

2002 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, 2002



FROM REPORTS FILED IN THE
BUREAU OF FINANCIAL INSTITUTIONS

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STATE CORPORATION COMMISSION

I. CLINTON MILLER, Chairman

HULLIHEN WILLIAMS MOORE

THEODORE V. MORRISON, JR.

JOEL H. PECK, Clerk of the Commission

Report of the Bureau of Financial Institutions

Richmond, Virginia, December 31, 2002

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, 2002.

Respectfully,

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

BUREAU OF FINANCIAL INSTITUTIONS

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

ADMINISTRATION AND FINANCE

GERALD E. FALLEN
Assistant Commissioner

BANKS AND SAVINGS INSTITUTIONS

JOHN M. CROCKETT
Deputy Commissioner

CONSUMER FINANCE

SUSAN E. HANCOCK
Deputy Commissioner

CORPORATE STRUCTURE AND RESEARCH

NICHOLAS C. KYRUS
Deputy Commissioner

CREDIT UNIONS

GEORGE H. LATHAM
Deputy Commissioner

OFFICERS THROUGH WHOM THE STATE CORPORATION COMMISSION
HAS ADMINISTERED THE BANKING LAWS

Chief Examiner of Banks

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

Chief Deputy to the Commissioner of Insurance and Banking

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

Commissioner of Insurance and Banking

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

Commissioner of Banking

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

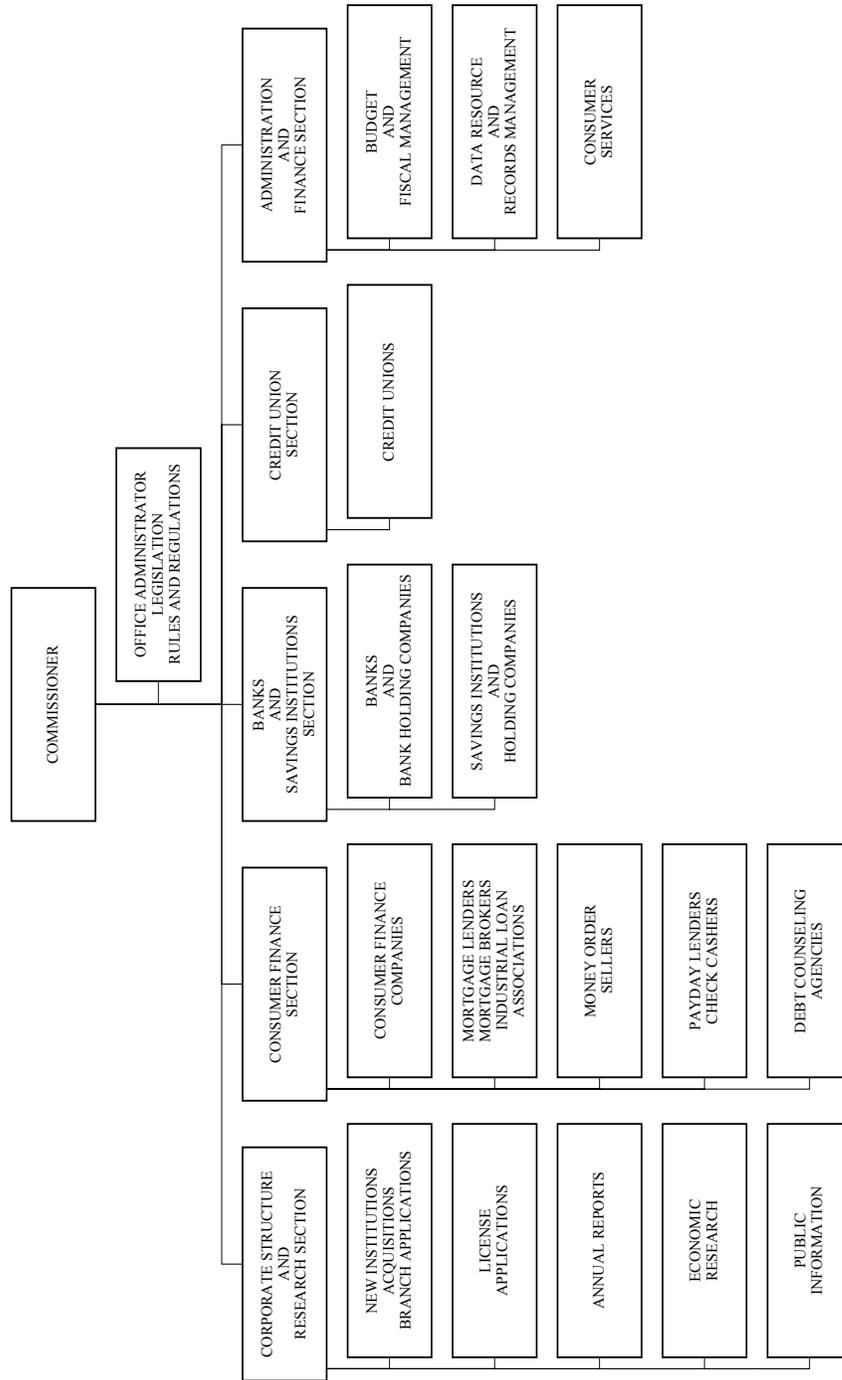
Commissioner of Financial Institutions

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

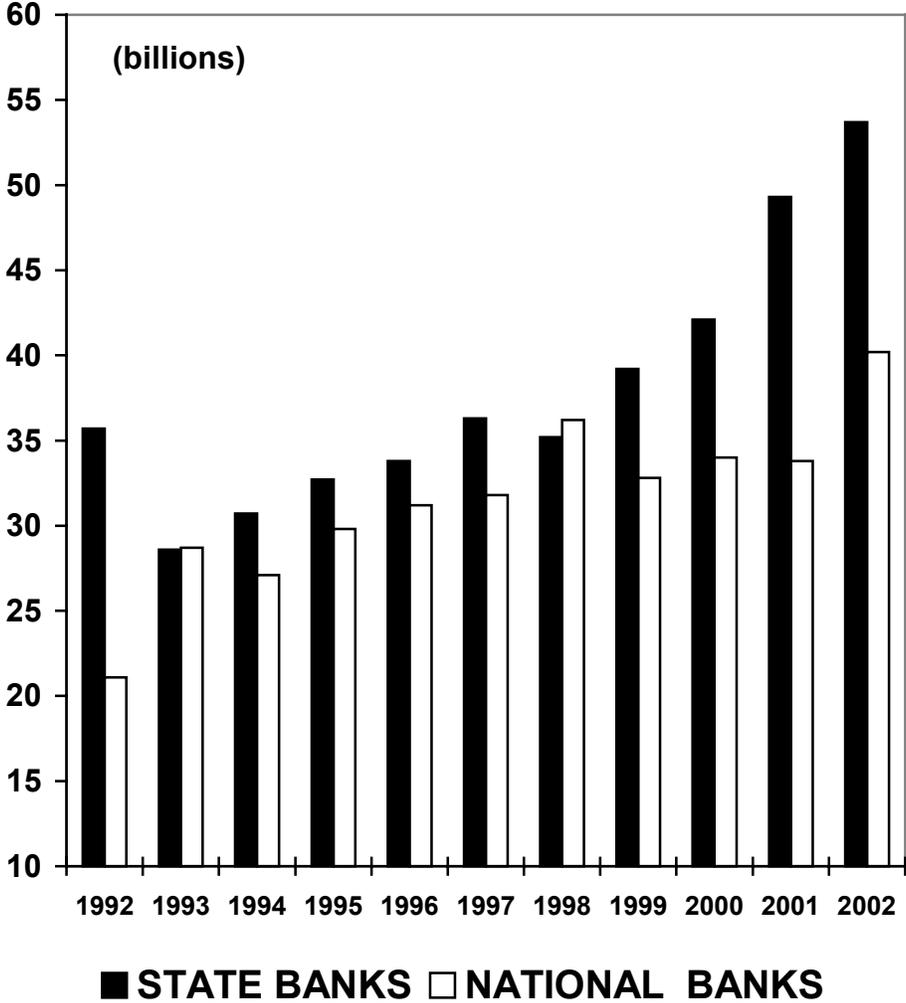
LEGAL HOLIDAYS

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

ORGANIZATIONAL CHART
BUREAU OF FINANCIAL INSTITUTIONS



**DEPOSITS IN VIRGINIA BANK OFFICES
STATE & NATIONAL 1992-2002**



CONSOLIDATED REPORT OF CONDITION - VIRGINIA STATE BANKS
DECEMBER 31, 2001 & 2002 (IN THOUSANDS OF DOLLARS)

	December 31, 2001 102 State Banks 1,044 Branches	December 31, 2002 93 State Banks 1039 Branches
ASSETS		
Cash and balances due from depository institutions.....	\$ 2,280,699	\$ 3,700,047
Noninterest-bearing balances and currency and coin	1,723,978	1,544,424
Interest-bearing balances.....	556,721	2,155,623
Securities	11,309,493	14,404,106
Federal funds sold & securities purchased under agreement to resell.....	1,849,668	1,267,287
Loan and lease financing receivables:		
Loans and leases held for sale.....		1,038,502
Loans and leases, net of unearned income.....	35,417,715	38,489,594
LESS: Allowance for loan and lease losses.....	827,047	1,173,088
Loans and leases, net of unearned income and allowance for losses.....	34,590,668	37,316,506
Assets held in trading accounts.....	0	162,922
Premises and fixed assets (including capitalized leases).....	1,138,121	1,215,709
Other real estate owned.....	21,615	24,569
Investments in unconsolidated subsidiaries and associated companies.....	2,287	3,762
Customers' liabilities to banks on acceptances outstanding.....	617	2,934
Intangible assets.....	386,294	409,121
Other assets.....	3,217,281	3,261,056
TOTAL ASSETS	\$ 54,796,743	\$ 62,806,521
LIABILITIES		
Deposits:		
In domestic offices	\$ 36,848,657	\$ 42,838,313
(1) Noninterest-bearing	5,547,941	6,936,348
(2) Interest-bearing.....	31,300,716	35,901,965
In foreign offices, Edge and Agreement subsidiaries, and IBFs ...	981,465	1,065,540
(1) Noninterest-bearing	10,950	11,760
(2) Interest-bearing	970,515	1,053,780
Federal funds purchased and securities sold under agreement to repurchase.....	2,911,911	1,863,473
Other borrowed money.....	6,510,743	6,883,056
Banks' liabilities on acceptances executed and outstanding	617	193
Notes and debentures subordinated to deposits	130,155	158,208
Other liabilities	2,096,914	3,462,401
TOTAL LIABILITIES	49,480,462	56,271,184
EQUITY CAPITAL		
Perpetual preferred stock.....	9,200	13,900
Common stock.....	540,679	525,335
Surplus	2,129,596	2,544,895
Undivided profits and capital reserves.....	2,656,134	3,333,873
Accumulated other comprehensive income	(18,451)	117,136
Other equity capital components	(877)	198
TOTAL EQUITY	5,316,281	6,535,337
TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 54,796,743	\$ 62,806,521

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

	2001	2002
INTEREST INCOME:		
Interest and fees on loans	\$ 3,516,542	\$ 3,700,179
Income from lease financing receivables	233	144
Interest on balances due from depository institutions	14,213	39,495
Interest and dividends on securities	526,053	605,811
Interest from assets held in trading accounts	21	3
Interest on federal funds sold and securities purchased under agreements to resell	135,110	34,186
Other Interest Income		106,199
TOTAL INTEREST INCOME	4,192,172	4,486,017
INTEREST EXPENSE:		
Interest on time certificates of deposit of \$100,000 or more	436,773	405,168
Interest on other deposits	827,852	593,409
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	46,433	63,142
Expense of federal funds purchased and securities sold under agreements to repurchase	93,204	58,153
Interest on trading liabilities and other borrowed money	446,168	401,968
Interest on notes and debentures subordinated to deposits	7,319	6,928
TOTAL INTEREST EXPENSE	1,857,749	1,528,768
NET INTEREST INCOME	2,334,423	2,957,249
Provision for loan and lease losses	601,971	1,030,909
NONINTEREST INCOME:		
Income from fiduciary activities	24,865	28,079
Service charges on deposit accounts in domestic offices	163,799	181,612
Trading revenue	142	4,411
Other fee income	2,359,202	2,854,429
All other noninterest income	1,880,150	2,044,084
TOTAL NONINTEREST INCOME	4,428,158	5,112,615
Realized gains (losses) on held-to-maturity securities	366	708
Realized gains (losses) on available-for-sale securities	25,652	58,725
NONINTEREST EXPENSE:		
Salaries and employee benefits	601,628	658,787
Expenses of premises and fixed assets (net of rental income)	280,931	313,942
Other noninterest expense	3,666,040	3,924,169
TOTAL NONINTEREST EXPENSE	4,548,599	4,896,898
INCOME BEFORE INCOME TAXES AND EXTRA- ORDINARY ITEMS AND OTHER ADJUSTMENTS	1,638,029	2,201,490
APPLICABLE INCOME TAXES	585,147	788,449
INCOME BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS	1,052,882	1,413,041
EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS NET OF INCOME TAXES	(405)	3
NET INCOME	\$ 1,052,477	\$ 1,413,044

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 2002

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	1	5	13	33	23	11	7	93
SOURCE AND DISTRIBUTION OF INCOME:								
Percentage of Average Assets:								
INTEREST INCOME:								
Interest and fees on loans	0.49	4.97	4.53	5.02	4.87	4.66	6.35	5.84
Income from lease financing receivables.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Interest on balances due from depository institutions	0.08	0.03	0.03	0.02	0.02	0.02	0.08	0.06
Interest and dividends on securities	0.08	0.83	0.97	0.72	1.13	1.12	0.93	0.96
Interest from assets held in trading accounts.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Interest on federal funds sold and securities purchased under agreement to resell.....	0.23	0.18	0.09	0.09	0.04	0.02	0.05	0.05
Other Interest Income.....	0.37	0.03	0.01	0.03	0.02	0.02	0.24	0.17
TOTAL INTEREST INCOME.....	1.25	6.05	5.63	5.88	6.08	5.84	7.65	7.08
INTEREST EXPENSE:								
Interest on time certificates of deposit of \$100,000 or more	0.15	0.60	0.40	0.44	0.42	0.39	0.75	0.64
Interest on other deposits	0.26	1.59	1.45	1.58	1.61	1.35	0.65	0.94
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	0.00	0.00	0.00	0.00	0.00	0.00	0.15	0.10
Expense of federal funds purchased and securities sold under agreement to repurchase.....	0.00	0.00	0.02	0.02	0.02	0.04	0.12	0.09
Interest on trading liabilities and other borrowed money	0.00	0.00	0.02	0.07	0.17	0.19	0.88	0.63
Interest on notes and debentures subordinated to deposits.....	0.00	0.00	0.02	0.01	0.00	0.03	0.01	0.01
TOTAL INTEREST EXPENSE.....	0.41	2.19	1.91	2.12	2.22	2.00	2.56	2.41
NET INTEREST INCOME	0.84	3.86	3.72	3.76	3.86	3.84	5.09	4.67
Provisions for loans and lease losses	0.48	0.26	0.54	0.28	0.24	0.25	2.31	1.63

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 2002

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	0.01	0.00	0.03	0.02	0.06	0.04
Service charges on deposit accounts in domestic offices.....	0.01	0.25	0.33	0.32	0.36	0.38	0.25	0.29
Trading revenue.....	0.00	0.00	0.00	0.01	0.00	0.05	0.00	0.01
Other fees.....	0.00	0.06	0.04	0.05	0.14	0.80	6.58	4.50
Other noninterest income	0.03	0.07	0.10	0.20	0.24	0.79	4.63	3.23
TOTAL NONINTEREST INCOME	0.04	0.38	0.47	0.58	0.77	2.05	11.52	8.07
Gains(losses) on securities	0.00	0.02	0.03	0.02	0.02	0.00	0.13	0.09
NONINTEREST EXPENSE:								
Salaries and employee benefits	1.55	1.84	1.69	1.46	1.46	1.99	0.72	1.04
Expenses of premises and fixed assets (net of rental income)	0.31	0.51	0.50	0.38	0.36	0.45	0.54	0.50
Other noninterest expense	1.52	1.11	1.05	0.86	0.91	1.37	8.75	6.19
TOTAL NONINTEREST EXPENSE	3.38	3.46	3.24	2.70	2.73	3.81	10.01	7.73
INCOME BEFORE INCOME TAXES AND EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS								
	(2.98)	0.52	0.44	1.38	1.68	1.83	4.42	3.47
APPLICABLE INCOME TAXES.....	0.00	0.18	0.23	0.40	0.47	0.58	1.63	1.24
INCOME BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS								
	(2.98)	0.34	0.21	0.98	1.21	1.25	2.79	2.23
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.....	(2.98)	0.34	0.21	0.98	1.21	1.25	2.79	2.23

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 2002

CLASSIFICATION IN MILLIONS OF DOLLARS	25- 25	50- 50	100- 100	100- 250	250- 500	500- 1,000	Over 1,000	All Banks
DISTRIBUTION OF LIABILITIES:								
Percentage of Total Assets:								
Deposits:								
In domestic offices	67.23	85.46	87.56	86.08	85.61	81.14	59.85	68.20
Noninterest-bearing	8.86	11.10	16.14	16.23	12.62	14.63	9.31	11.04
Interest-bearing	58.37	74.36	71.42	69.85	72.99	66.51	50.54	57.16
In foreign offices, Edge and Agreement subsidiaries, and IBFs	0.00	0.00	0.00	0.00	0.00	0.00	2.58	1.70
Noninterest-bearing	0.00	0.00	0.00	0.00	0.00	0.00	0.03	0.02
Interest-bearing	0.00	0.00	0.00	0.00	0.00	0.00	2.55	1.68
Federal funds purchased and securities sold under agreements to repurchase	0.00	0.00	1.48	1.71	1.19	3.64	3.37	2.97
Trading liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other borrowed money	0.00	0.20	0.50	1.96	3.58	5.66	14.72	10.96
Banks' liabilities on acceptances executed and outstanding	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Notes and debentures subordinated to deposits	0.00	0.00	0.22	0.16	0.04	0.51	0.25	0.25
Other liabilities	0.21	0.41	0.57	0.55	0.64	1.02	8.01	5.51
TOTAL LIABILITIES	67.44	86.07	90.33	90.44	91.06	91.97	88.78	89.59
DISTRIBUTION OF EQUITY CAPITAL:								
Percentage of Total Assets:								
Perpetual preferred stock	0.00	0.00	0.00	0.00	0.00	0.18	0.00	0.02
Common stock	17.44	3.84	3.02	2.06	0.96	1.56	0.45	0.84
Surplus	17.44	3.75	3.74	2.88	1.45	3.30	4.81	4.05
Undivided profits and capital reserves	-2.36	6.20	2.66	4.34	6.13	2.83	5.82	5.31
Accumulated comprehensive income	0.04	0.15	0.25	0.25	0.40	0.16	0.14	0.19
Other equity capital components	0.00	-0.01	0.00	0.03	0.00	0.00	0.00	0.00
TOTAL EQUITY CAPITAL	32.56	13.93	9.67	9.56	8.94	8.03	11.22	10.41
TOTAL LIABILITIES AND EQUITY CAPITAL	100.00							
OTHER RATIOS								
Loans (net) to deposits	35.67	72.86	71.84	78.90	73.35	77.34	95.28	87.11
Noninterest-bearing deposits to total deposits	13.18	12.98	18.43	18.85	14.74	18.03	15.60	16.22
Bank premises to total equity	7.94	23.66	23.61	19.47	21.56	19.34	17.87	18.60
Total equity to total deposits	48.42	16.30	11.04	11.10	10.45	9.90	18.74	15.26
Equity and subordinated notes and debentures to assets	32.55	13.93	9.89	9.72	8.98	8.55	11.47	10.66

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2002
PURSUANT TO THE BANKING ACT**

NEW BANKS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/12/01	Peoples Bank of Virginia	2702 North Parham Road Henrico County, VA	Approved 03/12/02
04/22/02	Highlands Community Bank	307 Thacker Avenue City of Covington, VA	Approved 07/26/02
08/23/02	SuffolkFirst Bank	100 Bosley Avenue City of Suffolk, VA	Approved 11/21/02

MERGERS

DATE RECEIVED	DESCRIPTION	ACTIVITY
03/29/02	Virginia Heartland Bank, Fredericksburg, VA to merge into it Caroline Savings Bank	Approved 05/16/02
06/11/02	Southern Financial Bank, Warrenton, VA to merge into it Metro-County Bank of Virginia, Inc.	Approved 07/26/02

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
04/18/02	Community First Financial Corporation, Lynchburg, VA to acquire 100% of the voting shares of Community First Bank	Approved 06/10/02
06/24/02	MainStreet Bankshares, Inc., Martinsville, VA to acquire 100% of the voting shares of Franklin Community Bank, N.A.	Approved 07/26/02
06/25/02	Alliance Bankshares Corporation, Fairfax, VA to acquire 100% of the voting shares of Alliance Bank Corporation	Approved 07/26/02
07/02/02	Community First Financial Corporation, Lynchburg, VA to acquire 9% of the voting shares of Highlands Community Bank	Approved 07/26/02
10/29/02	TransCommunity Bankshares Incorporated, Powhatan, VA to acquire 100% of the voting shares of Bank of Goochland, N. A.	Approved 11/22/02

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2002
PURSUANT TO THE BANKING ACT**

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
10/30/02	First Community Bancshares, Inc., Bluefield, VA to acquire Monroe Financial, Inc.	Approved 11/26/02
11/04/02	TCF Financial Corporation, Wayzata, MN to acquire 9.9% of MainStreet Bankshares, Inc.	Approved 12/10/02

BRANCHES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
11/26/01	National Bank of Commerce Memphis, TN	111 Franklin Road Roanoke, VA	No Objection 02/08/02
11/26/01	National Bank of Commerce Memphis, TN	115 West Main Street Bedford, VA	No Objection 02/08/02
11/26/01	National Bank of Commerce Memphis, TN	119 Lee Highway Chilhowie, VA	No Objection 02/08/02
11/26/01	National Bank of Commerce Memphis, TN	1315 Hershberger Road, N.W. Roanoke, VA	No Objection 02/08/02
11/26/01	National Bank of Commerce Memphis, TN	13264 Booker T. Washington Hwy. Hardy, VA	No Objection 02/08/02
11/26/01	National Bank of Commerce Memphis, TN	1395 West Main Street Salem, VA	No Objection 02/08/02
11/26/01	National Bank of Commerce Memphis, TN	3565 Orange Avenue, N.E. Roanoke, VA	No Objection 02/08/02
11/26/01	National Bank of Commerce Memphis, TN	4110 Brambleton Avenue S.W. Roanoke, VA	No Objection 02/08/02
11/26/01	National Bank of Commerce Memphis, TN	670 Brandon Avenue, S.W. Roanoke, VA	No Objection 02/08/02
12/12/01	Farmers Bank, Windsor, Virginia Windsor, VA	1238 Holland Road, Suite 104 City of Suffolk, VA	Approved 01/08/02
01/24/02	Bank of the James Lynchburg, VA	4698 S. Amherst Highway Madison Heights, Amherst County, VA	Approved 02/14/02
02/05/02	Community First Bank Lynchburg, VA	69 Callohill Road Lovingson, Nelson County, VA	Approved 02/28/02

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2002
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
02/11/02	First Vantage Bank/Tri-Cities Bristol, VA	915 West Oakland Avenue Johnson City, TN	Approved 03/05/02
02/19/02	Allfirst Bank Baltimore, MD	Dulles Town Center Mall 21099 Dulles Town Circle, Loudoun County, VA	No Objection 03/18/02
02/19/02	Monarch Bank Chesapeake, VA	3701 Pacific Avenue City of Virginia Beach, VA	Approved 03/15/02
02/25/02	First Bank Strasburg, VA	1717 Shenandoah Avenue Front Royal, Warren County, VA	Approved 03/18/02
02/26/02	Valley Bank Roanoke, VA	1003 Hardy Road Vinton, Roanoke County, VA	Approved 03/19/02
02/28/02	First Vantage Bank/Tri-Cities Bristol, VA	104 University Parkway, Suite 1 Johnson City, TN	Approved 03/18/02
03/05/02	Peoples Bank of Virginia Richmond, VA	5734 Hopkins Road Chesterfield County, VA	Approved 03/25/02
03/12/02	New Peoples Bank, Inc. Honaker, VA	Colley Shopping Center, Highway 83 Clintwood, Dickenson County, VA	Approved 04/08/02
03/19/02	Allfirst Bank Baltimore, MD	1416 North Point Village Center Reston, Fairfax County, VA	No Objection 04/15/02
03/20/02	Bank of Fincastle, The Fincastle, VA	4525 Challenger Avenue Roanoke County, VA	Approved 04/08/02
03/27/02	SequoiaBank Bethesda, MD	14231 Willard Road, Suite 100 Chantilly, Fairfax County, VA	No Objection 04/29/02
03/28/02	Union Bank and Trust Company Bowling Green, VA	5510 Morris Road Thornburg, Spotsylvania County, VA	Approved 04/22/02
03/29/02	Bank of Botetourt Buchanan, VA	5800 block of N. Lee Hwy., .2 miles N. of Route 710 and Interstate 81, Fairfield, Rockbridge County, VA	Approved 04/22/02
04/11/02	Alliance Bank Corporation Fairfax, VA	11730 Plaza America Drive Reston, Fairfax County, VA	Approved 05/03/02
04/15/02	Peoples Bank of Virginia Richmond, VA	6951 Commons Plaza Chesterfield County, VA	Approved 05/06/02

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2002
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
04/16/02	Bank of Williamsburg, The Williamsburg, VA	610 Thimble Shoals Drive, Suite 102 City of Newport News, VA	Approved 05/06/02
04/22/02	Bank of Clarke County Berryville, VA	400 McNeil Drive Berryville, Clarke County, VA	Approved 05/20/02
04/24/02	Towne Bank Portsmouth, VA	137 Mount Pleasant Road City of Chesapeake, VA	Approved 05/20/02
04/30/02	Provident Bank of Maryland Baltimore, MD	9622 Main Street Fairfax, Fairfax County, VA	No Objection 05/16/02
05/01/02	James Monroe Bank Arlington, VA	10 West Market Street Leesburg, Loudoun County, VA	Approved 05/20/02
05/03/02	First Capital Bank Glen Allen, VA	1580 Koger Center Boulevard Chesterfield County, VA	Approved 05/28/02
05/09/02	Branch Banking and Trust Company of Virginia Richmond, VA	38 Rouss Avenue City of Winchester, VA	Approved 06/03/02
05/10/02	Resource Bank Virginia Beach, VA	Hilltop North Shopping Center 1616 Laskin Road, City of Virginia Beach, VA	Approved 06/05/02
05/15/02	Allfirst Bank Baltimore, MD	10697 Braddock Road Fairfax, Fairfax County, VA	No Objection 06/06/02
06/07/02	New Peoples Bank, Inc. Honaker, VA	419 Shawnee Avenue East Big Stone Gap, Wise County, VA	Approved 06/27/02
06/10/02	Business Bank, The Vienna, VA	1900 Centennial Park Drive Reston, Fairfax County, VA	Approved 07/01/02
07/02/02	Allfirst Bank Baltimore, MD	10254 Main Street City of Fairfax, VA	No Objection 08/08/02
07/02/02	Allfirst Bank Baltimore, MD	6832 Old Dominion Drive McLean, Fairfax County, VA	No Objection 08/08/02
07/02/02	Provident Bank of Maryland Baltimore, MD	5815 Burke Centre Parkway Burke, Fairfax County, VA	No Objection 08/08/02
07/18/02	Citizens Community Bank South Hill, VA	4209 Gasburg Road Gasburg, Brunswick County, VA	Approved 08/09/02

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2002
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
07/18/02	Provident Bank of Maryland Baltimore, MD	12451 Hedges Run Drive Woodbridge, Prince William County, VA	No Objection 08/08/02
07/31/02	Highlands Union Bank Abingdon, VA	The NW Corner of State Highway 394 and Blountville Boulevard, Bristol, TN	Approved 08/23/02
08/01/02	Resource Bank Virginia Beach, VA	One Columbus Center, Suite 105 City of Virginia Beach, VA	Approved 08/22/02
08/13/02	Second Bank & Trust Culpeper, VA	1807 Seminole Trail Albemarle County, VA	Approved 09/05/02
08/19/02	New Peoples Bank, Inc. Honaker, VA	157 Tazewell Mall Circle Tazewell, Tazewell County, VA	Approved 09/09/02
08/22/02	First and Citizens Bank Monterey, VA	East side of U S Route 220 Mitchelltown, Bath County, VA	Approved 09/11/02
08/28/02	Bank of McKenney McKenney, VA	3115 Boulevard City of Colonial Heights, VA	Approved 09/26/02
08/28/02	Harbor Bank Newport News, VA	6000 Patriots Colony Drive James City County, VA	Approved 09/16/02
08/30/02	Planters Bank & Trust Company of Virginia Staunton, VA	State Route 636 and Parkway Lane Fishersville, Augusta County, VA	Approved 09/23/02
09/13/02	Page Valley Bank, The Luray, VA	9972 Spotswood Trail McGaheysville, Rockingham County, VA	Approved 10/10/02
10/09/02	Allfirst Bank Baltimore, MD	Corner of Reston Parkway and New Dominion Parkway, Reston, Fairfax County, VA	No Objection 11/01/02
10/16/02	Bank of Clarke County Berryville, VA	3360 Valley Avenue Frederick County, VA	Approved 11/07/02
10/16/02	Farmers & Merchants Bank Timberville, VA	207 University Boulevard, Suite 100 City of Harrisonburg, VA	Approved 11/04/02
10/16/02	New Peoples Bank, Inc. Honaker, VA	the NE Corner of State Routes 80 & 600, Davenport, Buchanan County, VA	Approved 11/04/02
10/22/02	Provident Bank of Maryland Baltimore, MD	43761 Parkhurst Plaza Ashburn, Loudoun County, VA	No Objection 11/19/02

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2002
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
10/22/02	Provident Bank of Maryland Baltimore, MD	6335 Multiplex Drive Centreville, Fairfax County, VA	No Objection 11/19/02
10/28/02	Gateway Bank & Trust Co. Elizabeth City, NC	575 Cedar Road City of Chesapeake, VA	No Objection 11/19/02
10/29/02	Guaranty Bank Charlottesville, VA	124 Main Street Lovington, Nelson County, VA	Approved 11/19/02
10/30/02	Community First Bank Lynchburg, VA	8509 Timberlake Road City of Lynchburg, VA	Approved 11/26/02
11/04/02	Provident Bank of Maryland Baltimore, MD	13053 Fair Lakes Shopping Center Fairfax County, VA	No Objection 11/25/02
11/18/02	Marathon Bank, The Stephens City, VA	1725 N. Shenandoah Avenue Front Royal, Warren County, VA	Approved 12/09/02
11/18/02	Marathon Bank, The Stephens City, VA	199 Front Royal Pike Frederick County, VA	Approved 12/09/02
11/18/02	Southern Financial Bank Warrenton, VA	2208 Ivy Road City of Charlottesville, VA	Approved 12/16/02
11/19/02	Branch Banking and Trust Company of Virginia Richmond, VA	141 Branch Banking Drive City of Winchester, VA	Approved 12/16/02
11/20/02	Farmers Bank, Windsor, Virginia Windsor, VA	SE Corner of Route 10 and Hillpoint Boulevard, North, City of Suffolk, VA	Approved 12/16/02
11/22/02	Planters Bank & Trust Company of Virginia Staunton, VA	390 University Boulevard City of Harrisonburg, VA	Approved 12/16/02
12/02/02	Harbor Bank Newport News, VA	1100 William Styron Square South, Suite C, City of Newport News, VA	Approved 12/23/02
12/03/02	First Virginia Bank-Colonial Richmond, VA	600 East Main Street City of Richmond, VA	Approved 12/30/02
12/06/02	SequoiaBank Bethesda, MD	1960 Gallows Road, Suite 100 Vienna, VA	Pending
12/09/02	First Virginia Bank- Hampton Roads Norfolk, VA	S.W. Corner of U.S. Route 17 and Business Route 17, Gloucester, Gloucester County, VA	Approved 12/30/02

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2002
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/09/02	Harbor Bank Newport News, VA	6515 George Washington Memorial Hwy, Yorktown, York County, VA	Pending
12/18/02	Benchmark Community Bank Kenbridge, VA	410 Church Street Blackstone, Nottoway County, VA	Pending

BRANCH OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/10/01	Branch Banking and Trust Company of Virginia Richmond, VA	From: 7021 Mechanicsville Turnpike, Mechanicsville, Hanover County, VA To: 7016 Mechanicsville Turnpike, Mechanicsville, Hanover County, VA	Approved 01/07/02
02/14/02	Monarch Bank Chesapeake, VA	From: 2700 Virginia Beach Boulevard, City of Virginia Beach, VA To: 100 Lynnhaven Parkway, City of Virginia Beach, VA	Approved 03/06/02
03/04/02	Branch Banking and Trust Company of Virginia Richmond, VA	From: 4802 S. Laburnum Avenue, Henrico County, VA To: Northwest Corner of S. Laburnum Avenue and Finlay Street, Henrico County, VA	Approved 03/25/02
03/25/02	Southern Community Bank & Trust Midlothian, VA	From: N side of Hull Street Rd, 500 feet E, Midlothian, Chesterfield County, VA To: 6736 Southshore Drive, Midlothian, Chesterfield County, VA	Approved 04/15/02
04/02/02	Branch Banking and Trust Company of Virginia Richmond, VA	From: 14260-J Centreville Square, Centreville, Fairfax County, VA To: NW Corner of Route 28, Centreville, Road, and Machen Road, Centreville, Fairfax County, VA	Approved 04/22/02
04/15/02	Branch Banking and Trust Company of Virginia Richmond, VA	From: 123 East Sixth Street, Front Royal, Warren County, VA To: 1355 N. Shenandoah Avenue, Front Royal, Warren County, VA	Approved 05/08/02

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2002
PURSUANT TO THE BANKING ACT**

BRANCH OFFICE RELOCATIONS (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
04/17/02	Guaranty Bank Charlottesville, VA	From: 520 East Main Street, City of Charlottesville, VA To: 400 East Main Street, City of Charlottesville, VA	Approved 05/14/02
04/25/02	Bank of Hampton Roads, The Chesapeake, VA	From: 415 St Pauls Boulevard, City of Norfolk, VA To: 500 Plume Street East, Suite 100, City of Norfolk, VA	Approved 05/20/02
05/09/02	Bank of Botetourt Buchanan, VA	From: Unit 130, Stonewall Square Shopping, Rockbridge County, VA To: 65 East Midland Trail, Rockbridge County, VA	Approved 06/03/02
05/10/02	First Virginia Bank Falls Church, VA	From: 7205 Little River Turnpike, Annandale, Fairfax County, VA To: 4401 Backlick Road, Annandale, Fairfax County, VA	Approved 06/03/02
10/16/02	Branch Banking and Trust Company of Virginia Richmond, VA	From: 2609 Boulevard, City of Colonial Heights, VA To: .25 mile from the intersection of Southpark Blvd. & Dimmock Parkway, City of Colonial Heights, VA	Approved 11/04/02
11/12/02	Union Bank and Trust Company Bowling Green, VA	From: 10469 Atlee Station Road, Ashland, Hanover County, VA To: 9665 Sliding Hill Road, Ashland, Hanover County, VA	Approved 12/06/02
11/12/02	Bank of Williamsburg, The Williamsburg, VA	From: 610 Thimble Shoals Drive, Suite 102, City of Newport News, VA To: 603 Pilot House Drive, City of Newport News, VA	Approved 12/06/02
11/26/02	Branch Banking and Trust Company of Virginia Richmond, VA	From: 34 Franklin Street, City of Petersburg, VA To: 117 West Washington Street, City of Petersburg, VA	Approved 12/19/02

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2002
PURSUANT TO THE BANKING ACT**

MAIN OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
03/29/02	First-Citizens Bank, A Virginia Corporation Roanoke, VA	From: 3601 Thirlane Road, City of Roanoke, VA To: 110 Church Avenue, 3rd Floor, City of Roanoke, VA	Approved 04/25/02
07/16/02	Bank of McKenney McKenney, VA	From: 20718 First Street, McKenney, Dinwiddie County, VA To: 20701 First Street, McKenney, Dinwiddie County, VA	Approved 08/08/02
09/30/02	First Vantage Bank/Tri- Cities Bristol, VA,	From: 3000 Lee Highway, City of Bristol, VA To: 2973 Lee Highway, City of Bristol, VA	Approved 10/30/02

EFT FACILITIES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
10/07/02	Bank of Tazewell County Tazewell, VA	108 Spruce Street Bluefield, Tazewell County, VA	Approved 10/29/02

BANK STATUS CHANGES - 2002**NEW BANKS**

April	15	Peoples Bank of Virginia opened for business at 2702 North Parham Road, Henrico County, VA
September	16	Highlands Community Bank opened for business at 307 Thacker Avenue, City of Covington, VA

MERGERS

March	15	Branch Banking and Trust Company of Virginia, Richmond, VA merged into it F & M Bank-Central Virginia
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA merged into it F&M Bank-Northern Virginia
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA merged into it F&M Bank-Southern Virginia
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA merged into it F & M Bank-Richmond
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA merged into it F & M Bank - Massanutten
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA merged into it F & M Bank - Atlantic
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA merged into it F & M Bank-Peoples
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA merged into it F&M Bank-Highlands
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA merged into it F & M Bank - Winchester
June	21	Virginia Heartland Bank, Fredericksburg, VA merged into it Caroline Savings Bank
August	15	Southern Financial Bank, Warrenton, VA merged into it Metro-County Bank of Virginia, Inc.

