

2001 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, 2001



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, 2001

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, 2001.

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

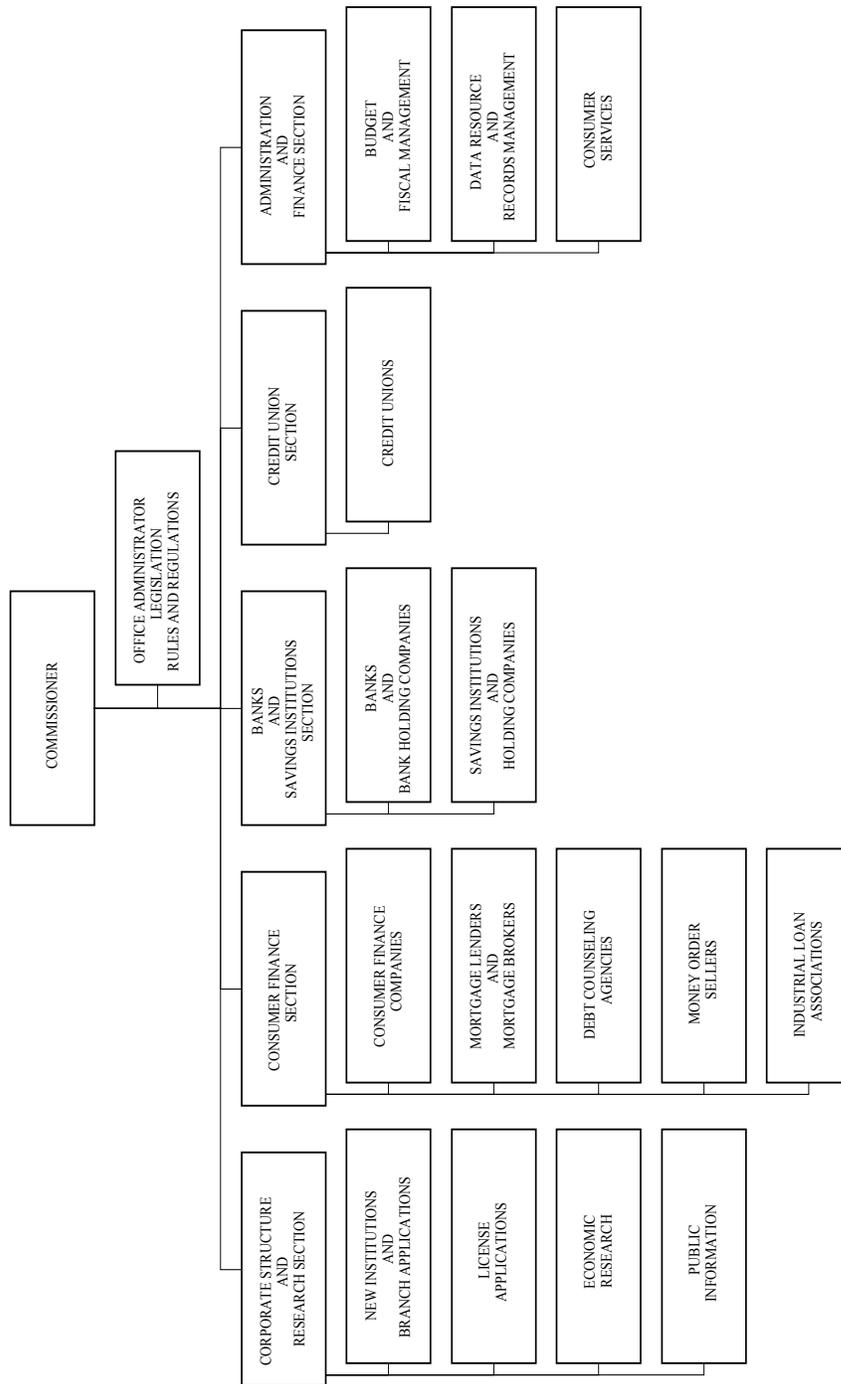
Commissioner of Financial Institutions

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

LEGAL HOLIDAYS

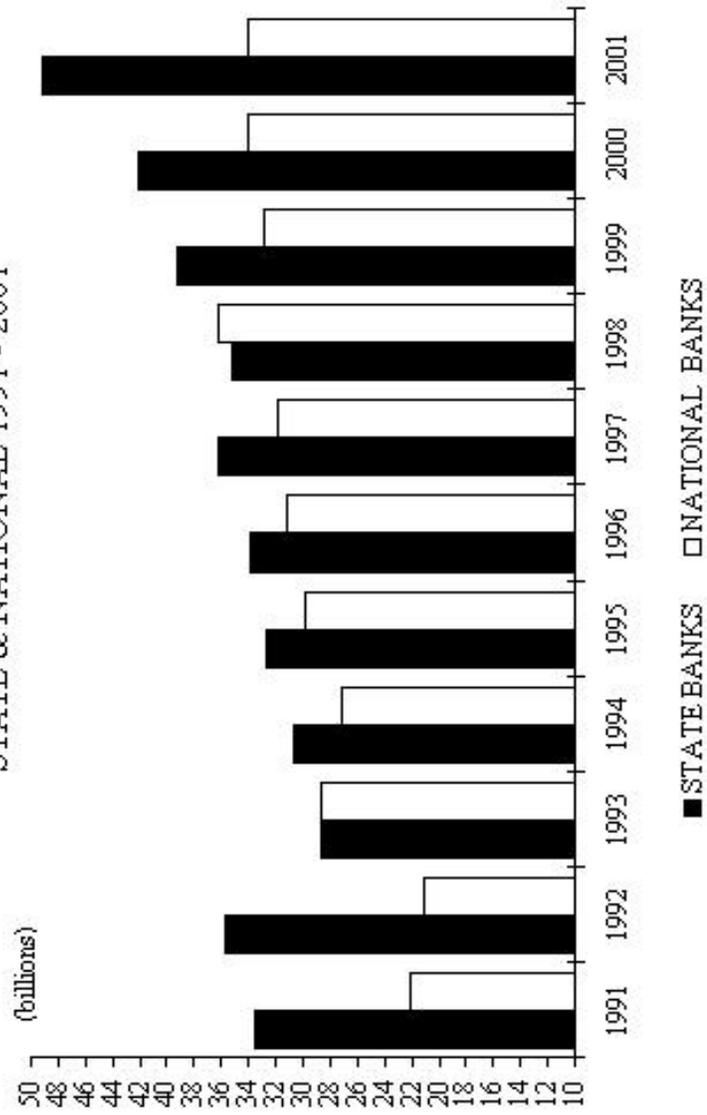
In each year, the first day of January (New Year's Day), the Friday preceding the third Monday in January (Lee-Jackson Day), the third Monday in January (Martin Luther King, Jr. Day), the third Monday in February (George Washington Day), the last Monday in May (Memorial Day), the fourth day of July (Independence 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



DOMESTIC DEPOSITS IN VIRGINIA BANK OFFICES

STATE & NATIONAL 1991 - 2001



CONSOLIDATED REPORT OF CONDITION - VIRGINIA STATE BANKS
DECEMBER 31, 2000 & 2001 (IN THOUSANDS OF DOLLARS)

	December 31, 2000 108 State Banks 1,027 Branches	December 31, 2001 102 State Banks 1,044 Branches
ASSETS		
Cash and balances due from depository institutions	\$ 1,452,148	\$ 2,280,699
Noninterest-bearing balances and currency and coin.....	1,208,499	1,723,978
Interest-bearing balances	243,649	556,721
Securities	7,994,184	11,309,493
Federal funds sold & securities purchased under agreement to resell	1,844,727	1,849,668
Loan and lease financing receivables:		
Loans and leases, net of unearned income	33,592,674	35,417,715
LESS: Allowance for loan and lease losses.....	700,684	827,047
LESS: Allocated transfer risk reserve	0	0
Loans and leases, net of unearned income and allowance for losses	32,891,990	34,590,668
Assets held in trading accounts.....	0	0
Premises and fixed assets (including capitalized leases).....	1,060,811	1,138,121
Other real estate owned.....	32,056	21,615
Investments in unconsolidated subsidiaries and associated companies.....	2,023	2,287
Customers' liabilities to banks on acceptances outstanding	259	617
Intangible assets	273,893	386,294
Other assets	1,926,320	3,217,281
TOTAL ASSETS	\$ 47,478,411	\$ 54,796,743
LIABILITIES		
Deposits:		
In domestic offices	\$ 32,774,986	\$ 36,848,657
(1) Noninterest-bearing	4,646,411	5,547,941
(2) Interest-bearing	28,128,575	31,300,716
In foreign offices, Edge and Agreement subsidiaries, and IBFs...	274,268	981,465
(1) Noninterest-bearing	4,400	10,950
(2) Interest-bearing	269,868	970,515
Federal funds purchased and securities sold under agreement to repurchase	1,783,118	2,911,911
Demand notes issued to the U.S. Treasury	58,805	0
Other borrowed money	6,711,234	6,510,743
Banks' liabilities on acceptances executed and outstanding	259	617
Notes and debentures subordinated to deposits.....	113,503	130,155
Other liabilities	1,353,995	2,096,914
TOTAL LIABILITIES	43,070,438	49,480,462
EQUITY CAPITAL		
Perpetual preferred stock	7,350	9,200
Common stock	535,258	540,679
Surplus	1,621,562	2,129,596
Undivided profits and capital reserves	2,229,818	2,656,134
Accumulated other comprehensive income.....	624	(18,451)
Other equity capital components	13,361	(877)
TOTAL EQUITY	4,407,973	5,316,281
TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 47,478,411	\$ 54,796,743

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

	2000	2001
INTEREST INCOME:		
Interest and fees on loans.....	\$ 3,709,485	\$ 3,516,542
Income from lease financing receivables	305	233
Interest on balances due from depository institutions	9,144	14,213
Interest and dividends on securities.....	505,413	526,053
Interest from assets held in trading accounts.....	4	21
Interest on federal funds sold and securities purchased under agreements to resell	80,951	135,110
TOTAL INTEREST INCOME.....	<u>4,305,302</u>	<u>4,192,172</u>
INTEREST EXPENSE:		
Interest on time certificates of deposit of \$100,000 or more	267,198	436,773
Interest on other deposits	837,040	827,852
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	1,651	46,433
Expense of federal funds purchased and securities sold under agreements to repurchase.....	122,119	93,204
Interest on demand notes issued to the U.S. Treasury and on other borrowed money	456,454	446,168
Interest on notes and debentures subordinated to deposits	10,183	7,319
TOTAL INTEREST EXPENSE.....	<u>1,694,645</u>	<u>1,857,749</u>
NET INTEREST INCOME	<u>2,610,657</u>	<u>2,334,423</u>
Provision for loan and lease losses	592,090	601,971
NONINTEREST INCOME:		
Income from fiduciary activities.....	26,557	24,865
Service charges on deposit accounts in domestic offices.....	146,625	163,799
Trading revenue	0	142
Other fee income	2,903,411	2,359,202
All other noninterest income	75,208	1,880,150
TOTAL NONINTEREST INCOME.....	<u>3,151,801</u>	<u>4,428,158</u>
Realized gains (losses) on held-to-maturity securities	(2,756)	366
Realized gains (losses) on available-for-sale securities	(48,737)	25,652
NONINTEREST EXPENSE:		
Salaries and employee benefits.....	527,072	601,628
Expenses of premises and fixed assets (net of rental income)	224,906	280,931
Other noninterest expense.....	2,978,529	3,666,040
TOTAL NONINTEREST EXPENSE.....	<u>3,730,507</u>	<u>4,548,599</u>
INCOME BEFORE INCOME TAXES AND EXTRA- ORDINARY ITEMS AND OTHER ADJUSTMENTS	<u>1,388,368</u>	<u>1,638,029</u>
APPLICABLE INCOME TAXES	<u>490,899</u>	<u>585,147</u>
INCOME BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS.....	<u>897,469</u>	<u>1,052,882</u>
EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS NET OF INCOME TAXES	0	(405)
NET INCOME	<u>\$ 897,469</u>	<u>\$ 1,052,477</u>

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 2001

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	22	39	17	11	7	102
SOURCE AND DISTRIBUTION OF INCOME:								
Percentage of Average Assets:								
INTEREST INCOME:								
Interest and fees on loans.....	2.65	5.06	5.26	5.83	5.49	4.90	7.20	6.46
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.....	0.00	0.04	0.12	0.03	0.03	0.03	0.02	0.03
Interest and dividends on securities.....	2.56	0.87	1.04	1.00	1.20	1.42	0.81	0.97
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.....	0.46	0.51	0.32	0.19	0.18	0.13	0.29	0.24
TOTAL INTEREST INCOME.....	5.67	6.48	6.74	7.05	6.90	6.48	8.32	7.70
INTEREST EXPENSE:								
Interest on time certificates of deposit of \$100,000 or more.....	0.82	0.77	0.72	0.58	0.62	0.54	0.95	0.80
Interest on other deposits.....	2.79	2.33	2.39	2.41	2.49	1.94	1.01	1.52
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0.00	0.00	0.00	0.00	0.00	0.00	0.14	0.09
Expense of federal funds purchased and securities sold under agreement to repurchase.....	0.00	0.00	0.03	0.07	0.05	0.14	0.23	0.17
Interest on demand notes issued to the U.S. Treasury and other borrowed money.....	0.00	0.02	0.02	0.21	0.16	0.16	1.27	0.82
Interest on notes and debentures subordinated to deposits.....	0.00	0.00	0.01	0.01	0.01	0.00	0.02	0.01
TOTAL INTEREST EXPENSE.....	3.61	3.12	3.17	3.28	3.33	2.78	3.62	3.41
NET INTEREST INCOME.....	2.06	3.36	3.57	3.77	3.57	3.70	4.70	4.29
Provisions for loan and lease losses.....	0.04	0.58	0.34	0.33	0.35	0.22	1.65	1.11

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 2001

CLASSIFICATION IN MILLIONS OF DOLLARS	Under 25	25- 50	50- 100	100- 250	250- 500	500- 1,000	Over 1,000	All Banks
NONINTEREST INCOME:								
Income from fiduciary activities.....	0.00	0.00	0.00	0.02	0.02	0.04	0.06	0.05
Service charges on deposit accounts in domestic offices.....	0.16	0.24	0.32	0.35	0.35	0.40	0.26	0.30
Trading revenue.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other fees.....	0.00	0.12	0.12	0.05	0.31	0.08	7.18	4.33
Other noninterest income.....	0.18	0.04	0.26	0.72	0.27	1.40	5.26	3.45
TOTAL NONINTEREST INCOME.....	0.34	0.40	0.70	1.14	0.95	1.92	12.76	8.13
Gains(losses) on securities.....	0.02	0.00	0.10	0.04	0.05	0.03	0.05	0.05
NONINTEREST EXPENSE:								
Salaries and employee benefits.....	0.86	1.93	1.62	1.46	1.53	1.98	0.72	1.10
Expenses of premises and fixed assets (net of rental income).....	0.63	0.53	0.53	0.42	0.42	0.49	0.56	0.52
Other noninterest expense.....	1.09	1.05	1.11	1.25	0.89	1.39	10.49	6.73
TOTAL NONINTEREST EXPENSE.....	2.58	3.51	3.26	3.13	2.84	3.86	11.77	8.35
INCOME BEFORE INCOME TAXES AND EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS.....	(0.20)	(0.33)	0.77	1.49	1.38	1.57	4.09	3.01
APPLICABLE INCOME TAXES.....	(0.10)	0.25	0.18	0.44	0.37	0.49	1.52	1.08
INCOME BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS.....	(0.10)	(0.58)	0.59	1.05	1.01	1.08	2.57	1.93
EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS NET OF INCOME TAXES.....	0.00	0.00	0.00	0.00	-0.01	0.00	0.00	0.00
NET INCOME.....	-0.10	-0.58	0.59	1.05	1.01	1.08	2.57	1.93

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 2001

CLASSIFICATION IN MILLIONS OF DOLLARS	Under 25	25- 50	50- 100	100- 250	250- 500	500- 1,000	Over 1,000	All Banks
DISTRIBUTION OF LIABILITIES:								
Percentage of Total Assets:								
Deposits:								
In domestic offices.....	82.51	83.44	87.52	83.43	85.89	82.60	55.59	67.25
Noninterest-bearing	2.81	8.19	15.73	13.96	11.06	14.68	7.76	10.12
Interest-bearing	79.70	75.25	71.79	69.47	74.83	67.92	47.83	57.13
In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0.00	0.00	0.00	0.00	0.00	0.00	3.03	1.79
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	3.00	1.77
Federal funds purchased and securities sold under agreements to repurchase	0.00	0.00	1.05	1.91	1.83	4.88	7.02	5.31
Demand notes issued to the U.S. Treasury	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Trading liabilities.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other borrowed money.....	0.00	0.87	0.45	4.41	2.90	3.75	17.71	11.88
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	0.13	0.10	0.19	0.00	0.34	0.24
Other liabilities.....	0.30	0.45	0.57	0.70	0.61	0.86	5.98	3.83
TOTAL LIABILITIES	82.81	84.76	89.72	90.55	91.42	92.09	89.67	90.30
DISTRIBUTION OF EQUITY CAPITAL:								
Percentage of Total Assets:								
Perpetual preferred stock	0.00	0.00	0.00	0.00	0.00	0.12	0.00	0.02
Common stock	9.18	4.27	2.88	1.92	0.64	1.66	0.57	0.99
Surplus	9.18	4.17	4.75	2.39	1.35	2.90	4.85	3.89
Undivided profits and capital reserves.....	-1.70	6.74	2.60	5.04	6.47	3.14	5.03	4.83
Accumulated other comprehensive income and other capital components	0.53	0.06	0.05	0.10	0.12	0.09	-0.12	-0.03
TOTAL EQUITY CAPITAL	17.19	15.24	10.28	9.45	8.58	7.91	10.33	9.70
TOTAL LIABILITIES AND EQUITY CAPITAL.....	100.00							
OTHER RATIOS								
Loans (net) to deposits.....	43.64	66.38	73.85	81.18	76.23	75.88	111.19	93.87
Noninterest-bearing deposits to total deposits	3.41	9.81	17.97	16.73	12.87	17.77	14.03	15.09
Bank premises to total equity	21.82	25.32	21.26	21.31	22.36	20.61	21.41	21.41
Total equity to total deposits.....	20.83	18.27	11.75	11.33	9.99	9.57	18.57	14.43
Equity and subordinated notes and debentures to assets.....	17.18	15.24	10.41	9.55	8.77	7.91	10.66	9.94

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2001
PURSUANT TO THE BANKING ACT**

NEW BANKS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
01/18/01	Freedom Bank of Virginia, The	502 Maple Avenue West Vienna, Fairfax County, VA	Approved 04/19/01
12/12/01	Peoples Bank of Virginia	2702 North Parham Road Henrico County, VA	Pending

MERGERS

DATE RECEIVED	DESCRIPTION	ACTIVITY
05/16/01	Branch Banking and Trust Company of Virginia, Richmond, VA to merge into it Fredericksburg State Bank	Approved 06/15/01
07/23/01	First Virginia Bank, Falls Church, VA to merge into it State Bank	Approved 08/27/01
08/13/01	First Virginia Bank-Colonial, Richmond, VA to merge into it First Colonial Bank	Approved 09/14/01
09/05/01	First Virginia Bank-Hampton Roads, Norfolk, VA to merge into it James River Bank	Approved 10/12/01
09/05/01	First Virginia Bank-Hampton Roads, Norfolk, VA to merge into it James River Bank/Colonial	Approved 10/12/01
09/20/01	SouthTrust Bank, Birmingham, AL to merge into it Bank of Tidewater, The	No Objection 10/31/01
10/02/01	United Bank, Vienna, VA to merge into it Century National Bank	Approved 10/29/01
10/10/01	SouthTrust Bank, Birmingham, AL to merge into it Commerce Bank	No Objection 11/07/01
11/16/01	Branch Banking and Trust Company of Virginia, Richmond, VA to merge into it F & M Bank - Atlantic	Approved 12/19/01
11/16/01	Branch Banking and Trust Company of Virginia, Richmond, VA to merge into it F & M Bank - Massanutten	Approved 12/19/01
11/16/01	Branch Banking and Trust Company of Virginia, Richmond, VA to merge into it F & M Bank - Winchester	Approved 12/19/01
11/16/01	Branch Banking and Trust Company of Virginia, Richmond, VA to merge into it F & M Bank-Central Virginia	Approved 12/19/01

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2001
PURSUANT TO THE BANKING ACT**

MERGERS (Continued)

DATE RECEIVED	DESCRIPTION	ACTIVITY
11/16/01	Branch Banking and Trust Company of Virginia, Richmond, VA to merge into it F & M Bank-Peoples	Approved 12/19/01
11/16/01	Branch Banking and Trust Company of Virginia, Richmond, VA to merge into it F & M Bank-Richmond	Approved 12/19/01
11/16/01	Branch Banking and Trust Company of Virginia, Richmond, VA to merge into it F&M Bank-Highlands	Approved 12/19/01
11/16/01	Branch Banking and Trust Company of Virginia, Richmond, VA to merge into it F&M Bank-Northern Virginia	Approved 12/19/01
11/16/01	Branch Banking and Trust Company of Virginia, Richmond, VA to merge into it F&M Bank-Southern Virginia	Approved 12/19/01
12/10/01	First Bank and Trust Company, The, Lebanon, VA to merge into it First Bank and Trust Company of Tennessee	Approved 12/28/01

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
04/27/01	First Virginia Banks, Inc., Falls Church, VA to acquire 100% of the voting shares of James River Bankshares, Inc.	Approved 05/23/01
04/27/01	Hampton Roads Bankshares, Inc., Chesapeake, VA to acquire 100% of the voting shares of Bank of Hampton Roads, The	Approved 06/12/01
09/10/01	Virginia Financial Corporation, Staunton, VA to acquire 100% of the voting shares of Virginia Commonwealth Financial Corporation	Approved 10/29/01
09/13/01	New Peoples Bankshares, Inc., Honaker, VA to acquire 100% of the voting shares of New Peoples Bank, Inc.	Approved 10/11/01
10/23/01	FNB Corporation, Christiansburg, VA to acquire 100% of the voting shares of Salem Community Bankshares	Approved 11/20/01

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
02/06/01	BB&T Corporation, Winston-Salem, NC to acquire Century South Banks, Inc., Alpharetta, GA	Approved 03/02/01

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2001
PURSUANT TO THE BANKING ACT**

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
02/28/01	BB&T Corporation, Winston-Salem, NC to acquire Virginia Capital Bancshares, Inc., Fredericksburg, VA	Approved 03/27/01
04/30/01	BB&T Corporation, Winston-Salem, NC to acquire F & M National Corporation, Winchester, VA	Approved 06/25/01
09/05/01	BB&T Corporation, Winston-Salem, NC to acquire Community First Banking Company, Carrollton, GA	Approved 09/26/01
09/20/01	SouthTrust Corporation, Birmingham, AL to acquire The Bank of Tidewater, Virginia Beach, VA	Approved 10/31/01
10/02/01	United Bankshares, Inc., Parkersburg, WV to acquire Century Bankshares, Inc., Washington, DC	Approved 10/29/01
10/10/01	SouthTrust Corporation, Birmingham, AL to acquire Community Bankshares Incorporated, Richmond, VA	Approved 11/07/01
12/03/01	BB&T Corporation, Winston-Salem, NC to acquire AREA Bancshares Corporation, Owensboro, KY	Approved 12/21/01
12/03/01	BB&T Corporation, Winston-Salem, NC to acquire Mid-America Bancorp, Louisville, KY	Approved 12/21/01

BRANCHES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
10/04/00	Greene County Bank Greenville, TN	17510 Lee Highway Abingdon, Washington County, VA	Withdrawn 04/26/01
12/01/00	Citizens Community Bank South Hill, VA	4205 Gasburg Road Gasburg, Brunswick County, VA	Withdrawn 01/19/01
12/11/00	F & M Bank-Richmond Richmond, VA	7016 Mechanicsville Turnpike Mechanicsville, Hanover County, VA	Approved 01/04/01
12/18/00	Harbor Bank Newport News, VA	1312 Jamestown Road James City County, VA	Approved 01/09/01
12/20/00	First Bank and Trust Company, The Lebanon, VA	396 South High Street City of Harrisonburg, VA	Approved 01/10/01

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2001
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
01/05/01	Branch Banking and Trust Company of Virginia Richmond, VA	2230 Gallows Road Dunn Loring, Fairfax County, VA	Approved 02/01/01
01/10/01	Valley Bank Roanoke, VA	1518 Hershberger Road, N.W. City of Roanoke, VA	Approved 02/01/01
01/17/01	First Bank and Trust Company, The Lebanon, VA	1185 North State of Franklin Road Johnson City, TN	Approved 02/08/01
01/31/01	Centura Bank Rocky Mount, NC	2040 Coliseum Drive, Unit 17 City of Hampton, VA	No Objection 02/27/01
02/21/01	Bank of Marion, The Marion, VA	3124 Lee Highway, Suite 1 City of Bristol, VA	Approved 03/15/01
02/26/01	New Peoples Bank, Inc. Honaker, VA	U.S. Routes 19 and 460 Pounding Mill, Tazewell County, VA	Approved 03/19/01
03/06/01	SunTrust Bank Atlanta, GA	12200 W. Ox Road Fairfax County, VA	No Objection 03/22/01
03/07/01	Southern Financial Bank Warrenton, VA	6354 Walker Lane Springfield, Fairfax County, VA	Approved 03/19/01
03/12/01	Capon Valley Bank Wardensville, WV	6701 Northwestern Pike Gore, Frederick County, VA	No Objection 05/29/01
03/12/01	SunTrust Bank Atlanta, GA	20942 Daniel Stewart Square Woodbridge, Prince William County, VA	No Objection 04/06/01
03/14/01	Southern Financial Bank Warrenton, VA	1055 Thomas Jefferson Street, N.W. Washington, DC	Approved 04/06/01
03/19/01	First-Citizens Bank & Trust Company Raleigh, NC	Boulders Executive Suites II, Suite 300, 7400 Beaufont Springs Drive Chesterfield County, VA	No Objection 04/20/01
03/20/01	Southside Bank Tappahannock, VA	U.S. Route 17 and State Route 1205 Gloucester Point, Gloucester County, VA	Approved 04/17/01
03/21/01	Provident Bank of Maryland Baltimore, MD	7012 Columbia Pike Annandale, Fairfax County, VA	No Objection 04/16/01
03/26/01	Citizens and Farmers Bank West Point, VA	100 East Williamsburg Road Sandston, Henrico County, VA	Approved 04/17/01

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2001
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
03/26/01	Citizens and Farmers Bank West Point, VA	1400 Alverser Plaza Midlothian, Chesterfield County, VA	Approved 04/17/01
04/04/01	Virginia Commerce Bank Arlington, VA	Reston Town Center Baron Cameron Ave & Fountain Dr Reston, Fairfax County, VA	Approved 05/02/01
04/25/01	Fauquier Bank, The Warrenton, VA	9073 Center Street City of Manassas, VA	Approved 05/21/01
04/25/01	U.S. Trust Company Greenwich, CT	1600 Tysons Boulevard McLean, Fairfax County, VA	No Objection 05/21/01
05/03/01	Marathon Bank, The Winchester, VA	139 N. Cameron Street City of Winchester, VA	Approved 05/22/01
05/04/01	Provident Bank of Maryland Baltimore, MD	7005 Manchester Lakes, Franconia, Fairfax County, VA	No Objection 05/25/01
05/08/01	Hanover Bank Mechanicsville, VA	201 N. Washington Highway Ashland, Hanover County, VA	Approved 06/27/01
05/09/01	Farmers and Miners Bank Pennington Gap, VA	331 East Main Street Wise, Wise County, VA	Approved 05/30/01
05/14/01	First Virginia Bank- Hampton Roads Norfolk, VA	the Northeast Corner of Colonial Avenue and 21st Street City of Norfolk, VA	Approved 06/11/01
05/18/01	Central Virginia Bank Powhatan, VA	3490 Lauderdale Drive Henrico County, VA	Approved 06/11/01
05/21/01	Bank of Botetourt Buchanan, VA	3130 Peters Creek Road NW Roanoke County, VA	Approved 06/11/01
05/23/01	Bank of Hampton Roads, The Chesapeake, VA	Pembroke One Building, Suite 100 281 Independence Boulevard City of Virginia Beach, VA	Approved 06/11/01
05/29/01	Community Bank of Northern Virginia Sterling, VA	11901 Democracy Drive Reston, Fairfax County, VA	Approved 06/25/01
06/13/01	Alliance Bank Corporation Fairfax, VA	9150 Manassas Drive City of Manassas Park, VA	Approved 07/10/01
06/14/01	Metro-County Bank of Virginia, Inc. Mechanicsville, VA	300 England Street Ashland, Hanover County, VA	Withdrawn 07/09/01

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2001
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
06/18/01	Community Bank of Northern Virginia Sterling, VA	Lot 1A2, Metrotech Drive Chantilly, Fairfax County, VA	Withdrawn 08/15/01
06/20/01	Provident Bank of Maryland Baltimore, MD	231 Van Dorn Street City of Alexandria, VA	No Objection 07/12/01
06/27/01	Albemarle First Bank Charlottesville, VA	100 5th Street, SE City of Charlottesville, VA	Approved 07/23/01
06/27/01	Allfirst Bank Baltimore, MD	43911 Farmwell Hunt Plaza Ashburn, Loudoun County, VA	No Objection 07/20/01
07/05/01	First Virginia Bank- Hampton Roads Norfolk, VA	955 Harpersville Road City of Newport News, VA	Approved 07/23/01
07/16/01	First National Bank Ronceverte, WV	141-155 N. Court Street City of Covington, VA	No Objection 09/07/01
07/17/01	New Peoples Bank, Inc. Honaker, VA	1221 Stafford Drive Princeton, WV	Approved 08/06/01
07/19/01	Harbor Bank Newport News, VA	550 Settlers Landing Road City of Hampton, VA	Approved 08/07/01
08/07/01	Southern Financial Bank Warrenton, VA	300 East Market Street City of Charlottesville, VA	Approved 09/04/01
08/10/01	Albemarle First Bank Charlottesville, VA	8260 Seminole Trail Ruckersville, Greene County, VA	Approved 09/06/01
08/15/01	Resource Bank Virginia Beach, VA	8730 Stony Point Parkway, Suite 100 City of Richmond, VA	Approved 09/04/01
08/30/01	Bank of Clarke County Berryville, VA	1460 North Frederick Pike Frederick County, VA	Approved 09/17/01
08/30/01	SunTrust Bank Atlanta, GA	5727 Burke Center Burke, Fairfax County, VA	No Objection 09/24/01
08/30/01	SunTrust Bank Atlanta, GA	5980 Kingstown Center Fairfax County, VA	No Objection 09/24/01
09/13/01	James Monroe Bank Arlington, VA	10509 Judicial Drive City of Fairfax, VA	Approved 10/01/01

