

2004 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, 2004



FROM REPORTS FILED IN THE
BUREAU OF FINANCIAL INSTITUTIONS

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STATE CORPORATION COMMISSION

THEODORE V. MORRISON, JR., Chairman

MARK C. CHRISTIE

I. CLINTON MILLER

JOEL H. PECK, Clerk of the Commission

Report of the Bureau of Financial Institutions

Richmond, Virginia, December 31, 2004

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, 2004.

Respectfully,

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

BUREAU OF FINANCIAL INSTITUTIONS

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

ADMINISTRATION AND FINANCE

GERALD E. FALLEN
Assistant Commissioner

BANKS AND SAVINGS INSTITUTIONS

JOHN M. CROCKETT
Deputy Commissioner

CONSUMER FINANCE

SUSAN E. HANCOCK
Deputy Commissioner

CORPORATE STRUCTURE AND RESEARCH

NICHOLAS C. KYRUS
Deputy Commissioner

CREDIT UNIONS

GEORGE H. LATHAM
Deputy Commissioner

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

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

Chief Deputy to the Commissioner of Insurance and Banking

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

Commissioner of Insurance and Banking

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

Commissioner of Banking

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

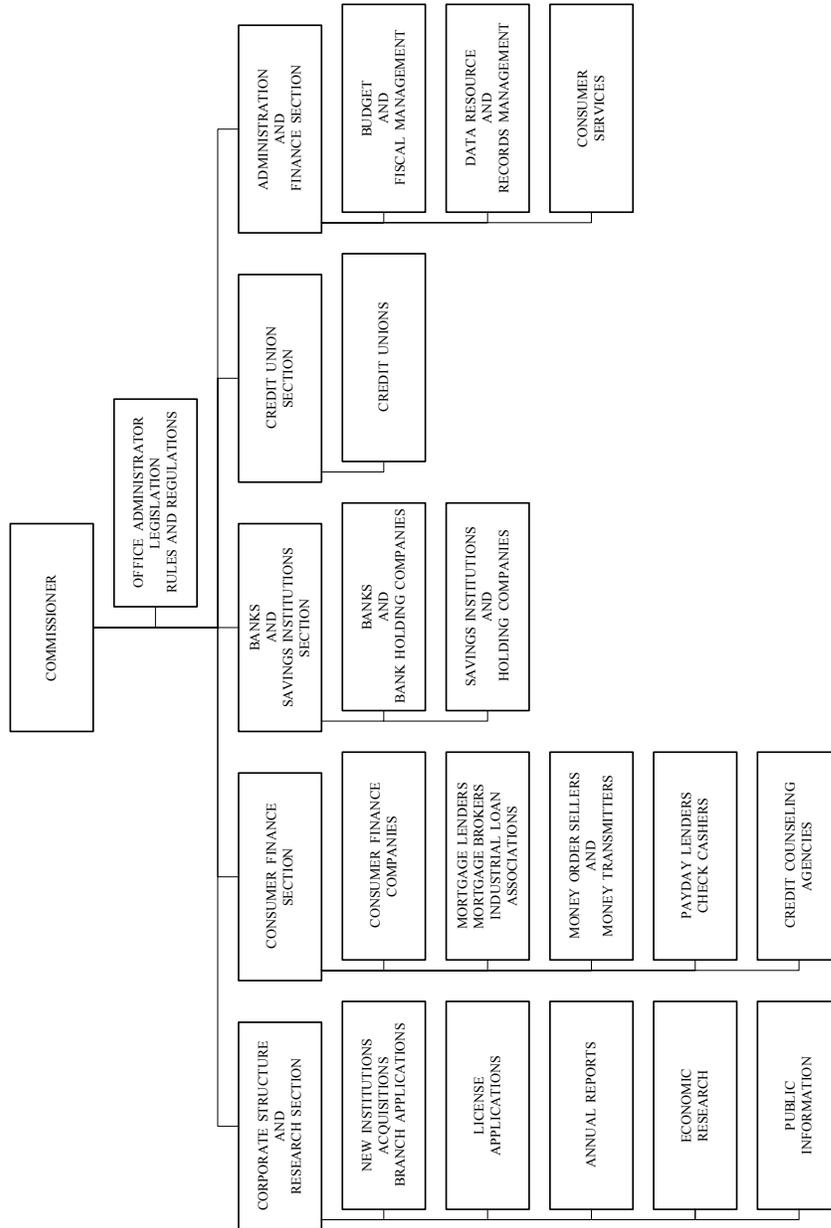
Commissioner of Financial Institutions

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

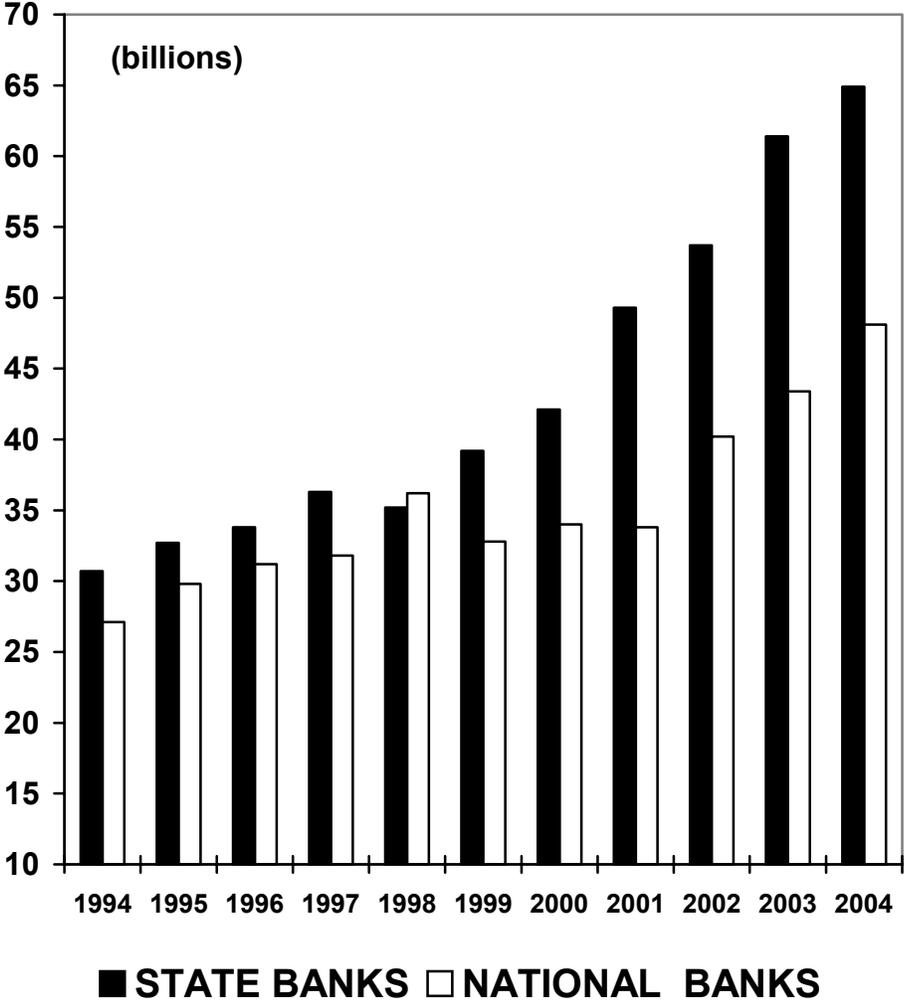
LEGAL HOLIDAYS

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

ORGANIZATIONAL CHART
BUREAU OF FINANCIAL INSTITUTIONS



**DEPOSITS IN VIRGINIA BANK OFFICES
STATE & NATIONAL 1994-2004**



CONSOLIDATED REPORT OF CONDITION - VIRGINIA STATE BANKS
DECEMBER 31, 2003 & 2004 (IN THOUSANDS OF DOLLARS)

	December 31, 2003 87 State Banks 974 Branches	December 31, 2004 87 State Banks 982 Branches
ASSETS		
Cash and balances due from depository institutions.....	\$ 3,611,387	\$ 2,892,066
Noninterest-bearing balances and currency and coin	1,591,971	1,274,842