CONVERSIONS OF STATE CHARTERED BANKS TO NATIONAL BANKS

October	01	First-Citizens Bank, A Virginia Corporation, Roanoke, VA converted to a national bank under the title of First Citizens Bank, National Association
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BANK STATUS CHANGES - 2002**BRANCH OPENINGS**

January	02	Pioneer Bank, Stanley, VA opened a branch office at 120 South Main Street, City of Harrisonburg, VA
January	03	New Peoples Bank, Inc., Honaker, VA opened a branch office at 326 East Jackson Street, Gate City, Scott County, VA
January	22	Southern Financial Bank, Warrenton, VA opened a branch office at 300 East Market Street, City of Charlottesville, VA
January	22	Farmers and Miners Bank, Pennington Gap, VA opened a branch office at 331 East Main Street, Wise, Wise County, VA
January	28	Harbor Bank, Newport News, VA opened a branch office at 13769 Warwick Boulevard, City of Newport News, VA
February	04	First National Bank, Ronceverte, WV opened a branch office at 141-155 N. Court Street, City of Covington, VA
February	04	Resource Bank, Virginia Beach, VA opened a branch office at 8730 Stony Point Parkway, Suite 100, City of Richmond, VA
February	11	First Virginia Bank-Hampton Roads, Norfolk, VA opened a branch office at the Northeast Corner of Colonial Avenue and 21st Street, City of Norfolk, VA
February	15	James Monroe Bank, Arlington, VA opened a branch office at 10509 Judicial Drive, City of Fairfax, VA
February	15	National Bank of Commerce, Memphis, TN opened a branch office at 13264 Booker T. Washington Hwy., Hardy, VA
February	15	National Bank of Commerce, Memphis, TN opened a branch office at 115 West Main Street, Bedford, VA
February	15	National Bank of Commerce, Memphis, TN opened a branch office at 4110 Brambleton Avenue S.W., Roanoke, VA
February	15	National Bank of Commerce, Memphis, TN opened a branch office at 3565 Orange Avenue, N.E., Roanoke, VA
February	15	National Bank of Commerce, Memphis, TN opened a branch office at 1315 Hershberger Road, N.W., Roanoke, VA
February	15	National Bank of Commerce, Memphis, TN opened a branch office at 111 Franklin Road, Roanoke, VA
February	15	National Bank of Commerce, Memphis, TN opened a branch office at 670 Brandon Avenue, S.W., Roanoke, VA
February	15	National Bank of Commerce, Memphis, TN opened a branch office at 1395 West Main Street, Salem, VA

BANK STATUS CHANGES - 2002**BRANCH OPENINGS (Continued)**

February	15	National Bank of Commerce, Memphis, TN opened a branch office at 119 Lee Highway, Chilhowie, VA
March	11	Farmers Bank, Windsor, Virginia, Windsor, VA opened a branch office at 1238 Holland Road, Suite 104, City of Suffolk, VA
March	11	Bank of Southside Virginia, The, Carson, VA opened a branch office at 4310 W. Hundred Road, Chester, Chesterfield County, VA
March	14	Page Valley Bank, The, Luray, VA opened a branch office at 600 S. 3rd Street, Shenandoah, Page County, VA
April	08	Bank of Clarke County, Berryville, VA opened a branch office at 1460 North Frederick Pike, Frederick County, VA
April	15	Community First Bank, Lynchburg, VA opened a branch office at 69 Callohill Road, Lovingson, Nelson County, VA
April	15	Albemarle First Bank, Charlottesville, VA opened a branch office at 8260 Seminole Trail, Ruckersville, Greene County, VA
April	15	Peoples Bank of Virginia, Richmond, VA opened a branch office at 5734 Hopkins Road, Chesterfield County, VA
May	01	Virginia Commerce Bank, Arlington, VA opened a branch office at 11820 Spectrum Center, Reston, Fairfax County, VA
May	06	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at Front Royal Express Office, 440 South Street, Front Royal, Warren County, VA
May	07	Bank of Williamsburg, The, Williamsburg, VA opened a branch office at 610 Thimble Shoals Drive, Suite 102, City of Newport News, VA
May	13	SequoiaBank, Bethesda, MD opened a branch office at 14231 Willard Road, Suite 100, Chantilly, Fairfax County, VA
May	15	Marathon Bank, The, Stephens City, VA opened a branch office at 139 N. Cameron Street, City of Winchester, VA
May	16	New Peoples Bank, Inc., Honaker, VA opened a branch office at Colley Shopping Center, Highway 83, Clintwood, Dickenson County, VA
May	20	Valley Bank, Roanoke, VA opened a branch office at 1003 Hardy Road, Vinton, Roanoke County, VA
June	03	Allfirst Bank, Baltimore, MD opened a branch office at 1416 North Point Village Center, Reston, Fairfax County, VA
June	03	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 38 Rouss Avenue, City of Winchester, VA

BANK STATUS CHANGES - 2002**BRANCH OPENINGS (Continued)**

June	05	Bank of the James, Lynchburg, VA opened a branch office at 4698 S. Amherst Highway, Madison Heights, Amherst County, VA
June	07	First Bank, Strasburg, VA opened a branch office at 1717 Shenandoah Avenue, Front Royal, Warren County, VA
June	20	Provident Bank of Maryland, Baltimore, MD opened a branch office at 9622 Main Street, Fairfax, Fairfax County, VA
July	01	Peoples Bank of Virginia, Richmond, VA opened a branch office at 6951 Commons Plaza, Chesterfield County, VA
July	08	Southern Community Bank & Trust, Midlothian, VA opened a branch office at N side of Hull Street Rd, 500 feet E of its inter. with Southshore Dr., Midlothian, Chesterfield County, VA
July	22	James Monroe Bank, Arlington, VA opened a branch office at 10 West Market Street, Leesburg, Loudoun County, VA
August	08	New Peoples Bank, Inc., Honaker, VA opened a branch office at 419 Shawnee Avenue East, Big Stone Gap, Wise County, VA
August	12	Alliance Bank Corporation, Fairfax, VA opened a branch office at 11730 Plaza America Drive, Reston, Fairfax County, VA
August	19	Union Bank and Trust Company, Bowling Green, VA opened a branch office at 5510 Morris Road, Thornburg, Spotsylvania County, VA
August	26	Monarch Bank, Chesapeake, VA opened a branch office at 3701 Pacific Avenue, City of Virginia Beach, VA
September	16	Citizens Community Bank, South Hill, VA opened a branch office at 4209 Gasburg Road, Gasburg, Brunswick County, VA
September	18	Bank of Fincastle, The, Fincastle, VA opened a branch office at 4525 Challenger Avenue, Roanoke County, VA
September	18	Business Bank, The, Vienna, VA opened a branch office at 1900 Centennial Park Drive, Reston, Fairfax County, VA
September	26	New Peoples Bank, Inc., Honaker, VA opened a branch office at 157 Tazewell Mall Circle, Tazewell, Tazewell County, VA
October	07	Allfirst Bank, Baltimore, MD opened a branch office at 10697 Braddock Road, Fairfax, Fairfax County, VA
October	07	Allfirst Bank, Baltimore, MD opened a branch office at 10254 Main Street, City of Fairfax, VA
October	11	Provident Bank of Maryland, Baltimore, MD opened a branch office at 5815 Burke Centre Parkway, Burke, Fairfax County, VA

BANK STATUS CHANGES - 2002**BRANCH OPENINGS (Continued)**

October	15	Allfirst Bank, Baltimore, MD opened a branch office at 6832 Old Dominion Drive, McLean, Fairfax County, VA
October	15	Provident Bank of Maryland, Baltimore, MD opened a branch office at 12451 Hedges Run Drive, Woodbridge, Prince William County, VA
November	06	Harbor Bank, Newport News, VA opened a branch office at 6000 Patriots Colony Drive, James City County, VA
November	18	Allfirst Bank, Baltimore, MD opened a branch office at Dulles Town Center Mall, 21099 Dulles Town Circle, Loudoun County, VA
December	05	New Peoples Bank, Inc., Honaker, VA opened a branch office at the NE Corner of State Routes 80 & 600, Davenport, Buchanan County, VA
December	09	First Vantage Bank/Tri-Cities, Bristol, VA opened a branch office at 104 University Parkway, Suite 1, Johnson City, TN
December	12	Provident Bank of Maryland, Baltimore, MD opened a branch office at 13053 Fair Lakes Shopping Center, Fairfax County, VA
December	16	First Virginia Bank-Hampton Roads, Norfolk, VA opened a branch office at 955 Harpersville Road, City of Newport News, VA
December	17	Farmers & Merchants Bank, Timberville, VA opened a branch office at 207 University Boulevard, Suite 100, City of Harrisonburg, VA
December	19	Provident Bank of Maryland, Baltimore, MD opened a branch office at 6335 Multiplex Drive, Centreville, Fairfax County, VA
December	27	Resource Bank, Virginia Beach, VA opened a branch office at Hilltop North Shopping Center, 1616 Laskin Road, City of Virginia Beach, VA
December	30	First Virginia Bank-Colonial, Richmond, VA opened a branch office at 600 East Main Street, City of Richmond, VA

MAIN OFFICE RELOCATIONS

August	13	Bank of McKenney, McKenney, VA relocated its main office from 20718 First Street, McKenney, Dinwiddie County, VA to 20701 First Street, McKenney, Dinwiddie County, VA
August	17	Community Bankers' Bank, Midlothian, VA relocated its main office from 557-B Southlake Boulevard, Chesterfield County, VA to 2601 Promenade Parkway, Midlothian, Chesterfield County, VA

BANK STATUS CHANGES - 2002**BRANCH OFFICE RELOCATIONS**

January	22	Chesapeake Bank, Kilmarnock, VA relocated a branch office from 6569 Market Drive, Gloucester, Gloucester County, VA to 6797 George Washington Memorial Hwy, Gloucester, Gloucester County, VA
March	11	Monarch Bank, Chesapeake, VA relocated a branch office from 2700 Virginia Beach Boulevard, City of Virginia Beach, VA to 100 Lynnhaven Parkway, City of Virginia Beach, VA
March	11	Branch Banking and Trust Company of Virginia, Richmond, VA relocated a branch office from 12355 Sunrise Valley Drive, Reston, Fairfax County, VA to 12170 Sunset Hills Road, Reston, Fairfax County, VA
July	08	Southern Community Bank & Trust, Midlothian, VA relocated a branch office from N side of Hull Street Rd, 500 feet E, Midlothian, Chesterfield County, VA to 6736 Southshore Drive, Midlothian, Chesterfield County, VA
August	30	Branch Banking and Trust Company of Virginia, Richmond, VA relocated a branch office from 123 East Sixth Street, Front Royal, Warren County, VA to 1355 N. Shenandoah Avenue, Front Royal, Warren County, VA
September	30	Guaranty Bank, Charlottesville, VA relocated a branch office from 520 East Main Street, City of Charlottesville, VA to 400 East Main Street, City of Charlottesville, VA
September	30	Bank of Hampton Roads, The, Chesapeake, VA relocated a branch office from 415 St. Pauls Boulevard, City of Norfolk, VA to 500 Plume Street East, Suite 100, City of Norfolk, VA
December	16	Union Bank and Trust Company, Bowling Green, VA relocated a branch office from 10469 Atlee Station Road, Ashland, Hanover County, VA to 9665 Sliding Hill Road, Ashland, Hanover County, VA

EFT FACILITY OPENINGS

November	01	Bank of Tazewell County, Tazewell, VA opened an EFT facility at 108 Spruce Street, Bluefield, Tazewell County, VA
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BRANCH OFFICE CLOSINGS

January	04	Northern Neck State Bank, Warsaw, VA closed its branch office at U.S. Route 17 and State Route 1107, Tappahannock, Essex County, VA
January	04	Farmers & Merchants Bank-Eastern Shore, Onley, VA closed its branch office at 8312 Lankford Highway, Oak Hall, Accomack County, VA
January	18	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 3405 Candler's Mountain Road, City of Lynchburg, VA
January	31	First Virginia Bank-Colonial, Richmond, VA closed its branch office at Virginia Center Commons, Room 234, Henrico County, VA

BANK STATUS CHANGES - 2002**BRANCH OFFICE CLOSINGS (Continued)**

February	08	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at 225 W Brambleton Avenue, City of Norfolk, VA
February	15	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at 1308 Colley Avenue, City of Norfolk, VA
February	28	First Vantage Bank/Tri-Cities, Bristol, VA closed its branch office at 112 Sunset Drive, Johnson City, TN
February	28	First Vantage Bank/Tri-Cities, Bristol, VA closed its branch office at 1664 East Stone Drive, Kingsport, TN
February	28	First Vantage Bank/Tri-Cities, Bristol, VA closed its branch office at Kroger Supermarket, Gate City Highway and Midway Street, City of Bristol, VA
February	28	First Virginia Bank - Southwest, Roanoke, VA closed its branch office at 7480 Lee Highway, City of Radford, VA
February	28	First Virginia Bank - Southwest, Roanoke, VA closed its branch office at 143 Crown Drive, City of Danville, VA
March	01	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 9564 Kings Charter Drive, Ashland, Hanover County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at Ballston Common Mall, 4238 Wilson Boulevard, Arlington County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 100 Dominion Drive, City of Emporia, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 1746 E. Market Street, City of Harrisonburg, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 29 North Amelon Square, Madison Heights, Amherst County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 401 South Main Street, City of Emporia, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 1210 Westover Hills Boulevard, City of Richmond, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 6736 Southshore Drive, Chesterfield County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 9401 West Broad Street, Henrico County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 603 Pilot House Drive, City of Newport News, VA

BANK STATUS CHANGES - 2002**BRANCH OFFICE CLOSINGS (Continued)**

March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 1421 Prince Street, City of Alexandria, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 2111 Eisenhower Avenue, City of Alexandria, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at Weaver and N. Main Streets, City of Emporia, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 2208 Ivy Road, Albemarle County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 748 Berryville Ave, City of Winchester, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 800 Gardens Boulevard, Albemarle County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 600 East Main Street, City of Richmond, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 221 Ambriar Place, Amherst, Amherst County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 2230 Gallows Road, Dunn Loring, Fairfax County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 10 West Market Street, Leesburg, Loudoun County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 124 Main Street, Lovingston, Nelson County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 350 Valley Street, Scottsville, Albemarle County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 6810 Commerce Street, Springfield, Fairfax County, VA
March	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 12451 Hedges Run Road, Woodbridge, Prince William County, VA
March	31	Planters Bank & Trust Company of Virginia, Staunton, VA closed its branch office at Units I & J, Suites 13 & 14, Mall Center, 370 Neff Avenue, City of Harrisonburg, VA
April	19	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 4952 Ararat Highway, Ararat, Patrick County, VA
April	19	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 9747 Woolwine Highway, Woolwine, Patrick County, VA

BANK STATUS CHANGES - 2002**BRANCH OFFICE CLOSINGS (Continued)**

June	28	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at 1200 North Main Street, City of Suffolk, VA
June	28	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at 2021 Lynnhaven Parkway, City of Virginia Beach, VA
June	28	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at 12401 Jefferson Avenue, City of Newport News, VA
July	12	First Vantage Bank/Tri-Cities, Bristol, VA closed its branch office at 1776 Fort Henry Drive, Kingsport, TN
July	12	First Virginia Bank - Southwest, Roanoke, VA closed its branch office at 313 West Thacker Drive, Riverbend Mall, City of Covington, VA
July	12	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 4430 Ivy Commons, Albemarle County, VA
July	31	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at 1521 Sams Circle, City of Chesapeake, VA
August	09	First Virginia Bank-Blue Ridge, Staunton, VA closed its branch office at West Reservoir Road at Interstate 81, Woodstock, Shenandoah County, VA
August	09	First Virginia Bank - Southwest, Roanoke, VA closed its branch office at 1140 East Stuart Drive, City of Galax, VA
August	09	First Virginia Bank - Southwest, Roanoke, VA closed its branch office at 515 Mt. Cross Road, City of Danville, VA
August	30	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 215 North Royal Avenue, Front Royal, Warren County, VA
October	18	Consolidated Bank and Trust Company, Richmond, VA closed its branch office at 1806 Creighton Road, City of Richmond, VA
October	18	Consolidated Bank and Trust Company, Richmond, VA closed its branch office at 3009 Hull Street, City of Richmond, VA
October	18	Consolidated Bank and Trust Company, Richmond, VA closed its branch office at 30 South Mallory Street, City of Hampton, VA
October	31	Bank of Tazewell County, Tazewell, VA closed its branch office at 108 Spruce Street, Bluefield, Tazewell County, VA
November	29	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 654 Pittston Road, Lebanon, Russell County, VA
November	29	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at Highway 83, Vansant, Buchanan County, VA

BANK STATUS CHANGES - 2002

EFT FACILITY CLOSINGS

January	31	First Virginia Bank-Colonial, Richmond, VA closed its EFT facility located at Virginia Center Commons, U. S. Route 1, Henrico County, VA
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REPORT OF CONDITION

	B-953 *HIGHLANDS UNION BANK	B-638 BURKE & HERBERT BANK & TRUST COMPANY
	ABINGDON	ALEXANDRIA
	9 OFFICES	15 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 14,317	\$ 28,153
a. Non interest-bearing balances and currency and coin	14,223	28,128
b. Interest-bearing balances	94	25
2. Securities	102,743	453,809
a. Held to Maturity	0	145,102
b. Available for sale	102,743	308,707
3. Federal Funds sold and securities purchased under agreements to resell	5,132	66,233
4. Loans and lease financing receivables:		
a. Loans and leases held for sale	0	657
b. Loans and leases, net of unearned income	335,620	504,989
c. LESS: Allowance for loan and lease losses.....	3,857	6,266
d. Loans and leases, net of unearned income and allowance for loan and lease losses	331,763	498,723
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	11,689	19,461
7. Other real estate owned	102	190
8. Investments in unconsolidated subsidiaries and associated companies.....	483	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	254	0
11. Other assets.....	14,526	11,550
12. TOTAL ASSETS.....	<u>\$ 481,009</u>	<u>\$ 1,078,776</u>
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 412,538	\$ 931,019
(1) Noninterest-bearing.....	57,841	221,715
(2) Interest-bearing	354,697	709,304
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	0	32,196
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	33,294	0
a. With remaining maturity of one year or less	8,072	0
b. With remaining maturity of one to three years.....	15,022	0
c. With remaining maturity of more than three years.....	10,200	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	2,114	2,578
21. TOTAL LIABILITIES	<u>447,946</u>	<u>965,793</u>
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	4,645	4,000
24. Surplus	5,201	10,000
25. a. Undivided profits and capital reserves	22,206	97,534
b. Accumulated other comprehensive income.....	1,011	3,023
26. Other equity capital components	0	(1,574)
27. TOTAL EQUITY CAPITAL	<u>33,063</u>	<u>112,983</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 481,009</u>	<u>\$ 1,078,776</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2002 (IN THOUSANDS OF DOLLARS)

B-1039 *THE FARMERS BANK OF APPOMATTOX	B-1143 *JAMES MONROE BANK	B-1096 *VIRGINIA COMMERCE BANK	B-12 *BANK OF CLARKE COUNTY	B-15 *CITIZENS BANK AND TRUST COMPANY	
APPOMATTOX	ARLINGTON	ARLINGTON	BERRYVILLE	BLACKSTONE	
4 OFFICES	5 OFFICES	13 OFFICES	8 OFFICES	8 OFFICES	
\$ 5,932	\$ 11,051	\$ 19,907	\$ 14,342	\$ 11,148	1
5,932	11,051	19,855	14,315	10,120	
0	0	52	27	1,028	
41,338	69,322	69,440	36,095	72,286	2
24,237	0	15,550	15,267	0	
17,101	69,322	53,890	20,828	72,286	
3,895	28,826	24,071	1,857	16,423	3
399	0	18,948	0	0	
73,737	121,048	522,824	225,918	167,082	
787	1,390	5,924	2,376	2,925	
72,950	119,658	516,900	223,542	164,157	4
0	0	0	0	0	5
1,942	1,177	6,517	7,653	3,757	6
0	0	0	0	619	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	13	360	0	10
1,568	1,793	6,551	5,323	3,571	11
\$ 128,024	\$ 231,827	\$ 662,347	\$ 289,172	\$ 271,961	12
\$ 111,465	\$ 213,871	\$ 575,086	\$ 236,624	\$ 239,021	13
13,423	66,729	106,665	20,860	29,076	
98,042	147,142	468,421	215,764	209,945	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
842	0	32,081	2,909	0	14
0	0	0	0	0	15
0	0	400	20,000	0	16
0	0	400	0	0	
0	0	0	0	0	
0	0	0	20,000	0	
0	0	0	0	0	18
0	0	14,000	0	0	19
1,442	646	3,518	1,132	2,117	20
113,749	214,517	625,085	260,665	241,138	21
0	0	0	0	0	22
2,167	6,713	1,969	1,682	1,224	23
1,000	6,713	18,091	1,184	193	24
10,686	2,938	16,521	25,242	28,587	25a
422	946	681	399	819	25b
0	0	0	0	0	26
14,275	17,310	37,262	28,507	30,823	27
\$ 128,024	\$ 231,827	\$ 662,347	\$ 289,172	\$ 271,961	28

REPORT OF CONDITION

	B-411 THE BLUE GRASS VALLEY BANK	B-20 *UNION BANK AND TRUST COMPANY
	BLUE GRASS	BOWLING GREEN
	2 OFFICES	19 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 2,309	\$ 36,285
a. Non interest-bearing balances and currency and coin	1,132	20,508
b. Interest-bearing balances	1,177	15,777
2. Securities	3,872	150,818
a. Held to Maturity	3,872	0
b. Available for sale	0	150,818
3. Federal Funds sold and securities purchased under agreements to resell	1,167	8,286
4. Loans and lease financing receivables:		
a. Loans and leases held for sale	0	39,771
b. Loans and leases, net of unearned income	21,452	501,639
c. LESS: Allowance for loan and lease losses.....	372	6,652
d. Loans and leases, net of unearned income and allowance for loan and lease losses	21,080	494,987
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	606	13,789
7. Other real estate owned	0	774
8. Investments in unconsolidated subsidiaries and associated companies.....	0	23
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	0	2,188
11. Other assets.....	477	17,934
12. TOTAL ASSETS.....	\$ 29,511	\$ 764,855
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 26,489	\$ 595,052
(1) Noninterest-bearing.....	2,313	100,668
(2) Interest-bearing	24,176	494,384
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	51,745
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	10	49,500
a. With remaining maturity of one year or less	10	0
b. With remaining maturity of one to three years.....	0	12,500
c. With remaining maturity of more than three years.....	0	37,000
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	220	3,822
21. TOTAL LIABILITIES	26,719	700,119
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	500	7,200
24. Surplus	66	7,440
25. a. Undivided profits and capital reserves	2,244	46,510
b. Accumulated other comprehensive income.....	0	3,586
26. Other equity capital components	(18)	0
27. TOTAL EQUITY CAPITAL	2,792	64,736
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 29,511	\$ 764,855

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2002 (IN THOUSANDS OF DOLLARS)

B-933 *FIRST VANTAGE BANK/ TRI-CITIES	B-30 BANK OF BOTETOURT	B-946 THE BANK OF SOUTHSIDE VIRGINIA	B-1157 *ALBEMARLE FIRST BANK	B-1128 *GUARANTY BANK	
BRISTOL	BUCHANAN	CARSON	CHARLOTTESVILLE	CHARLOTTESVILLE	
33 OFFICES	7 OFFICES	15 OFFICES	3 OFFICES	8 OFFICES	
\$ 20,370	\$ 8,087	\$ 10,648	\$ 4,747	\$ 15,088	1
20,370	7,880	10,600	4,456	7,914	
0	207	48	291	7,174	
209,161	38,720	126,176	12,682	4,048	2
155,400	2,282	7,878	502	836	
53,761	36,438	118,298	12,180	3,212	
870	11,067	39,266	5,426	136	3
0	0	1,125	0	1,260	
380,947	115,884	202,408	73,348	164,232	
4,229	1,414	4,800	1,158	2,242	
376,718	114,470	197,608	72,190	161,990	4
0	0	0	0	0	5
8,675	4,694	4,129	4,044	7,443	6
562	70	752	0	397	7
0	307	0	55	0	8
0	0	0	0	0	9
5,287	96	5,798	4	0	10
9,538	2,235	15,552	1,958	6,415	11
\$ 631,181	\$ 179,746	\$ 401,054	\$ 101,106	\$ 196,777	12
\$ 502,825	\$ 163,943	\$ 348,458	\$ 90,107	\$ 171,175	13
89,736	21,904	28,290	12,337	24,641	
413,089	142,039	320,168	77,770	146,534	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
51,814	0	0	858	0	14
0	0	0	0	0	15
27,000	0	0	0	360	16
27,000	0	0	0	0	
0	0	0	0	0	
0	0	0	0	360	
0	0	0	0	0	18
0	0	0	0	0	19
4,001	703	5,084	97	892	20
585,640	164,646	353,542	91,062	172,427	21
0	0	0	0	0	22
13,250	1,220	290	5,012	2,000	23
23,586	1,290	2,000	6,245	9,742	24
8,455	12,011	41,974	(1,332)	12,631	25a
250	579	3,248	119	(23)	25b
0	0	0	0	0	26
45,541	15,100	47,512	10,044	24,350	27
\$ 631,181	\$ 179,746	\$ 401,054	\$ 101,106	\$ 196,777	28

REPORT OF CONDITION

	B-1013 *THE BANK OF HAMPTON ROADS		B-1155 *MONARCH BANK	
	CHESAPEAKE		CHESAPEAKE	
	16 OFFICES		4 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$	7,939	\$	4,991
a. Non interest-bearing balances and currency and coin		7,824		4,957
b. Interest-bearing balances		115		34
2. Securities		43,739		37,600
a. Held to Maturity		0		0
b. Available for sale		43,739		37,600
3. Federal Funds sold and securities purchased under agreements to resell		33,105		647
4. Loans and lease financing receivables:				
a. Loans and leases held for sale		0		0
b. Loans and leases, net of unearned income		200,191		98,912
c. LESS: Allowance for loan and lease losses.....		2,843		1,295
d. Loans and leases, net of unearned income and allowance for loan and lease losses		197,348		97,617
5. Assets held in trading accounts		0		0
6. Premises and fixed assets		7,985		3,196
7. Other real estate owned		458		0
8. Investments in unconsolidated subsidiaries and associated companies.....		0		220
9. Customers' liability to this bank on acceptances outstanding		0		0
10. Intangible assets.....		16		0
11. Other assets.....		4,811		1,656
12. TOTAL ASSETS.....	\$	295,401	\$	145,927
LIABILITIES				
13. Deposits:				
a. In domestic offices.....	\$	248,121	\$	120,788
(1) Noninterest-bearing.....		66,915		28,375
(2) Interest-bearing		181,206		92,413
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		12,098
15. Trading Liabilities		0		0
16. Other borrowed money (includes mortgages and capitalized leases)		10,000		0
a. With remaining maturity of one year or less		5,000		0
b. With remaining maturity of one to three years.....		5,000		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		2,745		154
21. TOTAL LIABILITIES		260,866		133,040
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		4,695		5,764
24. Surplus		16,503		7,489
25. a. Undivided profits and capital reserves		12,738		(513)
b. Accumulated other comprehensive income.....		599		147
26. Other equity capital components		0		0
27. TOTAL EQUITY CAPITAL		34,535		12,887
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	295,401	\$	145,927

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2002 (IN THOUSANDS OF DOLLARS)

B-975 *THE COMMONWEALTH BANK	B-984 *COMMUNITY BANKERS' BANK	B-935 *MINERS EXCHANGE BANK	B-1204 *HIGHLANDS COMMUNITY BANK	B-1049 *SECOND BANK & TRUST	
CHESTERFIELD	CHESTERFIELD	COEBURN	COVINGTON	CULPEPER	
4 OFFICES	1 OFFICE	5 OFFICES	1 OFFICE	8 OFFICES	
\$ 10,939	\$ 14,772	\$ 5,788	\$ 2,304	\$ 11,909	1
5,260	13,836	5,788	1,304	11,748	
5,679	936	0	1,000	161	
0	9,418	15,701	2,010	112,911	2
0	0	1,500	0	0	
0	9,418	14,201	2,010	112,911	
12,504	70,001	5,320	10,900	1,772	3
0	0	0	0	6,397	
107,265	27,933	36,123	5,136	205,472	
1,090	487	575	80	2,790	
106,175	27,446	35,548	5,056	202,682	4
0	0	0	0	0	5
741	1,480	1,893	545	5,990	6
0	0	20	0	0	7
0	0	0	0	10	8
0	0	0	0	0	9
13	0	0	0	0	10
3,764	1,173	802	270	3,797	11
\$ 134,136	\$ 124,290	\$ 65,072	\$ 21,085	\$ 345,468	12
\$ 107,339	\$ 79,515	\$ 57,592	\$ 14,176	\$ 293,460	13
42,403	77,444	15,594	1,868	53,536	
64,936	2,071	41,998	12,308	239,924	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	37,011	0	0	0	14
0	0	0	0	0	15
17,541	0	0	0	13,040	16
5,000	0	0	0	4,040	
12,541	0	0	0	4,000	
0	0	0	0	5,000	
0	0	0	0	0	18
0	0	0	0	0	19
978	263	260	45	2,222	20
125,858	116,789	57,852	14,221	308,722	21
0	0	0	0	0	22
2,880	1,717	1,150	3,677	3,756	23
4,116	2,167	1,150	3,677	1,317	24
1,282	3,593	4,821	(498)	28,980	25a
0	24	99	8	2,693	25b
0	0	0	0	0	26
8,278	7,501	7,220	6,864	36,746	27
\$ 134,136	\$ 124,290	\$ 65,072	\$ 21,085	\$ 345,468	28

REPORT OF CONDITION

	B-471 FIRST STATE BANK	B-655 *VIRGINIA BANK AND TRUST COMPANY
	DANVILLE 3 OFFICES	DANVILLE 6 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 2,251	\$ 5,627
a. Non interest-bearing balances and currency and coin	2,250	5,627
b. Interest-bearing balances	1	0
2. Securities	7,319	33,377
a. Held to Maturity	0	33,377
b. Available for sale	7,319	0
3. Federal Funds sold and securities purchased under agreements to resell	4,334	9,590
4. Loans and lease financing receivables:		
a. Loans and leases held for sale	0	0
b. Loans and leases, net of unearned income	21,964	95,785
c. LESS: Allowance for loan and lease losses.....	573	862
d. Loans and leases, net of unearned income and allowance for loan and lease losses	21,391	94,923
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	3,296	2,237
7. Other real estate owned	161	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.....	20	0
11. Other assets.....	1,271	2,061
12. TOTAL ASSETS.....	\$ 40,043	\$ 147,815
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 32,367	\$ 124,864
(1) Noninterest-bearing.....	3,062	23,880
(2) Interest-bearing	29,305	100,984
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. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	373	0
a. With remaining maturity of one year or less	373	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	201	667
21. TOTAL LIABILITIES	32,941	125,531
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	1,000	3,136
24. Surplus	1,500	9,293
25. a. Undivided profits and capital reserves	4,410	9,855
b. Accumulated other comprehensive income.....	192	0
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	7,102	22,284
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 40,043	\$ 147,815

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2002 (IN THOUSANDS OF DOLLARS)