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2001
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
09/17/01	First-Citizens Bank & Trust Company Raleigh, NC	Northeast Quadrant of Intersection of John Marshall Hwy & Commerce Ave, Front Royal, Warren County, VA	No Objection 10/22/01
09/26/01	Page Valley Bank, The Luray, VA	600 S. 3rd Street Shenandoah, Page County, VA	Approved 10/16/01
09/28/01	First-Citizens Bank & Trust Company Raleigh, NC	10439 Midlothian Turnpike Chesterfield County, VA	No Objection 10/19/01
10/04/01	Northern Neck State Bank Warsaw, VA	1649 Tappahannock Boulevard Tappahannock, Essex County, VA	Approved 10/22/01
10/05/01	First Bank Troy, NC	150 West Main Street Wytheville, Wythe County, VA	No Objection 10/29/01
11/05/01	Southern Community Bank & Trust Midlothian, VA	N side of Hull Street Rd, 500 feet E of its inter. with Southshore Dr., Midlothian, Chesterfield County, VA	Approved 12/19/01
11/06/01	SunTrust Bank Atlanta, GA	3713 Lee Highway Arlington County, VA	No Objection 11/15/01
11/06/01	SunTrust Bank Atlanta, GA	Intersection of Elden & Post Drive Herndon, Fairfax County, VA	No Objection 11/15/01
11/09/01	Harbor Bank Newport News, VA	13769 Warwick Boulevard City of Newport News, VA	Approved 12/03/01
11/15/01	Middleburg Bank, The Middleburg, VA	211 Fort Evans Road, NE Leesburg, Loudoun County, VA	Approved 12/11/01
11/20/01	Pioneer Bank Stanley, VA	120 South Main Street City of Harrisonburg, VA	Approved 12/13/01
11/26/01	National Bank of Commerce Memphis, TN	111 Franklin Road City of Roanoke, VA	Pending
11/26/01	National Bank of Commerce Memphis, TN	115 West Main Street City of Bedford, VA	Pending
11/26/01	National Bank of Commerce Memphis, TN	119 Lee Highway Chilhowie, Smith County, VA	Pending
11/26/01	National Bank of Commerce Memphis, TN	1315 Hershberger Road, N.W. City of Roanoke, VA	Pending

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2001
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
11/26/01	National Bank of Commerce Memphis, TN	13264 Booker T. Washington Hwy. Hardy, Franklin County, VA	Pending
11/26/01	National Bank of Commerce Memphis, TN	1395 West Main Street City of Salem, VA	Pending
11/26/01	National Bank of Commerce Memphis, TN	3565 Orange Avenue, N.E. City of Roanoke, VA	Pending
11/26/01	National Bank of Commerce Memphis, TN	4110 Brambleton Avenue S.W. City of Roanoke, VA	Pending
11/26/01	National Bank of Commerce Memphis, TN	670 Brandon Avenue, S.W. City of Roanoke, VA	Pending
11/26/01	New Peoples Bank, Inc. Honaker, VA	326 East Jackson Street Gate City, Scott County, VA	Approved 12/17/01
12/12/01	Farmers Bank, Windsor, Virginia Windsor, VA	1238 Holland Road, Suite 104 City of Suffolk, VA	Pending

BRANCH OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/12/00	Branch Banking and Trust Company of Virginia Richmond, VA	From: 396 Towne Centre Drive, Abingdon, Washington County, VA To: intersection of Wyndale Road and Highway 19, Abingdon, Washington County, VA	Approved 01/05/01
12/12/00	Branch Banking and Trust Company of Virginia Richmond, VA	From: 12355 Sunrise Valley Drive, Reston, Fairfax County, VA To: 12170 Sunset Hills Road, Reston, Fairfax County, VA	Approved 01/05/01
01/04/01	Bank of Fincastle, The Fincastle, VA	From: 509 Roanoke Road, Daleville, Botetourt County, VA To: S.W. Corner of U.S. Route 220 and State Route 674, Daleville, Botetourt County, VA	Approved 01/23/01
01/05/01	James River Bank Waverly, VA	From: 200 N. Main Street, City of Franklin, VA To: 343 North College Drive, City of Franklin, VA	Approved 01/25/01

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2001
PURSUANT TO THE BANKING ACT**

BRANCH OFFICE RELOCATIONS (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
01/18/01	Capital One Bank Glen Allen, VA	From: 2 First Canadian Place, Toronto, Ontario, Canada To: North American Centre, 5650/5700, Yonge Street, North York, Ontario, Canada	Approved 02/01/01
02/08/01	Southern Financial Bank Warrenton, VA	From: 6551 Loisdale Court, Suite 150, Springfield, Fairfax County, VA To: 6354 Walker Lane, Springfield, Fairfax County, VA	Withdrawn 03/05/01
06/08/01	Benchmark Community Bank Kenbridge, VA	From: 403 East Virginia Avenue, Suite E, Clarksville, Mecklenburg County, VA To: 133 College Street, Clarksville, Mecklenburg County, VA	Approved 06/25/01
07/02/01	Resource Bank Virginia Beach, VA	From: 698 Elden Street, Herndon, Fairfax County, VA To: 625 Elden Street, Herndon, Fairfax County, VA	Approved 07/24/01
07/05/01	Southern Financial Bank Warrenton, VA	From: 35 West Piccadilly Street, City of Winchester, VA To: 25 West Piccadilly Street, City of Winchester, VA	Approved 07/23/01
09/20/01	Chesapeake Bank Kilmarnock, VA	From: 6569 Market Drive, Gloucester, Gloucester County, VA To: 6797 George Washington Memorial Hwy, Gloucester, Gloucester County, VA	Approved 10/09/01
10/03/01	First Bank Strasburg, VA	From: 508 North Commerce Avenue, Front Royal, Warren County, VA To: 1717 Shenandoah Avenue, Front Royal, Warren County, VA	Approved 10/29/01
10/03/01	First Bank Strasburg, VA	From: 2210 Valley Avenue, City of Winchester, VA To: 1835 Valley Avenue, City of Winchester, VA	Approved 10/29/01
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	Pending

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2001
PURSUANT TO THE BANKING ACT**

MAIN OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
07/24/01	Bank of Williamsburg, The Williamsburg, VA	From: 5251 John Tyler Highway, Suite 52, James City County, VA To: 5125 John Tyler Highway, James City County, VA	Approved 08/13/01
10/22/01	Community Bankers' Bank Richmond, VA	From: 557-B Southlake Boulevard, Chesterfield County, VA To: 2601 Promenade Parkway, Midlothian, Chesterfield County, VA	Approved 11/15/01

EFT FACILITIES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
08/06/01	Virginia Commerce Bank Arlington, VA	185 Somerville Street City of Alexandria, VA	Approved 08/27/01

BANK STATUS CHANGES - 2001

NEW BANKS

July 23 Freedom Bank of Virginia, The opened for business at 502 Maple Avenue West, Vienna, Fairfax County, VA

MERGERS

September 17 First Virginia Bank, Falls Church, VA merged into it State Bank

September 17 Branch Banking and Trust Company of Virginia, Richmond, VA merged into it Fredericksburg State Bank

October 15 First Virginia Bank-Colonial, Richmond, VA merged into it First Colonial Bank

November 16 First Virginia Bank-Hampton Roads, Norfolk, VA merged into it James River Bank/Colonial

November 16 First Virginia Bank-Hampton Roads, Norfolk, VA merged into it James River Bank

November 20 SouthTrust Bank, Birmingham, AL merged into it Bank of Tidewater, The

November 30 SouthTrust Bank, Birmingham, AL merged into it Commerce Bank

December 07 United Bank, Vienna, VA merged into it Century National Bank

December 28 First Bank and Trust Company, The, Lebanon, VA merged into it First Bank and Trust Company of Tennessee

CONVERSIONS OF SAVINGS INSTITUTIONS TO STATE CHARTERED BANKS

January 19 Fredericksburg Savings Bank, Fredericksburg, VA converted to a state chartered bank under the title of Fredericksburg State Bank

MERGERS - STATE CHARTERED BANKS INTO NATIONAL BANKS

November 01 Cardinal Bank-Potomac, McLean, VA merged into Cardinal Bank, N. A.

BRANCH OPENINGS

January 02 Towne Bank, Portsmouth, VA opened a branch office at 2101 Parks Avenue, Suite 100, City of Virginia Beach, VA

January 03 Bank of Northumberland, Incorporated, Heathsville, VA opened a branch office at 437 North Main Street, Kilmarnock, Lancaster County, VA

January 08 Virginia Heartland Bank, Fredericksburg, VA opened a branch office at Southeast corner of the intersection of Rt 17 & Greenbank Road/ Rt 654, Stafford County, VA

January 16 Highlands Union Bank, Abingdon, VA opened a branch office at 1013 Highway 105, Boone, NC

BANK STATUS CHANGES - 2001**BRANCH OPENINGS (Continued)**

January	30	Guaranty Bank, Charlottesville, VA opened a branch office at Out-parcel B-1, Forest Lakes, U. S. Route 29 and Worth Crossing, Albemarle County, VA
February	01	Capital One Bank, Glen Allen, VA opened a branch office at 2 First Canadian Place, 130 King Street West, 18th Floor, Toronto, Ontario, Canada
February	05	Centura Bank, Rocky Mount, NC opened a branch office at 3012 Pacific Avenue, City of Virginia Beach, VA
February	06	Monarch Bank, Chesapeake, VA opened a branch office at 2700 Virginia Beach Boulevard, City of Virginia Beach, VA
February	12	Bank of Southside Virginia, The, Carson, VA opened a branch office at 115 Main Street, Smithfield, Isle of Wight County, VA
February	12	Bank of Southside Virginia, The, Carson, VA opened a branch office at 14003 Boydton Plank Road, Dinwiddie County, VA
February	23	Miners and Merchants Bank and Trust Company, Grundy, VA opened a branch office at 28 Russell Street, St. Paul, Wise County, VA
February	23	Miners and Merchants Bank and Trust Company, Grundy, VA opened a branch office at 16-18 Main Street, Lebanon, Russell County, VA
February	26	Farmers & Merchants Bank, Timberville, VA opened a branch office at 161 South Main Street, Woodstock, Shenandoah County, VA
February	26	Farmers & Merchants Bank, Timberville, VA opened a branch office at 120 South Main Street, Edinburg, Shenandoah County, VA
March	08	Bank of Tazewell County, Tazewell, VA opened a branch office at 108 Spruce Street, Bluefield, Tazewell County, VA
March	12	Community First Bank, Lynchburg, VA opened a branch office at 2301 Langhorne Road, City of Lynchburg, VA
March	16	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 2230 Gallows Road, Dunn Loring, Fairfax County, VA
April	02	Harbor Bank, Newport News, VA opened a branch office at 1312 Jamestown Road, James City County, VA
April	02	Centura Bank, Rocky Mount, NC opened a branch office at 2040 Coliseum Drive, Unit 17, City of Hampton, VA
April	04	First Bank and Trust Company, The, Lebanon, VA opened a branch office at 396 South High Street, City of Harrisonburg, VA
April	09	SequoiaBank, Bethesda, MD opened a branch office at 3801 Wilson Boulevard, Arlington County, VA

BANK STATUS CHANGES - 2001**BRANCH OPENINGS (Continued)**

April	09	Bank of Marion, The, Marion, VA opened a branch office at 3124 Lee Highway, Suite 1, City of Bristol, VA
April	09	Pioneer Bank, Stanley, VA opened a branch office at 8315 Spotswood Trail, Stanardsville, Greene County, VA
April	16	Virginia Commerce Bank, Arlington, VA opened a branch office at 2030 Old Bridge Road, Lake Ridge, Prince William County, VA
April	16	James Monroe Bank, Arlington, VA opened a branch office at 606 South King Street, Leesburg, Loudoun County, VA
April	25	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at Boulders Executive Suites II, Suite, 300, 7400 Beaufont Springs Drive, Chesterfield County, VA
April	26	New Peoples Bank, Inc., Honaker, VA opened a branch office at U.S. Routes 19 and 460, Pounding Mill, Tazewell County, VA
April	30	Bank of the Commonwealth, Norfolk, VA opened a branch office at 4940 West Norfolk Road, City of Portsmouth, VA
May	07	Valley Bank, Roanoke, VA opened a branch office at 1518 Hershberger Road, N.W., City of Roanoke, VA
May	09	Burke & Herbert Bank & Trust Company, Alexandria, VA opened a branch office at 6210 Interparcel Road, Fairfax County, VA
May	15	Provident Bank of Maryland, Baltimore, MD opened a branch office at 7012 Columbia Pike, Annandale, Fairfax County, VA
May	24	F & M Bank-Emporia, Emporia, VA opened a branch office at 100 Dominion Drive, City of Emporia, VA
May	29	Southern Financial Bank, Warrenton, VA opened a branch office at 6354 Walker Lane, Springfield, Fairfax County, VA
June	18	Rockingham Heritage Bank, Harrisonburg, VA opened a branch office at 1406 Greenville Avenue, Augusta County, VA
June	25	Capon Valley Bank, Wardensville, WV opened a branch office at 6701 Northwestern Pike, Gore, Frederick County, VA
July	14	Provident Bank of Maryland, Baltimore, MD opened a branch office at 7005 Manchester Lakes, Franconia, Shoppers, Franconia,, Fairfax County, VA
July	16	U.S. Trust Company, Greenwich, CT opened a branch office at 1600 Tysons Boulevard, McLean, Fairfax County, VA
July	16	Central Virginia Bank, Powhatan, VA opened a branch office at 3490 Lauderdale Drive, Henrico County, VA

BANK STATUS CHANGES - 2001**BRANCH OPENINGS (Continued)**

July	18	Hanover Bank, Mechanicsville, VA opened a branch office at 10374 Leadbetter Road, Ashland, Hanover County, VA
August	01	Southern Financial Bank, Warrenton, VA opened a branch office at 1055 Thomas Jefferson Street, N.W., Washington, DC
August	14	Fauquier Bank, The, Warrenton, VA opened a branch office at 9073 Center Street, City of Manassas, VA
August	15	Provident Bank of Maryland, Baltimore, MD opened a branch office at 231 Van Dorn Street, City of Alexandria, VA
September	10	Bank of Botetourt, Buchanan, VA opened a branch office at 3130 Peters Creek Road NW, Roanoke County, VA
September	20	New Peoples Bank, Inc., Honaker, VA opened a branch office at 1221 Stafford Drive, Princeton, WV
September	24	Towne Bank, Portsmouth, VA opened a branch office at 1312 Greenbrier Parkway, City of Chesapeake, VA
September	26	Harbor Bank, Newport News, VA opened a branch office at 550 Settlers Landing Road, City of Hampton, VA
October	01	Allfirst Bank, Baltimore, MD opened a branch office at 43911 Farmwell Hunt Plaza, Ashburn, Loudoun County, VA
October	02	Bank of Hampton Roads, The, Chesapeake, VA opened a branch office at Pembroke One Building, Suite 100, 281 Independence Boulevard, City of Virginia Beach, VA
October	04	Community Bank of Northern Virginia, Sterling, VA opened a branch office at 5955 Kingstowne Towne Center, Springfield, Fairfax County, VA
October	17	Citizens and Farmers Bank, West Point, VA opened a branch office at 1400 Alverser Plaza, Midlothian, Chesterfield County, VA
October	22	Hanover Bank, Mechanicsville, VA opened a branch office at 201 N. Washington Highway, Ashland, Hanover County, VA
October	22	Alliance Bank Corporation, Fairfax, VA opened a branch office at 9150 Manassas Drive, City of Manassas Park, VA
November	13	Northern Neck State Bank, Warsaw, VA opened a branch office at 1649 Tappahannock Boulevard, Tappahannock, Essex County, VA
November	28	First Sentinel Bank, Richlands, VA opened a branch office at U.S. Routes 19 and 460, one mile east of Claypool Hill, Tazewell County, VA
December	10	Albemarle First Bank, Charlottesville, VA opened a branch office at 100 5th Street, SE, City of Charlottesville, VA

BANK STATUS CHANGES - 2001**BRANCH OPENINGS (Continued)**

December	10	First Bank, Troy, NC opened a branch office at 150 West Main Street, Wytheville, Wythe County, VA
December	21	Citizens and Farmers Bank, West Point, VA opened a branch office at 100 East Williamsburg Road, Sandston, Henrico County, VA

MAIN OFFICE REDESIGNATIONS

April	06	Commerce Bank, Richmond, VA redesignated its main office from 200 N Sycamore Street, City of Petersburg, VA to 11500 West Broad Street, Henrico County, VA
December	06	F&M Bank-Southern Virginia, Emporia, VA redesignated its main office from 401 Halifax Street, City of Emporia, VA to 100 Dominion Drive, City of Emporia, VA

MAIN OFFICE RELOCATIONS

August	13	Bank of Williamsburg, The, Williamsburg, VA relocated its main office from 5251 John Tyler Highway, Suite 52, James City County, VA to 5125 John Tyler Highway, James City County, VA
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BRANCH OFFICE RELOCATIONS

January	02	Benchmark Community Bank, Kenbridge, VA relocated a branch office from 247 N. Main Street, Chase City, Mecklenburg County, VA to 845 E. Second Street, Chase City, Mecklenburg County, VA
February	01	Capital One Bank, Glen Allen, VA relocated a branch office from 2 First Canadian Place, Toronto, Ontario, Canada to North American Centre, 5650/5700, Yonge Street, North York, Ontario, Canada
February	26	Branch Banking and Trust Company of Virginia, Richmond, VA relocated a branch office from 201 N. Washington Highway, Ashland, Hanover County, VA to 703 England Street, Ashland, Hanover County, VA
May	07	Branch Banking and Trust Company of Virginia, Richmond, VA relocated a branch office from 8209 West Broad Street, Henrico County, VA to 3214 Skipwith Road, Henrico County, VA
July	16	Branch Banking and Trust Company of Virginia, Richmond, VA relocated a branch office from 2531 W. Hundred Road, Chester, Chesterfield County, VA to 12840 Jefferson Davis Highway, Chester, Chesterfield County, VA
July	23	Branch Banking and Trust Company of Virginia, Richmond, VA relocated a branch office from 105 N. Main Street, City of Hopewell, VA to 102 North Second Avenue, City of Hopewell, VA
July	30	Resource Bank, Virginia Beach, VA relocated a branch office from 698 Elden Street, Herndon, Fairfax County, VA to 625 Elden Street, Herndon, Fairfax County, VA

BANK STATUS CHANGES - 2001**BRANCH OFFICE RELOCATIONS (Continued)**

September	10	Benchmark Community Bank, Kenbridge, VA relocated a branch office from 403 East Virginia Avenue, Suite E, Clarksville, Mecklenburg County, VA to 133 College Street, Clarksville, Mecklenburg County, VA
October	15	Branch Banking and Trust Company of Virginia, Richmond, VA relocated a branch office from 396 Towne Centre Drive, Abingdon, Washington County, VA to intersection of Wyndale Road and Highway 19, Abingdon, Washington County, VA
November	19	Southern Financial Bank, Warrenton, VA relocated a branch office from 35 West Piccadilly Street, City of Winchester, VA to 25 West Piccadilly Street, City of Winchester, VA

EFT FACILITY OPENINGS

December	27	Virginia Commerce Bank, Arlington, VA opened an EFT facility at 185 Somerville Street, City of Alexandria, VA
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BRANCH OFFICE CLOSINGS

January	08	F & M Bank-Central Virginia, Charlottesville, VA closed its branch office at 8260 Seminole Trail, Ruckersville, Greene County, VA
February	14	F & M Bank - Winchester, Winchester, VA closed its branch office at 6701 Northwestern Pike, Gore, Frederick County, VA
February	23	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 300 England Street, Ashland, Hanover County, VA
April	23	Bank of Southside Virginia, The, Carson, VA closed its branch office at 13909 Boydton Plank Road, Dinwiddie, Dinwiddie County, VA
May	26	Southern Financial Bank, Warrenton, VA closed its branch office at 6551 Loisdale Court, Suite 150, Springfield, Fairfax County, VA
June	15	F&M Bank-Southern Virginia, Emporia, VA closed its branch office at 300 East 2nd Avenue, City of Franklin, VA
July	27	F & M Bank - Winchester, Winchester, VA closed its branch office at 433 South Street, Front Royal, Warren County, VA
August	03	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at Patrick Henry Mall, Suite 726, 12300 Jefferson Avenue, City of Newport News, VA
August	31	First Vantage Bank/Tri-Cities, Bristol, VA closed its branch office at 13245 Lee Highway, City of Bristol, VA
September	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 305 Garrisonville Road, Stafford, Stafford County, VA
September	15	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 3205 Plank Road, Spotsylvania County, VA

BANK STATUS CHANGES - 2001**BRANCH OFFICE CLOSINGS (Continued)**

September	21	Towne Bank, Portsmouth, VA closed its branch office at 1510 South Military Highway, City of Chesapeake, VA
September	28	First Virginia Bank-Hampton Roads, Norfolk, VA closed its branch office at 1900 Cunningham Drive, Wal-Mart Supercenter #1631, City of Hampton, VA
November	09	Citizens and Farmers Bank, West Point, VA closed its branch office at U.S. Route 360/17, Essex Square Shopping Center, Tappahannock, Essex County, VA
November	09	First Virginia Bank-Colonial, Richmond, VA closed its branch office at U.S. Route 15-460 West, Farmville, Prince Edward County, VA
December	07	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 511 Main Street, City of Clifton Forge, VA
December	07	F&M Bank-Southern Virginia, Emporia, VA closed its branch office at 431 South Main Street, City of Emporia, VA
December	07	F&M Bank-Southern Virginia, Emporia, VA closed its branch office at 401 Halifax Street, City of Emporia, VA
December	07	F&M Bank-Southern Virginia, Emporia, VA closed its branch office at 4677 Main Street, Drakes Branch, Charlotte County, VA
December	07	United Bank, Vienna, VA closed its branch office at 1800 Rockville Pike, Rockville, MD
December	07	United Bank, Vienna, VA closed its branch office at 7626 Old Georgetown Road, Bethesda, MD
December	28	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 1773 N. Parham Road, Henrico County, VA
December	31	F & M Bank - Winchester, Winchester, VA closed its branch office at 100 North Loudoun Street, City of Winchester, VA

REPORT OF CONDITION

	REPORT OF CONDITION	
	D 052 *HIGHLANDS UNION BANK	D 620 BURKE & HERBERT BANK & TRUST COMPANY
	ABINGDON 9 OFFICES	ALEXANDRIA 15 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 11,808	\$ 27,623
a. Non interest-bearing balances and currency and coin	11,774	27,597
b. Interest-bearing balances	34	26
2. Securities	98,300	360,295
a. Held to Maturity	0	213,797
b. Available for sale	98,300	146,498
3. Federal Funds sold and securities purchased under agreements to resell	1,320	8,647
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income.....	322,535	476,663
b. LESS: Allowance for loan and lease losses.....	3,399	5,872
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	319,136	470,791
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	11,386	19,460
7. Other real estate owned.....	60	192
8. Investments in unconsolidated subsidiaries and associated companies.....	480	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	274	0
11. Other assets	7,242	11,387
12. TOTAL ASSETS	<u>\$ 450,006</u>	<u>\$ 898,395</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 394,130	\$ 765,722
(1) Noninterest-bearing.....	52,193	189,528
(2) Interest-bearing.....	341,937	576,194
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	0	30,915
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases)	23,483	0
a. With remaining maturity of one year or less.....	8,143	0
b. With remaining maturity of one to three years	6,143	0
c. With remaining maturity of more than three years	9,197	0
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	3,063	3,208
21. TOTAL LIABILITIES	<u>420,676</u>	<u>799,845</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	4,646	4,000
24. Surplus.....	5,201	10,000
25. a. Undivided profits and capital reserves	19,261	84,238
b. Accumulated other comprehensive income.....	222	1,405
26. Other equity capital components	0	(1,093)
27. TOTAL EQUITY CAPITAL	<u>29,330</u>	<u>98,550</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 450,006</u>	<u>\$ 898,395</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2001 (IN THOUSANDS OF DOLLARS)

D 1020 *THE FARMERS BANK OF APPOMATTOX	D 1142 *JAMES MONROE BANK	D 1006 *VIRGINIA COMMERCE BANK	D 17 *BANK OF CLARKE COUNTY	D 15 *CITIZENS BANK AND TRUST COMPANY	
APPOMATTOX	ARLINGTON	ARLINGTON	BERRYVILLE	BLACKSTONE	
4 OFFICES	3 OFFICES	12 OFFICES	7 OFFICES	8 OFFICES	
\$ 4,810	\$ 5,982	\$ 15,155	\$ 13,106	\$ 11,565	1
4,810	5,982	15,133	13,071	10,362	
0	0	22	35	1,203	
38,548	21,684	51,834	31,268	40,412	2
21,909	0	10,940	20,259	40,350	
16,639	21,684	40,894	11,009	62	
7,222	9,469	0	0	19,573	3
72,553	86,139	415,305	179,669	195,122	
773	1,030	4,355	1,797	3,005	
0	0	0	0	0	
71,780	85,109	410,950	177,872	192,117	4
0	0	0	0	0	5
2,065	890	6,238	5,423	3,501	6
18	0	0	0	528	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	23	405	0	10
1,811	1,477	5,305	4,644	4,115	11
\$ 126,254	\$ 124,611	\$ 489,505	\$ 232,718	\$ 271,811	12
\$ 110,308	\$ 114,260	\$ 406,923	\$ 197,354	\$ 240,235	13
12,399	35,035	66,450	36,724	28,997	
97,909	79,225	340,473	160,630	211,238	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
1,340	0	42,452	7,817	0	14
0	0	0	0	0	15a
0	0	400	10,000	200	15b
0	0	400	0	200	16
0	0	0	0	0	
0	0	0	10,000	0	
0	0	0	0	0	18
0	0	11,100	0	0	19
1,706	435	2,534	1,002	2,196	20
113,354	114,695	463,409	216,173	242,631	21
0	0	0	0	0	22
2,167	4,213	1,969	1,682	1,250	23
1,000	4,213	11,091	1,184	850	24
9,722	1,347	12,865	13,555	27,039	25a
11	143	171	124	41	25b
0	0	0	0	0	26
12,900	9,916	26,096	16,545	29,180	27
\$ 126,254	\$ 124,611	\$ 489,505	\$ 232,718	\$ 271,811	28

REPORT OF CONDITION

	D 111 THE BLUE GRASS VALLEY BANK	D 20 *UNION BANK AND TRUST COMPANY
	BLUE GRASS 2 OFFICES	BOWLING GREEN 18 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 1,303	\$ 22,278
a. Non interest-bearing balances and currency and coin	400	19,875
b. Interest-bearing balances	903	2,403
2. Securities	3,985	142,562
a. Held to Maturity	3,985	0
b. Available for sale	0	142,562
3. Federal Funds sold and securities purchased under agreements to resell	1,152	7,548
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income.....	19,430	472,716
b. LESS: Allowance for loan and lease losses.....	367	5,433
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	19,063	467,283
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	678	11,872
7. Other real estate owned.....	0	768
8. Investments in unconsolidated subsidiaries and associated companies.....	0	22
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	0	2,329
11. Other assets	498	18,649
12. TOTAL ASSETS	\$ 26,679	\$ 673,311
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 23,789	\$ 517,564
(1) Noninterest-bearing.....	2,138	85,795
(2) Interest-bearing.....	21,651	431,769
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	46,718
15. a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money (includes mortgages and capitalized leases)	20	49,500
a. With remaining maturity of one year or less.....	10	0
b. With remaining maturity of one to three years	10	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.....	188	4,749
21. TOTAL LIABILITIES	23,997	618,531
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	500	7,200
24. Surplus.....	64	7,107
25. a. Undivided profits and capital reserves	2,133	39,406
b. Accumulated other comprehensive income.....	0	1,067
26. Other equity capital components	(15)	0
27. TOTAL EQUITY CAPITAL	2,682	54,780
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 26,679	\$ 673,311

* Member of Federal Reserve

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DECEMBER 31, 2001 (IN THOUSANDS OF DOLLARS)

D 022 *FIRST VANTAGE BANK/ TRI-CITIES	D 20 BANK OF BOTETOURT	D 046 THE BANK OF SOUTHSIDE VIRGINIA	D 1157 *ALBEMARLE FIRST BANK	D 006 *F & M BANK - CENTRAL VIRGINIA	
BRISTOL	BUCHANAN	CARSON	CHARLOTTESVILLE	CHARLOTTESVILLE	
32 OFFICES	7 OFFICES	14 OFFICES	2 OFFICES	14 OFFICES	
\$ 21,221	\$ 8,700	\$ 10,626	\$ 3,612	\$ 8,160	1
21,221	8,508	10,582	2,655	8,160	
0	192	44	957	0	
186,065	23,803	131,348	5,494	53,134	2
111,259	3,996	10,683	500	0	
74,806	19,807	120,665	4,994	53,134	
13,110	12,260	27,819	4,605	92,104	3
396,731	118,096	190,196	72,571	48,625	
4,364	1,303	3,950	1,380	1,052	
0	0	0	0	0	
392,367	116,793	186,246	71,191	47,573	4
0	0	0	0	0	5
8,619	3,840	4,133	3,895	5,689	6
519	70	307	0	0	7
0	195	0	62	0	8
0	0	0	0	0	9
6,439	115	6,292	7	8,083	10
7,842	1,995	11,508	1,440	1,762	11
\$ 636,182	\$ 167,771	\$ 378,279	\$ 90,306	\$ 216,505	12
\$ 532,542	\$ 153,544	\$ 331,747	\$ 80,039	\$ 188,314	13
87,251	18,686	27,410	7,848	37,216	
445,291	134,858	304,337	72,191	151,098	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
31,407	0	0	0	5,154	14
0	0	0	0	0	15a
23,000	0	0	0	0	15b
23,000	0	0	0	0	16
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
5,619	897	5,024	184	1,431	20
592,568	154,441	336,771	80,223	194,899	21
0	0	0	0	0	22
13,250	1,220	291	5,012	1,881	23
23,586	1,238	2,000	6,245	10,843	24
7,121	10,648	38,772	(1,174)	7,977	25a
(343)	224	445	0	905	25b
0	0	0	0	0	26
43,614	13,330	41,508	10,083	21,606	27
\$ 636,182	\$ 167,771	\$ 378,279	\$ 90,306	\$ 216,505	28

