

1998 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, 1998



FROM REPORTS FILED IN THE
BUREAU OF FINANCIAL INSTITUTIONS

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STATE CORPORATION COMMISSION

I. CLINTON MILLER, Chairman

THEODORE V. MORRISON, JR.

HULLIHEN WILLIAMS MOORE

JOEL H. PECK, Clerk of the Commission

Report of the Bureau of Financial Institutions

Richmond, Virginia, December 31, 1998

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, 1998.

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

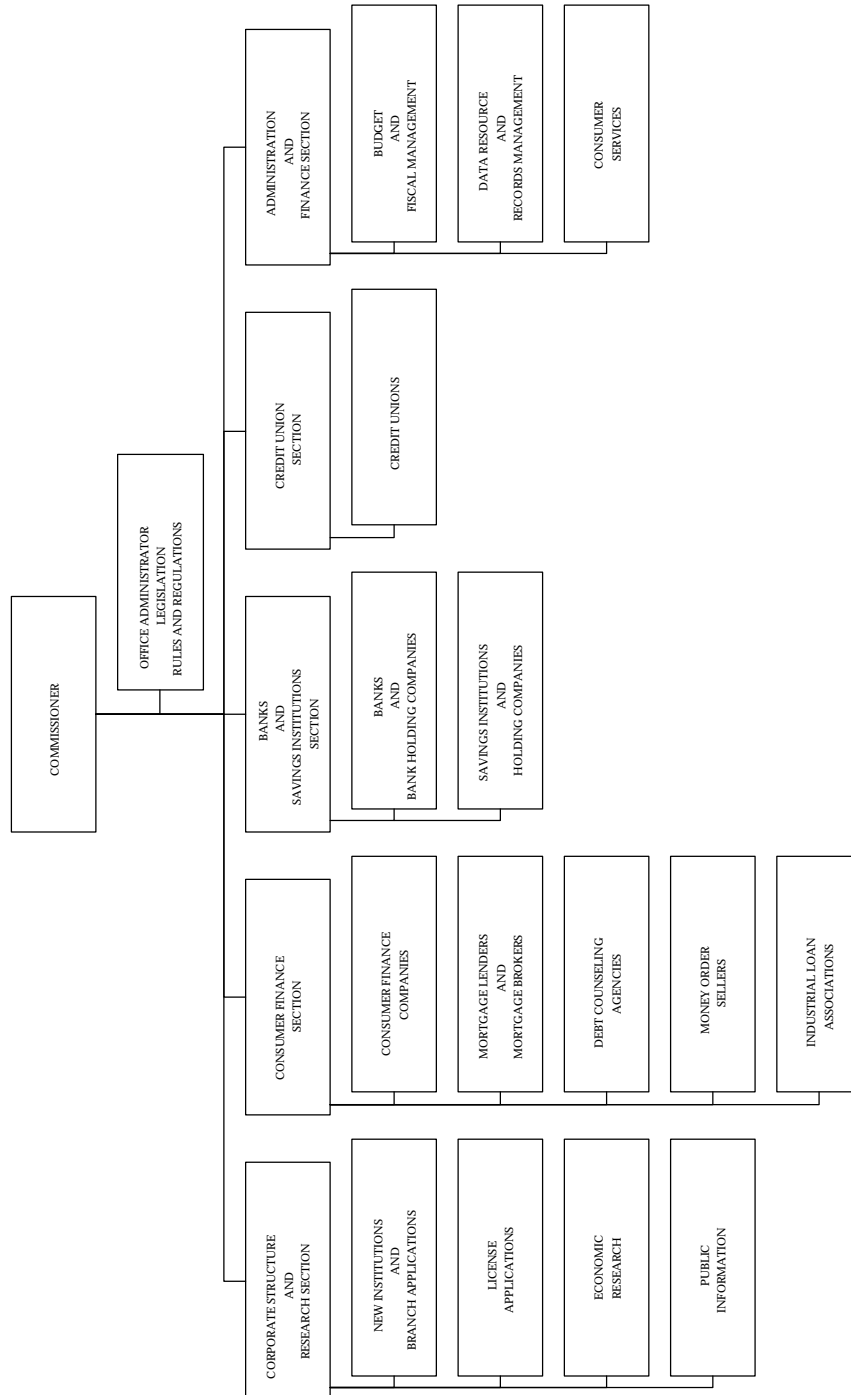
In each year, the first day of January (New Year's Day), the third Monday in January (Lee-Jackson-King Day), the third Monday in February (George Washington Day), the last Monday in May (Memorial Day), the fourth day of July (Independence Day), the first Monday in September (Labor Day), the second Monday in October (Columbus 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, 1997 & 1998 (IN THOUSANDS OF DOLLARS)

	December 31, 1997 122 State Banks 1,182 Branches	December 31, 1998 122 State Banks 1,266 Branches
ASSETS		
Cash and balances due from depository institutions	\$ 2,437,336	\$ 2,778,802
Noninterest-bearing balances and currency and coin	2,119,638	2,225,302
Interest-bearing balances	317,698	553,500
Securities	11,311,711	12,705,860
Federal funds sold & securities purchased under agreements to resell	1,348,618	1,608,120
Loan and lease financing receivables:		
Loans and leases, net of unearned income	36,791,290	43,703,524
LESS: Allowance for loan and lease losses	647,619	729,020
LESS: Allocated transfer risk reserve	0	0
Loans and leases, net of unearned income and allowance for losses	36,143,671	42,974,504
Assets held in trading accounts	1,032	3,179
Premises and fixed assets (including capitalized leases)	1,005,517	1,082,739
Other real estate owned	80,427	81,924
Investments in unconsolidated subsidiaries and associated companies	1,799	1,541
Customers' liabilities to banks on acceptances outstanding	4,297	12,191
Intangible assets	332,368	538,463
Other assets	1,790,158	2,150,742
TOTAL ASSETS	\$ 54,456,934	\$ 63,938,065
LIABILITIES		
Deposits:		
In domestic offices	\$ 37,921,818	\$ 42,712,237
(1) Noninterest-bearing	6,361,526	7,223,092
(2) Interest-bearing	31,560,292	35,489,145
In foreign offices, Edge and Agreement subsidiaries, and IBFs	3,181	12,822
(1) Noninterest-bearing	2,898	560
(2) Interest-bearing	283	12,262
Federal funds purchased and securities sold under agreements to repurchase	4,197,579	5,938,925
Demand notes issued to the U.S. Treasury	367,042	178,958
Other borrowed money	5,678,640	7,611,485
Banks' liabilities on acceptances executed and outstanding	4,297	12,138
Notes and debentures subordinated to deposits	432,779	732,921
Other liabilities	1,249,179	1,184,604
TOTAL LIABILITIES	49,854,515	58,384,370
EQUITY CAPITAL		
Perpetual preferred stock	0	0
Common stock	648,987	617,911
Surplus	1,144,915	1,586,622
Undivided profits and capital reserves	2,793,738	2,996,637
Unrealized gains(losses) on available-for-sale securities	14,748	352,394
Cumulative foreign currency translation adjustments	31	131
TOTAL EQUITY	4,602,419	5,553,695
TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 54,456,934	\$ 63,938,065

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

	1997	1998
INTEREST INCOME:		
Interest and fees on loans.....	\$ 3,183,021	\$ 3,932,056
Income from lease financing receivables.....	3,340	18,980
Interest on balances due from depository institutions.....	5,013	11,861
Interest and dividends on securities.....	691,536	759,116
Interest from assets held in trading accounts.....	51	491
Interest on federal funds sold and securities purchased under agreements to resell.....	54,023	80,131
TOTAL INTEREST INCOME.....	<u>\$3,936,984</u>	<u>4,802,635</u>
INTEREST EXPENSE:		
Interest on time certificates of deposit of \$100,000 or more.....	193,639	216,797
Interest on other deposits.....	1,013,398	1,157,478
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	445	1,270
Expense of federal funds purchased and securities sold under agreements to repurchase.....	162,612	224,927
Interest on demand notes issued to the U.S. Treasury and on other borrowed money.....	330,979	476,176
Interest on notes and debentures subordinated to deposits.....	35,649	41,672
TOTAL INTEREST EXPENSE.....	<u>1,736,722</u>	<u>2,118,320</u>
NET INTEREST INCOME.....	<u>2,200,262</u>	<u>2,684,315</u>
Provision for loan and lease losses.....	399,437	386,660
NONINTEREST INCOME:		
Income from fiduciary activities.....	67,380	73,819
Service charges on deposit accounts in domestic offices.....	219,244	249,505
Trading revenue.....	1,600	1,750
Other fee income.....	1,174,622	1,664,467
All other noninterest income.....	145,743	210,434
TOTAL NONINTEREST INCOME.....	<u>1,608,589</u>	<u>2,199,975</u>
Realized gains (losses) on held-to-maturity securities.....	(95)	176
Realized gains (losses) on available-for-sale securities.....	7,336	10,385
NONINTEREST EXPENSE:		
Salaries and employee benefits.....	711,541	836,242
Expenses of premises and fixed assets (net of rental income).....	250,982	275,953
Other noninterest expense.....	1,189,116	1,843,243
TOTAL NONINTEREST EXPENSE.....	<u>2,151,639</u>	<u>2,955,438</u>
INCOME BEFORE INCOME TAXES AND EXTRA- ORDINARY ITEMS AND OTHER ADJUSTMENTS.....	<u>1,265,016</u>	<u>1,552,753</u>
APPLICABLE INCOME TAXES.....	434,564	548,436
INCOME BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS.....	<u>830,452</u>	<u>1,004,317</u>
EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS NET OF INCOME TAXES.....	2,897	83
NET INCOME.....	<u>\$ 833,349</u>	<u>\$ 1,004,400</u>

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 1998

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	6	10	27	56	10	8	5	122
SOURCE AND DISTRIBUTION OF INCOME:								
Percentage of Average Assets:								
INTEREST INCOME:								
Interest and fees on loans.....	2.38	5.27	4.26	5.87	5.82	5.48	6.74	6.33
Income from lease financing receivables.....	0.00	0.00	0.00	0.01	0.00	0.00	0.04	0.03
Interest on balances due from depository institutions.....	0.12	0.09	0.03	0.04	0.01	0.02	0.01	0.02
Interest and dividends on securities.....	0.77	1.11	1.14	1.33	1.57	1.57	1.13	1.22
Interest from assets held in trading accounts.....	0.00	0.00	0.00	0.00	0.01	0.00	0.00	0.00
Interest on federal funds sold and securities purchased under agreement to resell.....	0.62	0.37	0.33	0.19	0.12	0.18	0.09	0.13
TOTAL INTEREST INCOME.....	3.89	6.84	5.76	7.44	7.53	7.25	8.01	7.73
INTEREST EXPENSE:								
Interest on time certificates of deposit of \$100,000 or more.....	0.19	0.46	0.41	0.44	0.50	0.30	0.32	0.35
Interest on other deposits.....	1.20	2.50	1.91	2.71	2.69	2.30	1.54	1.86
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Expense of federal funds purchased and securities sold under agreement to repurchase.....	0.03	0.02	0.11	0.08	0.16	0.19	0.48	0.36
Interest on demand notes issued to the U.S. Treasury and other borrowed money.....	0.00	0.01	0.03	0.18	0.13	0.09	1.09	0.77
Interest on notes and debentures subordinated to deposits.....	0.00	0.00	0.00	0.01	0.00	0.00	0.10	0.07
TOTAL INTEREST EXPENSE.....	1.42	2.99	2.46	3.42	3.48	2.88	3.53	3.41
NET INTEREST INCOME.....	2.47	3.85	3.30	4.02	4.05	4.37	4.48	4.32
Provisions for loans and lease losses.....	0.40	0.14	0.19	0.25	0.31	0.17	0.82	0.62

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 1998

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	0.04	0.03	0.16	0.12
Service charges on deposit accounts in domestic offices	0.06	0.24	0.32	0.33	0.35	0.45	0.42	0.40
Trading revenue	0.00	0.00	0.01	(0.01)	0.00	0.00	0.00	0.00
Other fees	0.04	0.14	0.07	0.67	0.23	0.47	3.81	2.68
Other noninterest income	0.03	0.09	0.06	0.09	0.32	0.21	0.43	0.34
TOTAL NONINTEREST INCOME.....	0.13	0.47	0.46	1.12	0.94	1.16	4.82	3.54
NONINTEREST EXPENSE:								
Salaries and employee benefits	1.77	1.45	1.19	1.45	1.42	1.48	1.31	1.35
Expenses of premises and fixed assets (net of rental income).....	0.56	0.36	0.39	0.38	0.38	0.36	0.48	0.44
Other noninterest expense	1.63	1.07	0.89	1.32	1.14	1.45	3.82	2.97
TOTAL NONINTEREST EXPENSE.....	3.96	2.88	2.47	3.15	2.94	3.29	5.61	4.76
INCOME BEFORE INCOME TAXES AND EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS.....								
	(1.76)	1.32	1.10	1.76	1.76	2.10	2.88	2.50
APPLICABLE INCOME TAXES								
	0.02	0.38	0.28	0.53	0.50	0.70	1.06	0.88
INCOME BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS								
	(1.78)	0.94	0.82	1.23	1.26	1.40	1.82	1.62
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								
	(1.78)	0.94	0.82	1.23	1.26	1.40	1.82	1.62

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 1998

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	55.16	84.56	85.29	84.76	84.43	84.59	58.24	66.80
Noninterest-bearing	12.93	13.82	17.46	12.41	13.28	14.40	10.20	11.30
Interest-bearing	42.23	70.74	67.83	72.35	71.15	70.19	48.04	55.50
In foreign offices, Edge and Agreement subsidiaries, and IBFs	0.00	0.00	0.00	0.00	0.00	0.00	0.03	0.02
Noninterest-bearing	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Interest-bearing	0.00	0.00	0.00	0.00	0.00	0.00	0.03	0.02
Federal funds purchased and securities sold under agreements to repurchase	1.45	0.28	2.61	1.74	3.48	4.09	12.47	9.29
Demand notes issued to the U.S. Treasury	0.00	0.14	0.02	0.00	0.03	0.03	0.41	0.28
Trading liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other borrowed money	0.00	0.00	0.70	3.57	2.34	1.63	16.43	11.90
Banks' liabilities on acceptances executed and outstanding	0.00	0.00	0.00	0.00	0.00	0.00	0.03	0.02
Notes and debentures subordinated to deposits	0.00	0.00	0.00	0.00	0.00	0.00	1.70	1.15
Other liabilities	0.91	0.82	0.79	0.73	0.82	0.72	2.38	1.85
TOTAL LIABILITIES	57.52	85.80	89.41	90.80	91.10	91.06	91.69	91.31
DISTRIBUTION OF EQUITY CAPITAL:								
Percentage of Total Assets:								
Perpetual preferred stock	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Common stock	19.24	3.72	2.62	1.43	1.65	1.43	0.61	0.97
Surplus	23.70	4.54	2.88	1.93	1.71	1.72	2.68	2.48
Undivided profits and capital reserves	(0.44)	5.94	4.79	5.44	5.42	5.32	4.38	4.69
Net unrealized gains(losses) on available-for-sale securities	(0.02)	0.00	0.31	0.40	0.12	0.47	0.64	0.55
TOTAL EQUITY CAPITAL	42.48	14.20	10.59	9.20	8.90	8.94	8.31	8.69
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	64.52	70.21	66.93	76.72	74.36	71.36	119.34	100.61
Noninterest-bearing deposits to total deposits	23.44	16.35	20.47	14.64	15.73	17.03	17.56	16.94
Bank premises to total equity	6.03	20.71	19.18	21.13	20.88	17.45	19.40	19.50
Total equity to total deposits	77.02	16.79	12.42	10.86	10.55	10.56	14.27	13.00
Equity and subordinated notes and debentures to assets	42.48	14.20	10.59	9.20	8.90	8.94	10.01	9.83

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

NEW BANKS			
DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
09/18/97	Alliance Bank Corporation	12735 Shops Lane Fairfax County, VA	Approved 06/25/98
11/03/97	Shore Bank	25253 Lankford Highway Onley, Accomack County, VA	Approved 02/26/98
12/02/97	James Monroe Bank	3033 Wilson Boulevard Arlington County, VA	Approved 03/23/98
01/27/98	First Colonial Bank	5100 Oaklawn Boulevard Prince George County, VA	Approved 03/30/98
02/20/98	Potomac Bank of Virginia	133 Maple Avenue East Vienna, Fairfax County, VA	Approved 06/11/98
03/03/98	First Capital Bank	4101 Dominion Boulevard Henrico County, VA	Approved 10/26/98
05/28/98	New Peoples Bank, Inc.	State Route 80 and Gent Street Honaker, Russell County, VA	Approved 09/24/98
06/08/98	Sentinel Interim Bank (Phantom)	315 Railroad Avenue Richlands, Tazewell County, VA	Approved 08/28/98
07/20/98	Monarch Bank	750 Volvo Parkway City of Chesapeake, VA	Approved 10/26/98
07/22/98	The Bank of Williamsburg	5251 John Tyler Highway, Suite 52 James City County, VA	Approved 12/07/98
07/23/98	Albemarle First Bank	1265 Seminole Trail Albemarle County, VA	Approved 12/07/98
08/03/98	Virginia Heartland Interim Bank (Phantom)	4700 Harrison Road Spotsylvania County, VA	Approved 09/18/98
11/10/98	Towne Bank	5716 High Street City of Portsmouth, VA	Pending
11/18/98	Southern Community Bank & Trust	13531 Midlothian Turnpike Midlothian, Chesterfield County, VA	Pending

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

MERGERS

DATE RECEIVED	DESCRIPTION	ACTIVITY
01/05/98	The George Mason Bank, Vienna, VA to merge into it United Bank	Approved 03/18/98
01/20/98	Wachovia Bank of North Carolina, N.A., Winston Salem, NC to merge into it Central Fidelity National Bank	No Objection 03/04/98
01/20/98	Wachovia Bank of North Carolina, N.A., Winston Salem, NC to merge into it Jefferson National Bank	No Objection 03/04/98
02/10/98	F & M Bank - Richmond, Richmond, VA to merge into it Peoples Bank of Virginia	Approved 03/30/98
03/17/98	Branch Banking and Trust Company of Virginia, Norfolk, VA to merge into it Life Savings Bank, F.S.B.	Approved 05/14/98
03/18/98	F&M Bank-Northern Virginia, Fairfax, VA to merge into it The Bank of Alexandria	Approved 04/24/98
06/05/98	Hanover Bank, Mechanicsville, VA to merge into it First Community Bank	Approved 07/13/98
06/05/98	Hanover Bank, Mechanicsville, VA to merge into it Regency Bank	Approved 07/13/98
07/16/98	Farmers & Merchants Bank-Eastern Shore, Onley, VA to merge into it The Eastville Bank	Approved 08/18/98
08/25/98	Farmers & Merchants Bank-Eastern Shore, Onley, VA to merge into it The Marine Bank	Approved 10/26/98
12/15/98	Union Bank and Trust Company, Bowling Green, VA to merge into it King George State Bank, Inc.	Pending

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
12/02/97	First Union Corporation, Charlotte, NC to acquire 100% of the voting shares of Mentor Trust Company, Virginia	Approved 01/20/98
01/05/98	MainStreet Financial Corporation, Martinsville, VA to acquire 100% of the voting shares of Tysons Financial Corporation	Approved 02/17/98
01/14/98	MainStreet Financial Corporation, Martinsville, VA to acquire 100% of the voting shares of Regency Financial Shares Inc	Approved 02/26/98

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

**ACQUISITIONS PURSUANT TO CHAPTER 13 OF TITLE 6.1 OF THE VIRGINIA CODE
(Continued)**

DATE RECEIVED	DESCRIPTION	ACTIVITY
02/05/98	Shore Financial Corporation, Onley, VA to acquire 100% of the voting shares of Shore Bank	Approved 02/27/98
02/25/98	James River Bankshares, Inc., Suffolk, VA to acquire 100% of the voting shares of First Colonial Bank	Approved 02/27/98
03/30/98	Cardinal Financial Corporation, Fairfax, VA to acquire 100% of the voting shares of Cardinal Bank, N.A.	Approved 05/08/98
04/07/98	MainStreet Financial Corporation, Martinsville, VA to acquire 100% of the voting shares of Ballston Bancorp, Inc.	Approved 05/18/98
05/07/98	Union Bankshares Corporation, Bowling Green, VA to acquire 100% of the voting shares of The Rappahannock National Bank of Washington	Approved 06/17/98
05/11/98	Resource Bankshares Corporation, Virginia Beach, VA to acquire 100% of the voting shares of Resource Bank	Approved 06/23/98
07/06/98	Heritage Bancorp, Inc., McLean, VA to acquire 100% of the voting shares of Heritage Bank	Approved 08/28/98
07/22/98	Union Bankshares Corporation, Bowling Green, VA to acquire 100% of the voting shares of The Bank of Williamsburg	Approved 12/07/98
08/03/98	Virginia Commonwealth Financial Corporation, Culpeper, VA to acquire 100% of the voting shares of Virginia Heartland Bank	Approved 09/18/98
09/22/98	Atlantic Financial Corp., Gloucester, VA to acquire 100% of the voting shares of United Community Bankshares, Inc.	Approved 11/05/98

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
01/06/98	United Bankshares, Inc., Charleston, WV to acquire George Mason Bankshares, Inc	Approved 03/18/98
01/21/98	Wachovia Corporation, Winston-Salem, NC to acquire Ameribank Bancshares, Inc.	Approved 02/17/98
01/22/98	Mercantile Bankshares Corporation, Baltimore, MD to acquire Marshall National Bank and Trust Company	Approved 03/05/98

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
03/16/98	BB&T Corporation, Winston-Salem, NC to acquire Franklin National Bank of Washington, D.C.	Approved 04/10/98
05/29/98	BB&T Corporation, Winston-Salem, NC to acquire BB&T Bankcard Corporation	Approved 06/05/98
06/12/98	One Valley Bancorp, Inc., Charleston, WV to acquire Bank of Rockbridge	Approved 07/23/98
08/25/98	Mercantile Bankshares Corporation, Baltimore, MD to acquire The Marine Bank	Approved 10/26/98
09/03/98	SunTrust Banks, Inc., Atlanta, GA to acquire Crestar Bank	Approved 10/26/98
11/04/98	BB&T Corporation, Winston-Salem, NC to acquire MainStreet Financial Corporation	Pending
11/23/98	South Branch Valley Bancorp, Inc., Moorefield, WV to acquire Shenandoah Valley National Bank	Pending

BRANCHES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
07/24/97	One Valley Bank, N.A. Charleston, WV	2015 Wards Road City of Lynchburg, VA	Withdrawn 09/16/98
10/29/97	First Community Bank of Saltville Saltville, VA	North Main Street Marion, Smyth County, VA	Withdrawn 05/06/98
11/03/97	First State Bank Danville, VA	northwest corner of Mt. Cross Road and Piedmont Drive, City of Danville, VA	Approved 04/20/98
12/01/97	Bank of Clarke County Berryville, VA	40 West Piccadilly Street City of Winchester, VA	Approved 01/22/98
12/01/97	Southern Financial Bank Warrenton, VA	46910 Community Plaza Sterling, Loudoun County, VA	Approved 01/05/98
12/03/97	Bank of McKenney McKenney, VA	6700 River Road Matoaca, Chesterfield County, VA	Approved 02/02/98

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/04/97	Bank of Lancaster Kilmarnock, VA	610 West Richmond Road Warsaw, Richmond County, VA	Approved 01/08/98
12/04/97	Bank of Lancaster Kilmarnock, VA	Route 3 Kings Highway Montross, Westmoreland County, VA	Approved 01/08/98
12/11/97	Farmers and Miners Bank Pennington Gap, VA	Piggly Wiggly Grocery Store, Piggly Wiggly Shopping Center, Chase St., Clintwood, Dickenson County, VA	Approved 01/12/98
01/05/98	The Bank of Marion Marion, VA	Northwest corner of Allison Gap Road and Main Street, Saltville, Smyth County, VA	Approved 02/23/98
01/16/98	F&M Bank-Northern Virginia Fairfax, VA	Section 4B, Phase 2, Lot B-2 South Riding, Loudoun County, VA	Approved 02/17/98
02/05/98	First Century Bank, National Association Bluefield, WV	427 Virginia Avenue Bluefield, Tazewell County, VA	No Objection 03/19/98
02/11/98	Heritage Bank Mclean, VA	Unit 6, Heritage Plaza, Pidgeon Hill Drive, Sterling, Loudoun County, VA	Approved 03/18/98
02/12/98	Bank of Suffolk Suffolk, VA	1514 Holland Road City of Suffolk, VA	Approved 03/16/98
02/12/98	Highlands Union Bank Abingdon, VA	506 Maple Street Glade Spring, Washington County, VA	Approved 03/23/98
02/17/98	The Horizon Bank of Virginia Fairfax, VA	7857 Heritage Drive Annandale, Fairfax County, VA	Approved 03/23/98
02/18/98	Crestar Bank Richmond, VA	6075 Gorgas Road Fort Belvoir, Fairfax County, VA	Approved 03/19/98
02/23/98	First Virginia Bank of Tidewater Norfolk, VA	1521 Sams Circle City of Chesapeake, VA	Approved 04/03/98
03/03/98	Centura Bank Rocky Mount, NC	101 Village Avenue York County, VA	No Objection 03/27/98

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
03/03/98	Centura Bank Rocky Mount, NC	5237 Providence Road, Suite 975 City of Virginia Beach, VA	No Objection 03/27/98
03/03/98	Centura Bank Rocky Mount, NC	5601 High Street West City of Portsmouth, VA	No Objection 03/27/98
03/03/98	First National Bank of Maryland Baltimore, MD	21700 Town Center Plaza Sterling, Loudoun County, VA	No Objection 04/13/98
03/09/98	Crestar Bank Richmond, VA	Potomac Run S. C., the corner of Harry Byrd Hwy & Bartholomew Fair Dr, Sterling, Loudoun County, VA	Approved 04/10/98
03/12/98	Union Bank and Trust Company Bowling Green, VA	2811 Fall Hill Avenue City of Fredericksburg, VA	Approved 04/20/98
03/16/98	Virginia Bank and Trust Company Danville, VA	corner of the intersection of Frank- lin Tnpk and Mount Hermon Circle, Pittsylvania County, VA	Approved 04/20/98
03/17/98	Bank of Rockbridge Raphine, VA	Lexington Crossing, U.S. Rt 11 North Wal-mart Supercenter, Rockbridge County, VA	Approved 04/20/98
03/19/98	First Virginia Bank - Southwest Roanoke, VA	313 West Thacker Drive Riverbend Mall, City of Covington, VA	Approved 04/23/98
03/19/98	First Virginia Bank-Piedmont Lynchburg, VA	143 Crown Drive City of Danville, VA	Approved 04/24/98
03/27/98	Harbor Bank Newport News, VA	14801 Warwick Boulevard City of Newport News, VA	Approved 05/06/98
03/27/98	Planters Bank & Trust Company of Virginia Staunton, VA	100 Lucy Lane City of Waynesboro, VA	Approved 05/06/98
03/27/98	Planters Bank & Trust Company of Virginia Staunton, VA	375 North Mason Street City of Harrisonburg, VA	Approved 05/06/98

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
03/31/98	First Virginia Bank-Mountain Empire Wise, VA	Kroger Supermarket Gate City Highway and Midway Street, City of Bristol, VA	Approved 05/12/98
04/01/98	Crestar Bank Richmond, VA	3507 West Cary Street City of Richmond, VA	Approved 05/06/98
04/06/98	Central Carolina Bank and Trust Company Durham, NC	4551 Cox Road Henrico County, VA	No Objection 07/07/98
04/06/98	Guaranty Bank Charlottesville, VA	1022 West Main Street City of Charlottesville, VA	Approved 05/22/98
04/15/98	Peninsula Trust Bank, Incorporated Gloucester, VA	State Routes 33 & 670 Mattaponi, King and Queen County, VA	Approved 05/22/98
05/06/98	Bank of McKenney McKenney, VA	20815 Chesterfield Plaza Ettrick, Chesterfield County, VA	Approved 06/01/98
05/06/98	Virginia Commerce Bank Arlington, VA	10777 Main Street City of Fairfax, VA	Approved 06/17/98
05/18/98	Potomac Valley Bank Gaithersburg, MD	Greenspring Village 7440 Spring Village Drive, Springfield, Fairfax County, VA	No Objection 06/24/98
05/22/98	Bank of Suffolk Suffolk, VA	3216 Western Branch Boulevard City of Chesapeake, VA	Approved 06/19/98
05/28/98	New Peoples Bank, Inc. Honaker, VA	102 Miners Drive Castlewood, Russell County, VA	Approved 09/24/98
05/28/98	New Peoples Bank, Inc. Honaker, VA	131 U. S. Route 23 South Weber City, Scott County, VA	Approved 09/24/98
06/02/98	Crestar Bank Richmond, VA	Fort Belvoir Commissary 6020 Gorgas Road, Suite 101, Fort Belvoir, Fairfax County, VA	Approved 07/13/98
06/03/98	Community Bank of Northern Virginia Sterling, VA	6949 Commerce Street Springfield, Fairfax County, VA	Withdrawn 06/29/98

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
06/08/98	First Virginia Bank of Tidewater Norfolk, VA	Greenbrier Mall 1401 Greenbrier Parkway, City of Chesapeake, VA	Approved 07/08/98
06/10/98	The Bank of Marion Marion, VA	196 East Jackson Street Gate City, Scott County, VA	Approved 07/15/98
06/10/98	The Bank of Marion Marion, VA	702 Fairmont Avenue Honaker, Russell County, VA	Approved 07/15/98
06/10/98	The Bank of Marion Marion, VA	U.S. Highway 23 North and Legion Street, Weber City, Scott County, VA	Approved 07/15/98
06/10/98	King George State Bank, Inc. King George, VA	James Madison Parkway just NW of its intersection with County Road 614, King George County, VA	Approved 07/13/98
06/11/98	Union Bank and Trust Company Bowling Green, VA	6110 Mechanicsville Turnpike Mechanicsville, Hanover County, VA	Approved 07/13/98
06/12/98	Heritage Bank & Trust Norfolk, VA	s.w. corner of Chesapeake Boulevard & East Ocean View Avenue, City of Norfolk, VA	Approved 07/15/98
06/15/98	Centura Bank Rocky Mount, NC	4460 Corporation Lane, Suites A & B City of Virginia Beach, VA	No Objection 07/07/98
06/18/98	Metro-County Bank of Virginia, Inc. Mechanicsville, VA	5419 Lakeside Avenue Henrico County, VA	Approved 07/29/98
06/18/98	One Valley Bank - East, National Association Martinsburg, WV	440 East Main Street Purcellville, Loudoun County, VA	No Objection 07/30/98
06/18/98	Peninsula Trust Bank, Incorporated Gloucester, VA	100 McLaws Circle James City County, VA	Approved 07/27/98
06/19/98	County Bank of Chesterfield Midlothian, VA	906 Branchway Road Chesterfield County, VA	Approved 07/27/98
06/22/98	The Matewan National Bank Williamson, WV	3102 West Cedar Valley Drive Cedar Bluff, VA	No Objection 07/30/98

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
06/24/98	Bank of Essex Tappahannock, VA	9951 Brook Road Glen Allen, Henrico County, VA	Approved 07/31/98
06/24/98	First Virginia Bank-Blue Ridge Staunton, VA	West Reservoir Road at Interstate 81 Woodstock, Shenandoah County, VA	Approved 08/05/98
06/26/98	The Bank of Hampton Roads Chesapeake, VA	4037 East Little Creek Road City of Norfolk, VA	Approved 08/06/98
06/30/98	First Virginia Bank-Mountain Empire Wise, VA	3000 Lee Highway City of Bristol, VA	Approved 08/07/98
07/02/98	First Virginia Bank of Tidewater Norfolk, VA	355 Crawford Street City of Portsmouth, VA	Approved 08/05/98
07/06/98	Bank of Isle of Wight Smithfield, VA	4000 George Washington Highway York County, VA	Approved 08/10/98
07/07/98	Southern Financial Bank Warrenton, VA	2062 Plank Road City of Fredericksburg, VA	Approved 08/10/98
07/14/98	Franklin National Bank of Washington, D.C. Washington, DC	6949 Commerce Street Springfield, VA	No Objection 08/17/98
07/20/98	F & M Bank - Richmond Richmond, VA	4851 South Laburnum Avenue Henrico County, VA	Approved 08/25/98
07/21/98	F & M Bank - Richmond Richmond, VA	17650 Midlothian Turnpike Midlothian, Chesterfield County, VA	Approved 08/26/98
07/24/98	Community Bank of Northern Virginia Sterling, VA	302 Maple Avenue Vienna, Fairfax County, VA	Approved 09/21/98
07/24/98	One Valley Bank - East, National Association Martinsburg, WV	1000 Berryville Avenue City of Winchester, VA	No Objection 09/04/98
07/24/98	One Valley Bank - East, National Association Martinsburg, WV	426 Weems Lane City of Winchester, VA	No Objection 09/04/98

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
07/28/98	Second Bank & Trust Culpeper, VA	134-136 West Main Street Orange, Orange County, VA	Approved 08/28/98
07/31/98	First Virginia Bank-Colonial Richmond, VA	6127 Mechanicsville Turnpike Mechanicsville, Hanover County, VA	Approved 09/04/98
08/05/98	The Commonwealth Bank Richmond, VA	707 East Main Street City of Richmond, VA	Approved 09/04/98
08/05/98	First Virginia Bank-Colonial Richmond, VA	Richmond International Airport 1 Richard E. Byrd Terminal Drive, Henrico County, VA	Approved 09/04/98
08/06/98	First-Citizens Bank & Trust Company Raleigh, NC	3021 Old Forest Road Campbell County, VA	No Objection 09/08/98
08/07/98	Crestar Bank Richmond, VA	Fort Lee Commissary, 400 Shop Road Fort Lee, Prince George County, VA	Approved 09/21/98
08/10/98	First Colonial Bank Hopewell, VA	2141 East Hundred Road Enon, Chesterfield County, VA	Approved 09/17/98
08/12/98	Bank of Isle of Wight Smithfield, VA	776 J. Clyde Morris Boulevard City of Newport News, VA	Approved 09/24/98
08/12/98	Crestar Bank Richmond, VA	Waynesboro Koger, 245 Arch Avenue City of Waynesboro, VA	Approved 10/01/98
08/18/98	First National Bank of Maryland Baltimore, MD	8601 Westwood Center Drive Vienna, Fairfax County, VA	No Objection 10/05/98
08/20/98	First Virginia Bank Falls Church, VA	5844 Mapledale Plaza Woodbridge, Prince William County, VA	Approved 09/24/98
08/21/98	F & M Bank-Central Virginia Charlottesville, VA	Northwest corner of U.S. Route 29 South and State Route 607, Greene County, VA	Approved 10/01/98
08/21/98	Second Bank & Trust Culpeper, VA	390 University Boulevard City of Harrisonburg, VA	Approved 09/30/98
08/24/98	The Bank of Hampton Roads Chesapeake, VA	Border Station Shopping Center State Route 168, City of Chesapeake, VA	Approved 10/07/98

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
08/26/98	The Bank of Tidewater Virginia Beach, VA	6330 Newtown Road, Suite 100 City of Norfolk, VA	Approved 10/06/98
08/31/98	Crestar Bank Richmond, VA	The Market Place at College Park 4740 Cherry Hill Road, College Park, MD	Approved 10/09/98
09/15/98	The Fauquier Bank Warrenton, VA	8097 Sudley Road Prince William County, VA	Approved 10/19/98
09/21/98	Metro-County Bank of Virginia, Inc. Mechanicsville, VA	2801 North Parham Road Henrico County, VA	Approved 10/28/98
09/23/98	First Virginia Bank - Southwest Roanoke, VA	7480 Lee Highway City of Radford, VA	Approved 11/06/98
10/01/98	Harbor Bank Newport News, VA	621 Old Oyster Point Road City of Newport News, VA	Approved 11/09/98
10/01/98	Planters Bank & Trust Company of Virginia Staunton, VA	1197 North Lee Highway Rockbridge County, VA	Approved 11/03/98
10/05/98	First Bank Strasburg, VA	661 North Loudoun Street City of Winchester, VA	Approved 11/06/98
10/07/98	Crestar Bank Richmond, VA	640 W. Southside Plaza City of Richmond, VA	Approved 11/23/98
10/09/98	Bank of Rockbridge Raphine, VA	1746 E. Market Street City of Harrisonburg, VA	Approved 11/20/98
10/09/98	Bank of Rockbridge Raphine, VA	817 Main Street Buchanan, Botetourt County, VA	Approved 11/20/98
10/19/98	F&M Bank-Northern Virginia Fairfax, VA	13927 Jefferson Davis Highway Woodbridge, Prince William County, VA	Approved 11/23/98
10/19/98	F&M Bank-Northern Virginia Fairfax, VA	4661 Sudley Road Catharpin, Prince William County, VA	Approved 11/23/98

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
11/04/98	Bank of the Commonwealth Norfolk, VA	Las Gaviotas Shopping Center 1245 Cedar Road, City of Chesapeake, VA	Pending
11/10/98	Towne Bank Portsmouth, VA	1510 South Military Highway City of Chesapeake, VA	Pending
11/10/98	Towne Bank Portsmouth, VA	984 First Colonial Road City of Virginia Beach, VA	Pending
11/12/98	The Commonwealth Bank Richmond, VA	12410 Gayton Road Henrico County, VA	Approved 12/16/98
11/13/98	Rockingham Heritage Bank Harrisonburg, VA	Wellington Plaza, Jefferson Highway Augusta County, VA	Approved 12/17/98
11/23/98	First Virginia Bank - Southwest Roanoke, VA	1140 East Stuart Drive City of Galax, VA	Pending
11/30/98	Branch Banking and Trust Company of Virginia Norfolk, VA	1421 Prince Street City of Alexandria, VA	Pending
11/30/98	Branch Banking and Trust Company of Virginia Norfolk, VA	1650 Tysons Boulevard McLean, Fairfax County, VA	Pending
11/30/98	Branch Banking and Trust Company of Virginia Norfolk, VA	6949 Commerce Street Springfield, Fairfax County, VA	Pending
12/04/98	Guaranty Bank Charlottesville, VA	The Shops at Wellesley Park Terrace and Lauderdale Drive, Henrico County, VA	Pending
12/09/98	The Bank of Hampton Roads Chesapeake, VA	1316 North Great Neck Road City of Virginia Beach, VA	Pending
12/14/98	Branch Banking and Trust Company of Virginia Norfolk, VA	3333-A South Crater Road City of Petersburg, VA	Pending
12/17/98	Crestar Bank Richmond, VA	Gayton Crossing Hannaford 1356 Gaskins Road, Henrico County, VA	Pending

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/28/98	Virginia Commerce Bank Arlington, VA	374 Maple Avenue Vienna, Fairfax County, VA	Pending
12/29/98	Shore Bank Onley, VA	118 Dunne Avenue Parksley, Accomack County, VA	Pending

BRANCH OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
01/29/98	Crestar Bank Richmond, VA	From: 340 Florida Avenue, N.E., Washington, DC To: 500 Morse Street, NE, Washington, DC	Approved 02/23/98
05/15/98	The Bank of Southside Virginia Carson, VA	From: Route 1402 & Route 1, Dinwiddie Courthouse, Dinwiddie County, VA To: 13909 Boydton Plank Road, Dinwiddie, Dinwiddie County, VA	Approved 06/26/98
07/07/98	The Peoples Bank Ewing, VA	From: Four Main Street, Rose Hill, Lee County, VA To: 200 Main Street, Rose Hill, Lee County, VA	Approved 08/24/98
08/21/98	Crestar Bank Richmond, VA	From: 206 Harundale Mall, Glen Burnie, MD To: Governor Ritchie Highway and Farrington Road, Glen Burnie, MD	Approved 10/01/98
09/16/98	Bank of McKenney McKenney, VA	From: 6700 River Road, Matoaca, Chesterfield County, VA To: 6300 River Road, Matoaca, Chesterfield County, VA	Approved 10/23/98
09/23/98	Branch Banking and Trust Company of Virginia Norfolk, VA	From: 316 S. Jefferson Street, City of Roanoke, VA To: 37 Church Avenue, SW, City of Roanoke, VA	Approved 11/03/98