B-508 THE PEOPLES BANK	B-1140 *ALLIANCE BANK CORPORATION	B-967 *UNITED BANK	B-746 *FIRST VIRGINIA BANK	B-85 THE BANK OF FINCASTLE	
EWING	FAIRFAX	FAIRFAX	FALLS CHURCH	FINCASTLE	
4 OFFICES	3 OFFICES	30 OFFICES	90 OFFICES	8 OFFICES	
\$ 2,715	\$ 17,369	\$ 69,811	\$ 175,082	\$ 5,960	1
2,715	17,169	61,060	174,874	5,784	
0	200	8,751	208	176	
3,838	129,192	486,561	1,611,917	6,698	2
3,838	0	107,231	1,214,739	6,696	
0	129,192	379,330	397,178	2	
3,161	10,127	0	32,897	2,139	3
0	37,134	577,567	2,953	0	
25,698	82,786	1,170,166	2,600,900	101,874	
156	1,066	17,928	28,874	1,068	
25,542	81,720	1,152,238	2,572,026	100,806	4
0	0	0	0	0	5
1,775	1,175	15,103	31,269	3,992	6
77	0	0	0	191	7
0	0	0	0	213	8
0	0	0	0	0	9
0	0	85,926	8,025	0	10
488	3,967	49,255	71,447	4,969	11
\$ 37,596	\$ 280,684	\$ 2,436,461	\$ 4,505,616	\$ 124,968	12
\$ 32,587	\$ 215,966	\$ 1,678,208	\$ 3,878,232	\$ 107,585	13
4,858	108,691	381,190	981,503	25,436	
27,729	107,275	1,297,018	2,896,729	82,149	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	34,482	241,077	253,471	0	14
0	0	0	0	0	15
0	10,500	225,233	48,409	0	16
0	2,000	78,831	48,000	0	
0	5,500	55,891	0	0	
0	3,000	90,511	409	0	
0	0	0	0	0	18
0	0	5,561	0	0	19
64	2,096	43,689	30,076	400	20
32,651	263,044	2,193,768	4,210,188	107,985	21
0	0	0	0	0	22
470	8,460	1,430	27,050	91	23
1,053	5,770	163,220	39,276	4,484	24
3,422	2,476	74,473	227,751	12,408	25a
0	934	3,570	1,351	0	25b
0	0	0	0	0	26
4,945	17,640	242,693	295,428	16,983	27
\$ 37,596	\$ 280,684	\$ 2,436,461	\$ 4,505,616	\$ 124,968	28

REPORT OF CONDITION

	B-87	B-1158
	*THE BANK	*VIRGINIA
	OF FLOYD	HEARTLAND
	FLOYD	FREDERICKSBURG
	5 OFFICES	6 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 13,249	\$ 5,953
a. Non interest-bearing balances and currency and coin	5,184	5,703
b. Interest-bearing balances	8,065	250
2. Securities	44,317	30,194
a. Held to Maturity	17,027	0
b. Available for sale	27,290	30,194
3. Federal Funds sold and securities purchased under agreements to resell	8,650	8,998
4. Loans and lease financing receivables:		
a. Loans and leases held for sale	0	0
b. Loans and leases, net of unearned income	112,558	145,395
c. LESS: Allowance for loan and lease losses.....	1,744	1,998
d. Loans and leases, net of unearned income and allowance for loan and lease losses	110,814	143,397
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	2,110	4,725
7. Other real estate owned	655	36
8. Investments in unconsolidated subsidiaries and associated companies.....	242	147
9. Customers' liability to this bank on acceptances outstanding	0	2,741
10. Intangible assets.....	0	0
11. Other assets.....	5,992	0
12. TOTAL ASSETS.....	\$ 186,029	\$ 196,191
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 170,145	\$ 175,948
(1) Noninterest-bearing.....	25,766	32,411
(2) Interest-bearing	144,379	143,537
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. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	0	220
a. With remaining maturity of one year or less	0	80
b. With remaining maturity of one to three years.....	0	140
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	1,449	1,814
21. TOTAL LIABILITIES	171,594	177,982
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	4,655	2,321
24. Surplus	1,200	8,604
25. a. Undivided profits and capital reserves	8,269	6,459
b. Accumulated other comprehensive income.....	311	825
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	14,435	18,209
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 186,029	\$ 196,191

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2002 (IN THOUSANDS OF DOLLARS)

B-1050 *CAPITAL ONE BANK	B-1148 *FIRST CAPITAL BANK	B-809 *MINERS AND MERCHANTS BANK AND TRUST COMPANY GRUNDY	B-1027 *ROCKINGHAM HERITAGE BANK	B-291 *BANK OF NORTHUMBERLAND INCORPORATED	
GLEN ALLEN	GLEN ALLEN		HARRISONBURG	HEATHSVILLE	
2 OFFICES	2 OFFICES	9 OFFICES	7 OFFICES	4 OFFICES	
\$ 2,083,626	\$ 2,484	\$ 13,494	\$ 8,862	\$ 6,581	1
172,406	2,484	13,492	6,834	6,581	
1,911,220	0	2	2,028	0	
2,952,271	39,226	129,749	9,292	37,321	2
0	0	0	1,978	0	
2,952,271	39,226	129,749	7,314	37,321	
125,000	2,741	0	5,296	3,007	3
0	0	0	0	0	
11,325,056	54,986	204,762	141,932	133,486	
827,560	552	2,715	1,511	2,122	
10,497,496	54,434	202,047	140,421	131,364	4
162,922	0	0	0	0	5
550,685	360	5,432	2,394	1,165	6
0	0	229	0	130	7
0	0	0	0	105	8
0	0	0	0	0	9
3,409	0	6,720	0	0	10
2,448,000	1,529	4,349	2,491	2,472	11
\$ 18,823,409	\$ 100,774	\$ 362,020	\$ 168,756	\$ 182,145	12
\$ 6,937,262	\$ 89,521	\$ 318,243	\$ 143,375	\$ 165,942	13
107,798	11,854	42,663	19,994	17,887	
6,829,464	77,667	275,580	123,381	148,055	
1,065,540	0	0	0	0	
11,760	0	0	0	0	
1,053,780	0	0	0	0	
445,000	1,801	4,934	0	0	14
0	0	0	0	0	15
4,397,598	0	0	9,531	0	16
1,040,367	0	0	3,531	0	
1,843,829	0	0	4,000	0	
1,513,402	0	0	2,000	0	
0	0	0	0	0	18
98,950	0	0	0	4,000	19
3,115,182	2,531	3,094	632	603	20
16,059,532	93,853	326,271	153,538	170,545	21
0	0	0	0	0	22
100,004	3,074	918	7,950	2,542	23
906,768	4,550	7,628	1,975	865	24
1,769,047	(922)	25,330	5,236	7,263	25a
(11,942)	219	1,873	57	930	25b
0	0	0	0	0	26
2,763,877	6,921	35,749	15,218	11,600	27
\$ 18,823,409	\$ 100,774	\$ 362,020	\$ 168,756	\$ 182,145	28

REPORT OF CONDITION

	B-1153 *NEW PEOPLES BANK, INC.	B-1002 *BENCHMARK COMMUNITY BANK
	HONAKER	KENBRIDGE
	12 OFFICES	9 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 8,791	\$ 9,620
a. Non interest-bearing balances and currency and coin	8,791	9,620
b. Interest-bearing balances	0	0
2. Securities	34,305	27,284
a. Held to Maturity	34,305	512
b. Available for sale	0	26,772
3. Federal Funds sold and securities purchased under agreements to resell	6,123	17,255
4. Loans and lease financing receivables:		
a. Loans and leases held for sale	0	0
b. Loans and leases, net of unearned income	222,395	198,238
c. LESS: Allowance for loan and lease losses.....	2,225	1,983
d. Loans and leases, net of unearned income and allowance for loan and lease losses	220,170	196,255
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	10,634	4,285
7. Other real estate owned	33	503
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.....	11,216	6,117
12. TOTAL ASSETS.....	<u>\$ 291,272</u>	<u>\$ 261,319</u>
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 266,940	\$ 236,544
(1) Noninterest-bearing.....	25,514	26,373
(2) Interest-bearing	241,426	210,171
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. 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	993	1,357
21. TOTAL LIABILITIES	<u>267,933</u>	<u>237,901</u>
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	12,000	2,000
24. Surplus	8,214	3,424
25. a. Undivided profits and capital reserves	3,125	17,292
b. Accumulated other comprehensive income.....	0	702
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	<u>23,339</u>	<u>23,418</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 291,272</u>	<u>\$ 261,319</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2002 (IN THOUSANDS OF DOLLARS)

B-625 *BANK OF LANCASTER	B-1051 *CHESAPEAKE BANK	B-892 *THE FIRST BANK AND TRUST COMPANY	B-968 *VIRGINIA COMMUNITY BANK	B-1048 *THE PAGE VALLEY BANK	
KILMARNOCK	KILMARNOCK	LEBANON	LOUISA	LURAY	
7 OFFICES	9 OFFICES	12 OFFICES	6 OFFICES	3 OFFICES	
\$ 9,982	\$ 8,127	\$ 45,029	\$ 8,555	\$ 4,968	1
9,882	8,127	15,115	8,537	4,868	
100	0	29,914	18	100	
48,842	50,639	35,159	20,969	21,936	2
0	0	12,152	0	14,103	
48,842	50,639	23,007	20,969	7,833	
19,979	8,026	22,705	15,766	2,032	3
0	0	212	0	0	
170,139	213,114	364,388	100,700	42,179	
1,697	3,908	3,795	1,167	632	
168,442	209,206	360,593	99,533	41,547	4
0	0	0	0	0	5
6,848	6,667	11,204	3,395	1,748	6
580	0	443	0	0	7
0	1	0	0	0	8
0	0	0	0	0	9
2,808	0	74	0	0	10
3,941	7,393	11,351	2,640	1,987	11
\$ 261,422	\$ 290,059	\$ 486,770	\$ 150,858	\$ 74,218	12
\$ 232,839	\$ 262,934	\$ 424,094	\$ 137,932	\$ 67,792	13
27,055	48,899	65,748	27,818	11,253	
205,784	214,035	358,346	110,114	56,539	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
4,482	0	10,883	0	0	14
0	0	0	0	0	15
0	960	18,124	0	1,000	16
0	0	100	0	1,000	
0	0	154	0	0	
0	960	17,870	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
1,842	1,496	1,479	935	750	20
239,163	265,390	454,580	138,867	69,542	21
0	0	0	0	0	22
5,703	2,000	4,360	3,750	2,000	23
3,016	5,452	4,053	917	400	24
11,916	15,914	23,328	7,200	2,110	25a
1,624	1,303	449	124	166	25b
0	0	0	0	0	26
22,259	24,669	32,190	11,991	4,676	27
\$ 261,422	\$ 290,059	\$ 486,770	\$ 150,858	\$ 74,218	28

REPORT OF CONDITION

	B-1164	B-1163
	*COMMUNITY	*BANK OF
	FIRST BANK	THE JAMES
	LYNCHBURG	LYNCHBURG
	3 OFFICES	3 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 3,186	\$ 3,800
a. Non interest-bearing balances and currency and coin	3,177	3,800
b. Interest-bearing balances	9	0
2. Securities	3,191	16,478
a. Held to Maturity	0	8,000
b. Available for sale	3,191	8,478
3. Federal Funds sold and securities purchased under agreements to resell	0	4,495
4. Loans and lease financing receivables:		
a. Loans and leases held for sale	8,229	0
b. Loans and leases, net of unearned income	121,933	86,831
c. LESS: Allowance for loan and lease losses.....	1,302	1,081
d. Loans and leases, net of unearned income and allowance for loan and lease losses	120,631	85,750
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	2,739	2,161
7. Other real estate owned	0	0
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	0	0
11. Other assets.....	1,413	1,393
12. TOTAL ASSETS.....	\$ 139,389	\$ 114,077
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 123,081	\$ 103,509
(1) Noninterest-bearing.....	9,036	14,321
(2) Interest-bearing	114,045	89,188
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.....	4,824	0
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	20	0
a. With remaining maturity of one year or less	20	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	423	595
21. TOTAL LIABILITIES	128,348	104,104
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	3,874	3,743
24. Surplus	5,776	5,614
25. a. Undivided profits and capital reserves	(412)	524
b. Accumulated other comprehensive income.....	3	92
26. Other equity capital components	1,800	0
27. TOTAL EQUITY CAPITAL	11,041	9,973
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 139,389	\$ 114,077

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2002 (IN THOUSANDS OF DOLLARS)

B-976 *THE BANK OF MARION	B-131 *BANK OF MCKENNEY	B-1172 *HANOVER BANK	B-1043 *THE MIDDLEBURG BANK	B-1161 SOUTHERN COMMUNITY BANK AND TRUST	
MARION	MCKENNEY	MECHANICSVILLE	MIDDLEBURG	MIDLOTHIAN	
12 OFFICES	5 OFFICES	4 OFFICES	5 OFFICES	2 OFFICES	
\$ 8,311	\$ 4,065	\$ 2,450	\$ 8,613	\$ 1,848	1
8,176	3,609	2,450	8,338	1,848	
135	456	0	275	0	
113,599	12,069	9,936	158,447	22,570	2
21,244	0	0	4,643	0	
92,355	12,069	9,936	153,804	22,570	
3,058	7,850	3,388	0	1,690	3
0	0	0	17,489	98	
166,548	73,145	67,189	212,107	50,253	
2,233	800	909	2,307	755	
164,315	72,345	66,280	209,800	49,498	4
0	0	0	0	0	5
4,014	5,783	1,134	11,003	3,807	6
0	0	0	0	0	7
0	126	105	0	0	8
0	0	0	0	0	9
3,730	0	0	0	0	10
4,945	3,024	842	8,097	783	11
\$ 301,972	\$ 105,262	\$ 84,135	\$ 413,449	\$ 80,294	12
\$ 261,825	\$ 90,366	\$ 74,507	\$ 328,998	\$ 64,588	13
21,082	14,409	8,097	29,994	5,919	
240,743	75,957	66,410	299,004	58,669	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
2,000	0	0	9,204	0	14
0	0	0	0	0	15
7,729	276	0	31,000	2,000	16
0	200	0	0	0	
0	0	0	26,000	0	
7,729	76	0	5,000	2,000	
0	0	0	0	0	18
0	0	2,200	0	0	19
1,709	873	230	3,501	237	20
273,263	91,515	76,937	372,703	66,825	21
0	0	0	0	0	22
1,000	3,853	2,350	2,240	6,789	23
500	5,894	5,450	10,240	8,246	24
25,492	3,946	(764)	25,017	(1,576)	25a
1,717	54	162	3,249	10	25b
0	0	0	0	0	26
28,709	13,747	7,198	40,746	13,469	27
\$ 301,972	\$ 105,262	\$ 84,135	\$ 413,449	\$ 80,294	28

REPORT OF CONDITION

	B-134 FIRST AND CITIZENS BANK		B-384 *PEOPLES COMMUNITY BANK	
	MONTEREY		MONTROSS	
	1 OFFICE		4 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$	3,023	\$	10,403
a. Non interest-bearing balances and currency and coin		2,930		1,430
b. Interest-bearing balances		93		8,973
2. Securities		13,126		4,428
a. Held to Maturity		70		2,388
b. Available for sale		13,056		2,040
3. Federal Funds sold and securities purchased under agreements to resell		0		2,263
4. Loans and lease financing receivables:				
a. Loans and leases held for sale		0		0
b. Loans and leases, net of unearned income		53,413		72,114
c. LESS: Allowance for loan and lease losses.....		897		895
d. Loans and leases, net of unearned income and allowance for loan and lease losses		52,516		71,219
5. Assets held in trading accounts		0		0
6. Premises and fixed assets		841		2,708
7. Other real estate owned		77		0
8. Investments in unconsolidated subsidiaries and associated companies.....		0		34
9. Customers' liability to this bank on acceptances outstanding		0		0
10. Intangible assets.....		0		2
11. Other assets.....		1,129		1,745
12. TOTAL ASSETS.....	\$	70,712	\$	92,802
LIABILITIES				
13. Deposits:				
a. In domestic offices.....	\$	64,327	\$	83,771
(1) Noninterest-bearing.....		7,374		10,094
(2) Interest-bearing		56,953		73,677
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. 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		723		961
21. TOTAL LIABILITIES		65,050		84,732
EQUITY CAPITAL				
22. Perpetual preferred stock.....		0		0
23. Common Stock		600		663
24. Surplus		1,175		301
25. a. Undivided profits and capital reserves		3,665		7,024
b. Accumulated other comprehensive income.....		232		82
26. Other equity capital components		(10)		0
27. TOTAL EQUITY CAPITAL		5,662		8,070
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	70,712	\$	92,802

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2002 (IN THOUSANDS OF DOLLARS)

B-443 *THE FARMERS & MERCHANTS BANK OF CRAIG COUNTY NEW CASTLE	B-1116 HARBOR BANK NEWPORT NEWS	B-762 *BANK OF OF THE COMMONWEALTH NORFOLK	B-971 *FIRST VIRGINIA BANK - HAMPTON ROADS NORFOLK	B-947 *HERITAGE BANK & TRUST NORFOLK	
2 OFFICES	8 OFFICES	9 OFFICES	57 OFFICES	5 OFFICES	
\$ 2,357	\$ 8,116	\$ 7,482	\$ 41,387	\$ 8,878	1
2,357	8,016	7,385	41,334	8,660	
0	100	97	53	218	
7,659	39,974	16,020	379,135	15,261	2
7,659	0	1,047	295,190	1,003	
0	39,974	14,973	83,945	14,258	
2,909	14,828	59	0	13,423	3
0	536	27,792	0	3,362	
26,705	172,527	195,853	676,068	82,554	
330	2,256	2,335	7,505	1,088	
26,375	170,271	193,518	668,563	81,466	4
0	0	0	0	0	5
344	5,103	5,782	19,554	2,391	6
0	78	0	23	433	7
0	0	0	0	0	8
0	0	0	0	0	9
0	1,378	0	31,908	0	10
509	6,211	5,210	14,327	2,646	11
\$ 40,153	\$ 246,495	\$ 255,863	\$ 1,154,897	\$ 127,860	12
\$ 35,004	\$ 196,736	\$ 228,936	\$ 976,396	\$ 111,093	13
3,855	37,195	26,377	213,211	22,092	
31,149	159,541	202,559	763,185	89,001	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	5,255	287	41,244	4,468	14
0	0	0	0	0	15
0	18,000	2,053	30,400	65	16
0	2,000	1,600	22,400	65	
0	0	0	0	0	
0	16,000	453	8,000	0	
0	0	0	0	0	18
0	4,250	0	0	0	19
174	658	3,446	7,190	1,066	20
35,178	224,899	234,722	1,055,230	116,692	21
0	0	0	0	0	22
1,050	7,012	1,374	21,550	1,000	23
230	10,229	9,921	65,104	1,163	24
3,695	2,839	9,536	12,631	8,741	25a
0	1,516	310	382	264	25b
0	0	0	0	0	26
4,975	21,596	21,141	99,667	11,168	27
\$ 40,153	\$ 246,495	\$ 255,863	\$ 1,154,897	\$ 127,860	28

REPORT OF CONDITION

	B-274 FARMERS & MERCHANTS BANK - EASTERN SHORE ONLEY 6 OFFICES	B-1142 *SHORE BANK ONLEY 7 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 4,313	\$ 8,493
a. Non interest-bearing balances and currency and coin	4,311	6,078
b. Interest-bearing balances	2	2,415
2. Securities	58,457	43,151
a. Held to Maturity	697	5,004
b. Available for sale	57,760	38,147
3. Federal Funds sold and securities purchased under agreements to resell	0	0
4. Loans and lease financing receivables:		
a. Loans and leases held for sale	0	0
b. Loans and leases, net of unearned income	176,735	118,413
c. LESS: Allowance for loan and lease losses.....	3,998	1,603
d. Loans and leases, net of unearned income and allowance for loan and lease losses	172,737	116,810
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	2,699	3,152
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.....	5,601	650
11. Other assets.....	4,206	5,120
12. TOTAL ASSETS.....	<u>\$ 248,013</u>	<u>\$ 177,376</u>
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 197,941	\$ 160,516
(1) Noninterest-bearing.....	44,318	17,295
(2) Interest-bearing	153,623	143,221
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	5,864	0
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	0	2,150
a. With remaining maturity of one year or less	0	1,400
b. With remaining maturity of one to three years.....	0	0
c. With remaining maturity of more than three years.....	0	750
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	690	467
21. TOTAL LIABILITIES	<u>204,495</u>	<u>163,133</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	3,600	2,000
24. Surplus	10,000	2,160
25. a. Undivided profits and capital reserves	28,762	9,433
b. Accumulated other comprehensive income.....	1,156	650
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	<u>43,518</u>	<u>14,243</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 248,013</u>	<u>\$ 177,376</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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B-900 *FARMERS AND MINERS BANK	B-164 LEE BANK & TRUST COMPANY	B-368 *THE BANK OF CHARLOTTE COUNTY	B-1160 TOWNE BANK	B-995 *CENTRAL VIRGINIA BANK	
PENNINGTON GAP	PENNINGTON GAP	PHENIX	PORTSMOUTH	POWHATAN	
7 OFFICES	4 OFFICES	4 OFFICES	6 OFFICES	8 OFFICES	
\$ 22,722	\$ 4,143	\$ 3,169	\$ 39,454	\$ 9,287	1
5,341	3,947	3,108	32,930	9,158	
17,381	196	61	6,524	129	
13,856	28,353	22,460	129,120	111,527	2
6,261	0	0	5,507	12,999	
7,595	28,353	22,460	123,613	98,528	
4,396	8,750	1,967	2,632	7,542	3
0	0	0	53,299	1,247	
60,167	91,055	74,196	509,413	141,504	
648	1,107	928	6,878	2,102	
59,519	89,948	73,268	502,535	139,402	4
0	0	0	0	0	5
2,918	2,870	897	24,802	5,086	6
54	475	84	84	97	7
0	0	270	0	298	8
0	0	0	0	0	9
0	0	0	873	199	10
1,002	2,008	1,652	11,171	8,978	11
\$ 104,467	\$ 136,547	\$ 103,767	\$ 763,970	\$ 283,663	12
\$ 93,970	\$ 117,999	\$ 91,941	\$ 623,666	\$ 238,315	13
16,097	12,202	11,941	159,025	29,799	
77,873	105,797	80,000	464,641	208,516	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	438	14
0	0	0	0	0	15
0	0	0	37,750	21,000	16
0	0	0	0	6,000	
0	0	0	50	0	
0	0	0	37,700	15,000	
0	0	0	0	0	18
0	0	0	22,498	0	19
731	1,316	315	9,215	1,132	20
94,701	119,315	92,256	693,129	260,885	21
0	0	0	0	0	22
500	200	150	25,118	1,000	23
500	500	529	39,760	4,742	24
8,654	16,000	10,233	5,079	15,775	25a
112	532	599	884	1,261	25b
0	0	0	0	0	26
9,766	17,232	11,511	70,841	22,778	27
\$ 104,467	\$ 136,547	\$ 103,767	\$ 763,970	\$ 283,663	28

REPORT OF CONDITION

	B-1154 *FIRST SENTINEL BANK RICHLANDS 3 OFFICES	B-882 BRANCH BANKING AND TRUST COMPANY OF VIRGINIA RICHMOND 242 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 3,500	\$ 257,225
a. Non interest-bearing balances and currency and coin	2,044	256,587
b. Interest-bearing balances	1,456	638
2. Securities	18,887	3,287,671
a. Held to Maturity	473	0
b. Available for sale	18,414	3,287,671
3. Federal Funds sold and securities purchased under agreements to resell	1,260	401,985
4. Loans and lease financing receivables:		
a. Loans and leases held for sale	0	0
b. Loans and leases, net of unearned income	42,461	7,394,505
c. LESS: Allowance for loan and lease losses.....	498	92,784
d. Loans and leases, net of unearned income and allowance for loan and lease losses	41,963	7,301,721
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	1,584	175,343
7. Other real estate owned	128	9,713
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding	0	193
10. Intangible assets.....	0	174,565
11. Other assets.....	1,373	189,259
12. TOTAL ASSETS.....	\$ 68,695	\$ 11,797,675
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 60,336	\$ 9,053,880
(1) Noninterest-bearing.....	8,056	1,735,496
(2) Interest-bearing	52,280	7,318,384
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	317,951
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	800	1,318,265
a. With remaining maturity of one year or less	0	929,352
b. With remaining maturity of one to three years.....	0	48,146
c. With remaining maturity of more than three years.....	800	340,767
18. Bank's liability on acceptances executed and outstanding	0	193
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	743	89,549
21. TOTAL LIABILITIES	61,879	10,779,838
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	884	6,886
24. Surplus	220	769,182
25. a. Undivided profits and capital reserves	5,181	180,043
b. Accumulated other comprehensive income.....	531	61,726
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	6,816	1,017,837
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 68,695	\$ 11,797,675

* Member of Federal Reserve

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B-186 *CONSOLIDATED BANK AND TRUST COMPANY	B-758 *FIRST VIRGINIA BANK- COLONIAL	B-1198 *PEOPLES BANK OF VIRGINIA	B-795 *FIRST VIRGINIA BANK - SOUTHWEST	B-1171 *VALLEY BANK	
RICHMOND	RICHMOND	RICHMOND	ROANOKE	ROANOKE	
4 OFFICES	47 OFFICES	3 OFFICES	60 OFFICES	6 OFFICES	
\$ 4,274	\$ 32,822	\$ 2,793	\$ 45,730	\$ 8,455	1
4,074	32,769	2,793	45,730	8,164	
200	53	0	0	291	
35,218	330,596	23,613	524,615	39,978	2
0	255,224	0	403,799	20,218	
35,218	75,372	23,613	120,816	19,760	
9,633	2,010	2,415	0	4,088	3
0	0	0	0	0	
46,595	556,873	45,765	829,661	185,573	
1,266	6,493	458	9,208	2,014	
45,329	550,380	45,307	820,453	183,559	4
0	0	0	0	0	5
2,556	16,431	1,880	14,906	4,876	6
0	176	0	592	182	7
0	0	0	0	0	8
0	0	0	0	0	9
0	23,196	0	2,502	0	10
1,768	15,059	882	22,935	7,575	11
\$ 98,778	\$ 970,670	\$ 76,890	\$ 1,431,733	\$ 248,713	12
\$ 91,864	\$ 805,577	\$ 64,447	\$ 1,221,175	\$ 182,308	13
16,041	186,350	10,608	195,856	30,724	
75,823	619,227	53,839	1,025,319	151,584	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	42,713	1,426	56,909	5,864	14
0	0	0	0	0	15
705	28,479	0	49,700	40,000	16
0	28,479	0	49,700	10,000	
206	0	0	0	0	
499	0	0	0	30,000	
0	0	0	0	0	18
0	0	0	0	0	19
799	7,143	113	13,262	1,760	20
93,368	883,912	65,986	1,341,046	229,932	21
0	0	0	0	0	22
2,430	32,625	3,912	23,839	6,100	23
2,930	53,556	7,825	28,709	6,129	24
(183)	311	(885)	37,396	6,250	25a
233	266	52	743	302	25b
0	0	0	0	0	26
5,410	86,758	10,904	90,687	18,781	27
\$ 98,778	\$ 970,670	\$ 76,890	\$ 1,431,733	\$ 248,713	28

REPORT OF CONDITION

	B-1168 *CITIZENS COMMUNITY BANK	B-994 *PROSPERITY BANK & TRUST COMPANY
	SOUTH HILL	SPRINGFIELD
	2 OFFICES	3 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 4,273	\$ 5,265
a. Non interest-bearing balances and currency and coin	2,786	5,265
b. Interest-bearing balances	1,487	0
2. Securities	13,287	18,463
a. Held to Maturity	587	0
b. Available for sale	12,700	18,463
3. Federal Funds sold and securities purchased under agreements to resell	1,622	21,314
4. Loans and lease financing receivables:		
a. Loans and leases held for sale	0	0
b. Loans and leases, net of unearned income	46,717	50,409
c. LESS: Allowance for loan and lease losses.....	526	505
d. Loans and leases, net of unearned income and allowance for loan and lease losses	46,191	49,904
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	1,809	809
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.....	799	814
12. TOTAL ASSETS.....	<u>\$ 67,981</u>	<u>\$ 96,569</u>
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 60,126	\$ 83,848
(1) Noninterest-bearing.....	4,430	41,903
(2) Interest-bearing	55,696	41,945
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	4,932
15. 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	115	303
21. TOTAL LIABILITIES	<u>60,241</u>	<u>89,083</u>
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	3,761	1,659
24. Surplus	3,760	1,904
25. a. Undivided profits and capital reserves	131	3,543
b. Accumulated other comprehensive income.....	88	380
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	<u>7,740</u>	<u>7,486</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 67,981</u>	<u>\$ 96,569</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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B-1044 *PIONEER BANK	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	
STANLEY	STAUNTON	STAUNTON	STEPHENS CITY	STERLING	
6 OFFICES	27 OFFICES	15 OFFICES	6 OFFICES	11 OFFICES	
\$ 12,347	\$ 23,288	\$ 27,321	\$ 15,879	\$ 40,862	1
7,536	23,288	27,245	15,859	16,736	
4,811	0	76	20	24,126	
18,218	145,286	142,726	14,553	188,019	2
76	113,881	7,050	8,041	11,052	
18,142	31,405	135,676	6,512	176,967	
500	0	15,500	13,426	0	3
0	0	10,831	0	16,768	
87,547	403,616	350,112	173,939	414,996	
1,447	4,481	4,392	1,829	5,218	
86,100	399,135	345,720	172,110	409,778	4
0	0	0	0	0	5
2,503	6,575	8,806	4,366	4,876	6
0	0	540	0	2,337	7
0	0	0	1	0	8
0	0	0	0	0	9
374	0	1,708	0	409	10
2,313	8,083	5,737	2,808	13,135	11
\$ 122,355	\$ 582,367	\$ 558,889	\$ 223,143	\$ 676,184	12
\$ 106,564	\$ 528,962	\$ 490,927	\$ 205,575	\$ 550,520	13
20,406	115,683	85,976	28,906	117,386	
86,158	413,279	404,951	176,669	433,134	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	5,064	19,155	0	23,540	14
0	0	0	0	0	15
5,075	9,000	0	196	43,216	16
0	9,000	0	0	15,000	
0	0	0	0	4,000	
5,075	0	0	196	24,216	
0	0	0	0	0	18
0	0	0	0	0	19
688	4,274	2,495	716	7,333	20
112,327	547,300	512,577	206,487	624,609	21
0	0	0	0	0	22
2,107	10,330	20,000	4,651	3,319	23
422	5,196	3,554	5,871	27,042	24
7,307	19,406	19,825	5,922	19,585	25a
192	135	2,933	212	1,629	25b
0	0	0	0	0	26
10,028	35,067	46,312	16,656	51,575	27
\$ 122,355	\$ 582,367	\$ 558,889	\$ 223,143	\$ 676,184	28

REPORT OF CONDITION

	B-1046 *FIRST BANK	B-600 *BANK OF ESSEX
	STRASBURG 7 OFFICES	TAPPAHANNOCK 6 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 14,927	\$ 5,603
a. Non interest-bearing balances and currency and coin	13,199	5,603
b. Interest-bearing balances	1,728	0
2. Securities	52,139	45,377
a. Held to Maturity	0	0
b. Available for sale	52,139	45,377
3. Federal Funds sold and securities purchased under agreements to resell	2,791	2,305
4. Loans and lease financing receivables:		
a. Loans and leases held for sale	0	1,131
b. Loans and leases, net of unearned income	213,929	163,838
c. LESS: Allowance for loan and lease losses.....	2,162	2,116
d. Loans and leases, net of unearned income and allowance for loan and lease losses	211,767	161,722
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	8,265	6,635
7. Other real estate owned	0	0
8. Investments in unconsolidated subsidiaries and associated companies.....	0	321
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	0	1,028
11. Other assets.....	6,323	3,874
12. TOTAL ASSETS.....	\$ 296,212	\$ 227,996
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 243,641	\$ 201,441
(1) Noninterest-bearing.....	37,210	17,985
(2) Interest-bearing	206,431	183,456
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. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	26,604	4,000
a. With remaining maturity of one year or less	0	4,000
b. With remaining maturity of one to three years.....	0	0
c. With remaining maturity of more than three years.....	26,604	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	1,955	1,485
21. TOTAL LIABILITIES	272,200	206,926
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	2,447	5,839
24. Surplus	1,836	4,820
25. a. Undivided profits and capital reserves	18,594	8,864
b. Accumulated other comprehensive income.....	1,135	1,547
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	24,012	21,070
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 296,212	\$ 227,996

* Member of Federal Reserve

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DECEMBER 31, 2002 (IN THOUSANDS OF DOLLARS)

B-297 SOUTHSIDE BANK	B-224 *BANK OF TAZEWELL COUNTY	B-959 *FARMERS & MERCHANTS BANK	B-939 THE BUSINESS BANK	B-1192 *THE FREEDOM BANK OF VIRGINIA	
TAPPAHANNOCK	TAZEWELL	TIMBERVILLE	VIENNA	VIENNA	
8 OFFICES	10 OFFICES	8 OFFICES	3 OFFICES	1 OFFICE	
\$ 18,183	\$ 14,218	\$ 11,700	\$ 5,992	\$ 1,915	1
18,183	5,321	6,017	5,064	1,815	
0	8,897	5,683	928	100	
52,276	104,065	56,650	16,103	11,943	2
0	55,134	1,767	1,314	0	
52,276	48,931	54,883	14,789	11,943	
4,540	133	4,476	8,050	4,800	3
0	0	0	0	0	
198,459	171,021	200,232	76,622	25,627	
2,717	2,120	1,462	1,249	435	
195,742	168,901	198,770	75,373	25,192	4
0	0	0	0	0	5
3,529	2,715	4,485	458	311	6
25	361	195	0	0	7
105	0	0	110	0	8
0	0	0	0	0	9
0	6,662	4,893	0	0	10
3,735	3,292	8,402	983	589	11
\$ 278,135	\$ 300,347	\$ 289,571	\$ 107,069	\$ 44,750	12
\$ 237,895	\$ 267,552	\$ 228,840	\$ 92,186	\$ 37,678	13
39,736	29,207	29,739	24,054	7,223	
198,159	238,345	199,101	68,132	30,455	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
6,394	0	8,287	0	0	14
0	0	0	0	0	15
15,000	748	27,312	5,000	0	16
0	748	7,194	1,000	0	
0	0	17,082	2,000	0	
15,000	0	3,036	2,000	0	
0	0	0	0	0	18
3,000	0	0	0	0	19
572	895	1,463	433	129	20
262,861	269,195	265,902	97,619	37,807	21
0	0	0	0	0	22
5,094	2,077	500	742	4,359	23
2,096	1,811	8,800	11,997	4,359	24
6,553	26,462	13,881	(3,302)	(1,875)	25a
1,531	802	488	13	100	25b
0	0	0	0	0	26
15,274	31,152	23,669	9,450	6,943	27
\$ 278,135	\$ 300,347	\$ 289,571	\$ 107,069	\$ 44,750	28