REPORT OF CONDITION

	D 1120		D 1012	
	*GUARANTY BANK		*THE BANK OF HAMPTON ROADS	
	CHARLOTTESVILLE 8 OFFICES		CHESAPEAKE 16 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$ 11,928		\$ 8,244	
a. Non interest-bearing balances and currency and coin	8,814		8,244	
b. Interest-bearing balances	3,114		0	
2. Securities	21,536		13,273	
a. Held to Maturity	970		13,273	
b. Available for sale	20,566		0	
3. Federal Funds sold and securities purchased under agreements to resell	491		18,721	
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income.....	180,091		185,907	
b. LESS: Allowance for loan and lease losses.....	2,512		2,121	
c. LESS: Allocated transfer risk reserve	0		0	
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	177,579		183,786	
5. Assets held in trading accounts.....	0		0	
6. Premises and fixed assets.....	8,110		8,001	
7. Other real estate owned.....	764		562	
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		42	
11. Other assets	4,498		4,072	
12. TOTAL ASSETS	\$ 224,906		\$ 236,701	
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$ 200,632		\$ 198,573	
(1) Noninterest-bearing.....	22,109		45,869	
(2) Interest-bearing.....	178,523		152,704	
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0		0	
(1) Noninterest-bearing.....	0		0	
(2) Interest-bearing.....	0		0	
14. Federal funds purchased and securities sold under agreements to repurchase	0		0	
15.a. Demand notes issued to the U.S. Treasury	0		0	
b. Trading Liabilities.....				
16. Other borrowed money(includes mortgages and capitalized leases)	1,630		0	
a. With remaining maturity of one year or less.....	1,000		0	
b. With remaining maturity of one to three years	0		0	
c. With remaining maturity of more than three years	630		0	
18. Bank's liability on acceptances executed and outstanding.....	0		0	
19. Notes and debentures subordinated to deposits.....	0		0	
20. Other liabilities.....	798		2,735	
21. TOTAL LIABILITIES	203,060		201,308	
EQUITY CAPITAL				
22. Perpetual preferred stock	0		0	
23. Common Stock	2,000		4,695	
24. Surplus.....	9,742		16,342	
25. a. Undivided profits and capital reserves	10,799		14,356	
b. Accumulated other comprehensive income.....	(695)		0	
26. Other equity capital components	0		0	
27. TOTAL EQUITY CAPITAL	21,846		35,393	
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 224,906		\$ 236,701	

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2001 (IN THOUSANDS OF DOLLARS)

D 1155 *MONARCH BANK	D 075 *THE COMMONWEALTH BANK	D 004 *COMMUNITY BANKERS' BANK	D 025 *MINERS EXCHANGE BANK	D 002 *F&M BANK- HIGHLANDS	
CHESAPEAKE	CHESTERFIELD	CHESTERFIELD	COEBURN	COVINGTON	
3 OFFICES	4 OFFICES	1 OFFICE	5 OFFICES	4 OFFICES	
\$ 3,411	\$ 10,037	\$ 2,596	\$ 6,284	\$ 7,470	1
3,265	4,772	2,486	6,284	7,470	
146	5,265	110	0	0	
24,481	0	5,860	15,147	37,335	2
0	0	0	1,500	0	
24,481	0	5,860	13,647	37,335	
3,844	3,689	67,943	7,729	21,185	3
76,765	71,261	37,959	35,263	105,859	
919	710	487	526	2,216	
0	0	0	0	0	
75,846	70,551	37,472	34,737	103,643	4
0	0	0	0	0	5
2,418	749	152	1,848	2,019	6
0	0	0	113	55	7
8	0	0	0	0	8
0	0	0	0	0	9
0	0	0	0	944	10
1,341	2,522	1,189	783	1,269	11
\$ 111,349	\$ 87,548	\$ 115,212	\$ 66,641	\$ 173,920	12
\$ 82,259	\$ 75,498	\$ 56,867	\$ 59,461	\$ 154,454	13
22,162	22,950	55,767	15,217	4,905	
60,097	52,548	1,100	44,244	149,549	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
11,864	0	51,122	0	0	14
0	0	0	0	0	15a
4,889	4,300	0	0	0	15b
4,889	3,000	0	0	0	16
0	0	0	0	0	
0	1,300	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
293	402	610	368	1,142	20
99,305	80,200	108,599	59,829	155,596	21
0	0	0	0	0	22
5,652	2,877	1,672	1,150	740	23
7,289	4,111	2,036	1,150	2,271	24
(874)	360	2,859	4,423	14,673	25a
(23)	0	46	89	640	25b
0	0	0	0	0	26
12,044	7,348	6,613	6,812	18,324	27
\$ 111,349	\$ 87,548	\$ 115,212	\$ 66,641	\$ 173,920	28

REPORT OF CONDITION

	REPORT OF CONDITION	
	D 1060 *SECOND BANK & TRUST	D 171 FIRST STATE BANK
	CULPEPER 8 OFFICES	DANVILLE 3 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 23,853	\$ 3,843
a. Non interest-bearing balances and currency and coin	9,656	3,342
b. Interest-bearing balances	14,197	501
2. Securities	82,903	7,889
a. Held to Maturity	0	0
b. Available for sale	82,903	7,889
3. Federal Funds sold and securities purchased under agreements to resell	996	3,849
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income.....	203,683	21,577
b. LESS: Allowance for loan and lease losses.....	2,303	597
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	201,380	20,980
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	6,233	3,492
7. Other real estate owned.....	0	254
8. Investments in unconsolidated subsidiaries and associated companies.....	56	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	0	54
11. Other assets	3,866	687
12. TOTAL ASSETS	\$ 319,287	\$ 41,048
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 271,810	\$ 32,479
(1) Noninterest-bearing.....	43,145	2,656
(2) Interest-bearing.....	228,665	29,823
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	0	0
15. a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money (includes mortgages and capitalized leases)	13,053	1,460
a. With remaining maturity of one year or less.....	3,000	1,460
b. With remaining maturity of one to three years	9,000	0
c. With remaining maturity of more than three years	1,053	0
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	1,757	255
21. TOTAL LIABILITIES	286,620	34,194
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	3,756	1,000
24. Surplus.....	1,317	1,500
25. a. Undivided profits and capital reserves	26,734	4,243
b. Accumulated other comprehensive income.....	860	111
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	32,667	6,854
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 319,287	\$ 41,048

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2001 (IN THOUSANDS OF DOLLARS)

D 665 *VIRGINIA BANK AND TRUST COMPANY	D 1045 *F&M BANK- SOUTHERN VIRGINIA	D 500 THE PEOPLES BANK	D 1140 *ALLIANCE BANK CORPORATION	D 047 *F & M BANK- NORTHERN VIRGINIA	
DANVILLE	EMPORIA	EWING	FAIRFAX	FAIRFAX	
6 OFFICES	4 OFFICES	4 OFFICES	2 OFFICES	31 OFFICES	
\$ 6,644	\$ 4,898	\$ 2,806	\$ 8,365	\$ 56,122	1
6,644	4,898	2,706	8,165	56,122	
0	0	100	200	0	
35,320	25,276	5,174	60,474	206,687	2
35,320	0	5,174	0	0	
0	25,276	0	60,474	206,687	
2,278	37,677	5,915	10,614	162,146	3
96,387	15,804	20,690	62,742	531,890	
890	325	133	610	8,116	
0	0	0	0	0	
95,497	15,479	20,557	62,132	523,774	4
0	0	0	0	0	5
1,946	3,820	1,733	603	18,146	6
0	0	5	0	1,799	7
0	0	0	0	0	8
0	0	0	0	0	9
0	4,295	0	0	356	10
2,030	1,291	470	2,660	10,717	11
\$ 143,715	\$ 92,736	\$ 36,660	\$ 144,848	\$ 979,747	12
\$ 121,883	\$ 74,266	\$ 32,031	\$ 107,602	\$ 810,641	13
22,209	7,389	3,944	56,997	173,394	
99,674	66,877	28,087	50,605	637,247	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	12,019	95,025	14
0	0	0	0	0	15a
0	0	0	0	0	15b
0	0	0	10,696	630	16
0	0	0	196	0	
0	0	0	7,500	0	
0	0	0	3,000	630	
0	0	0	0	0	18
0	0	0	0	0	19
710	467	110	810	3,148	20
122,593	74,733	32,141	131,127	909,444	21
0	0	0	0	0	22
3,136	2,000	470	8,460	12,184	23
9,293	8,400	1,053	5,770	29,674	24
8,693	7,095	2,996	(18)	24,983	25a
0	508	0	(491)	3,462	25b
0	0	0	0	0	26
21,122	18,003	4,519	13,721	70,303	27
\$ 143,715	\$ 92,736	\$ 36,660	\$ 144,848	\$ 979,747	28

REPORT OF CONDITION

	D 067 *UNITED BANK	D 716 *FIRST VIRGINIA BANK
	FAIRFAX	FALLS CHURCH
	30 OFFICES	90 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 132,848	\$ 139,312
a. Non interest-bearing balances and currency and coin	132,063	138,641
b. Interest-bearing balances	785	671
2. Securities	582,227	1,209,415
a. Held to Maturity	109,297	647,100
b. Available for sale	472,930	562,315
3. Federal Funds sold and securities purchased under agreements to resell	0	10,827
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income.....	1,526,217	2,594,987
b. LESS: Allowance for loan and lease losses.....	18,270	28,663
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	1,507,947	2,566,324
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	15,088	30,361
7. Other real estate owned.....	321	284
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	77,653	8,267
11. Other assets	45,998	76,028
12. TOTAL ASSETS	<u>\$ 2,362,082</u>	<u>\$ 4,040,818</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 1,528,265	\$ 3,433,548
(1) Noninterest-bearing.....	321,447	798,647
(2) Interest-bearing.....	1,206,818	2,634,901
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	366,755	288,693
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases)	227,330	423
a. With remaining maturity of one year or less.....	79,619	423
b. With remaining maturity of one to three years	54,936	0
c. With remaining maturity of more than three years	92,775	0
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	5,500	0
20. Other liabilities.....	39,851	37,657
21. TOTAL LIABILITIES	<u>2,167,701</u>	<u>3,760,321</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	1,430	27,050
24. Surplus.....	142,937	39,425
25. a. Undivided profits and capital reserves	51,402	217,184
b. Accumulated other comprehensive income.....	(1,388)	(3,162)
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	<u>194,381</u>	<u>280,497</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 2,362,082</u>	<u>\$ 4,040,818</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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D 05	D 07	D 1124	D 1150	D 1140	
THE BANK OF FINCASTLE	*THE BANK OF FLOYD	*COMMUNITY FIRST BANK	*VIRGINIA HEARTLAND BANK	*FIRST CAPITAL BANK	
FINCASTLE	FLOYD	FOREST	FREDERICKSBURG	GLEN ALLEN	
7 OFFICES	5 OFFICES	2 OFFICES	4 OFFICES	2 OFFICES	
\$ 3,846	\$ 3,987	\$ 2,367	\$ 3,906	\$ 1,937	1
3,827	3,791	2,361	3,906	1,937	
19	196	6	0	0	
6,296	42,897	3,993	25,946	25,402	2
6,291	19,245	0	0	0	
5	23,652	3,993	25,946	25,402	
4,609	18,990	0	6,621	2,419	3
97,935	111,412	78,104	98,452	33,591	
1,005	1,277	957	1,309	604	
0	0	0	0	0	
96,930	110,135	77,147	97,143	32,987	4
0	0	0	0	0	5
3,562	2,262	2,175	3,302	396	6
0	52	0	194	0	7
228	267	0	50	0	8
0	0	0	0	0	9
0	0	0	0	0	10
4,562	4,957	939	1,928	750	11
\$ 120,033	\$ 183,547	\$ 86,621	\$ 139,090	\$ 63,891	12
\$ 103,405	\$ 169,183	\$ 74,432	\$ 126,819	\$ 57,492	13
21,186	25,801	6,455	20,611	5,987	
82,219	143,382	67,977	106,208	51,505	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	2,724	0	201	14
0	0	0	0	0	15a
0	0	0	0	0	15b
0	0	27	0	0	16
0	0	0	0	0	
0	0	0	0	0	
0	0	27	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
589	1,707	599	1,258	165	20
103,994	170,890	77,782	128,077	57,858	21
0	0	0	0	0	22
91	4,655	3,874	2,321	3,074	23
4,484	1,200	5,776	6,413	4,550	24
11,464	6,602	(811)	2,064	(1,503)	25a
0	200	0	215	(88)	25b
0	0	0	0	0	26
16,039	12,657	8,839	11,013	6,033	27
\$ 120,033	\$ 183,547	\$ 86,621	\$ 139,090	\$ 63,891	28

REPORT OF CONDITION

	D 1071 *F & M BANK - ATLANTIC GLOUCESTER 15 OFFICES	D 0700 *MINERS AND MERCHANTS BANK AND TRUST COMPANY GRUNDY 9 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 14,544	\$ 10,030
a. Non interest-bearing balances and currency and coin	11,898	10,024
b. Interest-bearing balances	2,646	6
2. Securities	46,900	154,287
a. Held to Maturity	0	0
b. Available for sale	46,900	154,287
3. Federal Funds sold and securities purchased under agreements to resell	138,833	0
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income.....	213,817	190,345
b. LESS: Allowance for loan and lease losses.....	6,139	2,426
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	207,678	187,919
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	8,246	5,559
7. Other real estate owned.....	55	293
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	577	7,229
11. Other assets	6,595	4,317
12. TOTAL ASSETS	<u>\$ 423,428</u>	<u>\$ 369,634</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 380,187	\$ 325,895
(1) Noninterest-bearing.....	57,575	42,032
(2) Interest-bearing.....	322,612	283,863
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	8,276
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases)	1,319	0
a. With remaining maturity of one year or less.....	544	0
b. With remaining maturity of one to three years	664	0
c. With remaining maturity of more than three years	111	0
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	2,032	2,522
21. TOTAL LIABILITIES	<u>383,538</u>	<u>336,693</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	5,579	918
24. Surplus.....	11,022	7,628
25. a. Undivided profits and capital reserves	22,594	23,863
b. Accumulated other comprehensive income.....	695	532
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	<u>39,890</u>	<u>32,941</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 423,428</u>	<u>\$ 369,634</u>

* Member of Federal Reserve

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D 1025 *F & M BANK- MASSANUTTEN	D 1027 *ROCKINGHAM HERITAGE BANK	D 201 *BANK OF NORTHUMBERLAND INCORPORATED	D 1050 *CAPITAL ONE BANK	D 1152 *NEW PEOPLES BANK, INC.	
HARRISONBURG	HARRISONBURG	HEATHSVILLE	HENRICO	HONAKER	
10 OFFICES	7 OFFICES	4 OFFICES	1 OFFICE	7 OFFICES	
\$ 6,703	\$ 6,515	\$ 5,221	\$ 674,196	\$ 8,135	1
6,703	6,412	5,221	259,887	8,135	
0	103	0	414,309	0	
21,525	5,351	34,829	1,743,924	5,658	2
0	1,034	0	0	5,658	
21,525	4,317	34,829	1,743,924	0	
27,847	4,245	1,205	19,802	3,387	3
212,163	114,836	123,323	10,180,755	179,216	
994	1,150	1,841	486,758	1,793	
0	0	0	0	0	
211,169	113,686	121,482	9,693,997	177,423	4
0	0	0	0	0	5
4,032	2,163	1,227	499,791	7,992	6
85	0	0	0	240	7
0	0	0	0	0	8
0	0	0	0	0	9
1,167	0	0	3,080	0	10
5,258	2,266	2,668	2,451,526	11,449	11
\$ 277,786	\$ 134,226	\$ 166,632	\$ 15,086,316	\$ 214,284	12
\$ 234,267	\$ 114,124	\$ 150,952	\$ 4,819,222	\$ 194,011	13
21,074	14,416	16,758	325,446	15,798	
213,193	99,708	134,194	4,493,776	178,213	
0	0	0	975,167	0	
0	0	0	4,652	0	
0	0	0	970,515	0	
3,292	0	0	559,366	0	14
0	0	0	0	0	15a
15,750	7,559	0	5,017,854	0	15b
0	4,559	0	579,805	0	16
4,132	0	0	2,023,044	0	
11,618	3,000	0	2,415,005	0	
0	0	0	0	0	18
0	0	4,000	104,355	0	19
1,277	563	730	1,706,048	1,378	20
254,586	122,246	155,682	13,182,012	195,389	21
0	0	0	0	0	22
2,029	7,950	2,542	100,004	12,000	23
1,484	1,975	865	631,768	6,000	24
19,242	2,033	7,286	1,234,555	895	25a
445	22	257	(62,023)	0	25b
0	0	0	0	0	26
23,200	11,980	10,950	1,904,304	18,895	27
\$ 277,786	\$ 134,226	\$ 166,632	\$ 15,086,316	\$ 214,284	28

REPORT OF CONDITION

	D 1007		D 675	
	*BENCHMARK COMMUNITY BANK		*BANK OF LANCASTER	
	KENBRIDGE 9 OFFICES		KILMARNOCK 7 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$	8,216	\$	9,387
a. Non interest-bearing balances and currency and coin		8,216		9,287
b. Interest-bearing balances		0		100
2. Securities		36,349		46,742
a. Held to Maturity		1,513		0
b. Available for sale		34,836		46,742
3. Federal Funds sold and securities purchased under agreements to resell		12,740		25,235
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income.....		177,853		151,745
b. LESS: Allowance for loan and lease losses.....		1,775		1,493
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....		176,078		150,252
5. Assets held in trading accounts.....		0		0
6. Premises and fixed assets.....		4,284		5,676
7. Other real estate owned.....		1,156		614
8. Investments in unconsolidated subsidiaries and associated companies.....		0		0
9. Customers' liability to this bank on acceptances outstanding.....		0		0
10. Intangible assets.....		0		3,006
11. Other assets		2,990		3,621
12. TOTAL ASSETS	\$	241,813	\$	244,533
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$	220,229	\$	220,356
(1) Noninterest-bearing.....		31,256		27,271
(2) Interest-bearing.....		188,973		193,085
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		2,860
15.a. Demand notes issued to the U.S. Treasury		0		0
b. Trading Liabilities.....		0		0
16. Other borrowed money(includes mortgages and capitalized leases)		0		0
a. With remaining maturity of one year or less.....		0		0
b. With remaining maturity of one to three years		0		0
c. With remaining maturity of more than three years		0		0
18. Bank's liability on acceptances executed and outstanding.....		0		0
19. Notes and debentures subordinated to deposits.....		0		0
20. Other liabilities.....		1,440		1,393
21. TOTAL LIABILITIES		221,669		224,609
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		2,000		5,703
24. Surplus.....		900		3,016
25. a. Undivided profits and capital reserves		17,393		10,659
b. Accumulated other comprehensive income.....		(149)		546
26. Other equity capital components		0		0
27. TOTAL EQUITY CAPITAL		20,144		19,924
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	241,813	\$	244,533

* Member of Federal Reserve

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D 1051 *CHESAPEAKE BANK	D 007 *THE FIRST BANK AND TRUST COMPANY	D 020 *VIRGINIA COMMUNITY BANK	D 1010 *THE PAGE VALLEY BANK	D 1123 *BANK OF THE JAMES	
KILMARNOCK	LEBANON	LOUISA	LURAY	LYNCHBURG	
9 OFFICES	12 OFFICES	6 OFFICES	2 OFFICES	2 OFFICES	
\$ 11,750	\$ 25,360	\$ 8,023	\$ 4,305	\$ 2,656	1
11,750	12,747	8,005	4,205	2,556	
0	12,613	18	100	100	
34,730	23,694	18,358	19,958	5,962	2
0	1,000	0	12,031	0	
34,730	22,694	18,358	7,927	5,962	
7,674	22,010	15,441	1,335	416	3
180,353	328,017	94,564	36,030	64,595	
2,996	3,264	971	536	747	
0	0	0	0	0	
177,357	324,753	93,593	35,494	63,848	4
0	0	0	0	0	5
6,130	11,048	3,620	1,623	1,569	6
45	315	675	65	111	7
1	0	0	0	0	8
0	0	0	0	0	9
0	0	0	0	0	10
5,032	9,520	2,541	1,583	1,025	11
\$ 242,719	\$ 416,700	\$ 142,251	\$ 64,363	\$ 75,587	12
\$ 212,181	\$ 358,625	\$ 130,676	\$ 59,026	\$ 66,189	13
33,905	55,022	23,415	9,127	13,660	
178,276	303,603	107,261	49,899	52,529	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	11,276	0	0	0	14
0	0	0	0	0	15a
10,000	18,570	0	0	0	15b
7,500	443	0	0	0	16
2,500	979	0	0	0	
0	17,148	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
1,793	1,414	925	798	277	20
223,974	389,885	131,601	59,824	66,466	21
0	0	0	0	0	22
2,000	2,560	3,750	2,000	3,743	23
2,952	5,853	917	400	5,614	24
13,279	18,291	5,989	2,106	(291)	25a
514	111	(6)	33	55	25b
0	0	0	0	0	26
18,745	26,815	10,650	4,539	9,121	27
\$ 242,719	\$ 416,700	\$ 142,251	\$ 64,363	\$ 75,587	28

REPORT OF CONDITION

	D 076 *THE BANK OF MARION MARION 12 OFFICES	D 121 *BANK OF MCKENNEY MCKENNEY 5 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 8,831	\$ 4,371
a. Non interest-bearing balances and currency and coin	8,662	4,043
b. Interest-bearing balances	169	328
2. Securities	104,788	7,896
a. Held to Maturity	27,106	0
b. Available for sale	77,682	7,896
3. Federal Funds sold and securities purchased under agreements to resell	2,955	4,659
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income.....	150,259	63,216
b. LESS: Allowance for loan and lease losses.....	1,576	650
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	148,683	62,566
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	3,995	3,892
7. Other real estate owned.....	146	68
8. Investments in unconsolidated subsidiaries and associated companies.....	0	115
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	4,082	0
11. Other assets	5,006	1,559
12. TOTAL ASSETS	\$ 278,486	\$ 85,126
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 248,984	\$ 75,848
(1) Noninterest-bearing.....	20,817	12,304
(2) Interest-bearing.....	228,167	63,544
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	0	0
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases)	3,000	695
a. With remaining maturity of one year or less.....	0	400
b. With remaining maturity of one to three years	0	200
c. With remaining maturity of more than three years	3,000	95
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	1,062	790
21. TOTAL LIABILITIES	253,046	77,333
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	1,000	901
24. Surplus.....	500	1,986
25. a. Undivided profits and capital reserves	23,992	4,922
b. Accumulated other comprehensive income.....	(52)	(16)
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	25,440	7,793
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 278,486	\$ 85,126

* Member of Federal Reserve

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D 1177	D 1177	D 1042	D 1121	D 1124	
*HANOVER BANK	*METRO-COUNTY BANK OF VIRGINIA, INC.	*THE MIDDLEBURG BANK	SOUTHERN COMMUNITY BANK AND TRUST	FIRST AND CITIZENS BANK	
MECHANICSVILLE	MECHANICSVILLE	MIDDLEBURG	MIDLOTHIAN	MONTEREY	
4 OFFICES	5 OFFICES	5 OFFICES	1 OFFICE	1 OFFICE	
\$ 1,727	\$ 13,794	\$ 10,254	\$ 1,333	\$ 3,723	1
1,727	2,584	10,054	1,253	2,136	
0	11,210	200	80	1,587	
8,857	2,526	119,394	17,687	12,024	2
0	0	5,549	0	133	
8,857	2,526	113,845	17,687	11,891	
7,779	1,571	925	7	2,000	3
42,075	74,199	202,051	30,536	46,365	
603	831	2,060	458	474	
0	0	0	0	0	
41,472	73,368	199,991	30,078	45,891	4
0	0	0	0	0	5
1,329	1,527	7,630	667	667	6
0	0	0	0	77	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	0	0	0	10
741	1,099	7,008	880	1,172	11
\$ 61,905	\$ 93,885	\$ 345,202	\$ 50,652	\$ 65,554	12
\$ 52,565	\$ 85,799	\$ 271,766	\$ 41,629	\$ 60,395	13
5,800	10,365	32,192	2,317	8,446	
46,765	75,434	239,574	39,312	51,949	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	12,240	1,710	0	14
0	0	0	0	0	15a
0	0	27,000	0	0	15b
0	0	7,000	0	0	16
0	0	5,000	0	0	
0	0	15,000	0	0	
0	0	0	0	0	18
2,200	0	0	0	0	19
192	495	1,556	163	1,272	20
54,957	86,294	312,562	43,502	61,667	21
0	0	0	0	0	22
2,350	3,361	2,240	3,520	600	23
5,450	6,292	10,240	5,191	175	24
(791)	(2,071)	20,423	(1,244)	3,065	25a
(61)	9	(263)	(317)	57	25b
0	0	0	0	(10)	26
6,948	7,591	32,640	7,150	3,887	27
\$ 61,905	\$ 93,885	\$ 345,202	\$ 50,652	\$ 65,554	28

REPORT OF CONDITION

	D 201 *PEOPLES COMMUNITY BANK MONTROSS 4 OFFICES	D 112 *THE FARMERS & MERCHANTS BANK OF CRAIG COUNTY NEW CASTLE 2 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 9,714	\$ 2,236
a. Non interest-bearing balances and currency and coin	2,001	2,236
b. Interest-bearing balances	7,713	0
2. Securities	3,601	6,704
a. Held to Maturity	2,556	6,704
b. Available for sale	1,045	0
3. Federal Funds sold and securities purchased under agreements to resell	3,186	3,753
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income.....	71,525	26,115
b. LESS: Allowance for loan and lease losses.....	705	322
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	70,820	25,793
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	2,908	356
7. Other real estate owned.....	128	0
8. Investments in unconsolidated subsidiaries and associated companies.....	23	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	4	0
11. Other assets	1,670	507
12. TOTAL ASSETS	\$ 92,054	\$ 39,349
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 84,098	\$ 34,695
(1) Noninterest-bearing.....	9,188	3,213
(2) Interest-bearing.....	74,910	31,482
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	0	0
15. a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	0	0
a. With remaining maturity of one year or less.....	0	0
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	617	144
21. TOTAL LIABILITIES	84,715	34,839
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	663	1,050
24. Surplus.....	301	230
25. a. Undivided profits and capital reserves	6,337	3,230
b. Accumulated other comprehensive income.....	38	0
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	7,339	4,510
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 92,054	\$ 39,349

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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D 1116 HARBOR BANK	D 767 *BANK OF OF THE COMMONWEALTH	D 071 *FIRST VIRGINIA BANK - HAMPTON ROADS	D 047 *HERITAGE BANK & TRUST	D 274 FARMERS & MERCHANTS BANK - EASTERN SHORE ONLY	
NEWPORT NEWS	NORFOLK	NORFOLK	NORFOLK		
6 OFFICES	9 OFFICES	61 OFFICES	5 OFFICES	7 OFFICES	
\$ 4,392	\$ 20,430	\$ 51,371	\$ 5,942	\$ 8,933	1
4,292	6,453	51,371	5,742	5,824	
100	13,977	0	200	3,109	
49,879	16,392	324,295	15,258	53,272	2
0	2,887	188,183	1,157	597	
49,879	13,505	136,112	14,101	52,675	
2,821	5,320	5	9,181	10,567	3
117,019	177,599	714,056	79,774	157,197	
1,544	1,988	7,858	1,085	3,901	
0	0	0	0	0	
115,475	175,611	706,198	78,689	153,296	4
0	0	0	0	0	5
4,340	5,742	20,462	2,428	2,610	6
0	328	40	433	29	7
0	0	0	0	0	8
0	0	0	0	0	9
1,486	0	33,070	0	2,715	10
4,382	5,840	14,935	4,562	4,303	11
\$ 182,775	\$ 229,663	\$ 1,150,376	\$ 116,493	\$ 235,725	12
\$ 148,862	\$ 205,860	\$ 946,661	\$ 100,273	\$ 190,224	13
21,605	25,500	212,604	20,182	39,166	
127,257	180,360	734,057	80,091	151,058	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
2,546	1,424	72,234	5,209	5,957	14
0	0	0	0	0	15a
16,000	479	22,000	0	0	15b
3,000	0	14,000	0	0	16
2,000	0	0	0	0	
11,000	479	8,000	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
445	2,770	11,136	881	769	20
167,853	210,533	1,052,031	106,363	196,950	21
0	0	0	0	0	22
5,929	1,374	21,550	1,000	3,600	23
7,075	9,921	65,705	1,163	6,628	24
1,533	7,773	12,071	7,755	27,726	25a
385	62	(981)	212	821	25b
0	0	0	0	0	26
14,922	19,130	98,345	10,130	38,775	27
\$ 182,775	\$ 229,663	\$ 1,150,376	\$ 116,493	\$ 235,725	28

REPORT OF CONDITION

	D 1147 *SHORE BANK	D 0000 *FARMERS AND MINERS BANK
	ONLEY	PENNINGTON GAP
	7 OFFICES	6 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 7,609	\$ 16,245
a. Non interest-bearing balances and currency and coin	5,961	4,721
b. Interest-bearing balances	1,648	11,524
2. Securities	24,394	14,506
a. Held to Maturity	2,000	7,216
b. Available for sale	22,394	7,290
3. Federal Funds sold and securities purchased under agreements to resell	0	1,302
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income.....	105,422	52,657
b. LESS: Allowance for loan and lease losses.....	1,326	534
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	104,096	52,123
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	2,766	2,932
7. Other real estate owned.....	0	44
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	0	0
10. Intangible assets.....	30	0
11. Other assets	1,874	1,174
12. TOTAL ASSETS	<u>\$ 140,769</u>	<u>\$ 88,326</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 127,069	\$ 78,753
(1) Noninterest-bearing.....	14,559	15,444
(2) Interest-bearing.....	112,510	63,309
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	0	0
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases)	817	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	817	0
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	260	603
21. TOTAL LIABILITIES	<u>128,146</u>	<u>79,356</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	2,000	500
24. Surplus.....	2,159	500
25. a. Undivided profits and capital reserves	8,130	7,926
b. Accumulated other comprehensive income.....	334	44
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	<u>12,623</u>	<u>8,970</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 140,769</u>	<u>\$ 88,326</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2001 (IN THOUSANDS OF DOLLARS)