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

BRANCH OFFICE RELOCATIONS (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
09/29/98	First Virginia Bank of Tidewater Norfolk, VA	From: 7901 Halprin Drive, City of Norfolk, VA To: 2222 East Little Creek Road, City of Norfolk, VA	Approved 11/06/98
10/16/98	First Virginia Bank of Tidewater Norfolk, VA	From: 9636 Granby Street, City of Norfolk, VA To: 131 West Ocean View Avenue, City of Norfolk, VA	Approved 11/13/98
11/24/98	Branch Banking and Trust Company of Virginia Norfolk, VA	From: 2531 W. Hundred Road, Chester, Chesterfield County, VA To: 12840 Jefferson Davis Highway, Chester, Chesterfield County, VA	Pending

MAIN OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
01/12/98	Metro-County Bank of Virginia, Inc. Mechanicsville, VA	From: 8194 Atlee Road, Mechanicsville, Hanover County, VA To: 8206 Atlee Road, Mechanicsville, Hanover County, VA	Approved 02/19/98

EFT FACILITIES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
02/02/98	Crestar Bank Richmond, VA	1001 Semmes Avenue City of Richmond, VA	Approved 02/26/98
02/12/98	Crestar Bank Richmond, VA	Sweetbriar College Highway 29, Sweetbriar, Amherst County, VA	Approved 03/04/98
02/18/98	The First Bank and Trust Company Lebanon, VA	18144 Lee Highway Abingdon, Washington County, VA	Approved 03/13/98

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE BANKING ACT**

EFT FACILITIES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
07/07/98	First Century Bank Wytheville, VA	680 West Lee Highway, US Route 11 Wytheville, Wythe County, VA	Approved 08/07/98
07/30/98	Farmers and Miners Bank Pennington Gap, VA	Lee Plaza, U. S. Highway 58 Jonesville, Lee County, VA	Approved 08/24/98
08/21/98	Bank of McKenney McKenney, VA	Etrick Chevron, 3000 E. River Road Etrick, Chesterfield County, VA	Withdrawn 09/16/98
11/02/98	Branch Banking and Trust Company of Virginia Norfolk, VA	681-A North Battlefield Boulevard City of Chesapeake, VA	Approved 11/30/98

TRUST AUTHORITY

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
10/21/97	United Bank	3801 Wilson Boulevard Arlington, VA	Withdrawn 01/30/98

BANK STATUS CHANGES - 1998**NEW BANKS**

June	08	James Monroe Bank opened for business at 3033 Wilson Boulevard, Arlington County, VA
August	10	Potomac Bank of Virginia opened for business at 133 Maple Avenue East, Vienna, Fairfax County, VA
October	28	New Peoples Bank, Inc. opened for business at State Route 80 and Gent Street, Honaker, Russell County, VA
November	16	Alliance Bank Corporation opened for business at 12735 Shops Lane, Fairfax County, VA
December	18	First Capital Bank opened for business at 4101 Dominion Boulevard, Henrico County, VA
December	28	Albemarle First Bank opened for business at 1265 Seminole Trail, Albemarle County, VA

MERGERS

March	20	Wachovia Bank of North Carolina, N.A., Winston Salem, NC merged into it Jefferson National Bank
March	20	Wachovia Bank of North Carolina, N.A., Winston Salem, NC merged into it Central Fidelity National Bank
April	01	F & M Bank - Richmond, Richmond, VA merged into it Peoples Bank of Virginia
April	17	The George Mason Bank, Fairfax, VA merged into it United Bank
April	17	Branch Banking and Trust Company of Virginia, Norfolk, VA merged into it Fidelity Federal Savings Bank
April	17	Branch Banking and Trust Company of Virginia, Norfolk, VA merged into it Virginia First Savings Bank, F.S.B.
June	01	F&M Bank-Northern Virginia, Fairfax, VA merged into it The Bank of Alexandria
July	31	Hanover Bank, Mechanicsville, VA merged into it First Community Bank
July	31	Hanover Bank, Mechanicsville, VA merged into it Regency Bank
August	14	Branch Banking and Trust Company of Virginia, Norfolk, VA merged into it Life Savings Bank, F.S.B.
September	18	Farmers & Merchants Bank-Eastern Shore, Onley, VA merged into it The Eastville Bank

BANK STATUS CHANGES - 1998**MERGERS (Continued)**

October	01	Sentinel Interim Bank (Phantom), Richlands, Tazewell County, VA merged into it First Sentinel Bank under the charter of Sentinel Interim Bank and title of First Sentinel Bank.
October	08	Virginia Heartland Interim Bank (Phantom), Spotsylvania County, VA merged into it Virginia Heartland Bank under the charter of Virginia Heartland Interim Bank and title of Virginia Heartland Bank.
December	18	Farmers & Merchants Bank-Eastern Shore, Onley, VA merged into it The Marine Bank

MERGERS - STATE BANKS INTO FEDERAL SAVINGS INSTITUTIONS

June	03	Cenit Bank, Virginia Beach, VA merged into Cenit Bank, FSB
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CONVERSIONS OF SAVINGS INSTITUTIONS TO STATE CHARTERED BANKS

March	31	Shore Bank, a Federal Savings Institution, Onley, VA converted to a state chartered bank under the title of Shore Bank
May	31	First Colonial Bank, FSB, VA converted to a state chartered bank under the title of First Colonial Bank

CHANGES IN TITLE

February	06	Princess Anne Bank, Virginia Beach, VA changed its name to CENIT Bank
April	17	The George Mason Bank, Fairfax, VA changed its name to United Bank
October	21	Bank of Isle of Wight, Smithfield, VA changed its name to James River Bank/Colonial
December	04	Bank of Rockbridge, Raphine, VA changed its name to One Valley Bank - Shenandoah

BRANCH OPENINGS

January	01	Union Bank and Trust Company, Bowling Green, VA opened a branch office at 11625 Brock Road, Spotsylvania County, VA
January	20	Second Bank & Trust, Culpeper, VA opened a branch office at 1920E Medical Avenue, City of Harrisonburg, VA
January	26	Bank of Clarke County, Berryville, VA opened a branch office at 40 West Piccadilly Street, City of Winchester, VA

BANK STATUS CHANGES - 1998**BRANCH OPENINGS (Continued)**

January	29	Bank of Ferrum, Ferrum, VA opened a branch office at the southeast corner of State Route 122 and Route 616, Franklin County, VA
February	17	Bank of Lancaster, Kilmarnock, VA opened a branch office at Route 3, Kings Highway, Montross, Westmoreland County, VA
February	17	Bank of Lancaster, Kilmarnock, VA opened a branch office at 610 West Richmond Road, Warsaw, Richmond County, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 99 Bank Street, Boynton, Mecklenburg County, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 1145 East Atlantic, South Hill, Mecklenburg County, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 122 West Atlantic, South Hill, Mecklenburg County, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 110 Church Avenue, City of Roanoke, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 544 Stuart Drive East, City of Galax, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 1959 Valley View, City of Roanoke, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 702 Fairmount Avenue, Honaker, Russell County, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at U.S. Highway 23 North, Weber, Scott County, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 530 Main Street, City of Danville, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 3320 Riverside Drive, City of Danville, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 605 West Main Street, City of Danville, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 1500 Piney Forest Road, City of Danville, VA
February	17	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at U. S. Route 11 and Trinkle, Dublin, Pulaski County, VA
February	17	King George State Bank, Inc., King George, VA opened a branch office at State Route 205 - McKinney Boulevard, Colonial Beach, Westmoreland County, VA

BANK STATUS CHANGES - 1998**BRANCH OPENINGS (Continued)**

February	17	Northern Neck State Bank, Warsaw, VA opened a branch office at 284 North Main Street, Kilmarnock, Lancaster County, VA
February	17	Northern Neck State Bank, Warsaw, VA opened a branch office at 485 Chesapeake Drive, White Stone, Lancaster County, VA
February	17	Northern Neck State Bank, Warsaw, VA opened a branch office at Route 360 - Main Street, Reedville, Northumberland County, VA
February	17	Northern Neck State Bank, Warsaw, VA opened a branch office at 15043 Northumberland Highway, Burgess, Northumberland County, VA
February	18	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 196 East Jackson Street, Gate City, Scott County, VA
March	02	The Bank of Hampton Roads, Chesapeake, VA opened a branch office at 4500 East Princess Anne Road, City of Norfolk, VA
March	23	Farmers and Miners Bank, Pennington Gap, VA opened a branch office at Piggly Wiggly Grocery Store, Piggly Wiggly Shopping Center, Chase St., Clintwood, Dickenson County, VA
April	02	Southern Financial Bank, Warrenton, VA opened a branch office at 46910 Community Plaza, Sterling, Loudoun County, VA
April	06	Crestar Bank, Richmond, VA opened a branch office at 6075 Gorgas Road, Fort Belvoir, Fairfax County, VA
April	13	Potomac Valley Bank, Gaithersburg, MD opened a branch office at 19400 Leisure World Boulevard, Lansdowne, Loudoun County, VA
April	13	First National Bank of Maryland, Baltimore, MD opened a branch office at 21700 Town Center Plaza, Sterling, Loudoun County, VA
April	15	Bank of McKenney, McKenney, VA opened a branch office at 6700 River Road, Matoaca, Chesterfield County, VA
April	15	The Bank of Northern Virginia, Arlington, VA opened a branch office at 200 Little Falls Street, City of Falls Church, VA
May	02	Centura Bank, Rocky Mount, NC opened a branch office at 101 Village Avenue, York County, VA
May	04	The Horizon Bank of Virginia, Fairfax, VA opened a branch office at 7857 Heritage Drive, Annandale, Fairfax County, VA
May	15	Bank of Rockbridge, Raphine, VA opened a branch office at Lexington Crossing, U.S. Rt 11 North, Wal-mart Supercenter, Rockbridge County, VA
May	16	Crestar Bank, Richmond, VA opened a branch office at 3507 West Cary Street, City of Richmond, VA

BANK STATUS CHANGES - 1998**BRANCH OPENINGS (Continued)**

June	01	Peoples Community Bank, Montross, VA opened a branch office at the southeast corner of the intersection of State Route 3 and State Route 607, Stafford County, VA
June	01	Union Bank and Trust Company, Bowling Green, VA opened a branch office at 2811 Fall Hill Avenue, City of Fredericksburg, VA
June	05	Southside Bank, Tappahannock, VA opened a branch office at 7132 George Washington Memorial Hwy, Gloucester, Gloucester County, VA
June	06	Centura Bank, Rocky Mount, NC opened a branch office at 5237 Providence Road, Suite 975, City of Virginia Beach, VA
June	16	Central Virginia Bank, Powhatan, VA opened a branch office at 1368 Anderson Highway, Cumberland County, VA
June	19	Chesapeake Bank, Kilmarnock, VA opened a branch office at 1229 Lafayette Street, City of Williamsburg, VA
June	22	The Bank of Floyd, Floyd, VA opened a branch office at 185 South Main Street, Hillsville, Carroll County, VA
June	27	Centura Bank, Rocky Mount, NC opened a branch office at 5601 High Street West, City of Portsmouth, VA
June	29	First Virginia Bank-Piedmont, Lynchburg, VA opened a branch office at 143 Crown Drive, City of Danville, VA
June	29	F & M Bank - Winchester, Winchester, VA opened a branch office at 8 W. Market Street, Leesburg, Loudoun County, VA
July	01	Guaranty Bank, Charlottesville, VA opened a branch office at 1022 West Main Street, City of Charlottesville, VA
July	03	Virginia Commerce Bank, Arlington, VA opened a branch office at 10777 Main Street, City of Fairfax, VA
July	13	Hanover Bank, Mechanicsville, VA opened a branch office at 9564 Kings Charter Drive, Hanover County, VA
July	20	First Virginia Bank-Mountain Empire, Wise, VA opened a branch office at Kroger Supermarket, Gate City Highway and Midway Street, City of Bristol, VA
July	20	Peninsula Trust Bank, Incorporated, Gloucester, VA opened a branch office at State Routes 33 & 670, Mattaponi, King and Queen County, VA
July	20	Harbor Bank, Newport News, VA opened a branch office at 14801 Warwick Boulevard, City of Newport News, VA
July	24	First Virginia Bank of Tidewater, Norfolk, VA opened a branch office at 1521 Sams Circle, City of Chesapeake, VA

BANK STATUS CHANGES - 1998**BRANCH OPENINGS (Continued)**

August	06	Bank of McKenney, McKenney, VA opened a branch office at 20815 Chesterfield Plaza, Ettrick, Chesterfield County, VA
August	10	Centura Bank, Rocky Mount, NC opened a branch office at 4460 Corporation Lane, Suites A & B, City of Virginia Beach, VA
August	14	The Bank of Marion, Marion, VA opened a branch office at U.S. Highway 23 North and Legion Street, Weber City, Scott County, VA
August	14	The Bank of Marion, Marion, VA opened a branch office at 196 East Jackson Street, Gate City, Scott County, VA
August	14	The Bank of Marion, Marion, VA opened a branch office at 702 Fairmont Avenue, Honaker, Russell County, VA
September	14	Crestar Bank, Richmond, VA opened a branch office at the Fort Belvoir Commissary, 6020 Gorgas Road, Suite 101, Fort Belvoir, Fairfax County, VA
September	16	First Virginia Bank - Southwest, Roanoke, VA opened a branch office at 313 West Thacker Drive, Riverbend Mall, City of Covington, VA
September	21	Union Bank and Trust Company, Bowling Green, VA opened a branch office at 6110 Mechanicsville Turnpike, Mechanicsville, Hanover County, VA
September	21	F & M Bank - Richmond, Richmond, VA opened a branch office at 17650 Midlothian Turnpike, Midlothian, Chesterfield County, VA
September	21	F & M Bank - Richmond, Richmond, VA opened a branch office at 4851 South Laburnum Avenue, Henrico County, VA
September	28	Community Bank of Northern Virginia, Sterling, VA opened a branch office at 302 Maple Avenue, Vienna, Fairfax County, VA
September	28	Bank of Suffolk, Suffolk, VA opened a branch office at 1514 Holland Road, City of Suffolk, VA
September	28	One Valley Bank - East, National Association, Martinsburg, WV opened a branch office at 426 Weems Lane, City of Winchester, VA
October	01	Planters Bank & Trust Company of Virginia, Staunton, VA opened a branch office at 375 North Mason Street, City of Harrisonburg, VA
October	05	Metro-County Bank of Virginia, Inc., Mechanicsville, VA opened a branch office at 5419 Lakeside Avenue, Henrico County, VA
October	13	Bank of Suffolk, Suffolk, VA opened a branch office at 3216 Western Branch Boulevard, City of Chesapeake, VA
October	19	Franklin National Bank of Washington, D.C., Washington, DC opened a branch office at 6949 Commerce Street, Springfield, Fairfax County, VA

BANK STATUS CHANGES - 1998**BRANCH OPENINGS (Continued)**

October	19	One Valley Bank - East, National Association, Martinsburg, WV opened a branch office at 1000 Berryville Avenue, City of Winchester, VA
October	19	F&M Bank-Northern Virginia, Fairfax, VA opened a branch office at Section 4B, Phase 2, Lot B-2, South Riding, Loudoun County, VA
October	20	First Virginia Bank-Mountain Empire, Wise, VA opened a branch office at 3000 Lee Highway, City of Bristol, VA
October	20	Bank of Isle of Wight, Smithfield, VA opened a branch office at 4000 George Washington Highway, York County, VA
October	22	Peninsula Trust Bank, Incorporated, Gloucester, VA opened a branch office at 100 McLaws Circle, James City County, VA
October	26	First Virginia Bank, Falls Church, VA opened a branch office at 5844 Mapledale Plaza, Woodbridge, Prince William County, VA
November	02	One Valley Bank - East, National Association, Martinsburg, WV opened a branch office at 440 East Main Street, Purcellville, Loudoun County, VA
November	02	New Peoples Bank, Inc., Honaker, VA opened a branch office at 131 U. S. Route 23 South, Weber City, Scott County, VA
November	03	Bank of Isle of Wight, Smithfield, VA opened a branch office at 776 J. Clyde Morris Boulevard, City of Newport News, VA
November	04	First Virginia Bank-Colonial, Richmond, VA opened a branch office at 6127 Mechanicsville Turnpike, Mechanicsville, Hanover County, VA
November	05	Guaranty Bank, Charlottesville, VA opened a branch office at Outparcel 1, Lake Monticello Plaza, State Route 53 and Turkey Sag Trail, Lake Monticello, Fluvanna County, VA
November	24	First Virginia Bank of Tidewater, Norfolk, VA opened a branch office at Greenbrier Mall, 1401 Greenbrier Parkway, City of Chesapeake, VA
December	07	Crestar Bank, Richmond, VA opened a branch office at 640 W. Southside Plaza, City of Richmond, VA
December	07	Second Bank & Trust, Culpeper, VA opened a branch office at 390 University Boulevard, City of Harrisonburg, VA
December	07	First Virginia Bank-Colonial, Richmond, VA opened a branch office at Richmond International Airport, 1 Richard E. Byrd Terminal Drive, Henrico County, VA
December	07	Bank of Rockbridge, Raphine, VA opened a branch office at 817 Main Street, Buchanan, Botetourt County, VA
December	08	Bank of Rockbridge, Raphine, VA opened a branch office at 1746 E. Market Street, City of Harrisonburg, VA

BANK STATUS CHANGES - 1998**BRANCH OPENINGS (Continued)**

December	10	Crestar Bank, Richmond, VA opened a branch office at Fort Lee Commissary, 400 Shop Road, Fort Lee, Prince George County, VA
December	14	First Colonial Bank, Hopewell, VA opened a branch office at 2141 East Hundred Road, Enon, Chesterfield County, VA
December	19	First Bank, Strasburg, VA opened a branch office at 661 North Loudoun Street, City of Winchester, VA
December	20	Highlands Union Bank, Abingdon, VA opened a branch office at 506 Maple Street, Glade Spring, Washington County, VA
December	30	The Commonwealth Bank, Richmond, VA opened a branch office at 707 East Main Street, City of Richmond, VA

MAIN OFFICE REDESIGNATIONS

August	14	Branch Banking and Trust Company of Virginia, Norfolk, VA redesignated its main office from 3450 Pacific Avenue, City of Virginia Beach, VA to 109 East Main Street, City of Norfolk, VA
September	30	Bank of Suffolk, Suffolk, VA redesignated its main office from 101 East Washington Street, City of Suffolk, VA to 1514 Holland Road, City of Suffolk, VA

MAIN OFFICE RELOCATIONS

April	27	Metro-County Bank of Virginia, Inc., Mechanicsville, VA relocated its main office from 8194 Atlee Road, Mechanicsville, Hanover County, VA to 8206 Atlee Road, Mechanicsville, Hanover County, VA
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BRANCH OFFICE RELOCATIONS

January	05	F&M Bank-Northern Virginia, Fairfax, VA relocated a branch office from 14006 Lee-Jackson Highway, Chantilly, Fairfax County, VA to 13821 Lee-Jackson Highway, Chantilly, Fairfax County, VA
March	20	Crestar Bank, Richmond, VA relocated a branch office from 340 Florida Avenue, N.E., Washington, DC to 500 Morse Street, NE, Washington, DC
June	01	Peninsula Trust Bank, Incorporated, Gloucester, VA relocated a branch office from 832 Newport Square Shopping Center, City of Newport News, VA to 737 J. Clyde Morris Boulevard, City of Newport News, VA
October	23	Branch Banking and Trust Company of Virginia, Norfolk, VA relocated a branch office from 552 South Battlefield Boulevard, City of Chesapeake, VA to 238 South Battlefield Boulevard, City of Chesapeake, VA

BANK STATUS CHANGES - 1998**BRANCH OFFICE RELOCATIONS (Continued)**

December	15	Bank of McKenney, McKenney, VA relocated a branch office from 6700 River Road, Matoaca, Chesterfield County, VA to 6300 River Road, Matoaca, Chesterfield County, VA
December	21	First Virginia Bank of Tidewater, Norfolk, VA relocated a branch office from 7901 Halprin Drive, City of Norfolk, VA to 2222 East Little Creek Road, City of Norfolk, VA

EFT FACILITY OPENINGS

April	03	Crestar Bank, Richmond, VA opened an EFT facility at the Fort Belvoir Shopette, 13th Street, Building 1155, Fort Belvoir, Fairfax County, VA
May	13	Crestar Bank, Richmond, VA opened an EFT facility at 1001 Semmes Avenue, City of Richmond, VA
August	07	Crestar Bank, Richmond, VA opened an EFT facility at Sweetbriar College, Highway 29, Sweetbriar, Amherst County, VA
November	18	First Century Bank, Wytheville, VA opened an EFT facility at 680 West Lee Highway, US Route 11, Wytheville, Wythe County, VA
December	08	Bank of Rockbridge, Raphine, VA opened an EFT facility at 608 West 29th Street, City of Buena Vista, VA

BRANCH OFFICE CLOSINGS

January	09	First Virginia Bank, Falls Church, VA closed its branch office at 137 Spotsylvania Mall, Spotsylvania County, VA
February	27	First Virginia Bank of Tidewater, Norfolk, VA closed its branch office at U.S. Route 13, New Church, Accomack County, VA
March	31	Crestar Bank, Richmond, VA closed its branch office at 5419 Lakeside Avenue, Henrico County, VA
April	03	Crestar Bank, Richmond, VA closed its branch office at 8702 Richmond Highway, Fairfax County, VA
April	03	Crestar Bank, Richmond, VA closed its branch office at 5995 12th Street, Fort Belvoir, Fairfax County, VA
April	17	United Bank, Fairfax, VA closed its branch office at 1225 Eye Street, N.W., Washington, DC
April	17	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at Commerce Plaza I, 2809 Emerywood Parkway, Suite 510, Henrico County, VA

BANK STATUS CHANGES - 1998

BRANCH OFFICE CLOSINGS (Continued)

April	17	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 2809 Emerywood Parkway, Henrico County, VA
April	18	United Bank, Fairfax, VA closed its branch office at 12120 Sunset Hills Road, Reston, Fairfax County, VA
April	18	United Bank, Fairfax, VA closed its branch office at 1301 Beverly Road, McLean, Fairfax County, VA
April	18	United Bank, Fairfax, VA closed its branch office at 302 West Maple Avenue, Vienna, Fairfax County, VA
April	20	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 10051 Midlothian Turnpike, Chesterfield County, VA
April	30	United Bank, Fairfax, VA closed its branch office at 4221 Walney Road, Chantilly, Fairfax County, VA
May	05	United Bank, Fairfax, VA closed its branch office at 101 East Holly Avenue, Sterling, Loudoun County, VA
May	05	United Bank, Fairfax, VA closed its branch office at 3065 Centreville Road, Herndon, Fairfax County, VA
May	29	F&M Bank-Northern Virginia, Fairfax, VA closed its branch office at 200 North Washington Street, City of Alexandria, VA
June	30	Crestar Bank, Richmond, VA closed its branch office at 4601 North Fairfax Drive, Arlington County, VA
June	30	Crestar Bank, Richmond, VA closed its branch office at 1225 Connecticut Avenue, N.W., Washington, DC
June	30	Crestar Bank, Richmond, VA closed its branch office at 1776 H Street N.W., Washington, DC
June	30	Crestar Bank, Richmond, VA closed its branch office at 2131 Viers Mill Road, Rockville, MD
June	30	Crestar Bank, Richmond, VA closed its branch office at 14401 Sweitzer Lane, Laurel, MD
June	30	Crestar Bank, Richmond, VA closed its branch office at 8601 Westwood Center Drive, Suite F, Vienna, Fairfax County, VA
July	01	F & M Bank - Richmond, Richmond, VA closed its branch office at 9440 Ironbridge Road, Chesterfield County, VA
July	03	Crestar Bank, Richmond, VA closed its branch office at 4415 East West Highway (D-I), Riverdale, MD

BANK STATUS CHANGES - 1998

BRANCH OFFICE CLOSINGS (Continued)

July	15	Crestar Bank, Richmond, VA closed its branch office at Adele H. Stamp Union, College Park, MD
August	01	First Virginia Bank, Falls Church, VA closed its branch office at 5836 North Kings Highway, Fairfax County, VA
August	14	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 150 Boush Street, City of Norfolk, VA
August	15	First Virginia Bank of Tidewater, Norfolk, VA closed its branch office at 121 Ocean View Avenue, City of Norfolk, VA
August	17	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 3921 Poplar Hill Road, City of Chesapeake, VA
August	17	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 1400 Kempsville Road, City of Chesapeake, VA
August	17	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 4530 East Virginia Beach Boulevard, City of Virginia Beach, VA
August	17	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 3225 High Street, City of Portsmouth, VA
August	17	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 6201 Portsmouth Boulevard, City of Portsmouth, VA
August	17	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 330 West Constance Road, City of Suffolk, VA
August	17	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 501 South Independence Boulevard, City of Virginia Beach, VA
August	17	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 1316 North Great Neck Road, City of Virginia Beach, VA
August	17	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 3801 Pacific Avenue, City of Virginia Beach, VA
August	17	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 2089 General Booth Boulevard, City of Virginia Beach, VA
October	09	First Virginia Bank-Clinch Valley, Tazewell, VA closed its branch office at Old Route 460, Raven, Tazewell County, VA
October	23	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 213 Battlefield Boulevard, City of Chesapeake, VA
October	23	Branch Banking and Trust Company of Virginia, Norfolk, VA closed its branch office at 681-A North Battlefield Boulevard, City of Chesapeake, VA

BANK STATUS CHANGES - 1998**BRANCH OFFICE CLOSINGS (Continued)**

November	10	United Bank, Fairfax, VA closed its branch office at 8669 Sudley Road, City of Manassas, VA
November	10	United Bank, Fairfax, VA closed its branch office at 511 West Broad Street, City of Falls Church, VA
November	27	First Virginia Bank-Mountain Empire, Wise, VA closed its branch office at Main Street, Pound, Wise County, VA
December	09	Crestar Bank, Richmond, VA closed its branch office at 5800 West High Street, City of Portsmouth, VA

EFT FACILITY CLOSINGS

January	08	Crestar Bank, Richmond, VA closed its EFT facility located at U.S. Highway 11 North, Wal-Mart #1355, Rockbridge County, VA
January	30	Crestar Bank, Richmond, VA closed its EFT facility located at 7900 Westpark Drive, Mclean, Fairfax County, VA
February	12	Crestar Bank, Richmond, VA closed its EFT facility located at 3551 Halifax Road, Wal-Mart #1345, Halifax County, VA
February	24	Chesapeake Bank, Kilmarnock, VA closed its EFT facility located at 6823 George Washington Memorial Hwy, Gloucester, Gloucester County, VA
March	06	Crestar Bank, Richmond, VA closed its EFT facility located at Colonial Williamsburg Visitor Center, 100 Visitor Center Drive, City of Williamsburg, VA
April	15	Crestar Bank, Richmond, VA closed its EFT facility located at 4802 Rocks Road, Pylesville, MD
April	15	Crestar Bank, Richmond, VA closed its EFT facility located at 2420 Whiteford Road, Whiteford, MD
May	12	First Virginia Bank - Southwest, Roanoke, VA closed its EFT facility located at 112 West Main Street, Christiansburg, Montgomery County, VA
May	21	Crestar Bank, Richmond, VA closed its EFT facility located at South Campus Dining Hall, University of Maryland, College Park, MD
July	11	Crestar Bank, Richmond, VA closed its EFT facility located at Adele H. Stamp Union Building, University of Maryland Campus, College Park, MD
July	11	Crestar Bank, Richmond, VA closed its EFT facility located at Ellicott Hall Dormitory, Stadium Drive, College Park, MD
July	11	Crestar Bank, Richmond, VA closed its EFT facility located at Byrd Stadium/Cole Field House, University of Maryland Campus, College Park, MD

BANK STATUS CHANGES - 1998**EFT FACILITY CLOSINGS (Continued)**

August	24	Crestar Bank, Richmond, VA closed its EFT facility located at 10700 North Park Drive, Glen Allen, Henrico County, VA
August	28	Crestar Bank, Richmond, VA closed its EFT facility located at 10400 Fernwood Road, Bethesda, MD
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 7412 Stream Walk Lane, Wal-Mart #1825, Prince William County, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 950 Edwards Ferry Road, N.E., Wal-Mart #1904, Leesburg, Loudoun County, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 735 Southpark Boulevard, Sam's #6524, City of Colonial Heights, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 3912 Wards Road, Sam's #6458, City of Lynchburg, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 1995 East Market Street, Wal-Mart #1726, City of Harrisonburg, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 5800 Kingstowne Boulevard, Wal-Mart #2194, Franconia, Fairfax County, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 7910 Richmond Highway, Wal-Mart #2258, Fairfax County, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 217 Garrisonville Road, Wal-Mart #2438, Stafford County, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 975 Hilton Heights Road, Wal-Mart #1780, Albemarle County, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 14000 Worth Avenue, Wal-Mart #1852, Prince William County, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 970 Hilton Heights Road, Sam's #6365, Albemarle County, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 45131 Columbia Place, Wal-Mart #2038, Sterling, Loudoun County, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 4210 Franklin Road, Wal-Mart #1301, City of Roanoke, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 1455 Town Square Boulevard, Sam's #8220, City of Roanoke, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 1413 East Main Street, Wal-Mart #1399, Bedford County, VA

BANK STATUS CHANGES - 1998**EFT FACILITY CLOSINGS (Continued)**

December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 3700 Plank Road, Wal-Mart #1833, Spotsylvania County, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 14050 Worth Avenue, Sam's #6371, Prince William County, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at 13059 Fair Lakes Boulevard, Wal-Mart #2015, Fairfax County, VA
December	15	Crestar Bank, Richmond, VA closed its EFT facility located at George Washington Mem. Hwy., Wal-Mart #1759, Gloucester County, VA

REPORT OF CONDITION

	B-933 *FIRST VIRGINIA BANK-MOUNTAIN EMPIRE		B-953 *HIGHLANDS UNION BANK	
	ABINGDON		ABINGDON	
	23 OFFICES		7 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$ 17,526		\$ 9,498	
a. Non interest-bearing balances and currency and coin	17,526		9,455	
b. Interest-bearing balances	0		43	
2. Securities	83,499		48,848	
a. Held to Maturity	82,952		0	
b. Available for sale	547		48,848	
3. Federal Funds sold and securities purchased under agreements to resell	5,940		0	
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income	278,681		233,372	
b. LESS: Allowance for loan and lease losses.....	3,333		2,008	
c. LESS: Allocated transfer risk reserve	0		0	
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	275,348		231,364	
5. Assets held in trading accounts.....	0		0	
6. Premises and fixed assets.....	7,186		6,868	
7. Other real estate owned.....	285		105	
8. Investments in unconsolidated subsidiaries and associated companies	0		3	
9. Customers' liability to this bank on acceptances outstanding.....	0		0	
10. Intangible assets.....	4,997		0	
11. Other assets.....	4,533		5,292	
12. TOTAL ASSETS.....	\$ 399,314		\$ 301,978	
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$ 351,305		\$ 272,721	
(1) Noninterest-bearing	52,590		36,562	
(2) Interest-bearing.....	298,715		236,159	
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.....	4,959		503	
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		6,763	
a. With remaining maturity of one year or less.....	0		164	
b. With remaining maturity of one to three years	0		327	
c. With remaining maturity of more than three years.....	0		6,272	
18. Bank's liability on acceptances executed and outstanding.....	0		0	
19. Notes and debentures subordinated to deposits.....	0		0	
20. Other liabilities.....	2,375		2,220	
21. TOTAL LIABILITIES	358,639		282,207	
EQUITY CAPITAL				
22. Perpetual preferred stock.....	0		0	
23. Common Stock	6,250		4,645	
24. Surplus.....	11,586		5,201	
25. a. Undivided profits and capital reserves	22,839		10,019	
b. Net unrealized gains(losses) on available-for-sale securities	0		(94)	
26. Cumulative foreign currency translation adjustments.....	0		0	
27. TOTAL EQUITY CAPITAL.....	40,675		19,771	

STATE CORPORATION COMMISSION

45

28. TOTAL LIABILITIES AND EQUITY CAPITAL

\$ 399,314

\$ 301,978

* Member of Federal Reserve
DECEMBER 31, 1998 (IN THOUSANDS OF DOLLARS)

B-638 BURKE & HERBERT BANK & TRUST COMPANY ALEXANDRIA	B-1039 *THE FARMERS BANK OF APPOMATTOX APPOMATTOX	B-1016 *THE BANK OF NORTHERN VIRGINIA ARLINGTON	B-1143 *JAMES MONROE BANK ARLINGTON	B-1096 *VIRGINIA COMMERCE BANK ARLINGTON	
12 OFFICES	4 OFFICES	3 OFFICES	1 OFFICE	8 OFFICES	
\$ 35,549	\$ 4,538	\$ 4,095	\$ 1,312	\$ 10,475	1
35,549	4,538	2,075	1,312	10,475	
0	0	2,020	0	0	
250,931	34,894	22,994	3,986	54,805	2
135,248	19,549	0	0	25,302	
115,683	15,345	22,994	3,986	29,503	
30,000	4,534	4,000	4,967	777	3
353,479	60,907	30,314	12,769	150,878	
5,842	943	485	132	1,438	
0	0	0	0	0	
347,637	59,964	29,829	12,637	149,440	4
0	0	0	0	0	5
16,558	2,197	554	493	4,977	6
416	0	124	0	0	7
0	0	0	0	0	8
0	0	0	0	53	9
0	0	0	0	1,915	10
9,250	1,417	1,140	106	0	11
\$ 690,341	\$ 107,544	\$ 62,736	\$ 23,501	\$ 222,442	12
\$ 612,220	\$ 90,427	\$ 48,672	\$ 16,781	\$ 188,743	13
130,625	9,540	13,508	6,494	31,121	
481,595	80,887	35,164	10,287	157,622	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	5,274	4,685	0	15,726	14
0	0	0	0	0	15a
839	0	681	0	1,000	16
839	0	0	0	600	
0	0	0	0	0	
0	0	681	0	400	
0	0	0	0	0	18
0	0	0	0	0	19
3,135	1,321	342	63	1,141	20
616,194	97,022	54,380	16,844	206,610	21
0	0	0	0	0	22
4,000	2,167	3,350	3,688	1,787	23
10,000	1,000	2,266	3,688	11,240	24
58,573	7,246	2,766	(707)	2,820	25a
1,574	109	(26)	(12)	(15)	25b

0	0	0	0	0	26
74,147	10,522	8,356	6,657	15,832	27
\$ 690,341	\$ 107,544	\$ 62,736	\$ 23,501	\$ 222,442	28

REPORT OF CONDITION

	B-12 *BANK OF CLARKE COUNTY BERRYVILLE 6 OFFICES	B-15 *CITIZENS BANK AND TRUST COMPANY BLACKSTONE 8 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 5,313	\$ 10,119
a. Non interest-bearing balances and currency and coin	5,306	5,510
b. Interest-bearing balances	7	4,609
2. Securities	42,095	29,586
a. Held to Maturity	28,667	28,774
b. Available for sale	13,428	812
3. Federal Funds sold and securities purchased under agreements to resell	2,323	33,041
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	95,933	151,833
b. LESS: Allowance for loan and lease losses.....	925	2,183
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	95,008	149,650
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	4,118	3,151
7. Other real estate owned.....	0	51
8. Investments in unconsolidated subsidiaries and associated companies	0	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	552	0
11. Other assets.....	2,457	2,493
12. TOTAL ASSETS.....	\$ 151,866	\$ 228,091
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 130,237	\$ 201,032
(1) Noninterest-bearing	21,316	19,705
(2) Interest-bearing.....	108,921	181,327
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	696	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)	5,000	1,600
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.....	5,000	1,600
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	1,016	1,806
21. TOTAL LIABILITIES	136,949	204,438
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	1,682	1,250
24. Surplus.....	1,184	850

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25. a. Undivided profits and capital reserves.....	11,990	21,553
b. Net unrealized gains(losses) on available-for-sale securities.....	61	0
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	14,917	23,653
28. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 151,866	\$ 228,091

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B-411 THE BLUE GRASS VALLEY BANK	B-20 *UNION BANK AND TRUST COMPANY	B-30 BANK OF BOTETOURT	B-946 THE BANK OF SOUTHSIDE VIRGINIA	B-1157 *ALBEMARLE FIRST BANK	
BLUE GRASS	BOWLING GREEN	BUCHANAN	CARSON	CHARLOTTESVILLE	
1 OFFICE	16 OFFICES	5 OFFICES	13 OFFICES	1 OFFICE	
\$ 970	\$ 30,165	\$ 2,768	\$ 11,487	\$ 279	1
380	28,971	2,661	11,359	272	
590	1,194	107	128	7	
2,347	102,807	20,047	88,843	209	2
2,283	2,398	7,220	18,092	0	
64	100,409	12,827	70,751	209	
1,420	0	7,529	15,347	6,000	3
14,238	298,264	78,806	159,178	0	
277	3,399	844	3,750	0	
0	0	0	0	0	
13,961	294,865	77,962	155,428	0	4
0	0	0	0	0	5
92	12,552	2,628	2,632	1,010	6
0	1,314	490	233	0	7
0	436	0	0	0	8
0	0	0	0	0	9
0	215	171	1,343	48	10
338	7,258	1,194	5,845	75	11
\$ 19,128	\$ 449,612	\$ 112,789	\$ 281,158	\$ 7,621	12
\$ 16,628	\$ 351,467	\$ 102,748	\$ 241,759	\$ 255	13
2,171	52,518	12,874	37,604	9	
14,457	298,949	89,874	204,155	246	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	31,667	0	0	0	14
0	0	0	0	0	15a
0	0	0	0	0	15b
0	26,000	0	0	0	16
0	0	0	0	0	
0	15,000	0	0	0	
0	11,000	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
113	4,704	657	4,509	460	20
16,741	413,838	103,405	246,268	715	21
0	0	0	0	0	22

500	7,200	1,220	291	2,909	23
64	2,800	1,150	2,000	4,285	24
1,823	24,134	6,696	31,807	(288)	25a
0	1,640	318	792	0	25b
0	0	0	0	0	26
2,387	35,774	9,384	34,890	6,906	27
\$ 19,128	\$ 449,612	\$ 112,789	\$ 281,158	\$ 7,621	28

REPORT OF CONDITION

	B-986 *F & M BANK - CENTRAL VIRGINIA		B-1128 *GUARANTY BANK	
	CHARLOTTESVILLE		CHARLOTTESVILLE	
	7 OFFICES		7 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$ 4,188		\$ 10,045	
a. Non interest-bearing balances and currency and coin	4,188		5,549	
b. Interest-bearing balances	0		4,496	
2. Securities	30,972		30,546	
a. Held to Maturity	16,759		2,344	
b. Available for sale	14,213		28,202	
3. Federal Funds sold and securities purchased under agreements to resell	8,520		480	
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income	40,356		163,064	
b. LESS: Allowance for loan and lease losses.....	541		1,002	
c. LESS: Allocated transfer risk reserve	0		0	
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	39,815		162,062	
5. Assets held in trading accounts.....	0		1,007	
6. Premises and fixed assets.....	2,572		7,031	
7. Other real estate owned.....	0		488	
8. Investments in unconsolidated subsidiaries and associated companies	0		0	
9. Customers' liability to this bank on acceptances outstanding.....	0		0	
10. Intangible assets.....	1,199		1,978	
11. Other assets.....	0		3,012	
12. TOTAL ASSETS.....	\$ 87,266		\$ 216,649	
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$ 74,184		\$ 172,805	
(1) Noninterest-bearing.....	19,886		8,977	
(2) Interest-bearing.....	54,298		163,828	
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.....	3,179		1,009	
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		22,786	
a. With remaining maturity of one year or less.....	0		21,000	
b. With remaining maturity of one to three years	0		0	
c. With remaining maturity of more than three years.....	0		1,786	
18. Bank's liability on acceptances executed and outstanding.....	0		0	
19. Notes and debentures subordinated to deposits	0		0	
20. Other liabilities.....	251		852	
21. TOTAL LIABILITIES	77,614		197,452	

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EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	1,881	2,000
24. Surplus.....	1,344	7,024
25. a. Undivided profits and capital reserves.....	6,346	10,084
b. Net unrealized gains(losses) on available-for-sale securities.....	81	89
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	9,652	19,197
28. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 87,266	\$ 216,649