REPORT OF CONDITION

	B-1147 *POTOMAC BANK OF VIRGINIA		B-1015 *RESOURCE BANK	
	VIENNA		VIRGINIA BEACH	
	2 OFFICES		6 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$	3,818	\$	13,347
a. Non interest-bearing balances and currency and coin		3,818		11,253
b. Interest-bearing balances		0		2,094
2. Securities		28,638		123,294
a. Held to Maturity		1,633		108,650
b. Available for sale		27,005		14,644
3. Federal Funds sold and securities purchased under agreements to resell		14,265		0
4. Loans and lease financing receivables:				
a. Loans and leases held for sale		0		111,113
b. Loans and leases, net of unearned income		68,843		432,745
c. LESS: Allowance for loan and lease losses.....		893		5,009
d. Loans and leases, net of unearned income and allowance for loan and lease losses		67,950		427,736
5. Assets held in trading accounts		0		0
6. Premises and fixed assets		391		9,779
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		1,131
11. Other assets.....		1,056		26,040
12. TOTAL ASSETS.....	\$	116,118	\$	712,440
LIABILITIES				
13. Deposits:				
a. In domestic offices.....	\$	93,108	\$	521,106
(1) Noninterest-bearing.....		29,782		29,048
(2) Interest-bearing		63,326		492,058
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.....		9,797		32,347
15. Trading Liabilities		0		0
16. Other borrowed money (includes mortgages and capitalized leases)		0		105,000
a. With remaining maturity of one year or less		0		11,000
b. With remaining maturity of one to three years.....		0		25,000
c. With remaining maturity of more than three years.....		0		69,000
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits.....		0		0
20. Other liabilities		484		8,038
21. TOTAL LIABILITIES		103,389		666,491
EQUITY CAPITAL				
22. Perpetual preferred stock		0		13,900
23. Common Stock		6,762		3,719
24. Surplus		5,400		15,965
25. a. Undivided profits and capital reserves		443		11,741
b. Accumulated other comprehensive income.....		124		624
26. Other equity capital components		0		0
27. TOTAL EQUITY CAPITAL		12,729		45,949
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	116,118	\$	712,440

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DECEMBER 31, 2002 (IN THOUSANDS OF DOLLARS)

B-1047 *THE FAUQUIER BANK	B-1108 *SOUTHERN FINANCIAL BANK	B-969 *NORTHERN NECK STATE BANK	B-1042 CITIZENS AND FARMERS BANK	B-1156 *THE BANK OF WILLIAMSBURG	
WARRENTON	WARRENTON	WARSAW	WEST POINT	WILLIAMSBURG	
7 OFFICES	26 OFFICES	9 OFFICES	12 OFFICES	2 OFFICES	
\$ 20,037	\$ 98,084	\$ 5,766	\$ 17,540	\$ 1,322	1
19,824	33,391	5,606	12,045	1,322	
213	64,693	160	5,495	0	
70,586	230,574	96,825	55,011	7,266	2
0	0	0	0	0	
70,586	230,574	96,825	55,011	7,266	
4,900	0	3,710	0	0	3
0	514	0	99,670	0	
216,608	574,277	154,259	334,480	40,727	
2,910	10,257	1,844	6,692	463	
213,698	564,020	152,415	327,788	40,264	4
0	0	0	0	0	5
5,781	8,231	3,237	13,186	789	6
0	0	0	703	0	7
0	0	0	0	586	8
0	0	0	0	0	9
0	14,936	4,176	8,189	0	10
6,389	58,944	7,446	13,295	825	11
\$ 321,391	\$ 975,303	\$ 273,575	\$ 535,382	\$ 51,052	12
\$ 273,915	\$ 776,476	\$ 231,065	\$ 386,090	\$ 38,246	13
60,429	99,604	20,135	55,959	8,672	
213,486	676,872	210,930	330,131	29,574	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	18,456	2,869	7,935	8,237	14
0	0	0	0	0	15
15,000	65,000	10,225	77,795	400	16
0	0	150	57,795	0	
0	0	75	0	0	
15,000	65,000	10,000	20,000	400	
0	0	0	0	0	18
0	0	0	3,749	0	19
2,226	22,613	1,875	7,409	165	20
291,141	882,545	246,034	482,978	47,048	21
0	0	0	0	0	22
2,000	2,000	849	2,783	2,000	23
400	56,086	2,143	7,999	2,000	24
27,180	34,590	21,704	39,635	(183)	25a
670	82	2,845	1,987	187	25b
0	0	0	0	0	26
30,250	92,758	27,541	52,404	4,004	27
\$ 321,391	\$ 975,303	\$ 273,575	\$ 535,382	\$ 51,052	28

REPORT OF CONDITION

	B-481 *FARMERS BANK WINDSOR, VIRGINIA	B-945 *FIRST COMMONWEALTH BANK
	WINDSOR 3 OFFICES	WISE 2 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 4,507	\$ 4,392
a. Non interest-bearing balances and currency and coin	4,008	4,392
b. Interest-bearing balances	499	0
2. Securities	48,762	12,355
a. Held to Maturity	0	0
b. Available for sale	48,762	12,355
3. Federal Funds sold and securities purchased under agreements to resell	4,884	4,700
4. Loans and lease financing receivables:		
a. Loans and leases held for sale	0	0
b. Loans and leases, net of unearned income	106,403	33,371
c. LESS: Allowance for loan and lease losses.....	1,425	570
d. Loans and leases, net of unearned income and allowance for loan and lease losses	104,978	32,801
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	2,023	881
7. Other real estate owned	1,034	196
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.....	2,138	574
12. TOTAL ASSETS.....	<u>\$ 168,326</u>	<u>\$ 55,899</u>
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 148,195	\$ 49,301
(1) Noninterest-bearing.....	23,431	10,594
(2) Interest-bearing	124,764	38,707
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.....	329	0
15. 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	1,104	227
21. TOTAL LIABILITIES	<u>149,628</u>	<u>49,528</u>
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	120	1,450
24. Surplus	2,567	1,450
25. a. Undivided profits and capital reserves	15,214	3,274
b. Accumulated other comprehensive income.....	797	197
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	<u>18,698</u>	<u>6,371</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 168,326</u>	<u>\$ 55,899</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2002 (IN THOUSANDS OF DOLLARS)

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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

Albemarle First Bank 1265 Seminole Trail Charlottesville 22906 (Albemarle County) C.E.O.- Thomas M. Boyd, Jr., President Cashier- Todd Asbury, Chief Financial Officer	26 King Street, Keysville
Brs: City of Charlottesville - 100 5th Street, SE Greene County - 8260 Seminole Trail, Ruckersville	*Bank of Clarke County 2 East Main Street Berryville 22611-0391 (Clarke County) C.E.O.- John Milleson Cashier- James W. McCarty, Jr., Chief Financial Officer
Alliance Bank Corporation 12735 Shops Lane Fairfax 22033 (Fairfax County) C.E.O.- Thomas A. Young, Jr., President Cashier- Paul M. Harbolick, Jr., Chief Financial Officer	Brs: City of Winchester - 190 Campus Boulevard, Suite 120 40 West Piccadilly Street 625 East Jubal Early Drive Clarke County - North side of Route 723, Boyce Frederick County - 1460 North Frederick Pike 1508 Senseny Road 382 Fairfax Pike, Stephens City
Brs: City of Manassas Park - 9150 Manassas Drive Fairfax County - 11730 Plaza America Drive, Reston	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 Botetourt 19747 Main Street Buchanan 24066-0339 (Botetourt County) C.E.O.- H. Watts Steger, III, Chairman of the Board Cashier- G. Lyn Hayth, III, President	Bank of Essex 323 Prince Street Tappahannock 22560-0965 (Essex County) C.E.O.- George M. Longest, Jr., President Cashier- Bruce E. Thomas
Brs: Botetourt County - U.S. Route 220, Daleville Railroad Street, Eagle Rock 60 Lee Highway North, Troutville Roanoke County - 3130 Peters Creek Road NW Lot 1, Perimeter East Commerce Center, US Route 460 and Trail Drive Rockbridge County - Unit 130, Stonewall Square Shopping Center, U.S. Route 60	Brs: Essex County - U.S. Routes 17 & 360 Rappahannock Shopping Center, Tappahannock Hanover County - 6315 Mechanicsville Pike, Mechanicsville Henrico County - 9951 Brook Road, Glen Allen King William County - U.S. Route 360, Central Garage 1681 Main Street, West Point
EFTS: Botetourt County - 4070 Roanoke Road, Fincastle Roanoke County - Creekside Market, 8201 Williamson Road	Bank of Fincastle, The 17 South Roanoke Street Fincastle 24090-0107 (Botetourt County) C.E.O.- John F. Kilby, President Cashier- Michael Jasper, Treasurer
Bank of Charlotte County, The Berkley & Charlotte Streets Phenix 23959-0336 (Charlotte County) C.E.O.- Bobby A. Howard, President Cashier- John L. Pillow, Senior Vice President	Brs: Botetourt County - 5825 Cloverdale Road 98 Blue Ridge Boulevard 614 Lee Highway, Cloverdale 1618 Roanoke Road, Daleville 509 Roanoke Road, Daleville 5192 Lee Highway S., Troutville
Brs: Campbell County - 308 Lynchburg Avenue, Brookneal Charlotte County - Main Street, Charlotte Courthouse	

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

<p>Bank of Fincastle, The (Continued) Roanoke County - 4525 Challenger Avenue</p> <p>EFTS: City of Roanoke - 2635 Colonial Avenue Botetourt County - U.S. Route 11 & Interstate 81, Daleville Quickette Market U.S. Route 220 North, Fincastle</p> <p>Bank of Floyd, The 101 Jacksonville Circle Floyd 24091-0215 (Floyd County) C.E.O.- Ronald Leon Moore, President</p> <p>Brs: Carroll County - 185 South Main Street, Hillsville Floyd County - northeast corner of U.S. Highway 221 and Connors Grove, Willis Montgomery County - 2105 Roanoke Street, Christiansburg Roanoke County - 4094 Postal Drive</p> <p>Bank of Hampton Roads, The 201 Volvo Parkway Chesapeake 23327-1000 C.E.O.- Jack W. Gibson, President Cashier- Cynthia A. Sabol, Chief Financial Officer</p> <p>Brs: City of Chesapeake - 1400 Kempsville Road, Suite 102 1500 Mt Pleasant Road 4108 Portsmouth Boulevard 4507 Relay Road 4720 Battlefield Boulevard, South 712 Liberty Street 852 N. George Washington Highway City of Norfolk - 4037 East Little Creek Road 4500 East Princess Anne Road 500 Plume Street East, Suite 100 City of Suffolk - 117 Market Street City of Virginia Beach - 1100 Dam Neck Road 1316 North Great Neck Road 5472 Indian River Road Pembroke One Building, Suite 100 281 Independence Boulevard</p> <p>EFT: City of Chesapeake - 1320 Northwest Boulevard Suite 100</p>	<p>*Bank of Lancaster 100 Main Street P.O. Box 1869 Kilmarnock 22482-1869 (Lancaster County) C.E.O.- Austin L. Roberts, III, President Cashier- Richard Abbott, Chief Financial Officer</p> <p>Brs: Lancaster County - Lancaster Square Shopping Center North Main Street, Kilmarnock State Route 3, Ice House Field Shopping Center, White Stone Northumberland County - Routes 202 and 360, Callao Route 360, Heathsville Richmond County - 610 West Richmond Road, Warsaw Westmoreland County - Route 3 Kings Highway, Montross</p> <p>*Bank of Marion, The 102 West Main Street Marion 24354-1067 (Smyth County) C.E.O.- John E. Stringer, President Cashier- Chris Snodgrass, Chief Financial Officer</p> <p>Brs: City of Bristol - 3124 Lee Highway, Suite 1 Russell County - 702 Fairmont Avenue, Honaker Scott County - 196 East Jackson Street, Gate City U.S. Highway 23 North and Legion Street, Weber City Smyth County - Parcel 'e' Chilhowie Shopping Center, Chilhowie 1600 N Main Street, Marion South Main St & Washington Avenue, Marion Northwest corner of Allison Gap Road and Main Street, Saltville Washington County - State Routes 91 and 750, Glade Spring Wythe County - 787 Fort Chiswell Road, Suite 7, Max Meadows 512 North Main Street, Rural Retreat</p> <p>EFT: Smyth County - 1193 North Main Street, Marion</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

<p>Bank of McKenney 20701 First Street McKenney 23872-0370 (Dinwiddie County) C.E.O.- Richard M. Liles, President Cashier- James Bryant Neville, Jr., Chief Financial Officer</p> <p>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</p> <p>EFT: Dinwiddie County - 5420 Boydton Plank Rd</p> <p>Bank of Northumberland, Incorporated 6958 Northumberland Highway Heathsville 22473-0009 (Northumberland County) C.E.O.- Lewis R. Reynolds, President Cashier- Dorothy C. Reynolds</p> <p>Brs: Lancaster County - 437 North Main Street, Kilmarnock Northumberland County - Southwest Corner of U.S. Route 360 & State Route 200, Burgess U.S. Route 360, Calleo</p> <p>Bank of Southside Virginia, The 17208 Halligan Park Road Carson 23830-0040 (Dinwiddie County) C.E.O.- J. Peter Clements, President</p> <p>Brs: City of Colonial Heights - 764 East Ellerslie Ave City of Franklin - Southampton Shopping Center 1310 Armory Drive City of Petersburg - 2703 South Crater Road Chesterfield County - 4310 W. Hundred Road, Chester Dinwiddie County - 14003 Boydton Plank Road U.S. Route 1 and State Route 226 Greensville County - U.S. Route 58 & State Route 686 Isle of Wight County - 115 Main Street, Smithfield Prince George County - 6400 Courthouse Road Southampton County - 18207 Virginia Avenue, Boykins 23003 Main Street, Capron Sussex County - Jarrett Avenue</p>	<p>Main Street, Stony Creek U.S. Route 460 & Route 631, Wakefield</p> <p>EFTS: City of Colonial Heights - South Park Avenue and Roslyn Road City of Hopewell - 5201 Oaklawn Boulevard City of Petersburg - 3140 South Crater Road Sussex County - Interstate 95 and U. S. Route 301, Stony Creek</p> <p>*Bank of Tazewell County 309 East Main Street Tazewell 24651-0687 (Tazewell County) C.E.O.- Cameron L. Forrester, President Cashier- Thomas G. Kinser, Vice President</p> <p>Brs: Smyth County - 303 South Commerce Street, Marion Tazewell County - 2070 Leatherwood Lane, Bluefield 511 Virginia Avenue, Bluefield 1905 Front Street, Richlands 612 Market Street, Tazewell 621 East Riverside Drive, Tazewell 846 Fincastle Turnpike, Tazewell Washington County - 968 West Main Street, Abingdon Wythe County - 185 East Main Street, Wytheville</p> <p>EFT: Tazewell County - 108 Spruce Street, Bluefield</p> <p>Bank of Williamsburg, The 5125 John Tyler Highway Williamsburg 23185-2500 (James City County) C.E.O.- Robert Bailey, President</p> <p>Br: City of Newport News - 610 Thimble Shoals Drive, Suite 102</p> <p>*Bank of the Commonwealth 403 Boush Street Norfolk 23501-1177 C.E.O.- Edward J. Woodard, Jr., Chairman of the Board Cashier- John H. Gayle</p> <p>Brs: City of Chesapeake - Las Gaviotas Shopping Center 1217 Cedar Road City of Norfolk - 4101 Granby Street Webb University Center 5201 Hampton Boulevard</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

<p>*Bank of the Commonwealth (Continued)</p> <p>City of Portsmouth - 4940 West Norfolk Road</p> <p>City of Virginia Beach - 1124 First Colonial Road 1870 Kempsville Road 225 South Rosemont Road 2712 North Mall Drive</p> <p>EFT: City of Norfolk - 150 Park Avenue</p> <p>Bank of the James 615 Church Street Lynchburg 24505-1200 C.E.O.- James R. Hughes, Jr., President Cashier- J. Todd Scruggs, Chief Financial Officer</p> <p>Brs: City of Lynchburg - 5204 Fort Avenue Amherst County - 4698 S. Amherst Highway, Madison Heights</p> <p>Benchmark Community Bank 100-102 South Broad Street Kenbridge 23944-0569 (Lunenburg County) C.E.O.- Ben L. Watson, III, President Cashier- Janice W. Pernell, Senior Vice President</p> <p>Brs: Brunswick County - 220 W. Fifth Avenue, Lawrenceville</p> <p>Lunenburg County - 1910 Main Street, Victoria</p> <p>Mecklenburg County - 845 E. Second Street, Chase City 133 College Street, Clarksville 828 North Mecklenburg Avenue, South Hill</p> <p>Nottoway County - 1500-1508 W. Virginia Avenue, Crewe</p> <p>Prince Edward County - East Third Street & South Street, Farmville Southwest Corner of Main Street and Milwood Road, Farmville</p> <p>Blue Grass Valley Bank, The 6 Main Street Blue Grass 24413-0006 (Highland County) C.E.O.- Anthony E. Crane, Cashier</p> <p>Brs: Highland County - South Side of East Main Street two blocks east of U.S. Route 220, Monterey</p>	<p>*Branch Banking and Trust Company of Virginia 823 East Main Street Richmond 23219-3310 C.E.O.- Jesse W. Howard, President Cashier- Scott E. Reed, Chief Financial Officer</p> <p>Brs: City of Alexandria - 1717 King Street 606 King Street</p> <p>City of Buena Vista - 1002 Magnolia Avenue</p> <p>City of Charlottesville - 1425 Seminole Trail 2033 Ivy Road 300 Preston Avenue</p> <p>City of Chesapeake - 111 Mill Creek Parkway, Suite 100 1809 Greenbrier Parkway 238 South Battlefield Boulevard 3113 Western Branch Boulevard</p> <p>City of Clifton Forge - 1633 Main Street</p> <p>City of Colonial Heights - 2609 Boulevard</p> <p>City of Covington - 1113 South Craig Avenue 116 West Riverside Street</p> <p>City of Danville - 705 Main Street</p> <p>City of Emporia - 301 West Atlantic Street</p> <p>City of Fairfax - 11180 Lee Highway 4117 Chain Bridge Road</p> <p>City of Falls Church - 133 South Washington Street</p> <p>City of Franklin - 100 East Fourth Avenue 201 North College Drive</p> <p>City of Fredericksburg - 400 George Street 501C Jefferson Davis Highway</p> <p>City of Galax - 1100 East Stuart Drive</p> <p>City of Hampton - 2160 Coliseum Drive</p> <p>City of Harrisonburg - 1855 East Market Street 1900 South High Street 3150 South Main Street 611 Mt Clinton Pike</p> <p>City of Hopewell - 106 North Second Avenue</p> <p>City of Lexington - 537 East Nelson Street</p> <p>City of Lynchburg - 2015 Wards Road 2120 Langhorne Road</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

*Branch Banking and Trust Company of Virginia
(Continued)

City of Lynchburg -	City of Williamsburg -
2403 Memorial Avenue	1031 Richmond Road
2477 Rivermont Avenue	City of Winchester -
3638 Old Forest Road	1000 Berryville Avenue
4925 Boonsboro Road	115 North Cameron Street
7114 Timberlake Road	1800 Amherst Street
925 Main Street	1850 Apple Blossom Mall
City of Manassas -	2004 South Pleasant Valley Road
8780 Centreville Road	2082 South Pleasant Valley Road
9201 W Church Street	2252 Valley Avenue
City of Martinsville -	38 Rouss Avenue
1 Ellsworth Street	426 Weems Lane
1205 Memorial Boulevard	829 North Loudoun Street
City of Newport News -	Albemarle County -
12301 Warwick Boulevard	1113 5th Street Extended
737 J. Clyde Morris Boulevard	1652 State Farm Boulevard
City of Norfolk -	146 James River Road, Scottsville
109 East Main Street	Amherst County -
2008 Cromwell Drive	115 Richmond Highway Route 60 East,
2336 East Little Creek Road	Amherst
245 East Little Creek Road	118 Amelon Square, Madison Heights
537 West 21st Street	Appomattox County -
7420 Granby Street	History Junction, Appomattox
East Ring Road and Military Circle	Arlington County -
Shopping Center	1010 North Glebe Road
City of Petersburg -	4736 Lee Highway
3340 South Crater Road	Augusta County -
34 Franklin Street	4033 Lee-Jackson Highway, Greenville
801 S. Adams Street	Bath County -
City of Portsmouth -	U.S. Route 220 and Kingtown Lane,
3301 High Street	Hot Springs
500 Crawford Street	Bedford County -
5515 Portsmouth Boulevard	14785 Forest Road, Forest
City of Richmond -	17923 Forest Road, Forest
5711 Patterson Avenue	Botetourt County -
6980 Forest Hill Avenue	817 Main Street, Buchanan
City of Roanoke -	Campbell County -
1620 Hershberger Road, N.W.	20865 Timberlake Road
37 Church Avenue, SW	21437 Timberlake Road
City of Salem -	700 Main Street, Altavista
303 E. Burwell Street	Carroll County -
City of Staunton -	15497 Fancy Gap Highway, Cana
205 North Central Avenue	145 N Main Street, Hillsville
City of Suffolk -	Charles City County -
1008 West Washington Street	10000 Courthouse Road, Charles City
1525 North Main Street	Charlotte County -
6617 Holland Road	185 King Street, Keysville
City of Virginia Beach -	Chesterfield County -
1433 Kempsville Road	1120 Huguenot Road
3450 Pacific Avenue	5756 Hopkins Road
4592 Virginia Beach Boulevard	9960 Midlothian Turnpike
5101 Cleveland Street, Suite 101	9970 Ironbridge Road
601 Lynnhaven Parkway	11900 Chester Village Drive, Chester
6056 East Indian River Road	12840 Jefferson Davis Highway, Chester
930 First Colonial Road	11010 Hull Street Road, Midlothian
944 Independence Boulevard	17650 Midlothian Turnpike, Midlothian
	2500 Promenade Parkway, Midlothian
	6512 Harbour View Court, Midlothian

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

*Branch Banking and Trust Company of Virginia
(Continued)

Clarke County - 23 North Church Street, Berryville	Mechanicsville
Culpeper County - 806 Nottingham Street, Culpeper	Henrico County - 10791 West Broad Street 1300 E Parham Road 1650 Willow Lawn Drive 1776 Staples Mill Rd 3214 Skipwith Road 4802 S. Laburnum Avenue 4851 South Laburnum Avenue 5001 Lakeside Avenue 9012 Three Chopt Road River Road Shopping Center 6201 River Road 11400 Nuckols Road, Glen Allen
Cumberland County - Route 60, Anderson Highway, Cumberland	Henry County - 11020 Virginia Avenue, Bassett 2680 Virginia Avenue, Collinsville 4860 Greensboro Road, Ridgeway 1460 Fairystone Park Highway, Stanleytown
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 6661 Old Dominion Drive, McLean 8200 Greensboro Drive, McLean 12170 Sunset Hills Road, Reston 6949 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	James City County - 100 McLaws Circle
Fauquier County - 8318 East Main Street, Marshall 21 Main Street, Warrenton 251 West Lee Highway Suite 730, Warrenton	King and Queen County - State Routes 33 & 670, Mattaponi
Fluvanna County - 4342 James Madison Highway, Fork Union 13526 James Madison Highway, Palmyra	Loudoun County - 38997 East Colonial Highway, Hamilton 101 Catoctin Circle SE, Leesburg 7 West Market Street, Leesburg 7 Broadway, Lovettsville 202 West Washington Street, Middleburg 440 East Main Street, Purcellville 21 Main Street, Round Hill 25393 Elk Lick Road, South Riding 22550 Davis Drive, Sterling
Franklin County - 13400 Booker T. Washington Highway 4505 Timberline Road, Ferrum 35 Shepherd Drive, Rocky Mount 65 North Main Street, Rocky Mount	Louisa County - 223 Mineral Avenue, Mineral
Frederick County - 1855 Senseny Road 300 Westminster-Canterbury Drive 7800 Main Street, Middletown 126 Fairfax Pike, Stephens City 5306 Main Street, Stephens City	Lunenburg County - 204 South Broad Street, Kenbridge
Gloucester County - 14833 George Washington Memorial Hwy, Glenns 7171 George Washington Memorial Hwy., Gloucester	Mecklenburg County - 212 East Atlantic Street, South Hill
Greene County - 7003 Seminole Trail, Ruckersville	Nelson County - 10190 Critzer Shop Road, Afton 93 Front Street, Lovingston
Halifax County - 4018 Halifax Road, South Boston 904 Wilborn Avenue, South Boston	Nottoway County - 200 South Main Street, Blackstone
Hanover County - 703 England Street, Ashland 7021 Mechanicsville Turnpike,	Orange County - 202 South Main Street, Gordonsville
	Page County - 1 East Main Street, Luray 700 East Main Street, Luray
	Patrick County - 3607 Jeb Stuart Highway, Meadows of Dan 22121 Jeb Stuart Highway, Patrick Springs 100 Stonewall Court, Stuart
	Pittsylvania County - 148 Tightsqueeze Plaza, Chatham 2 North Main Street, Chatham
	Prince Edward County - 1304 South Main Street, Farmville

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

*Branch Banking and Trust Company of Virginia
(Continued)

Prince William County -
13414 Dumfries Road
7801 Sudley Road
4665 Sudley Road, Catharpin
14091 John Marshall Highway, Gainesville
12493 Dillingham Square, Lake Ridge
13927 Jefferson Davis Highway, Woodbridge
14229 Potomac Mills Road, Woodbridge
Rappahannock County -
644 Zachary Taylor Highway, Flint Hill
Roanoke County -
3119 Chaparral Drive
1111 East Washington Avenue, Vinton
203 Virginia Avenue, Vinton
Rockbridge County -
1233 N Lee Highway
744 N Lee Highway
College Square Center
5874 North Lee Highway, Fairfield
836 Rockbridge Rd, Glasgow
Rockingham County -
430 Highlands Place
317 N Main Street, Bridgewater
153 North Main Street, Broadway
200 Augusta Ave, Grottoes
14104 Timber Way, Timberville
Shenandoah County -
5180 Main Street, Mount Jackson
9383 Congress Street, New Market
115 West Spring Street, Woodstock
Smyth County -
5894 Lee Highway, Atkins
1020 East Lee Highway, Chilhowie
109 Palmer Avenue, Saltville
Southampton County -
22736 Main Street, Courtland
8314 Main Street, Ivor
22334 General Thomas Highway, Newsoms
Spotsylvania County -
3600 Plank Road
4535 Lafayette Boulevard
Stafford County -
760 Warrenton Road
117 Garrisonville Road, Stafford
Surry County -
270 Colonial Trail East, Surry
Sussex County -
205 Railroad Avenue, Wakefield
Tazewell County -
3102 W. Cedar Valley Drive, Cedar Bluff
901 East Fincastle Turnpike, Tazewell
Warren County -
102 East Main Street, Front Royal
123 East Sixth Street, Front Royal
432 South Street, Front Royal

Washington County -
intersection of Wyndale Road and
Highway 19, Abingdon
York County -
5340 George Washington Memorial Hwy,
Grafton

EFTS:

City of Chesapeake -
681-A North Battlefield Boulevard
City of Lynchburg -
Liberty University
3765 Candler's Mountain Road
Randolph-Macon Woman's College
2500 Rivermont Avenue
City of Norfolk -
Sentara-Norfolk General Hospital
600 Gresham Drive
City of Portsmouth -
Mayview Medical Center
3636 High Street
Arlington County -
1701 North George Mason Drive
Ballston Common Mall
4238 Wilson Boulevard
Botetourt County -
604 Minute Market,
Route 220 Alternate
Carroll County -
U.S. Route 58 & State Route 743
Franklin County -
Ferrum Minute Market, Route 40 West
Penhook Minute Market, Route 40 East
Redwood Minute Market, Route 40 East
Franklin Minute Market
Route 40 East, Rocky Mount
Panda Minute Market,
616 North Main Street, Rocky Mount

*Burke & Herbert Bank & Trust Company

100 South Fairfax Street
Alexandria 22313-0268
C.E.O.- David M. Burker
Cashier- Jeffrey L. Stryker, Senior Vice President

Brs:

City of Alexandria -
155 N Paxton Street
1705 Fern Street
1775 Jamieson Avenue
306 E Monroe Avenue
621 King Street
City of Falls Church -
225 West Broad Street
Arlington County -
500 South 23rd Street
Fairfax County -
2604 Sherwood Hall Lane
5519 Franconia Road
5705 Seminary Road

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

*Burke & Herbert Bank & Trust Company
(Continued)

Fairfax County -
5731 Telegraph Road
6210 Interparcel Road
8736-38 Cooper Road
6200 Backlick Road, Springfield

EFTS:

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

*Business Bank, The

8399 Leesburg Pike
Vienna 22183-2459 (Fairfax County)
C.E.O.- Harold C. Rauner, President
Cashier- Lisa M. Porter, Chief Financial Officer

1451 Dolley Madison Boulevard, McLean
1900 Centennial Park Drive, Reston

Capital One Bank

11011 West Broad Street
Glen Allen 23060 (Henrico County)
C.E.O.- Richard D. Fairbank, Chairman of the Board
Cashier- Miles Reidy, Chief Financial Officer

Br: Canada -

North American Centre
5650/5700 Yonge Street, North York,
Ontario

Central Virginia Bank

2501 Anderson Highway
Powhatan 23139-0039 (Powhatan County)
C.E.O.- Ralph Larry Lyons, President
Cashier- Charles F. Catlett, III,
Chief Financial Officer

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

Henrico County -

3490 Lauderdale Drive

Powhatan County -

2036 New Dorset Road
2490 Anderson Highway

*Chesapeake Bank

97 North Main Street
Kilmarnock 22482-1419 (Lancaster County)
C.E.O.- Jeffrey M. Szyperki,
Chairman of the Board
Cashier- John H. Hunt, II, Chief Financial Officer

Brs: City of Williamsburg -

1229 Lafayette Street
Gloucester County -
6793 George Washington Memorial Hwy,
Gloucester
Hayes Store Shopping Center
U S Route 17, Hayes

James City County -

4492 John Tyler Highway

Lancaster County -

10 Lancaster Drive, Irvington
King Carter Drive and Tavern Road,
Irvington

State Routes 3 and 201, Lively

Mathews County -

State Routes 198 and 14, Mathews

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
Blackstone 23824-1842 (Nottoway County)
C.E.O.- Mark C. Riley
Cashier- Alan A. Howard

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, 2002

<p>Citizens Bank and Trust Company (Continued) Prince Edward County - 1517 West Third Street, Farmville 1712 S. Main Street, Farmville</p> <p>Citizens Community Bank 800 North Mecklenburg Avenue South Hill 23970 (Mecklenburg County) C.E.O.- James H. Wells, President Cashier- John S. Joachim, Treasurer</p> <p>Br: Brunswick County - 4209 Gasburg Road, Gasburg</p> <p>*Citizens and Farmers Bank 802 Main Streets West Point 23181-0391 (King William County) C.E.O.- Larry G. Dillon, Chairman of the Board Cashier- Thomas Cherry, Chief Financial Officer</p> <p>Brs: City of Williamsburg - 1167 Jamestown Road Chesterfield County - 1400 Alverser Plaza, Midlothian Henrico County - 8001 West Broad Street 100 East Williamsburg Road, Sandston 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</p> <p>EFTS: King William County - 100 Winter Street, West Point Middlesex County - U. S. Route 17 Bypass Food Lion Store, Saluda</p> <p>Commonwealth Bank, The 9310 Midlothian Turnpike Richmond 23229-6433 (Chesterfield County) C.E.O.- J.E. Causey Davis, President Cashier- William R. Ranson, Treasurer</p> <p>Brs: City of Richmond - 707 East Main Street Henrico County - 12410 Gayton Road</p>	<p>900 N. Parham Road</p> <p>Community Bank of Northern Virginia 107 Free Court Sterling 20167-0027 (Loudoun County) C.E.O.- David P. Summers, President Cashier- Dale G. Phelps, Chief Financial Officer</p> <p>Brs: City of Fairfax - 4029 Chain Bridge Road Fairfax County - 13826 Lee Highway, Centreville 783 Station Street, Herndon 6809 Old Dominion Drive, McLean 5955 Kingstowne Towne Center, Springfield 302 Maple Avenue, Vienna 8150 Leesburg Pike, Vienna Loudoun County - 103 Fort Evans Road, Leesburg Purcellville Shopping Center 609 East Main Street, Purcellville Borders Plaza Center State Route 7 & Palisades Parkway, Sterling</p> <p>Community Bankers' Bank 2601 Promenade Parkway Midlothian 23113-0268 (Chesterfield County) C.E.O.- William H. McFaddin Cashier- Wendy M. Conley, Vice President</p> <p>Community First Bank 1646 Graves Mill Road Lynchburg 24502-0314 C.E.O.- John L. Wynne, President Cashier- F.F. Falls</p> <p>Brs: City of Lynchburg - 2301 Langhorne Road Nelson County - 69 Callohill Road, Lovingston</p> <p>*Consolidated Bank and Trust Company 320 N First Street Richmond 23261-6823 C.E.O.- Leon Scott, President Cashier- Allan Sturges</p> <p>Brs: City of Hampton - 101 N Armstead Ave City of Newport News - 2015 25th Street Henrico County - 5214 Chamberlayne Avenue</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