Interest-bearing balances.....	2,019,416	1,617,224
Securities	13,977,032	18,272,016
Federal funds sold & securities purchased under agreement to resell.....	3,815,579	1,276,834
Loan and lease financing receivables:		
Loans and leases held for sale.....	452,265	751,116
Loans and leases, net of unearned income.....	42,838,511	50,047,764
LESS: Allowance for loan and lease losses.....	1,068,001	1,124,090
Loans and leases, net of unearned income and allowance for losses.....	41,770,510	48,923,674
Assets held in trading accounts.....	206,704	251,523
Premises and fixed assets (including capitalized leases).....	1,391,338	1,393,045
Other real estate owned.....	46,722	30,569
Investments in unconsolidated subsidiaries and associated companies.....	13,615	57,409
Customers' liabilities to banks on acceptances outstanding.....	561	1,031
Intangible assets	2,255,471	2,407,974
Other assets.....	4,080,075	3,294,191
TOTAL ASSETS	\$ 71,621,259	\$ 79,551,448
LIABILITIES		
Deposits:		
In domestic offices	\$ 48,607,609	\$ 52,792,841
(1) Noninterest-bearing	7,441,393	8,201,111
(2) Interest-bearing.....	41,166,216	44,591,730
In foreign offices, Edge and Agreement subsidiaries, and IBFs ...	1,673,320	2,301,880
(1) Noninterest-bearing	15,817	22,186
(2) Interest-bearing	1,657,503	2,279,694
Federal funds purchased and securities sold under agreement to repurchase.....	1,647,509	2,871,807
Other borrowed money.....	6,609,729	7,900,160
Banks' liabilities on acceptances executed and outstanding	561	1,031
Notes and debentures subordinated to deposits	683,983	688,008
Other liabilities	3,397,052	3,280,808
TOTAL LIABILITIES	62,619,763	69,836,535
EQUITY CAPITAL		
Perpetual preferred stock.....	13,900	0
Common stock.....	419,048	441,809
Surplus	5,241,370	5,700,121
Undivided profits and capital reserves.....	3,251,328	3,457,881
Accumulated other comprehensive income	78,826	119,382
Other equity capital components	(2,976)	(4,280)
TOTAL EQUITY	9,001,496	9,714,913
TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 71,621,259	\$ 79,551,448