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B-1013 *THE BANK OF HAMPTON ROADS	B-975 *THE COMMONWEALTH BANK	B-984 *COMMUNITY BANKERS' BANK	B-935 *MINERS EXCHANGE BANK	B-893 *THE STATE BANK OF THE ALLEGHENIES	
CHESAPEAKE	CHESTERFIELD	CHESTERFIELD	COEBURN	COVINGTON	
12 OFFICES	3 OFFICES	1 OFFICE	5 OFFICES	3 OFFICES	
\$ 8,421	\$ 5,231	\$ 5,007	\$ 5,128	\$ 4,974	1
8,421	2,204	5,002	5,128	4,974	
0	3,027	5	0	0	
29,262	234	4,657	16,793	39,942	2
28,686	0	0	4,349	0	
576	234	4,657	12,444	39,942	
11,382	5,181	34,759	3,034	5,000	3
124,719	27,021	19,852	33,932	98,100	
1,879	374	248	480	863	
0	0	0	0	0	
122,840	26,647	19,604	33,452	97,237	4
0	0	0	0	0	5
7,289	745	62	1,967	1,548	6
1,477	189	0	27	0	7
0	0	0	0	0	8
0	0	0	0	0	9
117	92	0	0	12	10
2,568	396	562	670	1,470	11
\$ 183,356	\$ 38,715	\$ 64,651	\$ 61,071	\$ 150,183	12
\$ 151,131	\$ 32,251	\$ 24,661	\$ 55,155	\$ 131,997	13
37,148	13,918	24,661	11,973	8,537	
113,983	18,333	0	43,182	123,460	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	35,194	0	0	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	
0	0	0	0	0	18
0	0	0	0	0	19

2,474	426	270	336	1,257	20
153,605	32,677	60,125	55,491	133,254	21
0	0	0	0	0	22
4,634	0	1,528	1,150	740	23
15,544	2,677	1,699	1,150	2,271	24
9,573	3,914	1,273	3,241	13,497	25a
0	(553)	26	39	421	25b
0	0	0	0	0	26
29,751	6,038	4,526	5,580	16,929	27
\$ 183,356	\$ 38,715	\$ 64,651	\$ 61,071	\$ 150,183	28

REPORT OF CONDITION

	B-1049 *SECOND BANK & TRUST		B-471 FIRST STATE BANK	
	CULPEPER		DANVILLE	
	7 OFFICES		2 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$ 6,196		\$ 1,858	
a. Non interest-bearing balances and currency and coin	6,179		1,259	
b. Interest-bearing balances	17		599	
2. Securities	80,503		8,844	
a. Held to Maturity	22,058		0	
b. Available for sale	58,445		8,844	
3. Federal Funds sold and securities purchased under agreements to resell	1,192		1,885	
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income	146,052		26,149	
b. LESS: Allowance for loan and lease losses	1,546		325	
c. LESS: Allocated transfer risk reserve	0		0	
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	144,506		25,824	
5. Assets held in trading accounts.....	0		0	
6. Premises and fixed assets.....	6,023		1,374	
7. Other real estate owned.....	89		90	
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		668	
11. Other assets.....	3,141		0	
12. TOTAL ASSETS.....	\$ 241,650		\$ 40,543	
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$ 210,396		\$ 30,930	
(1) Noninterest-bearing.....	33,894		2,931	
(2) Interest-bearing.....	176,502		27,999	
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.....	2,159		0	
15.a. Demand notes issued to the U.S. Treasury.....	0		573	
b. Trading Liabilities	227			
16. Other borrowed money (includes mortgages and capitalized leases)	100		0	
a. With remaining maturity of one year or less	50		0	
b. With remaining maturity of one to three years	50		0	
c. With remaining maturity of more than three years.....	0		0	

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18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	1,623	271
21. TOTAL LIABILITIES.....	214,505	31,774
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock.....	3,756	1,000
24. Surplus.....	1,317	2,000
25. a. Undivided profits and capital reserves.....	21,827	5,671
b. Net unrealized gains(losses) on available-for-sale securities.....	245	98
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	27,145	8,769
28. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 241,650	\$ 40,543

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B-655 *VIRGINIA BANK AND TRUST COMPANY	B-1045 *F & M BANK-EMPORIA	B-508 THE PEOPLES BANK	B-1140 *ALLIANCE BANK CORPORATION	B-957 *F & M BANK- NORTHERN VIRGINIA	
DANVILLE	EMPORIA	EWING	FAIRFAX	FAIRFAX	
5 OFFICES	3 OFFICES	4 OFFICES	1 OFFICE	27 OFFICES	
\$ 5,069	\$ 3,511	\$ 1,562	\$ 1,238	\$ 101,278	1
5,069	3,511	1,462	1,138	58,901	
0	0	100	100	42,377	
28,615	27,887	10,104	3,727	189,993	2
28,188	10,063	10,104	0	186,847	
427	17,824	0	3,727	3,146	
14,313	6,800	2,727	5,257	2,609	3
88,714	34,946	14,656	1,636	380,778	
888	458	138	16	4,955	
0	0	0	0	0	
87,826	34,488	14,518	1,620	375,823	4
0	0	0	0	0	5
2,170	556	1,127	248	18,090	6
396	0	0	0	4,883	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	477	0	1,466	10
1,284	907	0	145	7,424	11
\$ 139,673	\$ 74,149	\$ 30,515	\$ 12,235	\$ 701,566	12
\$ 121,159	\$ 65,089	\$ 26,330	\$ 4,040	\$ 601,270	13
22,497	9,113	3,560	807	89,225	
98,662	55,976	22,770	3,233	512,045	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	218	44,491	14
0	0	0	0	0	15a
0	0	0	0	0	15b
0	0	0	0	900	16
0	0	0	0	0	

0	0	0	0	0
0	0	0	0	900
0	0	0	0	0 18
0	0	0	0	0 19
1,036	274	98	55	2,338 20
122,195	65,363	26,428	4,313	648,999 21
0	0	0	0	0 22
3,136	2,000	470	3,328	0 23
9,293	400	1,053	4,992	12,184 24
5,049	6,358	2,564	(398)	22,014 25a
0	28	0	0	18,369 25b
0	0	0	0	0 26
17,478	8,786	4,087	7,922	52,567 27
\$ 139,673	\$ 74,149	\$ 30,515	\$ 12,235	\$ 701,566 28

REPORT OF CONDITION

	B-967 *UNITED BANK	B-746 *FIRST VIRGINIA BANK
	FAIRFAX	FALLS CHURCH
	23 OFFICES	90 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 57,793	\$ 151,722
a. Non interest-bearing balances and currency and coin	57,793	149,991
b. Interest-bearing balances	0	1,731
2. Securities	380,816	684,209
a. Held to Maturity	58,558	673,291
b. Available for sale	322,258	10,918
3. Federal Funds sold and securities purchased under agreements to resell	23,576	41,250
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	913,391	2,432,423
b. LESS: Allowance for loan and lease losses.....	13,063	28,169
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	900,328	2,404,254
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	16,879	32,224
7. Other real estate owned.....	1,677	1,556
8. Investments in unconsolidated subsidiaries and associated companies	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	29,763	564
11. Other assets.....	23,335	46,156
12. TOTAL ASSETS.....	\$ 1,434,167	\$ 3,361,935
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 1,138,311	\$ 2,969,203
(1) Noninterest-bearing	236,702	668,022
(2) Interest-bearing.....	901,609	2,301,181
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.....	108,759	132,982
15.a. Demand notes issued to the U.S. Treasury.....	5,219	0
b. Trading Liabilities		

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16. Other borrowed money (includes mortgages and capitalized leases)	0	3,061
a. With remaining maturity of one year or less	0	0
b. With remaining maturity of one to three years	0	2,648
c. With remaining maturity of more than three years	0	413
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	50,027	22,074
21. TOTAL LIABILITIES	1,302,316	3,127,320
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	3,430	0
24. Surplus	74,892	25,050
25. a. Undivided profits and capital reserves	52,457	25,500
b. Net unrealized gains (losses) on available-for-sale securities	1,072	184,065
26. Cumulative foreign currency translation adjustments	0	0
27. TOTAL EQUITY CAPITAL	131,851	234,615
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 1,434,167	\$ 3,361,935

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B-1090 *BANK OF FERRUM	B-85 THE BANK OF FINCASTLE	B-87 *THE BANK OF FLOYD	B-768 THE BANK OF FRANKLIN	B-1158 *VIRGINIA HEARTLAND BANK	
FERRUM	FINCASTLE	FLOYD	FRANKLIN	FREDERICKSBURG	
5 OFFICES	6 OFFICES	4 OFFICES	5 OFFICES	3 OFFICES	
\$ 6,519	\$ 3,277	\$ 10,086	\$ 4,382	\$ 3,550	1
6,404	3,277	2,944	4,382	3,550	
115	0	7,142	0	0	
31,176	6,726	41,298	31,768	22,963	2
2,320	6,334	14,711	0	0	
28,856	392	26,587	31,768	22,963	
0	10,191	11,825	7,733	4,725	3
108,460	76,590	85,731	48,978	73,907	
1,735	780	1,643	632	740	
0	0	0	0	0	
106,725	75,810	84,088	48,346	73,167	4
0	0	0	0	0	5
1,692	2,836	2,103	1,145	2,896	6
0	0	106	135	670	7
0	104	40	9	57	8
0	0	0	0	0	9
0	0	0	617	0	10
2,885	1,238	2,103	1,356	1,574	11
\$ 148,997	\$ 100,182	\$ 151,649	\$ 95,491	\$ 109,602	12
\$ 111,139	\$ 87,234	\$ 138,249	\$ 82,580	\$ 98,911	13
17,939	16,244	18,592	13,617	14,171	
93,200	70,990	119,657	68,963	84,740	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
8,246	0	0	1,501	0	14

63	0	0	0	0	0	15a
20,000	0	0	0	0	0	15b
0	0	0	0	0	0	16
5,000	0	0	0	0	0	
15,000	0	0	0	0	0	
0	0	0	0	0	0	18
0	0	0	0	0	0	19
944	546	871	1,595	1,086	20	
140,392	87,780	139,120	85,676	99,997	21	
0	0	0	0	0	0	22
2,000	90	4,655	476	2,321	23	
1,434	4,090	1,200	3,035	5,173	24	
5,206	8,222	6,521	5,977	1,946	25a	
(35)	0	153	327	165	25b	
0	0	0	0	0	0	26
8,605	12,402	12,529	9,815	9,605	27	
\$ 148,997	\$ 100,182	\$ 151,649	\$ 95,491	\$ 109,602	28	

REPORT OF CONDITION

	B-1148 *FIRST CAPITAL BANK		B-1021 *PENINSULA TRUST BANK, INCORPORATED	
	GLEN ALLEN		GLOUCESTER	
	1 OFFICE		7 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$ 1,129		\$ 4,475	
a. Non interest-bearing balances and currency and coin	977		4,475	
b. Interest-bearing balances	152		0	
2. Securities	222		38,794	
a. Held to Maturity	0		7,719	
b. Available for sale	222		31,075	
3. Federal Funds sold and securities purchased under agreements to resell	6,700		17,866	
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income	48		124,889	
b. LESS: Allowance for loan and lease losses.....	1		1,381	
c. LESS: Allocated transfer risk reserve	0		0	
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	47		123,508	
5. Assets held in trading accounts.....	0		0	
6. Premises and fixed assets.....	83		8,439	
7. Other real estate owned.....	0		65	
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		146	
11. Other assets.....	61		2,724	
12. TOTAL ASSETS.....	\$ 8,242		\$ 196,017	
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$ 831		\$ 176,984	
(1) Noninterest-bearing	237		28,085	
(2) Interest-bearing.....	594		148,899	
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	46
b. Trading Liabilities.....		
16. Other borrowed money (includes mortgages and capitalized leases).....	0	43
a. With remaining maturity of one year or less.....	0	24
b. With remaining maturity of one to three years.....	0	19
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.....	24	1,713
21. TOTAL LIABILITIES.....	855	178,786
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock.....	3,074	4,722
24. Surplus.....	4,612	6,700
25. a. Undivided profits and capital reserves.....	(299)	5,643
b. Net unrealized gains (losses) on available-for-sale securities.....	0	166
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	7,387	17,231
28. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 8,242	\$ 196,017

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B-955 *FIRST VIRGINIA BANK- COMMONWEALTH	B-809 *MINERS AND MERCHANTS BANK AND TRUST COMPANY	B-1035 *F & M BANK- MASSANUTTEN	B-1027 *ROCKINGHAM HERITAGE BANK	B-291 *BANK OF NORTHUMBERLAND INCORPORATED	
GRAFTON	GRUNDY	HARRISONBURG	HARRISONBURG	HEATHSVILLE	
20 OFFICES	7 OFFICES	9 OFFICES	4 OFFICES	3 OFFICES	
\$ 10,457	\$ 6,956	\$ 6,573	\$ 3,821	\$ 4,562	1
10,457	6,955	6,362	3,821	4,562	
0	1	211	0	0	
89,800	43,275	38,600	8,356	48,052	2
89,500	16,242	24,178	2,861	23,116	
300	27,033	14,422	5,495	24,936	
5,450	14,770	2,800	5,602	3,540	3
136,481	169,795	177,515	65,785	90,284	
1,508	2,110	2,123	836	1,289	
0	0	0	0	0	
134,973	167,685	175,392	64,949	88,995	4
0	0	0	0	0	5
6,026	3,744	3,449	2,078	603	6
77	779	0	0	0	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	0	0	0	10
2,373	2,730	3,350	975	1,863	11
\$ 249,156	\$ 239,939	\$ 230,164	\$ 85,781	\$ 147,615	12
\$ 220,901	\$ 213,532	\$ 191,068	\$ 73,709	\$ 136,314	13
45,978	31,143	20,095	10,730	13,317	
174,923	182,389	170,973	62,979	122,997	
0	0	0	0	0	

0	0	0	0	0
0	0	0	0	0
10,030	5,001	437	0	0 14
0	0	0	261	0 15a
0	0	17,157	1,000	0 16
0	0	0	0	0
0	0	0	1,000	0
0	0	17,157	0	0
0	0	0	0	0 18
0	0	0	0	0 19
1,972	1,443	921	296	613 20
232,903	219,976	209,583	75,266	136,927 21
0	0	0	0	0 22
5,000	918	2,028	7,210	2,542 23
5,000	2,628	1,484	1,163	865 24
6,253	16,243	16,839	2,118	7,126 25a
0	174	230	24	155 25b
0	0	0	0	0 26
16,253	19,963	20,581	10,515	10,688 27
\$ 249,156	\$ 239,939	\$ 230,164	\$ 85,781	\$ 147,615 28

REPORT OF CONDITION

	B-1050 *CAPITAL ONE BANK		B-898 *BANK OF CARROLL	
	HENRICO		HILLSVILLE	
	2 OFFICES		3 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$ 93,982		\$ 2,805	
a. Non interest-bearing balances and currency and coin	14,935		2,799	
b. Interest-bearing balances	79,047		6	
2. Securities	1,056,317		20,034	
a. Held to Maturity	0		3,214	
b. Available for sale	1,056,317		16,820	
3. Federal Funds sold and securities purchased under agreements to resell	111,800		8,730	
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income	5,124,351		45,662	
b. LESS: Allowance for loan and lease losses.....	191,522		731	
c. LESS: Allocated transfer risk reserve	0		0	
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	4,932,829		44,931	
5. Assets held in trading accounts.....	0		0	
6. Premises and fixed assets.....	165,959		1,059	
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.....	896,738		1,863	
12. TOTAL ASSETS.....	\$ 7,257,625		\$ 79,422	
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$ 956,897		\$ 63,320	
(1) Noninterest-bearing.....	136,176		11,325	

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(2) Interest-bearing.....	820,721	51,995
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	3,323	0
(1) Noninterest-bearing.....	560	0
(2) Interest-bearing.....	2,763	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	220,000	435
15.a. Demand notes issued to the U.S. Treasury.....	0	0
b. Trading Liabilities.....		53
16. Other borrowed money (includes mortgages and capitalized leases).....	4,682,002	10,000
a. With remaining maturity of one year or less.....	2,066,812	0
b. With remaining maturity of one to three years.....	1,679,342	0
c. With remaining maturity of more than three years.....	935,848	10,000
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	97,921	0
20. Other liabilities.....	471,068	631
21. TOTAL LIABILITIES.....	6,431,211	74,439
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock.....	100,004	0
24. Surplus.....	405,426	250
25. a. Undivided profits and capital reserves.....	258,246	600
b. Net unrealized gains(losses) on available-for-sale securities.....	62,954	4,113
26. Cumulative foreign currency translation adjustments.....	(216)	20
27. TOTAL EQUITY CAPITAL.....	826,414	4,983
28. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 7,257,625	\$ 79,422

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B-1153 *NEW PEOPLES BANK, INC.	B-1146 *FIRST COLONIAL BANK	B-1002 *BENCHMARK COMMUNITY BANK	B-625 *BANK OF LANCASTER	B-1051 *CHESAPEAKE BANK	
HONAKER	HOPEWELL	KENBRIDGE	KILMARNOCK	KILMARNOCK	
2 OFFICES	7 OFFICES	6 OFFICES	5 OFFICES	10 OFFICES	
\$ 3,782	\$ 14,836	\$ 5,235	\$ 5,096	\$ 5,529	1
1,252	3,065	5,235	5,096	5,529	
2,530	11,771	0	0	0	
338	25,837	23,507	59,122	41,925	2
0	8,862	4,247	0	0	
338	16,975	19,260	59,122	41,925	
17,496	0	17,415	12,008	7,000	3
13,339	121,629	134,592	114,542	118,645	
0	1,388	1,559	1,012	2,091	
0	0	0	0	0	
13,339	120,241	133,033	113,530	116,554	4
0	0	0	0	0	5
2,441	1,586	3,097	4,582	5,003	6
0	450	698	1,160	185	7
0	0	0	0	159	8
0	0	0	0	0	9
0	118	0	2,036	0	10
500	1,581	2,362	2,986	3,740	11
\$ 37,896	\$ 164,649	\$ 185,347	\$ 200,520	\$ 180,095	12

ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS

\$ 26,955	\$ 151,973	\$ 166,802	\$ 180,740	\$ 164,676	13
2,250	8,178	18,111	22,323	23,867	
24,705	143,795	148,691	158,417	140,809	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	38	0	586	0	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
246	1,093	960	1,175	1,444	20
27,201	153,104	167,762	182,501	166,120	21
0	0	0	0	0	22
4,500	2,000	2,000	5,703	2,000	23
6,195	500	900	3,016	2,952	24
0	8,972	14,522	8,663	8,868	25a
0	73	163	637	155	25b
0	0	0	0	0	26
10,695	11,545	17,585	18,019	13,975	27
\$ 37,896	\$ 164,649	\$ 185,347	\$ 200,520	\$ 180,095	28

REPORT OF CONDITION

	B-832 *KING GEORGE STATE BANK, INC.		B-892 *THE FIRST BANK AND TRUST COMPANY	
	KING GEORGE		LEBANON	
	2 OFFICES		6 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$ 3,591		\$ 8,144	
a. Non interest-bearing balances and currency and coin	3,591		7,035	
b. Interest-bearing balances	0		1,109	
2. Securities	19,984		23,967	
a. Held to Maturity	5,799		1,000	
b. Available for sale	14,185		22,967	
3. Federal Funds sold and securities purchased under agreements to resell	0		390	
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income	46,723		185,634	
b. LESS: Allowance for loan and lease losses.....	1,358		1,837	
c. LESS: Allocated transfer risk reserve.....	0		0	
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	45,365		183,797	
5. Assets held in trading accounts.....	0		0	
6. Premises and fixed assets.....	1,259		5,452	
7. Other real estate owned.....	119		196	
8. Investments in unconsolidated subsidiaries and associated companies	59		0	
9. Customers' liability to this bank on acceptances outstanding.....	0		0	
10. Intangible assets.....	1,671		0	
11. Other assets.....	1,584		3,065	
12. TOTAL ASSETS.....	\$ 73,632		\$ 225,011	

LIABILITIES		
13. Deposits.....		
a. In domestic offices	\$ 64,811	\$ 195,047
(1) Noninterest-bearing	10,255	33,445
(2) Interest-bearing.....	54,556	161,602
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.....	180	10,800
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	3,489
a. With remaining maturity of one year or less.....	0	333
b. With remaining maturity of one to three years.....	0	1,116
c. With remaining maturity of more than three years.....	0	2,040
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	1,032	1,002
21. TOTAL LIABILITIES	66,023	210,338
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	300	2,360
24. Surplus.....	2,540	2,103
25. a. Undivided profits and capital reserves.....	4,731	10,008
b. Net unrealized gains(losses) on available-for-sale securities.....	38	202
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	7,609	14,673
28. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 73,632	\$ 225,011

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B-968 *VIRGINIA COMMUNITY BANK LOUISA 6 OFFICES	B-1048 *THE PAGE VALLEY BANK LURAY 2 OFFICES	B-838 *FIRST VIRGINIA BANK - PIEDMONT LYNCHBURG 12 OFFICES	B-991 *SECURITY BANK CORPORATION MANASSAS 2 OFFICES	B-976 *THE BANK OF MARION MARION 9 OFFICES	
\$ 4,756	\$ 2,781	\$ 8,330	\$ 3,368	\$ 11,843	1
4,756	2,781	8,330	3,311	11,833	
0	0	0	57	10	
22,832	20,112	39,009	17,232	111,781	2
0	11,235	38,829	3,563	93,338	
22,832	8,877	180	13,669	18,443	
4,895	1,865	7,220	3,375	2,575	3
68,562	27,086	164,547	34,279	109,890	
690	542	1,849	710	1,173	
0	0	0	0	0	
67,872	26,544	162,698	33,569	108,717	4
0	0	0	0	0	5
2,361	1,488	2,670	2,175	4,172	6
521	0	0	568	0	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	2,570	0	5,136	10

1,437	900	0	930	3,805	11
\$ 104,674	\$ 53,690	\$ 222,497	\$ 61,217	\$ 248,029	12
\$ 96,387	\$ 48,525	\$ 199,112	\$ 52,395	\$ 223,854	13
17,095	7,175	31,513	16,673	18,762	
79,292	41,350	167,599	35,722	205,092	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	5,566	330	0	14
0	0	0	0	0	15a
56	0	0	0	400	16
56	0	0	0	0	
0	0	0	0	0	
0	0	0	0	400	
0	0	0	0	0	18
0	0	0	0	0	19
669	658	2,136	579	1,140	20
97,112	49,183	206,814	53,304	225,394	21
0	0	0	0	0	22
0	2,000	4,000	4,892	1,000	23
3,750	400	2,000	2,704	500	24
918	2,070	9,683	300	21,022	25a
2,933	37	0	17	113	25b
(39)	0	0	0	0	26
7,562	4,507	15,683	7,913	22,635	27
\$ 104,674	\$ 53,690	\$ 222,497	\$ 61,217	\$ 248,029	28

REPORT OF CONDITION

	B-899 *PIEDMONT TRUST BANK MARTINSVILLE 6 OFFICES	B-131 *BANK OF MCKENNEY MCKENNEY 5 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 16,213	\$ 3,513
a. Non interest-bearing balances and currency and coin	15,941	3,115
b. Interest-bearing balances	272	398
2. Securities	161,107	12,629
a. Held to Maturity	11,115	3,988
b. Available for sale	149,992	8,641
3. Federal Funds sold and securities purchased under agreements to resell	28,738	2,419
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	340,993	33,647
b. LESS: Allowance for loan and lease losses.....	5,360	445
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	335,633	33,202
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	2,857	3,899
7. Other real estate owned.....	44	0
8. Investments in unconsolidated subsidiaries and associated companies	0	3

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9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	0	0
11. Other assets.....	20,156	942
12. TOTAL ASSETS.....	\$ 564,748	\$ 56,607
LIABILITIES		
13. Deposits:.....		
a. In domestic offices.....	\$ 336,323	\$ 48,017
(1) Noninterest-bearing.....	60,352	7,644
(2) Interest-bearing.....	275,971	40,373
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.....	89,286	143
15. a. Demand notes issued to the U.S. Treasury.....	1,601	0
b. Trading Liabilities.....		
16. Other borrowed money (includes mortgages and capitalized leases).....	85,649	1,941
a. With remaining maturity of one year or less.....	85,649	400
b. With remaining maturity of one to three years.....	0	1,400
c. With remaining maturity of more than three years.....	0	141
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	6,176	555
21. TOTAL LIABILITIES.....	519,035	50,656
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock.....	3,690	901
24. Surplus.....	2,205	1,986
25. a. Undivided profits and capital reserves.....	40,498	3,057
b. Net unrealized gains(losses) on available-for-sale securities.....	(680)	7
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	45,713	5,951
28. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 564,748	\$ 56,607

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B-1010 *HERITAGE BANK	B-1124 *MAINSTREET BANK (CENTRAL VIRGINIA)	B-1127 *METRO-COUNTY BANK OF VIRGINIA, INC.	B-1028 *THE HORIZON BANK OF VIRGINIA	B-1043 *THE MIDDLEBURG BANK	
MCLEAN	MECHANICSVILLE	MECHANICSVILLE	MERRIFIELD	MIDDLEBURG	
1 OFFICE	15 OFFICES	2 OFFICES	4 OFFICES	3 OFFICES	
\$ 5,825	\$ 12,609	\$ 859	\$ 5,446	\$ 9,758	1
5,825	11,365	859	5,446	8,146	
0	1,244	0	0	1,612	
19,824	112,078	9,873	29,169	54,790	2
0	7,488	0	19,532	12,846	
19,824	104,590	9,873	9,637	41,944	
8,550	28,675	4,061	30,846	1,421	3
29,610	211,558	28,408	75,733	125,995	
429	3,383	190	1,011	1,063	
0	0	0	0	0	
29,181	208,175	28,218	74,722	124,932	4
0	0	0	0	0	5
345	6,440	1,138	3,106	5,584	6
263	200	0	426	200	7

0	0	0	0	0	0	8
0	0	0	0	0	0	9
0	200	43	93	0	0	10
788	6,459	632	1,602	2,808	0	11
\$ 64,776	\$ 374,836	\$ 44,824	\$ 145,410	\$ 199,493		12
\$ 53,442	\$ 270,497	\$ 37,768	\$ 115,021	\$ 172,681		13
17,386	50,051	3,701	29,081	36,884		
36,056	220,446	34,067	85,940	135,797		
0	0	0	0	0		
0	0	0	0	0		
0	0	0	0	0		
2,287	52,411	0	20,006	2,530		14
0	1,164	0	0	0		15a
						15b
0	20,000	0	0	6,000		16
0	0	0	0	1,000		
0	10,000	0	0	0		
0	10,000	0	0	5,000		
0	0	0	0	0		18
0	0	0	0	0		19
119	2,072	201	680	1,168		20
55,848	346,144	37,969	135,707	182,379		21
0	0	0	0	0		22
2,295	6,103	2,769	4,099	2,240		23
6,530	13,111	4,139	3,218	2,240		24
28	8,998	(24)	2,359	12,469		25a
75	480	(29)	27	165		25b
0	0	0	0	0		26
8,928	28,692	6,855	9,703	17,114		27
\$ 64,776	\$ 374,836	\$ 44,824	\$ 145,410	\$ 199,493		28

REPORT OF CONDITION

	B-992 *COUNTY BANK OF CHESTERFIELD		B-134 FIRST AND CITIZENS BANK	
	MIDLOTHIAN		MONTEREY	
	3 OFFICES		1 OFFICE	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$	4,547	\$	1,269
a. Non interest-bearing balances and currency and coin		4,258		1,240
b. Interest-bearing balances		289		29
2. Securities		24,974		10,324
a. Held to Maturity		650		1,383
b. Available for sale		24,324		8,941
3. Federal Funds sold and securities purchased under agreements to resell		10,689		1,000
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		74,307		35,386
b. LESS: Allowance for loan and lease losses.....		934		354
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....		73,373		35,032
5. Assets held in trading accounts.....		0		0

6. Premises and fixed assets.....	2,238	686
7. Other real estate owned.....	497	84
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.....	1,000	706
12. TOTAL ASSETS.....	<u>\$ 117,318</u>	<u>\$ 49,101</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices.....	\$ 106,880	\$ 44,082
(1) Noninterest-bearing.....	18,688	7,066
(2) Interest-bearing.....	88,192	37,016
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).....	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.....	643	1,157
21. TOTAL LIABILITIES.....	<u>107,523</u>	<u>45,239</u>
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock.....	3,966	600
24. Surplus.....	2,610	175
25. a. Undivided profits and capital reserves.....	3,149	3,042
b. Net unrealized gains(losses) on available-for-sale securities.....	70	45
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	<u>9,795</u>	<u>3,862</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL.....	<u>\$ 117,318</u>	<u>\$ 49,101</u>

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B-384 *PEOPLES COMMUNITY BANK MONTROSS 3 OFFICES	B-443 *THE FARMERS & MERCHANTS BANK OF CRAIG COUNTY NEW CASTLE 2 OFFICES	B-1116 HARBOR BANK NEWPORT NEWS 2 OFFICES	B-762 *BANK OF OF THE COMMONWEALTH NORFOLK 6 OFFICES	B-882 BRANCH BANKING AND TRUST COMPANY OF VIRGINIA NORFOLK 59 OFFICES	
\$ 1,824	\$ 1,056	\$ 1,988	\$ 5,340	\$ 84,631	1
1,824	1,056	1,888	5,332	84,002	
0	0	100	8	629	
10,016	7,247	23,146	22,998	578,224	2
6,767	7,159		5,666	0	
3,249	88	23,146	17,332	578,224	
1,427	3,394	4,927	7,378	291,312	3
52,726	20,999	41,448	91,204	2,341,767	
503	259	730	969	39,440	
0	0	0	0	0	

ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS

52,223	20,740	40,718	90,235	2,302,327	4
0	0	0	0	0	5
2,079	336	1,416	2,805	43,287	6
14	0	0	999	5,741	7
17	0	0	0	327	8
0	0	0	0	11	9
18	0	31	0	123,153	10
1,243	328	873	2,358	44,355	11
\$ 68,861	\$ 33,101	\$ 73,099	\$ 132,113	\$ 3,473,368	12
\$ 61,652	\$ 29,408	\$ 61,936	\$ 116,280	\$ 2,319,894	13
5,517	3,414	8,329	16,544	206,720	
56,135	25,994	53,607	99,736	2,113,174	
0	0	0	0	350	
0	0	0	0	0	
0	0	0	0	350	
0	0	919	2,484	208,418	14
0	0	0	0	3,642	15a
0	0	0	557	461,320	15b
0	0	0	0	126,153	16
0	0	0	0	182,928	
0	0	0	557	152,239	
0	0	0	0	11	18
0	0	0	0	0	19
564	144	482	1,440	22,133	20
62,216	29,552	63,337	120,761	3,015,768	21
0	0	0	0	0	22
663	1,050	5,000	1,374	6,886	23
301	230	4,992	3,421	358,098	24
5,634	2,269	(238)	6,603	90,748	25a
47	0	8	(46)	1,868	25b
0	0	0	0	0	26
6,645	3,549	9,762	11,352	457,600	27
\$ 68,861	\$ 33,101	\$ 73,099	\$ 132,113	\$ 3,473,368	28

REPORT OF CONDITION

	B-971 *FIRST VIRGINIA BANK OF TIDEWATER		B-947 *HERITAGE BANK & TRUST	
	NORFOLK		NORFOLK	
	36 OFFICES		4 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$	28,116	\$	3,604
a. Non interest-bearing balances and currency and coin		28,116		3,509
b. Interest-bearing balances		0		95
2. Securities		199,645		19,434
a. Held to Maturity		199,045		4,270
b. Available for sale		600		15,164
3. Federal Funds sold and securities purchased under agreements to resell		3,070		3,457
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		286,090		57,504
b. LESS: Allowance for loan and lease losses.....		3,082		895

c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	283,008	56,609
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	11,140	2,007
7. Other real estate owned.....	0	428
8. Investments in unconsolidated subsidiaries and associated companies	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	2,280	0
11. Other assets.....	6,108	1,520
12. TOTAL ASSETS.....	\$ 533,367	\$ 87,059
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 464,983	\$ 77,540
(1) Noninterest-bearing.....	103,266	14,779
(2) Interest-bearing.....	361,717	62,761
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.....	24,036	981
15.a. Demand notes issued to the U.S. Treasury.....	0	63
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.....	4,618	800
21. TOTAL LIABILITIES.....	493,637	79,384
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	12,000	1,000
24. Surplus.....	8,000	1,163
25. a. Undivided profits and capital reserves.....	19,730	5,424
b. Net unrealized gains(losses) on available-for-sale securities.....	0	88
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	39,730	7,675
28. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 533,367	\$ 87,059

* Member of Federal Reserve
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B-274 FARMERS & MERCHANTS BANK - EASTERN SHORE ONLEY	B-1142 *SHORE BANK ONLEY	B-900 *FARMERS AND MINERS BANK PENNINGTON GAP	B-164 LEE BANK & TRUST COMPANY PENNINGTON GAP	B-964 *THE COMMUNITY BANK PETERSBURG	
7 OFFICES	6 OFFICES	5 OFFICES	3 OFFICES	5 OFFICES	
\$ 4,060	\$ 4,615	\$ 15,935	\$ 3,572	\$ 4,258	1
4,058	3,263	3,624	3,549	4,258	
2	1,352	12,311	23	0	
47,539	32,158	13,090	37,967	14,397	2
250	3,697	8,191	0	7,612	
47,289	28,461	4,899	37,967	6,785	
6,400	0	1,575	3,785	15,071	3

ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS

128,902	80,579	37,998	62,423	68,112	
3,614	920	561	905	804	
0	0	0	0	0	
125,288	79,659	37,437	61,518	67,308	4
0	0	0	0	0	5
2,578	2,308	1,595	2,633	835	6
322	49	0	293	581	7
0	0	0	0	0	8
0	0	0	0	0	9
0	41	955	0	0	10
2,638	1,235	0	1,086	1,566	11
\$ 188,825	\$ 120,065	\$ 70,587	\$ 110,854	\$ 104,016	12
\$ 151,434	\$ 106,353	\$ 62,867	\$ 95,063	\$ 90,409	13
26,011	9,279	11,715	10,958	18,741	
125,423	97,074	51,152	84,105	71,668	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
1,426	0	0	0	0	14
0	0	0	0	0	15a
0	1,074	0	0	0	15b
0	1,000	0	0	0	16
0	0	0	0	0	
0	74	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
1,164	776	530	1,105	552	20
154,024	108,203	63,397	96,168	90,961	21
0	0	0	0	0	22
0	2,000	500	200	461	23
3,600	2,159	500	500	2,318	24
6,628	7,362	6,202	13,766	10,254	25a
24,367	341	(12)	220	22	25b
206	0	0	0	0	26
34,801	11,862	7,190	14,686	13,055	27
\$ 188,825	\$ 120,065	\$ 70,587	\$ 110,854	\$ 104,016	28

REPORT OF CONDITION

	B-368 *THE BANK OF CHARLOTTE COUNTY		B-995 *CENTRAL VIRGINIA BANK	
	PHENIX 4 OFFICES	POWHATAN 7 OFFICES		
ASSETS				
1. Cash and balances due from depository institutions:.....	\$ 3,364	\$ 7,813		
a. Non interest-bearing balances and currency and coin	3,344	7,799		
b. Interest-bearing balances	20	14		
2. Securities	11,606	56,291		
a. Held to Maturity	8,147	27,645		
b. Available for sale	3,459	28,646		
3. Federal Funds sold and securities purchased under agreements				

to resell	5,338	0
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	61,897	110,818
b. LESS: Allowance for loan and lease losses.....	768	1,267
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	61,129	109,551
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	1,275	4,461
7. Other real estate owned.....	0	480
8. Investments in unconsolidated subsidiaries and associated companies	44	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	0	0
11. Other assets.....	1,252	3,140
12. TOTAL ASSETS.....	\$ 84,008	\$ 181,736
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 75,453	\$ 154,844
(1) Noninterest-bearing.....	8,783	23,684
(2) Interest-bearing.....	66,670	131,160
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	5,080
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	5,036
a. With remaining maturity of one year or less.....	0	0
b. With remaining maturity of one to three years	0	
c. With remaining maturity of more than three years.....	0	5,036
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	327	653
21. TOTAL LIABILITIES	75,780	165,613
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	150	1,000
24. Surplus.....	529	4,742
25. a. Undivided profits and capital reserves.....	7,540	10,223
b. Net unrealized gains(losses) on available-for-sale securities.....	9	158
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	8,228	16,123
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 84,008	\$ 181,736

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B-175 ONE VALLEY BANK - SHENANDOAH	B-374 *STATE BANK OF REMINGTON, INCORPORATED	B-1154 *FIRST SENTINEL BANK	B-974 *COMMERCE BANK OF VIRGINIA	B-186 *CONSOLIDATED BANK AND TRUST COMPANY	
RAPHINE	REMINGTON	RICHLANDS	RICHMOND	RICHMOND	
11 OFFICES	3 OFFICES	2 OFFICES	5 OFFICES	7 OFFICES	
\$ 6,576	\$ 2,701	\$ 2,954	\$ 3,973	\$ 3,022	1
6,524	2,701	1,586	3,973	3,022	
52	0	1,368	0	0	
49,589	21,770	15,423	32,439	49,312	2
19,684	7,234	1,566	1,417	26,845	

ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS

29,905	14,536	13,857	31,022	22,467	
371	4,340	1,370	8,897	7,642	3
154,780	36,962	23,013	60,813	49,120	
1,897	446	194	607	537	
0	0	0	0	0	
152,883	36,516	22,819	60,206	48,583	4
0	0	0	0	0	5
3,535	1,331	350	1,692	2,658	6
0	1,776	525	0	351	7
74	0	0	0	0	8
0	0	0	0	0	9
1,166	0	42	0	317	10
2,715	1,007	489	1,288	1,517	11
\$ 216,909	\$ 69,441	\$ 43,972	\$ 108,495	\$ 113,402	12
\$ 199,161	\$ 61,128	\$ 38,149	\$ 96,538	\$ 103,304	13
18,746	9,558	5,553	18,674	18,375	
180,415	51,570	32,596	77,864	84,929	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	1,914	0	14
0	23	0	0	0	15a
0	0	0	0	570	15b
0	0	0	0	0	16
0	0	0	0	0	
0	0	0	0	570	
0	0	0	0	0	18
0	0	0	0	0	19
0	0	0	0	0	
970	551	391	838	513	20
200,131	61,702	38,540	99,290	104,387	21
0	0	0	0	0	22
672	2,910	884	1,847	0	23
2,432	1,527	220	2,140	2,430	24
13,526	3,381	4,096	5,187	2,930	25a
148	(79)	232	31	3,495	25b
0	0	0	0	160	26
16,778	7,739	5,432	9,205	9,015	27
\$ 216,909	\$ 69,441	\$ 43,972	\$ 108,495	\$ 113,402	28

REPORT OF CONDITION

	B-1123 *CRESTAR BANK	B-934 *F & M BANK- RICHMOND
	RICHMOND	RICHMOND
	391 OFFICES	15 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 1,459,382	\$ 10,398
a. Non interest-bearing balances and currency and coin	1,108,808	10,398
b. Interest-bearing balances	350,574	0

STATE CORPORATION COMMISSION

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2. Securities	4,756,333	102,228
a. Held to Maturity	0	62,277
b. Available for sale	4,756,333	39,951
3. Federal Funds sold and securities purchased under agreements to resell	326,291	18,962
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	19,729,143	159,893
b. LESS: Allowance for loan and lease losses.....	280,076	1,937
c. LESS: Allocated transfer risk reserve.....	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	19,449,067	157,956
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	437,476	8,239
7. Other real estate owned.....	20,743	0
8. Investments in unconsolidated subsidiaries and associated companies	0	14
9. Customers' liability to this bank on acceptances outstanding.....	12,127	0
10. Intangible assets.....	307,923	0
11. Other assets.....	850,357	2,762
12. TOTAL ASSETS.....	\$ 27,619,699	\$ 300,559
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 17,743,725	\$ 271,640
(1) Noninterest-bearing.....	3,152,628	55,747
(2) Interest-bearing.....	14,591,097	215,893
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	9,149	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing.....	9,149	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	4,710,154	5,108
15.a. Demand notes issued to the U.S. Treasury.....	165,973	0
b. Trading Liabilities		
16. Other borrowed money(includes mortgages and capitalized leases)	1,943,738	0
a. With remaining maturity of one year or less.....	1,493,479	0
b. With remaining maturity of one to three years	132,915	0
c. With remaining maturity of more than three years.....	317,344	0
18. Bank's liability on acceptances executed and outstanding.....	12,127	0
19. Notes and debentures subordinated to deposits.....	635,000	0
20. Other liabilities.....	463,878	547
21. TOTAL LIABILITIES	25,683,744	277,295
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	153,125	2,850
24. Surplus.....	291,313	9,476
25. a. Undivided profits and capital reserves.....	1,461,925	10,741
b. Net unrealized gains(losses) on available-for-sale securities.....	29,592	197
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	1,935,955	23,264
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 27,619,699	\$ 300,559