<p>*Farmers & Merchants Bank 205 South Main Street Timberville 22853-1111 (Rockingham County) C.E.O.- Julian D. Fisher, President Cashier- Neil Hayslett, Chief Financial Officer</p> <p>Brs: City of Harrisonburg - 207 University Boulevard, Suite 100 Rockingham County - 100 Plaza Drive, Bridgewater State Route 259, Broadway #10 Elkton Plaza Shopping Center, Elkton 127 West Rockingham Street, Elkton Shenandoah County - 120 South Main Street, Edinburg 161 South Main Street, Woodstock</p> <p>Farmers & Merchants Bank of Craig County, The 306 Main Street New Castle 24127-0400 (Craig County) C.E.O.- Julian W. Bostic, Jr., Executive Vice President Cashier- Phil W. Shelton</p> <p>Br: Craig County - N.W. Corner of Walnut & Court Street, New Castle</p> <p>Farmers & Merchants Bank-Eastern Shore 25275 Lankford Highway Onley 23418-0623 (Accomack County) C.E.O.- Ted Dunton Duer, President Cashier- Julie M. Badger, Chief Financial Officer</p> <p>Brs: Accomack County - 36344 Lankford Highway, Belle Haven 6402 Maddox Boulevard, Chincoteague 6461 Lankford Highway, Oak Hall 18501 Dunne Avenue, Parksley Northampton County - 16485 Lankford Highway, Eastville</p> <p>EFT: Northampton County - Shore Memorial Hospital 9507 Hospital Avenue, Nassawadox</p> <p>Farmers Bank of Appomattox, The 18 Main Street Appomattox 24522-0216 (Appomattox County) C.E.O.- Floyd E. Williams, President Cashier- Anthony Pinelli, Jr., Senior Vice President</p> <p>Brs: Appomattox County - Triangle Plaza Shopping Center Route 460, Appomattox Buckingham County - Southeast corner of State Rt.20 and U.S. Route 15, Dillwyn</p>	<p>Campbell County - Highway 24, Concord</p> <p>Farmers Bank, Windsor, Virginia 50 E Windsor Boulevard Windsor 23487-0285 (Isle of Wight County) C.E.O.- Richard J. Holland, Jr., President Cashier- Kathy C. Bryant</p> <p>Brs: City of Suffolk - 1238 Holland Road, Suite 104 Isle of Wight County - 1119 South Church Street, Smithfield</p> <p>Farmers and Miners Bank 403 W Morgan Avenue Pennington Gap 24277-2319 (Lee County) C.E.O.- Terry M. Estep, President Cashier- Beverly Graham</p> <p>Brs: Dickenson County - North side of State Route 83, 500 yards West of Brush Creek Road, Clintwood Piggly Wiggly Grocery Store, Piggly Wiggly Shopping Center, Chase St., Clintwood</p> <p>Lee County - U.S. Route 58 & State Route 694, Cumberland Gap State Route 673 & U.S. Route 58, Rose Hill</p> <p>Scott County - U.S. Route 23 and State Route 421, Weber City</p> <p>Wise County - 331 East Main Street, Wise</p> <p>EFT: Lee County - Lee Plaza, U. S. Highway 58, Jonesville</p> <p>*Fauquier Bank, The 10 Courthouse Square Warrenton 20188-0561 (Fauquier County) C.E.O.- C. Hunton Tiffany, President Cashier- Eric P. Graap, Chief Financial Officer</p> <p>Brs: City of Manassas - 9071 Center Street Fauquier County - Southeast Corner of the Intersection of U.S. Route 29 and State Route 600 Northeast Corner of Rts 28 and 806, Catlett Northeast Corner of the Intersection of Main Street and Loudoun Ave, The Plains 216 Broadview Avenue, Warrenton Prince William County - 8091 Sudley Road</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

*Fauquier Bank, The (Continued)

EFT:
Fauquier County -
6417 Lee Highway, Warrenton

*First Bank

112 West King Street
Strasburg 22657-2220 (Shenandoah County)
C.E.O.- Harry S. Smith, President
Cashier- Stephen C. Pettit, Senior Vice President

Brs: City of Winchester -
2210 Valley Avenue
661 North Loudoun Street
Frederick County -
3143 Valley Pike
Shenandoah County -
496 North Main Street, Woodstock
860 South Main Street, Woodstock
Warren County -
1717 Shenandoah Avenue, Front Royal
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 24266-0457 (Russell County)
C.E.O.- William H. Hayter, President
Cashier- W. Mark Nelson, Chief Financial Officer

Brs: City of Bristol -
1419 West State Street
38 East Valley Drive
City of Harrisonburg -
396 South High Street
City of Staunton -
1030 Richmond Road
Russell County -
970 East Main Street, Lebanon
Washington County -
Intersection of US Routes 19 and 11
933 E Main Street, Abingdon

OUT OF STATE

Tennessee -
1314 Volunteer Parkway, Bristol
2100 Forest Drive, Gray
1185 North State of Franklin Road,
Johnson City
1108 East Stone Drive, Kingsport

EFT:
Washington County -
18528 Lee Highway, Abingdon

First Capital Bank
4101 Dominion Boulevard
Glen Allen 23060-3377 (Henrico County)
C.E.O.- Robert G. Watts Jr.
Cashier- Don S. Garber, Chief Financial Officer

Br: Hanover County -
113 Junction Drive, Ashland

First Commonwealth Bank
303 West Main Street
Wise 24293-0150 (Wise County)
C.E.O.- Sue Ellen Fleming,
Executive Vice President

Br: City of Norton -
1026 Park Avenue

First Sentinel Bank
315 Railroad Ave
Richlands 24641-1050 (Tazewell County)
C.E.O.- W. David Peters, President
Cashier- Randall L. Deel, Treasurer

Brs: Tazewell County -
East Riverside Drive and Valley View
U.S. Routes 19 and 460,
one mile east of Claypool Hill

*First State Bank
445 Mount Cross Road
Danville 24543-0640
C.E.O.- Kelvin G. Perry
Cashier- Sheila Williamson-Branch,
Assistant Vice President

Brs: City of Danville -
1296 Piney Forest Road
201 N Union Street

*First Vantage Bank/Tri-Cities
3000 Lee Highway
Bristol 24202
C.E.O.- James A. Ley
Cashier- James M. Cochrane

Brs: Dickenson County -
Chase Street, Clintwood
Main Street, Haysi
Russell County -
U.S. Highway 58, Castlewood
Rebub Highway, Honaker
Russell County Shopping Center, Lebanon

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

*First Vantage Bank/Tri-Cities (Continued)

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

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

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

OUT OF STATE

Tennessee -
3416 Highway 126, Blountville
1149 Volunteer Parkway
Southside Shopping Center, Bristol
1606 W. State Street, Bristol
1604 E. Andrew Johnson Highway,
Greeneville
104 University Parkway, Suite 1,
Johnson City
203 Broyles Drive, Johnson City
3200 Fort Henry Drive, Kingsport
401 Commerce Street, Kingsport
529 Big Limestone Road, Limestone
138 Main Street, Mount Carmel
5928 U.S. Highway 11-E, Piney Flats

*First Virginia Bank
6400 Arlington Boulevard
Falls Church 22042-0088 (Fairfax County)
C.E.O.- Michael G. Anzilotti, President
Cashier- John J. Brough, II, Chief Financial Officer

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

City of Fairfax -
10302 Willard Way

City of Falls Church -
191 West Broad Street

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

City of Manassas -
10040 Dumfries Road
8650 Centreville Road

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

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

Fauquier County -
11047 Marsh Road, Bealeton

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

<p>*First Virginia Bank (Continued)</p> <p>Fauquier County - 3420 Catlett Road, Catlett 100 John Stone Street, Remington 530 Blackwell Road, Warrenton</p> <p>King George County - 2207 West Dahlgren Road State Routes 3 & 610, King George</p> <p>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</p> <p>Prince William County - 10420 Portsmouth Road 11670 Sudley Manor Road 7681 Linton Hall Road, Gainesville 14901 Washington Street, Haymarket 12435 Dillingham Square, Woodbridge 13920 Noblewood Plaza, Woodbridge 14000 Jefferson Davis Highway, Woodbridge 16541 River Ridge Boulevard, Woodbridge 2089 Daniel Stuart Square, Woodbridge 5844 Mapledale Plaza, Woodbridge</p> <p>Spotsylvania County - 4630 Mine Road, Lee's Hill</p> <p>Stafford County - 289 Garrisonville Road Chatham Square Shopping Center 300 Butler Road</p> <p>Westmoreland County - 416 Colonial Avenue, Colonial Beach Highway 202, Hague</p> <p>EFTS: Loudoun County - 22605 Sterling Boulevard, Sterling</p> <p>Spotsylvania County - Spotsylvania Mall</p> <p>*First Virginia Bank - Southwest 601 S. Jefferson Street Roanoke 24019-0585 C.E.O.- Charles L. Robbins III, Chairman of the Board Cashier- James M. Cochrane, Chief Financial Officer</p> <p>Brs: City of Covington - 450 West Main Street City of Danville - 1017 West Main Street 1410 Piney Forest Road City of Galax - 300 North Main Street</p>	<p>City of Lynchburg - 1110 Main Street</p> <p>City of Radford - 1201 East Main Street 522 West Main Street</p> <p>City of Roanoke - 1828 Electric Road 2036 Colonial Avenue, S.W. 3458 Orange Avenue, N.E. 4922 Valley View Boulevard Valley View Mall 6625 Williamson Road, N.W.</p> <p>City of Salem - 121 Electric Road 231 College Avenue 2809 West Main Street</p> <p>Alleghany County - Mallow Mall Shopping Center</p> <p>Amherst County - 164 Main Street, Amherst 2700 Amherst Highway, Madison Heights</p> <p>Bath County - Main Street, Hot Springs</p> <p>Bland County - Main Street, Bland Main Street, Rocky Gap</p> <p>Campbell County - 7901 Timberlake Road 440 Lursardi Drive, Brookneal U.S. Route 501 & State Route 24, Rustburg</p> <p>Franklin County - 12094 Old Franklin Turnpike, Union Hall 40 Main Street, Boones Mill 350 Tanyard Road, Rocky Mount 369 Franklin Street, Rocky Mount 20 Jubal Early Highway, Wirtz</p> <p>Giles County - 300 Main Street, Narrows 800 Wenonah Avenue, Pearisburg Cascade Drive U.S. Route 460, Pembroke 250 Virginia Avenue, Rich Creek</p> <p>Grayson County - 473 West Main Street, Fries 317 East Main Street, Independence</p> <p>Montgomery County - 151 Country Club Drive, Blacksburg 902 Price's Fork Road, Blacksburg 50 Peppers Ferry Road, N.W., Christiansburg 985 Cambria Street NE, Christiansburg 6936 Roanoke Road, Shawsville</p> <p>Pittsylvania County - 2801 Westover Drive Staunton Plaza Shopping Center, Hurt</p> <p>Pulaski County - 1105 Bob White Boulevard Lee Highway & Trinkle Avenue, Dublin</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

*First Virginia Bank - Southwest (Continued)

Roanoke County -
4309 Starkey Road
1920 East Washington Avenue, Vinton
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
Hillsboro and Market Streets, Tazewell
West Main 201, Tazewell
Wythe County -
100 West Buck Street, Rural Retreat
1055 East Main Street, Wytheville
1105 North Fourth Street, Wytheville
170 East Main Street, Wytheville

EFTS:

Franklin County -
Smith Mountain Lake Visitors Center
2 Bridgewater Plaza, Route 122
Montgomery County -
7480 Lee Highway

*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

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-Colonial

700 East Main Street
Richmond 23261-7911
C.E.O.- S. Anderson Hughes, President
Cashier- Talmadge L. Garner

Brs: City of Colonial Heights -

2208 Boulevard
497 South Park Circle
Southpark Mall, Space B-85
230 Southpark Circle

City of Hopewell -

1421 West City Point Road

City of Petersburg -

1883 South Crater Road

City of Richmond -

200 East Belt Boulevard
4710 Walmsley Boulevard
600 East Main Street
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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

*First Virginia Bank-Colonial (Continued)

Chesterfield County -
7747 Midlothian Pike
Chesterfield Towne Center
11500 Midlothian Turnpike
2501 W Hundred Road, Chester
4221 W. Hundred Road, Chester
1001 Sycamore Square Drive, Midlothian
11101 Hull Street Road
Victorian Square Branch, Midlothian
13644 Hull Street Road, Midlothian
Dinwiddie County -
25901 Cox Road
Hanover County -
700 England Street, Ashland
Kings Charter Commercial Center
Sliding Hill Road, Ashland
6127 Mechanicsville Turnpike,
Mechanicsville
8074 Mechanicsville Turnpike,
Mechanicsville
9186 Chamberlayne Avenue, Mechanicsville
Henrico County -
10000 West Broad Street
11200 Patterson Avenue
1794 Parham Road
1900 Lauderdale Drive
2300 Hungary Road
5600 West Broad Street
5900 Brook Road
Fountain Square Shopping Center
8044 West Broad Street
Laburnum Avenue & Finlay Street
Richmond International Airport
1 Richard E. Byrd Terminal Drive
Mecklenburg County -
State Route 903 & 751, Bracey
111 East Danville Street, South Hill
Town Square Shopping Center
725 East Atlantic Street, South Hill
Prince Edward County -
200 North Main Street, Farmville
Longwood Village Shopping Center
1508 S Main Street, Farmville
Business Route 460, Pamplin City
Prince George County -
5100 Oaklawn Boulevard
5320 Oaklawn Boulevard

EFTS:

City of Colonial Heights -
Southpark Mall, Space B-85
Chesterfield County -
Chesterfield Towne Center
11500 Midlothian Turnpike

*First Virginia Bank-Hampton Roads

555 Main Street
Norfolk 23514-3097
C.E.O.- Robert M. Boyd, Chairman of the Board
Cashier- Talmadge L. Garner

Brs: City of Chesapeake -

239 Battlefield Boulevard
Great Bridge Shopping Center
3343 Western Branch Boulevard
825 Volvo Parkway
Greenbrier Branch
Greenbrier Mall
1401 Greenbrier Parkway

City of Emporia -

524 North Main Street

City of Franklin -

343 North College Drive

City of Hampton -

1033 West Mercury Boulevard

City of Newport News -

11718 Jefferson Avenue

397 Denbigh Boulevard

955 Harpersville Road

City of Norfolk -

1020 Fisherman's Road

131 West Ocean View Avenue

2100 Colonial Avenue

2222 East Little Creek Road

3935 East Princess Anne Road

4000 Hampton Boulevard

6145 Sewells Point Road

901 W Little Creek Road

Norfolk International Airport

City of Poquoson -

452 Wythe Creek Road

City of Portsmouth -

355 Crawford Street

5100 Portsmouth Boulevard

City of Suffolk -

1000 North Main Street

101 East Washington Street

1463 North Main Street

1512 Holland Road

3131 Bridge Road

6423 Whaleyville Blvd

City of Virginia Beach -

1344 Great Neck Road

1924 Centerville Turnpike

Woods Corner Branch

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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

*First Virginia Bank-Hampton Roads (Continued)

<p>City of Williamsburg - 171 Monticello Avenue 300 Second Street Accomack County - 13350 Lankford Highway, Mappsville 44 Market Street, Onancock 25386 Lankford Highway, Onley Gloucester County - 6609 Main Street, Gloucester 2324 George Washington Memorial Hwy., Hayes Isle of Wight County - 1803 S Church Street, Smithfield Middlesex County - Southside of State Route 33 1/2 Mile West of County Route 1101, Deltaville Route 33, Saluda 40 Cross Street, Urbanna Northampton County - Shore Plaza Shopping Center 4070 Lankford Highway, Exmore Southampton County - 22241 Main Street, Courtland 22510 Linden Street, Courtland Surry County - 176 Colonial Trail-East, Surry Sussex County - 15103 Courthouse Road, Sussex 209 West Main Street, Waverly 233 South County Drive, Waverly York County - 4360 George Washington Memorial Hgwy, Grafton</p> <p>EFTS: City of Norfolk - 1518 Colley Avenue Norfolk International Airport</p> <p>First and Citizens Bank Monterey 24465-0529 (Highland County) C.E.O.- Vernon D. Wooddell</p> <p>Freedom Bank of Virginia, The 502 Maple Avenue West Vienna 22180 (Fairfax County) C.E.O.- James N. Newsome, Chairman of the Board Cashier- Karin Johns, Senior Vice President</p> <p>Guaranty Bank 1658 State Farm Boulevard Charlottesville 22906-7206 (Albemarle County) C.E.O.- William E. Doyle, Jr. Cashier- Thomas F Crump, Senior Vice President</p> <p>Brs: City of Charlottesville - 1022 West Main Street</p>	<p>1924 Arlington Boulevard 400 East Main Street City of Harrisonburg - southeast corner of intersection of Neff Avenue and Reservoir Street Albemarle County - 1700 Seminole Trail Out-parcel B-1, Forest Lakes, U. S. Route 29 and Worth Crossing Fluvanna County - Outparcel 1, Lake Monticello Plaza State Route 53 and Turkey Sag Trail, Lake Monticello</p> <p>Hanover Bank 8071 Mechanicsville Turnpike P.O. Box 397 Mechanicsville 23111-0397 (Hanover County) C.E.O.- William E. Martin Jr., President Cashier- Patrick J. Tewell, Controller</p> <p>Brs: Hanover County - 10374 Leadbetter Road, Ashland 201 N. Washington Highway, Ashland 4241 Mechanicsville Turnpike, Mechanicsville</p> <p>Harbor Bank 1 Old Oyster Point Road Newport News 23612-0104 C.E.O.- Gordon L. Gentry, Jr., President Cashier- Geoffrey C. Warner, Chief Financial Officer</p> <p>Brs: City of Hampton - 550 Settlers Landing Road City of Newport News - 11001 Warwick Boulevard 13769 Warwick Boulevard 14801 Warwick Boulevard 762 J. Clyde Morris Boulevard James City County - 1312 Jamestown Road 6000 Patriots Colony Drive</p> <p>*Heritage Bank & Trust 841 North Military Highway Norfolk 23514-3749 C.E.O.- Robert J. Keogh, President Cashier- Catherine Jackson, Chief Operating Officer</p> <p>Brs: City of Chesapeake - 1450 South Military Highway City of Norfolk - 200 East Plume Street 4807 Colley Avenue 735 E. Ocean View Avenue</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

<p>Highlands Community Bank 307 Thacker Avenue Covington 24426-5059 C.E.O.- H. C. Rhodes, Jr., President Cashier- Sally Gilbert, Vice President</p>	<p>Marathon Bank, The 4095 Valley Pike Stephens City 22655-0998 (Frederick County) C.E.O.- Donald L. Unger, President Cashier- Frederick A. Board</p>
<p>Highlands Union Bank 340 West Main Street Abingdon 24212-1128 (Washington County) C.E.O.- Samuel L. Neese, Executive Vice President Cashier- James T. Riffe</p>	<p>Brs: City of Winchester - 1041 Berryville Avenue 139 N. Cameron Street Frederick County - 1447 North Frederick Pike Shenandoah County - 1014 South Main Street, Woodstock Warren County - Post Office Plaza 300 Warren Ave, Front Royal</p>
<p>Brs: City of Bristol - 821 Commonwealth Avenue 999 Old Airport Road Smyth County - 1425 North Main Street, Marion Washington County - 164 Jonesborough Road, Abingdon 24412 Maringo Road, Abingdon 506 Maple Street, Glade Spring</p>	<p>EFTS: Frederick County - 1511 Martinsburg Pike 2135 Reliance Road, Middletown Warren County - 851 John Marshall Highway, Front Royal</p>
OUT OF STATE	
<p>North Carolina - 1013 Highway 105, Boone Tennessee - 4020 Highway 66 South, Rogersville</p>	<p>*Middleburg Bank, The 111 West Washington St Middleburg 20118-0005 (Loudoun County) C.E.O.- Joseph L. Boling, President Cashier- Alice P. Frazier, Chief Financial Officer</p>
<p>James Monroe Bank 3033 Wilson Boulevard Arlington 22201-3843 (Arlington County) C.E.O.- John R. Maxwell, President Cashier- Richard Linhart, Chief Operating Officer</p>	<p>Brs: Loudoun County - 20955 Professional Plaza, Ashburn 4 South King Street, Leesburg Harrison Street and Catocin Circle, Leesburg 431 East Main Street, Purcellville</p>
<p>Brs: City of Fairfax - 10509 Judicial Drive Fairfax County - 7023 Little River Tnpk., Suite 101, Annandale Loudoun County - 10 West Market Street, Leesburg 606 South King Street, Leesburg</p>	<p>Miners Exchange Bank 483 Front Street Coeburn 24230-1197 (Wise County) C.E.O.- Charles R. Ward, President Cashier- Melony Adkins, Chief Financial Officer</p>
<p>Lee Bank & Trust Company 600 West Morgan Avenue Pennington Gap 24277-0100 (Lee County) C.E.O.- Lewis S. Oatts, Executive Vice President Cashier- J. Lee Laningham, Chief Financial Officer</p>	<p>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</p>
<p>Brs: City of Bristol - 707 Gate City Highway Lee County - U.S. Route 58, Dryden Corner of Church & Institute Streets, Jonesville</p>	<p>Miners and Merchants Bank and Trust Company Walnut Street & Main Street Grundy 24614-1010 (Buchanan County) C.E.O.- S. Gregory Compton Cashier- Barry C. Elswick</p>

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

Miners and Merchants Bank and Trust Company (Continued)	OUT OF STATE
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 Russell County - 16-18 Main Street, Lebanon Tazewell County - 1425 Second Street, Richlands Washington County - 914 W. Main Street, Abingdon Wise County - 28 Russell Street, St. Paul	West Virginia - 1221 Stafford Drive, Princeton
Monarch Bank 750 Volvo Parkway Chesapeake 23320-2817 C.E.O.- William F. Rountree, Jr., President Cashier- David A. Patterson, Chief Financial Officer	Northern Neck State Bank 5839 Richmond Road Warsaw 22572-0068 (Richmond County) C.E.O.- N. Byrd Newton, President Cashier- D. Anthony Peay, Vice President
Brs: City of Chesapeake - 601 Battlefield Boulevard South City of Virginia Beach - 100 Lynnhaven Parkway 3701 Pacific Avenue	Brs: Essex County - 1649 Tappahannock Boulevard, Tappahannock 1660 Tappahannock Boulevard, Tappahannock Lancaster County - 284 North Main Street, Kilmarnock 485 Chesapeake Drive, White Stone Northumberland County - 15043 Northumberland Highway, Burgess Route 360 - Main Street, Reedville Richmond County - Time Square Shopping Center U.S. Route 360, Warsaw Westmoreland County - State Route 3, Montross
New Peoples Bank, Inc. 2 Gent Drive Honaker 24260-1810 (Russell County) C.E.O.- Kenneth D. Hart, President Cashier- Frank Sexton, Jr.	Page Valley Bank, The 17 West Main Street Luray 22835-0609 (Page County) C.E.O.- Leland F. Pittman, President Cashier- Diana B. Embrey
Brs: Buchanan County - the NE Corner of State Routes 80 & 600, Davenport Dickenson County - Colley Shopping Center, Highway 83, Clintwood 402 Main Street, Haysi Russell County - 102 Miners Drive, Castlewood 685 East Main Street, Lebanon Scott County - 326 East Jackson Street, Gate City 131 U. S. Route 23 South, Weber City Tazewell County - U.S. Routes 19 and 460, Pounding Mill 157 Tazewell Mall Circle, Tazewell Wise County - 419 Shawnee Avenue East, Big Stone Gap	Brs: Page County - 612 East Main Street, Luray 600 S. 3rd Street, Shenandoah
	Peoples Bank of Virginia 2702 North Parham Road Richmond 23255 (Henrico County) C.E.O.- James H. Atkinson, Jr., President Cashier- Vera H. Primm, Chief Financial Officer
	Brs: Chesterfield County - 5734 Hopkins Road 6951 Commons Plaza
	Peoples Bank, The Highway 58 Ewing 24248-0099 (Lee County) C.E.O.- Micki Tye 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 200 Main Street, Rose Hill

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

<p>Peoples Community Bank 15960 Kings Highway Montross 22520-0306 (Westmoreland County) C.E.O.- William L. Johns, President Cashier- Debra Norris</p> <p>Brs: King George County - State Route 3, one-third mile west of State Route 206 Richmond County - U.S. Route 360 at State Route 624, Warsaw Stafford County - southeast corner of the intersection of State Route 3 and State Route 607</p> <p>Pioneer Bank 252 E. Main Street Stanley 22851-0010 (Page County) C.E.O.- Thomas R. Rosazza, Cashier- Lori Hassett</p> <p>Brs: City of Harrisonburg - 120 South Main Street 932 West Market Street Greene County - 8315 Spotswood Trail, Stanardsville Page County - 800 East Main Street, Luray 511 South Third Street, Shenandoah</p> <p>*Planters Bank & Trust Company of Virginia 24 South Augusta Street Staunton 24402-1309 C.E.O.- William D. Stegall Cashier- Donna H. Snyder</p> <p>Brs: City of Buena Vista - 2101 Forest Avenue City of Harrisonburg - 375 North Mason Street City of Staunton - 2201 N Augusta Street 2307 W Beverly Street City of Waynesboro - 100 Lucy Lane 251 N Poplar Avenue Augusta County - Greenville Avenue Route 250 East U.S. Route 250 & State Route 640, Fishersville U.S. Route 340 & State Route 608, Stuarts Draft U.S. Route 11, Verona Rockbridge County - 1197 North Lee Highway 9 Lloyd Tolley Road, Natural Bridge Station</p>	<p>Rockingham County - 106 Sixth Street, Grottoes</p> <p>EFTS: City of Staunton - 600 North Coalter Street Rockingham County - 305 Augusta Avenue, Grottoes</p> <p>Potomac Bank of Virginia 133 Maple Avenue East Vienna 22180-5741 (Fairfax County) C.E.O.- G. Lawrence Warren, President Cashier- Stephanie H. Ogle, Senior Vice President</p> <p>Brs: Fairfax County - 8501 Arlington Boulevard</p> <p>Prosperity Bank & Trust Company 5803 Rolling Road Springfield 22152-0789 (Fairfax County) C.E.O.- Robert J. McDonough, President Cashier- William T. Freitag</p> <p>Brs: Fairfax County - 6050 A Burke Commons Road, Burke 6975-A Springfield Blvd, Springfield</p> <p>Resource Bank 3720 Virginia Beach Boulevard Virginia Beach 23466-1009 C.E.O.- Lawrence N. Smith, President Cashier- Eleanor J. Whitehurst</p> <p>Brs: City of Chesapeake - 501 Independence Parkway, Suite 105 City of Newport News - 735 Thimble Shoals Boulevard, Suite 170 City of Richmond - 8730 Stony Point Parkway, Suite 100 City of Virginia Beach - Hilltop North Shopping Center 1616 Laskin Road Fairfax County - 625 Elden Street, Herndon</p> <p>Rockingham Heritage Bank 110 University Boulevard Harrisonburg 22801-0352 C.E.O.- John K. Stephens, President Cashier- Fredrick W. Galway</p> <p>Brs: City of Harrisonburg - 1980 S. Main Street 677 Chicago Avenue Augusta County - 49 Lee Jackson Highway, Suite 101 Wellington Plaza, Jefferson Highway</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

<p>Rockingham Heritage Bank (Continued) Augusta County - 54 Franklin Street, Suite 102, Weyers Cave Rockingham County - 410 Spotswood Avenue, Elkton</p>	<p>Br: Chesterfield County - 6736 Southshore Drive, Midlothian</p>
<p>*Second Bank & Trust 102 S Main Street Culpeper 22701-0071 (Culpeper County) C.E.O.- Christopher J. Honenberger Cashier- Scott M. Fuller, Controller</p>	<p>Southern Financial Bank 37 East Main Street Warrenton 20186-3420 (Fauquier County) C.E.O.- Georgia S. Derrico, Chairman of the Board Cashier- Patricia Ferrick, Chief Financial Officer</p>
<p>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 134-136 West Main Street, Orange</p>	<p>Brs: City of Charlottesville - 300 East Market Street City of Fairfax - 4021 University Drive 9720 Lee Highway City of Fredericksburg - 2062 Plank Road City of Manassas - 10175 Hastings Drive City of Richmond - 3124 West Broad Street City of Winchester - 25 West Piccadilly Street Fairfax County - 7857 Heritage Drive, Annandale 2545 Centreville Road, Q18, Herndon 362 Elden Street, Herndon 8414 Lee Highway, Merrifield 6354 Walker Lane, Springfield 527 Maple Avenue East, Vienna</p>
<p>EFT: Culpeper County - 501 Sunset Lane, Culpeper</p>	<p>Fauquier County - 322 Lee Highway, Warrenton Frederick County - 1095 Millwood Pike Hanover County - 8206 Atlee Road, Mechanicsville Henrico County - 2801 North Parham Road 5419 Lakeside Avenue 6401 Horsepen Road Loudoun County - 526 East Market Street, Leesburg 101 West Washington Street, Middleburg 46910 Community Plaza, Sterling Prince William County - 13542 Minnieville Road, Woodbridge Spotsylvania County - 10693 Courthouse Road</p>
<p>Shore Bank 25253 Lankford Highway Onley 23418-0920 (Accomack County) C.E.O.- Scott C. Harvard, President Cashier- Steven M. Belote, Chief Financial Officer</p>	<p>OUT OF STATE</p>
<p>Brs: Accomack County - 6350 Maddox Boulevard, Chincoteague 118 Dunne Avenue, Parksley Northampton County - 21220 N. Bayside Drive, Cheriton 4071 Lankford Highway, Exmore</p>	<p>OUT OF STATE</p>
<p>OUT OF STATE</p>	<p>OUT OF STATE</p>
<p>Maryland - 100 Downtown Plaza, Salisbury 1503 S. Salisbury Boulevard, Salisbury</p>	<p>OUT OF STATE</p>
<p>Southern Community Bank & Trust 13531 Midlothian Turnpike Midlothian 23113-0330 (Chesterfield County) C.E.O.- Thomas W. Winfree, Cashier- Stephen R. Kinnier, Chief Financial Officer</p>	<p>Washington, D.C. - 1055 Thomas Jefferson Street, N.W.</p>
<p>*Southside Bank 307 Church Lane Tappahannock 22560-1005 (Essex County) C.E.O.- Joe A. Shearin, President Cashier- Lloyd M. Bailey, Jr.</p>	<p>OUT OF STATE</p>

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

*Southside Bank (Continued)

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
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

Towne Bank
5716 High Street
Portsmouth 23703-4502
C.E.O.- G. Robert Aston Jr.
Cashier- Clyde E. McFarland,
Executive Vice President

Brs: City of Chesapeake -
1312 Greenbrier Parkway
City of Portsmouth -
6201 Portsmouth Boulevard
City of Virginia Beach -
2101 Parks Avenue, Suite 100
4216 Virginia Beach Boulevard,
Suite 180
984 First Colonial Road

*Union Bank and Trust Company
211 N Main Street
Bowling Green 22427-0446 (Caroline County)
C.E.O.- G. William Beale, President

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 -
9665 Sliding Hill Road, Ashland
U.S. Route 1 & State Route 657, Ashland
6110 Mechanicsville Turnpike,
Mechanicsville
9534 Chamberlayne Road, Mechanicsville
King George County -
State Route 3, King George
King William County -
Route 360 East Approx 1.5 Mi S of
State Route 30, Manquin

Spotsylvania County -
10415 Courthouse Road
11625 Brock Road
4210 Plank Road
4540 Lafayette Boulevard
8520 Jefferson Davis Highway
5510 Morris Road, Thornburg
Stafford County -
622 Cambridge Street
Westmoreland County -
State Route 205 - McKinney Boulevard,
Colonial Beach

EFT:

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

*United Bank
11185 Main Street
Vienna 22182
C.E.O.- Kendal E. Carson
Cashier- James J. Consagra, Jr.

Brs: City of Alexandria -
302 South Washington Street
City of Fairfax -
10855 Lee Highway
City of Manassas -
9872 Liberia Avenue
Arlington County -
2300 Ninth Street, South
4005 Wilson Boulevard
5335 Lee Highway
6402 Williamsburg Blvd
Fairfax County -
13060 Fair Lakes Blvd
7787 Leesburg Pike
George Mason University
4400 University Drive
3289 Woodburn Road, Annandale
4501 Daly Drive, Chantilly
1320 Old Chain Bridge Road, McLean
8351 Greensboro Drive, McLean
1498 North Point Village Center, Reston
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
Prince William County -
18116 Triangle Shopping Plaza, Dumfries

OUT OF STATE

Washington, D.C. -
1275 Pennsylvania Avenue, N. W.
1667 K Street, N.W.