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

	2003	2004
INTEREST INCOME:		
Interest and fees on loans	\$ 3,166,120	\$ 3,623,926
Income from lease financing receivables.....	132	352
Interest on balances due from depository institutions	35,726	43,735
Interest and dividends on securities	526,688	581,095
Interest from assets held in trading accounts	0	0
Interest on federal funds sold and securities purchased under agreements to resell.....	31,697	53,314
Other Interest Income.....	202,240	193,425
TOTAL INTEREST INCOME	3,962,603	4,495,847
INTEREST EXPENSE:		
Interest on time certificates of deposit of \$100,000 or more	462,616	564,307
Interest on other deposits.....	389,450	370,763
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	74,436	93,202
Expense of federal funds purchased and securities sold under agreements to repurchase.....	18,508	25,505
Interest on trading liabilities and other borrowed money	374,196	412,972
Interest on notes and debentures subordinated to deposits	29,882	45,574
TOTAL INTEREST EXPENSE	1,349,088	1,512,323
NET INTEREST INCOME	2,613,515	2,983,524
Provision for loan and lease losses.....	615,032	631,585
NONINTEREST INCOME:		
Income from fiduciary activities	18,170	24,492
Service charges on deposit accounts in domestic offices	166,245	216,202
Trading revenue.....	11,525	18,115
Other fee income	3,060,571	3,425,090
All other noninterest income	1,819,228	1,924,134
TOTAL NONINTEREST INCOME	5,075,739	5,608,033
Realized gains (losses) on held-to-maturity securities	(1)	248
Realized gains (losses) on available-for-sale securities.....	72,877	(17,160)
NONINTEREST EXPENSE:		
Salaries and employee benefits	699,146	730,575
Expenses of premises and fixed assets (net of rental income).....	315,818	326,529
Other noninterest expense	4,238,284	4,528,605
TOTAL NONINTEREST EXPENSE	5,253,248	5,585,709
INCOME BEFORE INCOME TAXES AND EXTRA- ORDINARY ITEMS AND OTHER ADJUSTMENTS	1,893,850	2,357,351
APPLICABLE INCOME TAXES	663,162	809,640
INCOME BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS	1,230,688	1,547,711
EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS NET OF INCOME TAXES	(20,266)	0
NET INCOME	\$ 1,210,422	\$ 1,547,711

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 2004

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	8	9	31	23	6	9	87
SOURCE AND DISTRIBUTION OF INCOME:								
Percentage of Average Assets:								
INTEREST INCOME:								
Interest and fees on loans	0.80	3.85	3.79	4.61	4.22	4.40	4.57	4.52
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	0.98	0.03	0.02	0.02	0.00	0.02	0.07	0.05
Interest and dividends on securities	0.32	0.53	0.77	0.56	0.87	0.77	0.71	0.72
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.....	0.10	0.12	0.14	0.04	0.03	0.01	0.08	0.07
Other Interest Income.....	0.00	0.02	0.01	0.02	0.03	0.02	0.31	0.24
TOTAL INTEREST INCOME.....	2.20	4.55	4.73	5.25	5.15	5.22	5.74	5.60
INTEREST EXPENSE:								
Interest on time certificates of deposit of \$100,000 or more	0.11	0.31	0.23	0.35	0.31	0.28	0.82	0.70
Interest on other deposits	0.30	0.88	0.85	1.03	0.95	0.86	0.32	0.46
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	0.00	0.00	0.00	0.00	0.00	0.00	0.15	0.12
Expense of federal funds purchased and securities sold under agreement to repurchase.....	0.00	0.00	0.07	0.01	0.02	0.02	0.04	0.03
Interest on trading liabilities and other borrowed money	0.00	0.01	0.03	0.05	0.15	0.28	0.64	0.51
Interest on notes and debentures subordinated to deposits.....	0.00	0.00	0.00	0.01	0.00	0.01	0.06	0.06
TOTAL INTEREST EXPENSE.....	0.41	1.20	1.18	1.45	1.43	1.45	2.03	1.88
NET INTEREST INCOME	1.79	3.35	3.54	3.80	3.72	3.76	3.71	3.72
Provisions for loans and lease losses	0.88	0.53	0.13	0.19	0.19	0.32	0.96	0.79

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 2004

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	0.00	0.03	0.02	0.03	0.03
Service charges on deposit accounts in domestic offices.....	0.01	0.20	0.43	0.32	0.38	0.31	0.25	0.27
Trading revenue.....	0.00	0.00	0.00	0.00	0.00	0.00	0.03	0.02
Other fees.....	0.00	0.00	0.02	0.03	0.04	0.07	5.55	4.27
Other noninterest income	0.01	0.16	0.24	0.28	0.33	0.77	3.00	2.40
TOTAL NONINTEREST INCOME	0.02	0.36	0.69	0.63	0.78	1.17	8.86	6.99
Gains(losses) on securities	0.10	-0.04	0.02	0.01	0.04	0.02	-0.03	-0.02
NONINTEREST EXPENSE:								
Salaries and employee benefits	2.98	2.12	1.59	1.57	1.50	1.68	0.71	0.91
Expenses of premises and fixed assets (net of rental income)	0.83	0.66	0.50	0.39	0.35	0.35	0.42	0.41
Other noninterest expense	1.69	1.37	1.24	0.90	0.93	0.90	7.07	5.64
TOTAL NONINTEREST EXPENSE	5.50	4.15	3.33	2.86	2.78	2.93	8.20	6.96
INCOME BEFORE INCOME TAXES AND EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS	-4.46	-1.01	0.79	1.39	1.56	1.70	3.38	2.94
APPLICABLE INCOME TAXES.....	0.00	-0.02	0.26	0.39	0.43	0.50	1.18	1.01
INCOME BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS	-4.46	-0.99	0.53	1.00	1.13	1.20	2.20	1.93
EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS NET OF INCOME TAXES	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
NET INCOME	-4.46	-0.99	0.53	1.00	1.13	1.20	2.20	1.93

