City of Newport News -
737 J. Clyde Morris Boulevard
City of Suffolk -
6617 Holland Road
City of Williamsburg -
1031 Richmond Road
Charles City County -
10000 Courthouse Road, Charles City
Gloucester County -
14833 George Washington Memorial Hwy,
Glenns
James City County -
100 McLaws Circle
King and Queen County -
State Routes 33 & 670, Mattaponi
Southampton County -
Shands Shopping Center
Highway 58 East, Courtland
8314 Main Street, Ivor
22334 General Thomas Highway, Newsoms
Surry County -
270 Colonial Trail East, Surry
Sussex County -
205 Railroad Avenue, Wakefield

EFT:
Sussex County -
521-541 County Drive, Wakefield

*F & M Bank - Massanutten
1855 East Market Street
Harrisonburg 22801
C.E.O.- James H. Grieco,
Cashier- Writa D. Hill

Brs: City of Harrisonburg -
1900 South High Street
3150 South Main Street
611 Mt Clinton Pike
City of Staunton -
205 North Central Avenue
Rockingham County -
430 Highlands Place
317 N Main Street, Bridgewater
153 North Main Street, Bridgewater
200 Augusta Ave, Grottoes
NE corner of State Route 42 &
American Legion Drive, Timberville

EFTS:

City of Harrisonburg -
1010 W. Market Street
701 Port Republic Road
953 High Street
Augusta County -
U.S. Route 11 and State Route 256
Rockingham County -
U S Route 33 and State Route 644
121 N. Main Street, Bridgewater
261 Lee Street, Broadway
400 Augusta Avenue, Grottoes

*F & M Bank - Winchester
115 North Cameron Street
Winchester 22601
C.E.O.- Betty H. Carroll, President
Cashier- Peggy J. Marcus

Brs: City of Winchester -
100 North Loudoun Street
1800 Amherst Street
1850 Apple Blossom Mall
2004 South Pleasant Valley Road
2082 South Pleasant Valley Road
2252 Valley Avenue
748 Berryville Ave
829 North Loudoun Street
Clarke County -
23 North Church Street, Berryville
Frederick County -
1855 Senseny Road
300 Westminster-Canterbury Drive
6701 Northwestern Pike, Gore
7800 Main Street, Middletown
126 Fairfax Pike, Stephens City
5306 Main Street, Stephens City
Loudoun County -
440 East Colonial Highway, Hamilton
101 Catocin Circle SE, Leesburg
7 West Market Street, Leesburg
8 W. Market Street, Leesburg
7 Broadway, Lovettsville
202 West Washington Street, Middleburg
21 Main Street, Round Hill
22550 Davis Drive, Sterling
Page County -
1 East Main Street, Luray
700 East Main Street, Luray
Rappahannock County -
State Route 522, Flint Hill
Shenandoah County -
Apple Avenue and U.S. Route 11,
Mount Jackson
9398 Congress Street, New Market
115 West Spring Street, Woodstock
Warren County -
102 East Main Street, Front Royal

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

*F & M Bank - Winchester (Continued)
Warren County -
123 East Sixth Street, Front Royal
215 North Royal Avenue, Front Royal
432 South Street, Front Royal
433 South Street, Front Royal

EFTS:
City of Winchester -
4780 Northwestern Pike
7 East Gerrard Street
Pleasant Valley Road and Route 50 E
Winchester Medical Center
1850 Amherst Street

Clarke County -
Route 2, Box 4535, Berryville

Frederick County -
1503 North Frederick Pike
1544 Martinsburg Pike
251 Front Royal Road
Route 7 and Regency Road
3425 Martinsburg Pike, Clearbrook

Loudoun County -
502 South King Street, Leesburg
Lansdowne Conference Resort
44050 Woodridge Parkway, Leesburg
Loudoun County Government Complex
One Harrison Street, SE, Leesburg

Shenandoah County -
1502 Orkney Grade, Bayse
60 Stoney Creek Road, Edinburg
250 Conicville Road, Mount Jackson
U.S. Route 211 and Cadet Road, New Market
Intersection Of U.S. Route 11 and 42,
Woodstock

Warren County -
10178 Winchester Road, Front Royal
4697 John Marshall Road, Linden

*F & M Bank-Central Virginia
1425 Seminole Trail
P.O. Box 6096
Charlottesville 22906
C.E.O.- Wayne L. Turner, President
Cashier- Vicki T Miller, Vice President

Brs: Albemarle County -
2208 Ivy Road
S. E. Corner 5th Street Extended &
Harris Road
Valley Street, Scottsville

Amherst County -
Ambriar Shopping Center
U.S. Route 29, Amherst

Fluvanna County -
State Road 15, Fork Union
U.S. Route 15 & Route 601, Palmyra

Greene County -
7003 Seminole Trail, Ruckersville

8260 Seminole Trail, Ruckersville

Louisa County -
223 Mineral Avenue, Mineral

Nelson County -
State Route 6, Afton
U.S. Route 29 South, Lovingston

Orange County -
202 South Main Street, Gordonsville

Pittsylvania County -
148 Tightsqueeze Plaza, Chatham
2 North Main Street, Chatham

EFTS:
Albemarle County -
1220 Seminole Trail
201 Bowen Loop

Amherst County -
188 Faulconerville Road

*F & M Bank-Peoples
21 Main Street
P.O. Box 93
Warrenton 20188-0093 (Fauquier County)
C.E.O.- Mark C. Riley, President
Cashier- Daryl A. Urnosky

Brs: City of Fredericksburg -
501C Jefferson Davis Highway
Fauquier County -
8318 East Main Street, Marshall
Warrenton Shopping Center
251 West Lee Highway Suite 730,
Warrenton

Stafford County -
760 Warrenton Road

EFTS:
City of Fredericksburg -
201 Jefferson Davis Highway

Culpeper County -
1113 James Monroe Highway
18179 Lee Highway, Amissville

Fauquier County -
11022 Marsh Road, Bealeton
4662 Catlett Road, Midland
5171 Lee Highway, New Baltimore
The Corner Store, 5090 Old Tavern Rd,
The Plains
9719 James Madison Highway, Warrenton
Huntsman Town Center
Frost Avenue at U.S. Route 29, Warrenton

King George County -
10520 James Madison Highway, Edgehill

Prince William County -
15250 Washington Street, Haymarket

Rappahannock County -
14630 Lee Highway, Amissville

Spotsylvania County -
10900 Courthouse Road
8902 Courthouse Road

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

<p>*F & M Bank-Peoples (Continued) Spotsylvania County - 5117 Mudd Tavern Road, Woodford Stafford County - Interstate 95 and U.S. Route 17</p> <p>*F & M Bank-Richmond 9401 West Broad Street Richmond 23228 (Henrico County) C.E.O.- James H. Atkinson, Jr., President Cashier- Vera Primm, Senior Vice President</p> <p>Brs: City of Richmond - 600 East Main Street 6980 Forest Hill Avenue Chesterfield County - 5756 Hopkins Road 6736 Southshore Drive 9960 Midlothian Turnpike 9970 Ironbridge Road 11900 Chester Village Drive, Chester 11010 Hull Street Road, Midlothian 17650 Midlothian Turnpike, Midlothian Henrico County - 1300 E. Parham Road 1776 Staples Mill Rd 4851 South Laburnum Avenue 5001 Lakeside Avenue 9012 Three Chopt Road</p> <p>EFTS: City of Colonial Heights - 509 Southpark Boulevard Chesterfield County - 14120 Hull Street Road 2320 W. Hundred Road, Chester Hanover County - 7274 Mechanicsville Turnpike, Mechanicsville 9159 Chamberlayne Road, Mechanicsville Henrico County - 3310 Church Road</p> <p>F&M Bank-Highlands 116 West Riverside Street P.O. Box 860 Covington 24426 C.E.O.- Benny A. Williams, Jr., President Cashier- Jean C. Gillilan, Vice President</p> <p>Brs: City of Clifton Forge - 1633 Main Street Bath County - U.S. Route 220 and Kingtown Lane, Hot Springs Roanoke County - 1111 East Washington Avenue, Vinton</p>	<p>*F&M Bank-Northern Virginia 4117 Chain Bridge Road Fairfax 22030 C.E.O.- T. Earl Rogers, President Cashier- Ramona W. Rodriguez, Chief Financial Officer</p> <p>Brs: City of Alexandria - 1717 King Street 2111 Eisenhower Avenue 606 King Street City of Falls Church - 133 South Washington Street City of Manassas - 8780 Centreville Road 9201 W. Church Street Arlington County - 4736 Lee Highway Fairfax County - 12220 Fairfax Towne Center 3829 South George Mason Drive 7901 Richmond Highway 4115 Annandale Road, Annandale 14260-J Centreville Square, Centreville 5105 Westfields Boulevard, Centreville 13821 Lee-Jackson Highway, Chantilly 230 Herndon Parkway, Herndon 6257A Old Dominion Drive, McLean 6810 Commerce Street, Springfield 7027-A Manchester Blvd., Springfield 7830 Backlick Road, Suite 101, Springfield 8432 Old Keene Mill Road, Springfield 440 Maple Avenue East, Vienna 8221 Old Courthouse Road, Vienna Loudoun County - 25393 Elk Lick Road, South Riding Prince William County - 13414 Dumfries Road 7801 Sudley Road 4665 Sudley Road, Catharpin 14091 John Marshall Highway, Gainesville 12493 Dillingham Square, Lake Ridge 13927 Jefferson Davis Highway, Woodbridge 14229 Potomac Mills Road, Woodbridge</p> <p>EFTS: City of Alexandria - 118 King Street 1320 Braddock Place 2306 Mount Vernon Avenue City of Manassas - 9311 Lee Avenue Prince William County - 202 Mill Street, Occoquan</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

<p>F&M Bank-Southern Virginia 401 Halifax Street Emporia 23847 C.E.O.- O. Wayne Hanks, President Cashier- Jeannette M. Doyle, Chief Financial Officer</p>	<p>18501 Dunne Avenue, Parksley Northampton County - 16485 Lankford Highway, Eastville</p>
<p>Brs: City of Emporia - 301 West Atlantic Street 431 South Main Street City of Franklin - 300 East 2nd Avenue Charlotte County - 4677 Main Street, Drakes Branch Lunenburg County - 204 South Broad Street, Kenbridge Nottoway County - 200 South Main Street, Blackstone</p>	<p>EFT: Northampton County - Shore Memorial Hospital 9507 Hospital Avenue, Nassawadox</p>
<p>EFTS: City of Emporia - 920 West Atlantic Street Greensville County - 1589 Skippers Road</p>	<p>Farmers Bank of Appomattox, The 18 Main Street Appomattox 24522 (Appomattox County) C.E.O.- James J. Pugh, Jr., President Cashier- Anthony Pinelli, Jr.</p>
<p>*Farmers & Merchants Bank 205 Main Street Timberville 22853 (Rockingham County) C.E.O.- Julian D. Fisher, President Cashier- Neil Hayslett, Chief Financial Officer</p>	<p>Brs: Appomattox County - Triangle Plaza Shopping Center Route 460, Appomattox Buckingham County - Southeast corner of State Rt. 20 and U.S. Route 15, Dillwyn Campbell County - Highway 24, Concord</p>
<p>Brs: Rockingham County - 100 Plaza Drive, Bridgewater State Route 259, Broadway #10 Elkton Plaza Shopping Center, Elkton 127 West Rockingham Street, Elkton</p>	<p>Farmers Bank, Windsor, Virginia 50 E Windsor Boulevard P.O. Box 285 Windsor 23487 (Isle of Wight County) C.E.O.- Richard J. Holland, Jr., President Cashier- Kathy C. Bryant</p>
<p>Farmers & Merchants Bank of Craig County, The 306 Main Street P.O. Box 400 New Castle 24127-0400 (Craig County) C.E.O.- Julian W. Bostic, Jr., Executive Vice President Cashier- Phil W. Shelton</p>	<p>Br: Isle of Wight County - 1119 South Church Street, Smithfield</p>
<p>Br: Craig County - N.W. Corner of Walnut & Court Street, New Castle</p>	<p>Farmers and Miners Bank 403 W Morgan Avenue Pennington Gap 24277 (Lee County) C.E.O.- Terry M. Estep, President Cashier- Doris A. Barnett</p>
<p>Farmers & Merchants Bank-Eastern Shore 25275 Lankford Highway Onley 23418 (Accomack County) C.E.O.- H. B. Rew, Jr., Vice Chairman Cashier- Julie M. Badger, Chief Financial Officer</p>	<p>Brs: Dickenson County - North side of State Route 83, 500 yards West of Brush Creek Road, Clintwood Piggly Wiggly Grocery Store, Piggly Wiggly Shopping Center, Chase St., Clintwood</p>
<p>Brs: Accomack County - 36344 Lankford Highway, Belle Haven 6402 Maddox Boulevard, Chincoteague 6461 Lankford Highway, Oak Hall 8312 Lankford Highway, Oak Hall</p>	<p>Lee County - U.S. Route 58 & State Route 694, Cumberland Gap State Route 673 & U.S. Route 58, Rose Hill Scott County - U.S. Route 23 and State Route 421, Weber City</p>

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

*Fauquier Bank, The
10 Courthouse Square
P.O. Box 561
Warrenton 22186 (Fauquier County)
C.E.O.- C. Hunton Tiffany, President
Cashier- Eric Graap

Brs: Fauquier County -
Southeast Corner of the Intersection
of U.S. Route 29 and State Route 600
Northeast Corner of Rts 28 and 806, Catlett
Northeast Corner of the Intersection
of Main Street and Loudoun Ave,
The Plains
216 Broadview Avenue, Warrenton
Prince William County -
8091 Sudley Road

EFT:
Fauquier County -
6417 Lee Highway, Warrenton

*First Bank
112 West King Street
Strasburg 22657 (Shenandoah County)
C.E.O.- Harry S. Smith, President
Cashier- Stephen C. Pettit, Senior Vice President

Brs: City of Winchester -
2210 Valley Avenue
661 North Loudoun Street
Frederick County -
3143 Valley Pike
Shenandoah County -
496 North Main Street, Woodstock
860 South Main Street, Woodstock
Warren County -
508 North Commerce Avenue, Front Royal

EFTS:
Shenandoah County -
294 Front Royal Road, Strasburg
Strasburg Square Shopping Center
U. S. Route 11 North, Strasburg
Shenandoah Memorial Hospital
759 South Main Street, Woodstock

*First Bank and Trust Company, The
236 West Main Street
Lebanon 24266 (Russell County)
C.E.O.- William H. Hayter, President
Cashier- Rhonda Hensley

Brs: City of Bristol -
1419 West State Street
38 East Valley Drive
City of Staunton -
1030 Richmond Road
Russell County -
970 East Main Street, Lebanon

Washington County -
Intersection of US Routes 19 and 11
933 E Main Street, Abingdon

EFT:
Washington County -
18528 Lee Highway, Abingdon

First Capital Bank
4101 Dominion Boulevard
Glen Allen 23060 (Henrico County)
C.E.O.- Esther Hay Smith, President
Cashier- Don S. Garber, Chief Financial Officer

Br: Hanover County -
113 Junction Drive, Ashland

First Colonial Bank
5100 Oaklawn Boulevard
Prince George 23875 (Prince George County)
C.E.O.- A. Wayne Beasley,
Cashier- Joyce A. Wallace

Brs: City of Colonial Heights -
2208 Boulevard
City of Hopewell -
1421 West City Point Road
City of Petersburg -
1883 South Crater Road
Chesterfield County -
4221 W. Hundred Road, Chester
2141 East Hundred Road, Enon
Dinwiddie County -
26901 Cox Road

First Commonwealth Bank
303 West Main Street
P.O. Box 150
Wise 24293 (Wise County)
C.E.O.- Sue Ellen Fleming,
Executive Vice President

Br: City of Norton -
1026 Park Avenue

First Sentinel Bank
315 Railroad Ave
Richlands 24641 (Tazewell County)
C.E.O.- W. David Peters, President
Cashier- George W. McCall, III

Br: Tazewell County -
East Riverside Drive and Valley View

*First State Bank
445 Mount Cross Road
Danville 24543-6400
C.E.O.- Sylvesta L. Jennings, Chairman of the Board
Cashier- Kelvin G. Perry, Treasurer

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

*First State Bank (Continued)
Brs: City of Danville -
1296 Piney Forest Road
201 N Union Street

*First Vantage Bank/Tri-Cities
3000 Lee Highway
Abingdon 24202-1038
C.E.O.- R. Luke Lively, President
Cashier- James M. Cochrane

Brs: City of Bristol -
13245 Lee Highway
Kroger Supermarket
Gate City Highway and Midway Street

Dickenson County -
Chase Street, Clintwood
Main Street, Haysi

Russell County -
U.S. Highway 58, Castlewood
Redbud Highway, Honaker
Russell County Shopping Center, Lebanon

Scott County -
1000 North Fork Boulevard, Duffield
Gateway Plaza Shopping Center, Gate City
Highway 71 and State Route 682,
Nickelsville

Washington County -
U.S. Route 11 and State Route 704
498 Cummings Street, Abingdon
Laurel Avenue, Damascus
U.S. Route 58 S of State Route 716,
Damascus
State Route 80, Meadowview

Wise County -
U.S. Route 23, Business &
U.S. Route 23, Bypass
621 Wood Avenue, Big Stone Gap
335 Main Street, Coeburn
Pound

OUT OF STATE

Tennessee -
3416 Highway 126, Blountville
1149 Volunteer Parkway
Southside Shopping Center, Bristol
1606 W. State Street, Bristol
1604 E. Andrew Johnson Highway,
Greeneville
112 Sunset Drive, Johnson City
203 Broyles Drive, Johnson City
1664 East Stone Drive, Kingsport
1776 Fort Henry Drive, Kingsport
3200 Fort Henry Drive, Kingsport
401 Commerce Street, Kingsport
529 Big Limestone Road, Limestone
138 Main Street, Mount Carmel

5928 U.S. Highway 11-E, Piney Flats

*First Virginia Bank
6400 Arlington Boulevard
Falls Church 22042-2336 (Fairfax County)
C.E.O.- Michael G. Anzilotti, President
Cashier- John J. Brough, II, Chief Financial Officer

Brs: City of Alexandria -
300 South Washington Street
4999 Seminary Road
Van Dorn Plaza Shopping Center
233 S. Van Dorn Street

City of Fairfax -
10302 Willard Way

City of Falls Church -
191 West Broad Street

City of Fredericksburg -
1001 Princess Anne Street
1016 Princess Anne Street
1151 Carl Silver Parkway
401 Jefferson Davis Highway

City of Manassas -
10040 Dumfries Road
8650 Centreville Road

Arlington County -
1100 South Walter Reed Drive
1901 Fort Myer Drive
2113 Crystal Plaza Arcade
2200 Wilson Boulevard
2221 South Eads Street
2700 South Quincy Street
2947 South Glebe Road
3001 N Washington Boulevard
4707 Lee Highway
5515 Lee Highway
6745 Lee Highway
920 North Taylor Street

Fairfax County -
11230 Waples Mill Road
1224 West Broad Street
1640 Belle View Boulevard
2513 Fox Mill Road
3012 Annandale Road
6118 Rose Hill Drive
6120 Arlington Boulevard
6618 Richmond Highway
7393-A Lee Highway
7960 Fort Hunt Road
8416 Arlington Boulevard
8650 Richmond Highway
Braddock & Twinbrook Roads
7205 Little River Turnpike, Annandale
5871 Leesburg Pike, Bailey's Crossroads
6045-A Burke Centre Parkway, Burke
6411 Shiplett Boulevard, Burke
Burke Road & Burke Lake Road, Burke
14175 Saint Germain Drive, Centreville

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

*First Virginia Bank (Continued)

Fairfax County -
13045 Lee Jackson Memorial Highway,
Chantilly
5740 Union Mill Road, Clifton
8920 Village Shops Drive, Fairfax Station
7025-A Manchester Boulevard, Franconia
9915 Georgetown Pike, Great Falls
7716 Telegraph Road, Hayfield
13360 Franklin Farm Road, Herndon
2148 Centreville Road, Herndon
1455 Chain Bridge Road, McLean
6220 Old Dominion Drive, McLean
2941 Chain Bridge Road, Oakton
11100 South Lakes Drive, Reston
1490 North Point Village Center, Reston
7000 Bland Street, Springfield
7509 Huntsman Boulevard, Springfield
1953 Gallows Road, Vienna
260 Cedar Lane, Vienna
415 Maple Avenue, West, Vienna
8385-A Leesburg Pike, Vienna

Fauquier County -
11047 Marsh Road, Bealeton
530 Blackwell Road, Warrenton

King George County -
2207 West Dahlgren Road
State Routes 3 & 610, King George

Loudoun County -
20789 Great Falls Plaza
43365 Junction Plaza, Ashburn
504 East Market Street, Leesburg
120 N. Maple Avenue, Purcellville
101 Enterprise Street, Sterling
20522 Falcons Landing Circle, Sterling
20921 Davenport Drive Suite 105, Sterling

Prince William County -
10420 Portsmouth Road
11670 Sudley Manor Road
7681 Linton Hall Road, Gainesville
14901 Washington Street, Haymarket
12435 Dillingham Square, Woodbridge
13920 Noblewood Plaza, Woodbridge
14000 Jefferson Davis Highway, Woodbridge
16541 River Ridge Boulevard, Woodbridge
2089 Daniel Stuart Square, Woodbridge
5844 Mapledale Plaza, Woodbridge

Spotsylvania County -
4630 Mine Road, Lee's Hill

Stafford County -
289 Garrisonville Road
Chatham Square Shopping Center
300 Butler Road

Westmoreland County -
416 Colonial Avenue, Colonial Beach
Highway 202, Hague

EFTS:

Loudoun County -
22605 Sterling Boulevard, Sterling

Spotsylvania County -
Spotsylvania Mall

*First Virginia Bank - Southwest

601 S. Jefferson Street
Roanoke 24019
C.E.O.- Henry Howard Hicks, Jr.,
Chairman of the Board
Cashier- James M. Cochrane,
Chief Financial Officer

Brs:

City of Covington -
313 West Thacker Drive
Riverbend Mall
450 West Main Street

City of Danville -
1017 West Main Street
1410 Piney Forest Road
143 Crown Drive

City of Galax -
1140 East Stuart Drive
300 North Main Street

City of Lynchburg -
1110 Main Street

City of Radford -
520 First Street, West
7480 Lee Highway
Norwood Street & Third Avenue

City of Roanoke -
1828 Electric Road
2036 Colonial Avenue, S.W.
3458 Orange Avenue, N.E.
4922 Valley View Boulevard
Valley View Mall
6625 Williamson Road, N.W.