D 124 LEE BANK & TRUST COMPANY	D 269 *THE BANK OF CHARLOTTE COUNTY	D 1160 TOWNE BANK	D 005 *CENTRAL VIRGINIA BANK	D 1154 *FIRST SENTINEL BANK	
PENNINGTON GAP	PHENIX	PORTSMOUTH	POWHATAN	RICHLANDS	
4 OFFICES	4 OFFICES	6 OFFICES	8 OFFICES	3 OFFICES	
\$ 4,630	\$ 2,528	\$ 18,689	\$ 8,016	\$ 9,007	1
4,608	2,489	17,273	7,909	2,161	
22	39	1,416	107	6,846	
25,577	18,806	102,890	86,149	21,165	2
0	0	2,410	13,706	572	
25,577	18,806	100,480	72,443	20,593	
10,363	1,506	0	0	950	3
87,193	73,248	417,143	141,260	27,541	
989	880	4,642	1,839	235	
0	0	0	0	0	
86,204	72,368	412,501	139,421	27,306	4
0	0	0	0	0	5
2,903	1,104	15,755	5,068	1,583	6
606	87	22	97	158	7
0	202	0	270	0	8
0	0	0	0	0	9
0	0	940	214	0	10
1,908	1,847	9,243	8,914	946	11
\$ 132,191	\$ 98,448	\$ 560,040	\$ 248,149	\$ 61,115	12
\$ 114,417	\$ 87,168	\$ 456,679	\$ 208,225	\$ 54,950	13
13,073	10,434	42,011	26,195	8,151	
101,344	76,734	414,668	182,030	46,799	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	8,000	4,763	0	14
0	0	0	0	0	15a
0	0	0	0	0	15b
0	0	48,083	15,009	0	16
0	0	15,083	9	0	
0	0	0	0	0	
0	0	33,000	15,000	0	
0	0	0	0	0	18
0	0	0	0	0	19
1,397	344	6,116	799	458	20
115,814	87,512	518,878	228,796	55,408	21
0	0	0	0	0	22
200	150	21,209	1,000	884	23
500	529	19,691	4,742	220	24
15,288	10,163	(422)	13,716	4,319	25a
389	94	443	(105)	284	25b
0	0	241	0	0	26
16,377	10,936	41,162	19,353	5,707	27
\$ 132,191	\$ 98,448	\$ 560,040	\$ 248,149	\$ 61,115	28

REPORT OF CONDITION

	D 007 BRANCH BANKING AND TRUST COMPANY OF VIRGINIA RICHMOND 142 OFFICES	D 102 *CONSOLIDATED BANK AND TRUST COMPANY RICHMOND 7 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 194,966	\$ 4,084
a. Non interest-bearing balances and currency and coin	194,369	4,084
b. Interest-bearing balances	597	0
2. Securities	2,203,656	42,326
a. Held to Maturity	0	7,702
b. Available for sale	2,203,656	34,624
3. Federal Funds sold and securities purchased under agreements to resell	6,368	7,155
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income.....	4,143,914	59,188
b. LESS: Allowance for loan and lease losses.....	71,431	834
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	4,072,483	58,354
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	117,178	2,478
7. Other real estate owned.....	2,623	103
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding.....	617	0
10. Intangible assets.....	151,752	177
11. Other assets	162,365	1,574
12. TOTAL ASSETS	<u>\$ 6,912,008</u>	<u>\$ 116,251</u>
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 5,261,900	\$ 106,885
(1) Noninterest-bearing.....	572,517	19,212
(2) Interest-bearing.....	4,689,383	87,673
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	6,298	0
(1) Noninterest-bearing.....	6,298	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	434,310	0
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases)	425,820	519
a. With remaining maturity of one year or less.....	50,237	0
b. With remaining maturity of one to three years	20,659	0
c. With remaining maturity of more than three years	354,924	519
18. Bank's liability on acceptances executed and outstanding	617	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	108,397	728
21. TOTAL LIABILITIES	<u>6,237,342</u>	<u>108,132</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	6,886	2,430
24. Surplus.....	638,397	2,930
25. a. Undivided profits and capital reserves	3,770	2,568
b. Accumulated other comprehensive income.....	25,613	191
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	<u>674,666</u>	<u>8,119</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 6,912,008</u>	<u>\$ 116,251</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2001 (IN THOUSANDS OF DOLLARS)

D 024 *F & M BANK- RICHMOND	D 750 *FIRST VIRGINIA BANK- COLONIAL	D 1170 FIRST-CITIZENS BANK, A VIRGINIA CORPORATION ROANOKE	D 705 *FIRST VIRGINIA BANK - SOUTHWEST	D 1171 *VALLEY BANK	
RICHMOND	RICHMOND	ROANOKE	ROANOKE	ROANOKE	
15 OFFICES	47 OFFICES	1 OFFICE	66 OFFICES	5 OFFICES	
\$ 13,525	\$ 45,402	\$ 3,214	\$ 60,871	\$ 6,260	1
13,525	45,402	3,086	60,871	6,236	
0	0	128	0	24	
14,629	297,689	0	433,182	31,338	2
0	160,707	0	233,519	0	
14,629	136,982	0	199,663	31,338	
54,154	0	0	0	0	3
208,474	582,731	191,821	890,385	147,478	
4,944	6,703	14,420	9,793	1,468	
0	0	0	0	0	
203,530	576,028	177,401	880,592	146,010	4
0	0	0	0	0	5
9,163	17,144	356	15,942	4,084	6
0	23	0	1,263	0	7
14	0	0	0	0	8
0	0	0	0	0	9
0	25,273	0	2,905	0	10
3,360	13,979	13,545	23,990	5,985	11
\$ 298,375	\$ 975,538	\$ 194,516	\$ 1,418,745	\$ 193,677	12
\$ 263,857	\$ 793,397	\$ 508	\$ 1,228,902	\$ 138,870	13
28,944	170,056	8	193,935	24,297	
234,913	623,341	500	1,034,967	114,573	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
9,152	57,692	0	44,637	7,171	14
0	0	0	0	0	15a
0	30,103	148,899	42,000	30,000	15b
0	25,000	148,899	42,000	10,000	16
0	5,000	0	0	20,000	
0	103	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
449	8,377	6,375	16,777	1,540	20
273,458	889,569	155,782	1,332,316	177,581	21
0	0	0	0	0	22
2,850	32,625	6,000	23,839	6,100	23
9,476	53,925	8,100	28,709	6,129	24
12,214	242	24,634	34,671	3,971	25a
377	(823)	0	(790)	(104)	25b
0	0	0	0	0	26
24,917	85,969	38,734	86,429	16,096	27
\$ 298,375	\$ 975,538	\$ 194,516	\$ 1,418,745	\$ 193,677	28

REPORT OF CONDITION

	REPORT OF CONDITION	
	D 1140 *CITIZENS COMMUNITY BANK	D 004 *PROSPERITY BANK & TRUST COMPANY
	SOUTH HILL 1 OFFICE	SPRINGFIELD 3 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 2,631	\$ 5,176
a. Non interest-bearing balances and currency and coin	1,639	5,176
b. Interest-bearing balances	992	0
2. Securities	13,618	22,582
a. Held to Maturity	1,658	0
b. Available for sale	11,960	22,582
3. Federal Funds sold and securities purchased under agreements to resell	825	11,235
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income.....	31,751	47,032
b. LESS: Allowance for loan and lease losses.....	318	415
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	31,433	46,617
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	1,761	916
7. Other real estate owned.....	66	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	731	842
12. TOTAL ASSETS	\$ 51,065	\$ 87,368
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 43,563	\$ 75,630
(1) Noninterest-bearing.....	3,168	34,264
(2) Interest-bearing.....	40,395	41,366
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing.....	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	0	5,164
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....	0	0
16. Other borrowed money(includes mortgages and capitalized leases)	0	0
a. With remaining maturity of one year or less.....	0	0
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	108	217
21. TOTAL LIABILITIES	43,671	81,011
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	(72)	2,715
b. Accumulated other comprehensive income.....	(55)	79
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	7,394	6,357
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 51,065	\$ 87,368

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2001 (IN THOUSANDS OF DOLLARS)

D 1044 *PIONEER BANK	D 011 *FIRST VIRGINIA BANK-BLUE RIDGE	D 700 PLANTERS BANK & TRUST COMPANY OF VIRGINIA	D 1010 *THE MARATHON BANK	D 1027 COMMUNITY BANK OF NORTHERN VIRGINIA	
STANLEY	STAUNTON	STAUNTON	STEPHENS CITY	STERLING	
5 OFFICES	28 OFFICES	16 OFFICES	5 OFFICES	11 OFFICES	
\$ 9,684	\$ 25,604	\$ 27,832	\$ 11,155	\$ 65,529	1
5,426	25,604	27,712	11,082	65,475	
4,258	0	120	73	54	
7,509	144,742	121,345	14,689	57,932	2
433	77,631	10,286	8,722	10,067	
7,076	67,111	111,059	5,967	47,865	
2,000	0	13,100	16,398	0	3
90,772	384,617	347,777	117,387	514,383	
1,154	4,230	4,271	1,309	5,756	
0	0	0	0	0	
89,618	380,387	343,506	116,078	508,627	4
0	0	0	0	0	5
2,281	6,884	8,706	3,213	5,550	6
0	0	278	67	1,583	7
0	0	0	1	0	8
0	0	0	0	0	9
374	0	1,865	0	409	10
2,504	7,206	6,462	2,070	15,380	11
\$ 113,970	\$ 564,823	\$ 523,094	\$ 163,671	\$ 655,010	12
\$ 97,879	\$ 503,094	\$ 463,672	\$ 150,822	\$ 555,435	13
20,021	111,836	81,401	22,653	105,092	
77,858	391,258	382,271	128,169	450,343	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	17,063	16,430	0	24,032	14
0	0	0	0	0	15a
5,725	6,000	0	204	31,965	15b
0	6,000	0	0	709	16
0	0	0	0	15,888	
5,725	0	0	204	15,368	
0	0	0	0	0	18
0	0	0	0	0	19
1,353	5,488	1,521	585	5,339	20
104,957	531,645	481,623	151,611	616,771	21
0	0	0	0	0	22
2,107	10,330	20,000	4,651	3,070	23
422	5,196	3,554	3,871	19,148	24
6,430	17,809	17,315	3,493	16,121	25a
54	(157)	602	45	(100)	25b
0	0	0	0	0	26
9,013	33,178	41,471	12,060	38,239	27
\$ 113,970	\$ 564,823	\$ 523,094	\$ 163,671	\$ 655,010	28

REPORT OF CONDITION

	D 1006		D 600	
	*FIRST BANK		*BANK OF ESSEX	
	STRASBURG	TAPPAHANNOCK	STRASBURG	TAPPAHANNOCK
	7 OFFICES	6 OFFICES	7 OFFICES	6 OFFICES
ASSETS				
1. Cash and balances due from depository institutions:	\$ 7,015	\$ 6,093		
a. Non interest-bearing balances and currency and coin	5,196	6,093		
b. Interest-bearing balances	1,819	0		
2. Securities	40,500	38,136		
a. Held to Maturity	0	0		
b. Available for sale	40,500	38,136		
3. Federal Funds sold and securities purchased under agreements to resell	5,384	7,617		
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income.....	187,614	154,867		
b. LESS: Allowance for loan and lease losses.....	1,976	2,084		
c. LESS: Allocated transfer risk reserve	0	0		
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	185,638	152,783		
5. Assets held in trading accounts.....	0	0		
6. Premises and fixed assets.....	5,132	6,764		
7. Other real estate owned.....	0	0		
8. Investments in unconsolidated subsidiaries and associated companies.....	0	186		
9. Customers' liability to this bank on acceptances outstanding.....	0	0		
10. Intangible assets.....	0	1,153		
11. Other assets	5,404	4,065		
12. TOTAL ASSETS	\$ 249,073	\$ 216,797		
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$ 198,025	\$ 188,595		
(1) Noninterest-bearing.....	27,433	18,109		
(2) Interest-bearing.....	170,592	170,486		
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0		
(1) Noninterest-bearing.....	0	0		
(2) Interest-bearing.....	0	0		
14. Federal funds purchased and securities sold under agreements to repurchase	0	0		
15.a. Demand notes issued to the U.S. Treasury	0	0		
b. Trading Liabilities.....				
16. Other borrowed money (includes mortgages and capitalized leases)	28,705	8,000		
a. With remaining maturity of one year or less.....	0	4,000		
b. With remaining maturity of one to three years	0	4,000		
c. With remaining maturity of more than three years	28,705	0		
18. Bank's liability on acceptances executed and outstanding.....	0	0		
19. Notes and debentures subordinated to deposits.....	0	0		
20. Other liabilities.....	1,131	1,370		
21. TOTAL LIABILITIES	227,861	197,965		
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	16,512	7,704		
b. Accumulated other comprehensive income.....	417	469		
26. Other equity capital components	0	0		
27. TOTAL EQUITY CAPITAL	21,212	18,832		
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 249,073	\$ 216,797		

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2001 (IN THOUSANDS OF DOLLARS)

D 007 SOUTHSIDE BANK	D 074 *BANK OF TAZEWELL COUNTY	D 060 *FARMERS & MERCHANTS BANK	D 020 THE BUSINESS BANK	D 1107 *THE FREEDOM BANK OF VIRGINIA	
TAPPAHANNOCK	TAZEWELL	TIMBERVILLE	VIENNA	VIENNA	
8 OFFICES	11 OFFICES	7 OFFICES	2 OFFICES	1 OFFICE	
\$ 9,158	\$ 9,546	\$ 19,476	\$ 3,101	\$ 899	1
9,158	5,380	5,364	2,970	899	
0	4,166	14,112	131	0	
45,723	94,913	49,524	5,337	997	2
0	58,200	1,772	2,247	0	
45,723	36,713	47,752	3,090	997	
4,566	133	0	16,325	16,000	3
182,599	166,786	175,899	58,525	8,241	
2,790	1,670	1,279	1,055	237	
0	0	0	0	0	
179,809	165,116	174,620	57,470	8,004	4
0	0	0	0	0	5
2,511	2,807	4,412	176	318	6
0	53	259	417	0	7
0	0	0	107	0	8
0	0	0	0	0	9
0	7,147	5,168	0	0	10
3,976	3,710	5,008	606	486	11
\$ 245,743	\$ 283,425	\$ 258,467	\$ 83,539	\$ 26,704	12
\$ 213,356	\$ 254,059	\$ 208,783	\$ 72,393	\$ 19,216	13
26,514	30,182	26,004	19,577	2,004	
186,842	223,877	182,779	52,816	17,212	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
8,783	0	10,428	0	0	14
0	0	0	0	0	15a
6,000	203	17,649	2,600	0	15b
1,000	203	4,480	2,600	0	16
0	0	6,960	0	0	
5,000	0	6,209	0	0	
0	0	0	0	0	18
3,000	0	0	0	0	19
1,190	817	1,322	386	76	20
232,329	255,079	238,182	75,379	19,292	21
0	0	0	0	0	22
5,094	2,077	500	742	4,259	23
2,096	1,811	6,800	11,997	4,259	24
5,456	24,156	12,464	(4,585)	(1,104)	25a
768	302	521	6	(2)	25b
0	0	0	0	0	26
13,414	28,346	20,285	8,160	7,412	27
\$ 245,743	\$ 283,425	\$ 258,467	\$ 83,539	\$ 26,704	28

REPORT OF CONDITION

	REPORT OF CONDITION	
	D 1147 *POTOMAC BANK OF VIRGINIA	D 1012 *RESOURCE BANK
	VIENNA 2 OFFICES	VIRGINIA BEACH 4 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 1,880	\$ 8,086
a. Non interest-bearing balances and currency and coin	1,880	7,928
b. Interest-bearing balances	0	158
2. Securities	22,148	110,346
a. Held to Maturity	0	0
b. Available for sale	22,148	110,346
3. Federal Funds sold and securities purchased under agreements to resell	15,314	0
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income.....	48,207	416,908
b. LESS: Allowance for loan and lease losses.....	635	3,697
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	47,572	413,211
5. Assets held in trading accounts.....	0	0
6. Premises and fixed assets.....	514	8,467
7. Other real estate owned.....	0	43
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	1,169
11. Other assets	820	22,319
12. TOTAL ASSETS	\$ 88,248	\$ 563,641
LIABILITIES		
13. Deposits:.....		
a. In domestic offices	\$ 70,949	\$ 417,672
(1) Noninterest-bearing.....	26,755	22,134
(2) Interest-bearing.....	44,194	395,538
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	7,950	19,000
15.a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities.....		
16. Other borrowed money(includes mortgages and capitalized leases)	0	83,800
a. With remaining maturity of one year or less.....	0	17,800
b. With remaining maturity of one to three years	0	2,000
c. With remaining maturity of more than three years	0	64,000
18. Bank's liability on acceptances executed and outstanding.....	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities.....	446	7,038
21. TOTAL LIABILITIES	79,345	527,510
EQUITY CAPITAL		
22. Perpetual preferred stock	0	9,200
23. Common Stock	4,435	3,719
24. Surplus.....	4,428	15,965
25. a. Undivided profits and capital reserves	(38)	7,411
b. Accumulated other comprehensive income.....	78	(164)
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	8,903	36,131
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 88,248	\$ 563,641

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2001 (IN THOUSANDS OF DOLLARS)

D 1057 *F & M BANK - PEOPLES	D 1047 *THE FAUQUIER BANK	D 1100 *SOUTHERN FINANCIAL BANK	D 060 *NORTHERN NECK STATE BANK	D 1047 CITIZENS AND FARMERS BANK	
WARRENTON	WARRENTON	WARRENTON	WARSAW	WEST POINT	
5 OFFICES	7 OFFICES	20 OFFICES	10 OFFICES	12 OFFICES	
\$ 6,802	\$ 14,762	\$ 31,402	\$ 7,401	\$ 10,997	1
6,745	14,409	24,234	7,319	10,127	
57	353	7,168	82	870	
22,179	35,636	301,523	88,122	48,484	2
0	0	0	0	0	
22,179	35,636	301,523	88,122	48,484	
34,325	15,421	0	3,888	0	3
90,018	210,309	418,591	148,167	313,844	
1,196	2,857	7,354	1,633	3,653	
0	0	0	0	0	
88,822	207,452	411,237	146,534	310,191	4
0	0	0	0	0	5
3,113	5,759	6,745	3,343	13,778	6
262	0	0	0	0	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	3,257	4,628	517	10
1,604	5,794	33,478	7,586	9,129	11
\$ 157,107	\$ 284,824	\$ 787,642	\$ 261,502	\$ 393,096	12
\$ 139,034	\$ 243,823	\$ 640,898	\$ 222,401	\$ 324,205	13
29,039	50,735	78,980	19,678	38,782	
109,995	193,088	561,918	202,723	285,423	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
3,967	0	35,500	3,919	5,204	14
0	0	0	0	0	15a
0	15,000	20,000	10,375	22,000	15b
0	0	5,000	150	17,000	16
0	0	0	300	5,000	
0	15,000	15,000	9,925	0	
0	0	0	0	0	18
0	0	0	0	0	19
921	2,128	16,612	1,034	4,992	20
143,922	260,951	713,010	237,729	356,401	21
0	0	0	0	0	22
2,100	2,000	2,000	849	2,783	23
500	400	38,998	2,143	710	24
10,287	21,246	31,623	19,996	32,370	25a
298	227	2,011	785	832	25b
0	0	0	0	0	26
13,185	23,873	74,632	23,773	36,695	27
\$ 157,107	\$ 284,824	\$ 787,642	\$ 261,502	\$ 393,096	28

REPORT OF CONDITION

	D 1156		D 1024	
	*THE BANK OF WILLIAMSBURG		*F & M BANK- WINCHESTER	
	WILLIAMSBURG	WINCHESTER	WILLIAMSBURG	WINCHESTER
	1 OFFICE	32 OFFICES	1 OFFICE	32 OFFICES
ASSETS				
1. Cash and balances due from depository institutions:	\$ 386	\$ 41,239		
a. Non interest-bearing balances and currency and coin	386	41,239		
b. Interest-bearing balances	0	0		
2. Securities	10,908	80,435		
a. Held to Maturity	0	0		
b. Available for sale	10,908	80,435		
3. Federal Funds sold and securities purchased under agreements to resell	1,136	670,579		
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income.....	7,917	594,597		
b. LESS: Allowance for loan and lease losses.....	69	5,788		
c. LESS: Allocated transfer risk reserve	0	0		
d. Loans and leases, net of unearned income, allowance for loan and lease losses.....	7,848	588,809		
5. Assets held in trading accounts.....	0	0		
6. Premises and fixed assets.....	817	17,143		
7. Other real estate owned.....	0	252		
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	7,322		
11. Other assets	698	7,685		
12. TOTAL ASSETS	\$ 21,793	\$ 1,413,464		
LIABILITIES				
13. Deposits:.....				
a. In domestic offices	\$ 17,982	\$ 783,880		
(1) Noninterest-bearing.....	613	89,415		
(2) Interest-bearing.....	17,369	694,465		
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	508,150		
15.a. Demand notes issued to the U.S. Treasury	0	0		
b. Trading Liabilities.....	0	0		
16. Other borrowed money(includes mortgages and capitalized leases)	0	0		
a. With remaining maturity of one year or less.....	0	0		
b. With remaining maturity of one to three years	0	0		
c. With remaining maturity of more than three years	0	0		
18. Bank's liability on acceptances executed and outstanding.....	0	0		
19. Notes and debentures subordinated to deposits.....	0	0		
20. Other liabilities.....	66	16,212		
21. TOTAL LIABILITIES	18,048	1,308,242		
EQUITY CAPITAL				
22. Perpetual preferred stock	0	0		
23. Common Stock	2,000	2,530		
24. Surplus.....	2,000	22,348		
25. a. Undivided profits and capital reserves	(371)	77,980		
b. Accumulated other comprehensive income.....	116	2,364		
26. Other equity capital components	0	0		
27. TOTAL EQUITY CAPITAL	3,745	105,222		
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 21,793	\$ 1,413,464		

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2001 (IN THOUSANDS OF DOLLARS)

D 01 *FARMERS BANK WINDSOR, VIRGINIA	D 015 *FIRST COMMONWEALTH BANK				
WINDSOR	WISE				
2 OFFICES	2 OFFICES				
\$ 2,650	\$ 4,404				1
2,590	4,304				
60	100				2
34,022	14,733				
0	0				
34,022	14,733				
703	2,650				3
86,415	33,512				
1,494	521				
0	0				
84,921	32,991				4
0	0				5
2,014	923				6
1,104	437				7
0	0				8
0	0				9
0	0				10
2,045	682				11
\$ 127,459	\$ 56,820				12
\$ 109,526	\$ 50,515				13
16,544	11,201				
92,982	39,314				
0	0				
0	0				
0	0				
0	0				14
0	0				15a
0	0				15b
0	0				16
0	0				
0	0				
0	0				
0	0				18
0	0				19
1,123	270				20
110,649	50,785				21
0	0				22
120	1,450				23
2,567	1,450				24
13,636	3,141				25a
487	(6)				25b
0	0				26
16,810	6,035				27
\$ 127,459	\$ 56,820				28

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

<p>Albemarle First Bank 1265 Seminole Trail Charlottesville 22906 (Albemarle County) C.E.O.- Charles Darnell Cashier- Todd Asbury, Controller</p> <p>Br: City of Charlottesville - 100 5th Street, SE</p> <p>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</p> <p>Br: City of Manassas Park - 9150 Manassas Drive</p> <p>Bank of Botetourt Main Street Buchanan 24066-0339 (Botetourt County) C.E.O.- H. Watts Steger, III, President Cashier- G. Lyn Hayth, III</p> <p>Brs: Botetourt County - U.S. Route 220, Daleville Railroad Street, Eagle Rock 60 Lee Highway North, Troutville</p> <p>Roanoke County - 3130 Peters Creek Road NW Lot 1, Perimeter East Commerce Center, US Route 460 and Trail Drive</p> <p>Rockbridge County - Unit 130, Stonewall Square Shopping Center, U.S. Route 60</p> <p>EFTS: Botetourt County - 4070 Roanoke Road, Fincastle</p> <p>Roanoke County - Creekside Market, 8201 Williamson Road</p> <p>Bank of Charlotte County, The Berkley & Charlotte Streets Phenix 23959-0336 (Charlotte County) C.E.O.- Bobby A. Howard, President Cashier- John L. Pillow, Treasurer</p> <p>Brs: Campbell County - 308 Lynchburg Avenue, Brookneal</p> <p>Charlotte County - Main Street, Charlotte Courthouse 26 King Street, Keysville</p>	<p>*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</p> <p>Brs: City of Winchester - 190 Campus Boulevard, Suite 120 40 West Piccadilly Street 625 East Jubal Early Drive</p> <p>Clarke County - North side of Route 723, Boyce</p> <p>Frederick County - 1508 Senseny Road 382 Fairfax Pike, Stephens City</p> <p>EFTS: Clarke County - U. S. Routes 340 and 17/50, Boyce</p> <p>Frederick County - 1016 Millwood Pike 1518 Martinsburg Pike 747 Fairfax Street, Stephens City</p> <p>Bank of Essex 323 Prince Street Tappahannock 22560-0965 (Essex County) C.E.O.- George M. Longest, Jr., President Cashier- Bruce E. Thomas</p> <p>Brs: Essex County - U.S. Routes 17 & 360 Rappahannock Shopping Center, Tappahannock</p> <p>Hanover County - 6315 Mechanicsville Pike, Mechanicsville</p> <p>Henrico County - 9951 Brook Road, Glen Allen</p> <p>King William County - U.S. Route 360, Central Garage 1681 Main Street, West Point</p> <p>Bank of Fincastle, The 17 South Roanoke Street Fincastle 24090-0107 (Botetourt County) C.E.O.- John F. Kilby, President Cashier- Michael Jasper, Treasurer</p> <p>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</p> <p>EFTS: City of Roanoke - 2635 Colonial Avenue</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

Bank of Fincastle, The (Continued)
Botetourt County -
U.S. Route 11 & Interstate 81, Daleville
Quickette Market
U.S. Route 220 North, Fincastle

Bank of Floyd, The
101 Jacksonville Circle
Floyd 24091-0215 (Floyd County)
C.E.O.- Ronald Leon Moore, President
Cashier- Dave E. Welch, Chief Financial Officer

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

Bank of Hampton Roads, The
201 Volvo Parkway
Chesapeake 23327-1000
C.E.O.- Jack W. Gibson, President
Cashier- Cynthia A. Sabol

Brs: City of Chesapeake -
1400 Kempsville Road, Suite 102
1500 Mt Pleasant Road
4108 Portsmouth Boulevard
4507 Relay Road
4720 Battlefield Boulevard, South
712 Liberty Street
852 N. George Washington Highway
City of Norfolk -
4037 East Little Creek Road
415 St Pauls Boulevard
4500 East Princess Anne Road
City of Suffolk -
117 Market Street
City of Virginia Beach -
1100 Dam Neck Road
1316 North Great Neck Road
5472 Indian River Road
Pembroke One Building, Suite 100,
281 Independence Boulevard

EFT:
City of Chesapeake -
1320 Northwest Boulevard, Suite 100

*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, Treasurer

Brs: Lancaster County -
Lancaster Square Shopping Center,
North Main Street, Kilmarnock
State Route 3
Ice House Field Shopping Center,
White Stone
Northumberland County -
Routes 202 and 360, Callao
Route 360, Heathsville
Richmond County -
610 West Richmond Road, Warsaw
Westmoreland County -
Route 3 Kings Highway, Montross

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

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

EFT:
Smyth County -
1193 North Main Street, Marion

Bank of McKenney
20718 First Street
McKenney 23872-0370 (Dinwiddie County)
C.E.O.- Richard M. Liles, President
Cashier- James Bryant Neville, Jr.