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 2004

CLASSIFICATION IN MILLIONS OF DOLLARS	25- 25	50- 50	100- 100	250- 250	500- 500	500- 1,000	Over 1,000	All Banks
DISTRIBUTION OF LIABILITIES:								
Percentage of Total Assets:								
Deposits:								
In domestic offices	65.33	82.10	81.10	86.46	83.93	79.24	61.06	66.36
Noninterest-bearing	8.88	11.21	21.94	15.76	14.62	13.31	8.90	10.31
Interest-bearing	56.45	70.89	59.16	70.70	69.31	65.93	52.16	56.05
In foreign offices, Edge and Agreement subsidiaries, and								
IBFs	0.00	0.00	0.00	0.03	0.00	0.00	3.79	2.90
Noninterest-bearing	0.00	0.00	0.00	0.03	0.00	0.00	0.03	0.03
Interest-bearing	0.00	0.00	0.00	0.00	0.00	0.00	3.76	2.87
Federal funds purchased and securities sold under agreements to repurchase								
	0.00	0.01	7.07	0.85	1.99	2.48	4.13	3.61
Demand notes issued to the U.S.								
Treasury								
Trading liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other borrowed money	0.00	1.06	1.58	2.32	4.47	8.93	11.56	9.92
Banks' liabilities on acceptances executed and outstanding								
	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.01
Notes and debentures								
subordinated to deposits	0.00	0.00	0.00	0.12	0.03	0.24	1.10	0.86
Other liabilities	0.26	0.32	0.44	0.45	0.55	0.65	5.24	4.12
TOTAL LIABILITIES	65.59	83.49	90.19	90.23	90.97	91.54	86.88	87.78
DISTRIBUTION OF EQUITY CAPITAL:								
Percentage of Total Assets:								
Perpetual preferred stock	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Common stock	19.73	5.45	3.08	2.16	0.97	0.92	0.27	0.56
Surplus	19.73	8.99	4.01	3.05	2.16	2.24	8.57	7.17
Undivided profits and capital reserves								
	-5.04	2.14	2.76	4.53	5.79	5.24	4.11	4.35
Accumulated comprehensive income	-0.01	-0.07	-0.04	0.03	0.11	0.06	0.18	0.15
Other equity capital components	0.00	0.00	0.00	0.00	0.00	0.00	-0.01	-0.01
TOTAL EQUITY CAPITAL	34.41	16.51	9.81	9.77	9.03	8.46	13.12	12.22
TOTAL LIABILITIES AND EQUITY CAPITAL								
	100.00							
OTHER RATIOS								
Loans (net) to deposits	90.57	74.64	73.04	84.70	82.00	87.60	96.58	92.67
Noninterest-bearing deposits to								
total deposits	13.60	13.66	27.05	18.26	17.42	16.80	14.62	15.58
Bank premises to total equity	4.97	23.55	22.16	21.31	20.95	22.85	12.77	14.34
Total equity to total deposits	52.68	20.12	12.10	11.30	10.76	10.68	21.48	18.40
Equity and subordinated notes and debentures to assets								
	34.41	16.51	9.81	9.89	9.07	8.70	14.22	13.08

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004
PURSUANT TO THE BANKING ACT**

NEW BANKS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/02/03	MainStreet Bank	727 Elden Street Herndon, Fairfax County, VA	Approved 03/04/04
12/15/03	River City Bank	6127 Mechanicsville Turnpike Mechanicsville, Hanover County, VA	Approved 05/12/04
11/29/04	Cardinal Bank	8270 Greensboro Drive McLean, Fairfax County, VA	Approved 12/17/04

MERGERS

DATE RECEIVED	DESCRIPTION	ACTIVITY
12/01/03	Towne Bank, Portsmouth, VA to merge into it Harbor Bank	Approved 01/28/04
01/29/04	Provident Bank of Maryland, Baltimore, MD to merge into it Southern Financial Bank	No Objection 04/26/04
05/19/04	Baltimore Trust Company, Selbyville, DE to merge into it Farmers & Merchants Bank-Eastern Shore	No Objection 07/01/04
07/30/04	Union Bank and Trust Company, Bowling Green, VA to merge into it Guaranty Bank	Approved 09/08/04

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
03/01/04	Bank of the James Financial Group, Inc., Lynchburg, VA to acquire 100% of the voting shares of Bank of the James	Approved 04/02/04
03/04/04	Union Bankshares Corporation, Bowling Green, VA to acquire 100% of the voting shares of Guaranty Financial Corporation	Approved 04/13/04
03/08/04	Southern Community Financial Corp., Midlothian, VA to acquire 100% of the voting shares of Southern Community Bank & Trust	Approved 04/19/04
03/12/04	TransCommunity Bankshares Incorporated, Glen Allen, VA to acquire 100% of the voting shares of Bank of Louisa, N.A.	Approved 04/15/04

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004
PURSUANT TO THE BANKING ACT**

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
12/30/03	Fulton Financial Corporation, Lancaster, PA to acquire Resource Bankshares Corporation	Approved 02/17/04
01/06/04	Premier Community Bankshares, Inc., Stephens City, VA to acquire Premier Bank, Inc.	Approved 04/19/04
01/15/04	BB&T Corporation, Winston-Salem, NC to acquire Republic Bancshares, Inc.	Approved 02/03/04
01/23/04	First Community Bancshares, Inc., Bluefield, VA to acquire PCB Bancorp, Inc.	Approved 02/17/04
01/28/04	Provident Bankshares Corporation, Baltimore, MD to acquire Southern Financial Bancorp, Inc.	Approved 04/23/04
03/18/04	The South Financial Group, Inc., Greenville, SC to acquire Community National Bank(Pulaski)	Approved 04/28/04
08/16/04	THE PNC Financial Services Group, Inc., Pittsburgh, PA to acquire Riggs National Corporation	Pending