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2002

*United Bank (Continued)
 Washington, D.C. -
 1875 Eye Street, N. W.
 4900 Massachusetts Avenue, N.W.
 Maryland -
 5272 River Road, Bethesda
 7535 Old Georgetown Road, Bethesda
 19701 Frederick Avenue, Germantown
 12101 Rockville Pike, Rockville

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

Valley Bank
 36 Church Avenue, SW
 Roanoke 24001
 C.E.O.- Ellis L. Gutshall, President
 Cashier- A. Wayne Lewis, Chief Operating Officer

Brs: City of Roanoke -
 1518 Hershberger Road, N.W.
 2203 Crystal Spring Avenue, SW
 City of Salem -
 8 East Main Street
 Roanoke County -
 4467 Starkey Road, SW
 1003 Hardy Road, Vinton

*Virginia Bank and Trust Company
 336 Main Street
 Danville 24543-3447
 C.E.O.- L. Frank King, Jr., President
 Cashier- Roger Gillespie

Brs: City of Danville -
 2600 Riverside Drive
 Kings Fairground Plaza
 3300 North Main Street
 U.S. Route 58 East and Airport Drive
 Pittsylvania County -
 4080 Franklin Turnpike
 55 North Main Street, Chatham

Virginia Commerce Bank
 5350 Lee Highway
 Arlington 22207-1608 (Arlington County)
 C.E.O.- Peter A. Converse, President
 Cashier- William K. Beauchense

Brs: City of Alexandria -
 1414 Prince Street
 506 King Street
 5140 Duke Street
 City of Fairfax -
 10777 Main Street

Arlington County -
 2930 Wilson Boulevard
 6500 Williamsburg Boulevard
 Fairfax County -
 4230 John Marr Drive, Annandale
 13881G Metrotech Drive, Chantilly
 1356 Chain Bridge Road, McLean
 11820 Spectrum Center, Reston
 374 Maple Avenue, Vienna
 Prince William County -
 2030 Old Bridge Road, Lake Ridge

EFT:
 City of Alexandria -
 185 Somerville Street

Virginia Community Bank
 State Route 22 & U.S. Route 33
 Louisa 23093-0888 (Louisa County)
 C.E.O.- A. Pierce Stone, President
 Cashier- Betty N. Hiter, Senior Vice President

Brs: Culpeper County -
 701 South Main Street, Culpeper
 Louisa County -
 Main Street & Cutler Avenue, Louisa
 Mineral Avenue & Fourth Street, Mineral
 Orange County -
 185 Madison Rd
 Spotsylvania County -
 10645 Courthouse Road

Virginia Heartland Bank
 4700 Harrison Road
 Fredericksburg 22404-7267 (Spotsylvania County)
 C.E.O.- Edward V. Allison, Jr.,
 Chairman of the Board
 Cashier- Scott Fuller

Brs: City of Fredericksburg -
 1016 Charles Street
 Caroline County -
 268 North Main Street, Bowling Green
 18121 Jefferson Davis Highway, Ruther Glen
 Spotsylvania County -
 5996 Plank Road
 Stafford County -
 25 Greenbank Road

(D-I) Drive In
 (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, 2002

CITIES	CITY OF BUENA VISTA
CITY OF ALEXANDRIA	Br: Branch Banking and Trust Company of Virginia 1002 Magnolia Avenue
Brs: Branch Banking and Trust Company of Virginia 1717 King Street 606 King Street	Br: Planters Bank & Trust Company of Virginia 2101 Forest Avenue
Burke & Herbert Bank & Trust Company 100 South Fairfax Street	CITY OF CHARLOTTESVILLE
Brs: 155 N Paxton Street 1705 Fern Street 1775 Jamieson Avenue 306 E Monroe Avenue 621 King Street	Br: Albemarle First Bank 100 5th Street, SE
EFT: 2836 Duke Street	Brs: Branch Banking and Trust Company of Virginia 1425 Seminole Trail 2033 Ivy Road 300 Preston Avenue
Brs: First Virginia Bank 300 South Washington Street 4999 Seminary Road Van Dorn Plaza Shopping Center, 233 S. Van Dorn Street	Br: First Virginia Bank-Blue Ridge 120 Seminole Court, Seminole Square Shopping Center 2149 North Barracks Road 305 East Jefferson Street
Br: United Bank 302 South Washington Street	Brs: Guaranty Bank 1022 West Main Street 1924 Arlington Boulevard 400 East Main Street
Brs: Virginia Commerce Bank 1414 Prince Street 506 King Street 5140 Duke Street	Br: Southern Financial Bank 300 East Market Street
EFT: 185 Somerville Street	
CITY OF BRISTOL	CITY OF CHESAPEAKE
Br: Bank of Marion, The 3124 Lee Highway, Suite 1	Bank of Hampton Roads, The 201 Volvo Parkway
Brs: First Bank and Trust Company, The 1419 West State Street 38 East Valley Drive	Brs: 1400 Kempsville Road, Suite 102 1500 Mt Pleasant Road 4108 Portsmouth Boulevard 4507 Relay Road 4720 Battlefield Boulevard, South 712 Liberty Street 852 N. George Washington Highway
First Vantage Bank/Tri-Cities 3000 Lee Highway	EFT: 1320 Northwest Boulevard Suite 100
Brs: Highlands Union Bank 821 Commonwealth Avenue 999 Old Airport Road	Br: Bank of the Commonwealth Las Gaviotas Shopping Center, 1217 Cedar Road
Br: Lee Bank & Trust Company 707 Gate City Highway	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
Br: Miners and Merchants Bank and Trust Company 1897 Lee Highway	EFT: 681-A North Battlefield Boulevard

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

CITY OF CHESAPEAKE (Continued)

Brs: First Virginia Bank-Hampton Roads
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

Monarch Bank
750 Volvo Parkway
Br: 601 Battlefield Boulevard South

Br: Resource Bank
501 Independence Parkway, Suite 105

Br: Towne Bank
1312 Greenbrier Parkway

CITY OF CLIFTON FORGE

Br: Branch Banking and Trust Company of
Virginia
1633 Main Street

CITY OF COLONIAL HEIGHTS

Br: Bank of Southside Virginia, The
764 East Eilerslie Ave
EFT: South Park Avenue and Roslyn Road

Br: Branch Banking and Trust Company of
Virginia
2609 Boulevard

Brs: First Virginia Bank-Colonial
2208 Boulevard
497 South Park Circle
Southpark Mall, Space B-85, 230 Southpark
Circle

EFT: Southpark Mall, Space B-85

CITY OF COVINGTON

Brs: Branch Banking and Trust Company of
Virginia
1113 South Craig Avenue
116 West Riverside Street

Br: First Virginia Bank - Southwest
450 West Main Street

Highlands Community Bank
307 Thacker Avenue

CITY OF DANVILLE

Br: Branch Banking and Trust Company of
Virginia
705 Main Street

First State Bank
445 Mount Cross Road
Brs: 1296 Piney Forest Road
201 N Union Street

Brs: First Virginia Bank - Southwest
1017 West Main Street
1410 Piney Forest Road

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
301 West Atlantic Street

Br: First Virginia Bank-Hampton Roads
524 North Main Street

CITY OF FAIRFAX

Brs: Branch Banking and Trust Company of
Virginia
11180 Lee Highway
4117 Chain Bridge Road

Br: Community Bank of Northern Virginia
4029 Chain Bridge Road

Br: First Virginia Bank
10302 Willard Way

Br: James Monroe Bank
10509 Judicial Drive

Brs: Southern Financial Bank
4021 University Drive
9720 Lee Highway

United Bank
11185 Main Street
Br: 10855 Lee Highway

Br: Virginia Commerce Bank
10777 Main Street

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

CITY OF FALLS CHURCH

- Br: Branch Banking and Trust Company of
Virginia
133 South Washington Street
- Br: Burke & Herbert Bank & Trust Company
225 West Broad Street
- Br: First Virginia Bank
191 West Broad Street

CITY OF FRANKLIN

- Br: Bank of Southside Virginia, The
Southampton Shopping Center,
1310 Armory Drive
- Brs: Branch Banking and Trust Company of
Virginia
100 East Fourth Avenue
201 North College Drive
- Br: First Virginia Bank-Hampton Roads
343 North College Drive

CITY OF FREDERICKSBURG

- Brs: Branch Banking and Trust Company of
Virginia
400 George Street
501C Jefferson Davis Highway
- Brs: First Virginia Bank
1001 Princess Anne Street
1016 Princess Anne Street
1151 Carl Silver Parkway
401 Jefferson Davis Highway
- Br: Southern Financial Bank
2062 Plank Road
- Brs: Union Bank and Trust Company
2811 Fall Hill Avenue
700 Kenmore Avenue
- Br: Virginia Heartland Bank
1016 Charles Street

CITY OF GALAX

- Br: Branch Banking and Trust Company of
Virginia
1100 East Stuart Drive
- Br: First Virginia Bank - Southwest
300 North Main Street

CITY OF HAMPTON

- Br: Branch Banking and Trust Company of
Virginia
2160 Coliseum Drive
- Br: Consolidated Bank and Trust Company
101 N Armstead Ave
- Br: First Virginia Bank-Hampton Roads
1033 West Mercury Boulevard
- Br: Harbor Bank
550 Settlers Landing Road

CITY OF HARRISONBURG

- Brs: Branch Banking and Trust Company of
Virginia
1855 East Market Street
1900 South High Street
3150 South Main Street
611 Mt Clinton Pike
- Br: Farmers & Merchants Bank
207 University Boulevard, Suite 100
- Br: First Bank and Trust Company, The
396 South High Street
- Brs: First Virginia Bank-Blue Ridge
1915 East Market Street
2360 South Main Street
- EFTS: 1617 E. Market Street
710 Port Republic Road
- Br: Guaranty Bank
southeast corner of intersection of
Neff Avenue and Reservoir Street
- Brs: Pioneer Bank
120 South Main Street
932 West Market Street
- Br: Planters Bank & Trust Company of Virginia
375 North Mason Street
- Rockingham Heritage Bank
110 University Boulevard
- Brs: 1980 S. Main Street
677 Chicago Avenue
- Brs: Second Bank & Trust
1920E Medical Avenue
390 University Boulevard

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

CITY OF HOPEWELL	8650 Centreville Road
EFT: Bank of Southside Virginia, The 5201 Oaklawn Boulevard	Br: Southern Financial Bank 10175 Hastings Drive
Br: Branch Banking and Trust Company of Virginia 106 North Second Avenue	Br: United Bank 9872 Liberia Avenue
Br: First Virginia Bank-Colonial 1421 West City Point Road	CITY OF MANASSAS PARK
CITY OF LEXINGTON	Br: Alliance Bank Corporation 9150 Manassas Drive
Br: Branch Banking and Trust Company of Virginia 537 East Nelson Street	CITY OF MARTINSVILLE
CITY OF LYNCHBURG	Brs: Branch Banking and Trust Company of Virginia 1 Ellsworth Street 1205 Memorial Boulevard
Bank of the James 615 Church Street Br: 5204 Fort Avenue	CITY OF NEWPORT NEWS
Brs: Branch Banking and Trust Company of Virginia 2015 Wards Road 2120 Langhorne Road 2403 Memorial Avenue 2477 Rivermont Avenue 3638 Old Forest Road 4925 Boonsboro Road 7114 Timberlake Road 925 Main Street	Br: Bank of Williamsburg, The 610 Thimble Shoals Drive, Suite 102
EFTS: Liberty University, 3765 Candler's Mountain Road Randolph-Macon Woman's College, 2500 Rivermont Avenue	Brs: Branch Banking and Trust Company of Virginia 12301 Warwick Boulevard 737 J. Clyde Morris Boulevard
Community First Bank 1646 Graves Mill Road Br: 2301 Langhorne Road	Br: Consolidated Bank and Trust Company 2015 25th Street
Br: First Virginia Bank - Southwest 1110 Main Street	Brs: First Virginia Bank-Hampton Roads 11718 Jefferson Avenue 397 Denbigh Boulevard 955 Harpersville Road
CITY OF MANASSAS	Harbor Bank 1 Old Oyster Point Road Brs: 11001 Warwick Boulevard 13769 Warwick Boulevard 14801 Warwick Boulevard 762 J. Clyde Morris Boulevard
Brs: Branch Banking and Trust Company of Virginia 8780 Centreville Road 9201 W Church Street	Br: Resource Bank 735 Thimble Shoals Boulevard, Suite 170
Br: Fauquier Bank, The 9071 Center Street	CITY OF NORFOLK
Brs: First Virginia Bank 10040 Dumfries Road	Brs: Bank of Hampton Roads, The 4037 East Little Creek Road 4500 East Princess Anne Road 500 Plume Street East, Suite 100
	Bank of the Commonwealth 403 Boush Street

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

CITY OF NORFOLK (Continued)	3340 South Crater Road
	34 Franklin Street
Brs: Bank of the Commonwealth (Continued)	801 S. Adams Street
4101 Granby Street	
Webb University Center, 5201 Hampton Boulevard	Br: First Virginia Bank-Colonial
EFT: 150 Park Avenue	1883 South Crater Road
	CITY OF POQUOSON
Brs: Branch Banking and Trust Company of Virginia	Br: First Virginia Bank-Hampton Roads
109 East Main Street	452 Wythe Creek Road
2008 Cromwell Drive	
2336 East Little Creek Road	CITY OF PORTSMOUTH
245 East Little Creek Road	Br: Bank of the Commonwealth
537 West 21st Street	4940 West Norfolk Road
7420 Granby Street	
East Ring Road and Military Circle, Shopping Center	Brs: Branch Banking and Trust Company of Virginia
EFT: Sentara-Norfolk General Hospital, 600 Gresham Drive	3301 High Street
	500 Crawford Street
First Virginia Bank-Hampton Roads	5515 Portsmouth Boulevard
555 Main Street	EFT: Mayview Medical Center, 3636 High Street
Brs: 1020 Fisherman's Road	
131 West Ocean View Avenue	Br: First Virginia Bank-Hampton Roads
2100 Colonial Avenue	355 Crawford Street
2222 East Little Creek Road	5100 Portsmouth Boulevard
3935 East Princess Anne Road	
4000 Hampton Boulevard	Towne Bank
6145 Sewells Point Road	5716 High Street
901 W Little Creek Road	Br: 6201 Portsmouth Boulevard
Norfolk International Airport	
EFTS: 1518 Colley Avenue	CITY OF RADFORD
Norfolk International Airport	Br: First Virginia Bank - Southwest
	1201 East Main Street
Heritage Bank & Trust	522 West Main Street
841 North Military Highway	
Brs: 200 East Plume Street	CITY OF RICHMOND
4807 Colley Avenue	Branch Banking and Trust Company of Virginia
735 E. Ocean View Avenue	823 East Main Street
	Br: 5711 Patterson Avenue
CITY OF NORTON	6980 Forest Hill Avenue
Br: First Commonwealth Bank	
1026 Park Avenue	Br: Commonwealth Bank, The
	707 East Main Street
Br: Miners Exchange Bank	Consolidated Bank and Trust Company
Norton Square Shopping Center, Route 58, Norton	320 N First Street
	First Virginia Bank-Colonial
CITY OF PETERSBURG	700 East Main Street
Br: Bank of Southside Virginia, The	Brs: 200 East Belt Boulevard
2703 South Crater Road	4710 Walmsley Boulevard
EFT: 3140 South Crater Road	600 East Main Street
	7100 Three Chopt Road
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, 2002

CITY OF RICHMOND (Continued)	First Virginia Bank-Blue Ridge 125 N Central Avenue
Brs: First Virginia Bank-Colonial (Continued) Stoney Point Shopping Center, Huguenot Road & Stoney Point Road	Planters Bank & Trust Company of Virginia 24 South Augusta Street Brs: 2201 N Augusta Street 2307 W Beverly Street EFT: 600 North Coalter Street
Br: Resource Bank 8730 Stony Point Parkway, Suite 100	
Br: Southern Financial Bank 3124 West Broad Street	
CITY OF ROANOKE	CITY OF SUFFOLK
EFT: Bank of Fincastle, The 2635 Colonial Avenue	Br: Bank of Hampton Roads, The 117 Market Street
Brs: Branch Banking and Trust Company of Virginia 1620 Hershberger Road, N.W. 37 Church Avenue, SW	Brs: Branch Banking and Trust Company of Virginia 1008 West Washington Street 1525 North Main Street 6617 Holland Road
First Virginia Bank - Southwest 601 S. Jefferson Street	Br: Farmers Bank, Windsor, Virginia 1238 Holland Road, Suite 104
Brs: 1828 Electric Road 2036 Colonial Avenue, S.W. 3458 Orange Avenue, N.E. 4922 Valley View Boulevard, Valley View Mall 6625 Williamson Road, N.W.	Brs: First Virginia Bank-Hampton Roads 1000 North Main Street 101 East Washington Street 1463 North Main Street 1512 Holland Road 3131 Bridge Road 6423 Whaleyville Blvd
Valley Bank 36 Church Avenue, SW	CITY OF VIRGINIA BEACH
Brs: 1518 Hershberger Road, N.W. 2203 Crystal Spring Avenue, SW	Brs: Bank of Hampton Roads, The 1100 Dam Neck Road 1316 North Great Neck Road 5472 Indian River Road Pembroke One Building, Suite 100, 281 Independence Boulevard
CITY OF SALEM	Brs: Bank of the Commonwealth 1124 First Colonial Road 1870 Kempsville Road 225 South Rosemont Road 2712 North Mall Drive
Br: Branch Banking and Trust Company of Virginia 303 E. Burwell Street	Brs: Branch Banking and Trust Company of Virginia 1433 Kempsville Road 3450 Pacific Avenue 4592 Virginia Beach Boulevard 5101 Cleveland Street, Suite 101 601 Lynnhaven Parkway 6056 East Indian River Road 930 First Colonial Road 944 Independence Boulevard
Brs: First Virginia Bank - Southwest 121 Electric Road 231 College Avenue 2809 West Main Street	
Br: Valley Bank 8 East Main Street	
CITY OF STAUNTON	
Br: Branch Banking and Trust Company of Virginia 205 North Central Avenue	
Br: First Bank and Trust Company, The 1030 Richmond Road	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

CITY OF VIRGINIA BEACH (Continued)

Brs: First Virginia Bank-Hampton Roads
1344 Great Neck Road
1924 Centerville Turnpike, Woods Corner
Branch
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

Brs: Monarch Bank
100 Lynnhaven Parkway
3701 Pacific Avenue

Resource Bank
3720 Virginia Beach Boulevard
Br: Hilltop North Shopping Center,
1616 Laskin Road

Brs: Towne Bank
2101 Parks Avenue, Suite 100
4216 Virginia Beach Boulevard, Suite 180
984 First Colonial Road

CITY OF WAYNESBORO

Br: First Virginia Bank-Blue Ridge
105 Hopeman Parkway

Brs: Planters Bank & Trust Company of Virginia
100 Lucy Lane
251 N Poplar Avenue

CITY OF WILLIAMSBURG

Br: Branch Banking and Trust Company of
Virginia
1031 Richmond Road

Br: Chesapeake Bank
1229 Lafayette Street

Br: Citizens and Farmers Bank
1167 Jamestown Road

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

CITY OF WINCHESTER

Brs: Bank of Clarke County
190 Campus Boulevard, Suite 120

40 West Piccadilly Street
625 East Jubal Early Drive

Brs: Branch Banking and Trust Company of
Virginia
1000 Berryville Avenue
115 North Cameron Street
1800 Amherst Street
1850 Apple Blossom Mall
2004 South Pleasant Valley Road
2082 South Pleasant Valley Road
2252 Valley Avenue
38 Rouss Avenue
426 Weems Lane
829 North Loudoun Street

Brs: First Bank
2210 Valley Avenue
661 North Loudoun Street

Br: First Virginia Bank-Blue Ridge
2200 Valley Avenue, Ward Plaza Shopping
Center

Brs: Marathon Bank, The
1041 Berryville Avenue
139 N. Cameron Street

Br: Southern Financial Bank
25 West Piccadilly Street

COUNTIES

ACCOMACK COUNTY

Farmers & Merchants Bank-Eastern Shore
25275 Lankford Highway
Onley

Brs: 18501 Dunne Avenue, Parksley
36344 Lankford Highway, Belle Haven
6402 Maddox Boulevard, Chincoteague
6461 Lankford Highway, Oak Hall

Brs: First Virginia Bank-Hampton Roads
13350 Lankford Highway, Mappsville
25386 Lankford Highway, Onley
44 Market Street, Onancock

Shore Bank
25253 Lankford Highway
Onley

Brs: 118 Dunne Avenue, Parksley
6350 Maddox Boulevard, Chincoteague

ALBEMARLE COUNTY

Albemarle First Bank
1265 Seminole Trail

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

ALBEMARLE COUNTY (Continued)	Br: Triangle Plaza Shopping Center, Route 460, Appomattox
Brs: Branch Banking and Trust Company of Virginia 1113 5th Street Extended 146 James River Road, Scottsville 1652 State Farm Boulevard	ARLINGTON COUNTY
Brs: First Virginia Bank-Blue Ridge 100 Riverbend Drive 3501 Seminole Trail Crozet Shopping Center, State Route 240, Crozet	Brs: Branch Banking and Trust Company of Virginia 1010 North Glebe Road 4736 Lee Highway EFTS: 1701 North George Mason Drive Ballston Common Mall, 4238 Wilson Boulevard
Guaranty Bank 1658 State Farm Boulevard Brs: 1700 Seminole Trail Out-parcel B-1, Forest Lakes, U. S. Route 29 and Worth Crossing	Br: Burke & Herbert Bank & Trust Company 500 South 23rd Street
ALLEGHANY COUNTY	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
Br: First Virginia Bank - Southwest Mallow Mall Shopping Center	James Monroe Bank 3033 Wilson Boulevard
AMELIA COUNTY	AMHERST COUNTY
Br: Citizens Bank and Trust Company State Route 38 & Church Street, Amelia	Brs: United Bank 2300 Ninth Street, South 4005 Wilson Boulevard 5335 Lee Highway 6402 Williamsburg Blvd
Br: First Virginia Bank-Colonial U.S. Route 360	Virginia Commerce Bank 5350 Lee Highway Brs: 2930 Wilson Boulevard 6500 Williamsburg Boulevard
AMHERST COUNTY	AUGUSTA COUNTY
Br: Bank of the James 4698 S. Amherst Highway, Madison Heights	Br: Branch Banking and Trust Company of Virginia 4033 Lee-Jackson Highway, Greenville
Brs: Branch Banking and Trust Company of Virginia 115 Richmond Highway Route 60 East, Amherst 118 Amelon Square, Madison Heights	Brs: First Virginia Bank-Blue Ridge 1 Frontier Drive Main & Craig Streets, Craigsville Route 250 and Route 42, Churchville U.S. 340 & Broadmoor Street, Stuarts Draft
Brs: First Virginia Bank - Southwest 164 Main Street, Amherst 2700 Amherst Highway, Madison Heights	Brs: Planters Bank & Trust Company of Virginia Greenville Avenue
APPOMATTOX COUNTY	
Br: Branch Banking and Trust Company of Virginia History Junction, Appomattox	
Farmers Bank of Appomattox, The 18 Main Street Appomattox	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

AUGUSTA COUNTY (Continued)

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

Brs: Rockingham Heritage Bank
49 Lee Jackson Highway, Suite 101
54 Franklin Street, Suite 102, Weyers Cave
Wellington Plaza, Jefferson Highway

BATH COUNTY

Br: Branch Banking and Trust Company of
Virginia
U.S. Route 220 and Kingtown Lane,
Hot Springs

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

BEDFORD COUNTY

Brs: Branch Banking and Trust Company of
Virginia
14785 Forest Road, Forest
17923 Forest Road, Forest

BLAND COUNTY

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

BOTETOURT COUNTY

Bank of Botetourt
19747 Main Street
Buchanan

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

EFT: 4070 Roanoke Road, Fincastle

Bank of Fincastle, The
17 South Roanoke Street
Fincastle

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

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

Br: Branch Banking and Trust Company of
Virginia

817 Main Street, Buchanan
EFT: 604 Minute Market, Route 220 Alternate

BRUNSWICK COUNTY

Br: Benchmark Community Bank
220 W. Fifth Avenue, Lawrenceville

Br: Citizens Community Bank
4209 Gasburg Road, Gasburg

BUCHANAN COUNTY

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

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

Br: New Peoples Bank, Inc.
the NE Corner of State Routes 80, & 600,
Davenport

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

Brs: Branch Banking and Trust Company of
Virginia
20865 Timberlake Road
21437 Timberlake Road
700 Main Street, Altavista

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

Brs: First Virginia Bank - Southwest
440 Lursardi Drive, Brookneal

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

CAMPBELL COUNTY (Continued)	Br: Bank of Southside Virginia, The 4310 W. Hundred Road, Chester
Brs: First Virginia Bank - Southwest (Continued) 7901 Timberlake Road U.S. Route 501 & State Route 24, Rustburg	Brs: Branch Banking and Trust Company of Virginia 11010 Hull Street Road, Midlothian 1120 Huguenot Road 11900 Chester Village Drive, Chester 12840 Jefferson Davis Highway, Chester 17650 Midlothian Turnpike, Midlothian 2500 Promenade Parkway, Midlothian 5756 Hopkins Road 6512 Harbour View Court, Midlothian 9960 Midlothian Turnpike 9970 Ironbridge 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	Brs: Central Virginia Bank 4901 Millridge Parkway East, Midlothian Village Marketplace Shopping Center, Midlothian Turnpike & Old Buckingham, Midlothian
Brs: Virginia Heartland Bank 18121 Jefferson Davis Highway, Ruther Glen 268 North Main Street, Bowling Green	
CARROLL COUNTY	Br: Citizens and Farmers Bank 1400 Alverser Plaza, Midlothian
Br: Bank of Floyd, The 185 South Main Street, Hillsville	CommonWealth Bank, The 9310 Midlothian Turnpike
Brs: Branch Banking and Trust Company of Virginia 145 N Main Street, Hillsville 15497 Fancy Gap Highway, Cana	Community Bankers' Bank 2601 Promenade Parkway Midlothian
EFT: U.S. Route 58 & State Route 743	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 4221 W. Hundred Road, Chester 6551 Centralia Road 7747 Midlothian Pike Chesterfield Towne Center, 11500 Midlothian Turnpike
CHARLES CITY COUNTY	
Br: Branch Banking and Trust Company of Virginia 10000 Courthouse Road, Charles City	EFT: Chesterfield Towne Center, 11500 Midlothian Turnpike
CHARLOTTE COUNTY	
Bank of Charlotte County, The Berkley & Charlotte Streets Phenix	
Brs: 26 King Street, Keysville Main Street, Charlotte Courthouse	Brs: Peoples Bank of Virginia 5734 Hopkins Road 6951 Commons Plaza
Br: Branch Banking and Trust Company of Virginia 185 King Street, Keysville	
CHESTERFIELD COUNTY	Southern Community Bank & Trust 13531 Midlothian Turnpike Midlothian
Brs: Bank of McKenney 20815 Chesterfield Plaza, Ettrick 6300 River Road, Matoaca	Br: 6736 Southshore Drive, Midlothian

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

CLARKE COUNTY

Bank of Clarke County
2 East Main Street
Berryville

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

Br: Branch Banking and Trust Company of
Virginia
23 North Church Street, Berryville

Piggly Wiggly Grocery Store, Piggly,
Wiggly Shopping Center, Chase St.,
Clintwood

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

Brs: New Peoples Bank, Inc.
402 Main Street, Haysi
Colley Shopping Center, Highway 83,
Clintwood

CRAIG COUNTY

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

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

CULPEPER COUNTY

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

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

Second Bank & Trust
102 S Main Street
Culpeper

Brs: 231 Southgate Shopping Center, Culpeper
Dominion Square Shopping Center,
717 James Madison Highway, Culpeper
EFT: 501 Sunset Lane, Culpeper

Br: Virginia Community Bank
701 South Main Street, Culpeper

CUMBERLAND COUNTY

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

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

DICKENSON COUNTY

Brs: Farmers and Miners Bank
North side of State Route 83, 500 yards West
of Brush Creek Road, Clintwood

DINWIDDIE COUNTY

Bank of McKenney
20701 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
17208 Halligan Park Road
Carson

Brs: 14003 Boydton Plank Road
U.S. Route 1 and State Route 226

Br: First Virginia Bank-Colonial
25901 Cox Road

ESSEX COUNTY

Bank of Essex
323 Prince Street
Tappahannock

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

Brs: Northern Neck State Bank
1649 Tappahannock Boulevard,
Tappahannock
1660 Tappahannock Boulevard,
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

Br: 11730 Plaza America Drive, Reston

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

FAIRFAX COUNTY (Continued)

Brs: Branch Banking and Trust Company of Virginia
12170 Sunset Hills Road, Reston
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
6661 Old Dominion Drive, McLean
6949 Commerce Street, Springfield
7027-A Manchester Blvd, Springfield
7830 Backlick Road Suite 101, Springfield
7901 Richmond Highway
8200 Greensboro Drive, McLean
8221 Old Courthouse Road, Vienna
8432 Old Keene Mill Road, Springfield

Brs: Burke & Herbert Bank & Trust Company
2604 Sherwood Hall Lane
5519 Franconia Road
5705 Seminary Road
5731 Telegraph Road
6200 Backlick Road, Springfield
6210 Interparcel Road
8736-38 Cooper Road

EFT: 3200 Mount Vernon Memorial Highway, Mount Vernon

Business Bank, The
8399 Leesburg Pike
Vienna

Brs: 1451 Dolley Madison Boulevard, McLean
1900 Centennial Park Drive, Reston

Brs: Community Bank of Northern Virginia
13826 Lee Highway, Centreville
302 Maple Avenue, Vienna
5955 Kingstowne Towne Center, Springfield
6809 Old Dominion Drive, McLean
783 Station Street, Herndon
8150 Leesburg Pike, Vienna

First Virginia Bank
6400 Arlington Boulevard

Brs: 11100 South Lakes Drive, Reston
11230 Waples Mill Road
1224 West Broad Street
13045 Lee Jackson Memorial Highway, Chantilly
13360 Franklin Farm Road, Herndon
14175 Saint Germain Drive, Centreville
1455 Chain Bridge Road, McLean

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

Freedom Bank of Virginia, The
502 Maple Avenue West
Vienna

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

Potomac Bank of Virginia
133 Maple Avenue East
Vienna

Br: 8501 Arlington Boulevard

Prosperity Bank & Trust Company
5803 Rolling Road
Springfield

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

Br: Resource Bank
625 Elden Street, Herndon

Brs: Southern Financial Bank
2545 Centreville Road, Q18, Herndon
362 Elden Street, Herndon
527 Maple Avenue East, Vienna

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

FAIRFAX COUNTY (Continued)

Brs: Southern Financial Bank (Continued)
6354 Walker Lane, Springfield
7857 Heritage Drive, Annandale
8414 Lee Highway, Merrifield

Brs: United Bank
13060 Fair Lakes Blvd
1320 Old Chain Bridge Road, McLean
1498 North Point Village Center, Reston
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
8351 Greensboro Drive, McLean
George Mason University, 4400 University Drive

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

Brs: Virginia Commerce Bank
11820 Spectrum Center, Reston
1356 Chain Bridge Road, McLean
13881G Metrotech Drive, Chantilly
374 Maple Avenue, Vienna
4230 John Marr Drive, Annandale

FAUQUIER COUNTY

Brs: Branch Banking and Trust Company of Virginia
21 Main Street, Warrenton
251 West Lee Highway Suite 730, Warrenton
8318 East Main Street, Marshall

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
Southeast Corner of the Intersection
of U.S. Route 29 and State Route 600
EFT: 6417 Lee Highway, Warrenton

Brs: First Virginia Bank
100 John Stone Street, Remington
11047 Marsh Road, Bealeton
3420 Catlett Road, Catlett
530 Blackwell Road, Warrenton

Southern Financial Bank

37 East Main Street
Warrenton
Br: 322 Lee Highway, Warrenton

FLOYD COUNTY

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

FLUVANNA COUNTY

Brs: Branch Banking and Trust Company of Virginia
13526 James Madison Highway, Palmyra
4342 James Madison Highway, Fork Union

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

FRANKLIN COUNTY

Brs: Branch Banking and Trust Company of Virginia
13400 Booker T. Washington Highway
35 Shepherd Drive, Rocky Mount
4505 Timberline Road, Ferrum
65 North Main Street, Rocky Mount

EFTS: Ferrum Minute Market, Route 40 West
Franklin Minute Market, Route 40 East,
Rocky Mount
Panda Minute Market, 616 North Main
Street, Rocky Mount
Penhook Minute Market, Route 40 East
Redwood Minute Market, Route 40 East

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

FREDERICK COUNTY

Brs: Bank of Clarke County
1460 North Frederick Pike
1508 Senseny Road
382 Fairfax Pike, Stephens City
EFTS: 1016 Millwood Pike
1518 Martinsburg Pike

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

FREDERICK COUNTY (Continued)	6609 Main Street, Gloucester
Brs: Bank of Clarke County (Continued) 747 Fairfax Street, Stephens City	Br: Southside Bank 7132 George Washington Memorial Hwy, Gloucester
Brs: Branch Banking and Trust Company of Virginia 126 Fairfax Pike, Stephens City 1855 Senseny Road 300 Westminster-Canterbury Drive 5306 Main Street, Stephens City 7800 Main Street, Middletown	GRAYSON COUNTY
Br: First Bank 3143 Valley Pike	Brs: First Virginia Bank - Southwest 317 East Main Street, Independence 473 West Main Street, Fries
Brs: First Virginia Bank-Blue Ridge 5511 Main Street, Stephens City U.S. Route 11 & State Route 661	GREENE COUNTY
EFT: 9181 N. Frederick Pike, Cross Junction	Br: Albemarle First Bank 8260 Seminole Trail, Ruckersville
Marathon Bank, The 4095 Valley Pike Stephens City	Br: Branch Banking and Trust Company of Virginia 7003 Seminole Trail, Ruckersville
Br: 1447 North Frederick Pike	Br: Pioneer Bank 8315 Spotswood Trail, Stanardsville
EFTS: 1511 Martinsburg Pike 2135 Reliance Road, Middletown	GREENSVILLE COUNTY
Br: Southern Financial Bank 1095 Millwood Pike	Br: Bank of Southside Virginia, The U.S. Route 58 & State Route 686
GILES COUNTY	HALIFAX 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	Brs: Branch Banking and Trust Company of Virginia 4018 Halifax Road, South Boston 904 Wilborn Avenue, South Boston
GLOUCESTER COUNTY	HANOVER COUNTY
Brs: Branch Banking and Trust Company of Virginia 14833 George Washington Memorial Hwy, Glenns 7171 George Washington Memorial Hwy., Gloucester	Br: Bank of Essex 6315 Mechanicsville Pike, Mechanicsville
Brs: Chesapeake Bank 6793 George Washington Memorial Hwy, Gloucester Hayes Store Shopping Center, U S Route 17, Hayes	Brs: Branch Banking and Trust Company of Virginia 7021 Mechanicsville Turnpike, Mechanicsville 703 England Street, Ashland
EFT: U.S. Route 17 & State Route 3, Glenns	Br: First Capital Bank 113 Junction Drive, Ashland
Brs: First Virginia Bank-Hampton Roads 2324 George Washington Memorial Hwy., Hayes	Brs: First Virginia Bank-Colonial 6127 Mechanicsville Turnpike, Mechanicsville 700 England Street, Ashland 8074 Mechanicsville Turnpike, Mechanicsville 9186 Chamberlayne Avenue, Mechanicsville