Brs: Chesterfield County -
20815 Chesterfield Plaza, Ettrick
6300 River Road, Matoaca
Dinwiddie County -
13812 Boydton Plank Road

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

<p>Bank of McKenney (Continued) Dinwiddie County - U.S. Highway 460 and State Route 684</p> <p>EFT: Dinwiddie County - 5420 Boydton Plank Rd</p> <p>Bank of Northumberland, Incorporated 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 State Route 618 Carson 23830-0040 (Dinwiddie County) C.E.O.- J. Peter Clements, President Cashier- Carol C. Chappell</p> <p>Brs: City of Colonial Heights - 764 East Ellerslie Ave City of Franklin - Southampton Shopping Center 1310 Armory Drive City of Petersburg - 2703 South Crater Road Dinwiddie County - 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 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 - 108 Spruce Street, Bluefield 2070 Leatherwood Lane, Bluefield 511 Virginia Avenue, Bluefield 1905 Front Street, Richlands 612 Market Street, Tazewell 621 East Riverside Drive, Tazewell 846 Fincastle Turnpike, Tazewell Washington County - 968 West Main Street, Abingdon Wythe County - 185 East Main Street, Wytheville</p> <p>Bank of Williamsburg, The 5125 John Tyler Highway Williamsburg 23185 (James City County) C.E.O.- J. Michael Johnson, President</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 City of Portsmouth - 4940 West Norfolk Road 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, Vice President</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

Bank of the James (Continued)	City of Danville -
Br: City of Lynchburg -	705 Main Street
5204 Fort Avenue	City of Emporia -
	401 South Main Street
Benchmark Community Bank	Weaver and N. Main Streets
100-102 South Broad Street	City of Fairfax -
Kenbridge 23944-0569 (Lunenburg County)	11180 Lee Highway
C.E.O.- Ben L. Watson, III, President	City of Fredericksburg -
Cashier- Janice W Pernel, Treasurer	400 George Street
	City of Galax -
Brs: Brunswick County -	1100 East Stuart Drive
220 W. Fifth Avenue, Lawrenceville	City of Hampton -
Lunenburg County -	2160 Coliseum Drive
1910 Main Street, Victoria	City of Harrisonburg -
Mecklenburg County -	1746 E. Market Street
845 E. Second Street, Chase City	City of Hopewell -
133 College Street, Clarksville	106 North Second Avenue
828 North Mecklenburg Avenue, South Hill	City of Lexington -
Nottoway County -	537 East Nelson Street
1500-1508 W. Virginia Avenue, Crewe	City of Lynchburg -
Prince Edward County -	2015 Wards Road
East Third Street & South Street, Farmville	2120 Langhorne Road
Southwest Corner of Main Street	2403 Memorial Avenue
and Milnwood Road, Farmville	2477 Rivermont Avenue
	3405 Candler's Mountain Road
Blue Grass Valley Bank, The	3638 Old Forest Road
6 Main Street	4925 Boonsboro Road
Blue Grass 24413-0006 (Highland County)	7114 Timberlake Road
C.E.O.- Anthony E. Crane, Cashier	925 Main Street
	City of Martinsville -
Br: Highland County -	1 Ellsworth Street
South Side of East Main Street	1205 Memorial Boulevard
two blocks east of U.S. Route 220,	City of Newport News -
Monterey	12301 Warwick Boulevard
	603 Pilot House Drive
*Branch Banking and Trust Company of Virginia	City of Norfolk -
823 East Main Street	109 East Main Street
Richmond 23219-3310	2008 Cromwell Drive
C.E.O.- Jesse W. Howard, President	2336 East Little Creek Road
Cashier- Scott E. Reed, Chief Financial Officer	245 East Little Creek Road
	537 West 21st Street
Brs: City of Alexandria -	7420 Granby Street
1421 Prince Street	East Ring Road and Military Circle
City of Buena Vista -	Shopping Center
1002 Magnolia Avenue	City of Petersburg -
City of Charlottesville -	3340 South Crater Road
2033 Ivy Road	801 S. Adams Street
300 Preston Avenue	Franklin and Adams Street
City of Chesapeake -	City of Portsmouth -
111 Mill Creek Parkway, Suite 100	3301 High Street
1809 Greenbrier Parkway	500 Crawford Street
238 South Battlefield Boulevard	5515 Portsmouth Boulevard
3113 Western Branch Boulevard	City of Richmond -
City of Colonial Heights -	1210 Westover Hills Boulevard
2609 Boulevard	5711 Patterson Avenue
City of Covington -	City of Roanoke -
1113 South Craig Avenue	1620 Hershberger Road, N.W.
	37 Church Avenue, SW

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

*Branch Banking and Trust Company of Virginia
(Continued)

City of Salem -
303 E. Burwell Street
City of Suffolk -
1008 West Washington Street
1525 North Main Street
City of Virginia Beach -
1433 Kempsville Road
3450 Pacific Avenue
4592 Virginia Beach Boulevard
5101 Cleveland Street, Suite 101
601 Lynnhaven Parkway
6056 East Indian River Road
930 First Colonial Road
944 Independence Boulevard
City of Winchester -
1000 Berryville Avenue
426 Weems Lane
Albemarle County -
1652 State Farm Boulevard
4430 Ivy Commons
800 Gardens Boulevard
146 James River Road, Scottsville
Amherst County -
US Route 60, Amherst
118 Amelon Square, Madison Heights
29 North Amelon Square, Madison Heights
Appomattox County -
History Junction, Appomattox
Arlington County -
1010 North Glebe Road
Ballston Common Mall,
4238 Wilson Boulevard
Augusta County -
4033 Lee-Jackson Highway, Greenville
Bedford County -
14785 Forest Road, Forest
17923 Forest Road, Forest
Botetourt County -
817 Main Street, Buchanan
Buchanan County -
Highway 83, Vasant
Campbell County -
20865 Timberlake Road
21437 Timberlake Road
700 Main Street, Altavista
Carroll County -
Highway 52 & State Route 927, Cana
145 N Main Street, Hillsville
Charlotte County -
24-26 King Street, Keysville
Chesterfield County -
1120 Huguenot Road
12840 Jefferson Davis Highway, Chester
2500 Promenade Parkway, Midlothian
6512 Harbour View Court, Midlothian

Culpeper County -
806 Nottingham Street, Culpeper
Cumberland County -
Route 60, Anderson Highway, Cumberland
Fairfax County -
2230 Gallows Road, Dunn Loring
6661 Old Dominion Drive, McLean
8200 Greensboro Drive, McLean
12355 Sunrise Valley Drive, Reston
6949 Commerce Street, Springfield
Franklin County -
13400 Booker T. Washington Highway
4505 Timberline Road, Ferrum
20160 Virgil Goode Highway, Rocky Mount
65 North Main Street, Rocky Mount
Halifax County -
4018 Halifax Road, South Boston
904 Wilborn Avenue, South Boston
Hanover County -
703 England Street, Ashland
9564 Kings Charter Drive, Ashland
7021 Mechanicsville Turnpike,
Mechanicsville
Henrico County -
10791 West Broad Street
1650 Willow Lawn Drive
3214 Skipwith Road
4802 S. Laburnum Avenue
River Road Shopping Center,
6201 River Road
11400 Nuckols Road, Glen Allen
Henry County -
11020 Virginia Avenue, Bassett
2680 Virginia Avenue, Collinsville
4860 Greensboro Road, Ridgeway
1460 Fairystone Park Highway, Stanleytown
Loudoun County -
440 East Main Street, Purcellville
Mecklenburg County -
212 East Atlantic Street, South Hill
Nelson County -
124 Main Street, Lovingston
Patrick County -
4952 Ararat Highway, Ararat
3607 Jeb Stuart Highway, Meadows of Dan
22121 Jeb Stuart Highway, Patrick Springs
100 Stonewall Court, Stuart
9747 Woolwine Highway, Woolwine
Prince Edward County -
1304 South Main Street, Farmville
Prince William County -
12451 Hedges Run Road, Woodbridge
Roanoke County -
3119 Chaparral Drive
203 Virginia Avenue, Vinton
Rockbridge County -
College Square Shopping Center
U. S. Route 11 North

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

*Branch Banking and Trust Company of Virginia
(Continued)

Rockbridge County -
Lexington Crossing, U.S. Rt 11 North
Wal-mart Supercenter
5874 North Lee Highway, Fairfield
836 Rockbridge Rd, Glasgow

Russell County -
654 Pittston Road, Lebanon

Smyth County -
5894 Lee Highway, Atkins
1020 East Lee Highway, Chilhowie
109 Palmer Avenue, Saltville

Spotsylvania County -
3600 Plank Road
4535 Lafayette Boulevard

Stafford County -
117 Garrisonville Road, Stafford

Tazewell County -
3102 W. Cedar Valley Drive, Cedar Bluff
901 East Fincastle Turnpike, Tazewell

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. Burke
Cashier- Jeffrey L. Stryker, Senior Vice President

Brs: City of Alexandria -

155 N Paxton Street
1705 Fern Street
1775 Jamieson Avenue
306 E Monroe Avenue
621 King Street

City of Falls Church -
225 West Broad Street

Arlington County -
500 South 23rd Street

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

Br: Fairfax County -

1451 Dolley Madison Boulevard, McLean

Capital One Bank

11011 West Broad Street
Glen Allen 23060 (Henrico County)
C.E.O.- Richard D. Fairbank, Chairman of the Board
Cashier- Susanna K. Tisa

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, Treasurer

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

<p>Central Virginia Bank (Continued) 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</p> <p>*Chesapeake Bank 97 North Main Street Kilmarnock 22482-1419 (Lancaster County) C.E.O.- Jeffrey M. Szyperski Cashier- John H. Hunt, II, Chief Financial Officer</p> <p>Brs: City of Williamsburg - 1229 Lafayette Street Gloucester County - 6569 Market Drive, Gloucester Hayes Store Shopping Center, U S Route 17, Hayes James City County - 4492 John Tyler Highway Lancaster County - 10 Lancaster Drive, Irvington King Carter Drive and Tavern Road, Irvington State Routes 3 and 201, Lively Mathews County - State Routes 198 and 14, Mathews</p> <p>EFTS: Gloucester County - U.S. Route 17 & State Route 3, Glenss James City County - Southwest corner of Ironbound Road and State Route 5 Williamsburg Pottery Factory, Inc., Building #8, Lightfoot Williamsburg Pottery Factory, Inc., Building #3, Lightfoot Lancaster County - Rappahannock General Hospital, Harris Road Mathews County - State Routes 198 and 3 State Routes 14 and 198, Mathews York County - Zooms Convenience Store, Route 60/Bypass Road</p>	<p>Citizens Bank and Trust Company 126 S Main Street Blackstone 23824-1842 (Nottoway County) C.E.O.- J. A. Wilson, Jr., President Cashier- C. B. Cordle, Jr.</p> <p>Brs: Amelia County - State Route 38 & Church Street, Amelia Nottoway County - 101 N Main Street(D-I), Blackstone State Routes 40 & 46, Blackstone Agnew Street & Namozine Avenue, Burkeville 210 Carter Street, Crewe Prince Edward County - 1517 West Third Street, Farmville 1712 S. Main Street, Farmville</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>*Citizens and Farmers Bank 8th & 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>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

Commonwealth Bank, The 9310 Midlothian Turnpike Richmond 23229-6433 (Chesterfield County) C.E.O.- J.E. Causey Davis, President Cashier- William R. Ranson, Treasurer	30 South Mallory Street City of Newport News - 2015 25th Street City of Richmond - 1806 Creighton Road 3009 Hull Street Henrico County - 5214 Chamberlayne Avenue
Brs: City of Richmond - 707 East Main Street Henrico County - 12410 Gayton Road 900 N. Parham Road	F & M Bank - Atlantic 7171 George Washington Memorial Hwy. Gloucester 23061-1310 (Gloucester County) C.E.O.- William J. Farinholt, President Cashier- Kathleen C. Healy, Senior Vice President
Community Bank of Northern Virginia 107 Free Court Sterling 20167-0027 (Loudoun County) C.E.O.- David P. Summers, President Cashier- Karen A. Benedict	Brs: City of Franklin - 100 East Fourth Avenue 201 North College Drive City of Newport News - 737 J. Clyde Morris Boulevard City of Suffolk - 6617 Holland Road City of Williamsburg - 1031 Richmond Road Charles City County - 10000 Courthouse Road, Charles City Gloucester County - 14833 George Washington Memorial Hwy, Glenns James City County - 100 McLaws Circle King and Queen County - State Routes 33 & 670, Mattaponi Southampton County - 22736 Main Street, Courtland 8314 Main Street, Ivor 22334 General Thomas Highway, Newsoms Surry County - 270 Colonial Trail East, Surry Sussex County - 205 Railroad Avenue, Wakefield
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	EFT: Sussex County - 521-541 County Drive, Wakefield
Community Bankers' Bank 557-B Southlake Boulevard Richmond 23235-0626 (Chesterfield County) C.E.O.- William H. McFaddin Cashier- Wendy M. Conley	*F & M Bank - Massanutten 1855 East Market Street Harrisonburg 22801-1127 C.E.O.- James H. Grieco Cashier- Writa D. Hill
Community First Bank 1646 Graves Mill Road Lynchburg 24502-0314 C.E.O.- John L. Wynne, President Cashier- F.F. Falls	Brs: City of Harrisonburg - 1900 South High Street 3150 South Main Street 611 Mt Clinton Pike City of Staunton - 205 North Central Avenue
Br: City of Lynchburg - 2301 Langhorne Road	
*Consolidated Bank and Trust Company 320 N First Street Richmond 23261-6823 C.E.O.- Leon Scott, President Cashier- Allan Sturges	
Brs: City of Hampton - 101 N Armstead Ave	

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

*F & M Bank - Massanutten (Continued)

Rockingham County -
430 Highlands Place
317 N Main Street, Bridgewater
153 North Main Street, Broadway
200 Augusta Ave, Grottoes
14104 Timber Way, Timberville

EFTS:

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

*F & M Bank - Winchester

115 North Cameron Street
Winchester 22604
C.E.O.- F. Dixon Whitworth, Jr.
Cashier- Peggy J. Marcus

Brs:

City of Winchester -
1800 Amherst Street
1850 Apple Blossom Mall
2004 South Pleasant Valley Road
2082 South Pleasant Valley Road
2252 Valley Avenue
748 Berryville Ave
829 North Loudoun Street
Clarke County -
23 North Church Street, Berryville
Frederick County -
1855 Senseny Road
300 Westminster-Canterbury Drive
7800 Main Street, Middletown
126 Fairfax Pike, Stephens City
5306 Main Street, Stephens City
Loudoun County -
38997 East Colonial Highway, Hamilton
10 West Market Street, Leesburg
101 Catoctin Circle SE, Leesburg
7 West Market Street, Leesburg
7 Broadway, Lovettsville
202 West Washington Street, Middleburg
21 Main Street, Round Hill
22550 Davis Drive, Sterling
Page County -
1 East Main Street, Luray
700 East Main Street, Luray
Rappahannock County -
644 Zachary Taylor Highway, Flint Hill
Shenandoah County -
5180 Main Street, Mount Jackson

9383 Congress Street, New Market
115 West Spring Street, Woodstock
Warren County -
102 East Main Street, Front Royal
123 East Sixth Street, Front Royal
215 North Royal Avenue, Front Royal
432 South Street, Front Royal

EFTS:

City of Winchester -
4780 Northwestern Pike
7 East Gerrard Street
Pleasant Valley Road and Route 50 E
Winchester Medical Center,
1850 Amherst Street
Clarke County -
Route 2, Box 4535, Berryville
Frederick County -
1503 North Frederick Pike
1544 Martinsburg Pike
251 Front Royal Road
Route 7 and Regency Road
3425 Martinsburg Pike, Clearbrook
Loudoun County -
502 South King Street, Leesburg
Lansdowne Conference Resort,
44050 Woodridge Parkway, Leesburg
Loudoun County Government Complex,
One Harrison Street, SE, Leesburg
Shenandoah County -
1502 Orkney Grade, Bayse
60 Stoney Creek Road, Edinburg
250 Conicville Road, Mount Jackson
U.S. Route 211 and Cadet Road, New Market
Intersection Of U.S. Route 11 and 42,
Woodstock
Warren County -
10178 Winchester Road, Front Royal
4697 John Marshall Road, Linden

*F & M Bank-Central Virginia

1425 Seminole Trail
Charlottesville 22906-6096
C.E.O.- Wayne L. Turner, President
Cashier- Vicki T. Miller, Vice President

Brs:

Albemarle County -
1113 5th Street Extended
2208 Ivy Road
350 Valley Street, Scottsville
Amherst County -
221 Ambriar Place, Amherst
Fluvanna County -
4342 James Madison Highway, Fork Union
13526 James Madison Highway, Palmyra
Greene County -
7003 Seminole Trail, Ruckersville
Louisa County -
223 Mineral Avenue, Mineral

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

*F & M Bank-Central Virginia (Continued)

Nelson County -
10190 Critzer Shop Road, Afton
93 Front Street, Lovingston

Orange County -
202 South Main Street, Gordonsville

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

EFTS:

Albemarle County -
1220 Seminole Trail
201 Bowen Loop

Amherst County -
188 Faulconerville Road

*F & M Bank-Peoples
21 Main Street
Warrenton 20188-0093 (Fauquier County)
C.E.O.- Dixon Whitworth, President
Cashier- Carol Oliveri, Assistant Vice President

Brs: City of Fredericksburg -
501C Jefferson Davis Highway

Fauquier County -
8318 East Main Street, Marshall
Warrenton Shopping Center,
251 West Lee Highway Suite 730,
Warrenton

Stafford County -
760 Warrenton Road

EFTS:

City of Fredericksburg -
201 Jefferson Davis Highway

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

Fauquier County -
11022 Marsh Road, Bealeton
9719 James Madison Highway, Warrenton
Huntsman Town Center,
Frost Avenue at U.S. Route 29, Warrenton

King George County -
10520 James Madison Highway, Edgehill

Prince William County -
15250 Washington Street, Haymarket

Spotsylvania County -
10900 Courthouse Road
8902 Courthouse Road
5117 Mudd Tavern Road, Woodford

Stafford County -
Interstate 95 and U.S. Route 17

*F & M Bank-Richmond
9401 West Broad Street
Richmond 23294 (Henrico County)
C.E.O.- Wayne L. Turner, President
Cashier- Vera Primm, Senior Vice President

Brs: City of Richmond -
600 East Main Street
6980 Forest Hill Avenue

Chesterfield County -
5756 Hopkins Road
6736 Southshore Drive
9960 Midlothian Turnpike
9970 Ironbridge Road
11900 Chester Village Drive, Chester
11010 Hull Street Road, Midlothian
17650 Midlothian Turnpike, Midlothian

Henrico County -
1300 E Parham Road
1776 Staples Mill Rd
4851 South Laburnum Avenue
5001 Lakeside Avenue
9012 Three Chopt Road

EFTS:

City of Colonial Heights -
509 Southpark Boulevard

Chesterfield County -
14120 Hull Street Road
2320 W. Hundred Road, Chester

Hanover County -
7274 Mechanicsville Turnpike,
Mechanicsville
9159 Chamberlayne Road, Mechanicsville

Henrico County -
3310 Church Road

F&M Bank-Highlands
116 West Riverside Street
Covington 24426-0860
C.E.O.- Benny A. Williams, Jr., President
Cashier- Jean C. Gillilan, Vice President

Brs: City of Clifton Forge -
1633 Main Street

Bath County -
U.S. Route 220 and Kingtown Lane,
Hot Springs

Roanoke County -
1111 East Washington Avenue, Vinton

*F&M Bank-Northern Virginia
4117 Chain Bridge Road
Fairfax 22030-1087
C.E.O.- T. Earl Rogers, President
Cashier- Ramona W. Rodriguez,
Chief Financial Officer

Brs: City of Alexandria -
1717 King Street
2111 Eisenhower Avenue
606 King Street
City of Falls Church -
133 South Washington Street

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

<p>*F&M Bank-Northern Virginia (Continued)</p> <p>City of Manassas - 8780 Centreville Road 9201 W Church Street</p> <p>Arlington County - 4736 Lee Highway</p> <p>Fairfax County - 12220 Fairfax Towne Center 3829 South George Mason Drive 7901 Richmond Highway 4115 Annandale Road, Annandale 14260-J Centreville Square, Centreville 5105 Westfields Boulevard, Centreville 13821 Lee-Jackson Highway, Chantilly 230 Herndon Parkway, Herndon 6257A Old Dominion Drive, McLean 6810 Commerce Street, Springfield 7027-A Manchester Blvd, Springfield 7830 Backlick Road Suite 101, Springfield 8432 Old Keene Mill Road, Springfield 440 Maple Avenue East, Vienna 8221 Old Courthouse Road, Vienna</p> <p>Loudoun County - 25393 Elk Lick Road, South Riding</p> <p>Prince William County - 13414 Dumfries Road 7801 Sudley Road 4665 Sudley Road, Catharpin 14091 John Marshall Highway, Gainesville 12493 Dillingham Square, Lake Ridge 13927 Jefferson Davis Highway, Woodbridge 14229 Potomac Mills Road, Woodbridge</p> <p>EFTS: City of Alexandria - 118 King Street 1320 Braddock Place 2306 Mount Vernon Avenue</p> <p>City of Manassas - 9311 Lee Avenue</p> <p>Prince William County - 202 Mill Street, Occoquan</p> <p>F&M Bank-Southern Virginia 100 Dominion Drive Emporia 23847-0955 C.E.O.- O. Wayne Hanks, President Cashier- Jeannette M. Doyle, Chief Financial Officer</p> <p>Brs: City of Emporia - 301 West Atlantic Street</p> <p>Lunenburg County - 204 South Broad Street, Kenbridge</p> <p>Nottoway County - 200 South Main Street, Blackstone</p> <p>EFTS: City of Emporia - 920 West Atlantic Street</p>	<p>Greensville County - 1589 Skippers Road</p> <p>*Farmers & Merchants Bank 205 Main Street Timberville 22853-1111 (Rockingham County) C.E.O.- Julian D. Fisher, President Cashier- Neil Hayslett, Chief Financial Officer</p> <p>Brs: Rockingham County - 100 Plaza Drive, Bridgewater State Route 259, Broadway #10 Elkton Plaza Shopping Center, Elkton 127 West Rockingham Street, Elkton</p> <p>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 8312 Lankford Highway, Oak Hall 18501 Dunne Avenue, Parksley</p> <p>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.</p> <p>Brs: Appomattox County - Triangle Plaza Shopping Center Route 460, Appomattox</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

Farmers Bank of Appomattox, The (Continued)
 Buckingham County -
 Southeast corner of State Rt.20
 and U.S. Route 15, Dillwyn
 Campbell County -
 Highway 24, Concord

Farmers Bank, Windsor, Virginia
 50 E Windsor Boulevard
 Windsor 23487-0285 (Isle of Wight County)
 C.E.O.- Richard J. Holland, Jr., President
 Cashier- Kathy C. Bryant

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

Farmers and Miners Bank
 403 W Morgan Avenue
 Pennington Gap 24277-2319 (Lee County)
 C.E.O.- Terry M. Estep, President
 Cashier- Doris A. Barnett

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
 Lee County -
 U.S. Route 58 & State Route 694,
 Cumberland Gap
 State Route 673 & U.S. Route 58, Rose Hill
 Scott County -
 U.S. Route 23 and State Route 421,
 Weber City

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

*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

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

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 -
 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- Rhonda Hensley

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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

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- George W. McCall, III

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: City of Bristol -
Kroger Supermarket
Gate City Highway and Midway Street
Dickenson County -
Chase Street, Clintwood
Main Street, Haysi
Russell County -
U.S. Highway 58, Castlewood
Redbud Highway, Honaker
Russell County Shopping Center, Lebanon
Scott County -
1000 North Fork Boulevard, Duffield

Gateway Plaza Shopping Center, Gate City
Highway 71 and State Route 682,
Nickelsville

Washington County -
U.S. Route 11 and State Route 704
498 Cummings Street, Abingdon
Laurel Avenue, Damascus
U.S. Route 58 S of State Route 716,
Damascus
State Route 80, Meadowview
Wise County -
U.S. Route 23, Business &
U.S. Route 23, Bypass
621 Wood Avenue, Big Stone Gap
335 Main Street, Coeburn
Pound

OUT OF STATE

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

*First Virginia Bank
6400 Arlington Boulevard
P.O. Box 88
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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

*First Virginia Bank (Continued)

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
3420 Catlett Road, Catlett
100 John Stone Street, Remington
530 Blackwell Road, Warrenton

King George County -

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

Loudoun County -

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

Prince William County -

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

Spotsylvania County -

4630 Mine Road, Lee's Hill

Stafford County -

289 Garrisonville Road
Chatham Square Shopping Center,
300 Butler Road

Westmoreland County -

416 Colonial Avenue, Colonial Beach
Highway 202, Hague

EFTS:

Loudoun County -
22605 Sterling Boulevard, Sterling
Spotsylvania County -
Spotsylvania Mall

*First Virginia Bank - Southwest

601 S. Jefferson Street
Roanoke 24011
C.E.O.- Henry Howard Hicks, Jr.,
Chairman of the Board
Cashier- James M. Cochrane,
Chief Financial Officer

Brs: City of Covington -

313 West Thacker Drive,
Riverbend Mall
450 West Main Street
City of Danville -
1017 West Main Street
1410 Piney Forest Road
143 Crown Drive

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

<p>*First Virginia Bank - Southwest (Continued)</p> <p>City of Danville - 515 Mt. Cross Road</p> <p>City of Galax - 1140 East Stuart Drive 300 North Main Street</p> <p>City of Lynchburg - 1110 Main Street</p> <p>City of Radford - 522 West Main Street 7480 Lee Highway Norwood Street & Third Avenue</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> <p>Roanoke County - 4309 Starkey Road 1920 East Washington Avenue, Vinton</p> <p>Tazewell County - 502 Commerce Drive, Bluefield Cedar Valley Drive, Cedar Bluff U. S. Route 460 & State Route 719, Claypool Hill Corner of Water and Center Streets, Pocahontas Old Route 460, Raven 1616 Second Street, Richlands 501 Railroad Avenue, Richlands 814 West Riverside Drive, Tazewell Hillsboro and Market Streets, Tazewell West Main 201, Tazewell</p> <p>Wythe County - 100 West Buck Street, Rural Retreat 1055 East Main Street, Wytheville 1105 North Fourth Street, Wytheville 170 East Main Street, Wytheville</p> <p>EFTS:</p> <p>Franklin County - Smith Mountain Lake Visitors Center, 2 Bridgewater Plaza, Route 122</p> <p>Montgomery County - 7480 Lee Highway</p> <p>*First Virginia Bank-Blue Ridge 125 N Central Avenue Staunton 24402-0575 C.E.O.- Edward S. Yates, President Cashier- James M. Cochrane, Chief Financial Officer</p> <p>Brs: City of Charlottesville - 120 Seminole Court, Seminole Square Shopping Center 2149 North Barracks Road 305 East Jefferson Street</p> <p>City of Harrisonburg - 1915 East Market Street 2360 South Main Street</p> <p>City of Waynesboro - 105 Hopeman Parkway</p> <p>City of Winchester - 2200 Valley Avenue Ward Plaza Shopping Center</p> <p>Albemarle County - 100 Riverbend Drive 3501 Seminole Trail</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

*First Virginia Bank-Blue Ridge (Continued)

Albemarle County -
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
West Reservoir Road at Interstate 81,
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
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
7100 Three Chopt Road

Stoney Point Shopping Center,
Huguenot Road & Stoney Point Road

Amelia County -
U.S. Route 360

Buckingham County -
U.S. Route 15, Arvonnia
U.S. Route 15, Dillwyn

Chesterfield County -
11400 Midlothian Turnpike
6551 Centralia Road
7747 Midlothian Pike
Chesterfield Towne Center
11500 Midlothian Turnpike
2501 W Hundred Road, Chester
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
Virginia Center Commons,
Room 234

Mecklenburg County -
State Route 903 & 751, Bracey
111 East Danville Street, South Hill
Town Square Shopping Center
725 East Atlantic Street, South Hill

Prince Edward County -
200 North Main Street, Farmville
Longwood Village Shopping Center
1508 S Main Street, Farmville
Business Route 460, Pamplin City

Prince George County -
5100 Oaklawn Boulevard
5320 Oaklawn Boulevard

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

*First Virginia Bank-Colonial (Continued)

EFTS:

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

*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 -
1521 Sams Circle
239 Battlefield Boulevard,
Great Bridge Shopping Center
3343 Western Branch Boulevard
825 Volvo Parkway,
Greenbrier Branch
Greenbrier Mall,
1401 Greenbrier Parkway
City of 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
12401 Jefferson Avenue
397 Denbigh Boulevard
City of Norfolk -
1020 Fisherman's Road
1308 Colley Avenue
131 West Ocean View Avenue
2222 East Little Creek Road
225 W Brambleton Avenue
3935 East Princess Anne Road
4000 Hampton Boulevard
6145 Sewells Point Road
901 W Little Creek Road
Norfolk International Airport
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
1200 North Main Street
1463 North Main Street
1512 Holland Road

1514 Holland Road
3131 Bridge Road
6423 Whaleyville Blvd
City of Virginia Beach -
1344 Great Neck Road
1924 Centerville Turnpike,
Woods Corner Branch
2021 Lynnhaven Parkway
2141 General Booth Boulevard
3112 Virginia Beach Boulevard
351 Independence Boulevard
5289 E Princess Anne Road
536 Newtown Road
839 Lynnhaven Parkway,
Farm Fresh Shopping Center
969 Chimney Hill Shopping Center
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
EFTS:
City of Norfolk -
1518 Colley Avenue
Norfolk International Airport

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

<p>First and Citizens Bank Monterey 24465-0529 (Highland County) C.E.O.- Vernon D. Wooddell</p> <p>First-Citizens Bank, A Virginia Corporation 3601 Thirlane Road P.O. Box 49500 Roanoke 24019-9500 C.E.O.- William W. Shaw, President Cashier- Kenneth A. Black</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, Treasurer</p> <p>Guaranty Bank 1658 State Farm Boulevard Charlottesville 22911 (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 1924 Arlington Boulevard 520 East Main Street City of Harrisonburg - southeast corner of intersection of Neff Avenue and Reservoir Street Albemarle County - 1700 Seminole Trail 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 Henrico County - The Shops at Wellesley, Park Terrace and Lauderdale Drives</p> <p>Hanover Bank 8071 Mechanicsville Turnpike P.O. Box 397 Mechanicsville 23111 (Hanover County) C.E.O.- William E. Martin, Jr., President Cashier- William D. Stegeman, Senior Vice President</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 23602 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 14801 Warwick Boulevard 762 J. Clyde Morris Boulevard James City County - 1312 Jamestown Road</p> <p>*Heritage Bank & Trust 841 North Military Highway Norfolk 23514-3749 C.E.O.- Robert J. Keogh, President Cashier- Catherine Jackson</p> <p>Brs: City of Chesapeake - 1450 South Military Highway City of Norfolk - 200 East Plume Street 4807 Colley Avenue 735 E. Ocean View Avenue</p> <p>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 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>OUT OF STATE</p> <p>North Carolina - 1013 Highway 105, Boone Tennessee - 4020 Highway 66 South, Rogersville</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>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

<p>James Monroe Bank (Continued) Brs: Fairfax County - 7023 Little River Tnpk., Suite 101, Annandale Loudoun County - 606 South King Street, Leesburg</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 Bristol - 707 Gate City Highway Lee County - U.S. Route 58, Dryden Corner of Church & Institute Streets, Jonesville</p> <p>Marathon Bank, The 4095 Valley Pike Winchester 22602 (Frederick County) C.E.O.- Donald L. Unger, President Cashier- Frederick A. Board</p> <p>Brs: City of Winchester - 1041 Berryville Avenue Frederick County - 1447 North Frederick Pike Shenandoah County - 1014 South Main Street, Woodstock Warren County - Post Office Plaza, 300 Warren Ave, Front Royal</p> <p>EFTS: Frederick County - 1511 Martinsburg Pike 2135 Reliance Road, Middletown Warren County - 851 John Marshall Highway, Front Royal</p> <p>Metro-County Bank of Virginia, Inc. 8206 Atlee Road Mechanicsville 23111-0056 (Hanover County) C.E.O.- Stafford M. White, Jr., Chairman of the Board Cashier- James R. Black, Vice President</p> <p>Brs: City of Richmond - 3124 West Broad Street Henrico County - 2801 North Parham Road 5419 Lakeside Avenue 6401 Horsepen Road</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>Brs: Loudoun County - 20955 Professional Plaza, Ashburn 4 South King Street, Leesburg Harrison Street and Catoctin Circle, Leesburg 431 East Main Street, Purcellville</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>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>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> <p>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</p> <p>Monarch Bank 750 Volvo Parkway Chesapeake 23320-2802 C.E.O.- William F. Rountree, Jr., President Cashier- David A. Patterson, Chief Financial Officer</p> <p>Brs: City of Chesapeake - 601 Battlefield Boulevard South</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