City of Salem -
121 Electric Road
231 College Avenue
2809 West Main Street

Alleghany County -
Mallow Mall Shopping Center

Amherst County -
164 Main Street, Amherst
2700 Amherst Highway, Madison Heights

Bath County -
Main Street, Hot Springs

Bland County -
Main Street, Bland
Main Street, Rocky Gap

Campbell County -
7901 Timberlake Road
440 Lursardi Drive, Brookneal
U.S. Route 501 & State Route 24, Rustburg

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

<p>*First Virginia Bank - Southwest (Continued)</p> <p>Franklin County - 12094 Old Franklin Turnpike, Union Hall 40 Main Street, Boones Mill 350 Tanyard Road, Rocky Mount 369 Franklin Street, Rocky Mount 20 Jubal Early Highway, Wirtz</p> <p>Giles County - 300 Main Street, Narrows 800 Wenonah Avenue, Pearisburg Cascade Drive U.S. Route 460, Pembroke 250 Virginia Avenue, Rich Creek</p> <p>Grayson County - 473 West Main Street, Fries 317 East Main Street, Independence</p> <p>Montgomery County - 151 Country Club Drive, Blacksburg 902 Price's Fork Road, Blacksburg 50 Peppers Ferry Road, N.W., Christiansburg 985 Cambria Street NE, Christiansburg 6936 Roanoke Road, Shawsville</p> <p>Pittsylvania County - 2801 Westover Drive Staunton Plaza Shopping Center, Hurt</p> <p>Pulaski County - 1105 Bob White Boulevard Lee Highway & Trinkle Avenue, Dublin</p> <p>Roanoke County - 4309 Starkey Road 1920 East Washington Avenue, Vinton</p> <p>Tazewell County - 502 Commerce Drive, Bluefield Cedar Valley Drive, Cedar Bluff U. S. Route 460 & State Route 719, Claypool Hill Corner of Water and Center Streets, Pocahontas Old Route 460, Raven 1616 Second Street, Richlands 501 Railroad Avenue, Richlands 814 West Riverside Drive, Tazewell Hillsboro and Market Streets, Tazewell West Main 201, Tazewell</p> <p>Wythe County - 100 West Buck Street, Rural Retreat 1055 East Main Street, Wytheville 1105 North Fourth Street, Wytheville 170 East Main Street, Wytheville</p> <p>EFTS: Franklin County - Smith Mountain Lake Visitors Center 2 Bridgewater Plaza, Route 122 Montgomery County - 7480 Lee Highway</p>	<p>*First Virginia Bank-Blue Ridge 125 N Central Avenue Staunton 24402-0575 C.E.O.- Edward S. Yates, President Cashier- James M. Cochrane, Chief Financial Officer</p> <p>Brs: City of Charlottesville - 120 Seminole Court Seminole Square Shopping Center 2149 North Barracks Road 305 East Jefferson Street</p> <p>City of Harrisonburg - 1915 East Market Street 2360 South Main Street</p> <p>City of Waynesboro - 105 Hopeman Parkway</p> <p>City of Winchester - 2200 Valley Avenue Ward Plaza Shopping Center</p> <p>Albemarle County - 100 Riverbend Drive 3501 Seminole Trail Crozet Shopping Center State Route 240, Crozet</p> <p>Augusta County - 1 Frontier Drive Route 250 and Route 42, Churchville Main & Craig Streets, Craigsville U.S. 340 & Broadmoor Street, Stuarts Draft</p> <p>Culpeper County - Dominion Square Shopping Center 703 James Madison Highway</p> <p>Frederick County - U.S. Route 11 & State Route 661 5511 Main Street, Stephens City</p> <p>Orange County - 235 Madison Road, Orange</p> <p>Rockingham County - 111 N Main Street, Bridgewater 230 South Main Street, Dayton 250 South Stuart Avenue, Elkton</p> <p>Shenandoah County - Main Street, Mount Jackson King & Holiday Streets, Strasburg 200 North Main Street, Woodstock 300 West Reservoir Road, Woodstock West Reservoir Road at Interstate 81, Woodstock</p> <p>Warren County - 473 South Street, Front Royal</p> <p>EFTS: City of Harrisonburg - 1617 E. Market Street 710 Port Republic Road Frederick County - 9181 N. Frederick Pike, Cross Junction</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

*First Virginia Bank-Blue Ridge (Continued)
Page County -
600 4th. Street, Shenandoah

*First Virginia Bank-Colonial
700 East Main Street
P.O. Box 27911
Richmond 23261-7911
C.E.O.- S. Anderson Hughes, President
Cashier- Talmadge L. Garner

Brs: City of Colonial Heights -
497 South Park Circle
Southpark Mall, Space B-85
230 Southpark Circle
City of Richmond -
200 East Belt Boulevard
4710 Walmsley Boulevard
7100 Three Chopt Road
Stoney Point Shopping Center
Huguenot Road & Stoney Point Road
Amelia County -
U.S. Route 360
Buckingham County -
U.S. Route 15, Arvonnia
U.S. Route 15, Dillwyn
Chesterfield County -
11400 Midlothian Turnpike
6551 Centralia Road
7747 Midlothian Pike
Chesterfield Towne Center
11500 Midlothian Turnpike
2501 W Hundred Road, Chester
1001 Sycamore Square Drive, Midlothian
11101 Hull Street Road
Victorian Square Branch, Midlothian
13644 Hull Street Road, Midlothian
Hanover County -
700 England Street, Ashland
Kings Charter Commercial Center
Sliding Hill Road, Ashland
6127 Mechanicsville Turnpike,
Mechanicsville
8074 Mechanicsville Turnpike,
Mechanicsville
9186 Chamberlayne Avenue, Mechanicsville
Henrico County -
10000 West Broad Street
11200 Patterson Avenue
1794 Parham Road
1900 Lauderdale Drive
2300 Hungary Road
5600 West Broad Street
5900 Brook Road
Fountain Square Shopping Center
8044 West Broad Street
Laburnum Avenue & Finlay Street
Richmond International Airport

1 Richard E. Byrd Terminal Drive
Virginia Center Commons Mall
Room 234
Mecklenburg County -
State Route 903 & 751, Bracey
111 East Danville Street, South Hill
Town Square Shopping Center
725 East Atlantic Street, South Hill
Prince Edward County -
200 North Main Street, Farmville
Longwood Village Shopping Center
1508 S Main Street, Farmville
U.S. Route 15-460 West, Farmville
Business Route 460, Pamplin City
Prince George County -
5320 Oaklawn Boulevard

EFTS:
City of Colonial Heights -
Southpark Mall, Space B-85
Chesterfield County -
Chesterfield Towne Center
11500 Midlothian Turnpike
Henrico County -
Virginia Center Commons Mall
U. S. Route 1

*First Virginia Bank-Hampton Roads
555 Main Street
P.O. Box 3097
Norfolk 23514
C.E.O.- Robert M. Boyd, Chairman of the Board
Cashier- Talmadge L. Garner

Brs: City of Chesapeake -
1521 Sams Circle
239 Battlefield Boulevard
Great Bridge Shopping Center
3343 Western Branch Boulevard
825 Volvo Parkway
Greenbrier Branch
Greenbrier Mall
1401 Greenbrier Parkway
City of Hampton -
1033 West Mercury Boulevard
1900 Cunningham Drive
Wal-Mart Supercenter #1631
City of Newport News -
11718 Jefferson Avenue
12401 Jefferson Avenue
397 Denbigh Boulevard
Patrick Henry Mall, Suite 726
12300 Jefferson Avenue
City of Norfolk -
1020 Fisherman's Road
1308 Colley Avenue
131 West Ocean View Avenue
2222 East Little Creek Road
225 W. Brambleton Avenue

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

<p>*First Virginia Bank-Hampton Roads (Continued)</p> <p>City of Norfolk - 3935 East Princess Anne Road 4000 Hampton Boulevard 6145 Sewells Point Road 901 W. Little Creek Road Norfolk International Airport</p> <p>City of Poquoson - 452 Wythe Creek Road</p> <p>City of Portsmouth - 355 Crawford Street 5100 Portsmouth Boulevard</p> <p>City of Suffolk - 1200 North Main Street 1463 North Main Street 3131 Bridge Road</p> <p>City of Virginia Beach - 1344 Great Neck Road 1924 Centerville Turnpike Woods Corner Branch 2021 Lynnhaven Parkway 2141 General Booth Boulevard 3112 Virginia Beach Boulevard 351 Independence Boulevard 5289 E. Princess Anne Road 536 Newtown Road 839 Lynnhaven Parkway Farm Fresh Shopping Center 969 Chimney Hill Shopping Center</p> <p>City of Williamsburg - 171 Monticello Avenue 300 Second Street</p> <p>Accomack County - 13350 Lankford Highway, Mappsville 44 Market Street, Onancock 25386 Lankford Highway, Onley</p> <p>Gloucester County - 6609 Main Street, Gloucester 2324 George Washington Memorial Hwy., Hayes</p> <p>Middlesex County - Southside of State Route 33 1/2 Mile West of County Route 1101, Deltaville Route 33, Saluda 40 Cross Street, Urbanna</p> <p>Northampton County - Shore Plaza Shopping Center 4070 Lankford Highway, Exmore</p> <p>Surry County - 176 Colonial Trail-East, Surry</p> <p>York County - 4360 George Washington Memorial Hgwy, Grafton</p> <p>EFTS: City of Norfolk - 1518 Colley Avenue Norfolk International Airport</p>	<p>First and Citizens Bank Monterey 24465 (Highland County) C.E.O.- Delbert Rexrode, Jr., Cashier</p> <p>First-Citizens Bank, A Virginia Corporation 3601 Thirlane Road Roanoke 24019 C.E.O.- William W. Shaw, President</p> <p>Guaranty Bank 1658 State Farm Boulevard Charlottesville 22901 (Albemarle County) C.E.O.- Thomas P. Baker, President Cashier- Thomas F Crump, Senior Vice President</p> <p>Brs: City of Charlottesville - 1022 West Main Street 1924 Arlington Boulevard 520 East Main Street</p> <p>City of Harrisonburg - southeast corner of the intersection of Neff Avenue and Reservoir Street</p> <p>Albemarle County - 1700 Seminole Trail</p> <p>Fluvanna County - Outparcel 1, Lake Monticello Plaza State Route 53 and Turkey Sag Trail, Lake Monticello</p> <p>Henrico County - The Shops at Wellesley Park Terrace and Lauderdale Drives</p> <p>Hanover Bank 8071 Mechanicsville Turnpike Mechanicsville 23111 (Hanover County) C.E.O.- William E. Martin, Jr., President Cashier – William D. Stegeman</p> <p>Br: Hanover County - 4241 Mechanicsville Turnpike, Mechanicsville</p> <p>Harbor Bank 1 Old Oyster Point Road Newport News 23602 C.E.O.- Gordon L. Gentry, Jr., President Cashier- Geoffrey C. Warner, Chief Financial Officer</p> <p>Brs: City of Newport News - 11001 Warwick Boulevard 14801 Warwick Boulevard 762 J. Clyde Morris Boulevard</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

<p>*Heritage Bank & Trust 841 North Military Highway P.O. Box 3749 Norfolk 23514 C.E.O.- Robert J. Keogh, President Cashier- Catherine Jackson</p>	<p>Southampton County - 22241 Main Street, Courtland 22510 Linden Street, Courtland Sussex County - State Routes 634 & 735, Sussex 233 South County Drive, Waverly</p>
<p>Brs: City of Chesapeake - 1450 South Military Highway City of Norfolk - 200 East Plume Street 4807 Colley Avenue 735 E. Ocean View Avenue</p>	<p>James River Bank/Colonial 1514 Holland Road P.O. Box 410 Suffolk 23434-0410 C.E.O.- John G. Sebrell,</p>
<p>Highlands Union Bank 340 West Main Street P.O. Box 1128 Abingdon 24210 (Washington County) C.E.O.- Samuel L. Neese, Executive Vice President Cashier- James T. Riffe</p>	<p>Brs: City of Chesapeake - 3216 Western Branch Boulevard City of Newport News - 776 J. Clyde Morris Boulevard City of Suffolk - 1000 North Main Street 101 East Washington Street 1512 Holland Road 1589 Bridge Road 6423 Whaleyville Blvd Isle of Wight County - 1803 S Church Street, Smithfield York County - 4000 George Washington Highway</p>
<p>Brs: City of Bristol - 821 Commonwealth Avenue 999 Old Airport Road Smyth County - 1425 North Main Street, Marion Washington County - 164 Jonesborough Road, Abingdon 24412 Maringo Road, Abingdon 506 Maple Street, Glade Spring</p>	<p>Lee Bank & Trust Company 600 West Morgan Avenue P.O. Box 100 Pennington Gap 24277 (Lee County) C.E.O.- Lewis S. Oatts, Executive Vice President Cashier- J. Lee Laningham, Chief Financial Officer</p>
<p>OUT OF STATE</p> <p>Tennessee - 4020 Highway 66 South, Rogersville</p>	<p>Brs: City of Bristol - 707 Gate City Highway Lee County - U.S. Route 58, Dryden Corner of Church & Institute Streets, Jonesville</p>
<p>James Monroe Bank 3033 Wilson Boulevard Arlington 22201 (Arlington County) C.E.O.- John R. Maxwell, President Cashier- Richard Linhart, Chief Operating Officer</p>	<p>Marathon Bank, The 4095 Valley Pike Stephens City 22655 (Frederick County) C.E.O.- Donald L. Unger, President Cashier- Frederick A. Board</p>
<p>Br: Fairfax County - 7023 Little River Tnpk., Suite 101, Annandale</p>	<p>Brs: City of Winchester - 1041 Berryville Avenue Frederick County - 1447 North Frederick Pike Shenandoah County - 1014 South Main Street, Woodstock Warren County - Post Office Plaza 300 Warren Ave, Front Royal</p>
<p>James River Bank 209 West Main Street Waverly 23890 (Sussex County) C.E.O.- Jerry R. Bryant, President Cashier- P. Edward Pearson, II, Chief Financial Officer</p>	
<p>Brs: City of Emporia - 524 North Main Street City of Franklin - 200 N. Main Street</p>	

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

Marathon Bank, The (Continued)
EFTS:
Frederick County -
1511 Martinsburg Pike
2135 Reliance Road, Middletown
Warren County -
851 John Marshall Highway, Front Royal

Metro-County Bank of Virginia, Inc.
8206 Atlee Road
Mechanicsville 23116 (Hanover County)
C.E.O.- Stafford M. White, Jr., President
Cashier- James R. Black, Vice President

Brs: City of Richmond -
3124 West Broad Street
Henrico County -
2801 North Parham Road
5419 Lakeside Avenue
6401 Horsepen Road

*Middleburg Bank, The
111 West Washington St
P.O. Box 5
Middleburg 20118 (Loudoun County)
C.E.O.- Joseph L. Boling, President
Cashier- Alice P. Frazier, Chief Financial Officer

Brs: Loudoun County -
20955 Professional Plaza, Ashburn
4 South King Street, Leesburg
Harrison Street and Catocin Circle, Leesburg
431 East Main Street, Purcellville

Miners Exchange Bank
483 Front Street
Coeburn 24230 (Wise County)
C.E.O.- Charles R. Ward, President
Cashier- Melony Adkins, Chief Financial Officer

Brs: City of Norton -
Norton Square Shopping Center
Route 58
Wise County -
102 West Main Street, Appalachia
201 Laurel Avenue, Coeburn
Wise Street
Ridgeview Shopping Center, St Paul

Miners and Merchants Bank and Trust Company
Walnut Street & Main Street
P.O. Box 1010
Grundy 24614 (Buchanan County)
C.E.O.- S. Gregory Compton,
Cashier- Barry C. Elswick

Brs: City of Bristol -
1897 Lee Highway

Buchanan County -
U.S. Route 460 East, Grundy
U.S. Route 460, 0.2 miles east of
its intersection with State Rt. 624,
Oakwood
Anchorage Shopping Center, Vansant
Tazewell County -
1425 Second Street, Richlands
Washington County -
914 W. Main Street, Abingdon

Monarch Bank
750 Volvo Parkway
Chesapeake 23320
C.E.O.- William F. Rountree, Jr., President
Cashier- Alice B. Leggett

Br: City of Chesapeake -
601 Battlefield Boulevard South

New Peoples Bank, Inc.
2 Gent Drive
Honaker 24260 (Russell County)
C.E.O.- Kenneth D. Hart, President
Cashier- Frank Sexton, Jr.

Brs: Dickenson County -
402 Main Street, Haysi
Russell County -
102 Miners Drive, Castlewood
685 East Main Street, Lebanon
Scott County -
131 U. S. Route 23 South, Weber City

Northern Neck State Bank
5839 Richmond Road
P.O. Box 68
Warsaw 22572 (Richmond County)
C.E.O.- N. Byrd Newton, President
Cashier- William E. Harrison

Brs: Essex County -
1660 Tappahannock Boulevard,
Tappahannock
U.S. Route 17 and State Route 1107,
Tappahannock
Lancaster County -
284 North Main Street, Kilmarnock
485 Chesapeake Drive, White Stone
Northumberland County -
15043 Northumberland Highway, Burgess
Route 360 - Main Street, Reedville
Richmond County -
Time Square Shopping Center
U.S. Route 360, Warsaw
Westmoreland County -
State Route 3, Montross

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

Page Valley Bank, The
17 West Main Street
P.O. Box 609
Luray 22835 (Page County)
C.E.O.- Leland F. Pittman, President
Cashier- Diana B. Embrey

Br: Page County -
612 East Main Street, Luray

Peoples Bank, The
Highway 58
P.O. Box 99
Ewing 24248 (Lee County)
C.E.O.- Micki Tye Yeary, President
Cashier- Joetta Hensley

Br: Lee County -
Northside Of U.S. Route 58, Gibson Station
U. S. Route 58 at State Route 647, Jonesville
200 Main Street, Rose Hill

Peoples Community Bank
Kings Highway
Montross 22520 (Westmoreland County)
C.E.O.- William L. Johns, President
Cashier- Debra Norris

Br: King George County -
State Route 3, one-third mile west
of State Route 206
Richmond County -
U.S. Route 360 at State Route 624, Warsaw
Stafford County -
southeast corner of the intersection
of State Route 3 and State Route 607

Pioneer Bank
252 E. Main Street
P.O. Box 10
Stanley 22851 (Page County)
C.E.O.- Thomas R. Rosazza,
Cashier- Brenda B. Kite, Chief Financial Officer

Br: City of Harrisonburg -
932 West Market Street
Page County -
800 East Main Street, Luray
511 South Third Street, Shenandoah

*Planters Bank & Trust Company of Virginia
24 South Augusta Street
P.O. Box 1309
Staunton 24402-1309
C.E.O.- William P. Heath, Jr., President
Cashier- Fred D. Bowers

Br: City of Buena Vista -
2101 Forest Avenue
City of Harrisonburg -
375 North Mason Street
Units I & J, Suites 13 & 14
Mall Center, 370 Neff Avenue
City of Staunton -
2201 N Augusta Street
2307 W Beverly Street
City of Waynesboro -
100 Lucy Lane
251 N Poplar Avenue
Augusta County -
Greenville Avenue
Route 250 East
U.S. Route 250 & State Route 640,
Fishersville
U.S. Route 340 & State Route 608,
Stuarts Draft
U.S. Route 11, Verona
Rockbridge County -
1197 North Lee Highway
9 Lloyd Tolley Road, Natural Bridge Station
Rockingham County -
106 Sixth Street, Grottoes

EFTS:
City of Staunton -
600 North Coalter Street
Rockingham County -
305 Augusta Avenue, Grottoes

Potomac Bank of Virginia
133 Maple Avenue East
Vienna 22180 (Fairfax County)
C.E.O.- Stephanie H. Ogle, Senior Vice President

Br: Fairfax County -
8501 Arlington Boulevard

Prosperity Bank & Trust Company
5803 Rolling Road
Springfield 22152 (Fairfax County)
C.E.O.- Robert J. McDonough, President
Cashier- William T. Freitag

Br: Fairfax County -
6050 A Burke Commons Road, Burke
6975-A Springfield Blvd, Springfield

Resource Bank
3720 Virginia Beach Boulevard
P.O. Box 61009
Virginia Beach 23452
C.E.O.- Lawrence N. Smith, President
Cashier- Eleanor J. Whitehurst

Br: City of Chesapeake -
501 Independence Parkway, Suite 105

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

<p>*Southside Bank (Continued) Essex County - Essex Square Shopping Center U.S. Route 17 & 360, Tappahannock Gloucester County - 7132 George Washington Memorial Hwy, Gloucester King William County - Aylett Middlesex County - southwest corner of the intersection of State Route 33 & State Route 1101, Deltaville State Routes 3 & 33, Hartfield 291 Virginia Street, Urbanna</p> <p>State Bank 100 John Stone Street P. O. Box 158 Remington 22734 (Fauquier County) C.E.O.- Larry B. Olinger, President Cashier- James E. Underhill</p> <p>Brs: Fauquier County - 11139 Marsh Road, Bealeton 3420 Catlett Road, Catlett</p> <p>Towne Bank 5716 High Street Portsmouth 23703 C.E.O.- G. Robert Aston, Jr., Chairman of the Board Cashier- Clyde E. McFarland, Executive Vice President</p> <p>Brs: City of Chesapeake - 1510 South Military Highway City of Portsmouth - 6201 Portsmouth Boulevard City of Virginia Beach - 4216 Virginia Beach Boulevard, Suite 180 984 First Colonial Road</p> <p>*Union Bank and Trust Company 211 N Main Street P.O. Box 446 Bowling Green 22427 (Caroline County) C.E.O.- G. William Beale, President</p> <p>Brs: City of Fredericksburg - 2811 Fall Hill Avenue 700 Kenmore Avenue Caroline County - U.S. Route 1 and State Route 639, Ladysmith U.S. Route 301, Port Royal Hanover County - 10469 Atlee Station Road, Ashland U.S. Route 1 & State Route 657, Ashland</p>	<p>6110 Mechanicsville Turnpike, Mechanicsville 9534 Chamberlayne Road, Mechanicsville King George County - State Route 3, King George King William County - Route 360 East Approx 1.5 mi. South of State Route 30, Manquin Spotsylvania County - 10415 Courthouse Road 11625 Brock Road 4210 Plank Road 4540 Lafayette Boulevard 8520 Jefferson Davis Highway Stafford County - 622 Cambridge Street Westmoreland County - State Route 205 - McKinney Boulevard, Colonial Beach</p> <p>EFT: Caroline County - Petro Travel Plaza Carmel Church Rd & I-95, Ruther Glen</p> <p>*United Bank 11185 Main Street Fairfax 22030 C.E.O.- Kendal E. Carson, Cashier- James J. Consagra, Jr.</p> <p>Brs: City of Fairfax - 10855 Lee Highway City of Manassas - 9872 Liberia Avenue Arlington County - 2300 Ninth Street, South 4005 Wilson Boulevard 5335 Lee Highway 6402 Williamsburg Blvd Fairfax County - 13060 Fair Lakes Blvd 7787 Leesburg Pike George Mason University 4400 University Drive 3289 Woodburn Road, Annandale 4501 Daly Drive, Chantilly 1320 Old Chain Bridge Road, McLean 1801 Reston Parkway, Reston 2071 Chain Bridge Road, Vienna 226 Maple Ave West, Vienna Loudoun County - 531-A East Market Street, Leesburg 21036 Triple Seven Road, Sterling</p> <p>OUT OF STATE Washington, D.C. - 1667 K Street, N.W.</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