BRANCHES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/08/03	Fauquier Bank, The Warrenton, VA	6207 Station Drive Bealeton, Fauquier County, VA	Approved 01/06/04
12/19/03	SunTrust Bank Atlanta, GA	7451 Mount Vernon Square Fairfax County, VA	No Objection 01/09/04
12/19/03	SunTrust Bank Atlanta, GA	Intersection of Loudoun County Parkway & U.S. Highway 50, South Riding, Loudoun County, VA	No Objection 01/09/04
12/19/03	SunTrust Bank Atlanta, GA	Intersection of Lightner Road & James Madison Highway, Haymarket, Prince William County, VA	No Objection 01/09/04
01/05/04	First-Citizens Bank & Trust Company Raleigh, NC	510 McClanahan Street City of Roanoke, VA	No Objection 01/29/04
01/06/04	RBC Centura Bank Rocky Mount, NC	919 East Main Street, Suite 1700 City of Richmond, VA	No Objection 01/29/04

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
01/07/04	First-Citizens Bank & Trust Company Raleigh, NC	40 Catocin Circle NE Leesburg, Loudoun County, VA	No Objection 01/29/04
01/08/04	Planters Bank & Trust Company of Virginia Staunton, VA	2201 Graves Mill Road, Suites C & D Forest, Bedford County, VA	Approved 01/27/04
01/13/04	First Bank of Virginia Troy, NC	102 Wall Street, S.W. Abingdon, Washington County, VA	No Objection 01/29/04
01/14/04	James Monroe Bank Arlington, VA	3914 Centreville Road Chantilly, Fairfax County, VA	Approved 02/04/04
01/14/04	Peoples Community Bank Montross, VA	2875 Kings Highway Oak Grove, Westmoreland County, VA	Approved 02/04/04
01/23/04	Citizens Bank and Trust Company Blackstone, VA	10001 Courtview Lane Chesterfield County, VA	Approved 02/09/04
01/27/04	First-Citizens Bank & Trust Company Raleigh, NC	3205 Plank Road Fredericksburg, VA	No Objection 02/27/04
01/29/04	Branch Banking and Trust Company of Virginia Richmond, VA	250 Pantops Mountain Road Albemarle County, VA	Approved 02/25/04
02/10/04	Monarch Bank Chesapeake, VA	318 West 21st Street City of Norfolk, VA	Approved 03/04/04
02/23/04	Bank of Marion, The Marion, VA	101 East Main Street Marion, Smyth County, VA	Approved 03/15/04
02/23/04	Branch Banking and Trust Company of Virginia Richmond, VA	2500 Valley Avenue City of Winchester, VA	Approved 03/17/04
03/15/04	Bank of Virginia Midlothian, VA	11730 Hull Street Road Midlothian, Chesterfield County, VA	Approved 04/06/04
03/22/04	Highlands Community Bank Covington, VA	1501 Main Street Clifton Forge, Alleghany County, VA	Approved 04/14/04
04/01/04	Peoples Bank of Virginia Richmond, VA	14441 Sommerville Court Midlothian, Chesterfield County, VA	Approved 04/20/04

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
04/05/04	James Monroe Bank Arlington, VA	7900 Sudley Road Prince William County, VA	Approved 04/29/04
04/05/04	SouthTrust Bank Birmingham, AL	10791 West Broad Street Glen Allen, Henrico County, VA	No Objection 04/29/04
04/07/04	New Peoples Bank, Inc. Honaker, VA	2302 Second Street Richlands, Tazewell County, VA	Approved 04/27/04
04/16/04	SunTrust Bank Atlanta, GA	2110 John Rolfe Parkway Henrico County, VA	No Objection 05/06/04
04/19/04	Southern Community Bank & Trust Midlothian, VA	13521 Waterford Place Chesterfield County, VA	Approved 05/11/04
04/21/04	MCNB Bank and Trust Co. Welch, WV	1015 Claypool Mall Road Cedar Bluff, VA	No Objection 07/01/04
05/11/04	Union Bank and Trust Company Bowling Green, VA	11101 Hull Street Road Midlothian, Chesterfield County, VA	Approved 06/08/04
05/13/04	Bank of Fincastle, The Fincastle, VA	American Way Village, Corner of Independence Blvd. and Freedom Lane, City of Bedford, VA	Approved 06/02/04
05/13/04	Bank of Floyd Floyd, VA	4309 Starkey Road Roanoke County, VA	Approved 06/02/04
05/18/04	Union Bank and Trust Company Bowling Green, VA	13644 Hull Street Road Midlothian, Chesterfield County, VA	Approved 06/08/04
05/19/04	Virginia Commerce Bank Arlington, VA	7901 Richmond Highway Fairfax County, VA	Approved 06/08/04
06/10/04	New Peoples Bank, Inc. Honaker, VA	350 West Main Street Abingdon, Washington County, VA	Approved 07/02/04
06/14/04	First Bank of Virginia Troy, NC	600 East Main Street, Suite C Radford, Montgomery County, VA	No Objection 07/07/04
06/28/04	SunTrust Bank Atlanta, GA	220 South Main Street Blacksburg, Montgomery County, VA	No Objection 08/04/04
06/29/04	Branch Banking and Trust Company of Virginia Richmond, VA	6402 Arlington Boulevard Fairfax County, VA	Approved 07/20/04