<p>Monarch Bank (Continued) City of Virginia Beach - 2700 Virginia Beach Boulevard</p> <p>New Peoples Bank, Inc. 2 Gent Drive Honaker 24260-1810 (Russell County) C.E.O.- Kenneth D. Hart, President Cashier- Frank Sexton, Jr.</p> <p>Brs: Dickenson County - 402 Main Street, Haysi Russell County - 102 Miners Drive, Castlewood 685 East Main Street, Lebanon Scott County - 131 U. S. Route 23 South, Weber City Tazewell County - U.S. Routes 19 and 460, Pounding Mill</p> <p>OUT OF STATE</p> <p>West Virginia - 1221 Stafford Drive, Princeton</p> <p>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</p> <p>Brs: Essex County - 1649 Tappahannock Boulevard, Tappahannock 1660 Tappahannock Boulevard, Tappahannock U.S. Route 17 and State Route 1107, Tappahannock Lancaster County - 284 North Main Street, Kilmarnock 485 Chesapeake Drive, White Stone Northumberland County - 15043 Northumberland Highway, Burgess Route 360 - Main Street, Reedville Richmond County - Time Square Shopping Center, U.S. Route 360, Warsaw Westmoreland County - State Route 3, Montross</p> <p>Page Valley Bank, The 17 West Main Street Luray 22835-0609 (Page County) C.E.O.- Leland F. Pittman, President Cashier- Diana B. Embrey</p> <p>Br: Page County - 612 East Main Street, Luray</p>	<p>Peoples Bank, The Highway 58 Ewing 24248-0099 (Lee County) C.E.O.- Micki Tye Yeary, President Cashier- Joetta Hensley</p> <p>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</p> <p>Peoples Community Bank 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- Brenda B. Kite, Chief Financial Officer</p> <p>Brs: City of Harrisonburg - 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 Units I & J, Suites 13 & 14, Mall Center, 370 Neff Avenue City of Staunton - 2201 N Augusta Street 2307 W Beverly Street City of Waynesboro - 100 Lucy Lane 251 N Poplar Avenue</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

*Planters Bank & Trust Company of Virginia
(Continued)

Augusta County -
Greenville Avenue
Route 250 East
U.S. Route 250 & State Route 640,
Fishersville
U.S. Route 340 & State Route 608,
Stuarts Draft
U.S. Route 11, Verona
Rockbridge County -
1197 North Lee Highway
9 Lloyd Tolley Road, Natural Bridge Station
Rockingham County -
106 Sixth Street, Grottoes

EFTS:

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

Potomac Bank of Virginia

133 Maple Avenue East
Vienna 22180-5741 (Fairfax County)
C.E.O.- G. Lawrence Warren, President
Cashier- Stephanie H. Ogle, Senior Vice President

Br: Fairfax County -
8501 Arlington Boulevard

Prosperity Bank & Trust Company

5803 Rolling Road
Springfield 22152-0789 (Fairfax County)
C.E.O.- Robert J. McDonough, President
Cashier- William T. Freitag

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

Resource Bank

3720 Virginia Beach Boulevard
Virginia Beach 23452
C.E.O.- Lawrence N. Smith, President
Cashier- Eleanor J. Whitehurst

Brs: City of Chesapeake -
501 Independence Parkway, Suite 105
City of Newport News -
735 Thimble Shoals Boulevard,
Suite 170
Fairfax County -
625 Elden Street, Herndon

Rockingham Heritage Bank

110 University Boulevard
Harrisonburg 22801-0352
C.E.O.- John K. Stephens, President
Cashier- Fredrick W. Galway

Brs: City of Harrisonburg -

1980 S. Main Street
677 Chicago Avenue

Augusta County -

49 Lee Jackson Highway, Suite 101
Wellington Plaza, Jefferson Highway
54 Franklin Street, Suite 102, Weyers Cave

Rockingham County -

410 Spotswood Avenue, Elkton

*Second Bank & Trust

102 S Main Street
Culpeper 22701-0071 (Culpeper County)
C.E.O.- Christopher H. Honenberger
Cashier- Scott M. Fuller, Controller

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

EFT:

Culpeper County -
501 Sunset Lane, Culpeper

Shore Bank

25253 Lankford Highway
Onley 23418-0920 (Accomack County)
C.E.O.- Scott C. Harvard, President
Cashier- Steven M. Belote, Chief Financial Officer

Brs: Accomack County -

6350 Maddox Boulevard, Chincoteague
118 Dunne Avenue, Parksley

Northampton County -

21220 N. Bayside Drive, Cheriton
4071 Lankford Highway, Exmore

OUT OF STATE

Maryland -

100 Downtown Plaza, Salisbury

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

Shore Bank (Continued)	Essex County -
Maryland -	Essex Square Shopping Center
1503 S. Salisbury Boulevard, Salisbury	U.S. Route 17 & 360, Tappahannock
Southern Community Bank & Trust	Gloucester County -
13531 Midlothian Turnpike	7132 George Washington Memorial Hwy,
Midlothian 23113-0330 (Chesterfield County)	Gloucester
C.E.O.- Thomas W. Winfree,	King William County -
Cashier- Stephen R. Kinnier, Chief Financial Officer	Aylett
Southern Financial Bank	Middlesex County -
37 East Main Street	southwest corner of the intersection
Warrenton 20186-3420 (Fauquier County)	of State Route 33 & State Route 1101,
C.E.O.- Georgia S. Derrico, Chairman of the Board	Deltaville
Cashier- Patricia Ferrick, Chief Financial Officer	State Routes 3 & 33, Hartfield
	291 Virginia Street, Urbanna
	Towne Bank
Brs: City of Fairfax -	5716 High Street
4021 University Drive	Portsmouth 23703-4502
9720 Lee Highway	C.E.O.- G. Robert Aston Jr.
City of Fredericksburg -	Cashier- Clyde E. McFarland,
2062 Plank Road	Executive Vice President
City of Manassas -	
10175 Hastings Drive	Brs: City of Chesapeake -
City of Winchester -	1312 Greenbrier Parkway
25 West Piccadilly Street	City of Portsmouth -
Fairfax County -	6201 Portsmouth Boulevard
7857 Heritage Drive, Annandale	City of Virginia Beach -
2545 Centreville Road, Q18, Herndon	2101 Parks Avenue, Suite 100
362 Elden Street, Herndon	4216 Virginia Beach Boulevard,
8414 Lee Highway, Merrifield	Suite 180
6354 Walker Lane, Springfield	984 First Colonial Road
527 Maple Avenue East, Vienna	
Fauquier County -	*Union Bank and Trust Company
322 Lee Highway, Warrenton	211 N Main Street
Frederick County -	Bowling Green 22427-0446 (Caroline County)
1095 Millwood Pike	C.E.O.- G. William Beale, President
Loudoun County -	
526 East Market Street, Leesburg	Brs: City of Fredericksburg -
101 West Washington Street, Middleburg	2811 Fall Hill Avenue
46910 Community Plaza, Sterling	700 Kenmore Avenue
Prince William County -	Caroline County -
13542 Minnieville Road, Woodbridge	U.S. Route 1 and State Route 639, Ladysmith
Spotsylvania County -	U.S. Route 301, Port Royal
10693 Courthouse Road	Hanover County -
	10469 Atlee Station Road, Ashland
OUT OF STATE	U.S. Route 1 & State Route 657, Ashland
	6110 Mechanicsville Turnpike,
Washington, D.C. -	Mechanicsville
1055 Thomas Jefferson Street, N.W.	9534 Chamberlayne Road, Mechanicsville
*Southside Bank	King George County -
307 Church Lane	State Route 3, King George
Tappahannock 22560-1005 (Essex County)	King William County -
C.E.O.- Thomas M. Boyd, Jr., President	Route 360 East Approx 1.5 Mi S of
Cashier- Lloyd M. Bailey, Jr.	State Route 30, Manquin
	Spotsylvania County -
Brs: Caroline County -	10415 Courthouse Road
202 North Main Street, Bowling Green	11625 Brock Road
	4210 Plank Road

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

*Union Bank and Trust Company (Continued)

Spotsylvania County -
4540 Lafayette Boulevard
8520 Jefferson Davis Highway
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.
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

*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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

Virginia Commerce Bank (Continued)

Fairfax County -
1356 Chain Bridge Road, McLean
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

Brs: Culpeper County -
701 South Main Street, Culpeper
Louisa County -
Main Street & Cutler Avenue, Louisa
Mineral Avenue & Fouth 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., President
Cashier- Joseph W. Farrar, Chief Financial Officer

Brs: City of Fredericksburg -
1016 Charles Street
Spotsylvania County -
5996 Plank Road
Stafford County -
Southeast corner of the intersection
of Rt 17 & Greenbank Road/ Rt 654

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

<p>CITIES</p> <p>CITY OF ALEXANDRIA</p> <p>Br: Branch Banking and Trust Company of Virginia 1421 Prince Street</p> <p>Burke & Herbert Bank & Trust Company 100 South Fairfax Street</p> <p>Brs: 155 N Paxton Street 1705 Fern Street 1775 Jamieson Avenue 306 E Monroe Avenue 621 King Street</p> <p>EFT: 2836 Duke Street</p> <p>Brs: F&M Bank-Northern Virginia 1717 King Street 2111 Eisenhower Avenue 606 King Street</p> <p>EFTS: 118 King Street 1320 Braddock Place 2306 Mount Vernon Avenue</p> <p>Brs: First Virginia Bank 300 South Washington Street 4999 Seminary Road Van Dorn Plaza Shopping Center, 233 S. Van Dorn Street</p> <p>Br: United Bank 302 South Washington Street</p> <p>Brs: Virginia Commerce Bank 1414 Prince Street 506 King Street 5140 Duke Street</p> <p>EFT: 185 Somerville Street</p> <p>CITY OF BRISTOL</p> <p>Br: Bank of Marion, The 3124 Lee Highway, Suite 1</p> <p>Brs: First Bank and Trust Company, The 1419 West State Street 38 East Valley Drive</p> <p>First Vantage Bank/Tri-Cities 3000 Lee Highway</p> <p>Br: Kroger Supermarket, Gate City Highway and Midway Street</p> <p>Brs: Highlands Union Bank 821 Commonwealth Avenue 999 Old Airport Road</p>	<p>Br: Lee Bank & Trust Company 707 Gate City Highway</p> <p>Br: Miners and Merchants Bank and Trust Company 1897 Lee Highway</p> <p>CITY OF BUENA VISTA</p> <p>Br: Branch Banking and Trust Company of Virginia 1002 Magnolia Avenue</p> <p>Br: Planters Bank & Trust Company of Virginia 2101 Forest Avenue</p> <p>CITY OF CHARLOTTESVILLE</p> <p>Br: Albemarle First Bank 100 5th Street, SE</p> <p>Brs: Branch Banking and Trust Company of Virginia 2033 Ivy Road 300 Preston Avenue</p> <p>F & M Bank-Central Virginia 1425 Seminole Trail</p> <p>Brs: First Virginia Bank-Blue Ridge 120 Seminole Court, Seminole Square Shopping Center 2149 North Barracks Road 305 East Jefferson Street</p> <p>Brs: Guaranty Bank 1022 West Main Street 1924 Arlington Boulevard 520 East Main Street</p> <p>CITY OF CHESAPEAKE</p> <p>Bank of Hampton Roads, The 201 Volvo Parkway</p> <p>Brs: 1400 Kempsville Road, Suite 102 1500 Mt Pleasant Road 4108 Portsmouth Boulevard 4507 Relay Road 4720 Battlefield Boulevard, South 712 Liberty Street 852 N. George Washington Highway</p> <p>EFT: 1320 Northwest Boulevard, Suite 100</p> <p>Br: Bank of the Commonwealth Las Gaviotas Shopping Center, 1217 Cedar Road</p>
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ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

CITY OF CHESAPEAKE (Continued)

Brs: Branch Banking and Trust Company of
Virginia
111 Mill Creek Parkway, Suite 100
1809 Greenbrier Parkway
238 South Battlefield Boulevard
3113 Western Branch Boulevard
EFT: 681-A North Battlefield Boulevard

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

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: F&M Bank-Highlands
1633 Main Street

CITY OF COLONIAL HEIGHTS

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

Br: Branch Banking and Trust Company of
Virginia
2609 Boulevard

EFT: F & M Bank-Richmond
509 Southpark 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

Br: Branch Banking and Trust Company of
Virginia
1113 South Craig Avenue

F&M Bank-Highlands
116 West Riverside Street

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

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
143 Crown Drive
515 Mt. Cross 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

Brs: Branch Banking and Trust Company of
Virginia
401 South Main Street
Weaver and N. Main Streets

F&M Bank-Southern Virginia
100 Dominion Drive
Br: 301 West Atlantic Street
EFT: 920 West Atlantic Street

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

CITY OF FAIRFAX

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

CITY OF FAIRFAX (Continued)

Br: Community Bank of Northern Virginia
4029 Chain Bridge Road

F&M Bank-Northern Virginia
4117 Chain Bridge Road

Br: First Virginia Bank
10302 Willard Way

Brs: Southern Financial Bank
4021 University Drive
9720 Lee Highway

United Bank
11185 Main Street
Br: 10855 Lee Highway

Br: Virginia Commerce Bank
10777 Main Street

CITY OF FALLS CHURCH

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

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

Br: First Virginia Bank
191 West Broad Street

CITY OF FRANKLIN

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

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

Br: First Virginia Bank-Hampton Roads
343 North College Drive

CITY OF FREDERICKSBURG

Br: Branch Banking and Trust Company of
Virginia
400 George Street

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

Brs: First Virginia Bank
1001 Princess Anne Street

1016 Princess Anne Street
1151 Carl Silver Parkway
401 Jefferson Davis Highway

Br: Southern Financial Bank
2062 Plank Road

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

Br: Virginia Heartland Bank
1016 Charles Street

CITY OF GALAX

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

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

CITY OF HAMPTON

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

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

Br: First Virginia Bank-Hampton Roads
1033 West Mercury Boulevard

Br: Harbor Bank
550 Settlers Landing Road

CITY OF HARRISONBURG

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

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

EFTS: 1010 W. Market Street
701 Port Republic Road
953 High Street

Br: First Bank and Trust Company, The
396 South High Street

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

CITY OF HARRISONBURG (Continued)

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

Br: Pioneer Bank
932 West Market Street

Brs: Planters Bank & Trust Company of Virginia
375 North Mason Street
Units I & J, Suites 13 & 14, Mall Center,
370 Neff Avenue

Rockingham Heritage Bank
110 University Boulevard
Brs: 1980 S. Main Street
677 Chicago Avenue

Brs: Second Bank & Trust
1920E Medical Avenue
390 University Boulevard

CITY OF HOPEWELL

EFT: Bank of Southside Virginia, The
5201 Oaklawn Boulevard

Br: Branch Banking and Trust Company of
Virginia
106 North Second Avenue

Br: First Virginia Bank-Colonial
1421 West City Point Road

CITY OF LEXINGTON

Br: Branch Banking and Trust Company of
Virginia
537 East Nelson Street

CITY OF LYNCHBURG

Bank of the James
615 Church Street
Br: 5204 Fort Avenue

Brs: Branch Banking and Trust Company of
Virginia
2015 Wards Road
2120 Langhorne Road
2403 Memorial Avenue

2477 Rivermont Avenue
3405 Candler's Mountain Road
3638 Old Forest Road
4925 Boonsboro Road
7114 Timberlake Road
925 Main Street
EFTS: Liberty University
3765 Candler's Mountain Road
Randolph-Macon Woman's College,
2500 Rivermont Avenue

Community First Bank
1646 Graves Mill Road
Br: 2301 Langhorne Road

Br: First Virginia Bank - Southwest
1110 Main Street

CITY OF MANASSAS

Brs: F&M Bank-Northern Virginia
8780 Centreville Road
9201 W. Church Street
EFT: 9311 Lee Avenue

Br: Fauquier Bank, The
9071 Center Street

Brs: First Virginia Bank
10040 Dumfries Road
8650 Centreville Road

Br: Southern Financial Bank
10175 Hastings Drive

Br: United Bank
9872 Liberia Avenue

CITY OF MANASSAS PARK

Br: Alliance Bank Corporation
9150 Manassas Drive

CITY OF MARTINSVILLE

Brs: Branch Banking and Trust Company of
Virginia
1 Ellsworth Street
1205 Memorial Boulevard

CITY OF NEWPORT NEWS

Brs: Branch Banking and Trust Company of
Virginia
12301 Warwick Boulevard
603 Pilot House Drive

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

CITY OF NEWPORT NEWS (Continued)

<p>Br: Consolidated Bank and Trust Company 2015 25th Street</p> <p>Br: F & M Bank - Atlantic 737 J. Clyde Morris Boulevard</p> <p>Brs: First Virginia Bank-Hampton Roads 11718 Jefferson Avenue 12401 Jefferson Avenue 397 Denbigh Boulevard</p>	<p>6145 Sewells Point Road 901 W. Little Creek Road Norfolk International Airport EFTS: 1518 Colley Avenue Norfolk International Airport</p> <p>Heritage Bank & Trust 841 North Military Highway Brs: 200 East Plume Street 4807 Colley Avenue 735 E. Ocean View Avenue</p>
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Harbor Bank

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

Br: Resource Bank
735 Thimble Shoals Boulevard, Suite 170

CITY OF NORFOLK

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

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

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

First Virginia Bank-Hampton Roads
555 Main Street
Brs: 1020 Fisherman's Road
1308 Colley Avenue
131 West Ocean View Avenue
2222 East Little Creek Road
225 W. Brambleton Avenue
3935 East Princess Anne Road
4000 Hampton Boulevard

CITY OF NORTON

Br: First Commonwealth Bank
1026 Park Avenue

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

CITY OF PETERSBURG

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

Brs: Branch Banking and Trust Company of
Virginia
3340 South Crater Road
801 S. Adams Street
Franklin and Adams Street

Br: First Virginia Bank-Colonial
1883 South Crater Road

CITY OF POQUOSON

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

CITY OF PORTSMOUTH

Br: Bank of the Commonwealth
4940 West Norfolk Road

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

Brs: First Virginia Bank-Hampton Roads
355 Crawford Street
5100 Portsmouth Boulevard

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

<p>CITY OF PORTSMOUTH (Continued)</p> <p>Towne Bank 5716 High Street Br: 6201 Portsmouth Boulevard</p>	<p>4922 Valley View Boulevard, Valley View Mall 6625 Williamson Road, N.W.</p> <p>First-Citizens Bank, A Virginia Corporation 3601 Thirlane Road</p>
<p>CITY OF RADFORD</p> <p>Br: First Virginia Bank - Southwest 522 West Main Street 7480 Lee Highway Norwood Street & Third Avenue</p>	<p>Valley Bank 36 Church Avenue, SW Br: 1518 Hershberger Road, N.W. 2203 Crystal Spring Avenue, SW</p>
<p>CITY OF RICHMOND</p> <p>Branch Banking and Trust Company of Virginia 823 East Main Street Br: 1210 Westover Hills Boulevard 5711 Patterson Avenue</p> <p>Br: Commonwealth Bank, The 707 East Main Street</p> <p>Consolidated Bank and Trust Company 320 N First Street Br: 1806 Creighton Road 3009 Hull Street</p> <p>Br: F & M Bank-Richmond 600 East Main Street 6980 Forest Hill Avenue</p> <p>First Virginia Bank-Colonial 700 East Main Street Br: 200 East Belt Boulevard 4710 Walmsley Boulevard 7100 Three Chopt Road Stoney Point Shopping Center, Huguenot Road & Stoney Point Road</p> <p>Br: Metro-County Bank of Virginia, Inc. 3124 West Broad Street</p>	<p>CITY OF SALEM</p> <p>Br: Branch Banking and Trust Company of Virginia 303 E. Burwell Street</p> <p>Br: First Virginia Bank - Southwest 121 Electric Road 231 College Avenue 2809 West Main Street</p> <p>Br: Valley Bank 8 East Main Street</p>
<p>CITY OF ROANOKE</p> <p>EFT: Bank of Fincastle, The 2635 Colonial Avenue</p> <p>Br: Branch Banking and Trust Company of Virginia 1620 Hershberger Road, N.W. 37 Church Avenue, SW</p> <p>First Virginia Bank - Southwest 601 S. Jefferson Street Br: 1828 Electric Road 2036 Colonial Avenue, S.W. 3458 Orange Avenue, N.E.</p>	<p>CITY OF STAUNTON</p> <p>Br: F & M Bank - Massanutten 205 North Central Avenue</p> <p>Br: First Bank and Trust Company, The 1030 Richmond Road</p> <p>First Virginia Bank-Blue Ridge 125 N Central Avenue</p> <p>Planters Bank & Trust Company of Virginia 24 South Augusta Street Br: 2201 N. Augusta Street 2307 W. Beverly Street EFT: 600 North Coalter Street</p>
<p>CITY OF SUFFOLK</p> <p>EFT: Bank of Fincastle, The 2635 Colonial Avenue</p> <p>Br: Branch Banking and Trust Company of Virginia 1620 Hershberger Road, N.W. 37 Church Avenue, SW</p> <p>First Virginia Bank - Southwest 601 S. Jefferson Street Br: 1828 Electric Road 2036 Colonial Avenue, S.W. 3458 Orange Avenue, N.E.</p>	<p>CITY OF SUFFOLK</p> <p>Br: Bank of Hampton Roads, The 117 Market Street</p> <p>Br: Branch Banking and Trust Company of Virginia 1008 West Washington Street 1525 North Main Street</p> <p>Br: F & M Bank - Atlantic 6617 Holland Road</p> <p>Br: First Virginia Bank-Hampton Roads 1000 North Main Street</p>

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

CITY OF SUFFOLK (Continued)	Brs: Towne Bank 2101 Parks Avenue, Suite 100 4216 Virginia Beach Boulevard, Suite 180 984 First Colonial Road
Brs: First Virginia Bank-Hampton Roads (Continued) 101 East Washington Street 1200 North Main Street 1463 North Main Street 1512 Holland Road 1514 Holland Road 3131 Bridge Road 6423 Whaleyville Blvd	CITY OF WAYNESBORO
CITY OF VIRGINIA BEACH	Br: First Virginia Bank-Blue Ridge 105 Hopeman Parkway
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	Brs: Planters Bank & Trust Company of Virginia 100 Lucy Lane 251 N. Poplar Avenue
Brs: Bank of the Commonwealth 1124 First Colonial Road 1870 Kempsville Road 225 South Rosemont Road 2712 North Mall Drive	CITY OF WILLIAMSBURG
Brs: Branch Banking and Trust Company of Virginia 1433 Kempsville Road 3450 Pacific Avenue 4592 Virginia Beach Boulevard 5101 Cleveland Street, Suite 101 601 Lynnhaven Parkway 6056 East Indian River Road 930 First Colonial Road 944 Independence Boulevard	Br: Chesapeake Bank 1229 Lafayette Street
Brs: First Virginia Bank-Hampton Roads 1344 Great Neck Road 1924 Centerville Turnpike, Woods Corner Branch 2021 Lynnhaven Parkway 2141 General Booth Boulevard 3112 Virginia Beach Boulevard 351 Independence Boulevard 5289 E Princess Anne Road 536 Newtown Road 839 Lynnhaven Parkway, Farm Fresh Shopping Center 969 Chimney Hill Shopping Center	Br: Citizens and Farmers Bank 1167 Jamestown Road
Br: Monarch Bank 2700 Virginia Beach Boulevard	Br: F & M Bank - Atlantic 1031 Richmond Road
Resource Bank 3720 Virginia Beach Boulevard	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 426 Weems Lane
	F & M Bank - Winchester 115 North Cameron Street
	Brs: 1800 Amherst Street 1850 Apple Blossom Mall 2004 South Pleasant Valley Road 2082 South Pleasant Valley Road 2252 Valley Avenue 748 Berryville Ave 829 North Loudoun Street
	EFTS: 4780 Northwestern Pike 7 East Gerrard Street Pleasant Valley Road and Route 50 E Winchester Medical Center, 1850 Amherst Street
	Brs: First Bank 2210 Valley Avenue

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

<p>CITY OF WINCHESTER (Continued)</p> <p>Brs: First Bank (Continued) 661 North Loudoun Street</p> <p>Br: First Virginia Bank-Blue Ridge 2200 Valley Avenue, Ward Plaza Shopping Center</p> <p>Br: Marathon Bank, The 1041 Berryville Avenue</p> <p>Br: Southern Financial Bank 25 West Piccadilly Street</p> <p>COUNTIES</p> <p>ACCOMACK COUNTY</p> <p>Farmers & Merchants Bank-Eastern Shore 25275 Lankford Highway Onley</p> <p>Brs: 18501 Dunne Avenue, Parksley 36344 Lankford Highway, Belle Haven 6402 Maddox Boulevard, Chincoteague 6461 Lankford Highway, Oak Hall 8312 Lankford Highway, Oak Hall</p> <p>Brs: First Virginia Bank-Hampton Roads 13350 Lankford Highway, Mappsville 25386 Lankford Highway, Onley 44 Market Street, Onancock</p> <p>Shore Bank 25253 Lankford Highway Onley</p> <p>Brs: 118 Dunne Avenue, Parksley 6350 Maddox Boulevard, Chincoteague</p> <p>ALBEMARLE COUNTY</p> <p>Albemarle First Bank 1265 Seminole Trail</p> <p>Brs: Branch Banking and Trust Company of Virginia 146 James River Road, Scottsville 1652 State Farm Boulevard 4430 Ivy Commons 800 Gardens Boulevard</p> <p>Brs: F & M Bank-Central Virginia 1113 5th Street Extended 2208 Ivy Road 350 Valley Street, Scottsville</p> <p>EFTS: 1220 Seminole Trail 201 Bowen Loop</p>	<p>Brs: First Virginia Bank-Blue Ridge 100 Riverbend Drive 3501 Seminole Trail Crozet Shopping Center, State Route 240, Crozet</p> <p>Guaranty Bank 1658 State Farm Boulevard Brs: 1700 Seminole Trail Out-parcel B-1, Forest Lakes, U. S. Route 29 and Worth Crossing</p> <p>ALLEGHANY COUNTY</p> <p>Br: First Virginia Bank - Southwest Mallow Mall Shopping Center</p> <p>AMELIA COUNTY</p> <p>Br: Citizens Bank and Trust Company State Route 38 & Church Street, Amelia</p> <p>Br: First Virginia Bank-Colonial U.S. Route 360</p> <p>AMHERST COUNTY</p> <p>Brs: Branch Banking and Trust Company of Virginia 118 Amelon Square, Madison Heights 29 North Amelon Square, Madison Heights US Route 60, Amherst</p> <p>Br: F & M Bank-Central Virginia 221 Ambriar Place, Amherst</p> <p>EFT: 188 Faulconerville Road</p> <p>Brs: First Virginia Bank - Southwest 164 Main Street, Amherst 2700 Amherst Highway, Madison Heights</p> <p>APPOMATTOX COUNTY</p> <p>Br: Branch Banking and Trust Company of Virginia History Junction, Appomattox</p> <p>Farmers Bank of Appomattox, The 18 Main Street Appomattox</p> <p>Br: Triangle Plaza Shopping Center, Route 460, Appomattox</p> <p>ARLINGTON COUNTY</p> <p>Brs: Branch Banking and Trust Company of Virginia 1010 North Glebe Road</p>
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ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

ARLINGTON COUNTY (Continued)

Brs: Branch Banking and Trust Company of
(Continued)

Ballston Common Mall,
4238 Wilson Boulevard

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

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

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

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

James Monroe Bank
3033 Wilson Boulevard

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

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

AUGUSTA COUNTY

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

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

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

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

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

BATH COUNTY

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

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

BEDFORD COUNTY

Brs: Branch Banking and Trust Company of
Virginia
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
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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

BOTETOURT COUNTY (Continued)

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

BUCHANAN COUNTY

Br: Branch Banking and Trust Company of
Virginia
Highway 83, Vansant

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

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
7901 Timberlake Road
U.S. Route 501 & State Route 24, Rustburg

CAROLINE COUNTY

Br: Southside Bank
202 North Main Street, Bowling Green

Union Bank and Trust Company
211 N Main Street
Bowling Green
Brs: U.S. Route 1 and State Route 639, Ladysmith
U.S. Route 301, Port Royal
EFT: Petro Travel Plaza, Carmel Church Rd &
I-95, Ruther Glen

CARROLL COUNTY

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

Brs: Branch Banking and Trust Company of
Virginia
145 N Main Street, Hillsville
Highway 52 & State Route 927, Cana
EFT: U.S. Route 58 & State Route 743

CHARLES CITY COUNTY

Br: F & M Bank - Atlantic
10000 Courthouse Road, Charles City

CHARLOTTE COUNTY

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

Br: Branch Banking and Trust Company of
Virginia
24-26 King Street, Keysville

CHESTERFIELD COUNTY

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

Brs: Branch Banking and Trust Company of
Virginia
1120 Huguenot Road
12840 Jefferson Davis Highway, Chester
2500 Promenade Parkway, Midlothian
6512 Harbour View Court, Midlothian

Brs: Central Virginia Bank
4901 Millridge Parkway East, Midlothian

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

CHESTERFIELD COUNTY (Continued)

Brs: Central Virginia Bank (Continued)
Village Marketplace Shopping Center,
Midlothian Turnpike & Old Buckingham,
Midlothian

Br: Citizens and Farmers Bank
1400 Alverser Plaza, Midlothian

Commonwealth Bank, The
9310 Midlothian Turnpike

Community Bankers' Bank
557-B Southlake Boulevard

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

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

Brs: First 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

EFT: Chesterfield Towne Center,
11500 Midlothian Turnpike

Southern Community Bank & Trust
13531 Midlothian Turnpike
Midlothian

CLARKE COUNTY

Bank of Clarke County
2 East Main Street
Berryville

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

Br: F & M Bank - Winchester
23 North Church Street, Berryville

EFT: Route 2, Box 4535, Berryville

CRAIG COUNTY

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

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

CULPEPER COUNTY

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

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

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

Second Bank & Trust
102 S Main Street
Culpeper

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

EFT: 501 Sunset Lane, Culpeper

Br: Virginia Community Bank
701 South Main Street, Culpeper

CUMBERLAND COUNTY

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

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

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

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

DINWIDDIE COUNTY

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

Bank of Southside Virginia, The
State Route 618
Carson

Brs: 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
U.S. Route 17 and State Route 1107,
Tappahannock