<p>*United Bank (Continued) Washington, D.C. - 4900 Massachusetts Avenue, N.W. Maryland - 7626 Old Georgetown Road, Bethesda 12101 Rockville Pike, Rockville</p>	<p>13881G Metrotech Drive, Chantilly 1356 Chain Bridge Road, McLean 374 Maple Avenue, Vienna</p>
<p>EFTS: Fairfax County - Capital Expo Center 4320 Chantilly Shopping Center Fair Oaks Mall, Store 200</p>	<p>Virginia Community Bank State Route 22 & U.S. Route 33 P.O. Box 888 Louisa 23093 (Louisa County) C.E.O.- A. Pierce Stone, President Cashier- Betty N. Hiter</p>
<p>Valley Bank 36 Church Avenue, SW Roanoke 24001 C.E.O.- Ellis L. Gutshall, President Cashier- A. Wayne Lewis, Chief Operating Officer</p>	<p>Brs: Culpeper County - 701 South Main Street, Culpeper Louisa County - Main Street & Cutler Avenue, Louisa Mineral Avenue & Fourth Street, Mineral Orange County - 185 Madison Rd Spotsylvania County - 10645 Courthouse Road</p>
<p>Brs: City of Roanoke - 2203 Crystal Spring Avenue, SW City of Salem - 8 East Main Street Roanoke County - 4467 Starkey Road, SW</p>	<p>Virginia Heartland Bank 4700 Harrison Road Fredericksburg 22404 (Spotsylvania County) C.E.O.- Edward V. Allison, Jr., President Cashier- Christy F. Quesenbery</p>
<p>*Virginia Bank and Trust Company 336 Main Street P.O. Box 3447 Danville 24541 C.E.O.- L. Frank King, Jr., President Cashier- Roger Gillespie</p>	<p>Brs: City of Fredericksburg - 1016 Charles Street Spotsylvania County - 5996 Plank Road</p>
<p>Brs: City of Danville - 2600 Riverside Drive Kings Fairground Plaza 3300 North Main Street U.S. Route 58 East and Airport Drive Pittsylvania County - 4080 Franklin Turnpike 55 North Main Street, Chatham</p>	<hr/> <p>(D-I) Drive In (ND) Night Depository (EFT) Electronic Funds Transfer Facility * Trust Powers</p>
<p>Virginia Commerce Bank 5350 Lee Highway Arlington 22207 (Arlington County) C.E.O.- Peter A. Converse, President Cashier- William K. Beauchense</p>	
<p>Brs: City of Alexandria - 1414 Prince Street 506 King Street 5140 Duke Street City of Fairfax - 10777 Main Street Arlington County - 2930 Wilson Boulevard 6500 Williamsburg Boulevard Fairfax County - 4230 John Marr Drive, Annandale</p>	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

<p>CITIES</p> <p>CITY OF ALEXANDRIA</p> <p>Br: Branch Banking and Trust Company of Virginia 1421 Prince Street</p> <p>Burke & Herbert Bank & Trust Company 100 South Fairfax Street</p> <p>Brs: 155 N Paxton Street 1705 Fern Street 1775 Jamieson Avenue 306 E Monroe Avenue 621 King Street</p> <p>EFT: 2836 Duke Street</p> <p>Brs: F&M Bank-Northern Virginia 1717 King Street 2111 Eisenhower Avenue 606 King Street</p> <p>EFTS: 118 King Street 1320 Braddock Place 2306 Mount Vernon Avenue</p> <p>Brs: First Virginia Bank 300 South Washington Street 4999 Seminary Road Van Dorn Plaza Shopping Center, 233 S. Van Dorn Street</p> <p>Brs: Virginia Commerce Bank 1414 Prince Street 506 King Street 5140 Duke Street</p> <p>CITY OF BRISTOL</p> <p>Brs: First Bank and Trust Company, The 1419 West State Street 38 East Valley Drive</p> <p>First Vantage Bank/Tri-Cities 3000 Lee Highway</p> <p>Brs: 13245 Lee Highway Kroger Supermarket, Gate City Highway and Midway Street</p> <p>Brs: Highlands Union Bank 821 Commonwealth Avenue 999 Old Airport Road</p> <p>Br: Lee Bank & Trust Company 707 Gate City Highway</p> <p>Br: Miners and Merchants Bank and Trust Company</p>	<p>1897 Lee Highway</p> <p>CITY OF BUENA VISTA</p> <p>Br: Branch Banking and Trust Company of Virginia 1002 Magnolia Avenue</p> <p>Br: Planters Bank & Trust Company of Virginia 2101 Forest Avenue</p> <p>CITY OF CHARLOTTESVILLE</p> <p>Brs: Branch Banking and Trust Company of Virginia 2033 Ivy Road 300 Preston Avenue</p> <p>F & M Bank-Central Virginia 1425 Seminole Trail</p> <p>Brs: First Virginia Bank-Blue Ridge 120 Seminole Court, Seminole Square Shopping Center 2149 North Barracks Road 305 East Jefferson Street</p> <p>Brs: Guaranty Bank 1022 West Main Street 1924 Arlington Boulevard 520 East Main Street</p> <p>CITY OF CHESAPEAKE</p> <p>Bank of Hampton Roads, The 201 Volvo Parkway</p> <p>Brs: 1400 Kempsville Road, Suite 102 1500 Mt Pleasant Road 4108 Portsmouth Boulevard 4507 Relay Road 4720 Battlefield Boulevard, South 712 Liberty Street 852 N. George Washington Highway</p> <p>EFT: 1320 Northwest Boulevard Suite 100</p> <p>Brs: Bank of Tidewater, The 1304 Greenbrier Parkway Battlefield Shoppes, 1201 North Battlefield Boulevard</p> <p>Br: Bank of the Commonwealth Las Gaviotas Shopping Center, 1217 Cedar Road</p> <p>Brs: Branch Banking and Trust Company of Virginia 111 Mill Creek Parkway, Suite 100 1809 Greenbrier Parkway</p>
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ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

CITY OF CHESAPEAKE (Continued)	Br: First Colonial Bank 2208 Boulevard
Brs: Branch Banking and Trust Company of (Continued) 238 South Battlefield Boulevard 3113 Western Branch Boulevard	Brs: First Virginia Bank-Colonial 497 South Park Circle Southpark Mall, Space B-85, 230 Southpark Circle
EFT: 681-A North Battlefield Boulevard	EFT: Southpark Mall, Space B-85
Brs: First Virginia Bank-Hampton Roads 1521 Sams Circle 239 Battlefield Boulevard, Great Bridge Shopping Center 3343 Western Branch Boulevard 825 Volvo Parkway, Greenbrier Branch Greenbrier Mall, 1401 Greenbrier Parkway	CITY OF COVINGTON
Br: Heritage Bank & Trust 1450 South Military Highway	Br: Branch Banking and Trust Company of Virginia 1113 South Craig Avenue
Br: James River Bank/Colonial 3216 Western Branch Boulevard	F&M Bank-Highlands 116 West Riverside Street
Monarch Bank 750 Volvo Parkway	Brs: First Virginia Bank - Southwest 313 West Thacker Drive, Riverbend Mall 450 West Main Street
Br: 601 Battlefield Boulevard South	CITY OF DANVILLE
Br: Resource Bank 501 Independence Parkway, Suite 105	Br: Branch Banking and Trust Company of Virginia 705 Main Street
Br: Towne Bank 1510 South Military Highway	First State Bank 445 Mount Cross Road Brs: 1296 Piney Forest Road 201 N Union Street
CITY OF CLIFTON FORGE	Brs: First Virginia Bank - Southwest 1017 West Main Street 1410 Piney Forest Road 143 Crown Drive
Br: Branch Banking and Trust Company of Virginia 511 Main Street	Virginia Bank and Trust Company 336 Main Street Brs: 2600 Riverside Drive, Kings Fairground Plaza 3300 North Main Street U.S. Route 58 East and Airport Drive
Br: F&M Bank-Highlands 1633 Main Street	CITY OF EMPORIA
CITY OF COLONIAL HEIGHTS	Brs: Branch Banking and Trust Company of Virginia 401 South Main Street Weaver and N. Main Streets
Br: Bank of Southside Virginia, The 764 East Ellerslie Ave	F&M Bank-Southern Virginia 401 Halifax Street
EFT: South Park Avenue and Roslyn Road	Brs: 301 West Atlantic Street 431 South Main Street
Br: Branch Banking and Trust Company of Virginia 2609 Boulevard	EFT: 920 West Atlantic Street
Br: Commerce Bank 2000 Snead Avenue	
EFT: F & M Bank-Richmond 509 Southpark Boulevard	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

CITY OF EMPORIA (Continued)

Br: James River Bank
524 North Main Street

CITY OF FAIRFAX

Br: Branch Banking and Trust Company of
Virginia
11180 Lee Highway

Br: Community Bank of Northern Virginia
4029 Chain Bridge Road

F&M Bank-Northern Virginia
4117 Chain Bridge Road

Br: First Virginia Bank
10302 Willard Way

Brs: Southern Financial Bank
4021 University Drive
9720 Lee Highway

United Bank
11185 Main Street
Br: 10855 Lee Highway

Br: Virginia Commerce Bank
10777 Main Street

CITY OF FALLS CHURCH

Br: Burke & Herbert Bank & Trust Company
225 West Broad Street

Br: F&M Bank-Northern Virginia
133 South Washington Street

Br: First Virginia Bank
191 West Broad Street

CITY OF FRANKLIN

Br: Bank of Southside Virginia, The
Southampton Shopping Center,
1310 Armory Drive

Brs: F & M Bank - Atlantic
100 East Fourth Avenue
201 North College Drive

Br: F&M Bank-Southern Virginia
300 East 2nd Avenue

Br: James River Bank
200 N. Main Street

CITY OF FREDERICKSBURG

Br: F & M Bank-Peoples
501C Jefferson Davis Highway
EFT: 201 Jefferson Davis Highway

Brs: First Virginia Bank
1001 Princess Anne Street
1016 Princess Anne Street
1151 Carl Silver Parkway
401 Jefferson Davis Highway

Br: Southern Financial Bank
2062 Plank Road

Brs: Union Bank and Trust Company
2811 Fall Hill Avenue
700 Kenmore Avenue

Br: Virginia Heartland Bank
1016 Charles Street

CITY OF GALAX

Br: Branch Banking and Trust Company of
Virginia
1100 East Stuart Drive

Brs: First Virginia Bank - Southwest
1140 East Stuart Drive
300 North Main Street

CITY OF HAMPTON

Br: Branch Banking and Trust Company of
Virginia
2160 Coliseum Drive

Brs: Consolidated Bank and Trust Company
101 N Armstead Ave
30 South Mallory Street

Brs: First Virginia Bank-Hampton Roads
1033 West Mercury Boulevard
1900 Cunningham Drive,
Wal-Mart Supercenter #1631

CITY OF HARRISONBURG

Br: Branch Banking and Trust Company of
Virginia
1746 E. Market Street

F & M Bank - Massanutten
1855 East Market Street
Brs: 1900 South High Street
3150 South Main Street
611 Mt Clinton Pike

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

CITY OF HARRISONBURG (Continued)	Brs: Branch Banking and Trust Company of Virginia
EFTS: F & M Bank - Massanutten (Continued)	2015 Wards Road
1010 W. Market Street	2120 Langhorne Road
701 Port Republic Road	2403 Memorial Avenue
953 High Street	2477 Rivermont Avenue
Brs: First Virginia Bank-Blue Ridge	3405 Candler's Mountain Road
1915 East Market Street	3638 Old Forest Road
2360 South Main Street	4925 Boonsboro Road
EFTS: 1617 E. Market Street	7114 Timberlake Road
710 Port Republic Road	905 Main Street
Br: Guaranty Bank	EFTS: Liberty University, 3765 Candler's Mountain Road
southeast corner of the intersection of Neff Avenue and Reservoir Street	Randolph-Macon Woman's College, 2500 Rivermont Avenue
Br: Pioneer Bank	Community First Bank
932 West Market Street	1646 Graves Mill Road
Brs: Planters Bank & Trust Company of Virginia	Br: First Virginia Bank - Southwest
375 North Mason Street	1110 Main Street
Units I & J, Suites 13 & 14, Mall Center, 370 Neff Avenue	CITY OF MANASSAS
Rockingham Heritage Bank	Brs: F&M Bank-Northern Virginia
110 University Boulevard	8780 Centreville Road
Brs: 1980 S. Main Street	9201 W Church Street
677 Chicago Avenue	EFT: 9311 Lee Avenue
Brs: Second Bank & Trust	Brs: First Virginia Bank
1920E Medical Avenue	10040 Dumfries Road
390 University Boulevard	8650 Centreville Road
CITY OF HOPEWELL	Br: Southern Financial Bank
EFT: Bank of Southside Virginia, The	10175 Hastings Drive
5201 Oaklawn Boulevard	Br: United Bank
Br: Branch Banking and Trust Company of Virginia	9872 Liberia Avenue
105 N. Main Street	CITY OF MARTINSVILLE
Br: First Colonial Bank	Brs: Branch Banking and Trust Company of Virginia
1421 West City Point Road	1 Ellsworth Street
CITY OF LEXINGTON	1205 Memorial Boulevard
Br: Branch Banking and Trust Company of Virginia	CITY OF NEWPORT NEWS
537 East Nelson Street	Brs: Branch Banking and Trust Company of Virginia
CITY OF LYNCHBURG	12301 Warwick Boulevard
Bank of the James	603 Pilot House Drive
615 Church Street	Br: Consolidated Bank and Trust Company
Br: 5204 Fort Avenue	2015 25th Street
	Br: F & M Bank - Atlantic
	737 J. Clyde Morris Boulevard

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

CITY OF NEWPORT NEWS (Continued)

Brs: First Virginia Bank-Hampton Roads
11718 Jefferson Avenue
12401 Jefferson Avenue
397 Denbigh Boulevard
Patrick Henry Mall, Suite 726,
12300 Jefferson Avenue

Harbor Bank
1 Old Oyster Point Road
Brs: 11001 Warwick Boulevard
14801 Warwick Boulevard
762 J. Clyde Morris Boulevard

Br: James River Bank/Colonial
776 J. Clyde Morris Boulevard

Br: Resource Bank
735 Thimble Shoals Boulevard, Suite 170

CITY OF NORFOLK

Brs: Bank of Hampton Roads, The
4037 East Little Creek Road
415 St. Pauls Boulevard
4500 East Princess Anne Road

Br: Bank of Tidewater, The
6330 Newtown Road, Suite 100

Bank of the Commonwealth
403 Boush Street
Brs: 4101 Granby Street
Webb University Center, 5201 Hampton
Boulevard
EFT: 150 Park Avenue

Brs: Branch Banking and Trust Company of
Virginia
109 East Main Street
2008 Cromwell Drive
2336 East Little Creek Road
245 East Little Creek Road
537 West 21st Street
7420 Granby Street
East Ring Road and Military Circle,
Shopping Center
EFT: Sentara-Norfolk General Hospital,
600 Gresham Drive

First Virginia Bank-Hampton Roads
555 Main Street
Brs: 1020 Fisherman's Road
1308 Colley Avenue
131 West Ocean View Avenue
2222 East Little Creek Road
225 W. Brambleton Avenue

3935 East Princess Anne Road
4000 Hampton Boulevard
6145 Sewells Point Road
901 W. Little Creek Road
Norfolk International Airport
EFTS: 1518 Colley Avenue
Norfolk International Airport

Heritage Bank & Trust
841 North Military Highway
Brs: 200 East Plume Street
4807 Colley Avenue
735 E. Ocean View Avenue

CITY OF NORTON

Br: First Commonwealth Bank
1026 Park Avenue

Br: Miners Exchange Bank
Norton Square Shopping Center, Route 58,
Norton

CITY OF PETERSBURG

Br: Bank of Southside Virginia, The
2703 South Crater Road
EFT: 3140 South Crater Road

Brs: Branch Banking and Trust Company of
Virginia
801 S. Adams Street
Franklin and Adams Street
Sycamore and Walnut Streets

Commerce Bank
200 N Sycamore Street
Brs: 2618 S Crater Road
9 West Tabb Street(D-I)

Br: First Colonial Bank
1883 South Crater Road

CITY OF POQUOSON

Br: First Virginia Bank-Hampton Roads
452 Wythe Creek Road

CITY OF PORTSMOUTH

Brs: Branch Banking and Trust Company of
Virginia
3301 High Street
500 Crawford Street
5515 Portsmouth Boulevard
EFT: Mayview Medical Center, 3636 High Street

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

CITY OF PORTSMOUTH (Continued)	37 Church Avenue, SW
Brs: First Virginia Bank-Hampton Roads 355 Crawford Street 5100 Portsmouth Boulevard	First Virginia Bank - Southwest 601 S. Jefferson Street Brs: 1828 Electric Road 2036 Colonial Avenue, S.W. 3458 Orange Avenue, N.E. 4922 Valley View Boulevard, Valley View Mall 6625 Williamson Road, N.W.
Towne Bank 5716 High Street Br: 6201 Portsmouth Boulevard	
CITY OF RADFORD	
Brs: First Virginia Bank - Southwest 520 First Street, West 7480 Lee Highway Norwood Street & Third Avenue	First-Citizens Bank, A Virginia Corporation 3601 Thirlane Road Valley Bank 36 Church Avenue, SW Br: 2203 Crystal Spring Avenue, SW
CITY OF RICHMOND	CITY OF SALEM
Branch Banking and Trust Company of Virginia 823 East Main Street Brs: 1210 Westover Hills Boulevard 5711 Patterson Avenue	Br: Branch Banking and Trust Company of Virginia 303 E. Burwell Street
Br: Commerce Bank 901 East Byrd Street, Suite 1150	Brs: First Virginia Bank - Southwest 121 Electric Road 231 College Avenue 2809 West Main Street
Br: Commonwealth Bank, The 707 East Main Street	Br: Valley Bank 8 East Main Street
Consolidated Bank and Trust Company 320 N First Street Brs: 1806 Creighton Road 3009 Hull Street	CITY OF STAUNTON
Brs: F & M Bank-Richmond 600 East Main Street 6980 Forest Hill Avenue	Br: F & M Bank - Massanutten 205 North Central Avenue
First Virginia Bank-Colonial 700 East Main Street Brs: 200 East Belt Boulevard 4710 Walmsley Boulevard 7100 Three Chopt Road Stoney Point Shopping Center, Huguenot Road & Stoney Point Road	Br: First Bank and Trust Company, The 1030 Richmond Road
Br: Metro-County Bank of Virginia, Inc. 3124 West Broad Street	First Virginia Bank-Blue Ridge 125 N Central Avenue
CITY OF ROANOKE	Planters Bank & Trust Company of Virginia 24 South Augusta Street Brs: 2201 N Augusta Street 2307 W Beverly Street EFT: 600 North Coalter Street
EFT: Bank of Fincastle, The 2635 Colonial Avenue	CITY OF SUFFOLK
Brs: Branch Banking and Trust Company of Virginia 1620 Hershberger Road, N.W.	Br: Bank of Hampton Roads, The 117 Market Street
	Brs: Branch Banking and Trust Company of Virginia 1008 West Washington Street 1525 North Main Street

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

CITY OF SUFFOLK (Continued)	2141 General Booth Boulevard 3112 Virginia Beach Boulevard
Br: F & M Bank - Atlantic 6617 Holland Road	351 Independence Boulevard 5289 E. Princess Anne Road 536 Newtown Road
Brs: First Virginia Bank-Hampton Roads 1200 North Main Street 1463 North Main Street 3131 Bridge Road	839 Lynnhaven Parkway, Farm Fresh Shopping Center 969 Chimney Hill Shopping Center
James River Bank/Colonial 1514 Holland Road	Resource Bank 3720 Virginia Beach Boulevard
Brs: 1000 North Main Street 101 East Washington Street 1512 Holland Road 1589 Bridge Road 6423 Whaleyville Blvd	Brs: Towne Bank 4216 Virginia Beach Boulevard, Suite 180 984 First Colonial Road
CITY OF VIRGINIA BEACH	CITY OF WAYNESBORO
Brs: Bank of Hampton Roads, The 1100 Dam Neck Road 1316 North Great Neck Road 5472 Indian River Road	Br: First Virginia Bank-Blue Ridge 105 Hopeman Parkway
Bank of Tidewater, The 1548 Laskin Road	Brs: Planters Bank & Trust Company of Virginia 100 Lucy Lane 251 N. Poplar Avenue
Brs: 2089 General Booth Boulevard 2821 Shore Drive 3801 Pacific Avenue 770 Lynnhaven Parkway, Suite 100 Giant Square Shopping Center, Independence Boulevard Providence Square Shopping Center, 5225 Providence Road	CITY OF WILLIAMSBURG
Brs: Bank of the Commonwealth 1124 First Colonial Road 1870 Kempsville Road 225 South Rosemont Road 2712 North Mall Drive	Br: Chesapeake Bank 1229 Lafayette Street
Brs: Branch Banking and Trust Company of Virginia 1433 Kempsville Road 3450 Pacific Avenue 4592 Virginia Beach Boulevard 5101 Cleveland Street, Suite 101 601 Lynnhaven Parkway 6056 East Indian River Road 930 First Colonial Road 944 Independence Boulevard	Br: Citizens and Farmers Bank 1167 Jamestown Road
Brs: First Virginia Bank-Hampton Roads 1344 Great Neck Road 1924 Centerville Turnpike, Woods Corner Branch 2021 Lynnhaven Parkway	Br: F & M Bank - Atlantic 1031 Richmond Road
	Brs: First Virginia Bank-Hampton Roads 171 Monticello Avenue 300 Second Street
	CITY OF WINCHESTER
	Brs: Bank of Clarke County 190 Campus Boulevard, Suite 120 40 West Piccadilly Street 625 East Jubal Early Dr
	Brs: Branch Banking and Trust Company of Virginia 1000 Berryville Avenue 426 Weems Lane
	F & M Bank - Winchester 115 North Cameron Street
	Brs: 100 North Loudoun Street 1800 Amherst Street 1850 Apple Blossom Mall 2004 South Pleasant Valley Road