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

HANOVER COUNTY (Continued)	Br: Consolidated Bank and Trust Company 5214 Chamberlayne Avenue
Brs: First Virginia Bank-Colonial (Continued) Kings Charter Commercial Center, Sliding Hill Road, Ashland	First Capital Bank 4101 Dominion Boulevard
Hanover Bank 8071 Mechanicsville Turnpike Mechanicsville	Brs: First Virginia Bank-Colonial 10000 West Broad Street 11200 Patterson Avenue 1794 Parham Road 1900 Lauderdale Drive 2300 Hungary Road 5600 West Broad Street 5900 Brook Road Fountain Square Shopping Center, 8044 West Broad Street Laburnum Avenue & Finlay Street Richmond International Airport, 1 Richard E. Byrd Terminal Drive
Brs: 10374 Leadbetter Road, Ashland 201 N. Washington Highway, Ashland 4241 Mechanicsville Turnpike, Mechanicsville	
Br: Southern Financial Bank 8206 Atlee Road, Mechanicsville	
Brs: Union Bank and Trust Company 6110 Mechanicsville Turnpike, Mechanicsville 9534 Chamberlayne Road, Mechanicsville 9665 Sliding Hill Road, Ashland U.S. Route 1 & State Route 657, Ashland	Peoples Bank of Virginia 2702 North Parham Road
HENRICO COUNTY	Brs: Southern Financial Bank 2801 North Parham Road 5419 Lakeside Avenue 6401 Horsepen Road
Br: Bank of Essex 9951 Brook Road, Glen Allen	HENRY COUNTY
Brs: Branch Banking and Trust Company of Virginia 10791 West Broad Street 11400 Nuckols Road, Glen Allen 1300 E Parham Road 1650 Willow Lawn Drive 1776 Staples Mill Rd 3214 Skipwith Road 4802 S. Laburnum Avenue 4851 South Laburnum Avenue 5001 Lakeside Avenue 9012 Three Chopt Road River Road Shopping Center, 6201 River Road	Brs: Branch Banking and Trust Company of Virginia 11020 Virginia Avenue, Bassett 1460 Fairystone Park Highway, Stanleytown 2680 Virginia Avenue, Collinsville 4860 Greensboro Road, Ridgeway
Capital One Bank 11011 West Broad Street	HIGHLAND COUNTY
Br: Central Virginia Bank 3490 Lauderdale Drive	Blue Grass Valley Bank, The 6 Main Street Blue Grass Br: South Side of East Main Street, two blocks east of U.S. Route 220, Monterey
Brs: Citizens and Farmers Bank 100 East Williamsburg Road, Sandston 8001 West Broad Street State Route 5 and Strath Road, Varina	First and Citizens Bank Monterey
Brs: Commonwealth Bank, The 12410 Gayton Road 900 N. Parham Road	ISLE OF WIGHT COUNTY
	Br: Bank of Southside Virginia, The 115 Main Street, Smithfield
	Farmers Bank, Windsor, Virginia 50 E Windsor Boulevard Windsor Br: 1119 South Church Street, Smithfield

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

ISLE OF WIGHT COUNTY (Continued)

Br: First Virginia Bank-Hampton Roads
1803 S Church Street, Smithfield

JAMES CITY COUNTY

Bank of Williamsburg, The
5125 John Tyler Highway

Br: Branch Banking and Trust Company of
Virginia
100 McLaws Circle

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

Brs: Citizens and Farmers Bank
4780 Longhill Road
N.E. Corner of U.S. Route 60 and
State Route 607, Norge

Brs: Harbor Bank
1312 Jamestown Road
6000 Patriots Colony Drive

KING AND QUEEN COUNTY

Br: Branch Banking and Trust Company of
Virginia
State Routes 33 & 670, Mattaponi

KING GEORGE COUNTY

Brs: First Virginia Bank
2207 West Dahlgren Road
State Routes 3 & 610, King George

Br: Peoples Community Bank
State Route 3, one-third mile west
of State Route 206

Br: Union Bank and Trust Company
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

802 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

Br: Bank of Northumberland, Incorporated
437 North Main Street, Kilmarnock

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

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

EFT: Lee Plaza, U. S. Highway 58, Jonesville

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, 2002

LEE COUNTY (Continued)	Brs: United Bank 21036 Triple Seven Road, Sterling 531-A East Market Street, Leesburg
Peoples Bank, The Highway 58 Ewing	
Brs: 200 Main Street, Rose Hill Northside Of U.S. Route 58, Gibson Station U. S. Route 58 at State Route 647, Jonesville	LOUISA COUNTY
LOUDOUN COUNTY	Br: Branch Banking and Trust Company of Virginia 223 Mineral Avenue, Mineral
Brs: Branch Banking and Trust Company of Virginia 101 Catoctin Circle SE, Leesburg 202 West Washington Street, Middleburg 21 Main Street, Round Hill 22550 Davis Drive, Sterling 25393 Elk Lick Road, South Riding 38997 East Colonial Highway, Hamilton 440 East Main Street, Purcellville 7 Broadway, Lovettsville 7 West Market Street, Leesburg	Virginia Community Bank State Route 22 & U.S. Route 33 Louisa Brs: Main Street & Cutler Avenue, Louisa Mineral Avenue & Fourth Street, Mineral
Community Bank of Northern Virginia 107 Free Court Sterling	LUNENBURG COUNTY
Brs: 103 Fort Evans Road, Leesburg Borders Plaza Center, State Route 7 & Palisades Parkway, Sterling Purcellville Shopping Center, 609 East Main Street, Purcellville	Benchmark Community Bank 100-102 South Broad Street Kenbridge Br: 1910 Main Street, Victoria
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	Br: Branch Banking and Trust Company of Virginia 204 South Broad Street, Kenbridge
EFT: 22605 Sterling Boulevard, Sterling	MADISON COUNTY
Brs: James Monroe Bank 10 West Market Street, Leesburg 606 South King Street, Leesburg	Br: Second Bank & Trust Southwest Corner of the Intersection, US Route 29 & State Route 673, Madison
Middleburg Bank, The 111 West Washington St Middleburg	MATHEWS COUNTY
Brs: 20955 Professional Plaza, Ashburn 4 South King Street, Leesburg 431 East Main Street, Purcellville Harrison Street and Catoctin Circle, Leesburg	Br: Chesapeake Bank State Routes 198 and 14, Mathews EFTS: State Routes 14 and 198, Mathews State Routes 198 and 3
Brs: Southern Financial Bank 101 West Washington Street, Middleburg 46910 Community Plaza, Sterling 526 East Market Street, Leesburg	MECKLENBURG COUNTY
	Brs: Benchmark Community Bank 133 College Street, Clarksville 828 North Mecklenburg Avenue, South Hill 845 E. Second Street, Chase City
	Br: Branch Banking and Trust Company of Virginia 212 East Atlantic Street, South Hill
	Citizens Community Bank 800 North Mecklenburg Avenue South Hill
	Brs: First Virginia Bank-Colonial 111 East Danville Street, South Hill State Route 903 & 751, Bracey

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

MECKLENBURG COUNTY (Continued)

Brs: First Virginia Bank-Colonial (Continued)
Town Square Shopping Center,
725 East Atlantic Street, South Hill

MIDDLESEX COUNTY

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

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

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

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

Br: Bank of Floyd, The
2105 Roanoke Street, Christiansburg

Brs: First Virginia Bank - Southwest
151 Country Club Drive, Blacksburg
50 Peppers Ferry Road, N.W., Christiansburg
6936 Roanoke Road, Shawsville
902 Price's Fork Road, Blacksburg
985 Cambria Street NE, Christiansburg

EFT: 7480 Lee Highway

NELSON COUNTY

Brs: Branch Banking and Trust Company of
Virginia
10190 Critzer Shop Road, Afton
93 Front Street, Lovingston

Br: Community First Bank
69 Callohill Road, Lovingston

NEW KENT COUNTY

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

NORTHAMPTON COUNTY

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

EFT: Shore Memorial Hospital, 9507 Hospital
Avenue, Nassawadox

Br: First Virginia Bank-Hampton Roads
Shore Plaza Shopping Center, 4070 Lankford
Highway, Exmore

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

NORTHUMBERLAND COUNTY

Brs: Bank of Lancaster
Route 360, Heathsville
Routes 202 and 360, Callao

Bank of Northumberland, Incorporated
6958 Northumberland Highway
Heathsville

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

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

Br: Branch Banking and Trust Company of
Virginia
200 South Main Street, Blackstone

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: Branch Banking and Trust Company of
Virginia
202 South Main Street, Gordonsville

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

ORANGE COUNTY (Continued)

Brs: Second Bank & Trust
134-136 West Main Street, Orange
Market Place Shopping Center at Lake
of the Woods, 36081 Goodwin Drive,
Locust Grove

Br: Virginia Community Bank
185 Madison Rd

PAGE COUNTY

Brs: Branch Banking and Trust Company of
Virginia
1 East Main Street, Luray
700 East Main Street, Luray

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

Page Valley Bank, The
17 West Main Street
Luray

Brs: 600 S. 3rd Street, Shenandoah
612 East Main Street, Luray

Pioneer Bank
252 E. Main Street
Stanley

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

PATRICK COUNTY

Brs: Branch Banking and Trust Company of
Virginia
100 Stonewall Court, Stuart
22121 Jeb Stuart Highway, Patrick Springs
3607 Jeb Stuart Highway, Meadows of Dan

PITTSYLVANIA COUNTY

Brs: Branch Banking and Trust Company of
Virginia
148 Tightsqueeze Plaza, Chatham
2 North Main Street, Chatham

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

Brs: Virginia Bank and Trust Company
4080 Franklin Turnpike
55 North Main Street, Chatham

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

Br: Branch Banking and Trust Company of
Virginia
1304 South Main Street, 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
Longwood Village Shopping Center,
1508 S Main Street, Farmville

PRINCE GEORGE COUNTY

Br: Bank of Southside Virginia, The
6400 Courthouse Road

Brs: First Virginia Bank-Colonial
5100 Oaklawn Boulevard
5320 Oaklawn Boulevard

PRINCE WILLIAM COUNTY

Brs: Branch Banking and Trust Company of
Virginia
12493 Dillingham Square, Lake Ridge
13414 Dumfries Road
13927 Jefferson Davis Highway, Woodbridge
14091 John Marshall Highway, Gainesville
14229 Potomac Mills Road, Woodbridge
4665 Sudley Road, Catharpin
7801 Sudley Road

Br: Fauquier Bank, The
8091 Sudley Road

Brs: First Virginia Bank
10420 Portsmouth Road
11670 Sudley Manor Road
12435 Dillingham Square, Woodbridge
13920 Noblewood Plaza, Woodbridge

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

PRINCE WILLIAM COUNTY (Continued)	Brs: Branch Banking and Trust Company of Virginia
Brs: First Virginia Bank (Continued)	1111 East Washington Avenue, Vinton
14000 Jefferson Davis Highway, Woodbridge	203 Virginia Avenue, Vinton
14901 Washington Street, Haymarket	3119 Chaparral Drive
16541 River Ridge Boulevard, Woodbridge	
2089 Daniel Stuart Square, Woodbridge	Brs: First Virginia Bank - Southwest
5844 Mapledale Plaza, Woodbridge	1920 East Washington Avenue, Vinton
7681 Linton Hall Road, Gainesville	4309 Starkey Road
Br: Southern Financial Bank	Brs: Valley Bank
13542 Minnieville Road, Woodbridge	1003 Hardy Road, Vinton
	4467 Starkey Road, SW
Br: United Bank	
18116 Triangle Shopping Plaza, Dumfries	ROCKBRIDGE COUNTY
Br: Virginia Commerce Bank	Br: Bank of Botetourt
2030 Old Bridge Road, Lake Ridge	Unit 130, Stonewall Square Shopping, Center, U.S. Route 60
PULASKI COUNTY	
Brs: First Virginia Bank - Southwest	Brs: Branch Banking and Trust Company of Virginia
1105 Bob White Boulevard	1233 N Lee Highway
Lee Highway & Trinkle Avenue, Dublin	5874 North Lee Highway, Fairfield
	744 N Lee Highway, College Square Center
RAPPAHANNOCK COUNTY	836 Rockbridge Rd, Glasgow
Br: Branch Banking and Trust Company of Virginia	Brs: Planters Bank & Trust Company of Virginia
644 Zachary Taylor Highway, Flint Hill	1197 North Lee Highway
	9 Lloyd Tolley Road, Natural Bridge Station
RICHMOND COUNTY	ROCKINGHAM COUNTY
Br: Bank of Lancaster	Brs: Branch Banking and Trust Company of Virginia
610 West Richmond Road, Warsaw	14104 Timber Way, Timberville
Northern Neck State Bank	153 North Main Street, Broadway
5839 Richmond Road	200 Augusta Ave, Grottoes
Warsaw	317 N Main Street, Bridgewater
Br: Time Square Shopping Center,	430 Highlands Place
U.S. Route 360, Warsaw	Farmers & Merchants Bank
Br: Peoples Community Bank	205 South Main Street
U.S. Route 360 at State Route 624, Warsaw	Timberville
ROANOKE COUNTY	Brs: #10 Elkton Plaza Shopping Center, Elkton
Brs: Bank of Botetourt	100 Plaza Drive, Bridgewater
3130 Peters Creek Road NW	127 West Rockingham Street, Elkton
Lot 1, Perimeter East Commerce, Center,	State Route 259, Broadway
US Route 460 and Trail Drive	Brs: First Virginia Bank-Blue Ridge
EFT: Creekside Market, 8201 Williamson Road	111 N Main Street, Bridgewater
	230 South Main Street, Dayton
Br: Bank of Fincastle, The	250 South Stuart Avenue, Elkton
4525 Challenger Avenue	Br: Planters Bank & Trust Company of Virginia
Br: Bank of Floyd, The	106 Sixth Street, Grottoes
4094 Postal Drive	EFT: 305 Augusta Avenue, Grottoes

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

ROCKINGHAM COUNTY (Continued)	Brs: Farmers & Merchants Bank 120 South Main Street, Edinburg 161 South Main Street, Woodstock
Br: Rockingham Heritage Bank 410 Spotswood Avenue, Elkton	
RUSSELL COUNTY	First Bank 112 West King Street Strasburg
Br: Bank of Marion, The 702 Fairmont Avenue, Honaker	Brs: 496 North Main Street, Woodstock 860 South Main Street, Woodstock
First Bank and Trust Company, The 236 West Main Street Lebanon	EFTS: 294 Front Royal Road, Strasburg Shenandoah Memorial Hospital, 759 South Main Street, Woodstock
Br: 970 East Main Street, Lebanon	Strasburg Square Shopping Center, U. S. Route 11 North, Strasburg
Brs: First Vantage Bank/Tri-Cities Redbud Highway, Honaker Russell County Shopping Center, Lebanon U.S. Highway 58, Castlewood	Brs: First Virginia Bank-Blue Ridge 200 North Main Street, Woodstock 300 West Reservoir Road, Woodstock King & Holiday Streets, Strasburg Main Street, Mount Jackson
Br: Miners and Merchants Bank and Trust Company 16-18 Main Street, Lebanon	Br: Marathon Bank, The 1014 South Main Street, Woodstock
New Peoples Bank, Inc. 2 Gent Drive Honaker	SMYTH COUNTY
Brs: 102 Miners Drive, Castlewood 685 East Main Street, Lebanon	Bank of Marion, The 102 West Main Street Marion
SCOTT COUNTY	Brs: 1600 N Main Street, Marion Northwest corner of, Allison Gap Road and Main Street, Saltville
Brs: Bank of Marion, The 196 East Jackson Street, Gate City U.S. Highway 23 North and, Legion Street, Weber City	Parcel 'e' Chilhowie Shopping Center, Chilhowie South Main St & Washington Avenue, Marion
Br: Farmers and Miners Bank U.S. Route 23 and State Route 421, Weber City	EFT: 1193 North Main Street, Marion
Brs: First Vantage Bank/Tri-Cities 1000 North Fork Boulevard, Duffield Gateway Plaza Shopping Center, Gate City Highway 71 and State Route 682, Nickelsville	Br: Bank of Tazewell County 303 South Commerce Street, Marion
Brs: New Peoples Bank, Inc. 131 U. S. Route 23 South, Weber City 326 East Jackson Street, Gate City	Brs: Branch Banking and Trust Company of Virginia 1020 East Lee Highway, Chilhowie 109 Palmer Avenue, Saltville 5894 Lee Highway, Atkins
SHENANDOAH COUNTY	Br: Highlands Union Bank 1425 North Main Street, Marion
Brs: Branch Banking and Trust Company of Virginia 115 West Spring Street, Woodstock 5180 Main Street, Mount Jackson 9383 Congress Street, New Market	SOUTHAMPTON COUNTY
	Brs: Bank of Southside Virginia, The 18207 Virginia Avenue, Boykins 23003 Main Street, Capron

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

SOUTHAMPTON COUNTY (Continued)

Br: Union Bank and Trust Company
622 Cambridge Street

Brs: Branch Banking and Trust Company of
Virginia
22334 General Thomas Highway, Newsoms
22736 Main Street, Courtland
8314 Main Street, Ivor

Br: Virginia Heartland Bank
25 Greenbank Road

SURRY COUNTY

Br: Branch Banking and Trust Company of
Virginia
270 Colonial Trail East, Surry

Br: First Virginia Bank-Hampton Roads
22241 Main Street, Courtland
22510 Linden Street, Courtland

SPOTSYLVANIA COUNTY

Br: Branch Banking and Trust Company of
Virginia
3600 Plank Road
4535 Lafayette Boulevard

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

EFT: Spotsylvania Mall

Br: Southern Financial Bank
10693 Courthouse Road

Brs: Union Bank and Trust Company
10415 Courthouse Road
11625 Brock Road
4210 Plank Road
4540 Lafayette Boulevard
5510 Morris Road, Thornburg
8520 Jefferson Davis Highway

Br: Virginia Community Bank
10645 Courthouse Road

Virginia Heartland Bank
4700 Harrison Road

Br: 5996 Plank Road

STAFFORD COUNTY

Brs: Branch Banking and Trust Company of
Virginia
117 Garrisonville Road, Stafford
760 Warrenton Road

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

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

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

SUSSEX COUNTY

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

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

Br: Branch Banking and Trust Company of
Virginia
205 Railroad Avenue, Wakefield

Brs: First Virginia Bank-Hampton Roads
15103 Courthouse Road, Sussex
209 West Main Street, Waverly
233 South County Drive, Waverly

TAZEWELL COUNTY

Bank of Tazewell County
309 East Main Street
Tazewell

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

EFT: 108 Spruce Street, Bluefield

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

First Sentinel Bank
315 Railroad Ave
Richlands

Br: East Riverside Drive and Valley View
U.S. Routes 19 and 460, one mile east of
Claypool Hill

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

TAZEWELL COUNTY (Continued)

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

Br: Miners and Merchants Bank and Trust
Company
1425 Second Street, Richlands

Brs: New Peoples Bank, Inc.
157 Tazewell Mall Circle, Tazewell
U.S. Routes 19 and 460, Pounding Mill

Intersection of US Routes 19 and 11
EFT: 18528 Lee Highway, Abingdon

Brs: First Vantage Bank/Tri-Cities
498 Cummings Street, Abingdon
Laurel Avenue, Damascus
State Route 80, Meadowview
U.S. Route 11 and State Route 704
U.S. Route 58 S of State Route 716,
Damascus

Highlands Union Bank
340 West Main Street
Abingdon

Brs: 164 Jonesborough Road, Abingdon
24412 Maringo Road, Abingdon
506 Maple Street, Glade Spring

Br: Miners and Merchants Bank and Trust
Company
914 W. Main Street, Abingdon

WARREN COUNTY

Brs: Branch Banking and Trust Company of
Virginia
102 East Main Street, Front Royal
123 East Sixth Street, Front Royal
432 South Street, Front Royal

Brs: First Bank
1717 Shenandoah Avenue, Front Royal
508 North Commerce Avenue, Front Royal

Br: First Virginia Bank-Blue Ridge
473 South Street, Front Royal

Br: Marathon Bank, The
Post Office Plaza, 300 Warren Ave,
Front Royal

EFT: 851 John Marshall Highway, Front Royal

WESTMORELAND COUNTY

Br: Bank of Lancaster
Route 3 Kings Highway, Montross

Brs: First Virginia Bank
416 Colonial Avenue, Colonial Beach
Highway 202, Hague

Br: Northern Neck State Bank
State Route 3, Montross

Peoples Community Bank
15960 Kings Highway
Montross

Br: Union Bank and Trust Company
State Route 205 - McKinney Boulevard,
Colonial Beach

WASHINGTON COUNTY

Br: Bank of Marion, The
State Routes 91 and 750, Glade Spring

Br: Bank of Tazewell County
968 West Main Street, Abingdon

Br: Branch Banking and Trust Company of
Virginia
intersection of Wyndale Road and
Highway 19, Abingdon

Brs: First Bank and Trust Company, The
933 E Main Street, Abingdon

WISE COUNTY

Br: Farmers and Miners Bank
331 East Main Street, Wise

First Commonwealth Bank
303 West Main Street

Brs: First Vantage Bank/Tri-Cities
Pound
335 Main Street, Coeburn
621 Wood Avenue, Big Stone Gap
U.S. Route 23, Business & U.S. Route 23,
Bypass

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2002

WISE COUNTY (Continued)

Miners Exchange Bank
483 Front Street
Coeburn

Brs: 102 West Main Street, Appalachia
201 Laurel Avenue, Coeburn
Wise Street, Ridgeview Shopping Center,
St Paul

Br: Miners and Merchants Bank and Trust
Company
28 Russell Street, St. Paul

Br: New Peoples Bank, Inc.
419 Shawnee Avenue East, Big Stone Gap

WYTHE COUNTY

Brs: Bank of Marion, The
512 North Main Street, Rural Retreat
787 Fort Chiswell Road, Suite 7,
Max Meadows

Br: Bank of Tazewell County
185 East Main Street, Wytheville

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

YORK COUNTY

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

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

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

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

OUT OF STATE BRANCHES OF VIRGINIA BANKS AS OF DECEMBER 31, 2002

WASHINGTON, D.C.

Br: Southern Financial Bank
1055 Thomas Jefferson Street, N.W.

Brs: United Bank
1275 Pennsylvania Avenue, N. W.
1667 K Street, N.W.
1875 Eye Street, N. W.
4900 Massachusetts Avenue, N.W.

Br: Highlands Union Bank
4020 Highway 66 South, Rogersville

WEST VIRGINIA

Br: New Peoples Bank, Inc.
1221 Stafford Drive, Princeton

MARYLAND

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

Brs: United Bank
5272 River Road, Bethesda
7535 Old Georgetown Road, Bethesda
19701 Frederick Avenue, Germantown
12101 Rockville Pike, Rockville

CANADA

Br: Capital One Bank
North American Centre, 5650/5700 Yonge
Street, North York, Ontario

NORTH CAROLINA

Br: Highlands Union Bank
1013 Highway 105, Boone

TENNESSEE

Brs: First Bank and Trust Company, The
1314 Volunteer Parkway, Bristol
2100 Forest Drive, Gray
1185 North State of Franklin Road,
Johnson City
1108 East Stone Drive, Kingsport

Brs: First Vantage Bank/Tri-Cities
3416 Highway 126, Blountville
1149 Volunteer Parkway,
Southside Shopping Center, Bristol
1606 W. State Street, Bristol
1604 E. Andrew Johnson Highway,
Greeneville
104 University Parkway, Suite 1,
Johnson City
203 Broyles Drive, Johnson City
3200 Fort Henry Drive, Kingsport
401 Commerce Street, Kingsport
529 Big Limestone Road, Limestone
138 Main Street, Mount Carmel
5928 U.S. Highway 11-E, Piney Flats

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- Alliance Bankshares Corporation, 12735 Shops Lane, Fairfax, VA 22033
C.E.O. - Thomas A. Young, Jr., President
Alliance Bank Corporation, Fairfax, VA
- American National Bankshares, Inc., P. O. Box 191, Danville, VA 24543-0191
C.E.O. - Charles H. Majors, President
American National Bank and Trust Company, Danville, VA
- BB&T Corporation, P.O. Box 1290, Winston-Salem, NC 27102-1290
C.E.O. - John A. Allison, IV, Chairman of the Board
BB&T Bankcard Corporation, Columbus, GA
Branch Banking and Trust Company, Winston Salem, NC
Branch Banking and Trust Company of Virginia, Richmond, VA
Branch Banking and Trust Company of South Carolina, Greenville, SC
- BCC Bankshares, Inc., P.O. Box 336, Phenix, VA 23959-0336
C.E.O. - Bobby A. Howard, President
The Bank of Charlotte County, Phenix, VA
- BOE Financial Services of Virginia, Inc., P.O. Box 965, Tappahannock, VA 22560-0965
C.E.O. - George M. Longest, Jr., President
Bank of Essex, Tappahannock, VA
- Bank of America Corporation, 100 North Tryon Street, Charlotte, NC 28255
C.E.O. - Kenneth D. Lewis, Chairman of the Board
Bank of America, National Association, Charlotte, NC
- The Bank of Southside Virginia Corporation, P.O. Box 40, Carson, VA 23830-0040
C.E.O. - J. Peter Clements, President
The Bank of Southside Virginia, Carson, VA
- Bay Banks of Virginia, Inc., P.O. Box 1869, Kilmarnock, VA 22482-1869
C.E.O. - Austin L. Roberts, III, President
Bank of Lancaster, Kilmarnock, VA
Bay Trust Company, Kilmarnock, VA
- Benchmark Bankshares Inc, P.O. Box 569, Kenbridge, VA 23944-0569
C.E.O. - Ben L. Watson, III, President
Benchmark Community Bank, Kenbridge, VA
- Blue Ridge Bankshares, Inc., P.O. Box 609, Luray, VA 22835-0609
C.E.O. - Leland F. Pittman, President
The Page Valley Bank, Luray, VA
- Botetourt Bankshares, Inc., P.O. Box 339, Buchanan, VA 24066-0339
C.E.O. - H. Watts Steger, III, President
Bank of Botetourt, Buchanan, VA
- C & F Financial Corporation, P.O. Box 391, West Point, VA 23181-0391
C.E.O. - Larry G. Dillon, Chairman of the Board
Citizens and Farmers Bank, West Point, VA
- CNB Holdings, Inc., P. O. Box 1060, Pulaski, VA 24301-1060
C.E.O. - Hiawatha Nicely, President
Community National Bank, Pulaski, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

Capital One Financial Corporation, 1680 Capital One Drive, McLean, VA 22102-3491
C.E.O. - Richard D. Fairbank, Chairman of the Board
Capital One Bank, Glen Allen, VA

Cardinal Bankshares Corporation, P. O. Box 215, Floyd, VA 24091-0215
C.E.O. - R. Leon Moore, President
The Bank of Floyd, Floyd, VA

Cardinal Financial Corporation, 10555 Main Street, Suite 500, Fairfax, VA 22030-3306
C.E.O. - Bernard Clineburg
Cardinal Bank, National Association, Fairfax, VA

Central Virginia Bankshares, Inc., P.O. Box 39, Powhatan, VA 23139-0039
C.E.O. - Ralph Larry Lyons, President
Central Virginia Bank, Powhatan, VA

Chesapeake Financial Shares, Inc., P.O. Box 1419, Kilmarnock, VA 22482-1419
C.E.O. - Douglas D. Monroe, Jr., Chairman of the Board
Chesapeake Bank, Kilmarnock, VA
Chesapeake Trust Company, Kilmarnock, VA

Commonwealth Bankshares, Inc., P.O. Box 1177, Norfolk, VA 23501-1177
C.E.O. - Edward J. Woodard, Jr., Chairman of the Board
Bank of the Commonwealth, Norfolk, VA

Commonwealth Community Bancorp, Inc., P.O. Box 1010, Grundy, VA 24614-1010
C.E.O. - S. Gregory Compton, President
Miners and Merchants Bank and Trust Company, Grundy, VA

Community First Financial Corporation, P.O. Box 4314, Lynchburg, VA 24502
C.E.O. - John L. Wynne, President
Community First Bank, Lynchburg, VA

Eagle Financial Services, Inc., P.O. Box 391, Berryville, VA 22611-0391
C.E.O. - John R. Milleson, President
Bank of Clarke County, Berryville, VA

Eastern Virginia Bankshares, Inc., P.O. Box 1455, Tappahannock, VA 22560-1455
C.E.O. - Joe A. Shearin, President
Bank of Northumberland, Incorporated, Heathsville, VA
Hanover Bank, Mechanicsville, VA
Southside Bank, Tappahannock, VA

F & M Bank Corp, P.O. Box 1111, Timberville, VA 22853-1111
C.E.O. - Julian D. Fisher, President
Farmers & Merchants Bank, Timberville, VA

FNB Corporation, P. O. Box 600, Christiansburg, VA 24068-0600
C.E.O. - Samuel H. Tollison, President
FNB Salem Bank and Trust, National Association, Salem, VA
First National Bank, Christiansburg, VA

Fauquier Bankshares, Inc., P.O. Box 561, Warrenton, VA 20188-0561
C.E.O. - C. Hunton Tiffany, Chairman of the Board
The Fauquier Bank, Warrenton, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- First Bancorp, Inc., P.O. Box 1000, Abingdon, VA 24212-1000
C.E.O. - William H. Hayter, President
The First Bank and Trust Company, Lebanon, VA
- First Century Bankshares, Inc., P.O. Box 1559, Bluefield, WV 24701-1559
C.E.O. - R. W. Wilkinson, President
First Century Bank, National Association, Bluefield, WV
- First Citizens BancShares, Inc., CTX 07, P.O. Box 27131, Raleigh, NC 27611-7131
C.E.O. - Lewis R. Holding, Chairman of the Board
First-Citizens Bank & Trust Company, Raleigh, NC
First Citizens Bank, National Association, Roanoke, VA
Atlantic States Bank, Fort Myers, FL
- First Community Bancshares, Inc., P. O. Box 989, Bluefield, VA 24605-0989
C.E.O. - John M. Mendez
First Community Bank, National Association, Bluefield, VA
- First National Corporation, 112 West King Street, Strasburg, VA 22657-2220
C.E.O. - Harry S. Smith, President
First Bank, Strasburg, VA
- First Region Bancshares, Inc., P. O. Box 1050, Richlands, VA 24641-1050
C.E.O. - W. David Peters, President
First Sentinel Bank, Richlands, VA
- First Virginia Banks, Inc., One First Virginia Plaza, 6400 Arlington Boulevard, Falls Church, VA 22042
C.E.O. - Barry J. Fitzpatrick, Chairman of the Board
First Vantage Bank/Tri-Cities, Bristol, VA
First Virginia Bank, Falls Church, VA
First Virginia Bank - Southwest, Roanoke, VA
First Virginia Bank-Blue Ridge, Staunton, VA
First Virginia Bank-Colonial, Richmond, VA
First Virginia Bank-Hampton Roads, Norfolk, VA
Farmers Bank of Maryland, Annapolis, MD
Atlantic Bank, Ocean City, MD
- GNB Bankshares Corporation, P.O. Box 2080, Grundy, VA 24614-2080
C.E.O. - William B. Compton, President
Grundy National Bank, Grundy, VA
- Grayson Bankshares, Inc., P.O. Box 186, Independence, VA 24348-0186
C.E.O. - Jacky K. Anderson
Grayson National Bank, Independence, VA
- Guaranty Financial Corporation, 1658 State Farm Boulevard, Charlottesville, VA 22919
C.E.O. - William E. Doyle
Guaranty Bank, Charlottesville, VA
- Hampton Roads Bankshares, Inc., P.O. Box 1000, Chesapeake, VA 23327-1000
C.E.O. - Jack W. Gibson, President
The Bank of Hampton Roads, Chesapeake, VA
- Heritage Bankshares, Inc., P.O. Box 3749, Norfolk, VA 23514-3749
C.E.O. - Robert J. Keogh, President
Heritage Bank & Trust, Norfolk, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

Highland County Bankshares, Inc., P. O. Box 529, Monterey, VA 24465-0529

C.E.O. - Jacob H. Hevener, President
First and Citizens Bank, Monterey, VA

Highlands Bankshares, Inc., P. O. Box 1128, Abingdon, VA 24212-1128

C.E.O. - Samuel L. Neese, Executive Vice President
Highlands Union Bank, Abingdon, VA

James Monroe Bancorp, Inc., 3033 Wilson Boulevard, Arlington, VA 22201-3843

C.E.O. - John R. Maxwell, President
James Monroe Bank, Arlington, VA

MainStreet Bankshares, Inc., P.O. Box 1224, Martinsville, VA 24114-1224

C.E.O. - Cecil R. McCullar, President
Franklin Community Bank, N. A., Rocky Mount, VA
Smith River Community Bank, N. A., Martinsville, VA

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

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

Middleburg Financial Corporation, 111 West Washington St., Middleburg, VA 20118-0005

C.E.O. - Joseph L. Boling, Chairman of the Board
The Middleburg Bank, Middleburg, VA
The Tredegar Trust Company, Richmond, VA

Millennium Bankshares Corporation, 1601 Washington Plaza, Reston, VA 20190-9305

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

National Bankshares, Inc., P.O. Box 90002, Blacksburg, VA 24062-9002

C.E.O. - James G. Rakes, Chairman of the Board
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

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- Peoples Bankshares, Incorporated, P. O. Box 306, Montross, VA 22520-0306
C.E.O. - William L. Johns, President
Peoples Community Bank, Montross, VA
- Pinnacle Bankshares Corporation, P. O. Box 29, Altavista, VA 24517-0029
C.E.O. - Robert H. Gilliam, Jr., President
The First National Bank of Altavista, Altavista, VA
- Pioneer Bankshares, Inc., 263 E. Main Street, Stanley, VA 22851
C.E.O. - Thomas R. Rosazza
Pioneer Bank, Stanley, VA
- Powell Valley Bankshares, Inc., P.O. Box 100, Jonesville, VA 24263-0100
C.E.O. - Joseph N. Cridlin, Chairman of the Board
Powell Valley National Bank, Jonesville, VA
- Premier Community Bankshares, Inc., P. O. Box 998, Stephens City, VA 22655-0998
C.E.O. - Donald L. Unger, President
The Marathon Bank, Stephens City, VA
Rockingham Heritage Bank, Harrisonburg, VA
- Provident Bankshares Corporation, 114 E. Lexington Street, Baltimore, MD 21202
C.E.O. - Peter M. Martin
Provident Bank of Maryland, Baltimore, MD
- Resource Bankshares Corporation, 3720 Virginia Beach Blvd, Virginia Beach, VA 23452
C.E.O. - Lawrence N. Smith
Resource Bank, Virginia Beach, VA
- Riggs National Corporation, 1503 Pennsylvania Avenue, N. W., Washington, DC 20005
C.E.O. - Robert Allbritton, Chairman of the Board
The Riggs National Bank of Virginia, McLean, VA
- Sequoia Bancshares, Inc., 4912 Del Ray Avenue, Bethesda, MD 20814
C.E.O. - James G. Tardiff, Chairman of the Board
SequoiaBank, Bethesda, MD
- Shore Financial Corporation, P. O. Box 920, Onley, VA 23418-0920
C.E.O. - Scott C. Harvard, President
Shore Bank, Onley, VA
- SouthTrust Corporation, 420 N 20th Street, Birmingham, AL 35203
C.E.O. - Wallace D. Malone, Chairman of the Board
SouthTrust Bank, Birmingham, AL
- Southern Financial Bancorp, Inc., 37 E. Main Street, Warrenton, VA 20186-3420
C.E.O. - Georgia S. Derrico, Chairman of the Board
Southern Financial Bank, Warrenton, VA
- Southwest Virginia Bankshares, Inc., P.O. Box 1067, Marion, VA 24354-1067
C.E.O. - John E. Stringer, President
The Bank of Marion Marion, VA
- Summit Financial Group, Inc., 223 North Main Street, P.O. Box 179, Moorefield, WV 26836
C.E.O. - H. Charles Maddy, III, President
Shenandoah Valley National Bank, Winchester, VA
Summit Community Bank, Moorefield, WV
Capital State Bank, Charleston, WV