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B-758 *FIRST VIRGINIA BANK- COLONIAL RICHMOND 42 OFFICES	B-1129 FIRST-CITIZENS BANK, A VIRGINIA CORPORATION ROANOKE 1 OFFICE	B-795 *FIRST VIRGINIA BANK - SOUTHWEST ROANOKE 39 OFFICES	B-908 *FIRST VIRGINIA BANK - FRANKLIN COUNTY ROCKY MOUNT 6 OFFICES	B-1093 *FIRST COMMUNITY BANK OF SALTVILLE SALTVILLE 3 OFFICES	
\$ 31,743	\$ 3,858	\$ 30,379	\$ 3,349	\$ 3,248	1

ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS

31,743	3,858	30,379	3,349	2,891	
0	0	0	0	357	
214,234	0	196,796	39,994	49,248	2
212,681	0	195,880	39,874	1,507	
1,553	0	916	120	47,741	
5,510	0	18,280	1,500	8,595	3
484,225	171,250	557,760	92,779	82,854	
5,484	11,665	6,758	1,034	1,326	
0	0	0	0	0	
478,741	159,585	551,002	91,745	81,528	4
0	0	0	0	0	5
0	798	10,009	1,164	1,814	6
13,936	0	157	0	46	7
16	0	0	0	0	8
0	0	0	0	0	9
11,546	0	4,632	0	0	10
9,093	10,619	9,453	1,438	4,495	11
\$ 764,819	\$ 174,860	\$ 820,708	\$ 139,190	\$ 148,974	12
\$ 659,064	\$ 512	\$ 712,718	\$ 127,809	\$ 84,925	13
136,434	12	109,522	16,516	10,081	
522,630	500	603,196	111,293	74,844	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
29,599	0	31,023	0	20,327	14
0	0	0	0	8	15a
					15b
155	143,795	152	0	30,500	16
0	143,795	152	0	0	
0	0	0	0	5,000	
155	0	0	0	25,500	
0	0	0	0	0	18
0	0	0	0	0	19
5,471	6,552	5,419	1,034	1,696	20
694,289	150,859	749,312	128,843	137,456	21
0	0	0	0	0	22
30,625	6,000	14,300	2,000	2,000	23
21,125	8,100	15,875	2,000	400	24
18,780	9,901	41,221	6,347	9,190	25a
0	0	0	0	(72)	25b
0	0	0	0	0	26
70,530	24,001	71,396	10,347	11,518	27
\$ 764,819	\$ 174,860	\$ 820,708	\$ 139,190	\$ 148,974	28

REPORT OF CONDITION

B-791	B-994
*JAMES RIVER	*PROSPERITY
BANK-COLONIAL	BANK & TRUST
	COMPANY
SMITHFIELD	SPRINGFIELD
3 OFFICES	2 OFFICES

ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 2,210	\$ 3,073
a. Non interest-bearing balances and currency and coin	2,100	3,073
b. Interest-bearing balances	110	0
2. Securities	12,361	14,956
a. Held to Maturity	0	3,000
b. Available for sale	12,361	11,956
3. Federal Funds sold and securities purchased under agreements to resell	2,238	12,234
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	22,684	31,263
b. LESS: Allowance for loan and lease losses.....	311	301
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	22,373	30,962
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	1,636	509
7. Other real estate owned.....	0	51
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.....	545	529
12. TOTAL ASSETS.....	<u>\$ 41,363</u>	<u>\$ 62,314</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 37,529	\$ 56,099
(1) Noninterest-bearing.....	7,687	25,302
(2) Interest-bearing.....	29,842	30,797
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	1,777
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.....	267	198
21. TOTAL LIABILITIES	<u>37,796</u>	<u>58,074</u>
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	2,050	1,508
24. Surplus.....	667	1,508
25. a. Undivided profits and capital reserves.....	695	1,192
b. Net unrealized gains(losses) on available-for-sale securities.....	155	32
26. Cumulative foreign currency translation adjustments	0	0
27. TOTAL EQUITY CAPITAL	<u>3,567</u>	<u>4,240</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 41,363</u>	<u>\$ 62,314</u>

* Member of Federal Reserve
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B-1044 *FARMERS & MERCHANTS BANK OF STANLEY	B-911 *FIRST VIRGINIA BANK-BLUE RIDGE	B-799 PLANTERS BANK & TRUST COMPANY OF VIRGINIA	B-1018 *THE MARATHON BANK	B-1037 COMMUNITY BANK OF NORTHERN VIRGINIA
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ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS

STANLEY 3 OFFICES	STAUNTON 28 OFFICES	STAUNTON 11 OFFICES	STEPHENS CITY 5 OFFICES	STERLING 7 OFFICES	
\$ 4,390	\$ 20,573	\$ 17,556	\$ 4,534	\$ 17,409	1
4,390	20,573	17,556	4,502	12,401	
0	0	0	32	5,008	
12,964	89,828	120,276	9,200	54,686	2
7,515	89,362	51,988	4,750	26,867	
5,449	466	68,288	4,450	27,819	
6,620	11,380	0	8,281	0	3
63,061	400,432	276,812	66,622	147,865	
773	4,507	3,212	755	1,565	
0	0	0	0	0	
62,288	395,925	273,600	65,867	146,300	4
0	0	0	0	0	5
1,549	7,264	5,782	2,615	4,414	6
0	0	279	18	1,377	7
0	0	0	1	0	8
0	0	0	0	0	9
0	0	243	0	646	10
1,236	6,027	4,570	1,034	2,428	11
\$ 89,047	\$ 530,997	\$ 422,306	\$ 91,550	\$ 227,260	12
\$ 79,566	\$ 484,753	\$ 370,457	\$ 82,825	\$ 201,346	13
11,787	92,710	62,633	11,210	43,318	
67,779	392,043	307,824	71,615	158,028	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	2,519	17,170	0	4,031	14
0	0	0	0	0	15a
0	0	0	0	0	15b
0	0	0	224	5,006	16
0	0	0	0	5,006	
0	0	0	0	0	
0	0	0	224	0	
0	0	0	0	0	18
0	0	0	0	0	19
1,020	4,364	1,033	378	1,828	20
80,586	491,636	388,660	83,427	212,211	21
0	0	0	0	0	22
2,107	10,330	20,000	4,651	2,409	23
422	5,196	3,554	3,871	8,462	24
5,914	23,835	9,653	(430)	4,218	25a
18	0	439	31	(40)	25b
0	0	0	0	0	26
8,461	39,361	33,646	8,123	15,049	27
\$ 89,047	\$ 530,997	\$ 422,306	\$ 91,550	\$ 227,260	28

REPORT OF CONDITION

B-1046
*FIRST BANKB-1097
*THE FIRST
BANK OF

	STUART	
	STRASBURG 6 OFFICES	STUART 6 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 5,021	\$ 4,602
a. Non interest-bearing balances and currency and coin	4,816	4,596
b. Interest-bearing balances	205	6
2. Securities	48,140	89,685
a. Held to Maturity	19	21,621
b. Available for sale	48,121	68,064
3. Federal Funds sold and securities purchased under agreements to resell	2,859	7,650
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	129,584	66,911
b. LESS: Allowance for loan and lease losses	1,226	1,072
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	128,358	65,839
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	4,245	594
7. Other real estate owned.....	343	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.....	2,183	2,266
12. TOTAL ASSETS.....	\$ 191,149	\$ 170,636
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 155,089	\$ 117,665
(1) Noninterest-bearing	19,636	16,741
(2) Interest-bearing.....	135,453	100,924
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	26,087
15.a. Demand notes issued to the U.S. Treasury.....	0	105
b. Trading Liabilities		
16. Other borrowed money (includes mortgages and capitalized leases)	17,710	11,033
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.....	17,710	11,033
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	960	1,482
21. TOTAL LIABILITIES	173,759	156,372
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	2,447	2,000
24. Surplus	1,836	400
25. a. Undivided profits and capital reserves.....	12,760	12,004
b. Net unrealized gains(losses) on available-for-sale securities	347	(140)
26. Cumulative foreign currency translation adjustments	0	0
27. TOTAL EQUITY CAPITAL.....	17,390	14,264
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 191,149	\$ 170,636

* Member of Federal Reserve
DECEMBER 31, 1998 (IN THOUSANDS OF DOLLARS)

B-731

B-600

B-297

B-224

B-1121

ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS

*BANK OF SUFFOLK	*BANK OF ESSEX	SOUTHSIDE BANK	*BANK OF TAZEWELL COUNTY	*FIRST COMMUNITY BANK OF SOUTHWEST VIRGINIA, INC. TAZEWELL	
SUFFOLK	TAPPAHANNOCK	TAPPAHANNOCK	TAZEWELL		
8 OFFICES	5 OFFICES	9 OFFICES	7 OFFICES	6 OFFICES	
\$ 4,563	\$ 3,607	\$ 6,509	\$ 7,853	\$ 3,729	1
4,514	3,607	6,509	4,740	3,729	
49	0	0	3,113	0	
22,453	25,778	33,281	87,746	14,688	2
0	3,790	16,217	14,171	1,410	
22,453	21,988	17,064	73,575	13,278	
2,071	1,879	7,118	3,800	23,278	3
84,047	106,604	149,380	75,981	56,009	
1,039	1,344	2,571	779	693	
0	0	0	0	0	
83,008	105,260	146,809	75,202	55,316	4
0	0	0	0	0	5
2,101	3,970	4,094	1,967	2,252	6
0	0	268	361	0	7
0	8	0	0	0	8
0	0	0	0	0	9
113	1,531	0	0	4,527	10
1,394	3,797	2,448	2,328	1,069	11
\$ 115,703	\$ 145,830	\$ 200,527	\$ 179,257	\$ 104,859	12
\$ 100,679	\$ 129,825	\$ 188,118	\$ 150,289	\$ 92,737	13
13,843	15,347	20,066	21,590	12,209	
86,836	114,478	168,052	128,699	80,528	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
681	0	0	0	261	14
0	0	0	214	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
854	1,000	576	898	1,109	20
102,214	130,825	188,694	151,401	94,107	21
0	0	0	0	0	22
641	5,839	5,094	2,077	2,000	23
4,449	4,820	2,096	1,811	5,900	24
8,092	4,194	4,433	23,617	2,720	25a
307	152	210	351	132	25b
0	0	0	0	0	26
13,489	15,005	11,833	27,856	10,752	27
\$ 115,703	\$ 145,830	\$ 200,527	\$ 179,257	\$ 104,859	28

REPORT OF CONDITION

	B-1008 *FIRST VIRGINIA BANK-CLINCH VALLEY	B-959 *FARMERS & MERCHANTS BANK
	TAZEWELL 10 OFFICES	TIMBERVILLE 5 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 8,355	\$ 5,312
a. Non interest-bearing balances and currency and coin	8,355	4,198
b. Interest-bearing balances	0	1,114
2. Securities	91,664	34,258
a. Held to Maturity	91,281	9,600
b. Available for sale	383	24,658
3. Federal Funds sold and securities purchased under agreements to resell	4,100	2,436
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	154,358	131,130
b. LESS: Allowance for loan and lease losses.....	1,747	1,162
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	152,611	129,968
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	4,074	2,080
7. Other real estate owned.....	110	46
8. Investments in unconsolidated subsidiaries and associated companies	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	334	0
11. Other assets.....	4,858	2,602
12. TOTAL ASSETS.....	\$ 266,106	\$ 176,702
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 227,823	\$ 136,160
(1) Noninterest-bearing	35,206	16,198
(2) Interest-bearing.....	192,617	119,962
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.....	3,333	7,156
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	21,854
a. With remaining maturity of one year or less.....	0	143
b. With remaining maturity of one to three years	0	400
c. With remaining maturity of more than three years.....	0	21,311
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	3,733	830
21. TOTAL LIABILITIES	234,889	166,000
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	3,539	500
24. Surplus.....	8,834	800
25. a. Undivided profits and capital reserves	18,844	9,315
b. Net unrealized gains(losses) on available-for-sale securities	0	87
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	31,217	10,702

28. TOTAL LIABILITIES AND EQUITY CAPITAL

\$ 266,106

\$ 176,702

* Member of Federal Reserve
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B-939 THE BUSINESS BANK	B-1147 *POTOMAC BANK OF VIRGINIA	B-978 *THE BANK OF TIDEWATER	B-1015 *RESOURCE BANK	B-233 THE BANK OF SUSSEX AND SURRY	
VIENNA	VIENNA	VIRGINIA BEACH	VIRGINIA BEACH	WAKEFIELD	
1 OFFICE	1 OFFICE	7 OFFICES	3 OFFICES	3 OFFICES	
\$ 2,267	\$ 536	\$ 14,119	\$ 7,624	\$ 2,917	1
2,267	536	14,119	4,325	2,917	
0	0	0	3,299	0	
6,894	12,105	71,095	9,843	23,151	2
1,764	0	0	1,224	6,097	
5,130	12,105	71,095	8,619	17,054	
7,903	4,141	7,310	800	3,925	3
36,871	4,905	114,685	209,698	36,407	
713	73	1,554	2,500	411	
0	0	0	0	0	
36,158	4,832	113,131	207,198	35,996	4
0	0	0	0	0	5
114	458	5,420	3,281	881	6
1,730	0	0	647	13	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	0	0	0	10
377	197	2,659	3,967	880	11
\$ 55,443	\$ 22,269	\$ 213,734	\$ 233,360	\$ 67,768	12
\$ 50,295	\$ 12,761	\$ 187,394	\$ 206,468	\$ 55,721	13
14,341	2,306	62,932	16,797	7,923	
35,954	10,455	124,462	189,671	47,798	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	1,134	6,734	0	0	14
0	0	0	0	0	15a
0	0	0	7,300	0	15b
0	0	0	2,000	0	16
0	0	0	0	0	
0	0	0	5,300	0	
0	0	0	0	0	18
0	0	0	0	0	19
264	124	1,305	1,979	2,167	20
50,559	14,019	195,433	215,747	57,888	21
0	0	0	0	0	22
742	4,398	11,695	3,719	381	23
10,997	4,398	2,394	10,855	1,000	24
(6,872)	(540)	3,948	2,978	7,763	25a
17	(6)	264	61	736	25b

STATE CORPORATION COMMISSION

77

0	0	0	0	0	26
4,884	8,250	18,301	17,613	9,880	27
\$ 55,443	\$ 22,269	\$ 213,734	\$ 233,360	\$ 67,768	28

REPORT OF CONDITION

	B-1052 *F & M BANK - PEOPLES	B-1047 *THE FAUQUIER BANK
	WARRENTON	WARRENTON
	4 OFFICES	5 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:.....	\$ 5,958	\$ 13,553
a. Non interest-bearing balances and currency and coin	5,894	9,873
b. Interest-bearing balances	64	3,680
2. Securities	26,838	22,866
a. Held to Maturity	8,662	0
b. Available for sale	18,176	22,866
3. Federal Funds sold and securities purchased under agreements to resell	5,200	13,182
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	81,397	164,125
b. LESS: Allowance for loan and lease losses.....	978	2,013
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	80,419	162,112
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	2,736	5,378
7. Other real estate owned.....	120	144
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	3,752
11. Other assets.....	1,251	0
12. TOTAL ASSETS.....	\$ 122,522	\$ 220,987
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 107,787	\$ 179,247
(1) Noninterest-bearing	19,160	34,582
(2) Interest-bearing.....	88,627	144,665
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	2,027	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	18,000
a. With remaining maturity of one year or less	0	18,000
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.....	505	2,425
21. TOTAL LIABILITIES	110,319	199,672
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.....	9,446	18,873
b. Net unrealized gains(losses) on available-for-sale securities.....	157	42
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	12,203	21,315
28. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 122,522	\$ 220,987

* Member of Federal Reserve
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B-1108 *SOUTHERN FINANCIAL BANK	B-969 *NORTHERN NECK STATE BANK	B-234 *JAMES RIVER BANK	B-1042 CITIZENS AND FARMERS BANK	B-1034 *F & M BANK- WINCHESTER	
WARRENTON	WARSAW	WAVERLY	WEST POINT	WINCHESTER	
11 OFFICES	9 OFFICES	6 OFFICES	9 OFFICES	32 OFFICES	
\$ 7,960	\$ 4,843	\$ 5,214	\$ 8,433	\$ 30,373	1
7,032	4,624	5,114	8,140	29,250	
928	219	100	293	1,123	
113,760	42,852	28,172	57,301	208,753	2
38,152	0	0	38,810	68,923	
75,608	42,852	28,172	18,491	139,830	
0	6,657	6,500	0	14,900	3
134,352	133,685	50,494	235,415	498,321	
2,051	1,508	931	2,760	6,764	
0	0	0	0	0	
132,301	132,177	49,563	232,655	491,557	4
0	0	0	0	0	5
2,371	3,354	2,790	6,465	18,252	6
72	15	138	0	8,415	7
0	165	0	0	0	8
0	0	0	0	0	9
229	4,028	2,111	1,642	8,931	10
3,850	2,079	1,430	4,847	11,497	11
\$ 260,543	\$ 196,170	\$ 95,918	\$ 311,343	\$ 792,678	12
\$ 234,010	\$ 173,699	\$ 85,035	\$ 251,685	\$ 696,292	13
23,517	16,749	19,542	40,920	55,620	
210,493	156,950	65,493	210,765	640,672	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	2,133	0	14
0	0	0	0	0	15a
					15b
3,500	825	0	22,528	141	16
3,500	0	0	12,528	0	
0	0	0	10,000	0	
0	825	0	0	141	
0	0	0	0	0	18
0	0	0	0	0	19
2,109	1,325	637	3,989	7,242	20
239,619	175,849	85,672	280,335	703,675	21
0	0	0	0	0	22

STATE CORPORATION COMMISSION

79

2,000	849	2,500	2,783	2,530	23
400	2,143	500	711	18,204	24
18,264	16,706	6,973	27,169	62,720	25a
260	623	273	345	5,549	25b
0	0	0	0	0	26
20,924	20,321	10,246	31,008	89,003	27
\$ 260,543	\$ 196,170	\$ 95,918	\$ 311,343	\$ 792,678	28

REPORT OF CONDITION

	B-481 *FARMERS BANK WINDSOR, VIRGINIA		B-945 *FIRST COMMONWEALTH BANK	
	WINDSOR		WISE	
	2 OFFICES		2 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:.....	\$ 2,218		\$ 2,772	
a. Non interest-bearing balances and currency and coin	2,218		2,672	
b. Interest-bearing balances	0		100	
2. Securities	23,374		18,924	
a. Held to Maturity	0		6,521	
b. Available for sale	23,374		12,403	
3. Federal Funds sold and securities purchased under agreements to resell	2,613		2,705	
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income	51,433		28,563	
b. LESS: Allowance for loan and lease losses.....	1,407		372	
c. LESS: Allocated transfer risk reserve	0		0	
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	50,026		28,191	
5. Assets held in trading accounts.....	2,172		0	
6. Premises and fixed assets.....	1,756		1,021	
7. Other real estate owned.....	0		3	
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.....	2,096		707	
12. TOTAL ASSETS.....	\$ 84,255		\$ 54,323	
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$ 70,824		\$ 48,228	
(1) Noninterest-bearing.....	12,415		9,585	
(2) Interest-bearing.....	58,409		38,643	
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.....	391		246	
21. TOTAL LIABILITIES	71,215		48,474	

EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	125	1,450
24. Surplus.....	2,665	1,450
25. a. Undivided profits and capital reserves.....	10,193	2,942
b. Net unrealized gains(losses) on available-for-sale securities.....	57	7
26. Cumulative foreign currency translation adjustments.....	0	0
27. TOTAL EQUITY CAPITAL.....	13,040	5,849
28. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 84,255	\$ 54,323

* Member of Federal Reserve
 DECEMBER 31, 1998 (IN THOUSANDS OF DOLLARS)

B-1033 FIRST CENTURY BANK WYTHEVILLE 2 OFFICES					
\$ 1,741					1
1,741					
0					
6,054					2
11					
6,043					
1,235					3
27,349					
337					
0					
27,012					4
0					5
1,883					6
0					7
0					8
0					9
65					10
372					11
\$ 38,362					12
\$ 33,478					13
4,997					
28,481					
0					
0					
0					
1,099					14
3					15a
0					15b
0					16
0					
0					
0					18
0					19

STATE CORPORATION COMMISSION

66				20
34,646				21
0				22
1,500				23
750				24
1,433				25a
33				25b
0				26
3,716				27
\$ 38,362				28

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

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.- David M. Cordingley, President
Cashier- Janet A. Valentine,
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

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

*Bank of Carroll
145 N Main Street
Hillsville 24343 (Carroll County)
C.E.O.- James W. Clement, President
Cashier-James E. Adams, Chief Financial Officer

Brs: City of Galax -
1100 East Stuart Drive
Carroll County -
Highway 52 & State Route 927, Cana

EFT:
Carroll County -
U.S. Route 58 & State Route 743

Bank of Charlotte County, The
Berkley & Charlotte Streets
P.O. Box 336
Phenix 23959 (Charlotte County)
C.E.O.- Bobby A. Howard, President
Cashier- Robert D. Sublett

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.- Lewis M. Ewing, President
Cashier- James W. McCarty, Jr.,
Chief Financial Officer

Brs: City of Winchester -
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
King William County -
U.S. Route 360, Central Garage
1681 Main Street, West Point

Bank of Ferrum
1 Main Street
Ferrum 24088 (Franklin County)
C.E.O.- Larry A. Heaton, President

Brs: Franklin County -
Northside of U. S. Route 220,
0.25 mile south of State Route 697

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

Bank of Ferrum (Continued)
Franklin County -
southeast corner of State Route 122
and Route 616
315 North Main Street, Rocky Mount

Henry County -
East side of U.S. Rt 220,
0.3 mi. North of St. Rt. 674, Bassett

EFTS:
Botetourt County -
604 Minute Market,
Route 220 Alternate

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

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

Brs: Botetourt County -
4370 Cloverdale Road
U.S. Route 460
860 Roanoke Road, Daleville
U.S. Route 220 South, Daleville
191 Lee Highway South, 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

Bank of Floyd, The
101 Jacksonville Circle
Floyd 24091 (Floyd County)
C.E.O.- Ronald Leon Moore, President
Cashier-Chris B. Snodgrass

Brs: Carroll County -
185 South Main Street, Hillsville

Floyd County -
northeast corner of U.S. Highway 221
and Conners Grove, Willis

Roanoke County -
4094 Postal Drive

Bank of Franklin, The
100 East Fourth Avenue
Franklin 23851
C.E.O.- Wenifred O. Pearce, President

Brs: City of Franklin -
201 North College Drive

City of Suffolk -
6617 Holland Road

Southampton County -
Shands Shopping Center,
Highway 58 East, Courtland
22334 General Thomas Highway, Newsoms

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

Brs: City of Chesapeake -
1400 Kempsville Road, Suite 102
1500 Mt Pleasant Road
4108 Portsmouth Boulevard
4507 Relay Road
712 Liberty Street
852 N. George Washington Highway

City of Norfolk -
415 St Pauls Boulevard
4500 East Princess Anne Road

City of Suffolk -
117 Market Street

City of Virginia Beach -
1100 Dam 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- Paul T. Sciacchitano

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

Richmond County -
610 West Richmond Road, Warsaw

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*Bank of Lancaster (Continued)
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- Harold L. Blevins, Jr.

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
Washington County -
State Routes 91 and 750, Glade Spring
Wythe County -
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 B. 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

*Bank of Northern Virginia, The
1010 North Glebe Road
Arlington 22201 (Arlington County)
C.E.O.- George Kaputsa, President

Brs: City of Falls Church -
200 Little Falls Street

Arlington County -
Ballston Common Mall
4238 Wilson Boulevard

EFTS:
Arlington County -
1701 North George Mason Drive
Ballston Common Mall
4238 Wilson Boulevard

Bank of Northumberland, Incorporated
P.O. Box 9
Heathsville 22473 (Northumberland County)
C.E.O.- Lewis R. Reynolds, President
Cashier- Dorothy C. Reynolds

Brs: Northumberland County -
Southwest Corner of U.S. Route 360 &
State Route 200, Burgess
U.S. Route 360, Callee

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

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
Route 1402 & Route 1,
Dinwiddie Courthouse
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

EFTS:
City of Colonial Heights -
South Park Avenue and Roslyn Road
City of Hopewell -
5201 Oaklawn Boulevard
City of Petersburg -
3140 South Crater Road
Bank of Southside Virginia, The (Continued)
Sussex County -
Interstate 95 and U. S. Route 301,
Stony Creek

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*Bank of Suffolk
1514 Holland Road
P.O. Box 410
Suffolk 23434
C.E.O.- John G. Sebrell, President
Cashier- Susan H. Simpkins

Brs: City of Chesapeake -
3216 Western Branch Boulevard
City of Suffolk -
1000 North Main Street
101 East Washington Street
1512 Holland Road
1589 Bridge Road
625 East Washington Street
East Suffolk Office
6423 Whaleyville Blvd

Bank of Sussex and Surry, The
205 Railroad Avenue
P.O. Box 10
Wakefield 23888 (Sussex County)
C.E.O.- D. Eugene Brittle, President
Cashier- Douglas A. Chesson

Brs: Southampton County -
Main Street, Ivor
Surry County -
State Route 10, Surry

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

*Bank of Tazewell County
309 East Main Street
Tazewell 24651-0687 (Tazewell County)
C.E.O.- Cameron L. Forrester, President
Cashier- Alonzo A. Crouse

Brs: Tazewell County -
2070 Leatherwood Lane, Bluefield
511 Virginia Avenue, Bluefield
1108 Tazewell Avenue, Tazewell
612 Market Street, Tazewell
621 East Riverside Drive, Tazewell
846 Fincastle Turnpike, Tazewell

Bank of Tidewater, The
1548 Laskin Road
Virginia Beach 23454
C.E.O.- Elizabeth A. Duke, President
Cashier- Neal A. Petrovich, Chief Financial Officer

Brs: City of Chesapeake -
1304 Greenbrier Parkway
Battlefield Shoppes,
1201 North Battlefield Boulevard
City of Virginia Beach -
2251 W. Great Neck Road
770 Lynnhaven Parkway, Suite 100
Giant Square Shopping Center,
Independence Boulevard
Providence Square Shopping Center,
5225 Providence Road

*Bank of the Commonwealth
403 Boush Street
Norfolk 23501
C.E.O.- Edward J. Woodard, Jr.,
Chairman of the Board
Cashier- John H. Gayle

Brs: City of Norfolk -
4101 Granby Street
City of Virginia Beach -
1124 First Colonial Road
1870 Kempsville Road
225 South Rosemont Road
2712 North Mall Drive

EFT:
City of Norfolk -
150 Park Avenue

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 C. Whitlow

Brs: Lunenburg County -
1910 Main Street, Victoria
Mecklenburg County -
828 North Mecklenburg Avenue, South Hill
Nottoway County -
1500-1508 W. Virginia Avenue, Crewe
Prince Edward County -
East Third Street & South Street, Farmville
Southwest Corner of Main Street
and Milnwood Road, Farmville

*Blue Grass Valley Bank, The
6 Main Street
Blue Grass 24413 (Highland County)
C.E.O.- Anthony E. Crane, Cashier

*Branch Banking and Trust Company of Virginia
109 East Main Street
Norfolk 23510
C.E.O.- Jesse W. Howard, President
Cashier- Emory J. Dunning, Chief Financial Officer

Brs: City of Chesapeake -
111 Mill Creek Parkway, Suite 100
1809 Greenbrier Parkway
238 South Battlefield Boulevard
3113 Western Branch Boulevard
City of Colonial Heights -
2609 Boulevard
City of Emporia -
Weaver and N. Main Streets
City of Hampton -
2160 Coliseum Drive
City of Hopewell -
105 N. Main Street
City of Lynchburg -
7114 Timberlake Road
City of Newport News -
12301 Warwick Boulevard
603 Pilot House Drive

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

City of Norfolk - 200 Boush Street(D-I) 2008 Cromwell Drive 2336 East Little Creek Road 245 East Little Creek Road 728 West 21st Street 7420 Granby Street East Ring Road and Military Circle Shopping Center	City of Suffolk - 1008 West Washington Street 1525 North Main Street
City of Petersburg - 801 S. Adams Street Franklin and Adams Street Sycamore and Walnut Streets	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 Portsmouth - 3301 High Street 500 Crawford Street 5515 Portsmouth Boulevard	Appomattox County - History Junction, Appomattox
City of Richmond - 1210 Westover Hills Boulevard 5711 Patterson Avenue 830 East Main Street	Chesterfield County - 1120 Huguenot Road 2531 W. Hundred Road, Chester 6512 Harbour View Court, Midlothian
City of Roanoke - 1620 Hershberger Road, N.W. 316 S. Jefferson Street	Franklin County - 216 College Street, Rocky Mount
City of Salem - 303 E. Burwell Street	Hanover County - 7016 Mechanicsville Turnpike 201 N. Washington Highway, Ashland
	Henrico County - 10791 West Broad Street 1650 Willow Lawn Drive 1773 N. Parham Road 4802 S. Laburnum Avenue 8209 West Broad Street
	Prince William County - 12451 Hedges Run Road, Woodbridge
	Roanoke County - 3119 Chaparral Drive 203 Virginia Avenue, Vinton
	Spotsylvania County - 3205 Plank Road
	Stafford County - 305 Garrisonville Road, Stafford
	York County - 5340 George Washington Memorial Hwy. Grafton

EFTS:

City of Norfolk -
Sentara-Norfolk General Hospital
600 Gresham Drive
City of Portsmouth -
Mayview Medical Center
3636 High Street

*Burke & Herbert Bank & Trust Company

100 South Fairfax Street

P.O. Box 268

Alexandria 22313

C.E.O.- C.S. Taylor Burke, Jr.,

Chairman of the Board

Cashier- Jeffrey L. Stryker, Vice President

*Burke & Herbert Bank & Trust Company (Continued)

Brs: City of Alexandria -

155 N Paxton Street

1705 Fern Street

1775 Jamieson Avenue

306 E Monroe Avenue

621 King Street

Arlington County -

500 South 23rd Street

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

Fairfax County -
2604 Sherwood Hall Lane
5519 Franconia Road
5705 Seminary Road
5731 Telegraph Road
8736-38 Cooper Road

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

Capital One Bank
11011 West Broad Street
Richmond 23233 (Henrico County)
C.E.O.- Richard D. Fairbank,
Chairman of the Board
Cashier- David M. Willey

Br: Great Britain (UK)
No. 1 Northumberland Avenue, London

Central Virginia Bank
2501 Anderson Highway
P.O. Box 39
Powhatan 23139 (Powhatan County)
C.E.O.- Ralph Larry Lyons, President
Cashier- Thomas R. Thornton, Jr.,
Assistant Vice President

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

*Chesapeake Bank
97 North Main Street
P.O. Box 1419
Kilmarnock 22482 (Lancaster County)
C.E.O.- Douglas D. Monroe, Jr.,
Chairman of the Board
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
SE Corner of State Route 5 and
Ironbound Road
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

EFTS:
Gloucester County -
U.S. Route 17 & State Route 3, Glens
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

Citizens Bank and Trust Company
126 S Main Street
P.O. Box 386
Blackstone 23824 (Nottoway County)
C.E.O.- J. A. Wilson, Jr., President
Cashier- C. B. Cordle, Jr.

Citizens Bank and Trust Company (Continued)
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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

Prince Edward County -
1517 West Third Street, Farmville
1712 S. Main Street, Farmville

*Citizens and Farmers Bank
8th & Main Streets
West Point 23181 (King William County)
C.E.O.- Larry G. Dillon, President
Cashier- Thomas Cherry, Vice President

Brs: Essex County -
U.S. Route 360/17,
Essex Square Shopping Center,
Tappahannock

Henrico County -
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 of Virginia
11500 West Broad Street
Richmond 23242-0569 (Henrico County)
C.E.O.- Richard C. Huffman, President
Cashier- Thomas H. Caffrey, Senior Vice President

Brs: City of Richmond -
901 East Byrd Street, West Tower,
Suite 1150

Goochland County -
3018 River Road West
27 Broad Street Road, Centerville

Hanover County -
Intersection of State Routes 637 & 6,
Ashland

CommonWealth Bank, The
9310 Midlothian Turnpike
Richmond 23235 (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 -
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

Community Bank, The
200 N Sycamore Street
P.O. Box 2166
Petersburg 23804
C.E.O.- Nathan S. Jones, III, President
Cashier- Lillian M. Umphlett

Brs: City of Colonial Heights -
2000 Snead Avenue

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

Chesterfield County -
West Hundred Rd & Winfree Avenue,
Chester

Community Bankers' Bank
557-B Southlake Boulevard
Richmond 23235-0626 (Chesterfield County)
C.E.O.- Raymond B. Cavado, Jr., President
Cashier- Wendy M. Conley

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

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

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

County Bank of Chesterfield
10400 Hull Street Road
Midlothian 23112 (Chesterfield County)
C.E.O.- Henry E. Richeson, President
Cashier- Zirkle Blakey, III

Brs: Chesterfield County -
6435 Ironbridge Road
13241 River's Bend Boulevard, Chester

*Crestar Bank
919 East Main Street
Richmond 23219
C.E.O.- Richard G. Tilghman,
Chairman of the Board
Cashier- James D. Barr

Brs: City of Alexandria -
1460 Beauregard Street
1650 King Street
231 South Van Dorn Street
2809 Mount Vernon Avenue
3101 Duke Street
3600 King Street
3610-H King Street
4616 Kenmore Avenue
515 King Street
5701-B Duke Street
City of Charlottesville -
1201 Emmett Street
1900 Emmett Street
2117 Ivy Road
403 Park Street
City of Chesapeake -
100 Volvo Parkway
1122 George Washington Highway
2421 Bainbridge Boulevard
320 South Battlefield Boulevard
4113 Portsmouth Boulevard
City of Fairfax -
4020 University Drive
City of Falls Church -
603 West Broad Street
City of Franklin -
117 West Second Avenue
City of Hampton -
2 East Queensway

2100 Executive Drive
2155 Coliseum Drive
75 Willow Oaks Boulevard
Burrell Street & Cedar Avenue,
Building 268
City of Harrisonburg -
1300 South Main Street
1790 East Market Street
180 East Market Street
City of Hopewell -
200-204 North Main Street
City of Lexington -
45 South Main Street
City of Lynchburg -
1010 Main Street
4710 Boonsboro Road
6001 Fort Avenue
Plaza One, One Plaza Shopping Center
City of Manassas -
8751 Sudley Road
8885 Centreville Road
8950 Mathis Avenue
City of Martinsville -
1105 Spruce Street
134 East Church Street
240 West Commonwealth Boulevard
City of Newport News -
10814 Warwick Boulevard
11817 Canon Boulevard
12227 Jefferson Avenue
14500 Warwick Boulevard
301 Hiden Boulevard
6060 Jefferson Avenue
City of Norfolk -
1221 East Little Creek Road
129 West Little Creek Road
3351 Princess Anne Road
400 Gresham Avenue
500 Main Street
5425 Robin Hood Road
5800 Virginia Beach Boulevard
777 West 21st. Street
City of Petersburg -
1340 West Washington Street
1941 South Sycamore Street
898 East Washington Street

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*Crestar Bank (Continued)

City of Portsmouth -
2860 Airline Boulevard
303 County Street

City of Radford -
1000 Norwood Street
1st and Kent Street

City of Richmond -
1101 Azalea Avenue
1518 Hull Street Road
1801 West Broad Street
206 East Main Street
2500 East Broad Street
3022 West Broad Street
3507 West Cary Street
3513 West Cary Street
3513 West Cary Street, (D-1)
424 East Grace Street
4708 Forest Hill Avenue
500 North Harrison Street
5801 Patterson Avenue
640 W. Southside Plaza
6845 Midlothian Turnpike
7133 Forest Hill Avenue
901 East Byrd Street
901 Semmes Avenue

City of Roanoke -
112 McClanahan Street, S. W.
1535 Hershberger Road, N. W.
2112 Colonial Avenue, S. W.
2230 Melrose Avenue
3403 Williamson Road, N. W.
3407 Orange Avenue, N. E.
510 South Jefferson Street

City of Salem -
1499 West Main Street
1841 West Main Street
2929 Keagy Road

City of South Boston -
410 Main Street

City of Staunton -
1111 Greenville Avenue
638 North Coalter Street
8-14 West Beverly Street
Statler Square Shopping Center,
850 Statler Boulevard

City of Suffolk -
123 North Main Street

City of Virginia Beach -
1625 General Booth Boulevard
2260 SunStates Court
3322 Holland Road
3330 Pacific Avenue
3334 Virginia Beach Boulevard
4550 Virginia Beach Boulevard
4572-6 Virginia Beach Boulevard
635 Lynnhaven Parkway
711 First Colonial Road
750 Independence Boulevard
849 Kempsville Road
916 South Military Highway

City of Waynesboro -
1100 West Broad Street
Shenandoah Village Outlet Mall,
600 Shenandoah Village Drive

City of Williamsburg -
1186 Jamestown Road
120 Monticello Avenue
120 North Henry Street
401 West Duke of Gloucester Street
Garrison Drive & North Mount Vernon
Avenue

City of Winchester -
1950 S. Pleasant Valley Road

Accomack County -
23364 Front Street, Accomac
62 Market Street, Onancock
Edmunds Street & Railroad Avenue, Painter

Albemarle County -
1705 Seminole Trail
1980 Rio Hill Center

Amherst County -
U.S. Route 29 North & Dillard Road,
Madison Heights
Wal-mart at U.S. Route 29 and
Woody's Lake Road, Madison Heights

Arlington County -
1550 Wilson Boulevard
249 North Glebe Road
3040 Clarendon Boulevard
3108 Columbia Pike
3141 Lee Highway
4301 Wilson Boulevard
4710 Lee Highway
6711 Lee Highway
900 North Taylor Street
1000 Wilson Boulevard, Rosslyn

Bedford County -
Graves Mill Center
U. S. Route 221 & Graves Mill Road

Campbell County -
9604 Timberlake Road

Chesterfield County -
10100 Hull Street Road
10300 Midlothian Turnpike
12201 South Chalkley Road
13001 Hull Street Road
2065 Huguenot Road
4830 Jefferson Davis Highway
Midlothian Turnpike & Crowder Drive
Bermuda Square Shopping Center,
12551 Jefferson Davis Highway, Chester

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*Crestar Bank (Continued)

Chesterfield County -
Ironbridge Plaza Shopping Center,
12020 Ironbridge Road, Chester
10921 Hull Street Road, Midlothian
11400 West Huguenot Road, Midlothian
Culpeper County -
633 Meadowbrook Center, Culpeper
801 James Madison Highway,
Wal-Mart Supercenter, Culpeper
Fairfax County -
12001 Lee Jackson Memorial Highway
5820 Kingstowne Center
5922 Richmond Highway
6050 Rose Hill Drive, Suite 101
7617 Little River Turnpike
9401 Lee Highway
4250 John Marr Drive, Annandale
5234 Rolling Road, Burke
Burke Commons Shopping Center,
6052 Burke Commons Road, Burke
14200-E Centreville Square, Centreville
13900 Lee Jackson Memorial Highway,
Chantilly
13033 Lee Jackson Highway, Fairfax
6300 Leesburg Pike, Fairfax
6075 Gorgas Road, Fort Belvoir
Fort Belvoir Commissary,
6020 Gorgas Road, Suite 101,
Fort Belvoir
9883 Georgetown Pike, Great Falls
1025 Herndon Parkway, Herndon
2401 Centreville Road, Herndon
9400 Richmond Highway, Lorton
1449-A Chain Bridge Road, McLean
1301 Chain Bridge Road, McLean
11180 South Lakes Drive, Reston
11600 Plaza America Drive, Reston
1900 Centennial Park Drive, Reston
6216 Rolling Road, Springfield
7205 Commerce Street, Springfield
8098 Rolling Road, Springfield
501 Maple Avenue, West, Vienna
515 Maple Avenue East, Vienna
8219 Leesburg Pike, Vienna
Fauquier County -
680 Warrenton Center, Warrenton
Franklin County -
101 South Main Street, Rocky Mount
550 Old Franklin Turnpike, Rocky Mount
Gloucester County -
Gloucester Point
7115 George Washington Memorial Hgwy,
Gloucester
Main Street, Gloucester Courthouse

Halifax County -
4027 Halifax Road, Centerville
Hanover County -
U.S. Route 301 & State Route 646,
Hanover Courthouse
State Route 739, Beaverdam
U.S. Route 1 & State Route 602, Doswell
7430 Bell Creek Road, Mechanicsville
8028 Mechanicsville Pike, Mechanicsville
Henrico County -
1131 Gaskins Road
11400 West Broad Street Road
14 North Laburnum Avenue
1500 Parham Road
1601 Willow Lawn Drive,
Willow Lawn Shopping Center
3631 Mechanicsville Turnpike
4307 Williamsburg Road
4816 South Laburnum Avenue
6501 West Broad Street
7818 Parham Road
7901 Brook Road
7951 Brook Road
8201 Brook Road
9072 West Broad Street,
Tuckernuck Square Shopping Center
9480 West Broad Street
Hannaford Bros., 1601 Willow Lawn Drive
Staples Mill & Glenside Drive
11501 West Broad Street Road, Glen Allen
Henry County -
243 Virginia Avenue, Collinsville
State Routes 57 and 609, Fieldale
U. S. Route 220 and State Route 724,
Ridgeway
James City County -
496 McLaws Circle
5700 Williamsburg Landing Drive
6385 Richmond Road, Lightfoot
Loudoun County -
1007 Edwards Ferry Road, N. E., Leesburg
11 Pidgeon Hill Drive, Sterling
Northampton County -
21263 Lankford Highway, Cheriton
10233 Rogers Road, Nassawadox
Orange County -
101 East Main Street, Orange
Page County -
20 E. Luray Shopping Center, Luray
Patrick County -
West Blue Ridge Avenue, Stuart
Prince George County -
4305 Mahone Avenue, Fort Lee
Fort Lee Commissary, 400 Shop Road,
Fort Lee

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*Crestar Bank (Continued)

Prince William County -
12417 Dillingham Square
4150 Dale Boulevard
7915 Sudley Road,
Westgate Shopping Center
4377 Kevin Walker Drive, Dumfries
13408 Jefferson Davis Highway,
Woodbridge
1708 Old Bridge Road, Woodbridge
Pulaski County -
New River Shopping Center
Routes 114 and 600
Roanoke County -
2730 Ogden Road, S. W.
4025 Brambleton Avenue
7227 Williamson Road
210 East Washington Avenue, Vinton
Rockbridge County -
U.S. Route 11 North
Rockingham County -
1905 East Market Street
Shenandoah County -
300 Stoney Creek Boulevard, Edinburg
9397 Congress Street, New Market
Spotsylvania County -
3557 Plank Road
5101 Jefferson Davis Highway
8970 Courthouse Road,
Spotsylvania Courthouse
Stafford County -
160 Garrisonville Road
Warren County -
200 Remount Road, Front Royal
York County -
707 Merrimac Trail
5208 George Washington Memorial Hgwy,
Grafton

OUT OF STATE

Washington, D.C. -
1100 G Street N.W.
1111 Connecticut Avenue, N.W.
1300 L Street, N.W.
1340 Good Hope Road, S.E.
1369 Connecticut Avenue, N.W.
1445 New York Avenue, N.W.
1571 Alabama Avenue, S.E.
1700 K Street, N.W.
1750 New York Avenue, N.W.
1800 Columbia Road, N.W.
1925 K Street, N.W.
2 Massachusetts Avenue, N.W.
2929 M Street, N.W.
300 Pennsylvania Avenue, S.E.
3301 New Mexico Avenue, N.W.
3440 Wisconsin Avenue, N.W.
410 Rhode Island Avenue, N.W.
500 Morse Street, NE
5000 Connecticut Avenue, N.W.
555 12th Street, N.W.
5601 3rd Street, N.E.
6422 Georgia Avenue, N.W.
965 L'Enfant Plaza North, S.W.