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

CITY OF WINCHESTER (Continued)	Brs: Branch Banking and Trust Company of Virginia
Brs: F & M Bank - Winchester (Continued)	146 James River Road, Scottsville
2082 South Pleasant Valley Road	1652 State Farm Boulevard
2252 Valley Avenue	4430 Ivy Commons
748 Berryville Ave	800 Gardens Boulevard
829 North Loudoun Street	
EFTS: 4780 Northwestern Pike	Brs: F & M Bank-Central Virginia
7 East Gerrard Street	2208 Ivy Road
Pleasant Valley Road and Route 50 E	S. E. Corner 5th Street Extended & Harris Road
Winchester Medical Center, 1850 Amherst Street	Valley Street, Scottsville
	EFTS: 1220 Seminole Trail
Brs: First Bank	201 Bowen Loop
2210 Valley Avenue	
661 North Loudoun Street	Brs: First Virginia Bank-Blue Ridge
	100 Riverbend Drive
Br: First Virginia Bank-Blue Ridge	3501 Seminole Trail
2200 Valley Avenue, Ward Plaza Shopping Center	Crozet Shopping Center, State Route 240, Crozet
Br: Marathon Bank, The	Guaranty Bank
1041 Berryville Avenue	1658 State Farm Boulevard
	Br: 1700 Seminole Trail
Br: Southern Financial Bank	
35 West Piccadilly Street	ALLEGHANY COUNTY
COUNTIES	Br: First Virginia Bank - Southwest
	Mallow Mall Shopping Center
ACCOMACK COUNTY	
Farmers & Merchants Bank-Eastern Shore	AMELIA COUNTY
25275 Lankford Highway	Br: Citizens Bank and Trust Company
Onley	State Route 38 & Church Street, Amelia
Brs: 18501 Dunne Avenue, Parksley	
36344 Lankford Highway, Belle Haven	Br: First Virginia Bank-Colonial
6402 Maddox Boulevard, Chincoteague	U.S. Route 360
6461 Lankford Highway, Oak Hall	
8312 Lankford Highway, Oak Hall	AMHERST COUNTY
Brs: First Virginia Bank-Hampton Roads	Brs: Branch Banking and Trust Company of Virginia
13350 Lankford Highway, Mappsville	29 North Amelon Square, Madison Heights
25386 Lankford Highway, Onley	Seminole Shopping Center, Route 29 North, Madison Heights
44 Market Street, Onancock	US Route 60, Amherst
Shore Bank	Br: F & M Bank-Central Virginia
25253 Lankford Highway	Ambriar Shopping Center, U.S. Route 29, Amherst
Onley	EFT: 188 Faulconerville Road
Brs: 118 Dunne Avenue, Parksley	
6350 Maddox Boulevard, Chincoteague	Brs: First Virginia Bank - Southwest
	164 Main Street, Amherst
ALBEMARLE COUNTY	2700 Amherst Highway, Madison Heights
Albemarle First Bank	
1265 Seminole Trail	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

APPOMATTOX COUNTY

Br: Branch Banking and Trust Company of
Virginia
History Junction, Appomattox

Farmers Bank of Appomattox, The
18 Main Street
Appomattox

Br: Triangle Plaza Shopping Center, Route 460,
Appomattox

ARLINGTON COUNTY

Brs: Branch Banking and Trust Company of
Virginia
1010 North Glebe Road
Ballston Common Mall,
4238 Wilson Boulevard

EFTS: 1701 North George Mason Drive
Ballston Common Mall,
4238 Wilson Boulevard

Br: Burke & Herbert Bank & Trust Company
500 South 23rd Street

Br: F&M Bank-Northern Virginia
4736 Lee Highway

Brs: First Virginia Bank
1100 South Walter Reed Drive
1901 Fort Myer Drive
2113 Crystal Plaza Arcade
2200 Wilson Boulevard
2221 South Eads Street
2700 South Quincy Street
2947 South Glebe Road
3001 N. Washington Boulevard
4707 Lee Highway
5515 Lee Highway
6745 Lee Highway
920 North Taylor Street

James Monroe Bank
3033 Wilson Boulevard

Brs: United Bank
2300 Ninth Street, South
4005 Wilson Boulevard
5335 Lee Highway
6402 Williamsburg Blvd.

Virginia Commerce Bank
5350 Lee Highway
Brs: 2930 Wilson Boulevard
6500 Williamsburg Boulevard

AUGUSTA COUNTY

Br: Branch Banking and Trust Company of
Virginia
4033 Lee-Jackson Highway, Greenville

EFT: F & M Bank - Massanutten
U.S. Route 11 and State Route 256

Brs: First Virginia Bank-Blue Ridge
1 Frontier Drive
Main & Craig Streets, Craigsville
Route 250 and Route 42, Churchville
U.S. 340 & Broadmoor Street, Stuarts Draft

Brs: Planters Bank & Trust Company of Virginia
Greenville Avenue
Route 250 East
U.S. Route 11, Verona
U.S. Route 250 & State Route 640,
Fishersville
U.S. Route 340 & State Route 608,
Stuarts Draft

Brs: Rockingham Heritage Bank
54 Franklin Street, Suite 102, Weyers Cave
Wellington Plaza, Jefferson Highway

BATH COUNTY

Br: F&M Bank-Highlands
U.S. Route 220 and Kingtown Lane,
Hot Springs

Br: First Virginia Bank - Southwest
Main Street, Hot Springs

BEDFORD COUNTY

Brs: Branch Banking and Trust Company of
Virginia
Route 221 Graves Mill Center, Forest
U.S. Route 221 and State Route 666, Forest

BLAND COUNTY

Brs: First Virginia Bank - Southwest
Main Street, Bland
Main Street, Rocky Gap

BOTETOURT COUNTY

Bank of Botetourt
Main Street
Buchanan

Brs: 60 Lee Highway North, Troutville
Railroad Street, Eagle Rock
U.S. Route 220, Daleville

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

BOTETOURT COUNTY (Continued)	Brs: Branch Banking and Trust Company of Virginia 21437 Timberlake Road 700 Main Street, Altavista 9009 Timberlake Road
EFT: Bank of Botetourt (Continued) 4070 Roanoke Road, Fincastle	
Bank of Fincastle, The 17 South Roanoke Street Fincastle	Br: Farmers Bank of Appomattox, The Highway 24, Concord
Brs: 1618 Roanoke Road, Daleville 509 Roanoke Road, Daleville 5192 Lee Highway S., Troutville 5825 Cloverdale Road 614 Lee Highway, Cloverdale 98 Blue Ridge Boulevard	Brs: First Virginia Bank - Southwest 440 Lursardi Drive, Brookneal 7901 Timberlake Road U.S. Route 501 & State Route 24, Rustburg
EFTS: Quickette Market, U.S. Route 220 North, Fincastle U.S. Route 11 & Interstate 81, Daleville	CAROLINE COUNTY
Br: Branch Banking and Trust Company of Virginia 817 Main Street, Buchanan	Br: Southside Bank 202 North Main Street, Bowling Green
EFT: 604 Minute Market, Route 220 Alternate	Union Bank and Trust Company 211 N Main Street Bowling Green
BRUNSWICK COUNTY	Brs: U.S. Route 1 and State Route 639, Ladysmith U.S. Route 301, Port Royal
Br: Benchmark Community Bank 220 W. Fifth Avenue, Lawrenceville	EFT: Petro Travel Plaza, Carmel Church Rd & I-95, Ruther Glen
BUCHANAN COUNTY	CARROLL COUNTY
Br: Branch Banking and Trust Company of Virginia Highway 83, Vansant	Br: Bank of Floyd, The 185 South Main Street, Hillsville
Miners and Merchants Bank and Trust Company Walnut Street & Main Street Grundy	Brs: Branch Banking and Trust Company of Virginia 145 N Main Street, Hillsville Highway 52 & State Route 927, Cana
Brs: Anchorage Shopping Center, Vansant U.S. Route 460 East, Grundy U.S. Route 460, 0.2 miles east of its intersection with State Rt. 624, Oakwood	EFT: U.S. Route 58 & State Route 743
BUCKINGHAM COUNTY	CHARLES CITY COUNTY
Br: Farmers Bank of Appomattox, The Southeast corner of State Rt.20 and U.S. Route 15, Dillwyn	Br: F & M Bank - Atlantic 10000 Courthouse Road, Charles City
Brs: First Virginia Bank-Colonial U.S. Route 15, Dillwyn U.S. Route 15, Arvonnia	CHARLOTTE COUNTY
CAMPBELL COUNTY	Bank of Charlotte County, The Berkley & Charlotte Streets Phenix
Br: Bank of Charlotte County, The 308 Lynchburg Avenue, Brookneal	Brs: 26 King Street, Keysville Main Street, Charlotte Courthouse
	Br: Branch Banking and Trust Company of Virginia 24-26 King Street, Keysville
	Br: F&M Bank-Southern Virginia 4677 Main Street, Drakes Branch

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

CHESTERFIELD COUNTY

Brs: Bank of McKenney
20815 Chesterfield Plaza, Ettrick
6300 River Road, Matoaca

Brs: Branch Banking and Trust Company of
Virginia
1120 Huguenot Road
2500 Promenade Parkway, Midlothian
2531 W. Hundred Road, Chester
6512 Harbour View Court, Midlothian

Brs: Central Virginia Bank
4901 Millridge Parkway East, Midlothian
Village Marketplace Shopping Center,
Midlothian Turnpike & Old Buckingham,
Midlothian

Brs: Commerce Bank
10400 Hull Street Road
13241 River's Bend Boulevard, Chester
4023 W. Hundred Road, Chester
6435 Ironbridge Road
906 Branchway Road

Commonwealth Bank, The
9310 Midlothian Turnpike

Community Bankers' Bank
557-B Southlake Boulevard

Brs: F & M Bank-Richmond
11010 Hull Street Road, Midlothian
11900 Chester Village Drive, Chester
17650 Midlothian Turnpike, Midlothian
5756 Hopkins Road
6736 Southshore Drive
9960 Midlothian Turnpike
9970 Ironbridge Road

EFTS: 14120 Hull Street Road
2320 W. Hundred Road, Chester

Brs: First Colonial Bank
2141 East Hundred Road, Enon
4221 W. Hundred Road, Chester

Brs: First Virginia Bank-Colonial
1001 Sycamore Square Drive, Midlothian
11101 Hull Street Road, Midlothian
11400 Midlothian Turnpike
13644 Hull Street Road, Midlothian
2501 W Hundred Road, Chester
6551 Centralia Road
7747 Midlothian Pike
Chesterfield Towne Center,
11500 Midlothian Turnpike

EFT: Chesterfield Towne Center,
11500 Midlothian Turnpike

Southern Community Bank & Trust
13531 Midlothian Turnpike
Midlothian

CLARKE COUNTY

Bank of Clarke County
2 East Main Street
Berryville

Br: North side of Route 723, Boyce
EFT: U. S. Routes 340 and 17/50, Boyce

Br: F & M Bank - Winchester
23 North Church Street, Berryville
EFT: Route 2, Box 4535, Berryville

CRAIG COUNTY

Farmers & Merchants Bank of Craig County, The
306 Main Street
New Castle

Br: N.W. Corner of Walnut & Court Street,
New Castle

CULPEPER COUNTY

Br: Branch Banking and Trust Company of
Virginia
806 Nottingham Street, Culpeper

EFTS: F & M Bank-Peoples
1113 James Monroe Highway
18179 Lee Highway, Amissville

Br: First Virginia Bank-Blue Ridge
Dominion Square Shopping Center,
703 James Madison Highway

Second Bank & Trust
102 S Main Street
Culpeper

Brs: 231 Southgate Shopping Center, Culpeper
Dominion Square Shopping Center,
717 James Madison Highway, Culpeper

EFT: 501 Sunset Lane, Culpeper

Br: Virginia Community Bank
701 South Main Street, Culpeper

CUMBERLAND COUNTY

Br: Branch Banking and Trust Company of
Virginia
Route 60, Anderson Highway, Cumberland

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

CUMBERLAND COUNTY (Continued)

Brs: Central Virginia Bank
1368 Anderson Highway
State Routes 45 and 649, Cartersville

Southside Bank
307 Church Lane
Tappahannock
Br: Essex Square Shopping Center,
U.S. Route 17 & 360, Tappahannock

DICKENSON COUNTY

Brs: Farmers and Miners Bank
North side of State Route 83, 500 yards West
of Brush Creek Road, Clintwood
Piggly Wiggly Grocery Store, Piggly,
Wiggly Shopping Center, Chase St.,
Clintwood

Brs: First Vantage Bank/Tri-Cities
Chase Street, Clintwood
Main Street, Haysi

Br: New Peoples Bank, Inc.
402 Main Street, Haysi

DINWIDDIE COUNTY

Bank of McKenney
20718 First Street
McKenney
Brs: 13812 Boydton Plank Road
U.S. Highway 460 and State Route 684
EFT: 5420 Boydton Plank Rd

Bank of Southside Virginia, The
State Route 618
Carson

Brs: 13909 Boydton Plank Road, Dinwiddie
U.S. Route 1 and State Route 226

Br: First Colonial Bank
26901 Cox Road

ESSEX COUNTY

Bank of Essex
323 Prince Street
Tappahannock

Br: U.S. Routes 17 & 360,
Rappahannock Shopping Center,
Tappahannock

Br: Citizens and Farmers Bank
U.S. Route 360/17, Essex Square Shopping
Center, Tappahannock

Brs: Northern Neck State Bank
1660 Tappahannock Boulevard,
Tappahannock
U.S. Route 17 and State Route 1107,
Tappahannock

FAIRFAX COUNTY

Alliance Bank Corporation
12735 Shops Lane

Brs: Branch Banking and Trust Company of
Virginia
12355 Sunrise Valley Drive, Reston
6661 Old Dominion Drive, McLean
6949 Commerce Street, Springfield
8200 Greensboro Drive, McLean

Brs: Burke & Herbert Bank & Trust Company
2604 Sherwood Hall Lane
5519 Franconia Road
5705 Seminary Road
5731 Telegraph Road
6200 Backlick Road, Springfield
8736-38 Cooper Road
EFT: 3200 Mount Vernon Memorial Highway,
Mount Vernon

Business Bank, The
8399 Leesburg Pike
Vienna
Br: 1451 Dolley Madison Boulevard, McLean

Cardinal Bank-Potomac
1313 Dolley Madison Boulevard
McLean
Br: 1650 Tysons Boulevard, Suite 100, McLean

Brs: Community Bank of Northern Virginia
13826 Lee Highway, Centreville
302 Maple Avenue, Vienna
6809 Old Dominion Drive, McLean
783 Station Street, Herndon
8150 Leesburg Pike, Vienna

Brs: F&M Bank-Northern Virginia
12220 Fairfax Towne Center
13821 Lee-Jackson Highway, Chantilly
14260-J Centreville Square, Centreville
230 Herndon Parkway, Herndon
3829 South George Mason Drive
4115 Annandale Road, Annandale
440 Maple Avenue East, Vienna
5105 Westfields Boulevard, Centreville
6257A Old Dominion Drive, McLean
6810 Commerce Street, Springfield
7027-A Manchester Blvd, Springfield
7830 Backlick Road Suite 101, Springfield

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

FAIRFAX COUNTY (Continued)

Brs: F&M Bank-Northern Virginia (Continued)
7901 Richmond Highway
8221 Old Courthouse Road, Vienna
8432 Old Keene Mill Road, Springfield

First Virginia Bank

6400 Arlington Boulevard

Brs: 11100 South Lakes Drive, Reston
11230 Waples Mill Road
1224 West Broad Street
13045 Lee Jackson Memorial Highway,
Chantilly
13360 Franklin Farm Road, Herndon
14175 Saint Germain Drive, Centreville
1455 Chain Bridge Road, McLean
1490 North Point Village Center, Reston
1640 Belle View Boulevard
1953 Gallows Road, Vienna
2148 Centreville Road, Herndon
2513 Fox Mill Road
260 Cedar Lane, Vienna
2941 Chain Bridge Road, Oakton
3012 Annandale Road
415 Maple Avenue, West, Vienna
5740 Union Mill Road, Clifton
5871 Leesburg Pike, Bailey's Crossroads
6045-A Burke Centre Parkway, Burke
6118 Rose Hill Drive
6120 Arlington Boulevard
6220 Old Dominion Drive, McLean
6411 Shiplett Boulevard, Burke
6618 Richmond Highway
7000 Bland Street, Springfield
7025-A Manchester Boulevard, Franconia
7205 Little River Turnpike, Annandale
7393-A Lee Highway
7509 Huntsman Boulevard, Springfield
7716 Telegraph Road, Hayfield
7960 Fort Hunt Road
8385-A Leesburg Pike, Vienna
8416 Arlington Boulevard
8650 Richmond Highway
8920 Village Shops Drive, Fairfax Station
9915 Georgetown Pike, Great Falls
Braddock & Twinbrook Roads
Burke Road & Burke Lake Road, Burke

Br: James Monroe Bank
7023 Little River Tnpk., Suite 101,
Annandale

Potomac Bank of Virginia
133 Maple Avenue East
Vienna

Br: 8501 Arlington Boulevard

Prosperity Bank & Trust Company

5803 Rolling Road

Springfield

Brs: 6050 A Burke Commons Road, Burke
6975-A Springfield Blvd, Springfield

Br: Resource Bank
698 Elden Street, Herndon

Brs: Southern Financial Bank
2545 Centreville Road, Q18, Herndon
362 Elden Street, Herndon
527 Maple Avenue East, Vienna
6551 Loisdale Court, Suite 150, Springfield
7857 Heritage Drive, Annandale
8414 Lee Highway, Merrifield

Brs: United Bank
13060 Fair Lakes Blvd
1320 Old Chain Bridge Road, McLean
1801 Reston Parkway, Reston
2071 Chain Bridge Road, Vienna
226 Maple Ave West, Vienna
3289 Woodburn Road, Annandale
4501 Daly Drive, Chantilly
7787 Leesburg Pike
George Mason University, 4400 University
Drive

EFTS: Capital Expo Center, 4320 Chantilly
Shopping Center
Fair Oaks Mall, Store 200

Brs: Virginia Commerce Bank
1356 Chain Bridge Road, McLean
13881G Metrotech Drive, Chantilly
374 Maple Avenue, Vienna
4230 John Marr Drive, Annandale

FAUQUIER COUNTY

F & M Bank-Peoples

21 Main Street

Warrenton

Brs: 8318 East Main Street, Marshall
Warrenton Shopping Center, 251 West Lee
Highway Suite 730, Warrenton

EFTS: 11022 Marsh Road, Bealeton
4662 Catlett Road, Midland
5171 Lee Highway, New Baltimore
9719 James Madison Highway, Warrenton
Huntsman Town Center, Frost Avenue at
U.S. Route 29, Warrenton
The Corner Store, 5090 Old Tavern Rd,
The Plains

Fauquier Bank, The
10 Courthouse Square
Warrenton

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

FAUQUIER COUNTY (Continued)

Brs: Fauquier Bank, The (Continued)
216 Broadview Avenue, Warrenton
Northeast Corner of Rts 28 and 806, Catlett
Northeast Corner of the Intersection
of Main Street and Loudoun Ave,
The Plains
Southeast Corner of the Intersection,
of U.S. Route 29 and State Route 600
EFT: 6417 Lee Highway, Warrenton

Brs: First Virginia Bank
11047 Marsh Road, Bealeton
530 Blackwell Road, Warrenton

Southern Financial Bank
37 East Main Street
Warrenton
Br: 322 Lee Highway, Warrenton

State Bank
100 John Stone Street
Remington
Brs: 11139 Marsh Road, Bealeton
3420 Catlett Road, Catlett

FLOYD COUNTY

Bank of Floyd, The
101 Jacksonville Circle
Floyd
Br: Northeast corner of U.S. Highway 221
and Connors Grove, Willis

FLUVANNA COUNTY

Brs: F & M Bank-Central Virginia
State Road 15, Fork Union
U.S. Route 15 & Route 601, Palmyra

Br: Guaranty Bank
Outparcel 1, Lake Monticello Plaza,
State Route 53 and Turkey Sag Trail,
Lake Monticello

FRANKLIN COUNTY

Brs: Branch Banking and Trust Company of
Virginia
13400 Booker T. Washington Highway
20160 Virgil Goode Highway, Rocky Mount
4505 Timberline Road, Ferrum
65 North Main Street, Rocky Mount
EFTS: Ferrum Minute Market, Route 40 West
Franklin Minute Market, Route 40 East,
Rocky Mount

Panda Minute Market, 616 North Main
Street, Rocky Mount
Penhook Minute Market, Route 40 East
Redwood Minute Market, Route 40 East

Brs: First Virginia Bank - Southwest
12094 Old Franklin Turnpike, Union Hall
20 Jubal Early Highway, Wirtz
350 Tanyard Road, Rocky Mount
369 Franklin Street, Rocky Mount
40 Main Street, Boones Mill
EFT: Smith Mountain Lake Visitors Center,
2 Bridgewater Plaza, Route 122

FREDERICK COUNTY

Brs: Bank of Clarke County
1508 Senseny Road
382 Fairfax Pike, Stephens City
EFTS: 1016 Millwood Pike
1518 Martinsburg Pike
747 Fairfax Street, Stephens City

Brs: F & M Bank - Winchester
126 Fairfax Pike, Stephens City
1855 Senseny Road
300 Westminster-Canterbury Drive
5306 Main Street, Stephens City
6701 Northwestern Pike, Gore
7800 Main Street, Middletown
EFTS: 1503 North Frederick Pike
1544 Martinsburg Pike
251 Front Royal Road
3425 Martinsburg Pike, Clearbrook
Route 7 and Regency Road

Br: First Bank
3143 Valley Pike

Brs: First Virginia Bank-Blue Ridge
5511 Main Street, Stephens City
U.S. Route 11 & State Route 661
EFT: 9181 N. Frederick Pike, Cross Junction

Marathon Bank, The
4095 Valley Pike
Stephens City
Br: 1447 North Frederick Pike
EFTS: 1511 Martinsburg Pike
2135 Reliance Road, Middletown