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

SunTrust Banks, Inc., 303 Peachtree St NE Mail Code 0632, Atlanta, GA 30308

C.E.O. - L. Phillip Humann, Chairman of the Board
SunTrust Bank, Atlanta, GA

TransCommunity Bankshares Incorporated, 2320 Anderson Highway, Powhatan, VA 23139

C.E.O. - William C. Wiley, Chairman of the Board
Bank of Goochland, N. A., Goochland, VA
Bank of Powhatan, N. A., Powhatan, VA

Union Bankshares Corporation, P.O. Box 446, Bowling Green, VA 22427-0446

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

United Bankshares, Inc., 514 Market Street, P.O. Box 1508, Parkersburg, WV 26101

C.E.O. - Richard M. Adams, Chairman of the Board
United Bank, Vienna, VA
United Bank, Inc., Parkersburg, WV

United Financial Banking Companies, Inc., P.O. Box 2459, Vienna, VA 22183-2459

C.E.O. - Harold C. Rauner, President
The Business Bank, Vienna, VA

Valley Financial Corporation, P. O. Box 2740, Roanoke, VA 24001-2740

C.E.O. - Ellis L. Gutshall, President
Valley Bank, Roanoke, VA

Virginia Bank Bankshares, Inc., P. O. Box 3447, Danville, VA 24543-3447

C.E.O. - L. Frank King, Jr., President
Virginia Bank and Trust Company, Danville, VA

Virginia Commerce Bancorp, Inc., 5350 Lee Highway, Arlington, VA 22207-1608

C.E.O. - Peter A. Converse, President
Virginia Commerce Bank, Arlington, VA

Virginia Community Bankshares, Inc., P.O. Box 888, Louisa, VA 23093-0888

C.E.O. - A. Pierce Stone, Chairman of the Board
Virginia Community Bank, Louisa, VA

Virginia Financial Group, Inc., P.O. Box 1309, Staunton, VA 24402-1309

C.E.O. - O.R. Barham, Jr.
Planters Bank & Trust Company of Virginia, Staunton, VA
Second Bank & Trust, Culpeper, VA
Virginia Heartland Bank, Fredericksburg, VA
Virginia Commonwealth Trust Company, Culpeper, VA

Wachovia Corporation, 301 South College Street, Charlotte, NC 28288

C.E.O. - G. Kennedy Thompson, President
Wachovia Bank, National Association, Winston-Salem, NC

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TRUST COMPANY REPORTS OF CONDITION AS OF DECEMBER 31, 2002

	IT-5	IT-3
	OLD DOMINION	THE
	TRUST COMPANY	TRUST COMPANY
	NORFOLK	RICHMOND
	1 OFFICE	4 OFFICES
ASSETS		
1. Cash Due from Depository Institutions.....	\$ 0	\$ 846,168
2. Cash Equivalent Accounts.....	373,400	0
3. U. S. Treasury Securities.....	446,785	1,815,380
4. U. S. Government Agency Securities.....	808,757	0
5. Obligations of States and Political Subdivisions	0	0
6. Other Bonds, Notes and Debentures	0	0
7. Premises, Furniture, and Fixtures.....	27,191	135,653
8. Accounts Receivable.....	32,138	13,131
9. Other Assets.....	6,528	642,364
10. TOTAL ASSETS.....	\$ 1,694,799	\$ 3,452,696
LIABILITIES		
11. Accounts Payable	\$ 14,824	\$ 33,641
12. Taxes Payable.....	0	13,462
13. Mortgage Indebtedness.....	0	0
14. Borrowings	0	0
15. Other Liabilities.....	10,687	198,340
16. TOTAL LIABILITIES	25,511	245,443
EQUITY CAPITAL		
18. Perpetual Preferred Stock.....	0	0
19. Common Stock	1,122,500	994,428
20. Surplus.....	362,500	1,864,434
21. Reserve for Operating Expenses	232,808	0
22. Retained Earnings (Losses).....	(48,520)	348,391
23. TOTAL EQUITY CAPITAL	1,669,288	3,207,253
24. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 1,694,799	\$ 3,452,696

ALPHABETICAL LISTING OF TRUST COMPANIES AS OF DECEMBER 31, 2002

<p>Old Dominion Trust Company 100 East Main Street, Suite 200 Norfolk 23510-1658 C.E.O.- David E. Bergren, III, President</p>	<p>Brs: City of Colonial Heights- 130 Temple Lake Drive City of Roanoke- Colonial Arms Building 204 S. Jefferson Street James City County- 4097 Ironbound Road, Suite B</p>
<p>Trust Company of Virginia, The 9030 Stony Point Parkway, Suite 300 Richmond 23235 C.E.O.- Douglas A. Nunn, President</p>	

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2002
PURSUANT TO THE TRUST COMPANY ACT**

BRANCHES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
06/04/02	Sageworth Trust Company Lancaster, PA	11951 Freedom Drive 13th Floor Reston, VA	No Objection 07/15/02
11/14/02	Trust Company of Virginia, The Richmond, VA	8000 Towers Crescent Dr., Suite 640 Vienna, Fairfax County, VA	Approved 12/16/02

BRANCH OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
01/15/02	Trust Company of Virginia, The Richmond, VA	From: 460 McLaws Circle, Suite 115, James City County, VA To: 4097 Ironbound Road, Suite B, James City County, VA	Approved 02/11/02

TRUST COMPANY STATUS CHANGES – 2002

BRANCH OFFICE RELOCATIONS

March	04	Trust Company of Virginia, The, Richmond, VA relocated a branch office from 460 McLaws Circle, Suite 115, James City County, VA to 4097 Ironbound Road, Suite B, James City County, VA
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118 ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS

SAVINGS INSTITUTION REPORTS OF CONDITION AS OF DECEMBER 31, 2002 (IN THOUSANDS)

	SL-142 IMPERIAL SAVINGS AND LOAN ASSOCIATION MARTINSVILLE	SL-112 ELIZABETH BUILDING AND LOAN ASSOCIATION INCORPORATED PORTSMOUTH
	1 OFFICE	1 OFFICE
ASSETS		
1. Cash, Deposits and Investment Securities.....	\$ 3,705	\$ 0
2. Mortgage Pool Securities	18	0
3. Mortgage Loans	4,477	5,696
4. Nonmortgage Loans	1,299	0
5. Repossessed Assets	0	0
6. Real Estate Held for Investment.....	0	0
7. Investments in Service Corps and Subsidiaries.....	0	0
8. Office Premises and Equipment	250	8
9. Other Assets.....	117	177
10. TOTAL ASSETS.....	\$ 9,866	\$ 5,881
LIABILITIES		
11. Deposits	\$ 8,902	\$ 808
12. Unamortized Yield Adjustments on Deposits.....	0	0
13. Advances From FHLBank.....	0	0
14. Other Borrowings	0	4,513
15. Other Liabilities.....	131	162
16. TOTAL LIABILITIES	9,033	5,483
17. Redeemable Preferred Stock and Minority Interest	0	0
EQUITY CAPITAL		
18. Perpetual Preferred Stock	0	0
19. Common Stock	0	0
20. Paid in Excess of Par	0	388
21. Unrealized Gains (Losses) on Marketable Equity Securities.....	0	0
22. Retained Earnings.....	833	10
23. TOTAL EQUITY CAPITAL	833	398
24. TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND EQUITY CAPITAL.....	\$ 9,866	\$ 5,881

ALPHABETICAL LISTING BY NAME OF STATE SAVINGS INSTITUTIONS
SHOWING EXECUTIVE OFFICERS AS OF DECEMBER 31, 2002

Elizabeth Building and Loan Association,
Incorporated (M)
519 Washington Street
Portsmouth 23704-3507
Date Opened - 2/21/1912
C.E.O.- Charles O. Barclay, Jr.

Imperial Savings & Loan Association, Incorporated
(M)
211 Fayette Street
Martinsville 24114-0391
Date Opened - 7/16/1929
C.E.O.- Simone H. Redd, President

(M) Mutual Association

CREDIT UNIONS CONSOLIDATED BALANCE SHEET
AS OF DECEMBER 31

	2001	2002
ASSETS		
Loans	\$1,932,592,537	\$2,071,517,177
LESS: Allowance for loan losses	23,086,189	23,358,289
Cash	252,552,590	334,925,533
U.S. Government obligations.....	19,970,348	34,966,973
Federal agency securities	585,739,460	764,961,329
Common Trust Investments (ICU, NIFCU's, Mutual Funds)	46,226,503	9,536,838
Shares, deposits & certificates in Corporate Centrals	55,541,560	53,294,038
Shares, deposits & certificates in banks, S&L's & MSB's	66,882,642	93,039,751
Shares, deposits & certificates in other credit unions	1,596,199	2,355,936
Share insurance capitalization deposit.....	22,792,018	26,363,644
All other investments	56,720,408	38,573,613
LESS: Allowance for investment loss		
Land and buildings (net of depreciation).....	45,392,939	46,222,940
Other fixed assets (net of depreciation)	12,473,614	13,451,729
All other assets	30,158,115	30,641,543
TOTAL ASSETS	\$3,105,552,744	\$3,496,492,755
LIABILITIES & SAVINGS EQUITY		
Promissory notes	\$56,000	\$245,947
Other notes/interest payable.....		
Accounts payable	10,200,151	14,538,898
Dividends payable.....	3,203,185	1,834,944
TOTAL LIABILITIES	13,459,336	\$16,619,789
Share certificates	877,609,412	\$837,017,997
Share draft accounts	299,695,526	323,115,474
IRA accounts.....	291,567,699	332,152,062
Other shares.....	1,275,849,411	1,607,723,640
TOTAL SHARES	2,744,722,048	\$3,100,009,173
Regular/statutory reserve	\$80,036,297	\$82,489,118
Other reserves	53,638,692	53,349,629
Unrealized Gains (Losses) on available for sale securities	5,020,349	7,072,379
Undivided earnings	208,676,022	236,952,667
TOTAL EQUITY	347,371,360	\$379,863,793
TOTAL LIABILITIES & EQUITY	\$3,105,552,744	\$3,496,492,755
Number of credit unions in operation.....	71	70

CREDIT UNIONS CONSOLIDATED STATEMENT OF INCOME AND EXPENSES

	2001	2002
INCOME		
Interest on loans (gross).....	\$158,002,918	\$158,012,558
LESS: Interest refunded.....	259,148	387,101
Income from investments.....	46,156,616	42,429,260
Fee income.....	21,867,141	25,646,170
Other operating income.....	9,902,606	12,234,499
TOTAL GROSS INCOME.....	235,670,133	\$237,935,386
EXPENSES		
Employee compensation & benefits.....	47,588,804	\$53,643,946
Travel & conference expense.....	1,406,641	1,472,853
Office occupancy expense.....	5,171,719	5,701,491
Office operations expense.....	23,087,455	25,567,912
Education & promotional expenses.....	2,728,124	2,703,093
Loan servicing expense.....	8,710,252	8,928,636
Professional & outside services.....	5,049,259	6,044,035
Provision for investment losses.....		
Provision for loan losses.....	11,945,326	12,223,823
Members insurance.....	1,144,356	1,097,496
Operating fees (examination & supervision fees).....	713,541	796,139
Miscellaneous operating expenses.....	2,322,432	2,745,542
TOTAL OPERATING EXPENSES BEFORE DIVIDENDS.....	109,867,909	\$120,924,966
NET INCOME (LOSS) BEFORE DIVIDENDS.....	125,802,224	\$117,010,420
Gains (losses) on investments.....	\$138,212	\$55,376
Gains (losses) on disposition of fixed assets.....	17,310	31,535
Other non-operating income (expense).....	137,704	96,327
TOTAL NON-OPERATING GAINS (LOSSES).....	293,226	\$183,238
Total net income (loss) before dividends.....	126,095,450	\$117,193,658
Interest on borrowed money.....	39,103	43,976
Dividends.....	104,564,384	85,511,423
Net income (loss) after dividends.....	21,491,963	\$31,638,259
LESS: Required transfer to statutory reserve (net).....	12,093,409	\$3,906,766
Change to undivided earnings as a result of operations.....	\$9,398,554	\$27,731,493

CREDIT UNION APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2002**NEW OUT OF STATE CREDIT UNIONS**

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
04/29/02	EDS Credit Union	13600 EDS Drive Herndon, VA	Approved 08/16/02
07/31/02	Eastman Credit Union	125 Jones Street Gate City, VA	Approved 09/06/02

MERGERS

DATE RECEIVED	DESCRIPTION	ACTIVITY
04/04/02	WECCU Credit Union, Covington, VA to merge into it Hercules Covington Employees Credit Union, Covington, VA	Approved 05/09/02
09/27/02	V.B.H. Employees Credit Union, Incorporated, Lynchburg, VA to merge into it Lynchburg General Credit Union, Lynchburg, VA	Pending

SERVICE FACILITIES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
02/13/02	Martinsville Du Pont Employees Credit Union, Incorporated	1000 Spruce Pine Street Martinsville, VA	Approved 03/04/02
02/13/02	Martinsville Du Pont Employees Credit Union, Incorporated	Highway 220 & Rives Road Martinsville, VA	Approved 03/04/02
02/13/02	Martinsville Du Pont Employees Credit Union, Incorporated	5835 Virginia Avenue Bassett, VA	Approved 03/04/02
10/07/02	Dominion Credit Union	1201 E. 55th Street Cleveland, OH	Approved 11/07/02

CREDIT UNION STATUS CHANGES - 2002**MERGERS**

March	14	Newport News Shipbuilding Employees' Credit Union, Inc., Newport News, VA, merged into it Amoco Yorktown Refinery Credit Union, Incorporated, Yorktown, VA
May	17	WECCU Credit Union, Covington, VA, merged into it Hercules Covington Employees Credit Union, Covington, VA

CHANGES IN TITLE

March	26	Virginia United Methodist Conference Credit Union, Inc., Glen Allen, VA changed its name to Virginia United Methodist Credit Union, Inc.
May	14	W. P. S. E. Credit Union, Inc., Waynesboro, VA changed its name to Waynesboro Employees Credit Union, Inc.
November	27	Virginia League Central Credit Union, Incorporated, Lynchburg, VA changed its name to Beacon Credit Union, Incorporated

OFFICE RELOCATIONS

November	11	Richmond Police Department Credit Union, Incorporated, Richmond, VA, moved its branch office from 501 N. 9th. Street, Suite 205, Richmond, VA to 200 W. Grace Street, Richmond, VA
April	19	University of Virginia Community Credit Union, Inc., Charlottesville, VA, moved its branch office from 409 Lane Road Annex, Charlottesville, VA to 222 Lee Street, Charlottesville, VA
August	28	Virginia United Methodist Conference Credit Union, Inc., Glen Allen, VA, moved its branch office from 4016 West Broad Street, Richmond, VA to 10330 Staples Mill Road, Glen Allen, VA

SERVICE FACILITIES

April	04	Martinsville Du Pont Employees Credit Union, Incorporated opened a service facility at Highway 220 & Rives Road, Martinsville, VA
April	04	Martinsville Du Pont Employees Credit Union, Incorporated opened a service facility at 1000 Spruce Pine Street, Martinsville, VA
April	05	University of Virginia Community Credit Union, Inc. opened a service facility at 5766 Thomas Jefferson Parkway, Suite 201, Palmyra, VA
April	09	Martinsville Du Pont Employees Credit Union, Incorporated opened a service facility at 5835 Virginia Avenue, Bassett, VA
November	07	Dominion Credit Union opened a service facility at 1201 E. 55th Street, Cleveland, OH

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2002

<p>A B & W Credit Union, Incorporated 6201 Richmond Highway Alexandria 22303 Treasurer - Richard Houston Date Opened - 4/17/1952 Assets - \$ 24,046,098</p>	<p>Cadmus Credit Union, Incorporated 2901 Byrdhill Road P.O. Box 27481 Richmond 23228 Treasurer - Donald W. Hill Date Opened - 6/29/1951 Assets - \$ 3,570,271</p>
<p>AMS Credit Union 4000 Legato Road, Rooms 425 & 425A Fairfax 22033 Treasurer - Brian McAuliffe Date Opened - 8/31/1977 Assets - \$ 3,277,586</p>	<p>Campbell County Employee's Credit Union, Inc. 132 Kimball Road Concord 24538 Treasurer - Elizabeth Keaton Date Opened - 9/19/1956 Assets - \$ 623,852</p>
<p>Alexandria Postal Credit Union, Incorporated 1100 Wythe Street Alexandria 22313 Treasurer - Vacant Date Opened - 3/23/1948 Assets - \$ 1,225,320</p>	<p>Chesapeake City Employees Credit Union 401 Albemarle Drive, Suite 102 Chesapeake 23322 Treasurer - Kathy O'Brian-Bowles Date Opened - 5/18/1971 Assets - \$ 4,954,338</p>
<p>Augusta Health Care Credit Union, Incorporated 78 Medical Center Drive Fishersville 22939 Treasurer - Deborah Shank Date Opened - 4/3/1964 Assets - \$ 6,779,012</p>	<p>Chesapeake Public School Employee's Credit Union, Inc. 544 Battlefield Boulevard South Chesapeake 23320 Treasurer - Robert Bierman Date Opened - 4/2/1963 Assets - \$ 6,636,911</p>
<p>Beacon Credit Union, Incorporated 6320 Logans Lane P O Box 11469 Lynchburg 24506 Treasurer - Wes Gordon Date Opened - 10/26/1939 Assets - \$ 29,096,552</p>	<p>City of Alexandria Employees Credit Union, Inc. 1416 Duke Street Alexandria 22314 Treasurer - Ralph Charlton Date Opened - 10/13/1958 Assets - \$ 24,287,976</p>
<p>Belt Line Employees Credit Union, Incorporated 3014 Tyre Neck Road Portsmouth 23703 Treasurer - Garry Baker Date Opened - 12/23/1929 Assets - \$ 3,264,681</p>	<p>D.I.R. Credit Union, Incorporated 400 North 8th Street, Room 434 Richmond 23240 Treasurer - Allma S. Tillman Date Opened - 12/21/1950 Assets - \$ 3,848,153</p>
<p>C.C.C. Martinsville Employees Credit Union, Incorporated 810 Starling Avenue Martinsville 24112 Treasurer - James Davidson Date Opened - 8/10/1964 Assets - \$ 1,035,064</p>	<p>Danville Postal Credit Union, Incorporated 105 Teal Court Danville 24541 Treasurer - Maxine F. Powell Date Opened - 4/1/1927 Assets - \$ 1,435,971</p>

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2002

<p>Dominion Credit Union One James River Plaza Lobby Level P.O. Box 26646 Richmond 23261 Treasurer - Judy Gavant Date Opened - 10/5/1940 Assets - \$ 112,902,239 <i>Service Facilities -</i> 1201 E. 55th Street, Cleveland, OH 44103 5000 Dominion Boulevard, Glen Allen, VA 23060 120 Tredegar Street, Richmond, VA 23219 2400 Grayland Avenue, Richmond, VA 23220</p>	<p>Hampton City Employees Credit Union, Incorporated City Hall Building 22 Lincoln Street Hampton 23669 Treasurer - Christine Snead Date Opened - 11/17/1955 Assets - \$ 5,525,689</p>
<p>DuPont Community Credit Union 140 Lucy Lane P. O. Box 1365 Waynesboro 22980 Treasurer - Walter H. Hendrix Date Opened - 7/1/1959 Assets - \$ 388,719,565 <i>Service Facilities -</i> 105 Community Way, Staunton, VA 24401 2813 North Augusta St., Staunton, VA 24401 2518 Stuarts Draft Highway, Stuarts Draft, VA 24477 200 East Broad Street, Waynesboro, VA 22980 2200 W. Main Street, Waynesboro, VA 22980 Dupont Plant, 400 Dupont Blvd., Waynesboro, VA 22980</p>	<p>Hampton Roads Educators Credit Union, Inc. 2130 Cunningham Drive Hampton 23666 Treasurer - William F. Trimble, Jr. Date Opened - 4/6/1954 Assets - \$ 21,771,903</p>
<p>Fort Monroe Credit Union, Incorporated 108 West Mercury Blvd. Hampton 23669 Treasurer - E.C. Francis, Jr. Date Opened - 9/15/1953 Assets - \$ 21,837,877 <i>Service Facility -</i> Building T 261 Patch Road, Fort Monroe, VA 23651</p>	<p>Hampton Roads Postal Credit Union, Inc. 4013 W. Mercury Boulevard Hampton 23666 Treasurer - Fred Wright Date Opened - 3/7/1952 Assets - \$ 7,419,467</p>
<p>Gwaltney Employees Credit Union, Incorporated 938-C South Church Street Smithfield 23431 Treasurer - Beatrice R. Wise Date Opened - 8/10/1961 Assets - \$ 1,731,922</p>	<p>Klann Employees Credit Union, Incorporated 301 Fourth Street Waynesboro 22980 Treasurer - Sandra F. Shiflett Date Opened - 9/2/1966 Assets - \$ 112,042</p>
	<p>Landmark Communications Employees Credit Union, Inc. 150 West Brambleton Avenue Norfolk 23510 Treasurer - Carol Lewis Date Opened - 8/24/1953 Assets - \$ 2,295,389</p>
	<p>Life Line Credit Union, Inc. 5904 Hamptstead Avenue Richmond 23226 Treasurer - Doris Miller Date Opened - 4/11/1969 Assets - \$ 5,864,134</p>
	<p>Loudoun Credit Union 112-A South Street, S.E. Leesburg 20175 Treasurer - Susan Carroll Date Opened - 2/3/1978 Assets - \$ 12,441,766</p>
	<p>Lynchburg Appalachian Employees Credit Union, Incorporated 4001 Mayflower Drive Lynchburg 24501 Treasurer - Teresa D. Eubank Date Opened - 6/28/1954 Assets - \$ 397,367</p>

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2002

<p>Lynchburg General Credit Union 1901 Tate Springs Road Lynchburg 24501 Treasurer - Tom Lawton Date Opened - 10/21/1970 Assets - \$ 1,441,277</p>	<p>Nabisco Employees Credit Union 6002 S. Laburnum Avenue Richmond 23231 Treasurer - John Thompson Date Opened - 8/26/1976 Assets - \$ 5,923,033</p>
<p>Lynchburg Postal and Federal Employees' Credit Union, Incorporated 3300 Odd Fellows Road Room 103 P O Box 10182 Lynchburg 24506 Treasurer - Vacant Date Opened - 5/1/1926 Assets - \$ 3,058,588</p>	<p>Nansemond Credit Union, Incorporated, The 617 East Washington Street Suffolk 23434 Treasurer - Mark Croston Date Opened - 6/20/1949 Assets - \$ 3,094,625</p>
<p>Martinsville Du Pont Employees Credit Union, Incorporated 35 Dupont Road P O Box 2158 Martinsville 24113 Treasurer - James Rodgers Date Opened - 3/23/1953 Assets - \$ 207,290,511 <i>Service Facilities -</i> 5835 Virginia Avenue, Bassett, VA 24055 41 Wheeler Avenue, Collinsville, VA 24078 1000 Spruce Pine Street, Martinsville, VA 24112 58 E. Church Street, Martinsville, VA 24113 Highway 220 & Rives Road, Martinsville, VA 24112 7176 Greensboro Road, Ridgeway, VA 24148</p>	<p>New Horizon Credit Union 10830 Balls Ford Road Manassas 20109 Treasurer - Nancy Eick Date Opened - 1/20/1969 Assets - \$ 27,756,683 <i>Service Facility -</i> 15000 Conference Center Drive, Suite 1003, Chantilly, VA 22021</p>
<p>Martinsville Postal Credit Union, Incorporated 1123 Spruce Street Martinsville 24415 Treasurer - Faye Penn Date Opened - 7/1/1949 Assets - \$ 538,118</p>	<p>Newport News Municipal Employees Credit Union, Incorporated 502 Operations Drive Newport News 23602 Treasurer - Ronald W. Jones Date Opened - 12/21/1950 Assets - \$ 34,055,764 <i>Service Facility -</i> 210 25th. Street, Newport News, VA 23607</p>
<p>N.C.S.E. Credit Union, Inc. 84 Courthouse Square Lovingston 22949 Treasurer - Phyllis M. Drumheller Date Opened - 6/25/1970 Assets - \$ 799,182</p>	

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2002

<p>Newport News Shipbuilding Employees' Credit Union, Inc. 3711 Huntington Avenue Newport News 23607 Treasurer - Robert L. Sterling Date Opened - 6/2/1928 Assets - \$ 753,515,748 <i>Service Facilities -</i> 5028 George Washington Memorial Hwy., Grafton, VA 23692 2300 Cunningham Drive, Hampton, VA 23666 500 West Park Lane, Hampton, VA 23666 Gateway 2000, 22 Enterprise Parkway Suite 160, Hampton, VA 23666 12401 Warwick Boulevard, Newport News, VA 23606 230 41st. Street, Building 520, Newport News, VA 23607 2700 Huntington Avenue, Building 902, Newport News, VA 23607 2900 Washington Avenue, Building 901, Newport News, VA 23607 35th Street Gate Newport News Shipyard, Newport News, VA 23607 4215 Marshall Avenue, Building 600, Newport News, VA 23607 433 Denbigh Boulevard, Newport News, VA 23608 5001 Huntington Avenue, Newport News, VA 23607 60th Street Gate Newport News Shipyard, Newport News, VA 23607 8000 Marshall Avenue, Newport News, VA 23605 1290 Smithfield Plaza, Smithfield, VA 23430</p> <p>Norfolk Southern Employees' Credit Union, Incorporated 1324 N Battlefield Blvd, Suite 3-F Greenbrier Square Chesapeake 23320 Treasurer - Georgia M. Dingle Date Opened - 4/26/1928 Assets - \$ 2,273,561</p> <p>Norfolk, Va., Postal Credit Union, Incorporated 600 Church Street Room 111 Norfolk 23501 Treasurer - William Beck Date Opened - 3/9/1925 Assets - \$ 5,992,126</p>	<p>Northern Star Credit Union, Incorporated 5100 George Washington Highway Portsmouth 23705 Treasurer - Charles R. Parker Date Opened - 6/7/1929 Assets - \$ 89,874,999 <i>Service Facilities -</i> 3325 Taylor Road, Chesapeake, VA 23325 Norfolk Naval Shipyard Bldg M-32, Portsmouth, VA 23709</p> <p>Old Dominion University Credit Union, Inc. 2701 Hampton Boulevard Norfolk 23517 Treasurer - E. Wayne Edwards Date Opened - 1/16/1959 Assets - \$ 17,062,210</p> <p>P.W.C. Employees Credit Union 2080 Old Bridge Road, Suite 101 Woodbridge 22192 Treasurer - Robin Perkins Date Opened - 2/1/1971 Assets - \$ 23,375,615 <i>Service Facility -</i> 8807 Sudley Road, Suite 109, Manassas, VA 22110</p> <p>P.W.H. Employees Credit Union, Inc. 8700 Sudley Road Manassas 22110 Treasurer - Fay Bowers Date Opened - 10/10/1969 Assets - \$ 2,573,675</p> <p>PFD Firefighters Credit Union, Incorporated 3209 Cedar Lane Portsmouth 23703 Treasurer - Tyrone Wisher Date Opened - 3/24/1955 Assets - \$ 11,070,095</p> <p>Petersburg Federal Reformatory Credit Union, Incorporated Federal Correctional Institution Petersburg 23804 Treasurer - Donnie Smith Date Opened - 8/27/1951 Assets - \$ 1,437,614</p> <p>Piedmont Credit Union 306 Poplar Street Danville 24541 Treasurer - Cary Wilkes Date Opened - 5/12/1969 Assets - \$ 18,288,482</p>
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ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2002

<p>Portsmouth Police Credit Union, Incorporated 801 Crawford Street, 5th Floor Portsmouth 23704 Treasurer - Robert B. Clark, Jr. Date Opened - 4/24/1957 Assets - \$ 1,160,494</p>	<p>Shenandoah County Credit Union 403 West Court Street Mt Jackson 22842 Treasurer - Hilary Yoxall Date Opened - 9/1/1981 Assets - \$ 558,366</p>
<p>Portsmouth Post Office Credit Union, Incorporated, The 933 Broad Street, Room 123 P.O. Box 7265 Portsmouth 23707 Treasurer - William Choate Date Opened - 2/3/1949 Assets - \$ 1,889,851</p>	<p>Smithfield Packing Employees' Credit Union 501 North Church Street P.O. Box 369 Smithfield 23431 Treasurer - Karen Wellons Date Opened - 4/27/1971 Assets - \$ 2,041,600</p>
<p>Prime Care Credit Union, Incorporated 600 Gresham Drive Norfolk 23507 Treasurer - Terry J. Lambert Date Opened - 3/9/1970 Assets - \$ 7,953,374</p>	<p>Southern States Employees' Credit Union, Incorporated 5516 Falmouth Street, Suite 103 Richmond 23260 Treasurer - Chris Headley Date Opened - 5/5/1940 Assets - \$ 27,199,732</p>
<p>Richmond Fire Department Credit Union, Incorporated 900 Hermitage Road Richmond 23220 Treasurer - Russell G. Acors, III Date Opened - 5/15/1929 Assets - \$ 13,942,291</p>	<p>Spruance Cellophane Credit Union 7119 Jefferson Davis Highway Richmond 23237 Treasurer - George Fleming Date Opened - 3/24/1953 Assets - \$ 6,857,559</p>
<p>Richmond Police Department Credit Union, Incorporated 200 W. Grace Street Richmond 23219 Treasurer - William Friday Date Opened - 11/15/1934 Assets - \$ 4,921,724</p>	<p>T.M.C. Employees Credit Union, Inc. 1000 Robins Road P.O. Box 10341 Lynchburg 24506 Treasurer - Patsy W. Stilwell Date Opened - 2/15/1952 Assets - \$ 1,040,283</p>
<p>Richmond Postal Credit Union Incorporated, The 1601 Ownby Lane Richmond 23220 Treasurer - Wayne Boothe Date Opened - 11/23/1923 Assets - \$ 65,302,897 <i>Service Facility -</i> 1801 Brook Road, Richmond, VA 23260</p>	<p>Tidewater Telephone Employees Credit Union, Incorporated 5648 Southern Boulevard Virginia Beach 23462 Treasurer - John Eason Date Opened - 7/22/1958 Assets - \$ 30,890,591 <i>Service Facility -</i> 1128 Big Bethel Road, Hampton, VA 23666</p>
<p>Riverside Health System Employees' Credit Union, Incorporated 500 J. Clyde Morris Boulevard Newport News 23601 Treasurer - F. Kimball Hahn Date Opened - 9/1/1970 Assets - \$ 5,617,350</p>	<p>Times World Employees Credit Union, Incorporated 201 West Campbell Avenue, S.W. P.O. Box 2491 Roanoke 24010 Treasurer - Nancy Kim Shively Date Opened - 9/18/1941 Assets - \$ 1,029,415</p>

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2002

Trigon Employees' Credit Union, Incorporated
2015 Staples Mill Road
Richmond 23279

Treasurer - Alice Saczawa
Date Opened - 12/17/1958
Assets - \$ 10,879,000

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

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

Treasurer - John Blackwell
Date Opened - 4/12/1979
Assets - \$ 6,396,965

Service Facility -
2323 Riverside Drive,
Danville, VA 24540

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

Treasurer - Charles T. Gillet
Date Opened - 5/19/1954
Assets - \$ 255,684,922

Service Facilities -
1936 Arlington Boulevard,
Charlottesville, VA 22903
220 Wayles Lane,
Charlottesville, VA 22911
222 Lee Street,
Charlottesville, VA 22908
908 E. High Street,
Charlottesville, VA 22902
5820 Railroad Avenue,
Crozet, VA 22932
5766 Thomas Jefferson Parkway,
Suite 201,
Palmyra, VA 22963

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

Treasurer - Lisa H. Hall
Date Opened - 10/14/1966
Assets - \$ 1,923,837

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

Treasurer - Reba Morris
Date Opened - 6/13/1977
Assets - \$ 6,376,416

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

Treasurer - Raymond Vaughan
Date Opened - 12/11/1928
Assets - \$ 1,019,166,252

Service Facilities -
456 Charles Dimmock Parkway, Ste. 1,
Colonial Heights, VA 23834
1301 College Avenue,
Fredericksburg, VA 22401
2101 Plank Road,
Fredericksburg, VA 22401
7015 Mechanicsville Turnpike,
Mechanicsville, VA 23111
11030 Hull Street Road,
Midlothian, VA 23112
101 N. 14th Street (Tower),
Richmond, VA 23219
10165 Brook Road,
Richmond, VA 23227
1200 Koger Center Boulevard,
Richmond, VA 23235
1302 B Gaskins Road,
Richmond, VA 23233
2300 W Broad Street (DMV),
Richmond, VA 23220
4001 Lauderdale Drive,
Richmond, VA 23233
5427 Glenside Drive,
Richmond, VA 23228
7500 Boulders View Drive,
Richmond, VA 23225
900 East Main Street
Pocahontas Building,
Richmond, VA 23219

Virginia Educators' Credit Union
12626 Nettles Drive
Newport News 23606

Treasurer - Eugene Johnson
Date Opened - 11/1/1954
Assets - \$ 50,972,747

Service Facilities -
Armstrong Slater Building, Room 100,
Hampton University,
Hampton, VA 23668
14838 Warwick Boulevard,
Newport News, VA 23602
812 Main Street,
Newport News, VA 23605

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2002

Virginia Gas, Credit Union, Incorporated
107 South Coalter Street
Staunton 24401
Treasurer - E.K. Whitesell
Date Opened - 5/29/1956
Assets - \$ 4,018,776

WECCU Credit Union
347 North Court Avenue
Covington 24426
Treasurer - Ronald Hosey, Jr.
Date Opened - 7/17/1953
Assets - \$ 48,710,260

Virginia United Methodist Credit Union, Inc.
10330 Staples Mill Road
Richmond 23228
Treasurer - Lawrence M. Malone
Date Opened - 3/27/1952
Assets - \$ 14,854,944

Waynesboro Employees Credit Union, Inc.
250-E North Poplar Avenue
Waynesboro 22980
Treasurer - Esther N. Cullen
Date Opened - 10/17/1958
Assets - \$ 2,580,058

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

FIELDALE
274 Field Avenue
Branch of Southern Select Community Credit Union

GATE CITY
125 Jones Street
Branch of Eastman Credit Union

HERNDON
13600 EDS Drive
Branch of EDS Credit Union

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

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

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

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

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2002