Maryland -

2912 Emmorton Road, Abingdon
2520 University Boulevard E., Adelphi
152 Main Street, Annapolis
2122 Generals Highway, Annapolis
2350 Solomans Island Road, Annapolis
1900 Queens Chapel Road, Avondale
120 East Baltimore Street, Baltimore
1300 N. Charles Street, Baltimore
1701 Chesaco Avenue, Baltimore
6814 Reisterstown Road, Baltimore
221 South Main Street, Bel Air
10421 Baltimore Boulevard, Beltsville
11735 Beltsville Drive, Beltsville
10245 Old Georgetown Road, Bethesda
5450 Westbard Avenue, Bethesda
6410 Rockledge Drive, Bethesda
7315 Wisconsin Avenue, Bethesda
7500 Wisconsin Avenue, Bethesda
9000 Rockville Pike, Building 10, Bethesda
4805 Annapolis Road, Bladensburg
15994 Annapolis Road, Bowie
6106 Laurel-Bowie Road, Bowie
14118 Brandywine Road, Brandywine
3145 Marshall Hall Road, Bryans Road
3901 National Drive, Burtonsville
403 Academy Street, Cambridge
7106 Temple Hills Road, Camp Springs
2 W. Rolling Crossroads, Catonsville
612 Frederick Road, Catonsville
29946 Three Notch Road, Charlotte Hall
611 Washington Avenue, Chestertown
49 Wisconsin Circle, Chevy Chase
8510 Connecticut Avenue, Chevy Chase
23400 Frederick Road, Clarksburg
8924 Woodyard Road, Clinton
9701 York Road, Cockeysville
5600 Greenbelt Road, College Park
6400 Freetown Road (D-I), Columbia
6470 Freetown Road, Columbia
9916 Main Street, Damascus
6224 Marlboro Pike, District Heights
1135 Merritt Boulevard, Dundalk
7848 Eastpoint Mall, Dundalk
10500 Southern Maryland Boulevard,
Dunkirk
30 N. Harrison Street, Easton

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*Crestar Bank (Continued)

Maryland -
 9080 Baltimore National Pike, Ellicott City
 3300 Donnell Drive, Forestville
 3550 Donnell Drive (D-I),
 Penn Mar Shopping Center, Forestville
 10801 Indian Head Highway,
 Fort Washington
 1700 Rosemont Avenue, Frederick
 29 West Patrick Street, Frederick
 16000 Shady Grove Road, Gaithersburg
 18200 Flower Hill Way, Gaithersburg
 19134 Montgomery Village Avenue,
 Gaithersburg
 78 Bureau Drive, Gaithersburg
 800 Muddy Branch Road, Gaithersburg
 1163 Maryland Route 3, Gambrells
 12605 Wisteria Drive, Germantown
 100 Crain Highway, SW, Glen Burnie
 206 Harundale Mall, Glen Burnie
 7063 Baltimore-Annapolis Boulevard,
 Glen Burnie
 7701 Greenbelt Road, Greenbelt
 3500 East-West Highway, Hyattsville
 6404 Belcrest Road (D-I),
 PG Plaza Shopping Center, Hyattsville
 3470 University Boulevard W, Kensington
 6640 Crain Highway, LaPlata
 6501 Sheriff Road, Landover
 8211 Ardmore-Ardwick Road, Landover
 3911 62nd Avenue, Landover Hills
 9411 Annapolis Road, Lanham
 1010 Largo Center Drive, Largo
 13300 Laurel-Bowie Road, Laurel
 14070 Baltimore Avenue, Laurel
 6835 Olney-Laytonsville Road, Laytonsville
 21800 Shangri-La Drive, Lexington Park
 4625 Old Branch Avenue, Marlow Heights
 11323 Fingerboard Road, Monrovia
 7788 Riverdale Road, New Carrollton
 5702 Coastal Highway, Ocean City
 18110 Village Mart Drive, Olney
 41 Audrey Lane, Oxon Hill
 7699 Harford Road, Parkville
 8704 Belair Road, Perry Hall
 14300 Jarrettsville Pike, Phoenix
 103 Reisterstown Road, Pikesville
 1704 Reisterstown Road, Pikesville
 9812 Falls Road, Potomac
 597 Solomons Island Road, N.,
 Prince Frederick
 11704 Reisterstown Road, Reisterstown
 6200 Baltimore Boulevard, Riverdale
 11200 Rockville Pike, Rockville
 121 Congressional Lane, Rockville
 1475 Rockville Pike (D-I), Rockville
 2433 Wootton Parkway, Rockville
 5274 Randolph Road, Rockville
 5504 Norbeck Road, Rockville
 7969 Tuckerman Lane, Rockville
 306 West Carroll Street, Salisbury
 566B Ritchie Highway, Severna Park
 12325 Georgia Avenue, Silver Spring
 12500 Prosperity Drive, Silver Spring
 1286 East-West Highway, Silver Spring

1371 Lambertton Drive, Silver Spring
 1700 Elton Road, Silver Spring
 2279 Bel Pre Road, Silver Spring
 3876 International Way, Silver Spring
 8700 Georgia Avenue, Silver Spring
 6931 Laurel Avenue, Takoma Park
 12254 Tullamore Road, Timonium
 22 West Pennsylvania Avenue, Towson
 307 East Joppa Road, Towson
 825 Dulaney Valley Road, Towson
 900 Kenilworth Drive, Towson
 24 Watkins Park Drive, Upper Marlboro
 5750 S.E. Crain Highway, Upper Marlboro
 7620 S. Osborne Road, Upper Marlboro
 2 St. Patrick's Drive, Suite 102, Waldorf
 3070 Leonardtown Road, Waldorf
 11201 Viers Mill Road, Wheaton
 13975 Connecticut Avenue, Wheaton

EFTS:

City of Hampton -
 Sentara Hampton General Hospital,
 3120 Victoria Boulevard
 City of Hopewell -
 411 West Randolph Road
 City of Norfolk -
 Sentara Leigh Hospital
 830 Kempsville Road
 City of Radford -
 Dalton Hall Student Center
 Adams and Fairfax Streets
 City of Richmond -
 1000 Semmes Avenue
 1001 Semmes Avenue
 550 East Marshall Street
 City of Virginia Beach -
 2600 International Parkway
 Sentara Bayside Hospital,
 800 Independence Boulevard
 Albemarle County -
 520 Massie Road
 Amherst County -
 Sweetbriar College
 Highway 29, Sweetbriar
 Arlington County -
 2050 Wilson Boulevard
 Augusta County -
 Staunton Mall, 1331 Greenville Ave.

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*Crestar Bank (Continued)

Augusta County -
96 Medical Center Drive, Fishersville
Fairfax County -
Fort Belvoir Shopette,
13th Street, Building 1155, Fort Belvoir
8861 Leesburg Pike, Vienna
Franklin County -
7125 Booker T. Washington Highway, Wirtz
Hanover County -
2000 Richfood Road
Henrico County -
1601 Willow Lawn Drive
Circuit City Deep Run I Building,
9950 Mayland Drive
Circuit City Deep Run II Building,
9960 Mayland Drive
Regency Square Shopping Center,
1420 Parham Road
Richmond International Airport,
Airport Drive, Sandston
Richmond International Airport,
Parking Garage, Airport Drive, Sandston
Prince George County -
Fort Lee Main Exchange, Fort Lee
Roanoke County -
3504 Electric Road, S. W.
Rockingham County -
Massanutten Resort Grocery Store,
State Route 644

OUT OF STATE

Washington, D.C. -
3435 Connecticut Avenue, NW
Maryland -
7201 Rossville Boulevard, Baltimore
5225 Pooks Hill Road, Bethesda
800 South Rolling Road,
K Building, Catonsville
8054 Bayside Road, Chesapeake Beach
12210 Clarksville Pike, Clarksville
2 Warren Road, Cockeysville
7635-B Murray Hill, Columbia
3045 Rogers Avenue, Ellicott City
4892 Montgomery Road, Ellicott City
9811 Washingtonian, Gaithersburg
4700 Muddy Creek Road, Galesville
3944 Sykesville Road, Gamber
13605 Triadelphia Road, Genelg
3737 Branch Highway, Hillcrest Heights
910 Philadelphia Road, Joppa
9105-B All Saints Road, Laurel
421 S. Camp Meade Road, Linthicum
11790 H G Truman Road, Lusby
12200 Tullamore Road, Lutherville
4101 Norrisville Road, Madonna
12780 Frederick Road, West Friendship
11160 Viers Mill Road, Wheaton

*F & M Bank - Massanutten
1855 East Market Street
Harrisonburg 22801
C.E.O.- Russell K. Henry, Jr., President
Cashier- Writa D. Hill

Brs: City of Harrisonburg -
1900 South High Street
3150 South Main Street
611 Mt Clinton Pike
Rockingham County -
430 Highlands Place
317 N Main Street, Bridgewater
153 North Main Street, Broadway
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 - Richmond
9401 West Broad Street
Richmond 23228 (Henrico County)
C.E.O.- James H. Atkinson, Jr., President
Cashier- Vera Primm, Senior Vice President

Brs: City of Richmond -
209 West Franklin Street
6980 Forest Hill Avenue
Chesterfield County -
11450 Midlothian Turnpike
5756 Hopkins Road
9960 Midlothian Turnpike
9970 Ironbridge Road
4310 West Hundred Road, 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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*F & M Bank - Richmond (Continued)
Henrico County -
9012 Three Chopt Road

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

*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
124 West Picadilly Street
1850 Apple Blossom Mall
2004 South Pleasant Valley Road
2082 South Pleasant Valley Road
2252 Valley Avenue
509 A Amherst Street
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
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
Rappahannock County -
State Route 522, Flint Hill
Shenandoah County -
Apple Avenue and U.S. Route 11,
Mount Jackson
9398 Congress Street, New Market
158 South Main Street, Woodstock
Warren County -
102 East Main Street, Front Royal
123 East Sixth Street, Front Royal
215 North Royal Avenue, 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
Nelson County -
State Route 6, Afton
U.S. Route 29 South, Lovingston

*F & M Bank-Central Virginia (Continued)
EFTS:
Albemarle County -
1220 Seminole Trail
201 Bowen Loop
Amherst County -
188 Faulconerville Road

F & M Bank-Emporia
401 Halifax Street
Emporia 23847
C.E.O.- O. Wayne Hanks, President

Brs: City of Emporia -
301 West Atlantic Street
431 South Main Street

EFTS:
City of Emporia -

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

920 West Atlantic Street
Greensville County -
1589 Skippers 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: 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
5117 Mudd Tavern Road, Woodford
Stafford County -
Interstate 95 and U.S. Route 17

*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

Brs: City of Alexandria -
1717 King Street
2111 Eisenhower Avenue
606 King Street
City of Falls Church -
133 South Washington Street
City of Manassas -
9201 W Church Street
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
7900 Sudley Road
14091 John Marshall Highway, Gainesville
12493 Dillingham Square, Lake Ridge
14229 Potomac Mills Road, Woodbridge

EFTS:
City of Alexandria -
118 King Street
1320 Braddock Place
2306 Mount Vernon Avenue
City of Manassas -
9311 Lee Avenue

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*F&M Bank-Northern Virginia (Continued)
Prince William County -
202 Mill Street, Occoquan

*Farmers & Merchants Bank
205 Main Street
Timberville 22853 (Rockingham County)
C.E.O.- Julian D. Fisher, President
Cashier- Neil Hayslett, Chief Financial Officer

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

Farmers & Merchants Bank of Craig County, The
306 Main Street
P.O. Box 399
New Castle 24127-0399 (Craig County)
C.E.O.- Julian W. Bostic, Jr.,
Executive Vice President
Cashier- Phil W. Shelton

Br: Craig County -
N.W. Corner Of Walnut & Court Street,
New Castle

Farmers & Merchants Bank of Stanley
252 E. Main Street
P.O. Box 10
Stanley 22851 (Page County)
C.E.O.- C. Gaylon Waters, President
Cashier- Brenda B. Kite, Chief Financial Officer

Brs: Page County -
800 East Main Street, Luray
511 South Third Street, Shenandoah

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

Brs: Accomack County -
U.S. Route 13, Belle Haven
6395 Maddox Boulevard, Chincoteague
Maddox Boulevard, Chincoteague
U S Route 13, Oak Hall
33013 Chincoteague Road, Wattsville
Northampton County -
16485 Lankford Highway, Eastville

EFT:
Northampton County -
Shore Memorial Hospital,
9507 Hospital Avenue, Nassawadox

Farmers Bank of Appomattox, The
18 Main Street
Appomattox 24522 (Appomattox County)
C.E.O.- James J. Pugh, Jr., President
Cashier- Anthony Pinelli, Jr.

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

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

Br: Isle of Wight County -
1119 South Church Street, Smithfield

Farmers and Miners Bank
403 W Morgan Avenue
Pennington Gap 24277 (Lee County)
C.E.O.- Terry M. Estep, President
Cashier- Doris A. Barnett

Brs: Dickenson County -
Piggly Wiggly Grocery Store, Piggly
Wiggly Shopping Center, Chase St.,
Clintwood
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

*Fauquier Bank, The
10 Courthouse Square
P.O. Box 561
Warrenton 22186 (Fauquier County)
C.E.O.- C. Hunton Tiffany, President
Cashier- David G. Koehler,
Chief Operating Officer

*Fauquier Bank, The (Continued)
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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

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- Dennis A. Dysart, Vice President

Brs: City of Winchester -
2210 Valley Avenue
661 North Loudoun Street
Frederick County -
3143 Valley Pike
Shenandoah County -
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
Russell County -
970 East Main Street, Lebanon
Washington County -
Intersection of US Routes 19 and 11
933 E Main Street, Abingdon

First Bank of Stuart, The
Blue Ridge and Main Streets
Stuart 24171 (Patrick County)
C.E.O.- William S. Clark, President

Brs: Patrick County -
South Side of State Route 773,
near State Route 675, Ararat
North side of U.S. Route 58 at State
Route 758, Meadows of Dan
North side of U. S. Route 58
near State Route 682, Patrick Springs
Village Shopping Center, Stuart
West side of State Route 8, 0.4 mile
south of State Route 40, Woolwine

*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

First Century Bank
200 Peppers Ferry Rd
P.O. Box 879
Wytheville 24382 (Wythe County)
C.E.O.- Jeffery L. Forlines, President
Cashier- Ronnie Hypes

Br: Wythe County -
State Route 94 and U. S. Route 52,
Fort Chiswell

EFT:
Wythe County -
680 West Lee Highway, US Route 11,
Wytheville

First Colonial Bank
5100 Oaklawn Boulevard
Hopewell (Prince George County)
C.E.O.- James C. Stewart, President
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 -
11310 Iron Bridge 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
First Commonwealth Bank (Continued)
Br: City of Norton -
1026 Park Avenue

First Community Bank of Saltville
109 Palmer Avenue
Saltville 24370 (Smyth County)
C.E.O.- James H. Campbell, President

Brs: Smyth County -
South side of U.S. Route 11,
0.75 miles east of St. Rt. 622, Atkins
South side of U.S. Rt 11, approx 0.5
mile east of St. Rt. 107, Chilhowie

First Community Bank of Southwest Virginia, Inc.
643 East Riverside Drive
Tazewell 24651 (Tazewell County)
C.E.O.- Bradley W. Adkins
Cashier- John M. Mendez, Chief Financial Officer

Brs: Dickenson County -
Chase Street and Alley 7, Clintwood
Tazewell County -
Railroad Avenue & Third Street, Richlands
Wise County -

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

8044 Main Street, Pound Wythe County - Intersection of State Route 94 and U.S. Route 52, Max Meadows 910 East Main Street, Wytheville	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
First Sentinel Bank 315 Railroad Ave P. O. Box 1050 Richlands 24641 (Tazewell County) C.E.O.- W. David Peters, President Cashier- George W. McCall, III, Executive Vice President	
Br: Tazewell County - East Riverside Drive and Valley View	
*First State Bank 201 N Union Street Danville 24543 C.E.O.- Sylvesta L. Jennings, Chairman of the Board Cashier- Larry S. Patterson	
Br: City of Danville - 1296 Piney Forest Road	
*First Virginia Bank 6400 Arlington Boulevard Falls Church 22042-2336 (Fairfax County) C.E.O.- Michael G. Anzilotti, President Cashier- John J. Brough, II	
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	

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*First Virginia Bank (Continued)

Fairfax County -
13045 Lee Jackson Memorial Highway,
Chantilly
13881 Metrotech Drive, 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

Northumberland County -
4 Warsaw Road, Callao
U.S. Route 360 and State Route 634,
Heathsville

Prince William County -
10420 Portsmouth Road
11670 Sudley Manor Road
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 - Commonwealth
4360 George Washington Memorial Hgwy
Newport News 23606-4230 (York County)
C.E.O.- Jon A. Nystrom, President
Cashier- Talmadge Garner

Brs: City of Hampton -
1033 West Mercury Boulevard
1112 Big Bethel Road
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 Poquoson -
452 Wythe Creek Road

City of Williamsburg -
171 Monticello Avenue
300 Second Street

Gloucester County -
Gloucester Courthouse
U.S. Route 17, Hayes

King and Queen County -
U.S. Route 33 & State Route 670, Mattaponi

Lancaster County -
Lancaster Square Shopping Center,
State Route 3, Kilmarnock

Middlesex County -
Southside of State Route 33
1/2 Mile West of County Route 1101,
Deltaville
U.S. Route 17, Saluda
Cross and Prince George Street, Urbanna

Surry County -
200 E Main Street, Surry

York County -
5003 Victory Boulevard

*First Virginia Bank - Franklin County
369 Franklin Street
P.O. Box 190
Rocky Mount 24151 (Franklin County)
C.E.O.- Richard A. Shoemaker, President
Cashier- Edgar C. Brooks, Chief Financial Officer

Brs: Franklin County -
12094 Old Franklin Turnpike,
Union Hall
40 Main Street, Boones Mill
320 S. Floyd Avenue, Rocky Mount
350 Tanyard Road, Rocky Mount
20 Jubal Early Highway, Wirtz

EFT:
Franklin County -
Smith Mountain Lake Visitors Center
2 Bridgewater Plaza, Route 122

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*First Virginia Bank - Southwest
6625 Williamson Road, N.W.
P.O. Box 7585
Roanoke 24019
C.E.O.- James N. Hinson, Jr.,
Chairman of the Board
Cashier- Lewis E. Kirtner

7480 Lee Highway

*First Virginia Bank of Tidewater
555 Main Street
P.O. Box 3097
Norfolk 23514
C.E.O.- Robert M. Boyd, President
Cashier- Talmadge L. Garner

Brs: City of Covington -
313 West Thacker Drive,
Riverbend Mall
450 West Main Street
City of Galax -
300 North Main Street
City of Radford -
520 First Street, West
Norwood Street & Third Avenue
City of Roanoke -
2036 Colonial Avenue, S.W.
3458 Orange Avenue, N.E.
4922 Valley View Boulevard
Valley View Mall
601 South Jefferson Street
City of Salem -
121 Electric Road
231 College Avenue
2809 West Main Street
Alleghany County -
Mallow Mall Shopping Center
Bath County -
Main Street, Hot Springs
Bland County -
Main Street, Bland
Main Street, Rocky Gap
Giles County -
300 Main Street, Narrows
800 Wenonah Avenue, Pearisburg
Cascade Drive, U.S. Route 460, Pembroke
250 Virginia Avenue, Rich Creek
Grayson County -
473 West Main Street, Fries
317 East Main Street, Independence
Montgomery County -
151 Country Club Drive, Blacksburg
902 Price's Fork Road, Blacksburg
2105 Roanoke Street, Christiansburg
50 Peppers Ferry Road, N.W.,
Christiansburg
985 Cambria Street NE, Christiansburg
6936 Roanoke Road, Shawsville
Pulaski County -
1105 Bob White Boulevard
4655 Cleburne Boulevard, Dublin
Lee Highway & Trinkle Avenue, Dublin
Roanoke County -
4309 Starkey Road
1920 East Washington Avenue, Vinton
Wythe County -
100 West Buck Street, Rural Retreat
U.S. Route 21 & State Route 749, Speedwell
1055 East Main Street, Wytheville
1105 North Fourth Street, Wytheville
170 East Main Street, Wytheville

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 Norfolk -
1020 Fisherman's Road
1308 Colley Avenue
2222 East Little Creek Road
225 W Brambleton Avenue
3540 Tidewater Drive
3935 East Princess Anne Road
4000 Hampton Boulevard
6145 Sewells Point Road
901 W Little Creek Road

EFT:
Montgomery County -

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*First Virginia Bank of Tidewater (Continued)

City of Norfolk -
9636 Granby Street
Norfolk International Airport
City of Portsmouth -
5100 Portsmouth Boulevard Center
City of Suffolk -
1200 North Main Street
1463 North Main Street
3131 Bridge Road
City of Virginia Beach -
1014 Independence Boulevard
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
Accomack County -
13350 Lankford Highway, Mappsville
44 Market Street, Onancock
U.S. Route 13, Onley
Northampton County -
Shore Plaza Shopping Center,
4050 Lankford Highway, Exmore

EFTS:

City of Norfolk -
1518 Colley Avenue
Norfolk International Airport

*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

Brs: City of Charlottesville -
120 Seminole Court,
Seminole Square Shopping Center
2149 North Barracks Road
305 East Jefferson Street
City of Harrisonburg -
1915 East Market Street
2360 South Main Street
City of Waynesboro -
105 Hopeman Parkway
City of Winchester -
2200 Valley Avenue,
Ward Plaza Shopping Center
Albemarle County -
100 Riverbend Drive
3501 Seminole Trail
Crozet Shopping Center,
State Route 240, Crozet
Augusta County -
1 Frontier Drive
Route 250 and Route 42, Churchville
Main & Craig Streets, Craigsville

U.S. 340 & Broadmoor Street, Stuarts Draft

Culpeper County -
Dominion Square Shopping Center,
703 James Madison Highway
Frederick County -
U.S. Route 11 & State Route 661
5511 Main Street, Stephens City
Orange County -
235 Madison Road, Orange
Rockingham County -
111 N Main Street, Bridgewater
230 South Main Street, Dayton
250 South Stuart Avenue, Elkton
Shenandoah County -
Main Street, Mount Jackson
King & Holiday Streets, Strasburg
200 North Main Street, Woodstock
300 West Reservoir Road, Woodstock
496 North Main Street, Woodstock
Warren County -
473 South Street, Front Royal

EFTS:

City of Harrisonburg -
1617 E. Market Street
710 Port Republic Road
Frederick County -
9181 N. Frederick Pike, Cross Junction
Page County -
600 4th. Street, Shenandoah

First Virginia Bank-Clinch Valley
Hillsboro and Market Streets
Tazewell 24651 (Tazewell County)
C.E.O.- Michael J. Fircetz, President
Cashier- Lewis E. Kirtner

Brs: 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
1616 Second Street, Richlands
501 Railroad Avenue, Richlands
814 West Riverside Drive, Tazewell

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

First Virginia Bank-Clinch Valley (Continued)

Tazewell County -
U. S. Route 19/460 & State Route 16,
Tazewell
West Main 201, Tazewell

*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
2604 Hull Street
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, Arvon
U.S. Route 15, Dillwyn

Chesterfield County -

11400 Midlothian Turnpike
6551 Centralia Road
7747 Midlothian Pike
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
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
Farmville Shopping Center, 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-Mountain Empire

498 Cummings Street
Wise 24293 (Washington County)
C.E.O.- Larry L. Richardson,
Chairman of the Board
Cashier- Edgar Clinton Brooks

Brs: City of Bristol -

13245 Lee Highway
3000 Lee Highway
Kroger Supermarket
Gate City Highway and Midway Street

Buchanan County -

State Route 80 and State Route 600,
Davenport

Dickenson County -

Chase Street, Clintwood
Main Street, Haysi

Russell County -

U.S. Highway 58, Castlewood
Main Street, Cleveland
Redbud Highway, Honaker
Russell County Shopping Center, Lebanon

Scott County -

1000 North Fork Boulevard, Duffield
Main Street, Dungannon
Gateway Plaza Shopping Center, Gate City

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*First Virginia Bank-Mountain Empire (Continued)

Scott County -
Highway 71 and State Route 682,
Nickelsville

Washington County -
U.S. Route 11 and State Route 704
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

*First Virginia Bank-Piedmont

7901 Timberlake Road
Lynchburg 24502 (Campbell County)
C.E.O.- Benjamin T. Corish, President
Cashier- Edgar Clinton Brooks

Brs: City of Danville -
1017 West Main Street
1410 Piney Forest Road
143 Crown Drive
Ridge and Patton Streets

City of Lynchburg -
1110 Main Street

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

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

Pittsylvania County -
2801 Westover Drive
Staunton Plaza Shopping Center, Hurt

First and Citizens Bank
Monterey 24465 (Highland County)
C.E.O.- Delbert Rexrode, Jr., Vice President

First-Citizens Bank, A Virginia Corporation
3601 Thirlane Road
Roanoke 24019

C.E.O.- Wayne D. Duncan,
Chairman of the Board
Cashier- Kenneth A. Black, Treasurer

Guaranty Bank
1658 State Farm Boulevard
Charlottesville 22901 (Albemarle County)
C.E.O.- Thomas P. Baker, President

Brs: City of Charlottesville -
1022 West Main Street
1924 Arlington Boulevard
520 East Main Street
City of Harrisonburg -
southeast corner of intersection of
Neff Avenue and Reservoir Street
Albemarle County -
1700 Seminole Trail

Fluvanna County -

Outparcel 1, Lake Monticello Plaza,
State Route 53 and Turkey Sag Trail,
Lake Monticello

Harbor Bank
11001 Warwick Boulevard
P. O. Box 1008
Newport News 23601
C.E.O.- Gordon L. Gentry, Jr., President
Cashier- Geoffrey C. Warner,
Senior Vice President

Br: City of Newport News -
14801 Warwick Boulevard

*Heritage Bank
1313 Dolley Madison Boulevard
McLean 22106 (Fairfax County)
C.E.O.- John T. Rohrback, President
Cashier- William B. Sutphin

Heritage Bank & Trust
841 North Military Highway
P.O. Box 3749
Norfolk 23514
C.E.O.- Robert J. Keogh, President
Cashier- Catherine Jackson

Brs: City of Chesapeake -
1450 South Military Highway
City of Norfolk -
200 East Plume Street
4807 Colley Avenue

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

Brs: City of Bristol -
821 Commonwealth Avenue
999 Old Airport Road

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

Highlands Union Bank (Continued)
Smyth County -
1425 North Main Street, Marion
Washington County -
164 Jonesborough Road, Abingdon
24412 Maringo Road, Abingdon
506 Maple Street, Glade Spring

Horizon Bank of Virginia, The
8414 Lee Highway
Fairfax 22031 (Fairfax County)
C.E.O.- Richard L. Hall, President
Cashier- David M. Goldman

Brs: City of Fairfax -
9720 Lee Highway
Fairfax County -
7857 Heritage Drive, Annandale
527 Maple Avenue East, Vienna

James Monroe Bank
3033 Wilson Boulevard
Arlington 22201 (Arlington County)
C.E.O.- John Maxwell, President
Cashier- Richard Linhart, Chief Operating Officer

James River Bank
209 West Main Street
Waverly 23890 (Sussex County)
C.E.O.- Jerry R. Bryant, President

Brs: City of Franklin -
200 N. Main Street
Southampton County -
22241 Main Street, Courtland
22510 Linden Street, Courtland
Sussex County -
State Routes 634 & 735, Sussex
233 South County Drive, Waverly

James River Bank/Colonial
1803 S Church Street
P.O. Box 429
Smithfield 23431 (Isle of Wight County)
C.E.O.- Oliver D. Creekmore, President
Cashier- Terry M. Gray

Brs: City of Newport News -
776 J. Clyde Morris Boulevard
York County -
4000 George Washington Highway

King George State Bank, Inc.
State Route 3
P. O. Box 81
King George 22485 (King George County)
C.E.O.- Homer L. Hite, President
Cashier- Priscilla O. Morgan

Br: Westmoreland County -
State Route 205 - McKinney Boulevard,
Colonial Beach

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

Brs: Lee County -
U.S. Route 58, Dryden
Corner of Church & Institute Streets,
Jonesville

MainStreet Bank (Central Virginia)
7021 Mechanicsville Turnpike
Mechanicsville 23111 (Hanover County)
C.E.O.- Merlin A. Henkel, President
Cashier- Gail C. Thomas

Brs: City of Lynchburg -
2100 Wards Road
2301 Langhorne Road
3638 Old Forest Road
City of Richmond -
1009-1011 East Main Street
Amherst County -
Seminole Shopping Center,
Route 29 North, Madison Heights
Bedford County -
U.S. Route 221 and State Route 666, Forest
6 Village Square,
State Routes 122 and 655, Moneta
Campbell County -
9009 Timberlake Road
Chesterfield County -
2500 Promenade Parkway, Midlothian
Hanover County -
300 England Street, Ashland
8071 Mechanicsville Turnpike,
Mechanicsville
Henrico County -
8001 West Broad Street
River Road Shopping Center,
6201 River Road
11400 Nuckols Road, Glen Allen

MainStreet Bank (Central Virginia) (Continued)
EFTS:
City of Lynchburg -
Liberty University,
3765 Candler's Mountain Road
Randolph-Macon Woman's College,
2500 Rivermont Avenue

Marathon Bank, The
4095 Valley Pike
Stephens City 22655 (Frederick County)
C.E.O.- Donald L. Unger, President
Cashier- Frederick A. Board

Brs: City of Winchester -
1041 Berryville Avenue
Frederick County -
1447 North Frederick Pike
Shenandoah County -
1014 South Main Street, Woodstock

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

Warren County -
Post Office Plaza
300 Warren Ave, Front Royal

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- F.F. Falls, Operations Officer

Br: Henrico County -
5419 Lakeside Avenue

Middleburg Bank, The
111 West Washington Street
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 -
Harrison Street and Catocoin 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- Regina K. Pate

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.- Eugene S. Hearl, President
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 -
1905 Front Street, Richlands
Washington County -
914 W. Main Street, Abingdon

New Peoples Bank, Inc.
State Route 80 and Gent Street
Honaker 24260 (Russell County)
C.E.O.- Kenneth D. Hart, President
Cashier- Frank Sexton, Jr.

Br: Scott County -
131 U. S. Route 23 South, Weber City

Northern Neck State Bank
2 East Richmond Road
P.O. Box 68
Warsaw 22572 (Richmond County)
C.E.O.- E. Peyton Motley, 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

Northern Neck State Bank (Continued)
Richmond County -
Time Square Shopping Center,
U.S. Route 360, Warsaw
Westmoreland County -
State Route 3, Montross

One Valley Bank - Shenandoah
Raphine 24472 (Rockbridge County)
C.E.O.- W. Lowrie Tucker, III, President
Cashier- Mary Frances Chittum,
Senior Vice President

Brs: City of Buena Vista -
1002 Magonolia Avenue
City of Harrisonburg -
1746 E. Market Street
City of Lexington -
537 East Nelson Street
Augusta County -
U.S. Route 11, Greenville
Botetourt County -
817 Main Street, Buchanan
Rockbridge County -
College Square Shopping Center,
U.S. Route 11 North
Lexington Crossing, U.S. Rt 11 North,
Wal-mart Supercenter
State Route 252, Brownsburg
U.S. Route 11, Fairfield
836 Rockbridge Rd, Glasgow

EFTS:
City of Buena Vista -
608 West 29th Street
City of Lexington -
125 West Nelson Street
Virginia Military Institute,
Lejeune Hall

ALPHABETICAL LISTING BY NAME OF STATE BANKS
 SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

Rockbridge County -
 NE corner of the intersection of
 Interstate 81 and State Route 710
 Natural Bridge of Virginia Gift Shop,
 U.S. Route 11

Brs: City of Martinsville -
 1201 Memorial Boulevard
 730 East Church Street,
 Patrick Henry Mall Shopping Center
 Henry County -
 U.S. Route 220

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

Br: Page County -
 612 East Main Street, Luray

Peninsula Trust Bank, Incorporated
 7171 George Washington Memorial Hwy.
 Gloucester 23061 (Gloucester County)
 C.E.O.- William J. Farinholt, President
 Cashier- Kenneth E. Smith

Brs: City of Newport News -
 737 J. Clyde Morris Boulevard
 City of Williamsburg -
 1031 Richmond Road
 Charles City County -
 10000 Courthouse Road, Charles City
 Gloucester County -
 14833 George Washington Memorial Hwy,
 Glenss
 James City County -
 100 McLaws Circle
 King and Queen County -
 State Routes 33 & 670, Mattaponi

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

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

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

Brs: 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

Piedmont Trust Bank
 200 East Church Street
 Martinsville 24112
 C.E.O.- R. Bruce Valley, President
 Cashier- Delores Johnson

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

Piedmont Trust Bank (Continued)
Henry County -
411 Virginia Avenue, Collinsville
State Route 57, Stanleytown

*Planters Bank & Trust Company of Virginia
24 South Augusta Street
P.O. Box 1309
Staunton 24401
C.E.O.- William P. Heath, Jr., President
Cashier- Fred D. Bowers

Brs: City of Harrisonburg -
375 North Mason Street
City of Staunton -
2201 N Augusta Street
2307 W Beverly Street
City of Waynesboro -
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
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.- G. Lawrence Warren, President
Cashier- Stephanie H. Ogle, Chief Financial Officer

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

Brs: Fairfax County -
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
Brs: Fairfax County
698 Elden Street, Herndon
1498 North Point Village Court, Reston

Rockingham Heritage Bank
110 University Boulevard
P.O. Box 352
Harrisonburg 22801
C.E.O.- John K. Stephens, President
Cashier- Fredrick W. Galway

Brs: City of Harrisonburg -
1980 S. Main Street
677 Chicago Avenue
Rockingham County -
410 Spotswood Avenue, Elkton

*Second Bank & Trust
102 S Main Street
Culpeper 22701 (Culpeper County)
C.E.O.- Otis R. Barham, Jr., President
Cashier- Jeffrey Farrar

Brs: City of Harrisonburg -
1920E Medical Avenue
390 University Boulevard
Culpeper County -
231 Southgate Shopping Center, Culpeper
Dominion Square Shopping Center,
717 James Madison Highway, Culpeper
Madison County -
Southwest Corner of the Intersection
US Route 29 & State Route 673, Madison
Orange County -
Market Place Shopping Center at Lake
of the Woods, 36081 Goodwin Drive,
Locust Grove

EFT:
Culpeper County -
501 Sunset Lane, Culpeper

Security Bank Corporation
8780 Centreville Road
P.O. Box 3350
Manassas 22110
C.E.O.- Danny R. May, President
Cashier- Carol S. Brandon

Br: Prince William County -
7801 Sudley Road

Shore Bank
25253 Lankford Highway
Onley 23418 (Accomack County)
C.E.O.- Scott C. Harvard, President
Cashier- Steven M. Belote, Chief Financial Officer

Brs: Accomack County -
6350 Maddox Boulevard, Chincoteague
Northampton County -
21220 N. Bayside Drive, Cheriton
4071 Lankford Highway, Exmore

OUT OF STATE

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

Maryland -
100 Downtown Plaza, Salisbury
1503 S. Salisbury Boulevard, Salisbury

Southern Financial Bank
37 East Main Street
Warrenton 22186 (Fauquier County)
C.E.O.- Georgia S. Derrico,
Chairman of the Board
Cashier- William H. Lagos

Brs: City of Fairfax -
4021 University Drive
City of Winchester -
35 West Piccadilly Street
Fairfax County -
2545 Centreville Road, Q18, Herndon
362 Elden Street, Herndon
Fauquier County -
322 Lee Highway, Warrenton
Frederick County -
1095 Millwood Pike
Loudoun County -
526 East Market Street, Leesburg
101 West Washington Street, Middleburg
46910 Community Plaza, Sterling
Prince William County -
13542 Minnieville Road, Woodbridge

*Southside Bank
307 Church Lane
P.O. Box 1005
Tappahannock 22560 (Essex County)
C.E.O.- Thomas M. Boyd, Jr., President
Cashier- Thomas E. Stephenson

Brs: Caroline County -
202 North Main Street, Bowling Green
Essex County -
Essex Square Shopping Center,
U.S. Route 17 & 360, Tappahannock

Gloucester County -
7132 George Washington Memorial Hwy,
Gloucester
Hanover County -
4241 Mechanicsville Turnpike
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

State Bank of Remington, Incorporated
200 John Stone Street
P.O. Box 158
Remington 22734 (Fauquier County)
C.E.O.- Larry B. Olinger, President
Cashier- James E. Underhill

Brs: Fauquier County -
U.S. Route 17, Bealeton
State Route 28, Catlett

State Bank of the Alleghenies, The
116 West Riverside Street
Covington 24426
C.E.O.- Don E. Stone, Jr., President
Cashier- Jean C. Gillilan, Vice President

Brs: City of Clifton Forge -
1633 Main Street
Bath County -
U.S. Route 220 and Kingtown Lane,
Mitchelltown

*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
Cashier- Ed Worrell

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
6110 Mechanicsville Turnpike,
Mechanicsville

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

*Union Bank and Trust Company (Continued)

Hanover County -
9534 Chamberlayne Road, Mechanicsville
King William County -
Route 360 East Approx 1.5 Mi S 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

EFT:

Caroline County -
Petro Travel Plaza,
Carmel Church Rd & I-95, Ruther Glen

*United Bank

11185 Main Street
Fairfax 22030
C.E.O.- Bernard H. Clineburg,
Chairman of the Board
Cashier- James J. Consagra, Jr.

Brs: City of Fairfax -
10855 Lee Highway
City of Manassas -
9872 Liberia Avenue
Arlington County -
2300 Ninth Street, South
3801 Wilson Boulevard
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

OUT OF STATE

Washington, D.C. -
1667 K Street, N.W.
4900 Massachusetts Avenue, N.W.
Maryland -
7626 Old Georgetown Road, Bethesda
12101 Rockville Pike, Rockville

EFTS:

Fairfax County -
Capital Expo Center,
4320 Chantilly Shopping Center
Fair Oaks Mall, Store 200

*Virginia Bank and Trust Company
336 Main Street
P.O. Box 3447
Danville 24541
C.E.O.- D. C. Hastings, President
Cashier- L. Frank King, Jr.