Br: Southern Financial Bank
1095 Millwood Pike

GILES COUNTY

Brs: First Virginia Bank - Southwest
250 Virginia Avenue, Rich Creek

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

GILES COUNTY (Continued)

Brs: First Virginia Bank - Southwest (Continued)
300 Main Street, Narrows
800 Wenonah Avenue, Pearisburg
Cascade Drive U.S. Route 460, Pembroke

GLOUCESTER COUNTY

Brs: Chesapeake Bank
6569 Market Drive, Gloucester
Hayes Store Shopping Center, U S Route 17,
Hayes
EFT: U.S. Route 17 & State Route 3, Glens

F & M Bank - Atlantic
7171 George Washington Memorial Hwy.
Gloucester
Br: 14833 George Washington Memorial Hwy,
Glens

Brs: First Virginia Bank-Hampton Roads
2324 George Washington Memorial Hwy.,
Hayes
6609 Main Street, Gloucester

Br: Southside Bank
7132 George Washington Memorial Hwy,
Gloucester

GOOCHLAND COUNTY

Brs: Commerce Bank
27 Broad Street Road, Manakin-Sabot
3018 River Road West

GRAYSON COUNTY

Brs: First Virginia Bank - Southwest
317 East Main Street, Independence
473 West Main Street, Fries

GREENE COUNTY

Brs: F & M Bank-Central Virginia
7003 Seminole Trail, Ruckersville
8260 Seminole Trail, Ruckersville

GREENSVILLE COUNTY

Br: Bank of Southside Virginia, The
U.S. Route 58 & State Route 686
EFT: F&M Bank-Southern Virginia
1589 Skippers Road

HALIFAX COUNTY

Brs: Branch Banking and Trust Company of
Virginia
4018 Halifax Road, South Boston
904 Wilborn Avenue, South Boston

HANOVER COUNTY

Br: Bank of Essex
6315 Mechanicsville Pike, Mechanicsville

Brs: Branch Banking and Trust Company of
Virginia
201 N. Washington Highway, Ashland
300 England Street, Ashland
7021 Mechanicsville Turnpike,
Mechanicsville
9564 Kings Charter Drive, Ashland

Br: Commerce Bank
10035 Sliding Hill Road, Suite 101, Ashland

EFTS: F & M Bank-Richmond
7274 Mechanicsville Turnpike,
Mechanicsville
9159 Chamberlayne Road, Mechanicsville

Br: First Capital Bank
113 Junction Drive, Ashland

Brs: First Virginia Bank-Colonial
6127 Mechanicsville Turnpike,
Mechanicsville
700 England Street, Ashland
8074 Mechanicsville Turnpike,
Mechanicsville
9186 Chamberlayne Avenue, Mechanicsville
Kings Charter Commercial Center,
Sliding Hill Road, Ashland

Hanover Bank
8071 Mechanicsville Turnpike
Mechanicsville

Br: 4241 Mechanicsville Turnpike,
Mechanicsville

Metro-County Bank of Virginia, Inc.
8206 Atlee Road
Mechanicsville

Brs: Union Bank and Trust Company
10469 Atlee Station Road, Ashland
6110 Mechanicsville Turnpike,
Mechanicsville
9534 Chamberlayne Road, Mechanicsville
U.S. Route 1 & State Route 657, Ashland

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

HENRICO COUNTY

Br: Bank of Essex
9951 Brook Road, Glen Allen

Brs: Branch Banking and Trust Company of
Virginia
10791 West Broad Street
11400 Nuckols Road, Glen Allen
1650 Willow Lawn Drive
1773 N. Parham Road
4802 S. Laburnum Avenue
8209 West Broad Street
River Road Shopping Center,
6201 River Road

Capital One Bank
11011 West Broad Street

Brs: Citizens and Farmers Bank
8001 West Broad Street
State Route 5 and Strath Road, Varina

Br: Commerce Bank
11500 West Broad Street

Brs: Commonwealth Bank, The
12410 Gayton Road
900 N. Parham Road

Br: Consolidated Bank and Trust Company
5214 Chamberlayne Avenue

F & M Bank-Richmond
9401 West Broad Street

Brs: 1300 E Parham Road
1776 Staples Mill Rd
4851 South Laburnum Avenue
5001 Lakeside Avenue
9012 Three Chopt Road

EFT: 3310 Church Road

First Capital Bank
4101 Dominion Boulevard

Brs: First Virginia Bank-Colonial
10000 West Broad Street
11200 Patterson Avenue
1794 Parham Road
1900 Lauderdale Drive
2300 Hungary Road
5600 West Broad Street
5900 Brook Road
Fountain Square Shopping Center,
8044 West Broad Street
Laburnum Avenue & Finlay Street
Richmond International Airport, 1 Richard E.
Byrd Terminal Drive

EFT: Virginia Center Commons, Room 234
Virginia Center Commons, U.S. Route 1

Br: Guaranty Bank
The Shops at Wellesley, Park Terrace and
Lauderdale Drives

Brs: Metro-County Bank of Virginia, Inc.
2801 North Parham Road
5419 Lakeside Avenue
6401 Horsepen Road

HENRY COUNTY

Brs: Branch Banking and Trust Company of
Virginia
11020 Virginia Avenue, Bassett
1460 Fairystone Park Highway, Stanleytown
2680 Virginia Avenue, Collinsville
4860 Greensboro Road, Ridgeway

HIGHLAND COUNTY

Blue Grass Valley Bank, The
6 Main Street
Blue Grass

Br: South Side of East Main Street,
two blocks east of U.S. Route 220,
Monterey

First and Citizens Bank
Monterey

ISLE OF WIGHT COUNTY

Farmers Bank, Windsor, Virginia
50 E Windsor Boulevard
Windsor

Br: 1119 South Church Street, Smithfield

Br: James River Bank/Colonial
1803 S Church Street, Smithfield

JAMES CITY COUNTY

Bank of Williamsburg, The
5251 John Tyler Highway, Suite 52

Br: Chesapeake Bank
4492 John Tyler Highway
EFTS: Southwest corner of Ironbound Road
and State Route 5
Williamsburg Pottery Factory, Inc.,
Building #8, Lightfoot
Williamsburg Pottery Factory, Inc.,
Building #3, Lightfoot

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

JAMES CITY COUNTY (Continued)	State Route 3, Ice House Field Shopping Center, White Stone
Brs: Citizens and Farmers Bank 4780 Longhill Road N.E. Corner of U.S. Route 60 and State Route 607, Norge	Chesapeake Bank 97 North Main Street Kilmarnock
Br: F & M Bank - Atlantic 100 McLaws Circle	Brs: 10 Lancaster Drive, Irvington King Carter Drive and Tavern Road, Irvington State Routes 3 and 201, Lively
KING AND QUEEN COUNTY	EFT: Rappahannock General Hospital, Harris Road
Br: F & M Bank - Atlantic State Routes 33 & 670, Mattaponi	Brs: Northern Neck State Bank 284 North Main Street, Kilmarnock 485 Chesapeake Drive, White Stone
KING GEORGE COUNTY	LEE COUNTY
EFT: F & M Bank-Peoples 10520 James Madison Highway, Edgehill	Farmers and Miners Bank 403 W Morgan Avenue Pennington Gap
Brs: First Virginia Bank 2207 West Dahlgren Road State Routes 3 & 610, King George	Brs: State Route 673 & U.S. Route 58, Rose Hill U.S. Route 58 & State Route 694, Cumberland Gap
Br: Peoples Community Bank State Route 3, one-third mile west of State Route 206	Lee Bank & Trust Company 600 West Morgan Avenue Pennington Gap
Br: Union Bank and Trust Company State Route 3, King George	Brs: Corner of Church & Institute Streets, Jonesville U.S. Route 58, Dryden
KING WILLIAM COUNTY	Peoples Bank, The Highway 58 Ewing
Brs: Bank of Essex 1681 Main Street, West Point U.S. Route 360, Central Garage	Brs: 200 Main Street, Rose Hill Northside Of U.S. Route 58, Gibson Station U. S. Route 58 at State Route 647, Jonesville
Citizens and Farmers Bank 8th & Main Streets West Point	LOUDOUN COUNTY
Br: 14th & Main Streets, West Point	Br: Branch Banking and Trust Company of Virginia 440 East Main Street, Purcellville
EFT: 100 Winter Street, West Point	Br: Cardinal Bank-Potomac 46005 Regal Plaza Drive, Sterling
Br: Southside Bank Aylett	Community Bank of Northern Virginia 107 Free Court Sterling
Br: Union Bank and Trust Company Route 360 East Approx 1.5 Mi S of State Route 30, Manquin	Brs: 103 Fort Evans Road, Leesburg Borders Plaza Center, State Route 7 & Palisades Parkway, Sterling Purcellville Shopping Center, 609 East Main Street, Purcellville
LANCASTER COUNTY	
Bank of Lancaster 100 Main Street Kilmarnock	
Brs: Lancaster Square Shopping Center, North Main Street, Kilmarnock	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

LOUDOUN COUNTY (Continued)

Brs: F & M Bank - Winchester
101 Catoctin Circle SE, Leesburg
202 West Washington Street, Middleburg
21 Main Street, Round Hill
22550 Davis Drive, Sterling
440 East Colonial Highway, Hamilton
7 Broadway, Lovettsville
7 West Market Street, Leesburg
8 W. Market Street, Leesburg

EFTS: 502 South King Street, Leesburg
Lansdowne Conference Resort,
44050 Woodridge Parkway, Leesburg
Loudoun County Government Complex,
One Harrison Street, SE, Leesburg

Br: F&M Bank-Northern Virginia
25393 Elk Lick Road, South Riding

Brs: First Virginia Bank
101 Enterprise Street, Sterling
120 N. Maple Avenue, Purcellville
20522 Falcons Landing Circle, Sterling
20789 Great Falls Plaza
20921 Davenport Drive Suite 105, Sterling
43365 Junction Plaza, Ashburn
504 East Market Street, Leesburg

EFT: 22605 Sterling Boulevard, Sterling

Middleburg Bank, The
111 West Washington St
Middleburg

Brs: 20955 Professional Plaza, Ashburn
4 South King Street, Leesburg
431 East Main Street, Purcellville
Harrison Street and Catoctin Circle, Leesburg

Brs: Southern Financial Bank
101 West Washington Street, Middleburg
46910 Community Plaza, Sterling
526 East Market Street, Leesburg

Brs: United Bank
21036 Triple Seven Road, Sterling
531-A East Market Street, Leesburg

LOUISA COUNTY

Br: F & M Bank-Central Virginia
223 Mineral Avenue, Mineral

Virginia Community Bank
State Route 22 & U.S. Route 33
Louisa

Brs: Main Street & Cutler Avenue, Louisa
Mineral Avenue & Fourth Street, Mineral

LUNENBURG COUNTY

Benchmark Community Bank
100-102 South Broad Street
Kenbridge

Br: 1910 Main Street, Victoria

Br: F&M Bank-Southern Virginia
204 South Broad Street, Kenbridge

MADISON COUNTY

Br: Second Bank & Trust
Southwest Corner of the Intersection of
US Route 29 & State Route 673, Madison

MATHEWS COUNTY

Br: Chesapeake Bank
State Routes 198 and 14, Mathews

EFTS: State Routes 14 and 198, Mathews
State Routes 198 and 3

MECKLENBURG COUNTY

Brs: Benchmark Community Bank
247 N. Main Street, Chase City
403 East Virginia Avenue, Suite E,
Clarksville
828 North Mecklenburg Avenue, South Hill

Br: Branch Banking and Trust Company of
Virginia
212 East Atlantic Street, South Hill

Citizens Community Bank
800 North Mecklenburg Avenue
South Hill

Brs: First Virginia Bank-Colonial
111 East Danville Street, South Hill
State Route 903 & 751, Bracey
Town Square Shopping Center,
725 East Atlantic Street, South Hill

MIDDLESEX COUNTY

Br: Citizens and Farmers Bank
SW Corner of the Intersection of
State Route 33 & State Route 227

EFT: U. S. Route 17 Bypass, Food Lion Store,
Saluda

Brs: First Virginia Bank-Hampton Roads
40 Cross Street, Urbanna
Route 33, Saluda
Southside of State Route 33, 1/2 Mile West
of County Route 1101, Deltaville

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

MIDDLESEX COUNTY (Continued)	Routes 202 and 360, Callao
Brs: Southside Bank 291 Virginia Street, Urbanna State Routes 3 & 33, Hartfield southwest corner of the intersection of State Route 33 & State Route 1101 Deltaville	Bank of Northumberland, Incorporated Heathsville Brs: Southwest Corner of U.S. Route 360 & State Route 200, Burgess U.S. Route 360, Calleo
MONTGOMERY COUNTY	Brs: Northern Neck State Bank 15043 Northumberland Highway, Burgess Route 360 - Main Street, Reedville
Br: Bank of Floyd, The 2105 Roanoke Street, Christiansburg	NOTTOWAY COUNTY
Brs: First Virginia Bank - Southwest 151 Country Club Drive, Blacksburg 50 Peppers Ferry Road, N.W., Christiansburg 6936 Roanoke Road, Shawsville 902 Price's Fork Road, Blacksburg 985 Cambria Street NE, Christiansburg	Br: Benchmark Community Bank 1500-1508 W. Virginia Avenue, Crewe
EFT: 7480 Lee Highway	Citizens Bank and Trust Company 126 S Main Street Blackstone Brs: 101 N Main Street(D-I), Blackstone 210 Carter Street, Crewe Agnew Street & Namozine Avenue, Burkeville State Routes 40 & 46, Blackstone
NELSON COUNTY	Br: F&M Bank-Southern Virginia 200 South Main Street, Blackstone
Br: Branch Banking and Trust Company of Virginia Main Street, Lovingston	ORANGE COUNTY
Brs: F & M Bank-Central Virginia State Route 6, Afton U.S. Route 29 South, Lovingston	Br: F & M Bank-Central Virginia 202 South Main Street, Gordonsville
NEW KENT COUNTY	Br: First Virginia Bank-Blue Ridge 235 Madison Road, Orange
Brs: Citizens and Farmers Bank State Route 249, Quinton U.S. Route 60 & State Route 155, Providence Forge	Brs: Second Bank & Trust 134-136 West Main Street, Orange Market Place Shopping Center at Lake, of the Woods, 36081 Goodwin Drive, Locust Grove
NORTHAMPTON COUNTY	Br: Virginia Community Bank 185 Madison Rd
Br: Farmers & Merchants Bank-Eastern Shore 16485 Lankford Highway, Eastville	PAGE COUNTY
EFT: Shore Memorial Hospital, 9507 Hospital Avenue, Nassawadox	Brs: F & M Bank - Winchester 1 East Main Street, Luray 700 East Main Street, Luray
Br: First Virginia Bank-Hampton Roads Shore Plaza Shopping Center, 4070 Lankford Highway, Exmore	EFT: First Virginia Bank-Blue Ridge 600 4th. Street, Shenandoah
Brs: Shore Bank 21220 N. Bayside Drive, Cheriton 4071 Lankford Highway, Exmore	
NORTHUMBERLAND COUNTY	
Brs: Bank of Lancaster Route 360, Heathsville	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

PAGE COUNTY (Continued)	1712 S. Main Street, Farmville
Page Valley Bank, The 17 West Main Street Luray Br: 612 East Main Street, Luray	Brs: First Virginia Bank-Colonial 200 North Main Street, Farmville Business Route 460, Pamplin City Longwood Village Shopping Center 1508 S. Main Street, Farmville U.S. Route 15-460 West, Farmville
Pioneer Bank 252 E. Main Street Stanley Brs: 511 South Third Street, Shenandoah 800 East Main Street, Luray	PRINCE GEORGE COUNTY Br: Bank of Southside Virginia, The 6400 Courthouse Road
PATRICK COUNTY Brs: Branch Banking and Trust Company of Virginia 100 Stonewall Court, Stuart 22121 Jeb Stuart Highway, Patrick Springs 3607 Jeb Stuart Highway, Meadows of Dan 4952 Ararat Highway, Ararat 9747 Woolwine Highway, Woolwine	First Colonial Bank 5100 Oaklawn Boulevard Br: First Virginia Bank-Colonial 5320 Oaklawn Boulevard
PITTSYLVANIA COUNTY Brs: F & M Bank-Central Virginia 148 Tightsqueeze Plaza, Chatham 2 North Main Street, Chatham Brs: First Virginia Bank - Southwest 2801 Westover Drive Staunton Plaza Shopping Center, Hurt Brs: Virginia Bank and Trust Company 4080 Franklin Turnpike 55 North Main Street, Chatham	PRINCE WILLIAM COUNTY Br: Branch Banking and Trust Company of Virginia 12451 Hedges Run Road, Woodbridge EFT: F & M Bank-Peoples 15250 Washington Street, Haymarket Brs: F&M Bank-Northern Virginia 12493 Dillingham Square, Lake Ridge 13414 Dumfries Road 13927 Jefferson Davis Highway, Woodbridge 14091 John Marshall Highway, Gainesville 14229 Potomac Mills Road, Woodbridge 4665 Sudley Road, Catharpin 7801 Sudley Road EFT: 202 Mill Street, Occoquan
POWHATAN COUNTY Central Virginia Bank 2501 Anderson Highway Powhatan Brs: 2036 New Dorset Road 2490 Anderson Highway	Br: Fauquier Bank, The 8091 Sudley Road Brs: First Virginia Bank 10420 Portsmouth Road 11670 Sudley Manor Road 12435 Dillingham Square, Woodbridge 13920 Noblewood Plaza, Woodbridge 14000 Jefferson Davis Highway, Woodbridge 14901 Washington Street, Haymarket 16541 River Ridge Boulevard, Woodbridge 2089 Daniel Stuart Square, Woodbridge 5844 Mapledale Plaza, Woodbridge 7681 Linton Hall Road, Gainesville
PRINCE EDWARD COUNTY Brs: Benchmark Community Bank East Third Street & South Street, Farmville Southwest Corner of Main Street and Milnwood Road, Farmville Br: Branch Banking and Trust Company of Virginia 1304 South Main Street, Farmville Brs: Citizens Bank and Trust Company 1517 West Third Street, Farmville	Br: Southern Financial Bank 13542 Minnieville Road, Woodbridge

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

PULASKI COUNTY

Brs: First Virginia Bank - Southwest
1105 Bob White Boulevard
Lee Highway & Trinkle Avenue, Dublin

Brs: Branch Banking and Trust Company of
Virginia
5874 North Lee Highway, Fairfield
836 Rockbridge Rd, Glasgow
College Square Shopping Center,
U. S. Route 11 North
Lexington Crossing, U.S. Rt 11 North,
Wal-mart Supercenter

RAPPAHANNOCK COUNTY

Br: F & M Bank - Winchester
State Route 522, Flint Hill

EFT: F & M Bank-Peoples
14630 Lee Highway, Amissville

Brs: Planters Bank & Trust Company of Virginia
1197 North Lee Highway
9 Lloyd Tolley Road, Natural Bridge Station

RICHMOND COUNTY

Br: Bank of Lancaster
610 West Richmond Road, Warsaw

Northern Neck State Bank
5839 Richmond Road
Warsaw

Br: Time Square Shopping Center,
U.S. Route 360, Warsaw

Br: Peoples Community Bank
U.S. Route 360 at State Route 624, Warsaw

ROCKINGHAM COUNTY

Brs: F & M Bank - Massanutten
153 North Main Street, Broadway
200 Augusta Ave, Grottoes
317 N Main Street, Bridgewater
430 Highlands Place
NE corner of State Route 42 &
American Legion Drive, Timberville

EFTS: 121 N. Main Street, Bridgewater
261 Lee Street, Broadway
400 Augusta Avenue, Grottoes
U S Route 33 and State Route 644

ROANOKE COUNTY

Br: Bank of Botetourt
Lot 1, Perimeter East Commerce Center,
US Route 460 and Trail Drive

EFT: Creekside Market, 8201 Williamson Road

Farmers & Merchants Bank
205 Main Street
Timberville

Brs: #10 Elkton Plaza Shopping Center, Elkton
100 Plaza Drive, Bridgewater
127 West Rockingham Street, Elkton
State Route 259, Broadway

Br: Bank of Floyd, The
4094 Postal Drive

Brs: First Virginia Bank-Blue Ridge
111 N Main Street, Bridgewater
230 South Main Street, Dayton
250 South Stuart Avenue, Elkton

Brs: Branch Banking and Trust Company of
Virginia
203 Virginia Avenue, Vinton
3119 Chaparral Drive

Br: Planters Bank & Trust Company of Virginia
106 Sixth Street, Grottoes

EFT: 305 Augusta Avenue, Grottoes

Br: F&M Bank-Highlands
1111 East Washington Avenue, Vinton

Br: Rockingham Heritage Bank
410 Spotswood Avenue, Elkton

Brs: First Virginia Bank - Southwest
1920 East Washington Avenue, Vinton
4309 Starkey Road

RUSSELL COUNTY

Br: Valley Bank
4467 Starkey Road, SW

Br: Bank of Marion, The
702 Fairmont Avenue, Honaker

ROCKBRIDGE COUNTY

Br: Bank of Botetourt
Unit 130, Stonewall Square Shopping
Center, U.S. Route 60

Br: Branch Banking and Trust Company of
Virginia
654 Pittston Road, Lebanon

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

RUSSELL COUNTY (Continued)

First Bank and Trust Company, The
236 West Main Street
Lebanon
Br: 970 East Main Street, Lebanon

Brs: First Vantage Bank/Tri-Cities
Redbud Highway, Honaker
Russell County Shopping Center, Lebanon
U.S. Highway 58, Castlewood

New Peoples Bank, Inc.
2 Gent Drive
Honaker
Brs: 102 Miners Drive, Castlewood
685 East Main Street, Lebanon

SCOTT COUNTY

Brs: Bank of Marion, The
196 East Jackson Street, Gate City
U.S. Highway 23 North and Legion Street,
Weber City

Br: Farmers and Miners Bank
U.S. Route 23 and State Route 421,
Weber City

Brs: First Vantage Bank/Tri-Cities
1000 North Fork Boulevard, Duffield
Gateway Plaza Shopping Center, Gate City
Highway 71 and State Route 682,
Nickelsville

Br: New Peoples Bank, Inc.
131 U. S. Route 23 South, Weber City

SHENANDOAH COUNTY

Brs: F & M Bank - Winchester
115 West Spring Street, Woodstock
9398 Congress Street, New Market
Apple Avenue and U.S. Route 11,
Mount Jackson