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
07/01/04	SunTrust Bank Atlanta, GA	1738 Amherst Street City of Winchester, VA	No Objection 08/04/04
07/09/04	Union Bank and Trust Company Bowling Green, VA	6479 Mechanicsville Turnpike Mechanicsville, Hanover County, VA	Approved 08/02/04
07/09/04	Gateway Bank & Trust Co. Elizabeth City, NC	2825 Godwin Boulevard City of Suffolk, VA	No Objection 08/04/04
07/09/04	Gateway Bank & Trust Co. Elizabeth City, NC	520 S. Main Street City of Emporia, VA	No Objection 08/04/04
07/09/04	Bank of the James Lynchburg, VA	828 Main Street City of Lynchburg, VA	Approved 08/02/04
07/13/04	Provident Bank of Maryland Baltimore, MD	9540 Liberia Avenue Manassas, Prince William County, VA	No Objection 08/04/04
07/13/04	Peoples Community Bank Montross, VA	10899 Tidewater Trail Spotsylvania County, VA	Approved 08/09/04
07/14/04	Virginia Commerce Bank Arlington, VA	2401 Mount Vernon Avenue City of Alexandria, VA	Approved 08/06/04
07/14/04	Provident Bank of Maryland Baltimore, MD	11721 Lee Highway Fairfax County, VA	No Objection 08/04/04
07/14/04	Bank of Floyd Floyd, VA	1634 West Main Street City of Salem, VA	Approved 08/02/04
07/23/04	Citizens and Farmers Bank West Point, VA	Corner of Hardy Cash Drive and Coliseum Drive, City of Hampton, VA	Approved 08/18/04
07/23/04	Citizens and Farmers Bank West Point, VA	East Side of George Washington Memorial Highway at Rich Road, York County, VA	Approved 08/18/04
08/09/04	Virginia Commerce Bank Arlington, VA	4221 Walney Road, Suite 120 Chantilly, Fairfax County, VA	Approved 09/03/04
08/11/04	SunTrust Bank Atlanta, GA	43975 Pipeline Plaza Ashburn, Loudoun County, VA	No Objection 09/10/04
08/12/04	Commerce Bank/Pennsylvania, N.A. Philadelphia, PA	1228 Elden Street Herndon, Fairfax County, VA	No Objection 09/17/04

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
08/12/04	Commerce Bank/Pennsylvania, N.A. Philadelphia, PA	557 South Van Dorn Street City of Alexandria, VA	No Objection 09/17/04
08/12/04	Commerce Bank/Pennsylvania, N.A. Philadelphia, PA	6164 Arlington Boulevard Falls Church, VA	No Objection 09/17/04
08/12/04	Commerce Bank/Pennsylvania, N.A. Philadelphia, PA	Route 1 and Boswell Road Fairfax County, VA	No Objection 09/17/04
08/12/04	Bank of Hampton Roads, The Chesapeake, VA	239 Battlefield Boulevard South City of Chesapeake, VA	Approved 08/30/04
08/13/04	First Bank and Trust Company, The Abingdon, VA	1563 Commerce Road Verona, Augusta County, VA	Approved 09/09/04
08/13/04	New Peoples Bank, Inc. Honaker, VA	75 Commonwealth Avenue City of Bristol, VA	Approved 09/08/04
08/16/04	Commerce Bank/Pennsylvania, N.A. Philadelphia, PA	2300 Wilson Boulevard Arlington County, VA	No Objection 09/17/04
08/16/04	Commerce Bank/Pennsylvania, N.A. Philadelphia, PA	8401 Diggs Road and Route 234 City of Manassas, VA	No Objection 09/17/04
08/16/04	Commerce Bank/Pennsylvania, N.A. Philadelphia, PA	Minnieville Road and Smoketown Road Dale City, Prince William County, VA	No Objection 09/17/04
08/16/04	Chesapeake Bank Kilmarnock, VA	6601 Richmond Road Lightfoot, James City County, VA	Approved 09/07/04
08/17/04	First-Citizens Bank & Trust Company Raleigh, NC	2147 Valley Avenue City of Winchester, VA	No Objection 09/10/04
08/20/04	Community Bank of Northern Virginia Sterling, VA	11670 Sudley Manor Drive Prince William County, VA	Approved 09/07/04
08/24/04	WashingtonFirst Bank Washington, DC	Mobile Branch - Serving Arlington, Fairfax, & Loudoun Counties, Alexandria & Fairfax Cities, VA	No Objection 10/07/04

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
08/27/04	Gateway Bank & Trust Co. Elizabeth City, NC	1580 Laskin Road City of Virginia Beach, VA	No Objection 10/07/04
08/27/04	Gateway Bank & Trust Co. Elizabeth City, NC	2098 Princess Anne Road City of Virginia Beach, VA	No Objection 10/07/04
08/27/04	Middleburg Bank, The Middleburg, VA	1779 Fountain Drive Reston, Fairfax County, VA	Approved 09/24/04
09/02/04	Bank of Marion, The Marion, VA	The Corner of Boones Creek Road and Boone Ridge Drive, Johnson City, TN	Approved 09/23/04
09/16/04	Pioneer Bank Stanley, VA	257 Ridge McIntire Road City of Charlottesville, VA	Approved 10/04/04
09/22/04	Bank of Williamsburg, The Williamsburg, VA	171 Monticello Avenue City of Williamsburg, VA	Approved 10/19/04
10/04/04	Union Bank and Trust Company Bowling Green, VA	8300 Bell Creek Road Mechanicsville, Hanover County, VA	Approved 10/26/04
10/04/04	Commerce Bank/Pennsylvania, N.A. Philadelphia, PA	4220 Prince William Parkway Lake Ridge, Prince William County, VA	No Objection 11/05/04
10/04/04	Commerce Bank/Pennsylvania, N.A. Philadelphia, PA	7818 Sudley Road Prince William County, VA	No Objection 11/05/04
10/04/04	Commerce Bank/Pennsylvania, N.A. Philadelphia, PA	Liberia & Signal Hill Road Prince William County, VA	No Objection 11/05/04
10/14/04	Branch Banking and Trust Company of Virginia Richmond, VA	2609 Boulevard City of Colonial Heights, VA	Approved 11/05/04
11/01/04	Monarch Bank Chesapeake, VA	240 East Main Street City of Norfolk, VA	Approved 11/24/04
11/01/04	Branch Banking and Trust Company of Virginia Richmond, VA	Route 211 Luray, Page County, VA	Approved 11/22/04
11/08/04	Freedom Bank of Virginia, The Vienna, VA	10555 Main Street City of Fairfax, VA	Approved 12/08/04