Brs: City of Danville -
2600 Riverside Drive,
Kings Fairground Plaza
3300 North Main Street
U.S. Route 58 East and Airport Drive
Pittsylvania County -
55 North Main Street, Chatham

Virginia Commerce Bank
5350 Lee Highway
Arlington 22207 (Arlington County)
C.E.O.- Peter A. Converse, President
Cashier- William K. Beauchense

Brs: City of Alexandria -
1414 Prince 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
1356 Chain Bridge Road, McLean

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

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
Virginia Community Bank (Continued)
Spotsylvania County -
10645 Courthouse Road

Virginia Heartland Bank
4700 Harrison Road
Fredericksburg 22404 (Spotsylvania County)
C.E.O.- William B. Young,
Chairman of the Board
Cashier- Christy F. Quesenbery

Brs: City of Fredericksburg -
1016 Charles Street
Spotsylvania County -
5996 Plank Road

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

CITIES	
CITY OF ALEXANDRIA	Brs: Highlands Union Bank 821 Commonwealth Avenue 999 Old Airport Road
Burke & Herbert Bank & Trust Company 100 South Fairfax Street	Br: Miners and Merchants Bank and Trust Company 1897 Lee Highway
Brs: 155 N Paxton Street 1705 Fern Street 1775 Jamieson Avenue 306 E Monroe Avenue 621 King Street	CITY OF BUENA VISTA
EFT: 2836 Duke Street	Br: One Valley Bank - Shenandoah 1002 Magonolia Avenue
Brs: Crestar Bank 1460 Beauregard Street 1650 King Street 231 South Van Dorn Street 2809 Mount Vernon Avenue 3101 Duke Street 3600 King Street 3610-H King Street 4616 Kenmore Avenue 515 King Street 5701-B Duke Street	EFT: 608 West 29th Street
Brs: F&M Bank-Northern Virginia 1717 King Street 2111 Eisenhower Avenue 606 King Street	CITY OF CHARLOTTESVILLE
EFTS: 118 King Street 1320 Braddock Place 2306 Mount Vernon Avenue	Brs: Crestar Bank 1201 Emmett Street 1900 Emmett Street 2117 Ivy Road 403 Park Street
Brs: First Virginia Bank 300 South Washington Street 4999 Seminary Road Van Dorn Plaza Shopping Center, 233 S. Van Dorn Street	F & M Bank-Central Virginia 1425 Seminole Trail
Brs: Virginia Commerce Bank 1414 Prince Street 5140 Duke Street	Brs: First Virginia Bank-Blue Ridge 120 Seminole Court, Seminole Square Shopping Center 2149 North Barracks Road 305 East Jefferson Street
CITY OF BRISTOL	Brs: Guaranty Bank 1022 West Main Street 1924 Arlington Boulevard 520 East Main Street
Brs: First Bank and Trust Company, The 1419 West State Street 38 East Valley Drive	CITY OF CHESAPEAKE
Brs: First Virginia Bank-Mountain Empire 13245 Lee Highway 3000 Lee Highway Kroger Supermarket, Gate City Highway and Midway Street	Bank of Hampton Roads, The 201 Volvo Parkway Brs: 1400 Kempsville Road, Suite 102 1500 Mt Pleasant Road 4108 Portsmouth Boulevard 4507 Relay Road 712 Liberty Street 852 N. George Washington Highway EFT: 1320 Northwest Boulevard Suite 100
	Br: Bank of Suffolk 3216 Western Branch Boulevard
	Brs: Bank of Tidewater, The 1304 Greenbrier Parkway Battlefield Shoppes, 1201 North Battlefield Boulevard

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

CITY OF CHESAPEAKE (Continued)

Brs: Branch Banking and Trust Company of Virginia
111 Mill Creek Parkway, Suite 100
1809 Greenbrier Parkway
238 South Battlefield Boulevard
3113 Western Branch Boulevard

Brs: Crestar Bank
100 Volvo Parkway
1122 George Washington Highway
2421 Bainbridge Boulevard
320 South Battlefield Boulevard
4113 Portsmouth Boulevard

Brs: First Virginia Bank of Tidewater
1521 Sams Circle
239 Battlefield Boulevard, Great Bridge Shopping Center
3343 Western Branch Boulevard
825 Volvo Parkway, Greenbrier Branch
Greenbrier Mall, 1401 Greenbrier Parkway

Br: Heritage Bank & Trust
1450 South Military Highway

CITY OF CLIFTON FORGE

Br: State Bank of the Alleghenies, The
1633 Main Street

CITY OF COLONIAL HEIGHTS

Br: Bank of Southside Virginia, The
764 East Ellerslie Ave

EFT: South Park Avenue and Roslyn Road

Br: Branch Banking and Trust Company of Virginia
2609 Boulevard

Br: Community Bank, The
2000 Snead Avenue

EFT: F & M Bank - Richmond
509 Southpark Boulevard

Br: First Colonial Bank
2208 Boulevard

Brs: First Virginia Bank-Colonial
497 South Park Circle
Southpark Mall, Space B-85, 230 Southpark Circle

EFT: Southpark Mall, Space B-85

CITY OF COVINGTON

Brs: First Virginia Bank - Southwest
313 West Thacker Drive, Riverbend Mall
450 West Main Street

State Bank of the Alleghenies, The
116 West Riverside Street

CITY OF DANVILLE

First State Bank
201 N Union Street

Br: 1296 Piney Forest Road

Brs: First Virginia Bank-Piedmont
1017 West Main Street
1410 Piney Forest Road
143 Crown Drive
Ridge and Patton Streets

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

CITY OF EMPORIA

Br: Branch Banking and Trust Company of Virginia
Weaver and N. Main Streets

F & M Bank-Emporia
401 Halifax Street

Brs: 301 West Atlantic Street
431 South Main Street

EFT: 920 West Atlantic Street

CITY OF FAIRFAX

Br: Community Bank of Northern Virginia
4029 Chain Bridge Road

Br: Crestar Bank
4020 University Drive

F&M Bank-Northern Virginia
4117 Chain Bridge Road

Br: First Virginia Bank
10302 Willard Way

Br: Horizon Bank of Virginia, The
9720 Lee Highway

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

CITY OF FAIRFAX (Continued)

Br: Southern Financial Bank
4021 University Drive

United Bank
11185 Main Street
Br: 10855 Lee Highway

Br: Virginia Commerce Bank
10777 Main Street

CITY OF FALLS CHURCH

Br: Bank of Northern Virginia, The
200 Little Falls Street

Br: Crestar Bank
603 West Broad Street

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

Br: First Virginia Bank
191 West Broad Street

CITY OF FRANKLIN

Bank of Franklin, The
100 East Fourth Avenue
Br: 201 North College Drive

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

Br: Crestar Bank
117 West Second Avenue

Br: James River Bank
200 N. Main Street

CITY OF FREDERICKSBURG

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

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

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

Br: Virginia Heartland Bank
1016 Charles Street

CITY OF GALAX

Br: Bank of Carroll
1100 East Stuart Drive

Br: First Virginia Bank - Southwest

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: Crestar Bank
2 East Queensway
2100 Executive Drive
2155 Coliseum Drive
75 Willow Oaks Boulevard
Burrell Street & Cedar Avenue,
Building 268

EFT: Sentara Hampton General Hospital,
3120 Victoria Boulevard

Brs: First Virginia Bank - Commonwealth
1033 West Mercury Boulevard
1112 Big Bethel Road
1900 Cunningham Drive,
Wal-Mart Supercenter #1631

CITY OF HARRISONBURG

Brs: Crestar Bank
1300 South Main Street
1790 East Market Street
180 East Market Street

F & M Bank - Massanutten
1855 East Market Street

Brs: 1900 South High Street
3150 South Main Street
611 Mt Clinton Pike
EFTS: 1010 W. Market Street
701 Port Republic Road
953 High Street

Brs: First Virginia Bank-Blue Ridge
1915 East Market Street
2360 South Main Street

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

CITY OF HARRISONBURG (Continued)	Brs: MainStreet Bank (Central Virginia) 2100 Wards Road 2301 Langhorne Road 3638 Old Forest Road
EFTS: First Virginia Bank-Blue Ridge (Continued) 1617 E. Market Street 710 Port Republic Road	EFTS: Liberty University, 3765 Candler's Mountain Road Randolph-Macon Woman's College, 2500 Rivermont Avenue
Br: Guaranty Bank southeast corner of intersection of Neff Avenue and Reservoir Street	
Br: One Valley Bank - Shenandoah 1746 E. Market Street	CITY OF MANASSAS
Br: Planters Bank & Trust Company of Virginia 375 North Mason Street	Brs: Crestar Bank 8751 Sudley Road 8885 Centreville Road 8950 Mathis Avenue
Rockingham Heritage Bank 110 University Boulevard	Br: F&M Bank-Northern Virginia 9201 W Church Street
Brs: 1980 S. Main Street 677 Chicago Avenue	EFT: 9311 Lee Avenue
Br: Second Bank & Trust 1920E Medical Avenue 390 University Boulevard	Brs: First Virginia Bank 10040 Dumfries Road 8650 Centreville Road
CITY OF HOPEWELL	Security Bank Corporation 8780 Centreville Road
EFT: Bank of Southside Virginia, The 5201 Oaklawn Boulevard	Br: United Bank 9872 Liberia Avenue
Br: Branch Banking and Trust Company of Virginia 105 N. Main Street	CITY OF MARTINSVILLE
Br: Crestar Bank 200-204 North Main Street	Brs: Crestar Bank 1105 Spruce Street 134 East Church Street 240 West Commonwealth Boulevard
EFT: 411 West Randolph Road	Piedmont Trust Bank 200 East Church Street
Br: First Colonial Bank 1421 West City Point Road	Brs: 1201 Memorial Bulevard 730 East Church Street, Patrick Henry Mall Shopping Center
CITY OF LEXINGTON	
Br: Crestar Bank 45 South Main Street	
Br: One Valley Bank - Shenandoah 537 East Nelson Street	CITY OF NEWPORT NEWS
EFTS: 125 West Nelson Street Virginia Military Institute, Lejeune Hall	Brs: Branch Banking and Trust Company of Virginia 12301 Warwick Boulevard 603 Pilot House Drive
CITY OF LYNCHBURG	Br: Consolidated Bank and Trust Company 2015 25th Street
Br: Branch Banking and Trust Company of Virginia 7114 Timberlake Road	Brs: Crestar Bank 10814 Warwick Boulevard 11817 Canon Boulevard 12227 Jefferson Avenue 14500 Warwick Boulevard 301 Hiden Boulevard 6060 Jefferson Avenue
Brs: Crestar Bank 1010 Main Street 4710 Boonsboro Road 6001 Fort Avenue Plaza One, One Plaza Shopping Center	
Br: First Virginia Bank-Piedmont 1110 Main Street	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

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

Harbor Bank
11001 Warwick Boulevard
Br: 14801 Warwick Boulevard

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

Br: Peninsula Trust Bank, Incorporated
737 J. Clyde Morris Boulevard

CITY OF NORFOLK

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

Bank of the Commonwealth
403 Boush Street
Br: 4101 Granby Street
EFT: 150 Park Avenue

Branch Banking and Trust Company of Virginia
109 East Main Street

Brs: 200 Boush Street(D-I)
2008 Cromwell Drive
2336 East Little Creek Road
245 East Little Creek Road
728 West 21st Street
7420 Granby Street
East Ring Road and Military Circle,
Shopping Center

EFT: Sentara-Norfolk General Hospital,
600 Gresham Drive

Brs: Crestar Bank
1221 East Little Creek Road
129 West Little Creek Road
3351 Princess Anne Road
400 Gresham Avenue
500 Main Street
5425 Robin Hood Road
5800 Virginia Beach Boulevard
777 West 21st. Street

EFT: Sentara Leigh Hospital, 830 Kempsville
Road

First Virginia Bank of Tidewater
555 Main Street

Brs: 1020 Fisherman's Road
1308 Colley Avenue
2222 East Little Creek Road
225 W Brambleton Avenue
3540 Tidewater Drive
3935 East Princess Anne Road
4000 Hampton Boulevard
6145 Sewells Point Road
901 W Little Creek Road
9636 Granby Street

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

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

CITY OF PETERSBURG (Continued)

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

Brs: Crestar Bank
1340 West Washington Street
1941 South Sycamore Street
898 East Washington Street

Br: First Colonial Bank
1883 South Crater Road

CITY OF POQUOSON

Br: First Virginia Bank - Commonwealth
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

Brs: Crestar Bank
2860 Airline Boulevard
303 County Street

Br: First Virginia Bank of Tidewater
5100 Portsmouth Boulevard Center

CITY OF RADFORD

Brs: Crestar Bank
1000 Norwood Street
1st and Kent Street

EFT: Dalton Hall Student Center,
Adams and Fairfax Streets

Brs: First Virginia Bank - Southwest
520 First Street, West
Norwood Street & Third Avenue

CITY OF RICHMOND

Brs: Branch Banking and Trust Company of
Virginia
1210 Westover Hills Boulevard
5711 Patterson Avenue
830 East Main Street

Br: Commerce Bank of Virginia
901 East Byrd Street, West Tower,
Suite 1150

Br: CommonWealth Bank, The
707 East Main Street

Consolidated Bank and Trust Company
320 N First Street

Brs: 1806 Creighton Road
3009 Hull Street

Crestar Bank
919 East Main Street
Brs: 1101 Azalea Avenue
1518 Hull Street Road
1801 West Broad Street
206 East Main Street
2500 East Broad Street
3022 West Broad Street
3507 West Cary Street
3513 West Cary Street
3513 West Cary Street (D-I)
424 East Grace Street
4708 Forest Hill Avenue
500 North Harrison Street
5801 Patterson Avenue
640 W. Southside Plaza
6845 Midlothian Turnpike
7133 Forest Hill Avenue
901 East Byrd Street
901 Semmes Avenue, Richmond

EFTS: 1000 Semmes Avenue
1001 Semmes Avenue
550 East Marshall Street

Brs: F & M Bank - Richmond
209 West Franklin Street
6980 Forest Hill Avenue

First Virginia Bank-Colonial
700 East Main Street
Brs: 200 East Belt Boulevard
2604 Hull Street
4710 Walmsley Boulevard
7100 Three Chopt Road
Stoney Point Shopping Center,
Huguenot Road & Stoney Point Road

Br: MainStreet Bank (Central Virginia)
1009-1011 East Main Street

CITY OF ROANOKE

EFT: Bank of Fincastle, The
2635 Colonial Avenue

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

CITY OF ROANOKE (Continued)

Brs: Branch Banking and Trust Company of
Virginia
1620 Hershberger Road, N.W.
316 S. Jefferson Street

Brs: Crestar Bank
112 McClanahan Street, S. W.
1535 Hershberger Road, N. W.
2112 Colonial Avenue, S. W.
2230 Melrose Avenue
3403 Williamson Road, N. W.
3407 Orange Avenue, N. E.
510 South Jefferson Street

First Virginia Bank - Southwest
6625 Williamson Road, N.W.

Brs: 2036 Colonial Avenue, S.W.
3458 Orange Avenue, N.E.
4922 Valley View Boulevard,
Valley View Mall
601 South Jefferson Street

First-Citizens Bank, A Virginia Corporation
3601 Thirlane Road

CITY OF SALEM

Br: Branch Banking and Trust Company of
Virginia
303 E. Burwell Street

Brs: Crestar Bank
1499 West Main Street
1841 West Main Street
2929 Keagy Road

Brs: First Virginia Bank - Southwest
121 Electric Road
231 College Avenue
2809 West Main Street

CITY OF SOUTH BOSTON

Br: Crestar Bank
410 Main Street

CITY OF STAUNTON

Brs: Crestar Bank
1111 Greenville Avenue
638 North Coalter Street
8-14 West Beverly Street
Statler Square Shopping Center,
850 Statler Boulelvalrd

First Virginia Bank-Blue Ridge
125 N Central Avenue

Planters Bank & Trust Company of Virginia
24 South Augusta Street

Brs: 2201 N Augusta Street
2307 W Beverly Street

EFT: 600 North Coalter Street

CITY OF SUFFOLK

Br: Bank of Franklin, The
6617 Holland Road

Br: Bank of Hampton Roads, The
117 Market Street

Bank of Suffolk
1514 Holland Road

Brs: 1000 North Main Street
101 East Washington Street
1512 Holland Road
1589 Bridge Road
625 East Washington Street, East Suffolk
Office
6423 Whaleyville Blvd

Brs: Branch Banking and Trust Company of
Virginia
1008 West Washington Street
1525 North Main Street

Br: Crestar Bank
123 North Main Street

Brs: First Virginia Bank of Tidewater
1200 North Main Street
1463 North Main Street
3131 Bridge Road

CITY OF VIRGINIA BEACH

Brs: Bank of Hampton Roads, The
1100 Dam Neck Road
5472 Indian River Road

Bank of Tidewater, The
1548 Laskin Road

Brs: 2251 W. Great Neck Road
770 Lynnhaven Parkway Suite 100
Giant Square Shopping Center, Independence
Boulevard
Providence Square Shopping Center,
5225 Providence Road

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

CITY OF VIRGINIA BEACH (Continued)

Brs: Bank of the Commonwealth
1124 First Colonial Road
1870 Kempsville Road
225 South Rosemont Road
2712 North Mall Drive

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

Brs: Crestar Bank
1625 General Booth Boulevard
2260 SunStates Court
3322 Holland Road
3330 Pacific Avenue
3334 Virginia Beach Boulevard
4550 Virginia Beach Boulevard
4572-6 Virginia Beach Boulevard
635 Lynnhaven Parkway
711 First Colonial Road
750 Independence Boulevard
849 Kempsville Road
916 South Military Highway

EFTS: 2600 International Parkway
Sentara Bayside Hospital, 800 Independence
Boulevard

Brs: First Virginia Bank of Tidewater
1014 Independence Boulevard
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

Resource Bank
3720 Virginia Beach Boulevard

CITY OF WAYNESBORO

Brs: Crestar Bank
1100 West Broad Street
Shenandoah Village Outlet Mall,
600 Shenandoah Village Drive

Br: First Virginia Bank-Blue Ridge
105 Hopeman Parkway

Br: Planters Bank & Trust Company of Virginia
251 N Poplar Avenue

CITY OF WILLIAMSBURG

Br: Chesapeake Bank
1229 Lafayette Street

Brs: Crestar Bank
1186 Jamestown Road
120 Monticello Avenue
120 North Henry Street
401 West Duke of Gloucester Street
Garrison Drive & North Mount Vernon,
Avenue

Brs: First Virginia Bank - Commonwealth
171 Monticello Avenue
300 Second Street

Br: Peninsula Trust Bank, Incorporated
1031 Richmond Road

CITY OF WINCHESTER

Brs: Bank of Clarke County
40 West Piccadilly Street
625 East Jubal Early Dr

Br: Crestar Bank
1950 S. Pleasant Valley Road

F & M Bank - Winchester
115 North Cameron Street

Brs: 100 North Loudoun Street
124 West Picadilly Street
1850 Apple Blossom Mall
2004 South Pleasant Valley Road
2082 South Pleasant Valley Road
2252 Valley Avenue
509 A Amherst Street
748 Berryville Ave
829 North Loudoun Street

EFTS: 4780 Northwestern Pike
7 East Gerrard Street
Pleasant Valley Road and Route 50 E

CITY OF WINCHESTER (Continued)

EFTS: F & M Bank - Winchester (Continued)
Winchester Medical Center, 1850 Amherst
Street

Brs: First Bank
2210 Valley Avenue
661 North Loudoun Street

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

Br: First Virginia Bank-Blue Ridge 2200 Valley Avenue, Ward Plaza Shopping Center	Br: 1700 Seminole Trail
Br: Marathon Bank, The 1041 Berryville Avenue	ALLEGHANY COUNTY
Br: Southern Financial Bank 35 West Piccadilly Street	Br: First Virginia Bank - Southwest Mallow Mall Shopping Center
COUNTIES	AMELIA COUNTY
ACCOMACK COUNTY	Br: Citizens Bank and Trust Company State Route 38 & Church Street, Amelia
Brs: Crestar Bank 23364 Front Street, Accomac 62 Market Street, Onancock Edmunds Street & Railroad Avenue, Painter	Br: First Virginia Bank-Colonial U.S. Route 360
Farmers & Merchants Bank-Eastern Shore 25275 Lankford Highway	AMHERST COUNTY
Onley	Brs: Crestar Bank U.S. Route 29 North & Dillard Road, Madison Heights Wal-mart at U.S. Route 29 and, Woody's Lake Road, Madison Heights
Br: 33013 Chincoteague Road, Wattsville 6395 Maddox Boulevard, Chincoteague Maddox Boulevard, Chincoteague U S Route 13, Oak Hall U.S. Route 13, Belle Haven	EFT: Sweetbriar College, Highway 29, Sweetbriar
Br: First Virginia Bank of Tidewater 13350 Lankford Highway, Mappsville 44 Market Street, Onancock U.S. Route 13, Onley	Br: F & M Bank-Central Virginia Ambriar Shopping Center, U.S. Route 29, Amherst
Shore Bank 25253 Lankford Highway	EFT: 188 Faulconerville Road
Onley	Br: First Virginia Bank-Piedmont 164 Main Street, Amherst 2700 Amherst Highway, Madison Heights
Br: 6350 Maddox Boulevard, Chincoteague	Br: MainStreet Bank (Central Virginia) Seminole Shopping Center, Route 29 North, Madison Heights
ALBEMARLE COUNTY	APPOMATTOX COUNTY
Albemarle First Bank 1265 Seminole Trail	Br: Branch Banking and Trust Company of Virginia History Junction, Appomattox
Brs: Crestar Bank 1705 Seminole Trail 1980 Rio Hill Center	Farmers Bank of Appomattox, The 18 Main Street Appomattox
EFT: 520 Massie Road	Br: Triangle Plaza Shopping Center, Route 460, Appomattox
Brs: F & M Bank-Central Virginia 2208 Ivy Road S. E. Corner 5th Street Extended & Harris Road Valley Street, Scottsville	ARLINGTON COUNTY
EFTS: 1220 Seminole Trail 201 Bowen Loop	Bank of Northern Virginia, The 1010 North Glebe Road
Br: First Virginia Bank-Blue Ridge 100 Riverbend Drive 3501 Seminole Trail Crozet Shopping Center, State Route 240, Crozet	Br: Ballston Common Mall, 4238 Wilson Boulevard
Guaranty Bank 1658 State Farm Boulevard	EFTS: 1701 North George Mason Drive Ballston Common Mall, 4238 Wilson Boulevard
	Br: Burke & Herbert Bank & Trust Company 500 South 23rd Street
	Br: Crestar Bank 1000 Wilson Boulevard, Rosslyn 1550 Wilson Boulevard

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

249 North Glebe Road
3040 Clarendon Boulevard
3108 Columbia Pike
3141 Lee Highway
4301 Wilson Boulevard
4710 Lee Highway
6711 Lee Highway
900 North Taylor Street
EFT: 2050 Wilson Boulevard

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
3801 Wilson Boulevard
4005 Wilson Boulevard
5335 Lee Highway
6402 Williamsburg Blvd

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

AUGUSTA COUNTY

EFTS: Crestar Bank
96 Medical Center Drive, Fishersville
Staunton Mall, 1331 Greenville Ave.

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

Br: One Valley Bank - Shenandoah
U.S. Route 11, Greenville

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

BATH COUNTY

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

Br: State Bank of the Alleghenies, The
U.S. Route 220 and Kingtown Lane,
Mitchelltown

BEDFORD COUNTY

Br: Crestar Bank
Graves Mill Center, U. S. Route 221 &
Graves Mill Road

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

BEDFORD COUNTY (Continued)

Brs: MainStreet Bank (Central Virginia)
6 Village Square, State Routes 122 and 655,
Moneta
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

EFT: 4070 Roanoke Road, Fincastle

EFT: Bank of Ferrum
604 Minute Market, Route 220 Alternate

Bank of Fincastle, The
17 South Roanoke Street
Fincastle

Brs: 191 Lee Highway South, Troutville
4370 Cloverdale Road
860 Roanoke Road, Daleville
U.S. Route 220 South, Daleville
U.S. Route 460

EFTS: Quickette Market, U.S. Route 220 North,
Fincastle
U.S. Route 11 & Interstate 81, Daleville

Br: One Valley Bank - Shenandoah
817 Main Street, Buchanan

BUCHANAN COUNTY

Br: First Virginia Bank-Mountain Empire
State Route 80 and State Route 600,
Davenport

Miners and Merchants Bank and Trust Company
Walnut Street & Main Street
Grundy

Brs: Anchorage Shopping Center, Vasant
U.S. Route 460 East, Grundy
U.S. Route 460, 0.2 miles east of
its intersection with State Rt. 624,
Oakwood

BUCKINGHAM COUNTY

Br: Farmers Bank of Appomattox, The
Southeast corner of State Rt.20
and U.S. Route 15, Dillwyn

Brs: First Virginia Bank-Colonial
U.S. Route 15, Dillwyn
U.S. Route 15, Arvonnia

CAMPBELL COUNTY

Br: Bank of Charlotte County, The
308 Lynchburg Avenue, Brookneal

Br: Crestar Bank
9604 Timberlake Road

Br: Farmers Bank of Appomattox, The
Highway 24, Concord

First Virginia Bank-Piedmont
7901 Timberlake Road

Brs: 440 Lursardi Drive, Brookneal
U.S. Route 501 & State Route 24, Rustburg

Br: MainStreet Bank (Central Virginia)
9009 Timberlake Road

CAROLINE COUNTY

Br: Southside Bank
202 North Main Street, Bowling Green

Union Bank and Trust Company
211 N Main Street
Bowling Green

Brs: U.S. Route 1 and State Route 639,
Ladysmith
U.S. Route 301, Port Royal

EFT: Petro Travel Plaza, Carmel Church Rd &
I-95, Ruther Glen

CARROLL COUNTY

Bank of Carroll
145 N Main Street
Hillsville

Br: Highway 52 & State Route 927, Cana
EFT: U.S. Route 58 & State Route 743

Br: Bank of Floyd, The
185 South Main Street, Hillsville

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

CHARLES CITY COUNTY

Br: Peninsula Trust Bank, Incorporated
10000 Courthouse Road, Charles City

Bermuda Square Shopping Center,
12551 Jefferson Davis Highway, Chester
Ironbridge Plaza Shopping Center,
12020 Ironbridge Road, Chester
Midlothian Turnpike & Crowder Drive

CHARLOTTE COUNTY

Bank of Charlotte County, The
Berkley & Charlotte Streets
Phenix
Br: 26 King Street, Keysville
Main Street, Charlotte Courthouse

Brs: F & M Bank - Richmond
11010 Hull Street Road, Midlothian
11450 Midlothian Turnpike
17650 Midlothian Turnpike, Midlothian
4310 West Hundred Road, Chester
5756 Hopkins Road
9960 Midlothian Turnpike
9970 Ironbridge Road

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
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

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

Brs: First Colonial Bank
11310 Iron Bridge Road, Chester
2141 East Hundred Road, Enon

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

CommonWealth Bank, The
9310 Midlothian Turnpike

Br: Community Bank, The
West Hundred Rd & Winfree Avenue,
Chester

Br: MainStreet Bank (Central Virginia)
2500 Promenade Parkway, Midlothian

CLARKE COUNTY

Community Bankers' Bank
557-B Southlake Boulevard

County Bank of Chesterfield
10400 Hull Street Road
Br: 13241 River's Bend Boulevard, Chester
6435 Ironbridge Road

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

Brs: Crestar Bank
10100 Hull Street Road
10300 Midlothian Turnpike
10921 Hull Street Road, Midlothian
11400 West Huguenot Road, Midlothian
12201 South Chalkley Road
13001 Hull Street Road
2065 Huguenot Road
4830 Jefferson Davis Highway

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

Brs: Crestar Bank
633 Meadowbrook Center, Culpeper
801 James Madison Highway,
Wal-Mart Supercenter, Culpeper

EFTS: F & M Bank-Peoples
1113 James Monroe Highway

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

18179 Lee Highway, Amisville

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

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

DICKENSON COUNTY

Br: Farmers and Miners Bank
Piggly Wiggly Grocery Store, Piggly
Wiggly Shopping Center, Chase St.,
Clintwood

Br: First Community Bank of Southwest
Virginia, Inc.
Chase Street and Alley 7, Clintwood

Brs: First Virginia Bank-Mountain Empire
Chase Street, Clintwood
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: Route 1402 & Route 1,
Dinwiddie Courthouse
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

Southside Bank
307 Church Lane
Tappahannock

Br: Essex Square Shopping Center,
U.S. Route 17 & 360, Tappahannock

FAIRFAX COUNTY

Alliance Bank Corporation
12735 Shops Lane

Brs: Burke & Herbert Bank & Trust Company
2604 Sherwood Hall Lane
5519 Franconia Road
5705 Seminary Road
5731 Telegraph Road
8736-38 Cooper Road

EFT: 3200 Mount Vernon Memorial Highway,
Mount Vernon

Business Bank, The
8399 Leesburg Pike
Vienna

Brs: Community Bank of Northern Virginia
13826 Lee Highway, Centreville
302 Maple Avenue, Vienna

FAIRFAX COUNTY (Continued)

Brs: Community Bank of Northern Virginia
(Continued)
6809 Old Dominion Drive, McLean
783 Station Street, Herndon
8150 Leesburg Pike, Vienna

Brs: Crestar Bank
1025 Herndon Parkway, Herndon
11180 South Lakes Drive, Reston
11600 Plaza America Drive, Reston
12001 Lee Jackson Memorial Highway
1301 Chain Bridge Road, McLean
13033 Lee Jackson Highway, Fairfax
13900 Lee Jackson Memorial Highway,
Chantilly
14200-E Centreville Square, Centreville
1449-A Chain Bridge Road, McLean
1900 Centennial Park Drive, Reston
2401 Centreville Road, Herndon
4250 John Marr Drive, Annandale
501 Maple Avenue, West, Vienna
515 Maple Avenue East, Vienna
5234 Rolling Road, Burke
5820 Kingstowne Center
5922 Richmond Highway

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

6050 Rose Hill Drive, Suite 101	7000 Bland Street, Springfield
6075 Gorgas Road, Fort Belvoir	7025-A Manchester Boulevard, Franconia
6216 Rolling Road, Springfield	7205 Little River Turnpike, Annandale
6300 Leesburg Pike, Fairfax	7393-A Lee Highway
7205 Commerce Street, Springfield	7509 Huntsman Boulevard, Springfield
7617 Little River Turnpike	7716 Telegraph Road, Hayfield
8098 Rolling Road, Springfield	7960 Fort Hunt Road
8219 Leesburg Pike, Vienna	8385-A Leesburg Pike, Vienna
9400 Richmond Highway, Lorton	8416 Arlington Boulevard
9401 Lee Highway	8650 Richmond Highway
9883 Georgetown Pike, Great Falls	8920 Village Shops Drive, Fairfax Station
Burke Commons Shopping Center, 6052 Burke Commons Road, Burke	9915 Georgetown Pike, Great Falls
Fort Belvoir Commissary, 6020 Gorgas Road, Suite 101, Fort Belvoir	Braddock & Twinbrook Roads
EFTS: 8861 Leesburg Pike, Vienna	Burke Road & Burke Lake Road, Burke
Fort Belvoir Shopette, 13th Street, Building 1155, Fort Belvoir	Heritage Bank
	1313 Dolley Madison Boulevard
	McLean
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	
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	
13881 Metrotech Drive, Chantilly	
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 Shiplott Boulevard, Burke	
6618 Richmond Highway	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

FAIRFAX COUNTY (Continued)

Horizon Bank of Virginia, The
8414 Lee Highway
Merrifield
Brs: 527 Maple Avenue East, Vienna
7857 Heritage Drive, Annandale

Potomac Bank of Virginia
133 Maple Avenue East
Vienna

Prosperity Bank & Trust Company
5803 Rolling Road
Springfield
Br: 6975-A Springfield Blvd, Springfield

Brs: Resource Bank
1498 North Point Village Court, Reston
698 Elden Street, Herndon

Brs: Southern Financial Bank
2545 Centreville Road, Q18, Herndon
362 Elden Street, Herndon

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
4230 John Marr Drive, Annandale

FAUQUIER COUNTY

Br: Crestar Bank
680 Warrenton Center, Warrenton

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

Brs: 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

Southwest 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 of Remington, Incorporated
200 John Stone Street
Remington
Brs: State Route 28, Catlett
U.S. Route 17, Bealeton

FLOYD COUNTY

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

FLUVANNA COUNTY

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

FRANKLIN COUNTY

Bank of Ferrum
1 Main Street
Ferrum

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

FRANKLIN COUNTY (Continued)

Brs: Bank of Ferrum (Continued)
315 North Main Street, Rocky Mount
North side of U. S. Route 220,
0.25 mile south of State Route 697
southeast corner of State Route 122
and Route 616

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

Br: Branch Banking and Trust Company of
Virginia
216 College Street, Rocky Mount

Brs: Crestar Bank
101 South Main Street, Rocky Mount
550 Old Franklin Turnpike, Rocky Mount

EFT: 7125 Booker T. Washington Highway, Wirtz

First Virginia Bank - Franklin County
369 Franklin Street
Rocky Mount

Brs: 12094 Old Franklin Turnpike, Union Hall
20 Jubal Early Highway, Wirtz
320 S. Floyd Avenue, Rocky Mount
350 Tanyard Road, 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
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
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

Brs: Crestar Bank
7115 George Washington Memorial Hgwy,
Gloucester
Gloucester Point
Main Street, Gloucester Courthouse

Brs: First Virginia Bank - Commonwealth
Gloucester Courthouse
U.S. Route 17, Hayes

Peninsula Trust Bank, Incorporated
7171 George Washington Memorial Hwy.
Gloucester

Br: 14833 George Washington Memorial Hwy,
Glens

Br: Southside Bank
7132 George Washington Memorial Hwy,
Gloucester

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

GOOCHLAND COUNTY

Brs: Commerce Bank of Virginia
27 Broad Street Road, Centerville
3018 River Road West

Brs: First Virginia Bank-Colonial
6127 Mechanicsville Turnpike,
Mechanicsville
700 England Street, Ashland
8074 Mechanicsville Turnpike,
Mechanicsville

GRAYSON COUNTY

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

9186 Chamberlayne Avenue, Mechanicsville
Kings Charter Commercial Center,
Sliding Hill Road, Ashland

GREENSVILLE COUNTY

Br: Bank of Southside Virginia, The
U.S. Route 58 & State Route 686

MainStreet Bank (Central Virginia)
7021 Mechanicsville Turnpike
Mechanicsville

Brs: 300 England Street, Ashland
8071 Mechanicsville Turnpike,
Mechanicsville

EFT: F & M Bank-Emporia
1589 Skippers Road

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

HALIFAX COUNTY

Br: Crestar Bank
4027 Halifax Road, Centerville

Br: Southside Bank
4241 Mechanicsville Turnpike

HANOVER COUNTY

Br: Bank of Essex
Route 360 & Proposed Creighton Road,
Between Routes 615 & 643,
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

Brs: Branch Banking and Trust Company of
Virginia
201 N. Washington Highway, Ashland
7016 Mechanicsville Turnpike

HENRICO COUNTY

Brs: Branch Banking and Trust Company of
Virginia
10791 West Broad Street
1650 Willow Lawn Drive
1773 N. Parham Road
4802 S. Laburnum Avenue
8209 West Broad Street

Br: Commerce Bank of Virginia
Intersection of State Routes 637 & 6,
Ashland

Brs: Crestar Bank
7430 Bell Creek Road, Mechanicsville
8028 Mechanicsville Pike, Mechanicsville
State Route 739, Beaverdam
U.S. Route 1 & State Route 602, Doswell
U.S. Route 301 & State Route 646,
Hanover Courthouse

Capital One Bank
11011 West Broad Street

Br: Citizens and Farmers Bank
State Route 5 and Strath Road, Varina

EFT: 2000 Richfood Road

Commerce Bank of Virginia
11500 West Broad Street

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

Br: CommonWealth Bank, The
900 N. Parham Road

Br: Consolidated Bank and Trust Company
Brookhill Azalea Branch,
5214 Chamberlayne Avenue

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

HENRICO COUNTY (Continued)

Brs: Crestar Bank
1131 Gaskins Road
11400 West Broad Street Road
11501 West Broad Street Road, Glen Allen
14 North Laburnum Avenue
1500 Parham Road
1601 Willow Lawn Drive,
Willow Lawn Shopping Center
3631 Mechanicsville Turnpike
4307 Williamsburg Road
4816 South Laburnum Avenue
6501 West Broad Street
7818 Parham Road
7901 Brook Road
7951 Brook Road
8201 Brook Road
9072 West Broad Street, Tuckernuck Square
Shopping Center
9480 West Broad Street
Hannaford Bros., 1601 Willow Lawn Drive
Staples Mill & Glenside Drive

EFTS: 1601 Willow Lawn Drive
Circuit City Deep Run I Building,
9950 Mayland Drive
Circuit City Deep Run II Building,
9960 Mayland Drive
Regency Square Shopping Center,
1420 Parham Road
Richmond International Airport,
Airport Drive, Sandston
Richmond International Airport,
Parking Garage, Airport Drive, Sandston

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
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

EFT: Virginia Center Commons Mall,
U. S. Route 1

Brs: MainStreet Bank (Central Virginia)
11400 Nuckols Road, Glen Allen

8001 West Broad Street
River Road Shopping Center,
6201 River Road

Br: Metro-County Bank of Virginia, Inc.
5419 Lakeside Avenue

HENRY COUNTY

Br: Bank of Ferrum
East side of U.S. Rt 220, 0.3 mi. North of
St. Rt. 674, Bassett

Brs: Crestar Bank
243 Virginia Avenue, Collinsville
State Routes 57 and 609, Fieldale
U. S. Route 220 and State Route 724,
Ridgeway

Brs: Piedmont Trust Bank
411 Virginia Avenue, Collinsville
State Route 57, Stanleytown
U.S. Route 220

HIGHLAND COUNTY

Blue Grass Valley Bank, The
6 Main Street
Blue Grass

First and Citizens Bank
Monterey

ISLE OF WIGHT COUNTY

Farmers Bank, Windsor, Virginia
50 E Windsor Boulevard
Windsor

Br: 1119 South Church Street, Smithfield

James River Bank/Colonial
1803 S Church Street
Smithfield

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

JAMES CITY COUNTY

- Brs: Chesapeake Bank
4492 John Tyler Highway
SE Corner of State Route 5 and
Ironbound Road
- EFTS: Southwest corner of Ironbound Road,
and State Route 5
Williamsburg Pottery Factory, Inc.,
Building #8, Lightfoot
Williamsburg Pottery Factory, Inc.,
Building #3, Lightfoot
- Brs: Citizens and Farmers Bank
4780 Longhill Road
N.E. Corner of U.S. Route 60 and
State Route 607, Norge
- Brs: Crestar Bank
496 McLaws Circle
5700 Williamsburg Landing Drive
6385 Richmond Road, Lightfoot
- Br: Peninsula Trust Bank, Incorporated
100 McLaws Circle

KING AND QUEEN COUNTY

- Br: First Virginia Bank - Commonwealth
U.S. Route 33 & State Route 670, Mattaponi
- Br: Peninsula Trust Bank, Incorporated
State Routes 33 & 670, Mattaponi

KING GEORGE COUNTY

- EFT: F & M Bank-Peoples
10520 James Madison Highway, Edgehill
- Brs: First Virginia Bank
2207 West Dahlgren Road
State Routes 3 & 610, King George

King George State Bank, Inc.
State Route 3
King George

KING WILLIAM COUNTY

- Brs: Bank of Essex
1681 Main Street, West Point
U.S. Route 360, Central Garage

Citizens and Farmers Bank
8th & Main Streets
West Point

- Br: 14th & Main Streets, West Point
EFT: 100 Winter Street, West Point

- Br: Southside Bank
Aylett

- Br: Union Bank and Trust Company
Route 360 East Approx 1.5 Mi S of
State Route 30, Manquin