EFTS: 1502 Orkney Grade, Bayse
250 Conicville Road, Mount Jackson
60 Stony Creek Road, Edinburg
Intersection Of U.S. Route 11 and 42,
Woodstock
U.S. Route 211 and Cadet Road, New Market

First Bank
112 West King Street
Strasburg
Brs: 496 North Main Street, Woodstock
860 South Main Street, Woodstock

EFTS: 294 Front Royal Road, Strasburg
Shenandoah Memorial Hospital,
759 South Main Street, Woodstock
Strasburg Square Shopping Center,
U. S. Route 11 North, Strasburg

Brs: First Virginia Bank-Blue Ridge
200 North Main Street, Woodstock
300 West Reservoir Road, Woodstock
King & Holiday Streets, Strasburg
Main Street, Mount Jackson
West Reservoir Road at Interstate 81,
Woodstock

Br: Marathon Bank, The
1014 South Main Street, Woodstock

SMYTH COUNTY

Bank of Marion, The
102 West Main Street
Marion
Brs: 1600 N Main Street, Marion
Northwest corner of, Allison Gap Road and
Main Street, Saltville
Parcel 'e' Chilhowie Shopping Center,
Chilhowie
South Main St. & Washington Avenue,
Marion

EFT: 1193 North Main Street, Marion

Br: Bank of Tazewell County
303 South Commerce Street, Marion

Brs: Branch Banking and Trust Company of
Virginia
1020 East Lee Highway, Chilhowie
109 Palmer Avenue, Saltville
5894 Lee Highway, Atkins

Br: Highlands Union Bank
1425 North Main Street, Marion

SOUTHAMPTON COUNTY

Brs: Bank of Southside Virginia, The
18207 Virginia Avenue, Boykins
23003 Main Street, Capron

Brs: F & M Bank - Atlantic
22334 General Thomas Highway, Newsoms
8314 Main Street, Ivor
Shands Shopping Center, Highway 58 East,
Courtland

Brs: James River Bank
22241 Main Street, Courtland
22510 Linden Street, Courtland

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

SPOTSYLVANIA COUNTY

Br: Branch Banking and Trust Company of Virginia
3205 Plank Road

EFTS: F & M Bank-Peoples
10900 Courthouse Road
5117 Mudd Tavern Road, Woodford
8902 Courthouse Road

Br: First Virginia Bank
4630 Mine Road, Lee's Hill
EFT: Spotsylvania Mall

Br: Southern Financial Bank
10693 Courthouse Road

Brs: Union Bank and Trust Company
10415 Courthouse Road
11625 Brock Road
4210 Plank Road
4540 Lafayette Boulevard
8520 Jefferson Davis Highway

Br: Virginia Community Bank
10645 Courthouse Road

Virginia Heartland Bank
4700 Harrison Road
Br: 5996 Plank Road

STAFFORD COUNTY

Br: Branch Banking and Trust Company of Virginia
305 Garrisonville Road, Stafford

Br: F & M Bank-Peoples
760 Warrenton Road
EFT: Interstate 95 and U.S. Route 17

Brs: First Virginia Bank
289 Garrisonville Road
Chatham Square Shopping Center,
300 Butler Road

Br: Peoples Community Bank
southeast corner of the intersection
of State Route 3 and State Route 607

Br: Union Bank and Trust Company
622 Cambridge Street

SURRY COUNTY

Br: F & M Bank - Atlantic
270 Colonial Trail East, Surry

Br: First Virginia Bank-Hampton Roads
176 Colonial Trail-East, Surry

SUSSEX COUNTY

Brs: Bank of Southside Virginia, The
Jarrett Avenue
Main Street, Stony Creek
U.S. Route 460 & Route 631, Wakefield

EFT: Interstate 95 and U. S. Route 301,
Stony Creek

Br: F & M Bank - Atlantic
205 Railroad Avenue, Wakefield
EFT: 521-541 County Drive, Wakefield

James River Bank
209 West Main Street
Waverly
Brs: 233 South County Drive, Waverly
State Routes 634 & 735, Sussex

TAZEWELL COUNTY

Bank of Tazewell County
309 East Main Street
Tazewell
Brs: 1905 Front Street, Richlands
2070 Leatherwood Lane, Bluefield
511 Virginia Avenue, Bluefield
612 Market Street, Tazewell
621 East Riverside Drive, Tazewell
846 Fincastle Turnpike, Tazewell

Brs: Branch Banking and Trust Company of Virginia
3102 W. Cedar Valley Drive, Cedar Bluff
901 East Fincastle Turnpike, Tazewell

First Sentinel Bank
315 Railroad Ave
Richlands
Br: East Riverside Drive and Valley View

Brs: First Virginia Bank - Southwest
1616 Second Street, Richlands
501 Railroad Avenue, Richlands
502 Commerce Drive, Bluefield
814 West Riverside Drive, Tazewell
Cedar Valley Drive, Cedar Bluff
Corner of Water and Center Streets,
Pocahontas
Hillsboro and Market Streets, Tazewell
Old Route 460, Raven
U. S. Route 460 & State Route 719,
Claypool Hill
West Main 201, Tazewell

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

TAZEWELL COUNTY (Continued)	506 Maple Street, Glade Spring
Br: Miners and Merchants Bank and Trust Company 1425 Second Street, Richlands	Br: Miners and Merchants Bank and Trust Company 914 W. Main Street, Abingdon
WARREN COUNTY	WESTMORELAND COUNTY
Brs: F & M Bank - Winchester 102 East Main Street, Front Royal 123 East Sixth Street, Front Royal 215 North Royal Avenue, Front Royal 432 South Street, Front Royal 433 South Street, Front Royal	Br: Bank of Lancaster Route 3, Kings Highway, Montross
EFTS: 10178 Winchester Road, Front Royal 4697 John Marshall Road, Linden	Brs: First Virginia Bank 416 Colonial Avenue, Colonial Beach Highway 202, Hague
Br: First Bank 508 North Commerce Avenue, Front Royal	Br: Northern Neck State Bank State Route 3, Montross
Br: First Virginia Bank-Blue Ridge 473 South Street, Front Royal	Peoples Community Bank Kings Highway Montross
Br: Marathon Bank, The Post Office Plaza, 300 Warren Ave, Front Royal	Br: Union Bank and Trust Company State Route 205 - McKinney Boulevard, Colonial Beach
EFT: 851 John Marshall Highway, Front Royal	WISE COUNTY
WASHINGTON COUNTY	First Commonwealth Bank 303 West Main Street
Br: Bank of Marion, The State Routes 91 and 750, Glade Spring	Brs: First Vantage Bank/Tri-Cities Pound 335 Main Street, Coeburn 621 Wood Avenue, Big Stone Gap U.S. Route 23, Business & U.S. Route 23, Bypass
Br: Bank of Tazewell County 968 West Main Street, Abingdon	Miners Exchange Bank 483 Front Street Coeburn
Br: Branch Banking and Trust Company of Virginia 396 Towne Centre Drive, Abingdon	Brs: 102 West Main Street, Appalachia 201 Laurel Avenue, Coeburn Wise Street, Ridgeview Shopping Center, St. Paul
Brs: First Bank and Trust Company, The 933 E Main Street, Abingdon Intersection of US Routes 19 and 11	WYTHE COUNTY
EFT: 18528 Lee Highway, Abingdon	Brs: Bank of Marion, The 512 North Main Street, Rural Retreat 787 Fort Chiswell Road, Suite 7, Max Meadows
Brs: First Vantage Bank/Tri-Cities 498 Cummings Street, Abingdon Laurel Avenue, Damascus State Route 80, Meadowview U.S. Route 11 and State Route 704 U.S. Route 58 S of State Route 716, Damascus	Br: Bank of Tazewell County 185 East Main Street, Wytheville
Highlands Union Bank 340 West Main Street Abingdon	Brs: First Virginia Bank - Southwest 100 West Buck Street, Rural Retreat
Brs: 164 Jonesborough Road, Abingdon 24412 Maringo Road, Abingdon	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

WYTHE COUNTY (Continued)

Brs: First Virginia Bank - Southwest (Continued)
1055 East Main Street, Wytheville
1105 North Fourth Street, Wytheville
170 East Main Street, Wytheville

YORK COUNTY

Br: Branch Banking and Trust Company of
Virginia
5340 George Washington Memorial Hwy,
Grafton

EFT: Chesapeake Bank
Zooms Convenience Store, Route 60/Bypass
Road

Br: First Virginia Bank-Hampton Roads
4360 George Washington Memorial Hwy
Grafton

Br: James River Bank/Colonial
4000 George Washington Highway

(D-I) Drive In
(ND) Night Depository
(EFT) Electronic Funds Transfer Facility

OUT OF STATE BRANCHES OF VIRGINIA BANKS AS OF DECEMBER 31, 2000

WASHINGTON, D.C.

Brs: United Bank
1667 K Street, N.W.
4900 Massachusetts Avenue, N.W.

MARYLAND

Brs: Shore Bank
100 Downtown Plaza, Salisbury
1503 S. Salisbury Boulevard, Salisbury

Brs: United Bank
7626 Old Georgetown Road, Bethesda
12101 Rockville Pike, Rockville

TENNESSEE

Brs: First Vantage Bank/Tri-Cities
3416 Highway 126, Blountville
1149 Volunteer Parkway,
Southside Shopping Center, Bristol
1606 W. State Street, Bristol
1604 E. Andrew Johnson Highway,
Greeneville
112 Sunset Drive, Johnson City
203 Broyles Drive, Johnson City
1664 East Stone Drive, Kingsport
1776 Fort Henry Drive, Kingsport
3200 Fort Henry Drive, Kingsport
401 Commerce Street, Kingsport
529 Big Limestone Road, Limestone
138 Main Street, Mount Carmel
5928 U.S. Highway 11-E, Piney Flats

Br: Highlands Union Bank
4020 Highway 66 South, Rogersville

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

American National Bankshares, Inc., 628 Main Street, P. O. Box 191, Danville, VA 24543

C.E.O. - Charles H. Majors, President
American National Bank and Trust Company, Danville, VA

Atlantic Financial Corp., 737 J. Clyde Morris Boulevard, Third Floor, Newport News, VA 23601

C.E.O. - William J. Farinholt, President
F & M Bank - Atlantic, Gloucester, VA

BB&T Corporation, P.O. Box 1290, Winston-Salem, NC 27102

C.E.O. - John A. Allison, IV, Chairman of the Board
Branch Banking and Trust Company, Winston-Salem, NC
BankFirst, Knoxville, TN
The First National Bank and Trust Company, Athens, TN
Branch Banking and Trust Company of Virginia, Richmond, VA
Branch Banking and Trust Company of South Carolina, Greenville, SC
FCNB Bank, Frederick, MD
First National Bank of Effingham, Springfield, GA
Hardwick Bank & Trust Company, Dalton, GA
Wayne National Bank, Jesup, GA
Branch Banking and Trust Company of Georgia, Columbus, GA
Harwick Bank & Trust Company, Dalton, GA
First National Bank of Northeast Georgia, Calhoun, GA
Metter Banking Company, Metter, GA
First Bullock Bank & Trust Company, Statesboro, GA

BCC Bankshares, Inc., 101 Berkley Street, Phenix, VA 23959

C.E.O. - Bobby A. Howard, President
Bank of Charlotte County, The, Phenix, VA

BOE Financial Services of Virginia, Inc., 323 Prince Street, Tappahannock, VA 22560

C.E.O. - George M. Longest, Jr., President
Bank of Essex, Tappahannock, VA

Bank of Southside Virginia Corporation, The, P.O. Box 40, Carson, VA 23830

C.E.O. - J. Peter Clements, President
Bank of Southside Virginia, The, Carson, VA

BankAmerica Corporation, 100 North Tryon Street, Charlotte, NC 28255

C.E.O. - Hugh L. McColl, Jr., Chairman of the Board
Bank of America, National Association, Charlotte, NC

Bay Banks of Virginia, Inc., 100 South Main Street, Kilmarnock, VA 22482

C.E.O. - Austin L. Roberts, III, President
Bank of Lancaster, Kilmarnock, VA

Benchmark Bankshares Inc, P.O. Box 569, Kenbridge, VA 23944

C.E.O. - Ben L. Watson, III, President
Benchmark Community Bank, Kenbridge, VA

Blue Ridge Bankshares, Inc., 17 West Main Street, P.O. Box 609, Luray, VA 22835

C.E.O. - Leland F. Pittman, President
Page Valley Bank, The, Luray, VA

Botetourt Bankshares, Inc., 892 Main Street, Buchanan, VA 24066

C.E.O. - H. Watts Steger, III, President
Bank of Botetourt, Buchanan, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- C & F Financial Corporation, 802 Main Street, P.O. Box 391, West Point, VA 23181
C.E.O. - Larry G. Dillon, President
Citizens and Farmers Bank, West Point, VA
- CNB Holdings, Inc., 900 Memorial Drive, P. O. Box 1060, Pulaski, VA 24301
C.E.O. - Hiawatha Nicely, President
Community National Bank(Pulaski)
- Capital One Financial Corporation, 2980 Fairview Park Drive, Suite 1300, Falls Church, VA 22042
C.E.O. - Richard D. Fairbank, Chairman of the Board
Capital One Bank, Glen Allen, VA
- Cardinal Bankshares Corporation, 101 Jacksonville Circle, P. O. Box 215, Floyd, VA 24091
C.E.O. - R. Leon Moore, President
Bank of Floyd, The, Floyd, VA
- Cardinal Financial Corporation, 10555 Main Street, Suite 500, Fairfax, VA 22030
C.E.O. - L. Burwell Gunn, Jr., President
Cardinal Bank - Dulles, N. A., Reston, VA
Cardinal Bank - Manassas/Prince William, N. A., Manassas, VA
Cardinal Bank, National Association, Fairfax, VA
Cardinal Bank-Potomac, McLean, VA
- Central Virginia Bankshares, Inc., P.O. Box 39, Powhatan, VA 23139
C.E.O. - Ralph Larry Lyons, President
Central Virginia Bank, Powhatan, VA
- Century Bancshares, Inc., 1275 Pennsylvania Avenue, N. W., Washington, DC 20004
C.E.O. - Joseph S. Bracewell, Chairman of the Board
Century National Bank, Washington, DC
- Chesapeake Financial Shares, Inc., 97 North Main Street, P.O. Box 1419, Kilmarnock, VA 22482
C.E.O. - Douglas D. Monroe, Jr., Chairman of the Board
Chesapeake Bank, Kilmarnock, VA
- Commonwealth Bankshares, Inc., P.O. Box 1177, Norfolk, VA 23501
C.E.O. - Edward J. Woodard, Jr., Chairman of the Board
Bank of the Commonwealth, Norfolk, VA
- Commonwealth Community Bancorp, Inc., U.S. Highway 460 East, P.O. Box 1010, Grundy, VA 24614
C.E.O. - S. Gregory Compton, President
Miners and Merchants Bank and Trust Company, Grundy, VA
- Community Bankshares Incorporated, P. O. Box 29569, Richmond, VA 23242
C.E.O. - Nathan S. Jones, III, President
Commerce Bank, Richmond, VA
- Eagle Financial Services, Inc., P.O. Box 391, Berryville, VA 22611
C.E.O. - John R. Milleson, President
Bank of Clarke County, Berryville, VA
- Eastern Virginia Bankshares, Inc., 307 Church Lane, P.O. Box 1005, Tappahannock, VA 22560-1005
C.E.O. - Thomas M. Boyd, Jr., President
Bank of Northumberland, Incorporated, Heathsville, VA
Hanover Bank, Mechanicsville, VA
Southside Bank, Tappahannock, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- F & M Bank Corp, P.O. Box 1111, Timberville, VA 22853
C.E.O. - Julian D. Fisher, President
Farmers & Merchants Bank, Timberville, VA
- F & M National Corporation, P.O. Box 2800, Winchester, VA 22604
C.E.O. - Alfred B. Whitt, President
F & M Bank - Maryland, Bethesda, MD
F & M Bank - Massanutten, Harrisonburg, VA
F & M Bank - Winchester, Winchester, VA
F & M Bank-Central Virginia, Charlottesville, VA
F & M Bank-Peoples, Warrenton, VA
F & M Bank-Richmond, Richmond, VA
F&M Bank-Highlands, Covington, VA
F&M Bank-Northern Virginia, Fairfax, VA
F&M Bank-Southern Virginia, Emporia, VA
F & M Bank-West Virginia, Inc., Ranson, WV
- FNB Corporation, 105 Arbor Drive, P. O. Box 600, Christiansburg, VA 24073
C.E.O. - J. Daniel Hardy, Jr., President
First National Bank, Christiansburg, VA
- Fauquier Bankshares, Inc., P.O. Box 561, Warrenton, VA 20188
C.E.O. - C. Hunton Tiffany, President
Fauquier Bank, The, Warrenton, VA
- First Bancorp, Inc., 236 W Main St, Lebanon, VA 24266
C.E.O. - William H. Hayter, President
First Bank & Trust Co. of Tennessee, Johnson City, TN
First Bank and Trust Company, The, Lebanon, VA
- First Century Bankshares, Inc., 500 Federal Street, P.O. Box 1559, Bluefield, WV 24701
C.E.O. - R. W. Wilkinson, President
First Century Bank, National Association, Bluefield, WV
- First Citizens BancShares, Inc., 239 Fayetteville St, P.O. Box 27131 CTX 07, Raleigh, NC 27611
C.E.O. - Lewis R. Holding, Chairman of the Board
First-Citizens Bank, A Virginia Corporation, Roanoke, VA
First-Citizens Bank & Trust Company, Raleigh, NC
- First Community Bancshares, Inc., P. O. Box 989, Bluefield, VA 24605
C.E.O. - John M. Mendez,
First Community Bank, National Association, Bluefield, VA
- First National Corporation, 112 West King Street, Strasburg, VA 22657
C.E.O. - Harry S. Smith, President
First Bank, Strasburg, VA
- First Region Bancshares, Inc., 315 Railroad Avenue, P. O. Box 1050, Richlands, VA 24641
C.E.O. - W. David Peters, President
First Sentinel Bank, Richlands, VA
- First Union Corporation, One First Union Center, Charlotte, NC 28288
C.E.O. - G. Kennedy Thompson,
First Union National Bank, Charlotte, NC
- First Virginia Banks, Inc., One First Virginia Plaza, 6400 Arlington Boulevard, Falls Church, VA 22042
C.E.O. - Barry J. Fitzpatrick, Chairman of the Board
First Vantage Bank/Tri-Cities, Abingdon, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

First Virginia Banks, Inc., One First Virginia Plaza, 6400 Arlington Boulevard, Falls Church, VA 22042
(Continued)

First Virginia Bank, Falls Church, VA
First Virginia Bank - Southwest, Roanoke, VA
First Virginia Bank-Blue Ridge, Staunton, VA
First Virginia Bank-Colonial, Richmond, VA
First Virginia Bank-Hampton Roads, Norfolk, VA
Atlantic Bank, Ocean City, MD
Farmers Bank of Maryland, Annapolis, MD
First Vantage Bank/Tennessee, Knoxville, TN

GNB Bankshares Corporation, P.O. Box 2080, Grundy, VA 24614
C.E.O. - William B. Compton, President
Grundy National Bank, Grundy, VA

GrandBanc, Inc., 1800 Rockville Pike, Rockville, MD 20852
C.E.O. - Steven K. Colliatie, President
GrandBank Bank, Rockville, MD

Grayson Bankshares, Inc., P.O. Box 186, Independence, VA 24348
C.E.O. - Jacky K. Anderson
Grayson National Bank, Independence, VA

Guaranty Financial Corporation, 1700 Seminole Trail, P. O. Box 7206, Charlottesville, VA 22906-7206
C.E.O. - Thomas P. Baker, President
Guaranty Bank, Charlottesville, VA

Heritage Bankshares, Inc., 200 E. Plume Street, P.O. Box 3749, Norfolk, VA 23514
C.E.O. - Robert J. Keogh, President
Heritage Bank & Trust, Norfolk, VA

Highland County Bankshares, Inc., P. O. Box 529, Monterey, VA 24465
C.E.O. - Delbert Rexrode, Jr., Vice President
First and Citizens Bank, Monterey, VA

Highlands Bankshares, Inc., P. O. Box 1128, Abingdon, VA 24212
C.E.O. - Samuel L. Neese, Executive Vice President
Highlands Union Bank, Abingdon, VA

Independent Community Bankshares, Inc., 111 West Washington Street, Middleburg, VA 22117
C.E.O. - Joseph L. Boling, Chairman of the Board
Middleburg Bank, The, Middleburg, VA

James Monroe Bancorp, Inc., 3033 Wilson Boulevard, Arlington, VA 22201
C.E.O. - John R. Maxwell, President
James Monroe Bank, Arlington, VA

James River Bankshares, Inc., 1514 Holland Road, P. O. Box 440, Suffolk, VA 23439
C.E.O. - Harold U. Blythe, President
First Colonial Bank, Prince George, VA
James River Bank, Waverly, VA
James River Bank/Colonial, Suffolk, VA
State Bank, Remington, VA

Key Capital Corporation, 7F Gwynns Mill Court, Owings Mills, MD 21117
C.E.O. - David H. Wells, Jr., Treasurer
Key Bank and Trust, Randallstown, MD

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

Mercantile Bankshares Corporation, Two Hopkins Plaza, P.O. Box 1477, Baltimore, MD 21201

C.E.O. - H. Furlong Baldwin, Chairman of the Board
Farmers & Merchants Bank-Eastern Shore, Onley, VA
Marshall National Bank and Trust Company, Marshall, VA
National Bank of Fredericksburg, The, Fredericksburg, VA
Mercantile-Safe Deposit and Trust Company, Baltimore, MD
The Annapolis Banking and Trust Company, Annapolis, MD
Baltimore Trust Company, Selbyville, DE
Bank of Southern Maryland, LaPlata, MD
Calvert Bank and Trust Company, Prince Frederick, MD
The Chestertown Bank of Maryland, Chestertown, MD
The Citizens National Bank, Laurel, MD
County Banking and Trust Company, Elkton, MD
The Fidelity Bank, Frostburg, MD
The First National Bank of St. Mary's at Leonardtown, Leonardtown, MD
The Forest Hill State Bank, Bel Air, MD
Fredericktown Bank & Trust Company, Frederick, MD
Peninsula Bank, Princess Anne, MD
The Peoples Bank of Maryland, Denton, MD
Potomac Valley Bank, Gaithersburg, MD
The Sparks State Bank, Sparks, MD
St. Michaels Bank, St. Michaels, MD
Westminster Union Bank, Westminster, MD

Millennium Bankshares Corporation, 1601 Washington Plaza, Reston, VA 20190

C.E.O. - Carroll C. Markley, President
Millennium Bank, National Association, Reston, VA