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
11/10/04	Citizens Bank and Trust Company Blackstone, VA	497 Southpark Circle City of Colonial Heights, VA	Approved 12/09/04
11/15/04	Towne Bank Portsmouth, VA	5216 Monticello Avenue James City County, VA	Approved 12/08/04
11/18/04	Towne Bank Portsmouth, VA	109 E. Main Street City of Norfolk, VA	Approved 12/08/04
11/19/04	Miners Exchange Bank Coeburn, VA	State Route 75, Bobby Hicks Highway Gray, TN	Approved 12/14/04
11/23/04	Virginia Commerce Bank Arlington, VA	10830 Balls Ford Road Prince William County, VA	Approved 12/21/04
11/23/04	Virginia Commerce Bank Arlington, VA	8251 Greensboro Drive McLean, Fairfax County, VA	Approved 12/21/04
11/29/04	SunTrust Bank Atlanta, GA	3971 Brambleton Avenue South Roanoke, VA	Pending
11/30/04	SunTrust Bank Atlanta, GA	1900 Abbey Road Charlottesville, VA	Pending
12/10/04	First Bank and Trust Company, The Abingdon, VA	150 West Main Street Wytheville, Wythe County, VA	Approved 12/29/04
12/10/04	Valley Bank Roanoke, VA	1327 Grandin Road, SW City of Roanoke, VA	Approved 12/29/04
12/10/04	Bank of Tazewell County Tazewell, VA	1155 Claypool Hill Mall Road Cedar Bluff, Tazewell County, VA	Approved 12/30/04
12/10/04	Bank of Tazewell County Tazewell, VA	201 West Main Street Tazewell, Tazewell County, VA	Approved 12/30/04
12/17/04	RBC Centura Bank Rocky Mount, NC	555 Main Street City of Norfolk, VA	Pending
12/20/04	Southern Community Bank & Trust Midlothian, VA	11401 Belvedere Vista Lane Chesterfield County, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	111 Franklin Road Roanoke, VA	Pending

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/27/04	SunTrust Bank Atlanta, GA	115 W. Main Street Bedford, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	119 Lee Highway Chilhowie, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	13264 Booker T. Washington Highway Hardy, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	1395 W. Main Street Salem, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	1401 Hershberger Road NW Roanoke, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	161 Electric Road Salem, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	1925 Electric Road Salem, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	2706 Ogden Road Roanoke, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	3565 Orange Avenue, NE Roanoke, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	4110 Brambleton Avenue, SW Roanoke, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	4488 Electric Road Roanoke, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	5050 Rutgers Road Roanoke, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	5102 Williamson Road Roanoke, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	555 N. Franklin Street NE Christiansburg, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	670 Brandon Avenue Roanoke, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	72 Kingston Drive Daleville, VA	Pending

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/27/04	SunTrust Bank Atlanta, GA	903 University City Boulevard Blacksburg, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	915 Hardy Road Vinton, VA	Pending
12/27/04	SunTrust Bank Atlanta, GA	999 Hardy Road Vinton, VA	Pending
12/28/04	River City Bank Mechanicsville, VA	8051 Mechanicsville Turnpike Mechanicsville, Hanover County, VA	Pending

BRANCH OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
01/14/04	Bank of Floyd, The Floyd, VA	From: 2105 Roanoke Street, Christiansburg, Montgomery County, VA To: 2145 Roanoke Street, Christiansburg, Montgomery County, VA	Approved 02/03/04
01/14/04	Branch Banking and Trust Company of Virginia Richmond, VA	From: 13400 Booker T. Washington Highway, Franklin County, VA To: Intersection of Booker T. Washington Highway and Morewood Road, Moneta, Franklin County, VA	Approved 02/03/04
02/09/04	Farmers Bank, Windsor, Virginia Windsor, VA	From: 1238 Holland Road, Suite 104, City of Suffolk, VA To: 1008 West Washington Street, City of Suffolk, VA	Approved 03/02/04
06/04/04	SunTrust Bank Atlanta, GA	From: 6060 Jefferson Avenue, City of Newport News, VA To: 5211 West Mercury Boulevard, City of Hampton, VA	Pending
06/25/04	Benchmark Community Bank Kenbridge, VA	From: 410 Church Street, Blackstone, Nottoway County, VA To: 400 Church Street, Blackstone, Nottoway County, VA	Approved 07/12/04

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004
PURSUANT TO THE BANKING ACT**