LANCASTER COUNTY

- Bank of Lancaster
100 Main Street
Kilmarnock
- Brs: Lancaster Square Shopping Center,
North Main Street, Kilmarnock
State Route 3, Ice House Field Shopping
Center, White Stone
- Chesapeake Bank
97 North Main Street
Kilmarnock
- Brs: 10 Lancaster Drive, Irvington
King Carter Drive and Tavern Road,
Irvington
State Routes 3 and 201, Lively
- EFT: Rappahannock General Hospital,
Harris Road
- Br: First Virginia Bank - Commonwealth
Lancaster Square Shopping Center,
State Route 3, Kilmarnock
- Brs: Northern Neck State Bank
284 North Main Street, Kilmarnock
485 Chesapeake Drive, White Stone

LEE COUNTY

- Farmers and Miners Bank
403 W Morgan Avenue
Pennington Gap
- Brs: State Route 673 & U.S. Route 58, Rose Hill
U.S. Route 58 & State Route 694,
Cumberland Gap

- Lee Bank & Trust Company
600 West Morgan Avenue
Pennington Gap
- Brs: Corner of Church & Institute Streets,
Jonesville
U.S. Route 58, Dryden

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

LEE COUNTY (Continued)

Peoples Bank, The
Highway 58
Ewing
Brs: Four Main Street, Rose Hill
North side of U.S. Route 58, Gibson Station
U. S. Route 58 at State Route 647, Jonesville

LOUDOUN COUNTY

Community Bank of Northern Virginia
107 Free Court
Sterling

Brs: Crestar Bank
1007 Edwards Ferry Road, N. E., Leesburg
11 Pidgeon Hill Drive, Sterling

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: 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

Virginia Community Bank
State Route 22 & U.S. Route 33
Louisa
Brs: Main Street & Cutler Avenue, Louisa
Mineral Avenue & Fouth Street, Mineral

LUNENBURG COUNTY

Benchmark Community Bank
100-102 South Broad Street
Kenbridge
Br: 1910 Main Street, Victoria

MADISON COUNTY

Br: Second Bank & Trust
Southwest Corner of the Intersection,
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

Br: Benchmark Community Bank
828 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 - Commonwealth
Cross and Prince George Street, Urbanna
MIDDLESEX COUNTY (Continued)

Brs: First Virginia Bank - Commonwealth
(Continued)
Southside of State Route 33, 1/2 Mile West
of County Route 1101, Deltaville
U.S. Route 17, Saluda

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

MONTGOMERY COUNTY

Brs: First Virginia Bank - Southwest

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

151 Country Club Drive, Blacksburg
2105 Roanoke Street, Christiansburg
50 Peppers Ferry Road, N.W.,
Christiansburg
6936 Roanoke Road, Shawsville
902 Price's Fork Road, Blacksburg
985 Cambria Street NE, Christiansburg
EFT: 7480 Lee Highway

NELSON COUNTY

Brs: F & M Bank-Central Virginia
State Route 6, Afton
U.S. Route 29 South, Lovingston

NEW KENT COUNTY

Brs: Citizens and Farmers Bank
State Route 249, Quinton
U.S. Route 60 & State Route 155,
Providence Forge

NORTHAMPTON COUNTY

Brs: Crestar Bank
10233 Rogers Road, Nassawadox
21263 Lankford Highway, Cheriton

Br: Farmers & Merchants Bank-Eastern Shore
16485 Lankford Highway, Eastville

EFT: Shore Memorial Hospital, 9507 Hospital
Avenue, Nassawadox

Br: First Virginia Bank of Tidewater
Shore Plaza Shopping Center,
4050 Lankford Highway, Exmore

Brs: Shore Bank
21220 N. Bayside Drive, Cheriton
4071 Lankford Highway, Exmore

NORTHUMBERLAND COUNTY

Bank of Northumberland, Incorporated

Heathsville

Brs: Southwest Corner of U.S. Route 360 &
State Route 200, Burgess
U.S. Route 360, Calleo

Brs: First Virginia Bank
4 Warsaw Road, Callao
U.S. Route 360 and State Route 634,
Heathsville

Brs: Northern Neck State Bank
15043 Northumberland Highway, Burgess
Route 360 - Main Street, Reedville

NOTTOWAY COUNTY

Br: Benchmark Community Bank
1500-1508 W. Virginia Avenue, Crewe

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

ORANGE COUNTY

Br: Crestar Bank
101 East Main Street, Orange

Br: First Virginia Bank-Blue Ridge
235 Madison Road, Orange

Br: Second Bank & Trust
Market Place Shopping Center at Lake
of the Woods, 36081 Goodwin Drive,
Locust Grove

Br: Virginia Community Bank
185 Madison Rd

PAGE COUNTY

Br: Crestar Bank
20 E. Luray Shopping Center, Luray

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

PAGE COUNTY (Continued)

Farmers & Merchants Bank of Stanley
252 E. Main Street
Stanley
Brs: 511 South Third Street, Shenandoah
800 East Main Street, Luray

EFT: First Virginia Bank-Blue Ridge
600 4th. Street, Shenandoah

Page Valley Bank, The
17 West Main Street
Luray
Br: 612 East Main Street, Luray

PATRICK COUNTY

Br: Crestar Bank
West Blue Ridge Avenue, Stuart

First Bank of Stuart, The
Blue Ridge and Main Streets
Stuart
Brs: North side of U. S. Route 58,
near State Route 682, Patrick Springs
North side of U.S. Route 58 at State,
Route 758, Meadows of Dan
South Side of State Route 773,
near State Route 675, Ararat
Village Shopping Center, Stuart
West side of State Route 8, 0.4 mile
south of State Route 40, Woolwine

PITTSYLVANIA COUNTY

Brs: First Virginia Bank-Piedmont
2801 Westover Drive
Staunton Plaza Shopping Center, Hurt

Br: Virginia Bank and Trust Company
55 North Main Street, Chatham

POWHATAN COUNTY

Central Virginia Bank
2501 Anderson Highway
Powhatan
Brs: 2036 New Dorset Road
2490 Anderson Highway

PRINCE EDWARD COUNTY

Brs: Benchmark Community Bank
East Third Street & South Street, Farmville

Southwest Corner of Main Street,
and Milnwood Road, Farmville

Brs: Citizens Bank and Trust Company
1517 West Third Street, Farmville
1712 S. Main Street, Farmville

Brs: First Virginia Bank-Colonial
200 North Main Street, Farmville
Business Route 460, Pamplin City
Farmville Shopping Center, Farmville
Longwood Village Shopping Center,
1508 S Main Street, Farmville
U.S. Route 15-460 West, Farmville

PRINCE GEORGE COUNTY

Br: Bank of Southside Virginia, The
6400 Courthouse Road

Brs: Crestar Bank
4305 Mahone Avenue, Fort Lee
Fort Lee Commissary, 400 Shop Road,
Fort Lee

EFT: Fort Lee Main Exchange, Fort Lee

First Colonial Bank
5100 Oaklawn Boulevard

Br: First Virginia Bank-Colonial
5320 Oaklawn Boulevard

PRINCE WILLIAM COUNTY

Br: Branch Banking and Trust Company of
Virginia
12451 Hedges Run Road, Woodbridge

Brs: Crestar Bank
12417 Dillingham Square
13408 Jefferson Davis Highway,
Woodbridge
1708 Old Bridge Road, Woodbridge
4150 Dale Boulevard
4377 Kevin Walker Drive, Dumfries
7915 Sudley Road, Westgate Shopping
Center

EFT: F & M Bank-Peoples
15250 Washington Street, Haymarket

Brs: F&M Bank-Northern Virginia
12493 Dillingham Square, Lake Ridge
13414 Dumfries Road
14091 John Marshall Highway, Gainesville
14229 Potomac Mills Road, Woodbridge

PRINCE WILLIAM COUNTY (Continued)

Brs: F&M Bank-Northern Virginia (Continued)
7900 Sudley Road
EFT: 202 Mill Street, Occoquan

Brs: First Virginia Bank
10420 Portsmouth Road
11670 Sudley Manor Road

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

12435 Dillingham Square, Woodbridge	4025 Brambleton Avenue
13920 Noblewood Plaza, Woodbridge	7227 Williamson Road
14000 Jefferson Davis Highway, Woodbridge	EFT: 3504 Electric Road, S. W.
14901 Washington Street, Haymarket	Brs: First Virginia Bank - Southwest
16541 River Ridge Boulevard, Woodbridge	1920 East Washington Avenue, Vinton
2089 Daniel Stuart Square, Woodbridge	4309 Starkey Road
5844 Mapledale Plaza, Woodbridge	
	ROCKBRIDGE COUNTY
Br: Security Bank Corporation	Br: Crestar Bank
7801 Sudley Road	U.S. Route 11 North
	One Valley Bank - Shenandoah
Br: Southern Financial Bank	
13542 Minnieville Road, Woodbridge	
	Raphine
PULASKI COUNTY	Brs: 836 Rockbridge Rd, Glasgow
Brs: Crestar Bank	College Square Shopping Center,
New River Shopping Center	U. S. Route 11 North
Routes 114 and 600	Lexington Crossing, U.S. Rt 11 North,
	Wal-mart Supercenter
Brs: First Virginia Bank - Southwest	State Route 252, Brownsburg
1105 Bob White Boulevard	U.S. Route 11, Fairfield
4655 Cleburne Boulevard, Dublin	EFTS: NE corner of the intersection of
Lee Highway & Trinkle Avenue, Dublin	Interstate 81 and State Route 710
	Natural Bridge of Virginia Gift Shop,
	U.S. Route 11
RAPPAHANNOCK COUNTY	
Br: F & M Bank - Winchester	ROCKINGHAM COUNTY
State Route 522, Flint Hill	Br: Crestar Bank
	1905 East Market Street
EFT: F & M Bank-Peoples	EFT: Massanutten Resort Grocery Store,
14630 Lee Highway, Amissville	State Route 644
RICHMOND COUNTY	Brs: F & M Bank - Massanutten
Br: Bank of Lancaster	153 North Main Street, Broadway
610 West Richmond Road, Warsaw	200 Augusta Ave, Grottoes
	ROCKINGHAM COUNTY (Continued)
Northern Neck State Bank	Brs: F & M Bank - Massanutten (Continued)
2 East Richmond Road	317 N Main Street, Bridgewater
Warsaw	430 Highlands Place
Br: Time Square Shopping Center,	NE corner of State Route 42 &
U.S. Route 360, Warsaw	American Legion Drive, Timberville
	EFTS: 121 N. Main Street, Bridgewater
Br: Peoples Community Bank	261 Lee Street, Broadway
U.S. Route 360 at State Route 624, Warsaw	400 Augusta Avenue, Grottoes
ROANOKE COUNTY	U S Route 33 and State Route 644
Br: Bank of Botetourt	
Lot 1, Perimeter East Commerce Center,	Farmers & Merchants Bank
US Route 460 and Trail Drive	205 Main Street
EFT: Creekside Market, 8201 Williamson Road	Timberville
	Brs: #10 Elkton Plaza Shopping Center, Elkton
Br: Bank of Floyd, The	100 Plaza Drive, Bridgewater
4094 Postal Drive	127 West Rockingham Street, Elkton
	State Route 259, Broadway
Brs: Branch Banking and Trust Company of Virginia	
203 Virginia Avenue, Vinton	Brs: First Virginia Bank-Blue Ridge
3119 Chaparral Drive	111 N Main Street, Bridgewater
	230 South Main Street, Dayton
Br: Crestar Bank	250 South Stuart Avenue, Elkton
210 East Washington Avenue, Vinton	
2730 Ogden Road, S. W.	Br: Planters Bank & Trust Company of Virginia
	106 Sixth Street, Grottoes

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

EFT: 305 Augusta Avenue, Grottoes	First Bank 112 West King Street Strasburg
Br: Rockingham Heritage Bank 410 Spotswood Avenue, Elkton	Br: 860 South Main Street, Woodstock
RUSSELL COUNTY	EFTS: 294 Front Royal Road, Strasburg Shenandoah Memorial Hospital, 759 South Main Street, Woodstock Strasburg Square Shopping Center, U. S. Route 11 North, Strasburg
Br: Bank of Marion, The 702 Fairmont Avenue, Honaker	Brs: First Virginia Bank-Blue Ridge 200 North Main Street, Woodstock 300 West Reservoir Road, Woodstock 496 North Main Street, Woodstock King & Holiday Streets, Strasburg Main Street, Mount Jackson
First Bank and Trust Company, The 236 West Main Street Lebanon	Br: Marathon Bank, The 1014 South Main Street, Woodstock
Br: 970 East Main Street, Lebanon	SMYTH COUNTY
Br: First Virginia Bank-Mountain Empire Main Street, Cleveland Redbud Highway, Honaker Russell County Shopping Center, Lebanon U.S. Highway 58, Castlewood	Bank of Marion, The 102 West Main Street Marion
New Peoples Bank, Inc. State Route 80 and Gent Street Honaker	Br: 1600 N Main Street, Marion Parcel 'e' Chilhowie Shopping Center, Chilhowie South Main St & Washington Avenue, Marion
SCOTT COUNTY	EFT: 1193 North Main Street, Marion
Br: Bank of Marion, The 196 East Jackson Street, Gate City U.S. Highway 23 North and Legion Street, Weber City	First Community Bank of Saltville 109 Palmer Avenue Saltville
Br: Farmers and Miners Bank U.S. Route 23 and State Route 421, Weber City	Br: South side of U.S. Route 11, approx 0.75 miles east of St. Rt. 622, Atkins South side of U.S. Rt 11, approx 0.5 mile east of St. Rt. 107, Chilhowie
Br: First Virginia Bank-Mountain Empire 1000 North Fork Boulevard, Duffield Gateway Plaza Shopping Center, Gate City Highway 71 and State Route 682, Nickelsville Main Street, Dungannon	Br: Highlands Union Bank 1425 North Main Street, Marion
Br: New Peoples Bank, Inc. 131 U. S. Route 23 South, Weber City	SOUTHAMPTON COUNTY
SHENANDOAH COUNTY	Br: Bank of Franklin, The 22334 General Thomas Highway, Newsoms Shands Shopping Center, Highway 58 East, Courtland
Br: Crestar Bank 300 Stoney Creek Boulevard, Edinburg 9397 Congress Street, New Market	Br: Bank of Southside Virginia, The 18207 Virginia Avenue, Boykins 23003 Main Street, Capron
Br: F & M Bank - Winchester 158 South Main Street, Woodstock 9398 Congress Street, New Market Apple Avenue and U.S. Route 11, Mount Jackson	Br: Bank of Sussex and Surry, The Main Street, Ivor
EFTS: 1502 Orkney Grade, Bayse 250 Conicville Road, Mount Jackson 60 Stoney Creek Road, Edinburg Intersection of U.S. Route 11 and 42, Woodstock U.S. Route 211 and Cadet Road, New Market	Br: James River Bank 22241 Main Street, Courtland 22510 Linden Street, Courtland
	SPOTSYLVANIA COUNTY
	Br: Branch Banking and Trust Company of Virginia

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

<p>3205 Plank Road</p> <p>Brs: Crestar Bank 3557 Plank Road 5101 Jefferson Davis Highway 8970 Courthouse Road, Spotsylvania Courthouse</p> <p>EFTS: F & M Bank-Peoples 10900 Courthouse Road 5117 Mudd Tavern Road, Woodford 8902 Courthouse Road</p> <p>Br: First Virginia Bank 4630 Mine Road, Lee's Hill</p> <p>EFT: Spotsylvania Mall</p> <p>Brs: Union Bank and Trust Company 10415 Courthouse Road 11625 Brock Road 4210 Plank Road 4540 Lafayette Boulevard 8520 Jefferson Davis Highway</p> <p>Br: Virginia Community Bank 10645 Courthouse Road</p> <p>Virginia Heartland Bank 4700 Harrison Road</p> <p>Br: 5996 Plank Road</p>	<p>SUSSEX COUNTY</p> <p>Brs: Bank of Southside Virginia, The Jarrett Avneue Main Street, Stoney Creek U.S. Route 460 & Route 631, Wakefield</p> <p>EFT: Interstate 95 and U. S. Route 301, Stony Creek</p> <p>Bank of Sussex and Surry, The 205 Railroad Avenue Wakefield</p> <p>EFT: 521-541 County Drive, Wakefield</p> <p>James River Bank 209 West Main Street Waverly</p> <p>Brs: 233 South County Drive, Waverly State Routes 634 & 735, Sussex</p>
<p>STAFFORD COUNTY</p> <p>Br: Branch Banking and Trust Company of Virginia 305 Garrisonville Road, Stafford</p> <p>Br: Crestar Bank 160 Garrisonville Road</p> <p>Br: F & M Bank-Peoples 760 Warrenton Road</p> <p>EFT: Interstate 95 and U.S. Route 17</p> <p>Brs: First Virginia Bank 289 Garrisonville Road Chatham Square Shopping Center, 300 Butler Road</p> <p>Br: Peoples Community Bank southeast corner of the intersection of State Route 3 and State Route 607</p> <p>Br: Union Bank and Trust Company 622 Cambridge Street</p>	<p>TAZEWELL COUNTY</p> <p>Bank of Tazewell County 309 East Main Street Tazewell</p> <p>Brs: 1108 Tazewell Avenue, Tazewell 2070 Leatherwood Lane, Bluefield 511 Virginia Avenue, Bluefield 612 Market Street, Tazewell 621 East Riverside Drive, Tazewell 846 Fincastle Turnpike, Tazewell</p> <p>First Community Bank of Southwest Virginia, Inc. 643 East Riverside Drive Tazewell</p> <p>Br: Railroad Avenue & Third Street, Richlands</p> <p>First Sentinel Bank 315 Railroad Ave Richlands</p> <p>Br: East Riverside Drive and Valley View</p> <p>First Virginia Bank-Clinch Valley Hillsboro and Market Streets Tazewell</p> <p>Brs: 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 U. S. Route 19/460 & State Route 16, Tazewell U. S. Route 460 & State Route 719, Claypool Hill West Main 201, Tazewell</p>
<p>SURRY COUNTY</p> <p>Br: Bank of Sussex and Surry, The State Route 10, Surry</p> <p>Br: First Virginia Bank - Commonwealth 200 E Main Street, Surry</p>	<p>Br: Miners and Merchants Bank and Trust Company 1905 Front Street, Richlands</p> <p>WARREN COUNTY</p> <p>Br: Crestar Bank</p>

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

<p>200 Remount Road, Front Royal</p> <p>Brs: F & M Bank - Winchester 102 East Main Street, Front Royal 123 East Sixth Street, Front Royal 215 North Royal Avenue, Front Royal 433 South Street, Front Royal</p> <p>EFTS: 10178 Winchester Road, Front Royal 4697 John Marshall Road, Linden</p> <p>Br: First Bank 508 North Commerce Avenue, Front Royal</p> <p>Br: First Virginia Bank-Blue Ridge 473 South Street, Front Royal</p> <p>Br: Marathon Bank, The Post Office Plaza, 300 Warren Ave, Front Royal</p> <p>EFT: 851 John Marshall Highway, Front Royal</p>	<p>WASHINGTON COUNTY (Continued)</p> <p>Br: Miners and Merchants Bank and Trust Company 914 W. Main Street, Abingdon</p> <p>WESTMORELAND COUNTY</p> <p>Br: Bank of Lancaster Route 3 Kings Highway, Montross</p> <p>Brs: First Virginia Bank 416 Colonial Avenue, Colonial Beach Highway 202, Hague</p> <p>Br: King George State Bank, Inc. State Route 205 - McKinney Boulevard, Colonial Beach</p> <p>Br: Northern Neck State Bank State Route 3, Montross</p> <p>Peoples Community Bank Kings Highway Montross</p> <p>WISE COUNTY</p> <p>First Commonwealth Bank 303 West Main Street</p> <p>Br: First Community Bank of Southwest Virginia, Inc. 8044 Main Street, Pound</p> <p>Brs: First Virginia Bank-Mountain Empire Pound 335 Main Street, Coeburn 621 Wood Avenue, Big Stone Gap U.S. Route 23, Business & U.S. Route 23, Bypass</p> <p>Miners Exchange Bank 483 Front Street Coeburn</p> <p>Br: 102 West Main Street, Appalachia 201 Laurel Avenue, Coeburn Wise Street, Ridgeview Shopping Center, St Paul</p>
<p>WASHINGTON COUNTY</p> <p>Br: Bank of Marion, The State Routes 91 and 750, Glade Spring</p> <p>Brs: First Bank and Trust Company, The 933 E Main Street, Abingdon Intersection of US Routes 19 and 11</p> <p>First Virginia Bank-Mountain Empire 498 Cummings Street Abingdon</p> <p>Brs: 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</p> <p>Highlands Union Bank 340 West Main Street Abingdon</p> <p>Brs: 164 Jonesborough Road, Abingdon 24412 Maringo Road, Abingdon 506 Maple Street, Glade Spring</p>	<p>WYTHE COUNTY</p> <p>Br: Bank of Marion, The 512 North Main Street, Rural Retreat</p> <p>First Century Bank 200 Peppers Ferry Rd Wytheville</p> <p>Br: State Route 94 and U. S. Route 52, Fort Chiswell</p> <p>EFT: 680 West Lee Highway, US Route 11, Wytheville</p> <p>Brs: First Community Bank of Southwest Virginia, Inc.</p>

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

910 East Main Street, Wytheville
Intersection of State Route 94 and
U.S. Route 52, Max Meadows

Brs: First Virginia Bank - Southwest
100 West Buck Street, Rural Retreat
1055 East Main Street, Wytheville
1105 North Fourth Street, Wytheville
170 East Main Street, Wytheville
U.S. Route 21 & State Route 749, Speedwell

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

Brs: Crestar Bank
5208 George Washington Memorial Hgwy,
Grafton
707 Merrimac Trail

First Virginia Bank - Commonwealth
4360 George Washington Memorial Hgwy
Grafton

Br: 5003 Victory Boulevard

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, 1998

WASHINGTON, D.C.

Brs: Crestar Bank
 1100 G Street N.W.
 1111 Connecticut Avenue, N.W.
 1300 L Street, N.W.
 1340 Good Hope Road, S.E.
 1369 Connecticut Avenue, N.W.
 1445 New York Avenue, N.W.
 1571 Alabama Avenue, S.E.
 1700 K Street, N.W.
 1750 New York Avenue, N.W.
 1800 Columbia Road, N.W.
 1925 K Street, N.W.
 2 Massachusetts Avenue, N.W.
 2929 M Street, N.W.
 300 Pennsylvania Avenue, S.E.
 3301 New Mexico Avenue, N.W.
 3440 Wisconsin Avenue, N.W.
 410 Rhode Island Avenue, N.W.
 500 Morse Street, NE
 5000 Connecticut Avenue, N.W.
 555 12th Street, N.W.
 5601 3rd Street, N.E.
 6422 Georgia Avenue, N.W.
 965 L'Enfant Plaza North, S.W.
 EFT: 3435 Connecticut Avenue, NW

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

MARYLAND

Brs: Crestar Bank
 2912 Emmorton Road, Abingdon
 2520 University Boulevard E., Adelphi
 152 Main Street, Annapolis
 2122 Generals Highway, Annapolis
 2350 Solomans Island Road, Annapolis
 1900 Queens Chapel Road, Avondale
 120 East Baltimore Street, Baltimore
 1300 N. Charles Street, Baltimore
 1701 Chesaco Avenue, Baltimore
 6814 Reisterstown Road, Baltimore
 221 South Main Street, Bel Air
 10421 Baltimore Boulevard, Beltsville
 11735 Beltsville Drive, Beltsville
 10245 Old Georgetown Road, Bethesda
 5450 Westbard Avenue, Bethesda
 6410 Rockledge Drive, Bethesda
 7315 Wisconsin Avenue, Bethesda
 7500 Wisconsin Avenue, Bethesda
 9000 Rockville Pike, Building 10, Bethesda
 4805 Annapolis Road, Bladensburg
 15994 Annapolis Road, Bowie
 6106 Laurel-Bowie Road, Bowie

14118 Brandywine Road, Brandywine
 3145 Marshall Hall Road, Bryans Road
 3901 National Drive, Burtonsville
 403 Academy Street, Cambridge
 7106 Temple Hills Road, Camp Springs
 2 W. Rolling Crossroads, Catonsville
 612 Frederick Road, Catonsville
 29946 Three Notch Road, Charlotte Hall
 611 Washington Avenue, Chestertown
 49 Wisconsin Circle, Chevy Chase
 8510 Connecticut Avenue, Chevy Chase
 23400 Frederick Road, Clarksburg
 8924 Woodyard Road, Clinton
 9701 York Road, Cockeysville
 5600 Greenbelt Road, College Park
 6400 Freetown Road (D-I), Columbia
 6470 Freetown Road, Columbia
 9916 Main Street, Damascus
 6224 Marlboro Pike, District Heights
 1135 Merritt Boulevard, Dundalk
 7848 Eastpoint Mall, Dundalk
 10500 Southern Maryland Boulevard,
 Dunkirk
 30 N. Harrison Street, Easton
 9080 Baltimore National Pike, Ellicott City
 3300 Donnell Drive, Forestville
 3550 Donnell Drive (D-I),
 Penn Mar Shopping Center, Forestville
 10801 Indian Head Highway,
 Fort Washington
 1700 Rosemont Avenue, Frederick
 29 West Patrick Street, Frederick
 16000 Shady Grove Road, Gaithersburg
 18200 Flower Hill Way, Gaithersburg
 19134 Montgomery Village Avenue,
 Gaithersburg
 78 Bureau Drive, Gaithersburg
 800 Muddy Branch Road, Gaithersburg
 1163 Maryland Route 3, Gambrills
 12605 Wisteria Drive, Germantown
 100 Crain Highway, SW, Glen Burnie
 206 Harundale Mall, Glen Burnie
 7063 Baltimore-Annapolis Boulevard,
 Glen Burnie
 7701 Greenbelt Road, Greenbelt
 3500 East-West Highway, Hyattsville
 6404 Belcrest Road (D-I),
 PG Plaza Shopping Center, Hyattsville
 3470 University Boulevard W, Kensington
 6640 Crain Highway, LaPlata
 6501 Sheriff Road, Landover
 8211 Ardmore-Ardwick Road, Landover
 3911 62nd Avenue, Landover Hills
 9411 Annapolis Road, Lanham
 1010 Largo Center Drive, Largo
 13300 Laurel-Bowie Road, Laurel
 14070 Baltimore Avenue, Laurel

OUT OF STATE BRANCHES OF VIRGINIA BANKS AS OF DECEMBER 31, 1998

MARYLAND (Continued)

<p>Brs: Crestar Bank (Continued)</p> <p>6835 Olney-Laytonsville Road, Laytonsville 21800 Shangri-La Drive, Lexington Park 4625 Old Branch Avenue, Marlow Heights 11323 Fingerboard Road, Monrovia 7788 Riverdale Road, New Carrollton 5702 Coastal Highway, Ocean City 18110 Village Mart Drive, Olney 41 Audrey Lane, Oxon Hill 7699 Harford Road, Parkville 8704 Belair Road, Perry Hall 14300 Jarrettsville Pike, Phoenix 103 Reisterstown Road, Pikesville 1704 Reisterstown Road, Pikesville 9812 Falls Road, Potomac 597 Solomons Island Road, N., Prince Frederick 11704 Reisterstown Road, Reisterstown 6200 Baltimore Boulevard, Riverdale 11200 Rockville Pike, Rockville 121 Congressional Lane, Rockville 1475 Rockville Pike (D-1), Rockville 2433 Wootton Parkway, Rockville 5274 Randolph Road, Rockville 5504 Norbeck Road, Rockville 7969 Tuckerman Lane, Rockville 306 West Carroll Street, Salisbury 566B Ritchie Highway, Severna Park 12325 Georgia Avenue, Silver Spring 12500 Prosperity Drive, Silver Spring 1286 East-West Highway, Silver Spring 1371 Lamberton Drive, Silver Spring 1700 Elton Road, Silver Spring 2279 Bel Pre Road, Silver Spring 3876 International Way, Silver Spring 8700 Georgia Avenue, Silver Spring 6931 Laurel Avenue, Takoma Park 12254 Tullamore Road, Timonium 22 West Pennsylvania Avenue, Towson 307 East Joppa Road, Towson 825 Dulaney Valley Road, Towson 900 Kenilworth Drive, Towson 24 Watkins Park Drive, Upper Marlboro 5750 S.E. Crain Highway, Upper Marlboro 7620 S. Osborne Road, Upper Marlboro 2 St. Patrick's Drive, Suite 102, Waldorf 3070 Leonardtown Road, Waldorf 11201 Viers Mill Road, Wheaton 13975 Connecticut Avenue, Wheaton</p> <p>EFTS: 7201 Rossville Boulevard, Baltimore 5225 Pooks Hill Road, Bethesda 800 South Rolling Road, K Building, Catonsville 8054 Bayside Road, Chesapeake Beach 12210 Clarksville Pike, Clarksville</p>	<p>2 Warren Road, Cockeysville 7635-B Murray Hill, Columbia 3045 Rogers Avenue, Ellicott City 4892 Montgomery Road, Ellicott City 9811 Washingtonian, Gaithersburg 4700 Muddy Creek Road, Galesville 3944 Sykesville Road, Gamber 13605 Triadelphia Road, Genelg 3737 Branch Highway, Hillcrest Heights 910 Philadelphia Road, Joppa 9105-B All Saints Road, Laurel 421 S. Camp Meade Road, Linthicum 11790 H G Truman Road, Lusby 12200 Tullamore Road, Lutherville 4101 Norrisville Road, Madonna 12780 Frederick Road, West Friendship 11160 Viers Mill Road, Wheaton</p> <p>Brs: Shore Bank 100 Downtown Plaza, Salisbury 1503 S. Salisbury Boulevard, Salisbury</p> <p>Brs: United Bank 7626 Old Georgetown Road, Bethesda 12101 Rockville Pike, Rockville</p> <p>GREAT BRITIAN (UK)</p> <p>Br: Capital One Bank No. 1 Northumberland Avenue, London</p>
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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., 7171 George Washington Memorial Hwy, P. O. Box 1310, Gloucester, VA 23061
C.E.O. - William J. Farinholt, President
The Bank of Franklin, Franklin, VA
The Bank of Sussex and Surry, Wakefield, VA
Peninsula Trust Bank, Incorporated, Gloucester, VA

BB&T Corporation, P.O. Box 1290, Winston-Salem, NC 27102
C.E.O. - John A. Allison, IV, Chairman of the Board
BB&T Financial Corporation of Virginia, Winston-Salem, NC
Branch Banking and Trust Company, Winston-Salem, NC
Branch Banking and Trust Company of South Carolina, Greenville, SC
Branch Banking and Trust Company of Virginia, Norfolk, VA
Franklin National Bank of Washington, DC
United Carolina Bank of South Carolina, Greer, SC

The Bank of Southside Virginia Corporation, P.O. Box 40, Carson, VA 23830
C.E.O. - J. Peter Clements, President
The Bank of Southside Virginia, 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 Community Development Bank, Walnut Creek, CA
Bank of America National Association, Phoenix, AZ
Bank of America National Trust and Savings Association, San Francisco, CA
Bank of America Texas, National Association, Dallas, TX
The Carver State Bank, Savannah, GA
First Federal Savings Bank of Brunswick, Georgia, Brunswick, GA
NationsBank, National Association, Charlotte, NC
NationsBank, National Association (Mid-West), Kansas City, MI
NationsBank of Delaware, N.A., Dover DE
Unity National Bank of Houston, Houston, TX

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
The Page Valley Bank, Luray, VA

Botetourt Bankshares, Inc., 892 Main Street, Buchanan, VA 24066
C.E.O. - H. Watts Steger, III, President
Bank of Botetourt, Buchanan, VA

C & F Financial Corporation, 7th & Main Streets, 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, Chairman of the Board
Community National Bank, Pulaski, VA

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, Richmond, VA
Capital One, F.S.B., Falls Church, VA

ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS
REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

Cardinal Bankshares Corporation, 101 Jacksonville Circle, P. O. Box 215, Floyd, VA 24091
C.E.O. - R. Leon Moore, President
The Bank of Floyd, Floyd, VA

Central Virginia Bankshares Inc, P.O. Box 39, Powhatan, VA 23139
C.E.O. - Ralph Larry Lyons, President
Central Virginia Bank, Powhatan, VA

Centura Banks, Inc., 134 North Church Street, Rocky Mount, NC 27804
C.E.O. - Cecil W. Sewell, Jr., Chairman of the Board
Centura Bank, Rocky Mount, NC

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., Us Highway 460 East, P.O. Box 1010, Grundy, VA 24614
C.E.O. - Eugene S. Hearl, President
Miners and Merchants Bank and Trust Company, Grundy, VA

Community Bankshares Incorporated, P.O. Box 2166, Petersburg, VA 23804
C.E.O. - Nathan S. Jones, III, President
Commerce Bank of Virginia, Richmond, VA
The Community Bank, Petersburg, VA
County Bank of Chesterfield, Midlothian, VA

Crestar Financial Corporation, 919 East Main Street, P.O. Box 26665, Richmond, VA 23261
C.E.O. - Richard G. Tilghman, Chairman of the Board
Crestar Bank, Richmond, VA

Eagle Financial Services, Inc., P.O. Box 391, Berryville, VA 22611
C.E.O. - Lewis M. Ewing, 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
Southside Bank, Tappahannock, VA

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. - Wilbur M. Feltner, Chairman of the Board
F & M Bank - Allegiance, Bethesda, MD
F & M Bank - Massanutten, Harrisonburg, VA
F & M Bank - Richmond, Richmond, VA
F & M Bank - Winchester, Winchester, VA
F & M Bank-Central Virginia, Charlottesville, VA
F & M Bank-Emporia, Emporia, VA
F & M Bank-Peoples, Warrenton, VA
F&M Bank-Northern Virginia, Fairfax, VA
F & M Bank-West Virginia, Inc., Ranson, WV

FNB Corporation, 105 Arbor Drive, P. O. Box 600, Christiansburg, VA 24073
C.E.O. - Samuel H. Tollison, President
First National Bank, Christiansburg, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- Fauquier Bankshares, Inc., P.O. Box 561, Warrenton, VA 20188
C.E.O. - C. Hunton Tiffany, President
The Fauquier Bank, Warrenton, VA
- First American Corporation, First American Center, 300 Union Street, Nashville, TN 37237
C.E.O. - Dennis C. Bottorff, President
First American Federal Savings Bank, Roanoke, VA
First American National Bank, Nashville, TN
Peoples Bank, Dickson, TN
Pioneer Bank, F.S.B., Chattanooga, TN
- 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
The First Bank and Trust Company, Lebanon, VA
- 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
Atlantic States Bank, Raleigh, NC
First Citizens Bank & Trust Company, White Sulphur Springs, WV
First-Citizens Bank & Trust Company, Raleigh, NC
First-Citizens Bank, A Virginia Corporation, Roanoke, VA
- First Community Bancshares, Inc., 1001 Mercer Street, P.O. Box 5909, Princeton, WV 24740
C.E.O. - James L., Sr. Harrison, President
Blue Ridge Bank, Sparta, NC
First Community Bank, Inc., Buckhannon, WV
First Community Bank of Mercer County, Inc., Princetown, WV
First Community Bank of Southwest Virginia, Inc., Tazewell, 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, 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. - Edward E. Crutchfield, Jr., Chairman of the Board
First Union Direct Bank, N.A., Augusta, GA
First Union Home Equity Bank, N.A., Charlotte, NC
First Union National Bank, Charlotte, NC
First Union National Bank of Delaware, Wilmington, DE
First Union Trust Company, National Association, Wilmington, DE
Boca Raton First National Bank, Boca Raton, FL
- 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
Atlantic Bank, Ocean City, MD
Farmers Bank of Maryland, Annapolis, MD
First Vantage Bank, Knoxville, TN
First Virginia Bank, Falls Church, VA
First Virginia Bank - Commonwealth, Grafton, VA
First Virginia Bank - Franklin County, Rocky Mount, VA
First Virginia Bank - Southwest, Roanoke, VA
First Virginia Bank of Tidewater, Norfolk, VA
First Virginia Bank-Blue Ridge, Staunton, VA
First Virginia Bank-Clinch Valley, Tazewell, VA
First Virginia Bank-Colonial, Richmond, VA
First Virginia Bank-Maryland, Upper Marlboro, MD
First Virginia Bank-Mountain Empire, Abingdon, VA
First Virginia Bank-Piedmont, Lynchburg, VA
Tri-City Bank & Trust Company, Bluntville, TN

ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS
REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

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

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. - Carl J. Richardson, President
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 Bancorp, Inc., 1313 Dolley Madison Boulevard, McLean, VA 22101
C.E.O. - John T. Rohrback, President
Heritage Bank, McLean, 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 24465-0529
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
The Middleburg Bank, Middleburg, VA

James River Bankshares, Inc., 101 E. Washington Street, P. O. Box 410, Suffolk, VA 23439
C.E.O. - Harold U. Blythe, President
Bank of Suffolk, Suffolk, VA
First Colonial Bank, Hopewell, VA
James River Bank, Waverly, VA
James River Bank/Colonial, Smithfield, VA

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

MainStreet Financial Corporation, 1 Ellsworth Street, P. O. Box 4831, Martinsville, VA 24115
C.E.O. - Michael R. Brennan, Chairman of the Board
Bank of Carroll, Hillsville, VA
Bank of Ferrum, Ferrum, VA
The Bank of Northern Virginia, Arlington, VA
Commerce Bank Corporation, College Park, MD
The First Bank of Stuart, Stuart, VA
First Community Bank of Saltville, Saltville, VA
The First National Bank of Clifton Forge, Clifton Forge, VA
MainStreet Bank (Central Virginia), Mechanicsville, VA
Piedmont Trust Bank, Martinsville, VA
Tysons National Bank, McLean, VA

Marathon Financial Corporation, 4095 Valley Pike, Winchester, VA 22602
C.E.O. - Donald L. Unger, President
The Marathon Bank, Stephens City, VA

Matewan Bancshares, Inc., P. O. Box 100, Williamson, WV 25661
C.E.O. - Dan R. Moore, President

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- Matewan Bank, FSB
The Matewan National Bank, Williamson, WV
- Mercantile Bankshares Corporation, Two Hopkins Plaza, P.O. Box 1477, Baltimore, MD 21201
C.E.O. - H. Furlong Baldwin, Chairman of the Board
The Annapolis Banking and Trust Company, Annapolis, MD
Baltimore Trust Company, Selbyville, DE
Bank of Southern Maryland, La Plata, MD
Calvert Bank and Trust Company, Prince Frederick, MD
The Chestertown Bank of Maryland, Denton, MD
- Mercantile Bankshares Corporation, Two Hopkins Plaza, P.O. Box 1477, Baltimore, MD 21201 (Continued)
The Citizens National Bank, Laurel, MD
County Banking and Trust Company, Elkton, MD
Farmers & Merchants Bank-Eastern Shore, Onley, VA
The Fidelity Bank, Frostburg, MD
First National Bank of Saint Mary's at Leonardtown, Leonardtown, MD
The Forest Hill State Bank, Bel Air, MD
Fredericksburg Bank and Trust Company, Frederick, MD
Marshall National Bank and Trust Company, Marshall, VA
Mercantile-Safe Deposit and Trust Company, Baltimore, MD
The National Bank of Fredericksburg, Fredericksburg, VA
Peoples Bank of Maryland, Denton, MD
Peninsula Bank, Princess Anne, MD
Potomac Valley Bank, Gaithersburg, MD
St. Michaels Bank, St. Michaels, MD
The Sparks State Bank, Sparks, MD
Westminster Bank and Trust Company of Carroll County, Westminster, MD
- National Bankshares, Inc., P.O. Box 90002, Blacksburg, VA 24062
C.E.O. - James G. Rakes, President
Bank of Tazewell County, Tazewell, VA
The National Bank of Blacksburg, Blacksburg, VA
- Old Point Financial Corporation, 10 South Mallory Street, Hampton, VA 23663
C.E.O. - R. F. Shuford, Chairman of the Board
The Old Point National Bank of Phoebus, Hampton, VA
- One Valley Bancorp, Inc., One Valley Square, P.O. Box 1793, Charleston, WV 25326
C.E.O. - J. Holmes Morrison, President
One Valley Bank - Shenandoah, Raphine, VA
One Valley Bank - East, National Association, Martinsburg, WV
One Valley Bank - Central Virginia, National Association, Lynchburg, VA
One Valley Bank of Huntington, Inc., Huntington, WV
One Valley Bank of Mercer County, Inc., Princetown, WV
One Valley Bank, Inc., Morgantown, WV
One Valley Bank - South, Inc., Summersville, WV
One Valley Bank-North, Inc., Moundsville, WV
One Valley Bank of Clarksburg, N.A., Clarksburg, WV
One Valley Bank, National Association, Charleston, WV
- Page Bankshares, Inc., P.O. Box 10, Stanley, VA 22851
C.E.O. - C. Gaylon Waters, President
Farmers & Merchants Bank of Stanley, Stanley, 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
The First National Bank of Altavista, Altavista, VA
- Pocahontas Bankshares Corporation, 500 Federal Street, P.O. Box 1559, Bluefield, WV 24701
C.E.O. - R. W. Wilkinson, President
- Pocahontas Bankshares Corporation, 500 Federal Street, P.O. Box 1559, Bluefield, WV 24701 (Continued)