National Bankshares, Inc., P.O. Box 90002, Blacksburg, VA 24062

C.E.O. - James G. Rakes, Chairman of the Board
Bank of Tazewell County, Tazewell, VA
National Bank of Blacksburg, The, Blacksburg, VA

Old Point Financial Corporation, 10 South Mallory Street, Hampton, VA 23663

C.E.O. - R. F. Shuford, Chairman of the Board
Old Point National Bank of Phoebus, The, Hampton, VA

Peoples Bankshares, Incorporated, P. O. Box 306, Montross, VA 22520

C.E.O. - William L. Johns, President
Peoples Community Bank, Montross, VA

Pinnacle Bankshares Corporation, 622 Broad Street, P. O. Box 29, Altavista, VA 24517

C.E.O. - Robert H. Gilliam, Jr., President
First National Bank of Altavista, The, Altavista, VA

Pioneer Bankshares, Inc., P.O. Box 10, Stanley, VA 22851

C.E.O. - Thomas R. Rosazza,
Pioneer Bank, Stanley, VA

Powell Valley Bankshares, Inc., P.O. Box 100, Jonesville, VA 24263

C.E.O. - Joseph N. Cridlin, Chairman of the Board
Powell Valley National Bank, Jonesville, VA

Premier Community Bankshares, Inc., P. O. Box 998, Stephens City, VA 28655

C.E.O. - Donald L. Unger, President
Marathon Bank, The, Stephens City, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

Resource Bankshares Corporation, 3720 Virginia Beach Boulevard, Virginia Beach, VA 23452
C.E.O. - Lawrence N. Smith, President
Resource Bank, Virginia Beach, VA

Riggs National Corporation, 808 17th Street, N. W., Washington, DC 20006
C.E.O. - Joe L. Allbritton, Chairman of the Board
Riggs National Bank of Virginia, The

Salem Community Bankshares, P.O. Box 979, Salem, VA 24153
C.E.O. - Clark Owen, Jr., President
Salem Bank and Trust, National Association, Salem, VA

Sandy Spring Bancorp, Inc., 17801 Georgia Avenue, Olney, MD 20832
C.E.O. - Hunter R. Hollar, President
Sandy Spring National Bank of Maryland, Olney, MD

Sequoia Bancshares, Inc., 4912 Del Ray Avenue, Bethesda, MD 20814
C.E.O. - James G. Tardiff, Chairman of the Board
SequoiaBank, Bethesda, MD

Shore Financial Corporation, 25253 Lankford Highway, P. O. Box 920, Onley, VA 23418
C.E.O. - Scott C. Harvard, President
Shore Bank, Onley, VA

Smith River Bankshares, Inc., 730 East Church Street, Suite 12, P.O. Box 1224, Martinsville, VA 24112
C.E.O. - Cecil R. McCullar, President
Smith River Community Bank, N. A., Martinsville, VA

Southern Financial Bancorp, Inc., 37 E. Main Street, Warrenton, VA 22186
C.E.O. - Georgia S. Derrico, Chairman of the Board
Southern Financial Bank, Warrenton, VA

Southwest Virginia Bankshares, Inc., 102 W Main Street, P.O. Box 1067, Marion, VA 24354
C.E.O. - John E. Stringer, President
Bank of Marion, The, Marion, VA

Summit Financial Group, Inc., 223 North Main Street, Moorefield, WV 26836
C.E.O. - H. Charles Maddy, III, President
Shenandoah Valley National Bank, Winchester, VA

SunTrust Banks, Inc., 303 Peachtree Street, NE, P. O. Box 4418, Atlanta, GA 30302
C.E.O. - L. Phillip Humann, Chairman of the Board
SunTrust Bank, Atlanta, Atlanta, GA

Union Bankshares Corporation, P.O. Box 446, Bowling Green, VA 22427
C.E.O. - G. William Beale, President
Bank of Williamsburg, The, Williamsburg, VA
Northern Neck State Bank, Warsaw, VA
The Rappahannock National Bank of Washington, Washington, VA
Union Bank and Trust Company, Bowling Green, VA

United Bankshares, Inc., 514 Market Street, Parkersburg, WV 26101
C.E.O. - Richard M. Adams, Chairman of the Board
United Bank, Fairfax, VA
United National Bank, Parkersburg, WV

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

United Financial Banking Companies, Inc., 8399 Leesburg Pike, Vienna, VA 22182
C.E.O. - Harold C. Rauner, President
Business Bank, The, Vienna, VA

Valley Financial Corporation, P. O. Box 2740, Roanoke, VA 24001
C.E.O. - Ellis L. Gutshall, President
Valley Bank, Roanoke, VA

Virginia Bank Bankshares, Inc., 336 Main Street, P. O. Box 3447, Danville, VA 24543
C.E.O. - L. Frank King, Jr., President
Virginia Bank and Trust Company, Danville, VA

Virginia Commerce Bancorp, Inc., 5350 Lee Highway, Arlington, VA 22207
C.E.O. - Peter A. Converse, President
Virginia Commerce Bank, Arlington, VA

Virginia Commonwealth Financial Corporation, P.O. Box 71, Culpeper, VA 22701
C.E.O. - O. R. Barham, Jr., President
Second Bank & Trust, Culpeper, VA
Virginia Heartland Bank, Fredericksburg, VA

Virginia Community Bankshares, Inc., P.O. Box 888, Louisa, VA 23093
C.E.O. - A. Pierce Stone, Chairman of the Board
Virginia Community Bank, Louisa, VA

Virginia Financial Corporation, P O Drawer 1309, Staunton, VA 24402-1309
C.E.O. - William P. Heath, Jr., Vice President
Planters Bank & Trust Company of Virginia, Staunton, VA

Wachovia Corporation, 100 North Main Street, Winston-Salem, NC 27150
C.E.O. - L. M. Baker, Jr., Chairman of the Board
Wachovia Bank, National Association, Winston-Salem, NC

SUBSIDIARY TRUST COMPANIES

Bay Trust Company
1 North Main Street
Kilmarnock, Virginia 22482

F & M Trust Company
38 Rouss Avenue
Winchester, Virginia 22601

The Tredegar Trust Company
901 East Cary Street, Suite 190
Richmond, Virginia 23215

Virginia Commonwealth Trust Company
102 S. Main Street
Culpeper, Virginia 22701

TRUST COMPANY REPORTS OF CONDITION AS OF DECEMBER 31, 2000

	IT-5	IT-3
	OLD DOMINION	THE
	TRUST COMPANY	TRUST COMPANY
	NORFOLK	RICHMOND
	1 OFFICE	4 OFFICES
ASSETS		
1. Cash Due from Depository Institutions	\$ 2,712	\$ 427,161
2. Cash Equivalent Accounts	21,151	0
3. U. S. Treasury Securities	999,222	2,024,346
4. U. S. Government Agency Securities	390,203	0
5. Obligations of States and Political Subdivisions	0	0
6. Other Bonds, Notes and Debentures	26,599	0
7. Premises, Furniture, and Fixtures	37,843	260,437
8. Accounts Receivable	65,513	426,140
9. Other Assets	12,465	33,656
10. TOTAL ASSETS	\$ 1,555,708	\$ 3,171,740
LIABILITIES		
11. Accounts Payable	\$ 6,000	\$ 205,584
12. Taxes Payable	0	0
13. Mortgage Indebtedness	0	0
14. Borrowings	0	0
15. Other Liabilities	7,556	0
16. TOTAL LIABILITIES	13,556	205,584
EQUITY CAPITAL		
18. Perpetual Preferred Stock	0	0
19. Common Stock	1,122,500	981,918
20. Surplus	362,500	1,887,580
21. Reserve for Operating Expenses	90,507	0
22. Retained Earnings (Losses)	(33,355)	96,658
23. TOTAL EQUITY CAPITAL	1,542,152	2,966,156
24. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 1,555,708	\$ 3,171,740

ALPHABETICAL LISTING OF TRUST COMPANIES AS OF DECEMBER 31, 2000

<p>Old Dominion Trust Company 100 East Main Street, Suite 200 Norfolk 23510 C.E.O.- David E. Bergren, III, President</p> <p>Trust Company of Virginia, The 9030 Stony Point Parkway, Suite 300 Richmond 23235 C.E.O.- Douglas A. Nunn, President</p>	<p>Trust Company of Virginia, The (Continued) Brs: City of Colonial Heights- 130 Temple Lake Drive City of Roanoke- Colonial Arms Building 204 S. Jefferson Street James City County- 460 McLaws Circle, Suite 115</p>
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**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE TRUST COMPANY ACT**

BRANCHES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
03/07/00	Exeter Trust Company Exeter, NH	Willow Oaks Executive Suites 6767 Forest Hill Avenue, Suite 305, Richmond, VA	No objection 04/07/00

MAIN OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
09/11/00	Old Dominion Trust Company Norfolk, VA	From: 109 E. Main Street, Suite 410, City of Norfolk, VA To: 100 East Main Street, Suite 200, City of Norfolk, VA	Approved 10/02/00

TRUST COMPANY STATUS CHANGES - 2000

MAIN OFFICE RELOCATIONS

December	04	Old Dominion Trust Company, Norfolk, VA relocated its main office from 109 E. Main Street, Suite 410, City of Norfolk, VA to 100 East Main Street, Suite 200, City of Norfolk, VA
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CONSOLIDATED REPORT OF CONDITION - VIRGINIA SAVINGS INSTITUTIONS
 DECEMBER 31, 1999 AND DECEMBER 31, 2000
 (IN THOUSANDS OF DOLLARS)

	4 SAVINGS INSTITUTIONS DECEMBER 31, 1999 3 BRANCHES	3 SAVINGS INSTITUTIONS DECEMBER 31, 2000 2 BRANCHES
ASSETS		
1. Cash deposits and investment securities	\$22,209	\$9,924
2. Mortgage pool securities.....	6,865	34
3. Mortgage loans	72,962	36,558
4. Nonmortgage loans.....	19,940	8,648
5. Repossessed assets.....	485	322
6. Real estate held for investment.....	42	22
7. Investments in service corporations and subsidiaries....	121	130
8. Office premises and equipment	2,383	1,866
9. Other assets	1,185	627
10. TOTAL ASSETS.....	\$126,192	\$58,131
LIABILITIES		
11. Deposits	\$99,849	\$45,249
12. Unamortized yield adjustments on deposits.....	25	0
13. Advances from FHLBank	3,000	0
14. Other borrowings.....	11,381	5,696
15. Other liabilities	808	600
16. TOTAL LIABILITIES	\$115,063	\$51,545
EQUITY CAPITAL		
17. Perpetual preferred stock	\$0	\$0
18. Common stock.....	2,491	1,557
19. Paid in excess of par	4,516	2,250
20. Unrealized Gains (losses) on marketable		
equity securities	180	273
21. Retained earnings	3,942	2,506
22. TOTAL EQUITY CAPITAL.....	\$11,129	\$6,586
23. TOTAL LIABILITIES, REDEEMABLE		
PREFERRED STOCK AND EQUITY CAPITAL.....	\$126,192	\$58,131

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000
PURSUANT TO THE SAVINGS INSTITUTIONS ACT****ACQUISITIONS PURSUANT TO § 6.1 - 194.87 OF THE CODE OF VIRGINIA**

DATE RECEIVED	DESCRIPTION	ACTIVITY
12/09/99	Virginia Commonwealth Financial Corporation, Culpeper, VA to acquire 100% of the voting shares of Caroline Savings Bank	Approved 01/27/00
06/23/00	Southern Financial Bancorp, Inc., Warrenton, VA to acquire 100% of the voting shares of First Savings Bank of Virginia	Approved 08/21/00

REPORT OF CONDITION

	SB-1 CAROLINE SAVINGS BANK BOWLING GREEN	SL-142 IMPERIAL SAVINGS AND LOAN ASSOCIATION MARTINSVILLE
	3 OFFICES	1 OFFICE
ASSETS		
1. Cash, Deposits and Investment Securities.....	\$ 8,657	\$ 1,267
2. Mortgage Pool Securities.....	0	34
3. Mortgage Loans.....	26,914	5,120
4. Nonmortgage Loans.....	7,228	1,420
5. Repossessed Assets.....	322	0
6. Real Estate Held for Investment.....	0	0
7. Investments in Service Corps and Subsidiaries.....	130	0
8. Office Premises and Equipment.....	1,601	265
9. Other Assets.....	374	137
10. TOTAL ASSETS.....	\$ 45,226	\$ 8,243
LIABILITIES		
11. Deposits.....	\$ 36,970	\$ 7,446
12. Unamortized Yield Adjustments on Deposits.....	0	0
13. Advances From FHLBank.....	0	0
14. Other Borrowings.....	2,380	0
15. Other Liabilities.....	399	83
16. TOTAL LIABILITIES.....	39,749	7,529
17. Redeemable Preferred Stock and Minority Interest.....	0	0
EQUITY CAPITAL		
18. Perpetual Preferred Stock.....	0	0
19. Common Stock.....	1,557	0
20. Paid in Excess of Par.....	1,873	0
21. Unrealized Gains (Losses) on Marketable Equity Securities.....	273	0
22. Retained Earnings.....	1,774	714
23. TOTAL EQUITY CAPITAL.....	5,477	714
24. TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND EQUITY CAPITAL.....	\$ 45,226	\$ 8,243

STATE CORPORATION COMMISSION

DECEMBER 31, 2000 (IN THOUSANDS OF DOLLARS)

SL-112					
ELIZABETH					
BUILDING AND					
LOAN ASSOCIATION					
INCORPORATED					
PORTSMOUTH					
1 OFFICE					
\$ 0					1
0					2
4,524					3
0					4
0					5
22					6
0					7
0					8
116					9
\$ 4,662					10
\$ 833					11
0					12
0					13
3,316					14
118					15
4,267					16
0					17
0					18
0					19
377					20
0					21
18					22
395					23
\$ 4,662					24

ALPHABETICAL LISTING BY NAME OF STATE SAVINGS INSTITUTIONS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2000

Caroline Savings Bank (SB)
268 North Main Street
Bowling Green 22427 (Caroline County)
Date Opened - 4/12/74
C.E.O.- William R. Southworth, President

Brs: Caroline County-
18121 Jefferson Davis Highway

Spotsylvania County-
250 Ft. S. of the intersection of
Salem Station Blvd. & Leavells Rd

Elizabeth Building and Loan Association,
Incorporated (M)
519 Washington Street
Portsmouth 23704
Date Opened - 2/21/12
C.E.O.- Charles O. Barclay, Jr., President

Imperial Savings & Loan Association,
Incorporated (M)
211 Fayette Street
Martinsville 24114
Date Opened - 7/16/29
C.E.O.- Simone H. Redd, Treasurer

(M) – Mutual Association
(SB) – Savings Bank

ALPHABETICAL LISTING BY LOCATION OF STATE SAVINGS INSTITUTIONS
PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2000

CITIES

CITY OF MARTINSVILLE

Imperial Savings & Loan Association, Incorporated
211 Fayette Street
Martinsville 24112

CITY OF PORTSMOUTH

Elizabeth Building and Loan Association,
Incorporated
519 Washington Street
Portsmouth 23704

COUNTIES

CAROLINE COUNTY

Caroline Savings Bank
268 North Main Street
Bowling Green
Br: 18121 Jefferson Davis Highway

SPOTSYLVANIA COUNTY

Br: Caroline Savings Bank
250 Ft. S. of the intersection of Salem Station
Blvd. & Leavells Rd.

CREDIT UNIONS CONSOLIDATED BALANCE SHEET
AS OF DECEMBER 31

	1999	2000
ASSETS		
Loans.....	\$1,697,660,330	\$1,861,062,207
LESS: Allowance for loan losses.....	21,121,225	22,638,462
Cash	160,925,632	205,721,310
U.S. Government obligations	34,740,521	19,854,961
Federal agency securities.....	421,771,804	452,924,185
Common Trust Investments (ICU, NIFCU's, Mutual Funds).....	1,528,383	5,275,646
Shares, deposits & certificates in Corporate Centrals	67,062,596	45,831,799
Shares, deposits & certificates in banks, S&L's & MSB's	73,062,920	60,298,224
Shares, deposits & certificates in other credit unions	3,646,252	1,407,900
Share insurance capitalization deposit.....	19,685,110	21,631,772
All other investments.....	24,449,238	29,160,081
LESS: Allowance for investment loss	0	0
Land and buildings (net of depreciation)	36,830,177	41,173,235
Other fixed assets (net of depreciation)	12,724,477	10,938,396
All other assets	26,073,033	28,971,261
TOTAL ASSETS	\$2,559,039,248	\$2,761,612,515
LIABILITIES & SAVINGS EQUITY		
Promissory notes	\$ 3,872,610	\$ 1,502,827
Other notes/interest payable	0	0
Accounts payable	8,887,735	10,536,991
Dividends payable.....	3,314,281	3,556,747
TOTAL LIABILITIES	16,074,626	15,596,565
Share certificates	626,388,858	780,018,550
Share draft accounts	239,615,073	281,609,448
IRA accounts.....	272,419,128	273,671,910
Other shares.....	1,101,749,795	1,076,113,224
TOTAL SHARES.....	2,240,172,854	2,411,413,132
Regular/statutory reserve.....	63,349,144	68,209,821
Other reserves.....	58,020,564	60,188,471
Unrealized Gains (Losses) on available for sale securities	(6,711,846)	653,280
Undivided earnings	188,133,906	205,551,246
TOTAL EQUITY	302,791,768	334,602,818
TOTAL LIABILITIES & EQUITY.....	\$2,559,039,248	\$2,761,612,515
Number of credit unions in operation	74	73

CREDIT UNIONS CONSOLIDATED STATEMENT OF INCOME AND EXPENSES

	1999	2000
INCOME		
Interest on loans (gross).....	\$139,619,005	\$156,288,519
LESS: Interest refunded	201,942	234,048
Income from investments	42,567,006	44,350,166
Fee income	14,197,956	17,905,437
Other operating income	7,327,494	8,193,824
TOTAL GROSS INCOME	203,509,519	226,503,898
EXPENSES		
Employee compensation & benefits	40,406,387	44,116,623
Travel & conference expense	1,246,939	1,340,880
Office occupancy expense	3,930,829	4,878,890
Office operations expense	19,576,923	21,350,396
Education & promotional expenses	2,257,982	2,582,117
Loan servicing expense	7,437,927	7,962,339
Professional & outside services	4,004,292	4,637,566
Provision for investment losses	0	0
Provision for loan losses.....	13,772,736	13,600,471
Members insurance.....	1,295,920	1,302,263
Operating fees (examination & supervision fees).....	719,952	692,550
Miscellaneous operating expenses.....	1,878,639	2,263,904
TOTAL OPERATING EXPENSES BEFORE DIVIDENDS.....	96,528,526	104,727,999
NET INCOME (LOSS) BEFORE DIVIDENDS	106,980,993	121,775,899
Gains (losses) on investments.....	18,836	(95,253)
Gains (losses) on deposition of fixed assets.....	11,149	33,481
Other non-operating income (expense).....	15,313	21,993
TOTAL NON-OPERATING GAINS (LOSSES).....	45,298	(39,779)
Total net income (loss) before dividends.....	107,026,291	121,736,120
Interest on borrowed money	93,018	226,363
Dividends	88,841,484	97,027,139
Net income (loss) after dividends	18,091,789	24,482,618
LESS: Required transfer to statutory reserve (net)	3,640,534	3,015,921
Change to undivided earnings as a result of operations	\$14,451,255	\$21,466,697

CREDIT UNION APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000**NEW OUT OF STATE CREDIT UNIONS**

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
10/13/99	Premier America Credit Union	1500 PRC Drive McLean, VA	Approved 02/29/00

MERGERS

DATE RECEIVED	DESCRIPTION	ACTIVITY
11/07/00	City of Alexandria Employees Credit Union, Inc., Alexandria, VA to merge into it Allied Service Employees Credit Union, Incorporated, Alexandria, VA	Approved 11/17/00

SERVICE FACILITIES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
03/22/00	Virginia Credit Union, Inc.	2101 Plank Road Fredericksburg, VA	Approved 04/28/00
03/24/00	Martinsville Du Pont Employees Credit Union, Incorporated	7176 Greensboro Road Ridgeway, VA	Approved 04/28/00
05/18/00	Martinsville Du Pont Employees Credit Union, Incorporated	58 E. Church Street Martinsville, VA	Approved 06/15/00
09/07/00	University of Virginia Community Credit Union, Inc.	Lot 6 of Peter Jefferson Place Route 250 East, Charlottesville, VA	Approved 09/29/00
09/18/00	Virginia Credit Union, Inc.	456 Charles Dimmock Parkway, Suite 1 Colonial Heights, VA	Approved 10/18/00
10/20/00	Newport News Shipbuilding Employees' Credit Union, Inc.	2700 Huntington Avenue, Building 902 Newport News, VA	Approved 11/16/00
10/20/00	Newport News Shipbuilding Employees' Credit Union, Inc.	60th Street Gate Newport News Shipyard, Newport News, VA	Approved 11/16/00
10/20/00	Newport News Shipbuilding Employees' Credit Union, Inc.	230 41 ST Street, Building 520 Newport News, VA	Approved 11/16/00

CREDIT UNION APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2000**SERVICE FACILITIES (Continued)**

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
10/20/00	Newport News Shipbuilding Employees' Credit Union, Inc.	500 West Park Lane Hampton, VA	Approved 11/16/00
10/20/00	Newport News Shipbuilding Employees' Credit Union, Inc.	4215 Marshall Avenue, Building 600 Newport News, VA	Approved 11/16/00
10/20/00	Newport News Shipbuilding Employees' Credit Union, Inc.	35th Street Gate Newport News Shipyard, Newport News, VA	Approved 11/16/00
10/20/00	Newport News Shipbuilding Employees' Credit Union, Inc.	2900 Washington Avenue, Building 901 Newport News, VA	Approved 11/16/00

CREDIT UNION STATUS CHANGES - 2000**MERGERS**

November 21 City of Alexandria Employees Credit Union, Inc., Alexandria, VA, merged into it Allied Service Employees Credit Union, Incorporated, Alexandria, VA

CHANGES IN TITLE

February 24 Waynesboro Dupont Employees Credit Union, Waynesboro, VA, changed its name to DuPont Community Credit Union

May 10 Virginia Power/North Carolina Power Credit Union, Richmond, VA, changed its name to Dominion Credit Union

OFFICE RELOCATIONS

November 20 Danville Postal Credit Union, Incorporated, Danville, VA, moved its branch office from 700 Main Street, Danville, VA to 105 Teal Court, Danville, VA