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

FAIRFAX COUNTY

Alliance Bank Corporation
12735 Shops Lane

Brs: Branch Banking and Trust Company of
Virginia
12355 Sunrise Valley Drive, Reston
2230 Gallows Road, Dunn Loring
6661 Old Dominion Drive, McLean
6949 Commerce Street, Springfield
8200 Greensboro Drive, McLean

Brs: Burke & Herbert Bank & Trust Company
2604 Sherwood Hall Lane
5519 Franconia Road
5705 Seminary Road

5731 Telegraph Road
6200 Backlick Road, Springfield
6210 Interparcel Road
8736-38 Cooper Road
EFT: 3200 Mount Vernon Memorial Highway,
Mount Vernon

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

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

Brs: F&M Bank-Northern Virginia
12220 Fairfax Towne Center
13821 Lee-Jackson Highway, Chantilly
14260-J Centreville Square, Centreville
230 Herndon Parkway, Herndon
3829 South George Mason Drive
4115 Annandale Road, Annandale
440 Maple Avenue East, Vienna
5105 Westfields Boulevard, Centreville
6257A Old Dominion Drive, McLean
6810 Commerce Street, Springfield
7027-A Manchester Blvd, Springfield
7830 Backlick Road Suite 101, Springfield
7901 Richmond Highway
8221 Old Courthouse Road, Vienna
8432 Old Keene Mill Road, Springfield

First Virginia Bank
6400 Arlington Boulevard
Brs: 11100 South Lakes Drive, Reston
11230 Waples Mill Road
1224 West Broad Street
13045 Lee Jackson Memorial Highway,
Chantilly
13360 Franklin Farm Road, Herndon
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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

FAIRFAX COUNTY (Continued)

Brs: First Virginia Bank (Continued)
6045-A Burke Centre Parkway, Burke
6118 Rose Hill Drive
6120 Arlington Boulevard
6220 Old Dominion Drive, McLean
6411 Shiplett Boulevard, Burke
6618 Richmond Highway
7000 Bland Street, Springfield
7025-A Manchester Boulevard, Franconia
7205 Little River Turnpike, Annandale
7393-A Lee Highway
7509 Huntsman Boulevard, Springfield
7716 Telegraph Road, Hayfield
7960 Fort Hunt Road
8385-A Leesburg Pike, Vienna
8416 Arlington Boulevard
8650 Richmond Highway
8920 Village Shops Drive, Fairfax Station
9915 Georgetown Pike, Great Falls
Braddock & Twinbrook Roads
Burke Road & Burke Lake Road, Burke

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
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
1356 Chain Bridge Road, McLean
13881G Metrotech Drive, Chantilly
374 Maple Avenue, Vienna
4230 John Marr Drive, Annandale

FAUQUIER COUNTY

F & M Bank-Peoples
21 Main Street
Warrenton

Brs: 8318 East Main Street, Marshall
Warrenton Shopping Center, 251 West Lee
Highway Suite 730, Warrenton
EFTS: 11022 Marsh Road, Bealeton
9719 James Madison Highway, Warrenton
Huntsman Town Center, Frost Avenue at
U.S. Route 29, Warrenton

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

FLOYD COUNTY

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

7800 Main Street, Middletown
EFTS: 1503 North Frederick Pike
1544 Martinsburg Pike
251 Front Royal Road
3425 Martinsburg Pike, Clearbrook
Route 7 and Regency Road

Br: First Bank
3143 Valley Pike

FLUVANNA COUNTY

Brs: F & M Bank-Central Virginia
13526 James Madison Highway, Palmyra
4342 James Madison Highway, Fork Union

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

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

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

FRANKLIN COUNTY

Brs: Branch Banking and Trust Company of
Virginia
13400 Booker T. Washington Highway
20160 Virgil Goode Highway, Rocky Mount
4505 Timberline Road, Ferrum
65 North Main Street, Rocky Mount
EFTS: Ferrum Minute Market, Route 40 West
Franklin Minute Market, Route 40 East,
Rocky Mount
Panda Minute Market, 616 North Main
Street, Rocky Mount
Penhook Minute Market, Route 40 East
Redwood Minute Market, Route 40 East

Br: Southern Financial Bank
1095 Millwood Pike

GILES COUNTY

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

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

GLOUCESTER COUNTY

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

FREDERICK COUNTY

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

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

Brs: F & M Bank - Winchester
126 Fairfax Pike, Stephens City
1855 Senseny Road
300 Westminster-Canterbury Drive
5306 Main Street, Stephens City

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

Br: Southside Bank
7132 George Washington Memorial Hwy,
Gloucester

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

GRAYSON COUNTY

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

GREENE COUNTY

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

Br: Pioneer Bank
8315 Spotswood Trail, Stanardsville

GREENSVILLE COUNTY

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

EFT: F&M Bank-Southern Virginia
1589 Skippers Road

HALIFAX COUNTY

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

HANOVER COUNTY

Br: Bank of Essex
6315 Mechanicsville Pike, Mechanicsville

Brs: Branch Banking and Trust Company of
Virginia
7021 Mechanicsville Turnpike,
Mechanicsville
703 England Street, Ashland
9564 Kings Charter Drive, Ashland

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

Br: First Capital Bank
113 Junction Drive, Ashland

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

Hanover Bank

8071 Mechanicsville Turnpike
Mechanicsville

Brs: 10374 Leadbetter Road, Ashland
201 N. Washington Highway, Ashland
4241 Mechanicsville Turnpike,
Mechanicsville

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

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

HENRICO COUNTY

Br: Bank of Essex
9951 Brook Road, Glen Allen

Brs: Branch Banking and Trust Company of
Virginia
10791 West Broad Street
11400 Nuckols Road, Glen Allen
1650 Willow Lawn Drive
3214 Skipwith Road
4802 S. Laburnum Avenue
River Road Shopping Center,
6201 River Road

Capital One Bank
11011 West Broad Street

Br: Central Virginia Bank
3490 Lauderdale Drive

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

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

Br: Consolidated Bank and Trust Company
5214 Chamberlayne Avenue

F & M Bank-Richmond
9401 West Broad Street

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

HENRICO COUNTY (Continued)

Brs: F & M Bank-Richmond (Continued)
9012 Three Chopt Road
EFT: 3310 Church Road

First Capital Bank
4101 Dominion Boulevard

Brs: First Virginia Bank-Colonial
10000 West Broad Street
11200 Patterson Avenue
1794 Parham Road
1900 Lauderdale Drive
2300 Hungary Road
5600 West Broad Street
5900 Brook Road
Fountain Square Shopping Center,
8044 West Broad Street
Laburnum Avenue & Finlay Street
Richmond International Airport, 1 Richard E.
Byrd Terminal Drive
Virginia Center Commons, Room 234
EFT: Virginia Center Commons, U. S. Route 1

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

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

HENRY COUNTY

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

HIGHLAND COUNTY

Blue Grass Valley Bank, The
6 Main Street
Blue Grass
Br: South Side of East Main Street,
two blocks east of U.S. Route 220,
Monterey

First and Citizens Bank
Monterey

ISLE OF WIGHT COUNTY

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

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

JAMES CITY COUNTY

Bank of Williamsburg, The
5125 John Tyler Highway

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

Br: F & M Bank - Atlantic
100 McLaws Circle

Br: Harbor Bank
1312 Jamestown Road

KING AND QUEEN COUNTY

Br: F & M Bank - Atlantic
State Routes 33 & 670, Mattaponi

KING GEORGE COUNTY

EFT: F & M Bank-Peoples
10520 James Madison Highway, Edgehill

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

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

<p>KING WILLIAM COUNTY</p> <p>Brs: Bank of Essex 1681 Main Street, West Point U.S. Route 360, Central Garage</p> <p>Citizens and Farmers Bank 8th & Main Streets West Point Br: 14th & Main Streets, West Point EFT: 100 Winter Street, West Point</p> <p>Br: Southside Bank Aylett</p> <p>Br: Union Bank and Trust Company Route 360 East Approx 1.5 Mi S of State Route 30, Manquin</p> <p>LANCASTER COUNTY</p> <p>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</p> <p>Br: Bank of Northumberland, Incorporated 437 North Main Street, Kilmarnock</p> <p>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</p> <p>Brs: Northern Neck State Bank 284 North Main Street, Kilmarnock 485 Chesapeake Drive, White Stone</p> <p>LEE COUNTY</p> <p>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</p> <p>Lee Bank & Trust Company 600 West Morgan Avenue Pennington Gap</p>	<p>Brs: Corner of Church & Institute Streets, Jonesville U.S. Route 58, Dryden</p> <p>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</p> <p>LOUDOUN COUNTY</p> <p>Br: Branch Banking and Trust Company of Virginia 440 East Main Street, Purcellville</p> <p>Community Bank of Northern Virginia 107 Free Court Sterling Brs: 103 Fort Evans Road, Leesburg Borders Plaza Center, State Route 7 & Palisades Parkway, Sterling Purcellville Shopping Center, 609 East Main Street, Purcellville</p> <p>Brs: F & M Bank - Winchester 10 West Market Street, Leesburg 101 Catoctin Circle SE, Leesburg 202 West Washington Street, Middleburg 21 Main Street, Round Hill 22550 Davis Drive, Sterling 38997 East Colonial Highway, Hamilton 7 Broadway, Lovettsville 7 West Market Street, Leesburg EFTS: 502 South King Street, Leesburg Lansdowne Conference Resort, 44050 Woodridge Parkway, Leesburg Loudoun County Government Complex, One Harrison Street, SE, Leesburg</p> <p>Br: F&M Bank-Northern Virginia 25393 Elk Lick Road, South Riding</p> <p>Brs: First Virginia Bank 101 Enterprise Street, Sterling 120 N. Maple Avenue, Purcellville 20522 Falcons Landing Circle, Sterling 20789 Great Falls Plaza 20921 Davenport Drive Suite 105, Sterling 43365 Junction Plaza, Ashburn 504 East Market Street, Leesburg EFT: 22605 Sterling Boulevard, Sterling</p> <p>Br: James Monroe Bank 606 South King Street, Leesburg</p>
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ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

LOUDOUN COUNTY (Continued) 845 E. Second Street, Chase City

Middleburg Bank, The Br: Branch Banking and Trust Company of
111 West Washington St Virginia
Middleburg 212 East Atlantic Street, South Hill

Brs: 20955 Professional Plaza, Ashburn
4 South King Street, Leesburg Citizens Community Bank
431 East Main Street, Purcellville 800 North Mecklenburg Avenue
Harrison Street and Catoctin Circle, Leesburg South Hill

Brs: Southern Financial Bank Brs: First Virginia Bank-Colonial
101 West Washington Street, Middleburg 111 East Danville Street, South Hill
46910 Community Plaza, Sterling State Route 903 & 751, Bracey
526 East Market Street, Leesburg Town Square Shopping Center,
725 East Atlantic Street, South Hill

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

LOUISA COUNTY MIDDLESEX COUNTY

Br: F & M Bank-Central Virginia Br: Citizens and Farmers Bank
223 Mineral Avenue, Mineral SW Corner of the Intersection of
State Route 33 & State Route 227

Virginia Community Bank EFT: U. S. Route 17 Bypass, Food Lion Store,
State Route 22 & U.S. Route 33 Saluda

Louisa Brs: First Virginia Bank-Hampton Roads
40 Cross Street, Urbanna
Route 33, Saluda

Brs: Main Street & Cutler Avenue, Louisa Southside of State Route 33, 1/2 Mile West
Mineral Avenue & Fourth Street, Mineral of County Route 1101, Deltaville

LUNENBURG COUNTY 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

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

100-102 South Broad Street
Kenbridge

Br: 1910 Main Street, Victoria

MADISON COUNTY MONTGOMERY COUNTY

Br: Second Bank & Trust Br: Bank of Floyd, The
2105 Roanoke Street, Christiansburg

Southwest Corner of the Intersection
US Route 29 & State Route 673, Madison

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

Br: Chesapeake Bank EFT: 7480 Lee Highway

State Routes 198 and 14, Mathews

EFTS: State Routes 14 and 198, Mathews

State Routes 198 and 3

MECKLENBURG COUNTY NELSON COUNTY

Brs: Benchmark Community Bank Br: Branch Banking and Trust Company of
Virginia
133 College Street, Clarksville
828 North Mecklenburg Avenue, South Hill 124 Main Street, Lovingston

Brs: F & M Bank-Central Virginia
10190 Critzer Shop Road, Afton

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

NELSON COUNTY (Continued)	Br: F&M Bank-Southern Virginia 200 South Main Street, Blackstone
Brs: F & M Bank-Central Virginia (Continued) 93 Front Street, Lovingsston	ORANGE COUNTY
NEW KENT COUNTY	Br: F & M Bank-Central Virginia 202 South Main Street, Gordonsville
Brs: Citizens and Farmers Bank State Route 249, Quinton U.S. Route 60 & State Route 155, Providence Forge	Br: First Virginia Bank-Blue Ridge 235 Madison Road, Orange
NORTHAMPTON COUNTY	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: Farmers & Merchants Bank-Eastern Shore 16485 Lankford Highway, Eastville	Br: Virginia Community Bank 185 Madison Rd
EFT: Shore Memorial Hospital, 9507 Hospital Avenue, Nassawadox	PAGE COUNTY
Br: First Virginia Bank-Hampton Roads Shore Plaza Shopping Center, 4070 Lankford Highway, Exmore	Brs: F & M Bank - Winchester 1 East Main Street, Luray 700 East Main Street, Luray
Brs: Shore Bank 21220 N. Bayside Drive, Cheriton 4071 Lankford Highway, Exmore	EFT: First Virginia Bank-Blue Ridge 600 4th. Street, Shenandoah
NORTHUMBERLAND COUNTY	Page Valley Bank, The 17 West Main Street Luray Br: 612 East Main Street, Luray
Brs: Bank of Lancaster Route 360, Heathsville Routes 202 and 360, Callao	Pioneer Bank 252 E. Main Street Stanley Brs: 511 South Third Street, Shenandoah 800 East Main Street, Luray
Bank of Northumberland, Incorporated Heathsville	PATRICK COUNTY
Brs: Southwest Corner of U.S. Route 360 & State Route 200, Burgess U.S. Route 360, Calleo	Brs: Branch Banking and Trust Company of Virginia 100 Stonewall Court, Stuart 22121 Jeb Stuart Highway, Patrick Springs 3607 Jeb Stuart Highway, Meadows of Dan 4952 Ararat Highway, Ararat 9747 Woolwine Highway, Woolwine
Brs: Northern Neck State Bank 15043 Northumberland Highway, Burgess Route 360 - Main Street, Reedville	PITTSYLVANIA COUNTY
NOTTOWAY COUNTY	Brs: F & M Bank-Central Virginia 148 Tightsqueeze Plaza, Chatham 2 North Main Street, Chatham
Br: Benchmark Community Bank 1500-1508 W. Virginia Avenue, Crewe	Brs: First Virginia Bank - Southwest 2801 Westover Drive
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	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

PITTSYLVANIA COUNTY (Continued)

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

Brs: First Virginia Bank - Southwest (Continued)
Staunton Plaza Shopping Center, Hurt

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

EFT: 202 Mill Street, Occoquan

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 Milwood 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

Br: Fauquier Bank, The
8091 Sudley Road

Brs: First Virginia Bank
10420 Portsmouth Road
11670 Sudley Manor Road
12435 Dillingham Square, Woodbridge
13920 Noblewood Plaza, Woodbridge
14000 Jefferson Davis Highway, Woodbridge
14901 Washington Street, Haymarket
16541 River Ridge Boulevard, Woodbridge
2089 Daniel Stuart Square, Woodbridge
5844 Mapledale Plaza, Woodbridge
7681 Linton Hall Road, Gainesville

Br: Southern Financial Bank
13542 Minnieville Road, Woodbridge

Br: United Bank
18116 Triangle Shopping Plaza, Dumfries

Br: Virginia Commerce Bank
2030 Old Bridge Road, Lake Ridge

PULASKI COUNTY

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

PRINCE GEORGE COUNTY

Br: Bank of Southside Virginia, The
6400 Courthouse Road

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

RAPPAHANNOCK COUNTY

Br: F & M Bank - Winchester
644 Zachary Taylor Highway, Flint Hill

PRINCE WILLIAM COUNTY

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

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

Brs: F&M Bank-Northern Virginia
12493 Dillingham Square, Lake Ridge

RICHMOND COUNTY

Br: Bank of Lancaster
610 West Richmond Road, Warsaw

Northern Neck State Bank
5839 Richmond Road
Warsaw

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

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

ROANOKE COUNTY

Brs: Bank of Botetourt
3130 Peters Creek Road NW
Lot 1, Perimeter East Commerce, Center,
US Route 460 and Trail Drive
EFT: Creekside Market, 8201 Williamson Road

Br: Bank of Floyd, The
4094 Postal Drive

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

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

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

Br: Valley Bank
4467 Starkey Road, SW

ROCKBRIDGE COUNTY

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

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

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

ROCKINGHAM COUNTY

Brs: F & M Bank - Massanutten
14104 Timber Way, Timberville
153 North Main Street, Broadway
200 Augusta Ave, Grottoes
317 N Main Street, Bridgewater
430 Highlands Place
EFTS: 121 N. Main Street, Bridgewater
261 Lee Street, Broadway
400 Augusta Avenue, Grottoes
U S Route 33 and State Route 644

Farmers & Merchants Bank
205 Main Street
Timberville

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

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

Br: Planters Bank & Trust Company of Virginia
106 Sixth Street, Grottoes
EFT: 305 Augusta Avenue, Grottoes

Br: Rockingham Heritage Bank
410 Spotswood Avenue, Elkton

RUSSELL COUNTY

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

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

First Bank and Trust Company, The
236 West Main Street
Lebanon

Br: 970 East Main Street, Lebanon

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

Br: Miners and Merchants Bank and Trust
Company
16-18 Main Street, Lebanon

New Peoples Bank, Inc.
2 Gent Drive
Honaker

Brs: 102 Miners Drive, Castlewood
685 East Main Street, Lebanon

SCOTT COUNTY

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

SCOTT COUNTY (Continued)

- Br: Farmers and Miners Bank
U.S. Route 23 and State Route 421,
Weber City
- Brs: First Vantage Bank/Tri-Cities
1000 North Fork Boulevard, Duffield
Gateway Plaza Shopping Center, Gate City
Highway 71 and State Route 682,
Nickelsville
- Br: New Peoples Bank, Inc.
131 U. S. Route 23 South, Weber City

SHENANDOAH COUNTY

- Brs: F & M Bank - Winchester
115 West Spring Street, Woodstock
5180 Main Street, Mount Jackson
9383 Congress Street, New Market
- EFTS: 1502 Orkney Grade, Bayse
250 Conicville Road, Mount Jackson
60 Stoney Creek Road, Edinburg
Intersection Of U.S. Route 11 and 42,
Woodstock
U.S. Route 211 and Cadet Road, New Market
- Brs: Farmers & Merchants Bank
120 South Main Street, Edinburg
161 South Main Street, Woodstock
- First Bank
112 West King Street
Strasburg
- Brs: 496 North Main Street, Woodstock
860 South Main Street, Woodstock
- EFTS: 294 Front Royal Road, Strasburg
Shenandoah Memorial Hospital,
759 South Main Street, Woodstock
Strasburg Square Shopping Center,
U. S. Route 11 North, Strasburg
- Brs: First Virginia Bank-Blue Ridge
200 North Main Street, Woodstock
300 West Reservoir Road, Woodstock
King & Holiday Streets, Strasburg
Main Street, Mount Jackson
West Reservoir Road at Interstate 81,
Woodstock
- Br: Marathon Bank, The
1014 South Main Street, Woodstock

SMYTH COUNTY

- Bank of Marion, The
102 West Main Street
Marion
- Brs: 1600 N Main Street, Marion
Northwest corner of Allison Gap Road and
Main Street, Saltville
Parcel 'e' Chilhowie Shopping Center
Chilhowie
South Main Street & Washington Avenue
Marion
- EFT: 1193 North Main Street, Marion
- Br: Bank of Tazewell County
303 South Commerce Street, Marion
- Brs: Branch Banking and Trust Company of
Virginia
1020 East Lee Highway, Chilhowie
109 Palmer Avenue, Saltville
5894 Lee Highway, Atkins
- Br: Highlands Union Bank
1425 North Main Street, Marion

SOUTHAMPTON COUNTY

- Brs: Bank of Southside Virginia, The
18207 Virginia Avenue, Boykins
23003 Main Street, Capron
- Brs: F & M Bank - Atlantic
22334 General Thomas Highway, Newsoms
22736 Main Street, Courtland
8314 Main Street, Ivor
- Brs: First Virginia Bank-Hampton Roads
22241 Main Street, Courtland
22510 Linden Street, Courtland

SPOTSYLVANIA COUNTY

- Brs: Branch Banking and Trust Company of
Virginia
3600 Plank Road
4535 Lafayette Boulevard
- EFTS: F & M Bank-Peoples
10900 Courthouse Road
5117 Mudd Tavern Road, Woodford
8902 Courthouse Road
- Br: First Virginia Bank
4630 Mine Road, Lee's Hill
- EFT: Spotsylvania Mall

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

SPOTSYLVANIA COUNTY (Continued)

Br: Southern Financial Bank
10693 Courthouse Road

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

Br: Virginia Community Bank
10645 Courthouse Road

Virginia Heartland Bank
4700 Harrison Road
Br: 5996 Plank Road

STAFFORD COUNTY

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

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

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

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

Br: Union Bank and Trust Company
622 Cambridge Street

Br: Virginia Heartland Bank
Southeast corner of the intersection
of Rt 17 & Greenbank Road/ Rt 654

SURRY COUNTY

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

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

SUSSEX COUNTY

Brs: Bank of Southside Virginia, The
Jarrett Avenue
Main Street, Stony Creek

U.S. Route 460 & Route 631, Wakefield
EFT: Interstate 95 and U. S. Route 301,
Stony Creek

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

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

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

First Sentinel Bank
315 Railroad Ave
Richlands

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

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

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

Br: New Peoples Bank, Inc.
U.S. Routes 19 and 460, Pounding Mill

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

WARREN COUNTY

Brs: F & M Bank - Winchester
102 East Main Street, Front Royal
123 East Sixth Street, Front Royal
215 North Royal Avenue, Front Royal
432 South Street, Front Royal
EFTS: 10178 Winchester Road, Front Royal
4697 John Marshall Road, Linden

Br: First Bank
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

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
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

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
Kings Highway
Montross

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

WISE COUNTY

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

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

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

WYTHE COUNTY (Continued)

Brs: First Virginia Bank - Southwest (Continued)
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 Highway
Grafton

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

OUT OF STATE BRANCHES OF VIRGINIA BANKS AS OF DECEMBER 31, 2001

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

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
112 Sunset Drive, Johnson City
203 Broyles Drive, Johnson City
1664 East Stone Drive, Kingsport
1776 Fort Henry Drive, Kingsport
3200 Fort Henry Drive, Kingsport
401 Commerce Street, Kingsport
529 Big Limestone Road, Limestone
138 Main Street, Mount Carmel
5928 U.S. Highway 11-E, Piney Flats

Br: Highlands Union Bank
4020 Highway 66 South, Rogersville

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.

WEST VIRGINIA

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

CANADA

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

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

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
Community First Bank, Carrollton, GA
F & M Bank - Atlantic, Gloucester, VA
F & M Bank - Massanutten, Harrisonburg, VA
F & M Bank - Winchester, Winchester, VA
F & M Bank-Central Virginia, Charlottesville, VA
F & M Bank-Peoples, Warrenton, VA
F & M Bank-Richmond, Richmond, VA
F&M Bank-Highlands, Covington, VA
F&M Bank-Northern Virginia, Fairfax, VA
F&M Bank-Southern Virginia, Emporia, VA
F & M Bank - West Virginia, Ranson, WV
F & M Bank - Maryland, Bethesda, MD

BCC Bankshares, Inc., P.O. Box 336, Phenix, VA 23959-0336
C.E.O. - Bobby A. Howard, President
Bank of Charlotte County, The, 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 Southside Virginia Corporation, The, P.O. Box 40, Carson, VA 23830-0040
C.E.O. - J. Peter Clements, President
Bank of Southside Virginia, The, Carson, VA

BankAmerica Corporation, 100 North Tryon Street, Charlotte, NC 28255
C.E.O. - Hugh L. McColl, Jr., Chairman of the Board
Bank of America, National Association, Charlotte, NC

Bay Banks of Virginia, Inc., P.O. Box 1869, Kilmarnock, VA 22482-1869
C.E.O. - Austin L. Roberts, III, President
Bank of Lancaster, 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
Page Valley Bank, The, 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, President
Citizens and Farmers Bank, West Point, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- CNB Holdings, Inc., P. O. Box 1060, Pulaski, VA 24301-1060
C.E.O. - Hiawatha Nicely, President
Community National Bank, Pulaski, VA
- Capital One Financial Corporation, 2980 Fairview Park Drive, Suite 1300, Falls Church, VA 22042-4525
C.E.O. - Richard D. Fairbank, Chairman of the Board
Capital One Bank, Glen Allen, VA
Capital One FSB, Falls Church, VA
- Cardinal Bankshares Corporation, P. O. Box 215, Floyd, VA 24091-0215
C.E.O. - R. Leon Moore, President
Bank of Floyd, The, 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
- 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
- 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. - Ned Stephenson, 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. - J. Daniel Hardy, Jr., President
First National Bank, Christiansburg, VA
Salem Bank and Trust, National Association, Salem, VA
- Fauquier Bankshares, Inc., P.O. Box 561, Warrenton, VA 20188-0561
C.E.O. - C. Hunton Tiffany, President
Fauquier Bank, The, 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
First Bank and Trust Company, The, 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, A Virginia Corporation, Roanoke, VA
First-Citizens Bank & Trust Company, Raleigh, NC
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
Atlantic Bank, Ocean City, MD
Farmers Bank of Maryland, Annapolis, 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
Bank of Hampton Roads, The, 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. - Delbert Rexrode, Jr., Vice 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
- Independent Community Bankshares, Inc., 111 West Washington St., Middleburg, VA 20118-0005
C.E.O. - Joseph L. Boling, Chairman of the Board
Middleburg Bank, The, Middleburg, VA
- James Monroe Bancorp, Inc., 3033 Wilson Boulevard, Arlington, VA 22201-3843
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
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
National Bank of Fredericksburg, The, Fredericksburg, VA
Mercantile-Safe Deposit and Trust Company, Baltimore, MD
The Annapolis Banking and Trust Company, Annapolis, MD
Baltimore Trust Company, Selbyville, DE
Bank of Southern Maryland, LaPlata, MD
Calvert Bank and Trust Company, Prince Frederick, MD
The Chestertown Bank of Maryland, Chestertown, MD
The Citizens National Bank, Laurel, MD
County Banking and Trust Company, Elkton, MD
The Fidelity Bank, Frostburg, MD
The First National Bank of St. Mary's at Leonardtown, Leonardtown, MD
The Forest Hill State Bank, Bel Air, MD
Fredericktown Bank & Trust Company, Frederick, MD
Peninsula Bank, Princess Anne, MD
The Peoples Bank of Maryland, Denton, MD
Potomac Valley Bank, Gaithersburg, MD
The Sparks State Bank, Sparks, MD
St. Michaels Bank, St. Michaels, MD
Westminster Union Bank, Westminster, MD
- Millennium Bankshares Corporation, 1601 Washington Plaza, Reston, VA 20190-9305
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
National Bank of Blacksburg, The, Blacksburg, VA
- New Peoples Bankshares, Inc., 2 Gent Drive, Honaker, VA 24260
C.E.O. - Kenneth D. Hart, President
New Peoples Bank, Inc., Honaker, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- Old Point Financial Corporation, 10 South Mallory Street, Hampton, VA 23663
C.E.O. - R. F. Shuford, Chairman of the Board
Old Point National Bank of Phoebus, The, Hampton, VA
- Peoples Bankshares, Incorporated, P. O. Box 306, Montross, VA 22520-0306
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
First National Bank of Altavista, The, Altavista, VA
- Pioneer Bankshares, Inc., 263 E. Main Street, Stanley, VA 22851
C.E.O. - Thomas R. Rosazza, President
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
Marathon Bank, The, Winchester, VA
Rockingham Heritage Bank, Harrisonburg, VA
- Provident Bankshares Corporation, 114 East Lexington Street, Baltimore, MD 21202
C.E.O. - Peter M. Martin, Chairman of the Board
Provident Bank of Maryland, Baltimore, MD
- Resource Bankshares Corporation, 3720 Virginia Beach Blvd, Virginia Beach, VA 23452
C.E.O. - Lawrence N. Smith, President
Resource Bank, Virginia Beach, VA
- Riggs National Corporation, 1503 Pennsylvania Avenue, N. W., Washington, DC 20005
C.E.O. - Joe L. Allbritton, Chairman of the Board
Riggs Bank National Association, 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, Jr., Chairman
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
Bank of Marion, The, Marion, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- 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
South Branch Valley National Bank, Moorefield, WV
Potomac Valley Bank, Petersburg, WV
Capital State Bank, Charleston, WV
- 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 Powhatan, N. A., Powhatan, VA
- Union Bankshares Corporation, P.O. Box 446, Bowling Green, VA 22427-0446
C.E.O. - G. William Beale, President
Bank of Williamsburg, The, Williamsburg, VA
Northern Neck State Bank, Warsaw, VA
Rappahannock National Bank of Washington, The
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 National Bank, Parkersburg, WV
United Bank, Vienna, VA
- United Financial Banking Companies, Inc., P.O. Box 2459, Vienna, VA 22183-2459
C.E.O. - Harold C. Rauner, President
Business Bank, The, 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 Commonwealth Financial Corporation, P.O. Box 71, Culpeper, VA 22701-0071
C.E.O. - O. R. Barham, Jr., President
Second Bank & Trust, Culpeper, VA
Virginia Heartland Bank, Fredericksburg, VA
Caroline Savings Bank, Bowling Green, 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 Corporation, P.O. Box 1309, Staunton, VA 24402-1309
C.E.O. - Harry V. Boney, Jr., Vice Chairman
Planters Bank & Trust Company of Virginia, Staunton, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