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- First Century Bank, N.A., Bluefield, WV
First Century Bank, Wytheville, VA
- Powell Valley Bankshares, Inc., P.O. Box 100, Jonesville, VA 24263
C.E.O. - Lloyd C. Martin
Powell Valley National Bank, Jonesville, VA
- Riggs National Corporation, 808 17th Street, N. W., Washington, DC 20006
C.E.O. - Joe L. Allbritton, Chairman of the Board
Riggs Bank, National Association, McLean, VA
- Shore Financial Corporation, 25253 Lankford Highway, P. O. Box 920, Onley, VA 23418
C.E.O. - Scott C. Harvard, President
Shore Bank, Onley, 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
The Bank of Marion, Marion, VA
- Union Bankshares Corporation, P.O. Box 446, Bowling Green, VA 22427
C.E.O. - G. William Beale, President
The Bank of Williamsburg, Williamsburg, VA
King George State Bank, Inc., King George, 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., 500 Virginia Street East, P.O. Box 1508, Charleston, WV 25301
C.E.O. - Richard M. Adams, Chairman of the Board
United Bank, Vienna, VA
United National Bank, Parkersburg, WV
- United Financial Banking Companies Inc, 8399 Leesburg Pike, Vienna, VA 22182
C.E.O. - Harold C. Rauner, President
The Business Bank, Vienna, VA
- Valley Financial Corporation, P.O. Box 2740, Roanoke, VA 24001
C.E.O. - Ellis L. Gutshall, President
Valley Bank, National Association, Roanoke, VA
- Virginia Bank Bankshares, Inc., 336 Main Street, P.O. Box 3447, Danville, VA 24543
C.E.O. - D. C. Hastings, President
Virginia Bank and Trust Company, Danville, VA
- Virginia Commonwealth Financial Corporation, P.O. Box 71, Culpeper, VA 22701
C.E.O. - William B. Young, Chairman of the Board
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
The First National Bank of Atlanta, Newcastle, DE
Wachovia Bank, National Association, Winston Salem, NC

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

TRUST SUBSIDIARIES

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

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

FOREIGN BRANCH

Crestar Financial Corporation, Richmond, Virginia
Crestar Bank, Richmond, Virginia
Branch: Georgetown, Cayman Islands

STATE CORPORATION COMMISSION

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TRUST COMPANY REPORTS OF CONDITION AS OF DECEMBER 31, 1998

	IT-5	IT-3
	OLD DOMINION	THE
	TRUST COMPANY	TRUST COMPANY
	NORFOLK	RICHMOND
	1 OFFICE	3 OFFICES
ASSETS		
1. Cash Due from Depository Institutions.....	\$ 23,425	\$ 545,122
2. Cash Equivalent Accounts.....	53,463	0
3. U. S. Treasury Securities.....	1,113,485	946,111
4. U. S. Government Agency Securities.....	318,926	0
5. Obligations of States and Political Subdivisions.....	0	0
6. Other Bonds, Notes and Debentures.....	50,594	0
7. Premises, Furniture, Fixtures.....	120,550	144,382
8. Accounts Receivable.....	0	220,182
9. Other Assets.....	108,491	4,169
10. TOTAL ASSETS.....	\$ 1,788,934	\$ 1,859,966
LIABILITIES		
11. Accounts Payable.....	\$ 0	\$ 110,632
12. Taxes Payable.....	0	0
13. Mortgage Indebtedness.....	0	0
14. Borrowings.....	0	0
15. Other Liabilities.....	31,506	0
16. TOTAL LIABILITIES.....	31,506	110,632
EQUITY CAPITAL		
18. Perpetual Preferred Stock.....	0	0
19. Common Stock.....	1,122,500	981,918
20. Surplus.....	362,500	1,790,304
21. Reserve for Operating Expenses.....	794,134	0
22. Retained Earnings (Losses).....	(521,706)	(1,022,888)
23. TOTAL EQUITY CAPITAL.....	1,757,428	1,749,334
24. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 1,788,934	\$ 1,859,966

ALPHABETICAL LISTING OF TRUST COMPANIES AS OF DECEMBER 31, 1998

Old Dominion Trust Company
109 E. Main Street, Suite 410
Norfolk 23510
C.E.O. - David E. Bergren, III, President

Trust Company of Virginia, The
9030 Stony Point Parkway, Suite 300
Richmond 23235
C.E.O. - Douglas A. Nunn, President

Brs: City of Colonial Heights-
764 E. Ellerslie Avenue
James City County-
460 McLaws Circle, Suite 115

APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE TRUST COMPANY ACT

BRANCHES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
08/03/98	Trust Company of Virginia, The Richmond, VA	460 McLaws Circle, Suite 115 James City County, VA	Approved 10/01/98

MAIN OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
07/02/98	Trust Company of Virginia, The Richmond, VA	From: 6800 Paragon Place, Suite 237, Henrico County, VA To: 9030 Stony Point Parkway, Suite 300, City of Richmond, VA	Approved 08/14/98

TRUST COMPANY STATUS CHANGES - 1998

BRANCHES

October	01	The Trust Company of Virginia, Richmond, VA opened a branch office at 460 McLaws Circle, Suite 115, James City County, VA	
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MAIN OFFICE RELOCATIONS

September	21	The Trust Company of Virginia, Richmond, VA relocated its main office from 6800 Paragon Place, Suite 237, Henrico County, VA to 9030 Stony Point Parkway, Suite 300, City of Richmond, VA	
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CONSOLIDATED REPORT OF CONDITION - VIRGINIA SAVINGS INSTITUTIONS
DECEMBER 31, 1997 AND DECEMBER 31, 1998
(IN THOUSANDS OF DOLLARS)

	4 SAVINGS INSTITUTIONS DECEMBER 31, 1997 3 BRANCHES	4 SAVINGS INSTITUTIONS DECEMBER 31, 1998 3 BRANCHES
ASSETS		
1. Cash deposits and investment securities.....	\$15,885	\$20,916
2. Mortgage pool securities.....	837	12,406
3. Mortgage loans.....	68,381	66,608
4. Nonmortgage loans.....	14,435	17,459
5. Repossessed assets.....	233	74
6. Real estate held for investment.....	103	0
7. Investments in service corporations and subsidiaries.....	103	112
8. Office premises and equipment.....	2,734	2,278
9. Other assets.....	1,104	1,445
10. TOTAL ASSETS.....	\$103,815	\$121,298
LIABILITIES		
11. Deposits.....	\$87,638	\$101,620
12. Unamortized yield adjustments on deposits.....	(6)	(2)
13. Advances from FHLBank.....	200	0
14. Other borrowings.....	6,133	7,955
15. Other liabilities.....	717	851
16. TOTAL LIABILITIES.....	94,682	110,424
EQUITY CAPITAL		
17. Perpetual preferred stock.....	0	\$0
18. Common stock.....	2,155	2,411
19. Paid in excess of par.....	3,976	4,499
20. Unrealized Gains (losses) on marketable equity securities.....	295	411
21. Retained earnings.....	2,707	3,553
22. TOTAL EQUITY CAPITAL.....	9,133	10,874
23. TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND EQUITY CAPITAL.....	\$103,815	\$121,298

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998
PURSUANT TO THE SAVINGS INSTITUTIONS ACT****ACQUISITIONS PURSUANT TO ARTICLE 11 OF THE VIRGINIA CODE**

DATE RECEIVED	DESCRIPTION	ACTIVITY
12/15/97	BB&T Corporation, Winston-Salem, NC to acquire Life Bancorp, Inc.	Approved 02/05/98
01/22/98	One Valley Bancorp, Inc., Charleston, WV to acquire FFVA Financial Corporation	Approved 03/09/98
06/08/98	BB&T Corporation, Winston-Salem, NC to acquire Maryland Federal Bancorp Inc.	Approved 07/09/98

REPORT OF CONDITION

	SB-1 CAROLINE SAVINGS BANK BOWLING GREEN 2 OFFICES	SL-142 IMPERIAL SAVINGS AND LOAN ASSOCIATION MARTINSVILLE 1 OFFICE
ASSETS		
1. Cash, Deposits and Investment Securities	\$ 7,817	\$ 2,030
2. Mortgage Pool Securities.....	0	65
3. Mortgage Loans	26,413	4,690
4. Nonmortgage Loans.....	7,454	1,050
5. Repossessed Assets.....	3	61
6. Real Estate Held for Investment	0	0
7. Investments in Service Corps and Subsidiaries	112	0
8. Office Premises and Equipment	1,654	65
9. Other Assets	404	130
10. TOTAL ASSETS	\$ 43,857	\$ 8,091
LIABILITIES		
11. Deposits	\$ 35,455	\$ 7,313
12. Unamortized Yield Adjustments on Deposits.....	0	0
13. Advances From FHLBank.....	0	0
14. Other Borrowings	2,560	0
15. Other Liabilities.....	432	106
16. TOTAL LIABILITIES	38,447	7,419
17. Redeemable Preferred Stock and Minority Interest	0	0
EQUITY CAPITAL		
18. Perpetual Preferred Stock	0	0
19. Common Stock	1,481	0
20. Paid in Excess of Par.....	854	0
21. Unrealized Gains (Losses) on Marketable Equity Securities	411	0
22. Retained Earnings	2,664	672
23. TOTAL EQUITY CAPITAL.....	5,410	672
24. TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND EQUITY CAPITAL.....	\$ 43,857	\$ 8,091

DECEMBER 31, 1998 (IN THOUSANDS OF DOLLARS)

SL-112 ELIZABETH BUILDING AND LOAN ASSOCIATION INCORPORATED PORTSMOUTH	SL-286 FIRST SAVINGS BANK OF VIRGINIA SPRINGFIELD				
1 OFFICE	2 OFFICES				
\$ 0	\$ 11,069				1
0	12,341				2
3,937	31,568				3
0	8,955				4
0	10				5
0	0				6
0	0				7
0	559				8
289	622				9
\$ 4,226	\$ 65,124				10
\$ 833	\$ 58,019				11
0	(2)				12
0	0				13
2,879	2,516				14
134	179				15
3,846	60,712				16
0	0				17
0	0				18
0	930				19
372	3,273				20
0	0				21
8	209				22
380	4,412				23
\$ 4,226	\$ 65,124				24

ALPHABETICAL LISTING BY NAME OF STATE SAVINGS INSTITUTIONS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1998

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 inters 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

First Savings Bank of Virginia (S)
6551 Loisdale Court, Suite 150
Springfield 22150 (Fairfax County)
Date Opened - 2/1/85
C.E.O.- Jeffrey C. Constantz, President

Brs: Spotsylvania County-
10693 Courthouse Road
Non-depository office:
Loudoun County-
22636 Glen Drive, Suite 103, Sterling

Imperial Savings and Loan Association, Incorporated
(M)
211 Fayette Street
Martinsville 24114
Date Opened - 7/16/29
C.E.O.- Kelvin G. Perry, President

(M) Mutual Association
(S) Stock Association
(SB) Savings Bank

ALPHABETICAL LISTING BY LOCATION OF STATE SAVINGS INSTITUTIONS
PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1998

CITIES

CITY OF MARTINSVILLE

Imperial Savings and 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

FAIRFAX COUNTY

First Savings Bank of Virginia
6551 Loisdale Court, Suite 150
Springfield

LOUDOUN COUNTY

Non-depository office:
First Savings Bank of Virginia
22636 Glen Drive, Suite 103, Sterling

SPOTSYLVANIA COUNTY

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

Br: First Savings Bank of Virginia
10693 Courthouse Road

CREDIT UNIONS CONSOLIDATED BALANCE SHEET
AS OF DECEMBER 31

	1997	1998
ASSETS		
Loans.....	\$1,472,381,606	1,557,239,212
LESS: Allowance for loan losses.....	16,249,515	19,066,999
Cash.....	38,601,053	48,799,450
U.S. Government obligations.....	86,412,962	63,794,189
Federal agency securities.....	266,692,099	327,419,213
Common Trust Investments (ICU, NIFCU's, Mutual Funds).....	608,053	700,494
Shares, deposits & certificates in corporate centrals.....	131,840,072	201,338,261
Shares, deposits & certificates in banks, S&L's & MSB's.....	98,958,905	122,304,657
Shares, deposits & certificates in other credit unions.....	2,296,734	6,018,240
Shares insurance capitalization deposit.....	16,818,928	17,799,726
All other investments.....	6,565,704	9,177,178
LESS: Allowance for investment loss.....	0	0
Land and buildings (net of depreciation).....	30,096,588	35,800,952
Other fixed assets (net of depreciation).....	8,438,820	10,269,961
All other assets.....	16,872,340	20,189,141
TOTAL ASSETS.....	\$2,160,334,349	\$2,401,783,675
LIABILITIES & SAVINGS EQUITY		
Promissory notes.....	\$ 9,400	\$ 48,243
Other notes/interest payable.....	313,850	0
Accounts payable.....	7,283,198	7,005,997
Dividends payable.....	3,450,606	3,544,460
TOTAL LIABILITIES.....	11,057,054	10,598,700
Share certificates.....	507,189,000	600,016,830
Share draft accounts.....	169,040,337	221,618,240
IRA accounts.....	247,048,595	266,588,483
Other shares.....	951,892,420	1,009,086,105
TOTAL SHARES.....	1,875,170,352	2,097,309,658
Regular/statutory reserve.....	48,574,513	49,502,674
Other reserves.....	66,396,617	71,780,572
Unrealized Gains (Losses) on available for sale securities.....	1,322,464	2,205,296
Undivided earnings.....	157,813,349	170,386,775
TOTAL EQUITY.....	274,106,943	293,875,317
TOTAL LIABILITIES & EQUITY.....	\$2,160,334,349	\$2,401,783,675
Number of credit unions in operation.....	78	76

CREDIT UNIONS CONSOLIDATED STATEMENT OF INCOME AND EXPENSES

	1997	1998
INCOME		
Interest on loans (gross).....	\$127,083,083	\$135,052,916
LESS: Interest refunded	416,588	428,746
Income from investments.....	37,191,369	38,978,502
Fee income.....	10,912,284	12,556,814
Other operating income.....	4,136,567	4,864,059
TOTAL GROSS INCOME.....	178,906,715	191,023,545
EXPENSES		
Employee compensation & benefits.....	30,870,126	34,992,436
Travel & conference expense.....	1,159,376	1,119,725
Office occupancy expense.....	3,221,881	3,785,812
Office operations expense.....	13,607,197	16,299,082
Education & promotional expenses	2,011,462	2,358,392
Loan servicing expense.....	5,922,116	6,148,138
Professional & outside services.....	3,260,850	4,078,369
Provision for investment losses.....	0	0
Provision for loan losses.....	11,269,081	14,807,289
Members insurance.....	1,549,904	1,390,749
Operating fees (examination & supervision fees).....	743,642	622,193
Miscellaneous operating expenses.....	1,315,046	1,587,875
TOTAL OPERATING EXPENSES BEFORE DIVIDENDS	74,930,681	87,190,060
NET INCOME (LOSS) BEFORE DIVIDENDS.....	103,976,034	103,833,485
Gains (losses) on investments.....	150,352	214,467
Gains (losses) on deposition of fixed assets	39,195	(96,834)
Other non-operating income (expense)	257,805	(110,298)
TOTAL NON-OPERATING GAINS (LOSSES)	447,352	7,335
Total net income (loss) before dividends.....	104,423,386	103,840,820
Interest on borrowed money	120,946	7,677
Dividends.....	77,575,372	84,941,563
Net income (loss) after dividends.....	26,727,068	18,891,580
LESS: Required transfer to statutory reserve (net)	1,666,833	3,219,230
Change to undivided earnings as a result of operations.....	\$25,060,235	\$15,672,350

CREDIT UNION APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1998**MERGERS**

DATE RECEIVED	DESCRIPTION	ACTIVITY
01/22/98	Spruance Cellophane Credit Union, Richmond, VA to merge into it ICI Employees Credit Union, Hopewell, VA	Approved 02/17/98
08/07/98	Virginia Credit Union, Inc., Richmond, VA to merge into it Salem E.B.A. Credit Union, Incorporated, Salem, VA	Approved 09/15/98

SERVICE FACILITIES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/15/97	Newport News Shipbuilding Employees' Credit Union, Inc.	Gateway 2000, 22 Enterprise Parkway Suite 160, Hampton, VA	Approved 01/08/98
02/05/98	Virginia Power/North Carolina Power Credit Union	Route 93 Mount Storm, WV	Approved 02/23/98
03/23/98	Newport News Shipbuilding Employees' Credit Union, Inc.	1290 Benn's Church Boulevard Smithfield, VA	Approved 04/09/98
06/29/98	Martinsville Du Pont Employees Credit Union, Incorporated	41 Wheeler Avenue Collinsville, VA	Approved 08/05/98
08/03/98	Waynesboro Dupont Employees Credit Union	Dupont Plant, 400 Dupont Blvd. Waynesboro, VA	Approved 08/24/98
09/21/98	Virginia Credit Union, Inc.	731 Harrison Street Salem, VA	Approved 09/23/98
09/22/98	Newport News Shipbuilding Employees' Credit Union, Inc.	5028 George Washington Memorial Hwy. Grafton, VA	Approved 10/19/98
09/30/98	Virginia Credit Union, Inc.	10165 Brook Road Richmond, VA	Approved 10/23/98

CREDIT UNION STATUS CHANGES - 1998**MERGERS**

September	25	Spruance Cellophane Credit Union, Richmond, VA, merged into it ICI Employees Credit Union, Hopewell, VA
October	01	Virginia Credit Union, Inc., Richmond, VA, merged into it Salem E.B.A. Credit Union, Incorporated, Salem, VA

OFFICE RELOCATIONS

March	02	Loudoun Credit Union, Leesburg, VA, moved its branch office from 224 E. South King Street, Leesburg, VA to 122-A South Street, S.E., Leesburg, VA
July	01	PFD Firefighters Credit Union, Incorporated, Portsmouth, VA, moved its branch office from 361 Effingham Street, Portsmouth, VA to 3209 Cedar Lane, Portsmouth, VA
December	19	Richmond Police Department Credit Union, Incorporated, Richmond, VA, moved its branch office from 2907 North Boulevard, Richmond, VA to 501 N. 9th. Street, Suite 205, Richmond, VA
October	15	Virginia Credit Union, Inc., Richmond, VA, moved its branch office from 731 Harrison Street, Salem, VA to 6425 Williamson Road, Roanoke, VA

SERVICE FACILITIES

January	02	The Richmond Postal Credit Union Incorporated opened a service facility at 1801 Brook Road, Richmond, VA
January	08	Newport News Shipbuilding Employees' Credit Union, Inc. opened a service facility at Gateway 2000, 22 Enterprise Parkway, Suite 160, Hampton, VA
January	21	Virginia Credit Union, Inc. opened a service facility at 1302 B Gaskins Road, Richmond, VA
June	22	Newport News Shipbuilding Employees' Credit Union, Inc. opened a service facility at 1290 Benn's Church Boulevard, Smithfield, VA
July	29	Martinsville Du Pont Employees Credit Union, Incorporated opened a service facility at 41 Wheeler Avenue, Collinsville, VA
August	24	Waynesboro Dupont Employees Credit Union opened a service facility at Dupont Plant, 400 Dupont Blvd., Waynesboro, VA
October	01	Virginia Credit Union, Inc. opened a service facility at 731 Harrison Street, Salem, VA
October	13	Waynesboro Dupont Employees Credit Union opened a service facility at Lots 14 and 15 of Coyner Industrial Park, Waynesboro, VA

CREDIT UNION STATUS CHANGES - 1998

SERVICE FACILITIES (Continued)

November 24 Virginia Credit Union, Inc. opened a service facility at 10165 Brook Road, Richmond, VA

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1998

<p>A. B. and W. Transit Employees Credit Union, Incorporated 6201 Richmond Highway Alexandria 22303 Treasurer - Rodney Croson Date Opened - 4/17/52 Assets - \$ 19,241,945</p> <p>AMS Credit Union 4000 Legato Road, Rooms 425 & 425A Fairfax 22033 Treasurer - Chris Orfe Date Opened - 8/31/77 Assets - \$ 1,622,224</p> <p>Alexandria Postal Credit Union, Incorporated 1100 Wythe Street Alexandria 22314 Treasurer - Raymond E. Simpson Date Opened - 3/23/48 Assets - \$ 1,553,052</p> <p>Allied Service Employees Credit Union, Incorporated 515 King Street, Suite 315 P.O. Box 1726 Alexandria 22313-1726 Treasurer - Anthony V. Cangiano Date Opened - 10/8/54 Assets - \$ 150,786</p> <p>Amoco Yorktown Refinery Credit Union, Incorporated 2201 Goodwin Neck Road Yorktown 23690 Treasurer - Leona Knutson Date Opened - 3/12/58 Assets - \$ 1,457,103</p> <p>Augusta Health Care Credit Union, Incorporated 96 Medical Center Drive P.O. Box 1000 Fishersville 22939 Treasurer - Deborah Shank Date Opened - 4/3/64 Assets - \$ 3,217,689</p> <p>Belt Line Employees Credit Union, Incorporated 3014 Tyre Neck Road Portsmouth 23703 Treasurer - Garry Baker Date Opened - 12/23/29 Assets - \$ 3,041,680</p> <p>C.C.C. Martinsville Employees Credit Union, Incorporated 810 Starling Avenue Martinsville 24112 Treasurer - Rubin H. Martin, III Date Opened - 8/10/64 Assets - \$ 726,020</p>	<p>Cadmus Credit Union, Incorporated 2901 Byrdhill Road P.O. Box 27481 Richmond 23228 Treasurer - Donald W. Hill Date Opened - 6/29/51 Assets - \$ 3,484,077</p> <p><i>Service Facility -</i> 103 E. Williamsburg Road, Room 203, Sandston 23150</p> <p>Campbell County Employee's Credit Union, Inc. Kimball Road Concord 24538 Treasurer - Edna A. Taylor Date Opened - 9/19/56 Assets - \$ 489,236</p> <p>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 - \$ 3,480,632</p> <p>Chesapeake Public School Employee's Credit Union Inc. 544 Battlefield Boulevard South Chesapeake 23320 Treasurer - Ada Howard Date Opened - 4/2/63 Assets - \$ 6,221,967</p> <p>City of Alexandria Employees Credit Union, Inc. 1416 Duke Street Alexandria 22314 Treasurer - Ralph Charlton Date Opened - 10/13/58 Assets - \$ 14,531,664</p> <p>D.I.R. Credit Union, Incorporated 400 North 8th St., Suite 8026 Richmond, 23240 Treasurer - Alma Tillman Date Opened - 12/21/50 Assets - \$ 3,686,133</p> <p>Danville Postal Credit Union, Incorporated 700 Main Street P.O. Box 1344 Danville 24543 Treasurer - Maxine F. Powell Date Opened - 4/1/27 Assets - \$ 1,591,446</p> <p>Fairfax County Employees Credit Union, Incorporated 4105 Rust Road Fairfax 22030 Treasurer - James Sandifer Date Opened - 4/29/58 Assets - \$ 74,867,704</p> <p><i>Service Facilities -</i> 12000 Government Center Parkway Suite 266, Fairfax, VA 22085</p>
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ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1998

4080 Chain Bridge Road,
Fairfax, VA 22030
14040 Central Loop(S),
Woodbridge, VA 22193

Federal Employees Credit Union of Petersburg,
Incorporated
29 Franklin Street
Petersburg 23803
Treasurer - Ida Graves-Taylor
Date Opened - 8/14/24
Assets - \$ 1,403,754

Fort Monroe Credit Union, Incorporated
108 West Mercury Blvd.
Hampton 23669
Treasurer - E.C. Francis, Jr.
Date Opened - 9/15/53
Assets - \$ 18,001,661

Service Facilities -
677 N. Battlefield Boulevard(S),
Chesapeake, VA 23320
Building T261 Patch Road,
Fort Monroe, VA 23651
988 J. Clyde Morris Boulevard(S),
Newport News, VA 23601
Fairfield Commons Mall(S),
5001 Nine Mile Road,
Richmond, VA 23223

Robious Hall Shopping Center(S),
10014 Robious Road,
Richmond, VA 23235
2888 Virginia Beach Boulevard(S),
Virginia Beach, VA 23452
14040 Central Loop(S),
Woodbridge,VA 22193

Gwaltney Employees Credit Union, Incorporated
938-C South Church Street
Smithfield 23431
Treasurer - Beatrice R. Wise
Date Opened - 8/10/61
Assets - \$ 1,820,954

Hampton City Employees Credit Union, Incorporated
City Hall Building, 22 Lincoln Street
Hampton 23669
Treasurer - Karl Daughtrey
Date Opened - 11/17/55
Assets - \$ 5,005,951

Hampton Roads Educators Credit Union, Inc.
2130 Cunningham Drive
Hampton 23666
Treasurer - William F. Trimble, Jr.
Date Opened - 4/6/54
Assets - \$ 15,755,827

Service Facilities -
677 N. Battlefield Boulevard(S),
Chesapeake, VA 23320
998 J. Clyde Morris Boulevard(S),
Newport News, VA 23601
10014 Robious Road(S),
Robious Hall Shopping Center,
Richmond, VA 23235
2888 Virginia Beach Boulevard(S),
Virginia Beach, VA 23452

Hampton Roads Postal Credit Union, Inc.
4013 W. Mercury Boulevard
Hampton 23666
Treasurer - Allen T. Moore
Date Opened - 3/7/52
Assets - \$ 5,622,807

Hercules Covington Employees Credit Union
424 West Prospect Street
Covington 24426
Treasurer - Jean P. Catlett
Date Opened - 9/4/69
Assets - \$ 440,389

Klann Employees Credit Union, Incorporated
301 Fourth Street
Waynesboro 22980
Treasurer - Virginia Kennedy
Date Opened - 9/2/66
Assets - \$ 121,882

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1998

<p>Landmark Communications Employees Credit Union, Inc. 150 West Brambleton Avenue Norfolk 23510 Treasurer - Carol Lewis Date Opened - 8/24/53 Assets - \$ 2,071,264</p> <p>Life Line Credit Union, Inc. 5904 Hamptstead Avenue Richmond 23226 Treasurer - Anne Hagen Date Opened - 4/11/69 Assets - \$ 4,951,604</p> <p>Loudoun Credit Union 122-A South Street, S.E. Leesburg 20175 Treasurer - Anna Toth Date Opened - 2/3/78 Assets - \$ 7,574,403</p> <p>Lynchburg Appalachian Employees Credit Union, Incorporated 4001 Mayflower Drive Lynchburg 24501 Treasurer - Teresa D. Eubank Date Opened - 6/28/54 Assets - \$ 488,869</p> <p>Lynchburg General Credit Union 1901 Tate Springs Road Lynchburg 24501 Treasurer - Tom Lawton Date Opened - 10/21/70 Assets - \$ 1,011,780</p> <p>Lynchburg Postal and Federal Employees' Credit Union, Incorporated 3300 Odd Fellows Road, Room 103 P.O. Box 10182 Lynchburg 24506 Treasurer - Catherine F. McFall Date Opened - 5/1/26 Assets - \$ 3,559,133</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 - \$ 158,821,655 <i>Service Facility -</i> 41 Wheeler Avenue, Collinsville, VA 24078</p> <p>Martinsville Postal Credit Union, Incorporated 810 Starling Avenue Martinsville 24415 Treasurer - Paul J. Ricard Date Opened - 7/1/49 Assets - \$ 464,927</p>	<p>N.C.S.E. Credit Union, Inc. 84 Courthouse Square Lovingston 22949 Treasurer - Phyllis M. Drumheller Date Opened - 6/25/70 Assets - \$ 565,432</p> <p>Nabisco Employees Credit Union 6002 S. Laburnum Avenue Richmond 23231 Treasurer - John Thompson Date Opened - 8/26/76 Assets - \$ 4,993,017</p> <p>Nansemond Credit Union, Incorporated, The 617 East Washington Street Suffolk 23434 Treasurer - Dorothy Demiel Date Opened - 6/20/49 Assets - \$ 3,472,752</p> <p>Navy Yard Credit Union, Incorporated, The 5100 George Washington Highway Portsmouth 23702 Treasurer - William E. Reitelbach, Jr. Date Opened - 6/7/29 Assets - \$ 74,383,127 <i>Service Facilities -</i> 3325 Taylor Road, Chesapeake, VA 23325 677 Battlefield Boulevard(S), Chesapeake, VA 23320 998 J. Clyde Morris Boulevard(S), Newport News, VA 23601 Norfolk Naval Shipyard Bldg 73, Portsmouth, VA 23709</p> <p>Navy Yard Credit Union, Incorporated, The (Continued) <i>Service Facilities -</i> Norfolk Naval Shipyard Bldg M-32, Portsmouth, VA 23709 2888 Virginia Beach Boulevard(S), Virginia Beach, VA 23452 14040 Central Loop(S), Woodbridge, VA 22193</p> <p>New Horizon Credit Union 9401 Peabody Street Manassas 20110 Treasurer - Charles E. Virtue Date Opened - 1/20/69 Assets - \$ 20,019,847 <i>Service Facility -</i> 15000 Conference Center Drive, Suite 1003, Chantilly, VA 22021</p>
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ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1998

<p>Newport News Municipal Employees Credit Union, Incorporated 502 Operations Drive Newport News 23602 Treasurer - Ronald W. Jones Date Opened - 12/21/50 Assets - \$ 27,444,973</p> <p><i>Service Facility -</i> 210 25th. Street, Newport News, VA 23607</p>	<p>Old Dominion University Credit Union, Inc. 2701 Hampton Boulevard Norfolk 23517 Treasurer - John Stoughton Date Opened - 1/16/59 Assets - \$ 12,034,324</p>
<p>Newport News Shipbuilding Employees' Credit Union, Inc. 3711 Huntington Avenue Newport News 23607 Treasurer - Robert L. Sterling Date Opened - 6/2/28 Assets - \$ 562,734,800</p> <p><i>Service Facilities -</i> 677 North Battlefield Blvd. (S), Chesapeake, VA 23320 2300 Cunningham Drive, Hampton, VA 23666 Gateway 2000, 22 Enterprise Parkway, Suite 160, Hampton, VA 23666 12401 Warwick Boulevard, Newport News, VA 23606 433 Denbigh Boulevard, Newport News, VA 23608 5001 Huntington Avenue, Newport News, VA 23607 8000 Marshall Avenue, Newport News, VA 23605 998 J. Clyde Morris Boulevard(S), Newport News, VA 23601 10014 Robious Road(S), Richmond, VA 23235 1290 Benn's Church Boulevard, Smithfield, VA 23430 2888 Virginia Beach Boulevard(S), Virginia Beach, VA 23452 14040 Central Loop(S), Woodbridge, VA 22193</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 - \$ 11,166,270</p> <p><i>Service Facility -</i> 8807 Sudley Road, Suite 109, Manassas, VA 22110</p>
<p>Norfolk Southern Employees' Credit Union, Incorporated 1324 N Battlefield Blvd, Suite 3-F Greenbrier Square Chesapeake 23320 Treasurer - Hazel S. Cutler Date Opened - 4/26/28 Assets - \$ 1,982,355</p>	<p>P.W.H. Employees Credit Union, Inc. 8700 Sudley Road Manassas 22110 Treasurer - Fay Bowers Date Opened - 10/10/69 Assets - \$ 1,602,327</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 - \$ 5,581,507</p>	<p>PFD Firefighters Credit Union, Incorporated 3209 Cedar Lane Portsmouth 23703 Treasurer - Roy Lewis Date Opened - 3/24/55 Assets - \$ 6,614,614</p>
	<p>Petersburg Federal Reformatory Credit Union, Incorporated Federal Correctional Institution Petersburg 23804 Treasurer - Rose C. Williams Date Opened - 8/27/51 Assets - \$ 1,314,429</p>
	<p>Piedmont Credit Union 306 Poplar Street Danville 24541 Treasurer - Ralph Dorr Date Opened - 5/12/69 Assets - \$ 12,747,874</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 - Kenneth R. Davis Date Opened - 4/24/57 Assets - \$ 1,201,366</p>
	<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 - \$ 2,140,486</p>

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1998

Prime Care Credit Union, Incorporated
600 Gresham Drive
Norfolk 23507

Treasurer - William A. Jones
Date Opened - 3/9/70
Assets - \$ 6,503,292

Service Facilities -

677 North Battlefield Boulevard(S),
Chesapeake, VA 23320
998 J. Clyde Morris Boulevard(S),
Newport News, VA 23601
6015 Poplar Hill Drive, Suite 102,
Norfolk, VA 23502

10014 Robious Road(S),
Robious Hall Shopping Center,
Richmond, VA 23234
2888 Virginia Beach Boulevard(S),
Virginia Beach, VA 23452

Richmond Fire Department Credit Union, Incorporated
900 Hermitage Road
Richmond 23220

Treasurer - Russell G. Acors, III
Date Opened - 5/15/29
Assets - \$ 9,708,950

Richmond Police Department Credit Union,
Incorporated
501 N. 9th. Street, Suite 205
Richmond 23219

Treasurer - F. Matthew Sasser
Date Opened - 11/15/34
Assets - \$ 3,502,111

Richmond Postal Credit Union Incorporated, The
1601 Ownby Lane
Richmond 23220

Treasurer - Wayne Boothe
Date Opened - 11/23/23
Assets - \$ 52,564,242

Service Facility -

1801 Brook Road,
Richmond, VA 23260

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 - \$ 4,226,137

Shenandoah County Credit Union
Stonewall Jackson High School, Rt 833
P.O. Box 354
Mt Jackson 22842

Treasurer - Deborah Oden
Date Opened - 9/1/81
Assets - \$ 377,494

Smithfield Packing Employees' Credit Union
501 North Church Street
Smithfield 23430

Treasurer - Odelle Addison
Date Opened - 4/27/71
Assets - \$ 2,105,650

Southern States Employees' Credit Union, Incorporated
6606 W. Broad Street
P.O. Box 26234
Richmond 23260

Treasurer - Tracy Amburgey
Date Opened - 5/5/40
Assets - \$ 23,723,456

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1998

Spruance Cellophane Credit Union
7119 Jefferson Davis Highway
Richmond 23237
Treasurer - Carol Fountain
Date Opened - 3/24/53
Assets - \$ 7,652,326
Service Facility -
1 Discovery Drive,
Chester, VA 23836

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 - \$ 967,990

Texaco Employees' Credit Union, Incorporated
700 Rosemont Avenue
P.O. Box 5827
Chesapeake 23324
Treasurer - Linda L. Dail
Date Opened - 11/12/53
Assets - \$ 476,377

Tidewater Telephone Employees Credit Union,
Incorporated
5648 Southern Boulevard
Virginia Beach 23462
Treasurer - Eugene Johnson, Jr.
Date Opened - 7/22/58
Assets - \$ 24,672,254
Service Facilities -
677 N. Battlefield Blvd.(S),
Chesapeake, VA 23320
1128 Big Bethel Road,
Hampton, VA 23666
998 J. Clyde Morris Boulevard(S),
Newport News, VA 23601
10014 Robious Road(S),
Robious Hall Shopping Center,
Richmond, VA 23234
2888 Virginia Beach Boulevard(S),
Virginia Beach, VA 23452
14040 Central Loop(S),
Woodbridge, VA 22193

Times World Employees Credit Union, Incorporated
201 West Campbell Avenue, S.W.
P.O. Box 1951
Roanoke 24008
Treasurer - Nancy Kim Shively
Date Opened - 9/18/41
Assets - \$ 920,707

Trigon Employees' Credit Union, Incorporated
2015 Staples Mill Road
Richmond 23230
Treasurer - Jessica Hearn
Date Opened - 12/17/58
Assets - \$ 5,706,737
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 - \$ 4,525,926

University of Virginia Community Credit Union, Inc.
3300 Berkmar Drive
Charlottesville 22901
Treasurer - Tim Gillet
Date Opened - 5/19/54
Assets - \$ 130,266,376
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 - \$ 1,286,843

Valley Industrial Credit Union
501 W. Broad St.
P.O. Box 1784
Waynesboro 22980
Treasurer - Ken Boward
Date Opened - 6/13/77
Assets - \$ 6,510,813

Virginia Credit Union, Inc.
720 East Broad Street
Richmond 23219
Treasurer - Dorothy J. Hall
Date Opened - 12/11/28
Assets - \$ 568,479,849
Service Facilities -
677 N. Battlefield Blvd.(S),
Chesapeake, VA 23320
1301 College Avenue,
Fredericksburg, VA 22401
7015 Mechanicsville Turnpike,
Mechanicsville, VA 23111
10450 Midlothian Pike,
Midlothian, VA 23235
11030 Hull Street Road,
Midlothian, VA 23112
998 J. Clyde Morris Boulevard(S),
Newport News, VA 23320
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
5001 Nine Mile Road (S),
Richmond, VA 23223

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1998

<p>5427 Glenside Drive, Richmond, VA 23228 7500 Boulders View Drive, Richmond, VA 23225 6425 Williamson Road, Roanoke, VA 24019 2888 Virginia Beach Boulevard(S), Virginia Beach, VA 23452 14040 Central Loop(S), Woodbridge, VA 22193</p> <p>Virginia Educators' Credit Union 12626 Nettles Drive Newport News 23606 Treasurer - Diane Y. Smith Date Opened - 11/1/54 Assets - \$ 33,425,718</p> <p><i>Service Facilities -</i> 677 North Battlefield Boulevard(S), Chesapeake, VA 23320 Armstrong Slater Building, Room 100, Hampton University, Hampton, VA 23668 14838 Warwick Boulevard, Newport News, VA 23602 812 Main Street, Newport News, VA 23605 998 J. Clyde Morris Boulevard(S), Newport News, VA 23601 2888 Virginia Beach Blvd.(S), Virginia Beach, VA 23452 14040 Central Loop(S), Woodbridge, VA 22193</p> <p>Virginia Gas, Credit Union, Incorporated 107 South Coalter Street Staunton 24401 Treasurer - E.K. Whitesell Date Opened - 5/29/56 Assets - \$ 3,366,709</p> <p>Virginia League Central Credit Union, Incorporated 6320 Logans Lane P.O. Box 11469 Lynchburg 24506 Treasurer - Eugene H. Farley, Jr. Date Opened - 10/26/39 Assets - \$ 26,065,005</p> <p><i>Service Facilities -</i> 677 N. Battlefield Boulevard(S), Chesapeake, VA 23320 998 J. Clyde Morris Boulevard(S), Newport News, VA 23601 10014 Robious Road(S), Robious Hall Shopping Center, Richmond, VA 23234 2888 Virginia Beach Boulevard(S),</p>	<p>Virginia Beach, VA 23452 14040 Central Loop(S), Woodbridge, VA 22193</p> <p>Virginia Power/North Carolina Power Credit Union One James River Plaza Lobby Level P.O. Box 26646 Richmond 23261 Treasurer - Billy R. Cathey Date Opened - 10/5/40 Assets - \$ 62,455,478</p> <p><i>Service Facilities -</i> 5000 Dominion Boulevard, Glen Allen, VA 23060 2400 Grayland Avenue, Richmond, VA 23220</p> <p>Virginia United Methodist Conference Credit Union, Inc. 4016 West Broad Street Richmond 23230 Treasurer - Kathryn F. Talley Date Opened - 3/27/52 Assets - \$ 12,872,031</p> <p>W. P. S. E. Credit Union, Inc. 301 Pine Avenue Waynesboro 22980 Treasurer - Vicki B. Purvis Date Opened - 10/17/58 Assets - \$ 1,773,328</p> <p>WECCU Credit Union 347 North Court Street Covington 24426 Treasurer - Earl J. McClung Date Opened - 7/17/53 Assets - \$ 31,120,303</p> <p>Waynesboro Dupont Employees Credit Union 140 Lucy Lane P. O. Box 1365 Waynesboro 22980 Treasurer - Robert L. Arbuagh Date Opened - 7/1/59 Assets - \$ 260,201,980</p> <p><i>Service Facilities -</i> 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>
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(S) Shared Service Facilities

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1998

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

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, St. Louis, Missouri