June 19 New Horizon Credit Union, Manassas, VA, moved its branch office from 9401 Peabody Street, Manassas, VA to 10830 Balls Ford Road, Manassas, VA

September 01 W. P. S. E. Credit Union, Inc., Waynesboro, VA, moved its branch office from 301 Pine Avenue, Waynesboro, VA to 250-E North Poplar Avenue, Waynesboro, VA

SERVICE FACILITIES

January 16 Newport News Shipbuilding Employees' Credit Union, Inc. opened a service facility at 5028 George Washington Memorial Hwy., Grafton, VA

May 15 Martinsville Du Pont Employees Credit Union, Incorporated opened a service facility at 7176 Greensboro Road, Ridgeway, VA

June 05 Waynesboro Dupont Employees Credit Union opened a service facility at 105 Community Way, Staunton, VA

June 05 Virginia Credit Union, Inc. opened a service facility at 2101 Plank Road, Fredericksburg, VA

June 15 Martinsville Du Pont Employees Credit Union, Incorporated opened a service facility at 58 E. Church Street, Martinsville, VA

November 06 Virginia Credit Union, Inc. opened a service facility at 456 Charles Dimmock Parkway, Suite. 1, Colonial Heights, VA

November 16 Newport News Shipbuilding Employees' Credit Union, Inc. opened a service facility at 2700 Huntington Avenue, Building 902, Newport News, VA

November 16 Newport News Shipbuilding Employees' Credit Union, Inc. opened a service facility at 2900 Washington Avenue, Building 901, Newport News, VA

CREDIT UNION STATUS CHANGES - 2000**SERVICE FACILITIES (Continued)**

December	05	Newport News Shipbuilding Employees' Credit Union, Inc. opened a service facility at 4215 Marshall Avenue, Building 600, Newport News, VA
December	07	Newport News Shipbuilding Employees' Credit Union, Inc. opened a service facility at 230 41 ST Street, Building 520, Newport News, VA
December	12	Newport News Shipbuilding Employees' Credit Union, Inc. opened a service facility at 500 West Park Lane, Hampton, VA

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2000

A B & W Credit Union, Incorporated
6201 Richmond Highway
Alexandria 22303
Treasurer - Charles Fisher
Date Opened - 4/17/52
Assets - \$ 22,935,466

AMS Credit Union
4000 Legato Road, Rooms 425 & 425A
Fairfax 22033
Treasurer - Chris Orfe
Date Opened - 8/31/77
Assets - \$ 2,312,090

Alexandria Postal Credit Union, Incorporated
1100 Wythe Street
Alexandria 22314
Treasurer - Sharon Sheppard
Date Opened - 3/23/48
Assets - \$ 1,501,733

Amoco Yorktown Refinery Credit Union,
Incorporated
2201 Goodwin Neck Road
Yorktown 23690
Treasurer - Leona Knutson
Date Opened - 3/12/58
Assets - \$ 1,320,476

Augusta Health Care Credit Union, Incorporated
96 Medical Center Drive
Fishersville 22939
Treasurer - Deborah Shank
Date Opened - 4/3/64
Assets - \$ 4,325,279

Belt Line Employees Credit Union, Incorporated
3014 Tyre Neck Road
Portsmouth 23703
Treasurer - Garry Baker
Date Opened - 12/23/29
Assets - \$ 2,935,766

C.C.C. Martinsville Employees Credit Union,
Incorporated
810 Starling Avenue
Martinsville 24112
Treasurer - Rubin H. Martin, III
Date Opened - 8/10/64
Assets - \$ 814,222

Cadmus Credit Union, Incorporated
2901 Byrdhill Road
P.O. Box 27481
Richmond 23228
Treasurer - Donald W. Hill
Date Opened - 6/29/51
Assets - \$ 3,382,655

Campbell County Employee's Credit Union, Inc.
132 Kimball Road
Concord 24538
Treasurer - Edna A. Taylor
Date Opened - 9/19/56
Assets - \$ 524,495

Chesapeake City Employees Credit Union
401 Albemarle Drive, Suite 102
P O Box 15225
Chesapeake 23320
Treasurer - Karen J. Creef
Date Opened - 5/18/71
Assets - \$ 3,732,996

Chesapeake Public School Employee's Credit Union,
Inc.
544 Battlefield Boulevard South
Chesapeake 23320
Treasurer - Ada Howard
Date Opened - 4/2/63
Assets - \$ 6,218,425

City of Alexandria Employees Credit Union, Inc.
1416 Duke Street
Alexandria 22314
Treasurer - Ralph Charlton
Date Opened - 10/13/58
Assets - \$ 18,379,836

D.I.R. Credit Union, Incorporated
400 North 8th St., Room 434
Richmond 23240
Treasurer - Carolyn Williams
Date Opened - 12/21/50
Assets - \$ 3,651,178

Danville Postal Credit Union, Incorporated
105 Teal Court
Danville 24541
Treasurer - Maxine F. Powell
Date Opened - 4/1/27
Assets - \$ 1,487,419

Dominion Credit Union
One James River Plaza Lobby Level
P.O. Box 26646
Richmond 23261
Treasurer - Billy R. Cathey
Date Opened - 10/5/40

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2000

<p>Dominion Credit Union (Continued) Assets - \$ 68,001,056 <i>Service Facilities -</i> 5000 Dominion Boulevard, Glen Allen, VA 23060 2400 Grayland Avenue, Richmond, VA 23220</p>	<p>Gwaltney Employees Credit Union, Incorporated 938-C South Church Street Smithfield 23431 Treasurer - Beatrice R. Wise Date Opened - 8/10/61 Assets - \$ 1,825,303</p>
<p>DuPont Community Credit Union 140 Lucy Lane P. O. Box 1365 Waynesboro 22980 Treasurer - Walter H. Hendrix Date Opened - 7/1/59 Assets - \$ 300,043,677 <i>Service Facilities -</i> 105 Community Way, Staunton, VA 24401 2813 North Augusta St., Staunton, VA 24401 200 Greenville Road, Stuarts Draft, VA 24477 200 East Broad Street, Waynesboro, VA 22980 2200 W. Main Street, Waynesboro, VA 22980 Dupont Plant, 400 Dupont Blvd., Waynesboro, VA 22980</p>	<p>Hampton City Employees Credit Union, Incorporated City Hall Building 22, Lincoln Street Hampton 23669 Treasurer - Carl Daughtrey Date Opened - 11/17/55 Assets - \$ 5,102,848</p>
<p>Fairfax County Employees Credit Union, Incorporated 4105 Rust Road Fairfax 22030 Treasurer - James Sandifer Date Opened - 4/29/58 Assets - \$ 94,988,713 <i>Service Facilities -</i> 12000 Government Center Parkway Suite 266, Fairfax, VA 22085 4080 Chain Bridge Road, Fairfax, VA 22030</p>	<p>Hampton Roads Educators Credit Union, Inc. 2130 Cunningham Drive Hampton 23666 Treasurer - William F. Trimble, Jr. Date Opened - 4/6/54 Assets - \$ 17,120,410</p>
<p>Fort Monroe Credit Union, Incorporated 108 West Mercury Blvd. Hampton 23669 Treasurer - E.C. Francis, Jr. Date Opened - 9/15/53 Assets - \$ 18,619,884 <i>Service Facilities -</i> Building T 261, Patch Road, Fort Monroe, VA 23651</p>	<p>Hampton Roads Postal Credit Union, Inc. 4013 W. Mercury Boulevard Hampton 23666 Treasurer - Bernard Nichols Date Opened - 3/7/52 Assets - \$ 5,832,609</p>
	<p>Hercules Covington Employees Credit Union 424 West Prospect Street Covington 24426 Treasurer - Tamara B. Hill Date Opened - 9/4/69 Assets - \$ 296,598</p>
	<p>Klann Employees Credit Union, Incorporated 301 Fourth Street Waynesboro 22980 Treasurer - Virginia Kennedy Date Opened - 9/2/66 Assets - \$ 107,455</p>
	<p>Landmark Communications Employees Credit Union, Inc. 150 West Brambleton Avenue Norfolk 23510 Treasurer - Carol Lewis Date Opened - 8/24/53 Assets - \$ 2,068,575</p>
	<p>Life Line Credit Union, Inc. 5904 Hampstead Avenue Richmond 23226 Treasurer - Anne Hagen Date Opened - 4/11/69 Assets - \$ 4,961,880</p>

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2000

<p>Loudoun Credit Union 112-A South Street, S.E. Leesburg 20175 Treasurer - Kenneth Cunningham Date Opened - 2/3/78 Assets - \$ 9,342,406</p>	<p>N.C.S.E. Credit Union, Inc. 84 Courthouse Square Lovingson 22949 Treasurer - Phyllis M. Drumheller Date Opened - 6/25/70 Assets - \$ 635,093</p>
<p>Lynchburg Appalachian Employees Credit Union, Incorporated 4001 Mayflower Drive Lynchburg 24501 Treasurer - Teresa D. Eubank Date Opened - 6/28/54 Assets - \$ 389,385</p>	<p>Nabisco Employees Credit Union 6002 S. Laburnum Avenue Richmond 23231 Treasurer - John Thompson Date Opened - 8/26/76 Assets - \$ 5,449,177</p>
<p>Lynchburg General Credit Union 1901 Tate Springs Road Lynchburg 24501 Treasurer - Tom Lawton Date Opened - 10/21/70 Assets - \$ 962,249</p>	<p>Nansemond Credit Union, Incorporated, The 617 East Washington Street Suffolk 23434 Date Opened - 6/20/49 Assets - \$ 3,182,442</p>
<p>Lynchburg Postal and Federal Employees' Credit Union, Incorporated 3300 Odd Fellows Road, Room 103 P O Box 10182 Lynchburg 24506 Treasurer - Sandra Williams Date Opened - 5/1/26 Assets - \$ 3,101,252</p>	<p>Navy Yard Credit Union, Incorporated, The 5100 George Washington Highway Portsmouth 23705 Treasurer - William E. Reitelbach, Jr. Date Opened - 6/7/29 Assets - \$ 78,360,337 <i>Service Facilities -</i> 3325 Taylor Road, Chesapeake, VA 23325 Norfolk Naval Shipyard, Bldg 73, Portsmouth, VA 23709 Norfolk Naval Shipyard, Bldg M-32, Portsmouth, VA 23709</p>
<p>Martinsville Du Pont Employees Credit Union, Incorporated 35 Dupont Road P O Box 2158 Martinsville 24113 Treasurer - William E. Murphy Date Opened - 3/23/53 Assets - \$ 179,476,850 <i>Service Facilities -</i> 41 Wheeler Avenue, Collinsville, VA 24078 58 E. Church Street, Martinsville, VA 24113 7176 Greensboro Road, Ridgeway, VA 24148</p>	<p>New Horizon Credit Union 10830 Balls Ford Road Manassas 20110 Treasurer - Nancy Eick Date Opened - 1/20/69 Assets - \$ 23,910,963 <i>Service Facility -</i> 15000 Conference Center Drive, Suite 1003, Chantilly, VA 22021</p>
<p>Martinsville Postal Credit Union, Incorporated 810 Starling Avenue Martinsville 24415 Treasurer - Judy Alcorn Date Opened - 7/1/49 Assets - \$ 473,846</p>	<p>Newport News Municipal Employees Credit Union, Incorporated 502 Operations Drive Newport News 23602 Treasurer - Ronald W. Jones Date Opened - 12/21/50 Assets - \$ 28,022,625 <i>Service Facility -</i> 210 25TH Street, Newport News, VA 23607</p>

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2000

<p>Newport News Shipbuilding Employees' Credit Union, Inc. 3711 Huntington Avenue Newport News 23607 Treasurer - Suzanne M. Beckstoffer Date Opened - 6/2/28 Assets - \$ 590,488,302</p> <p><i>Service Facilities -</i> 5028 George Washington Memorial Hwy., Grafton, VA 23692 2300 Cunningham Drive, Hampton, VA 23666 500 West Park Lane, Hampton, VA 23666 Gateway 2000, 22 Enterprise Parkway, Suite 160, Hampton, VA 23666 12401 Warwick Boulevard, Newport News, VA 23606 230 41st. Street, Building 520, Newport News, VA 23607 2700 Huntington Avenue, Building 902, Newport News, VA 23607 2900 Washington Avenue, Building 901, Newport News, VA 23607 4215 Marshall Avenue, Building 600, Newport News, VA 23607 433 Denbigh Boulevard, Newport News, VA 23608 5001 Huntington Avenue, Newport News, VA 23607 8000 Marshall Avenue, Newport News, VA 23605 1290 Smithfield Plaza, Smithfield, VA 23430</p> <p>Norfolk Southern Employees' Credit Union, Incorporated 1324 N Battlefield Blvd, Suite 3-F Greenbrier Square Chesapeake 23320 Treasurer - Georgia M. Dingle Date Opened - 4/26/28 Assets - \$ 2,005,720</p> <p>Norfolk, Va., Postal Credit Union, Incorporated Tidewater General Mail Facility 600 Church Street, Room 246 Norfolk 23501 Treasurer - William Beck Date Opened - 3/9/25 Assets - \$ 5,305,929</p>	<p>Old Dominion University Credit Union, Inc. 2701 Hampton Boulevard Norfolk 23517 Treasurer - E. Wayne Edwards Date Opened - 1/16/59 Assets - \$ 12,153,679</p> <p>P.W.C. Employees Credit Union 2080 Old Bridge Road , Suite 101 Woodbridge 22192 Treasurer - Robin Perkins Date Opened - 2/1/71 Assets - \$ 15,128,158</p> <p><i>Service Facility -</i> 8807 Sudley Road, Suite 109, Manassas, VA 22110</p> <p>P.W.H. Employees Credit Union, Inc. 8700 Sudley Road Manassas 22110 Treasurer - Fay Bowers Date Opened - 10/10/69 Assets - \$ 1,840,223</p> <p>PFD Firefighters Credit Union, Incorporated 3209 Cedar Lane Portsmouth 23703 Treasurer - Tyrone Wisher Date Opened - 3/24/55 Assets - \$ 7,550,077</p> <p>Petersburg Federal Reformatory Credit Union, Incorporated Federal Correctional Institution Petersburg 23804 Treasurer - Rose C. Williams Date Opened - 8/27/51 Assets - \$ 1,213,120</p> <p>Piedmont Credit Union 306 Poplar Street Danville 24541 Treasurer - Cary Wilkes Date Opened - 5/12/69 Assets - \$ 13,817,503</p> <p><i>Service Facility -</i> 4844 Kings Mountain Road, Collinsville, VA 24078</p> <p>Portsmouth Police Credit Union, Incorporated 801 Crawford Street, 5th Floor Portsmouth 23704 Treasurer - Robert B. Clark, Jr. Date Opened - 4/24/57 Assets - \$ 1,109,882</p>
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ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2000

<p>Portsmouth Post Office Credit Union, Incorporated, The 933 Broad Street, Room 123 P.O. Box 7265 Portsmouth 23707 Treasurer - Faye M. Hampton Date Opened - 2/3/49 Assets - \$ 2,131,547</p>	<p>Shenandoah County Credit Union 403 West Court Street Woodstock, VA 22664 Treasurer - Lori Newton Date Opened - 9/1/81 Assets - \$ 372,320</p>
<p>Prime Care Credit Union, Incorporated 600 Gresham Drive Norfolk 23507 Treasurer - Terry J. Lambert Date Opened - 3/9/70 Assets - \$ 5,858,010</p>	<p>Smithfield Packing Employees' Credit Union 501 North Church Street P O Box 369 Smithfield 23431 Treasurer - Odelle Addison Date Opened - 4/27/71 Assets - \$ 2,009,599</p>
<p><i>Service Facilities -</i> 6015 Poplar Hill Drive, Suite 102, Norfolk, VA 23502</p>	<p>Southern States Employees' Credit Union, Incorporated 5516 Falmouth Street, Suite 103 P.O. Box 26234 Richmond 23260 Treasurer - Diane Sexton Date Opened - 5/5/40 Assets - \$ 23,455,276</p>
<p>Richmond Fire Department Credit Union, Incorporated 900 Hermitage Road Richmond 23220 Treasurer - Russell G. Acors, III Date Opened - 5/15/29 Assets - \$ 10,928,744</p>	<p>Spruance Cellophane Credit Union 7119 Jefferson Davis Highway Richmond 23237 Treasurer - Roy Wray Date Opened - 3/24/53 Assets - \$ 6,864,516</p>
<p>Richmond Police Department Credit Union, Incorporated 501 N. 9th. Street, Suite 205 Richmond 23219 Treasurer - F. Matthew Sasser Date Opened - 11/15/34 Assets - \$ 3,689,287</p>	<p>T.M.C. Employees Credit Union, Inc. 1000 Robins Road P.O. Box 10341 Lynchburg 24506 Treasurer - Patsy W. Stilwell Date Opened - 2/15/52 Assets - \$ 945,903</p>
<p>Richmond Postal Credit Union Incorporated, The 1601 Ownby Lane Richmond 23220 Treasurer - Wayne Boothe Date Opened - 11/23/23 Assets - \$ 58,278,476</p>	<p>Tidewater Telephone Employees Credit Union, Incorporated 5648 Southern Boulevard Virginia Beach 23462 Treasurer - John Eason Date Opened - 7/22/58 Assets - \$ 26,727,642</p>
<p><i>Service Facility -</i> 1801 Brook Road, Richmond, VA 23260</p>	<p><i>Service Facilities -</i> 1128 Big Bethel Road, Hampton, VA 23666</p>
<p>Riverside Health System Employees' Credit Union, Incorporated 500 J. Clyde Morris Boulevard Newport News 23601 Treasurer - F. Kimball Hahn Date Opened - 9/1/70 Assets - \$ 4,218,788</p>	<p>Times World Employees Credit Union, Incorporated 201 West Campbell Avenue, S.W. P.O. Box 2491 Roanoke 24010 Treasurer - Nancy Kim Shively Date Opened - 9/18/41 Assets - \$ 816,496</p>

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2000

Trigon Employees' Credit Union, Incorporated
2015 Staples Mill Road
Richmond 23230

Treasurer - Alice Saczawa
Date Opened - 12/17/58
Assets - \$ 7,464,548

Service Facility -
2221 Edward Holland Drive,
Richmond, VA 23230

U.S.E. Credit Union
1901 Goodyear Boulevard
Danville 24541

Treasurer - John Blackwell
Date Opened - 4/12/79
Assets - \$ 4,192,171

Service Facility -
2323 Riverside Drive,
Danville, VA 24540

University of Virginia Community Credit Union, Inc.
3300 Berkmar Drive
Charlottesville 22901

Treasurer - Tim Gillet
Date Opened - 5/19/54
Assets - \$ 160,041,628

Service Facilities -
1936 Arlington Boulevard,
Charlottesville, VA 22903
222 Lee Street,
Charlottesville, VA 22908
908 E. High Street,
Charlottesville, VA 22902

V.B.H. Employees Credit Union, Incorporated
3300 Rivermont Avenue
Lynchburg 24503

Treasurer - Lisa H. Hall
Date Opened - 10/14/66
Assets - \$ 1,453,212

Valley Industrial Credit Union
501 W. Broad St.
P.O. Box 1784
Waynesboro 22980

Treasurer - James Belcher
Date Opened - 6/13/77
Assets - \$ 6,919,833

Virginia Credit Union, Inc.
720 East Broad Street
Richmond 23225

Treasurer - Raymond Vaughan
Date Opened - 12/11/28
Assets - \$ 730,927,445

Service Facilities -
456 Charles Dimmock Parkway, Ste. 1,
Colonial Heights, VA 23834
1301 College Avenue,
Fredericksburg, VA 22401
2101 Plank Road,
Fredericksburg, VA 22401
7015 Mechanicsville Turnpike,
Mechanicsville, VA 23111
10450 Midlothian Pike,
Midlothian, VA 23235
11030 Hull Street Road,
Midlothian, VA 23112
101 N. 14th Street (Tower),
Richmond, VA 23219
10165 Brook Road,
Richmond, VA 23227
1302 B Gaskins Road,
Richmond, VA 23233
2300 W Broad Street (DMV),
Richmond, VA 23220
4001 Lauderdale Drive,
Richmond, VA 23233
5427 Glenside Drive,
Richmond, VA 23228
7500 Boulders View Drive,
Richmond, VA 23225
6425 Williamson Road,
Roanoke, VA 24019

Virginia Educators' Credit Union
12626 Nettles Drive
Newport News 23606

Treasurer - Diane Y. Smith
Date Opened - 11/1/54
Assets - \$ 45,954,668

Service Facilities -
Armstrong Slater Building, Room 100
Hampton University,
Hampton, VA 23668
14838 Warwick Boulevard,
Newport News, VA 23602
50 Shoe Lane, Christopher Newport
University-Ferguson Hall,
Newport News, VA 23606
812 Main Street,
Newport News, VA 23605

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2000

Virginia Gas, Credit Union, Incorporated
107 South Coalter Street
Staunton 24401
Treasurer - E.K. Whitesell
Date Opened - 5/29/56
Assets - \$ 3,394,422

Virginia League Central Credit Union, Incorporated
6320 Logans Lane
P O Box 11469
Lynchburg 24506
Treasurer - Richard Pillow
Date Opened - 10/26/39
Assets - \$ 26,867,382

Virginia United Methodist Conference Credit Union,
Inc.
4016 West Broad Street
Richmond 23230
Treasurer - Kathryn F. Talley
Date Opened - 3/27/52
Assets - \$ 13,064,039

W. P. S. E. Credit Union, Inc.
250-E North Poplar Avenue
Waynesboro 22980
Treasurer - Gregory Ciszek
Date Opened - 10/17/58
Assets - \$ 1,994,620

WECCU Credit Union
347 North Court Street
Covington 24426
Treasurer - B. Kay Kimmell
Date Opened - 7/17/53
Assets - \$ 36,621,682

BRANCHES OF OUT-OF-STATE CREDIT UNIONS

DULLES

United Airlines Freight Terminal, Door #130
Dulles International Airport
Branch of United Air Lines Employees Credit Union, Chicago, Illinois

MCLEAN

150 PRC Drive
Branch of Premier America Credit Union, Chatsworth, California

RESTON

12490 Sunrise Valley Drive, Suite 1350
Branch of Corporate America Family Credit Union, Elgin, Illinois

VERONA

McQuay International, State Route 612, Verona
Branch of Members First Credit Union, Plymouth, Minnesota

WILLIAMSBURG

243 McLaws Circle, Suite 100, Williamsburg
Branch of Anheuser-Busch Employee's Credit Union, St. Louis, Missouri

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2000