Wachovia Corporation, Two Wachovia Center, Charlotte, NC 28288-0201
C.E.O. – G. Kennedy Thompson, President
Wachovia Bank, National Association, Winston-Salem, NC
First Union National Bank, Charlotte, NC

SUBSIDIARY TRUST COMPANIES

Bay Trust Company
1 North Main Street
Kilmarnock, Virginia 22482

Chesapeake Trust Company
97 North Main Street
Kilmarnock, Virginia 22482

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

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

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

120 ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS

TRUST COMPANY REPORTS OF CONDITION AS OF DECEMBER 31, 2001

	IT-5	IT-3
	OLD DOMINION	THE
	TRUST COMPANY	TRUST COMPANY
	NORFOLK	RICHMOND
	1 OFFICE	4 OFFICES
ASSETS		
1. Cash Due from Depository Institutions	\$ 31,118	\$ 705,835
2. Cash Equivalent Accounts	135,045	0
3. U. S. Treasury Securities.....	979,198	1,853,796
4. U. S. Government Agency Securities	202,420	0
5. Obligations of States and Political Subdivisions	0	0
6. Other Bonds, Notes and Debentures	0	0
7. Premises, Furniture, and Fixtures	26,676	196,058
8. Accounts Receivable.....	30,741	402,371
9. Other Assets	28,540	21,085
10. TOTAL ASSETS	\$ 1,433,738	\$ 3,179,145
LIABILITIES		
11. Accounts Payable.....	\$ 0	\$ 229,227
12. Taxes Payable.....	11,961	0
13. Mortgage Indebtedness	0	0
14. Borrowings.....	0	0
15. Other Liabilities	2,391	0
16. TOTAL LIABILITIES.....	14,352	229,227
EQUITY CAPITAL		
18. Perpetual Preferred Stock.....	0	0
19. Common Stock.....	1,122,500	991,428
20. Surplus.....	362,500	1,804,825
21. Reserve for Operating Expenses.....	19,407	0
22. Retained Earnings (Losses).....	(85,021)	153,665
23. TOTAL EQUITY CAPITAL.....	1,419,386	2,949,918
24. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 1,433,738	\$ 3,179,145

ALPHABETICAL LISTING OF TRUST COMPANIES AS OF DECEMBER 31, 2001

Old Dominion Trust Company
100 East Main Street, Suite 200
Norfolk 23510-1658
C.E.O.- David E. Bergren, III, President

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

Brs: City of Colonial Heights-
130 Temple Lake Drive
City of Roanoke-
Colonial Arms Building
204 S. Jefferson Street
James City County-
460 McLaws Circle, Suite 115

CONSOLIDATED REPORT OF CONDITION - VIRGINIA SAVINGS INSTITUTIONS
 DECEMBER 31, 2000 AND DECEMBER 31, 2001
 (IN THOUSANDS OF DOLLARS)

	3 SAVINGS INSTITUTIONS DECEMBER 31, 2000	3 SAVINGS INSTITUTIONS DECEMBER 31, 2001
ASSETS		
1. Cash deposits and investment securities	\$9,924	\$9,279
2. Mortgage pool securities	34	22
3. Mortgage loans	36,558	36,249
4. Nonmortgage loans	8,648	8,488
5. Repossessed assets	322	75
6. Real estate held for investment	22	0
7. Investments in service corporations and subsidiaries	130	142
8. Office premises and equipment	1,866	1,754
9. Other assets	627	911
10. TOTAL ASSETS	\$58,131	\$56,920
LIABILITIES		
11. Deposits	\$45,249	\$45,412
12. Unamortized yield adjustments on deposits	0	0
13. Advances from FHLBank	0	0
14. Other borrowings	5,696	4,356
15. Other liabilities	600	655
16. TOTAL LIABILITIES	\$51,545	\$50,423
EQUITY CAPITAL		
17. Perpetual preferred stock	\$0	\$0
18. Common stock	1,557	1,557
19. Paid in excess of par	2,250	2,256
20. Unrealized Gains (losses) on marketable		
equity securities	273	335
21. Retained earnings	2,506	2,349
22. TOTAL EQUITY CAPITAL	\$6,586	\$6,497
23. TOTAL LIABILITIES, REDEEMABLE		
PREFERRED STOCK AND EQUITY CAPITAL	\$58,131	\$56,920

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2001
PURSUANT TO THE SAVINGS INSTITUTIONS ACT**

CONVERSIONS

DATE RECEIVED	DESCRIPTION	ACTIVITY
07/30/01	Capital One Bank, Glen Allen, VA to convert from a State chartered bank to a State chartered savings bank under the name, Capital One Bank	Approved 10/29/01

ACQUISITIONS PURSUANT TO 6.1 - 194.87 OF THE CODE OF VIRGINIA

DATE RECEIVED	DESCRIPTION	ACTIVITY
07/30/01	Capital One Financial Corporation, Falls Church, VA to acquire 100% of the voting shares of Capital One Bank (State Savings Bank)	Approved 10/16/01
09/10/01	Virginia Financial Corporation, Staunton, VA to acquire 100% of the voting shares of Caroline Savings Bank	Approved 10/29/01

ACQUISITIONS PURSUANT TO ARTICLE 11 OF THE CODE OF VIRGINIA

DATE RECEIVED	DESCRIPTION	ACTIVITY
06/25/01	SouthTrust Corporation, Birmingham, AL to acquire CENIT Bank, Virginia Beach, VA	Approved 08/01/01

MERGERS

DATE RECEIVED	DESCRIPTION	ACTIVITY
07/30/01	Capital One Bank (State Savings Bank) to merge into it Capital One FSB, Falls Church, VA	Approved 10/16/01

SAVINGS INSTITUTIONS STATUS CHANGES - 2001

BRANCH OFFICE CLOSINGS

November 30	Caroline Savings Bank, Bowling Green, VA closed its branch office at Salem Station Blvd. & Leavells Rd., Spotsylvania County, VA	
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REPORT OF CONDITION

	SB-1 CAROLINE SAVINGS BANK BOWLING GREEN	SL-142 IMPERIAL SAVINGS AND LOAN ASSOCIATION MARTINSVILLE
	3 OFFICES	1 OFFICE
ASSETS		
1. Cash, Deposits and Investment Securities	\$ 6,516	\$ 2,763
2. Mortgage Pool Securities	0	22
3. Mortgage Loans.....	26,687	4,898
4. Nonmortgage Loans.....	7,083	1,405
5. Repossessed Assets	75	0
6. Real Estate Held for Investment	0	0
7. Investments in Service Corps and Subsidiaries	142	0
8. Office Premises and Equipment.....	1,489	257
9. Other Assets	597	105
10. TOTAL ASSETS	\$ 42,589	\$ 9,450
LIABILITIES		
11. Deposits.....	\$ 35,991	\$ 8,604
12. Unamortized Yield Adjustments on Deposits.....	0	0
13. Advances From FHLBank	0	0
14. Other Borrowings.....	800	0
15. Other Liabilities	460	76
16. TOTAL LIABILITIES.....	37,251	8,680
17. Redeemable Preferred Stock and Minority Interest.....	0	0
EQUITY CAPITAL		
18. Perpetual Preferred Stock.....	0	0
19. Common Stock.....	1,557	0
20. Paid in Excess of Par.....	1,873	0
21. Unrealized Gains (Losses) on Marketable Equity Securities	335	0
22. Retained Earnings	1,573	770
23. TOTAL EQUITY CAPITAL.....	5,338	770
24. TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND EQUITY CAPITAL	\$ 42,589	\$ 9,450

STATE CORPORATION COMMISSION

DECEMBER 31, 2001 (IN THOUSANDS OF DOLLARS)

SL-112					
ELIZABETH					
BUILDING AND					
LOAN ASSOCIATION					
INCORPORATED					
PORTSMOUTH					
1 OFFICE					
\$ 0					1
0					2
4,664					3
0					4
0					5
0					6
0					7
8					8
209					9
\$ 4,881					10
\$ 817					11
0					12
0					13
3,556					14
119					15
4,492					16
0					17
0					18
0					19
383					20
0					21
6					22
389					23
\$ 4,881					24

ALPHABETICAL LISTING BY NAME OF STATE SAVINGS INSTITUTIONS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2001

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., President

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

Caroline Savings Bank (SB)
268 North Main Street
Bowling Green 22427-0860 (Caroline County)
Date Opened - 4/12/1974
C.E.O.- Georgia Willis

Br: Caroline County-
18121 Jefferson Davis Highway

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

ALPHABETICAL LISTING BY LOCATION OF STATE SAVINGS INSTITUTIONS
PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2001

CITIES

CITY OF MARTINSVILLE

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

CITY OF PORTSMOUTH

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

COUNTIES

CAROLINE COUNTY

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

CREDIT UNIONS CONSOLIDATED BALANCE SHEET
AS OF DECEMBER 31

	2000	2001
ASSETS		
Loans.....	\$1,861,062,207	\$1,932,592,537
LESS: Allowance for loan losses.....	22,638,462	23,086,189
Cash.....	205,721,310	252,552,590
U.S. Government obligations.....	19,854,961	19,970,348
Federal agency securities.....	452,924,185	585,739,460
Common Trust Investments (ICU, NIFCU's, Mutual Funds).....	5,275,646	46,226,503
Shares, deposits & certificates in Corporate Centrals.....	45,831,799	55,541,560
Shares, deposits & certificates in banks, S&L's & MSB's.....	60,298,224	66,882,642
Shares, deposits & certificates in other credit unions.....	1,407,900	1,596,199
Share insurance capitalization deposit.....	21,631,772	22,792,018
All other investments.....	29,160,081	56,720,408
LESS: Allowance for investment loss.....	0	
Land and buildings (net of depreciation).....	41,173,235	45,392,939
Other fixed assets (net of depreciation).....	10,938,396	12,473,614
All other assets.....	28,971,261	30,158,115
TOTAL ASSETS.....	\$2,761,612,515	\$3,105,552,744
LIABILITIES & SAVINGS EQUITY		
Promissory notes.....	\$ 1,502,827	\$ 56,000
Other notes/interest payable.....	0	
Accounts payable.....	10,536,991	10,200,151
Dividends payable.....	3,556,747	3,203,185
TOTAL LIABILITIES.....	15,596,565	13,459,336
Share certificates.....	780,018,550	\$877,609,412
Share draft accounts.....	281,609,448	299,695,526
IRA accounts.....	273,671,910	291,567,699
Other shares.....	1,076,113,224	1,275,849,411
TOTAL SHARES.....	2,411,413,132	2,744,722,048
Regular/statutory reserve.....	68,209,821	80,036,297
Other reserves.....	60,188,471	53,638,692
Unrealized Gains (Losses) on available for sale securities.....	653,280	5,020,349
Undivided earnings.....	205,551,246	208,676,022
TOTAL EQUITY.....	334,602,818	347,371,360
TOTAL LIABILITIES & EQUITY.....	\$2,761,612,515	\$3,105,552,744
Number of credit unions in operation.....	73	71

CREDIT UNIONS CONSOLIDATED STATEMENT OF INCOME AND EXPENSES

	2000	2001
INCOME		
Interest on loans (gross)	\$ 156,288,519	\$ 158,002,918
LESS: Interest refunded	234,048	259,148
Income from investments	44,350,166	46,156,616
Fee income	17,905,437	21,867,141
Other operating income	8,193,824	9,902,606
TOTAL GROSS INCOME	226,503,898	235,670,133
EXPENSES		
Employee compensation & benefits	44,116,623	47,588,804
Travel & conference expense	1,340,880	1,406,641
Office occupancy expense	4,878,890	5,171,719
Office operations expense	21,350,396	23,087,455
Education & promotional expenses	2,582,117	2,728,124
Loan servicing expense	7,962,339	8,710,252
Professional & outside services	4,637,566	5,049,259
Provision for investment losses	0	
Provision for loan losses	13,600,471	11,945,326
Members insurance	1,302,263	1,144,356
Operating fees (examination & supervision fees)	692,550	713,541
Miscellaneous operating expenses	2,263,904	2,322,432
TOTAL OPERATING EXPENSES BEFORE DIVIDENDS	104,727,999	109,867,909
NET INCOME (LOSS) BEFORE DIVIDENDS	121,775,899	125,802,224
Gains (losses) on investments	(95,253)	138,212
Gains (losses) on deposition of fixed assets	33,481	17,310
Other non-operating income (expense)	21,993	137,704
TOTAL NON-OPERATING GAINS (LOSSES)	(39,779)	293,226
Total net income (loss) before dividends	121,736,120	126,095,450
Interest on borrowed money	226,363	39,103
Dividends	97,027,139	104,564,384
Net income (loss) after dividends	24,482,618	21,491,963
LESS: Required transfer to statutory reserve (net)	3,015,921	12,093,409
Change to undivided earnings as a result of operations	\$ 21,466,697	\$ 9,398,554

CREDIT UNION APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2001**NEW OUT OF STATE CREDIT UNIONS**

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
06/18/01	Pillowtex Employees Credit Union	274 Field Avenue Fieldale, VA	Approved 08/01/01

MERGERS

DATE RECEIVED	DESCRIPTION	ACTIVITY
09/18/01	Newport News Shipbuilding Employees' Credit Union, Inc., Newport News, VA to merge into it Amoco Yorktown Refinery Credit Union, Incorporated, Yorktown, VA	Approved 10/01/01

SERVICE FACILITIES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
03/19/01	Virginia Credit Union, Inc.	900 East Main Street Pocahontas Building, Richmond, VA	Approved 04/17/01
05/24/01	Dominion Credit Union	120 Tredegar Street Richmond, VA	Approved 06/13/01
07/26/01	Virginia Credit Union, Inc.	1200 Koger Center Boulevard Richmond, VA	Approved 08/10/01
10/15/01	University of Virginia Community Credit Union, Inc.	5766 Thomas Jefferson Parkway Suite 201, Palmyra, VA	Approved 11/08/01

CREDIT UNION STATUS CHANGES - 2001**CHANGES IN TITLE**

September 07 Navy Yard Credit Union, Incorporated, The, Portsmouth, VA changed its name to Northern Star Credit Union, Incorporated

SERVICE FACILITIES

February 08 Newport News Shipbuilding Employees' Credit Union, Inc. opened a service facility at 60th Street Gate, Newport News Shipyard, Newport News, VA

February 08 Newport News Shipbuilding Employees' Credit Union, Inc. opened a service facility at 35th Street Gate, Newport News Shipyard, Newport News, VA

June 04 Virginia Credit Union, Inc. opened a service facility at 900 East Main Street, Pocahontas Building, Richmond, VA

September 24 Virginia Credit Union, Inc. opened a service facility at 1200 Koger Center Boulevard, Richmond, VA

December 10 University of Virginia Community Credit Union, Inc. opened a service facility at 220 Wayles Lane, Charlottesville, VA

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2001

<p>A B & W Credit Union, Incorporated 6201 Richmond Highway Alexandria 22303 Treasurer - Rodney Croson Date Opened - 4/17/1952 Assets - \$ 24,152,022</p>	<p>Chesapeake City Employees Credit Union 401 Albemarle Drive, Suite 102 P O Box 15225 Chesapeake 23322 Treasurer - Kathy O'Brian-Bowles Date Opened - 5/18/1971 Assets - \$ 4,202,073</p>
<p>AMS Credit Union 4000 Legato Road, Suite 199 Fairfax 22033 Treasurer - Brian McAuliffe Date Opened - 8/31/1977 Assets - \$ 2,837,930</p>	<p>Chesapeake Public School Employee's Credit Union, Inc. 544 Battlefield Boulevard South Chesapeake 23322 Treasurer - Robert Bierman Date Opened - 4/2/1963 Assets - \$ 6,471,770</p>
<p>Alexandria Postal Credit Union, Incorporated 1100 Wythe Street Alexandria 22313 Treasurer - Sharon Sheppard Date Opened - 3/23/1948 Assets - \$ 1,472,808</p>	<p>City of Alexandria Employees Credit Union, Inc. 1416 Duke Street Alexandria 22314 Treasurer - Ralph Charlton Date Opened - 10/13/1958 Assets - \$ 21,180,034</p>
<p>Augusta Health Care Credit Union, Incorporated 78 Medical Center Drive Fishersville 22939 Treasurer - Deborah Shank Date Opened - 4/3/1964 Assets - \$ 5,947,188</p>	<p>D.I.R. Credit Union, Incorporated 400 North 8th St. Room 434 Richmond 23240 Treasurer - Allma S. Tillman Date Opened - 12/21/1950 Assets - \$ 3,915,894</p>
<p>Belt Line Employees Credit Union, Incorporated 3014 Tyre Neck Road Portsmouth 23703 Treasurer - Garry Baker Date Opened - 12/23/1929 Assets - \$ 3,048,917</p>	<p>Danville Postal Credit Union, Incorporated 105 Teal Court Danville 24541 Treasurer - Maxine F. Powell Date Opened - 4/1/1927 Assets - \$ 1,442,931</p>
<p>C.C.C. Martinsville Employees Credit Union, Incorporated 810 Starling Avenue Martinsville 24112 Treasurer - Rubin H. Martin, III Date Opened - 8/10/1964 Assets - \$ 960,409</p>	<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 - \$ 92,523,305</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 - \$ 3,504,121</p>	<p><i>Service Facilities -</i> 120 Tredegar Street Richmond, VA 23219 5000 Dominion Boulevard, Glen Allen, VA 23060 2400 Grayland Avenue, Richmond, VA 23220</p>
<p>Campbell County Employee's Credit Union, Inc. 132 Kimball Road Concord 24538 Treasurer - Edna A. Taylor Date Opened - 9/19/1956 Assets - \$ 606,857</p>	

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2001

<p>DuPont Community Credit Union 140 Lucy Lane P. O. Box 1365 Waynesboro 22980 Treasurer - Walter H. Hendrix Date Opened - 7/1/1959 Assets - \$ 344,885,996</p> <p><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>Fort Monroe Credit Union, Incorporated 108 West Mercury Blvd. Hampton 23669 Treasurer - E.C. Francis, Jr. Date Opened - 9/15/1953 Assets - \$ 20,831,171</p> <p><i>Service Facilities -</i> Building T 261 Patch Road, Fort Monroe, VA 23651</p> <p>Gwaltney Employees Credit Union, Incorporated 938-C South Church Street Smithfield 23431 Treasurer - Beatrice R. Wise Date Opened - 8/10/1961 Assets - \$ 1,723,961</p> <p>Hampton City Employees Credit Union, Incorporated City Hall Building 22 Lincoln Street Hampton 23669 Treasurer - Rick Russ Date Opened - 11/17/1955 Assets - \$ 5,551,218</p> <p>Hampton Roads Educators Credit Union, Inc. 2130 Cunningham Drive Hampton 23666 Treasurer - William F. Trimble, Jr. Date Opened - 4/6/1954 Assets - \$ 20,185,757</p>	<p>Hampton Roads Postal Credit Union, Inc. 4013 W. Mercury Boulevard Hampton 23666 Treasurer - Bernard Nichols Date Opened - 3/7/1952 Assets - \$ 7,018,394</p> <p>Hercules Covington Employees Credit Union 424 West Prospect Street Covington 24426 Treasurer - Stephanie Nelson Date Opened - 9/4/1969 Assets - \$ 280,219</p> <p>Klann Employees Credit Union, Incorporated 301 Fourth Street Waynesboro 22980 Treasurer - Sandra F. Shiflett Date Opened - 9/2/1966 Assets - \$ 105,474</p> <p>Landmark Communications Employees Credit Union, Inc. 150 West Brambleton Avenue Norfolk 23510 Treasurer - Carol Lewis Date Opened - 8/24/1953 Assets - \$ 2,067,055</p> <p>Life Line Credit Union, Inc. 5904 Hampstead Avenue Richmond 23226 Treasurer - John Davis Date Opened - 4/11/1969 Assets - \$ 5,898,442</p> <p>Loudoun Credit Union 112-A South Street, S.E. Leesburg 20175 Treasurer - Kenneth Cunningham Date Opened - 2/3/1978 Assets - \$ 10,872,767</p> <p>Lynchburg Appalachian Employees Credit Union, Incorporated 4001 Mayflower Drive Lynchburg 24501 Treasurer - Teresa D. Eubank Date Opened - 6/28/1954 Assets - \$ 393,387</p> <p>Lynchburg General Credit Union 1901 Tate Springs Road Lynchburg 24501 Treasurer - Tom Lawton Date Opened - 10/21/1970 Assets - \$ 1,109,025</p>
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ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2001

<p>Lynchburg Postal and Federal Employees' Credit Union, Incorporated 3300 Odd Fellows Road Room 103 P O Box 10182 Lynchburg 24506 Treasurer - Sandra Williams Date Opened - 5/1/1926 Assets - \$ 2,981,298</p>	<p>New Horizon Credit Union 10830 Balls Ford Road Manassas 20109 Treasurer - Nancy Eick Date Opened - 1/20/1969 Assets - \$ 27,307,603 <i>Service Facility</i> - 15000 Conference Center Drive Suite 1003, Chantilly, VA 22021</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 - \$ 193,339,768 <i>Service Facilities</i> - 41 Wheeler Avenue, Collinsville, VA 24078 58 E. Church Street, Martinsville, VA 24113 7176 Greensboro Road, Ridgeway, VA 24148</p>	<p>Newport News Municipal Employees Credit Union, Incorporated 502 Operations Drive Newport News 23602 Treasurer - Ronald W. Jones Date Opened - 12/21/1950 Assets - \$ 31,284,492 <i>Service Facility</i> - 210 25th. Street, Newport News, VA 23607</p>
<p>Martinsville Postal Credit Union, Incorporated 810 Starling Avenue Martinsville 24415 Treasurer - Robert Young Date Opened - 7/1/1949 Assets - \$ 867,595</p>	
<p>N.C.S.E. Credit Union, Inc. 84 Courthouse Square Lovingston 22949 Treasurer - Phyllis M. Drumheller Date Opened - 6/25/1970 Assets - \$ 684,018</p>	
<p>Nabisco Employees Credit Union 6002 S. Laburnum Avenue Richmond 23231 Treasurer - John Thompson Date Opened - 8/26/1976 Assets - \$ 5,707,081</p>	
<p>Nansemond Credit Union, Incorporated, The 617 East Washington Street Suffolk 23434 Treasurer - Date Opened - 6/20/1949 Assets - \$ 3,113,376</p>	

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2001

<p>Newport News Shipbuilding Employees' Credit Union, Inc. 3711 Huntington Avenue Newport News 23607 Treasurer - Suzanne M. Beckstoffer Date Opened - 6/2/1928 Assets - \$ 677,896,743 <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>Northern Star Credit Union, Incorporated 5100 George Washington Highway Portsmouth 23705 Treasurer - William E. Reitelbach, Jr. Date Opened - 6/7/1929 Assets - \$ 85,637,997 <i>Service Facilities -</i> 3325 Taylor Road, Chesapeake, VA 23325 Norfolk Naval Shipyard Bldg M-32, Portsmouth, VA 23709</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 - \$ 2,146,700</p>	<p>Old Dominion University Credit Union, Inc. 2701 Hampton Boulevard Norfolk 23517 Treasurer - E. Wayne Edwards Date Opened - 1/16/1959 Assets - \$ 14,039,758</p>
<p>Norfolk, Va., Postal Credit Union, Incorporated 600 Church Street, Room 111 Norfolk 23501 Treasurer - William Beck Date Opened - 3/9/1925 Assets - \$ 5,903,652</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 - \$ 20,152,960 <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 - \$ 2,477,646</p>
	<p>PFD Firefighters Credit Union, Incorporated 3209 Cedar Lane Portsmouth 23703 Treasurer - Tyrone Wisher Date Opened - 3/24/1955 Assets - \$ 10,160,966</p>
	<p>Petersburg Federal Reformatory Credit Union, Incorporated Federal Correctional Institution Petersburg 23804 Treasurer - Donald G. Frye Date Opened - 8/27/1951 Assets - \$ 1,223,828</p>

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2001

<p>Piedmont Credit Union 306 Poplar Street Danville 24541 Treasurer - Cary Wilkes Date Opened - 5/12/1969 Assets - \$ 15,167,481 <i>Service Facility</i> - 4844 Kings Mountain Road, Collinsville, VA 24078</p>	<p>Richmond Postal Credit Union Incorporated, The 1601 Ownby Lane Richmond 23220 Treasurer - Wayne Boothe Date Opened - 11/23/1923 Assets - \$ 59,990,964 <i>Service Facility</i> - 1801 Brook Road, Richmond, VA 23260</p>
<p>Portsmouth Police Credit Union, Incorporated 801 Crawford Street, 5th Floor Portsmouth 23704 Treasurer - Robert B Clark, Jr. Date Opened - 4/24/1957 Assets - \$ 1,107,974</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 - \$ 5,032,357</p>
<p>Portsmouth Post Office Credit Union, Incorporated, The 933 Broad Street, Room 123 P.O. Box 7265 Portsmouth 23707 Treasurer - Minerva Smith Date Opened - 2/3/1949 Assets - \$ 2,201,939</p>	<p>Shenandoah County Credit Union 403 West Court Street Mt Jackson 22842 Treasurer - Lori Newton Date Opened - 9/1/1981 Assets - \$ 503,247</p>
<p>Prime Care Credit Union, Incorporated 600 Gresham Drive Norfolk 23507 Treasurer - Terry J. Lambert Date Opened - 3/9/1970 Assets - \$ 7,243,453 <i>Service Facilities</i> - 6015 Poplar Hill Drive, Suite 102, Norfolk, VA 23502</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 - \$ 2,064,185</p>
<p>Richmond Fire Department Credit Union, Incorporated 900 Hermitage Road Richmond 23220 Treasurer - Russell G. Acors, III Date Opened - 5/15/1929 Assets - \$ 12,812,970</p>	<p>Southern States Employees' Credit Union, Incorporated 5516 Falmouth Street, Suite 103 Richmond 23230 Treasurer - Diane Sexton Date Opened - 5/5/1940 Assets - \$ 25,708,461</p>
<p>Richmond Police Department Credit Union, Incorporated 501 N. 9th. Street, Suite 205 Richmond 23219 Treasurer - Marsha McNamara Date Opened - 11/15/1934 Assets - \$ 4,059,651</p>	<p>Spruance Cellophane Credit Union 7119 Jefferson Davis Highway Richmond 23237 Treasurer - George Fleming Date Opened - 3/24/1953 Assets - \$ 7,415,079</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 - \$ 970,326</p>

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<p>Tidewater Telephone Employees Credit Union, Incorporated 5648 Southern Boulevard Virginia Beach 23462 Treasurer - John Eason Date Opened - 7/22/1958 Assets - \$ 28,971,916 <i>Service Facilities -</i> 1128 Big Bethel Road, Hampton, VA 23666</p> <p>Times World Employees Credit Union, Incorporated 201 West Campbell Avenue, S.W. P.O. Box 2491 Roanoke 24008 Treasurer - Nancy Kim Shively Date Opened - 9/18/1941 Assets - \$ 947,062</p> <p>Trigon Employees' Credit Union, Incorporated 2015 Staples Mill Road Richmond 23279 Treasurer - Alice Saczawa Date Opened - 12/17/1958 Assets - \$ 8,414,885 <i>Service Facility -</i> 2221 Edward Holland Drive, Richmond, VA 23230</p> <p>U.S.E. Credit Union 1901 Goodyear Boulevard Danville 24541 Treasurer - John Blackwell Date Opened - 4/12/1979 Assets - \$ 5,453,577 <i>Service Facility -</i> 2323 Riverside Drive, Danville, VA 24540</p> <p>University of Virginia Community Credit Union, Inc. 3300 Berkmar Drive Charlottesville 22901 Treasurer - Tim Gillet Date Opened - 5/19/1954 Assets - \$ 202,584,134 <i>Service Facilities -</i> 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</p>	<p>V.B.H. Employees Credit Union, Incorporated 3300 Rivermont Avenue Lynchburg 24503 Treasurer - Lisa H. Hall Date Opened - 10/14/1966 Assets - \$ 1,627,509</p> <p>Valley Industrial Credit Union 501 W. Broad St. P.O. Box 1784 Waynesboro 22980 Treasurer - Mary Alice Bomar Date Opened - 6/13/1977 Assets - \$ 7,063,554</p> <p>Virginia Credit Union, Inc. 720 East Broad Street Richmond 23219 Treasurer - Raymond Vaughan Date Opened - 12/11/1928 Assets - \$ 884,540,562 <i>Service Facilities -</i> 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 6425 Williamson Road, Roanoke, VA 24019</p>
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SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2001

<p>Virginia Educators' Credit Union 12626 Nettles Drive Newport News 23606 Treasurer - Eugene Johnson Date Opened - 11/1/1954 Assets - \$ 52,399,743 <i>Service Facilities -</i> Armstrong Slater Building, Room 100 Hampton University, Hampton, VA 23668 14838 Warwick Boulevard, Newport News, VA 23602 812 Main Street, Newport News, VA 23605 Ferguson Hall Room 108, 1 University Place, Newport News, VA 23606</p> <p>Virginia Gas, Credit Union, Incorporated 107 South Coalter Street Staunton 24401 Treasurer - E.K. Whitesell Date Opened - 5/29/1956 Assets - \$ 3,545,875</p>	<p>Virginia League Central Credit Union, Incorporated 6320 Logans Lane P O Box 11469 Lynchburg 24506 Treasurer - Richard Pillow Date Opened - 10/26/1939 Assets - \$ 27,826,159</p> <p>Virginia United Methodist Conference Credit Union, Inc. 4016 West Broad Street Richmond 23230 Treasurer - Kathryn F. Talley Date Opened - 3/27/1952 Assets - \$ 13,681,087</p> <p>W. P. S. E. Credit Union, Inc. 250-E North Poplar Avenue Waynesboro 22980 Treasurer - Esther N. Cullen Date Opened - 10/17/1958 Assets - \$ 2,280,540</p> <p>WECCU Credit Union 347 North Court Avenue Covington 24426 Treasurer - B. Kay Kimmell Date Opened - 7/17/1953 Assets - \$ 43,823,448</p>
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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 Pillowtex Employees' 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

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SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2001