BRANCH OFFICE RELOCATIONS (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
06/28/04	Branch Banking and Trust Company of Virginia Richmond, VA	From: 109 East Main Street, City of Norfolk, VA To: 500 East Main Street, City of Norfolk, VA	Approved 07/20/04
08/20/04	Bank of Essex Tappahannock, VA	From: 1398 Tappahannock Boulevard, Tappahannock, Essex County, VA To: 1325 Tappahannock Boulevard, Tappahannock, Essex County, VA	Approved 09/09/04
10/28/04	Branch Banking and Trust Company of Virginia Richmond, VA	From: 111 East Danville Street, South Hill, Mecklenburg County, VA To: 212 East Atlantic Street, South Hill, Mecklenburg County, VA	Approved 11/22/04

MAIN OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
11/30/04	Resource Bank Virginia Beach, VA	From: 3720 Virginia Beach Boulevard, City of Virginia Beach, VA To: 4429 Bonney Road, City of Virginia Beach, VA	Approved 12/21/04

BANK STATUS CHANGES - 2004**NEW BANKS**

January	12	Bank of Virginia opened for business at 11730 Hull Street Road, Midlothian, Chesterfield County, VA
May	26	MainStreet Bank opened for business at 727 Elden Street, Herndon, Fairfax County, VA
July	01	River City Bank opened for business at 6127 Mechanicsville Turnpike, Mechanicsville, Hanover County, VA

MERGERS

March	19	Towne Bank, Portsmouth, VA merged into it Harbor Bank
May	01	Provident Bank of Maryland, Baltimore, MD merged into it Southern Financial Bank
August	18	Baltimore Trust Company, Selbyville, DE merged into it Farmers & Merchants Bank-Eastern Shore
September	13	Union Bank and Trust Company, Bowling Green, VA merged into it Guaranty Bank

CONVERSIONS OF NATIONAL BANKS TO STATE CHARTERED BANKS

December	22	Cardinal Bank, National Association, McLean, VA converted to a state chartered bank under the title of Cardinal Bank
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BRANCH OPENINGS

January	12	Bank of Virginia, Midlothian, VA opened a branch office at 10014 Robious Road, Chesterfield County, VA
January	20	First and Citizens Bank, Monterey, VA opened a branch office at East side of U S Route 220, Mitchelltown, Bath County, VA
January	26	Citizens and Farmers Bank, West Point, VA opened a branch office at 698 Town Center Drive, City of Newport News, VA
January	29	First Bank of Virginia, Troy, NC opened a branch office at 102 Wall Street, S.W., Abingdon, Washington County, VA
January	29	RBC Centura Bank, Rocky Mount, NC opened a branch office at 919 East Main Street, Suite 1700, City of Richmond, VA
February	02	SuffolkFirst Bank, Suffolk, VA opened a branch office at 1000 N. Main Street, City of Suffolk, VA
February	04	Bank of the James, Lynchburg, VA opened a branch office at 17000 Forest Road, Forest, Bedford County, VA

BANK STATUS CHANGES - 2004**BRANCH OPENINGS (Continued)**

February	07	Highlands Union Bank, Abingdon, VA opened a branch office at 100 West Main Street, Banner Elk, NC
February	20	Planters Bank & Trust Company of Virginia, Staunton, VA opened a branch office at 2201 Graves Mill Road, Suites C & D, Forest, Bedford County, VA
February	27	Gateway Bank & Trust Co., Elizabeth City, NC opened a branch office at 713 Independence Boulevard, Virginia Beach, VA
March	22	Union Bank and Trust Company, Bowling Green, VA opened a branch office at 1773 Parham Road, Henrico County, VA
March	22	Bank of Botetourt, Buchanan, VA opened a branch office at 5905 N. Lee Highway, Fairfield, Rockbridge County, VA
March	23	First Capital Bank, Glen Allen, VA opened a branch office at 1776 Staples Mill Road, City of Richmond, VA
March	29	Central Virginia Bank, Powhatan, VA opened a branch office at 2500 Promenade Parkway, Midlothian, Chesterfield County, VA
March	30	Monarch Bank, Chesapeake, VA opened a branch office at 318 West 21st Street, City of Norfolk, VA
April	02	Rockingham Heritage Bank, Harrisonburg, VA opened a branch office at 309 North Main Street, Bridgewater, Rockingham County, VA
May	10	Bank of Virginia, Midlothian, VA opened a branch office at 11730 Hull Street Road, Midlothian, Chesterfield County, VA
May	17	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at Short Pump Towne Center, 11704 West Broad Street, Glen Allen, Henrico County, VA
May	17	Bank of Marion, The, Marion, VA opened a branch office at 101 East Main Street, Marion, Smyth County, VA
May	18	Fauquier Bank, The, Warrenton, VA opened a branch office at 6207 Station Drive, Bealeton, Fauquier County, VA
May	20	New Peoples Bank, Inc., Honaker, VA opened a branch office at 2302 Second Street, Richlands, Tazewell County, VA
June	21	Citizens Bank and Trust Company, Blackstone, VA opened a branch office at 10001 Courtview Lane, Chesterfield County, VA
June	28	Union Bank and Trust Company, Bowling Green, VA opened a branch office at 13644 Hull Street Road, Midlothian, Chesterfield County, VA
June	30	Union Bank and Trust Company, Bowling Green, VA opened a branch office at 11101 Hull Street Road, Midlothian, Chesterfield County, VA

BANK STATUS CHANGES - 2004**BRANCH OPENINGS (Continued)**

July	01	Greene County Bank, Greenville, TN opened a branch office at 901 W. State Street, Bristol, VA
July	14	First Bank of Virginia, Troy, NC opened a branch office at 600 East Main Street, Suite C, Radford, Montgomery County, VA
July	19	James Monroe Bank, Arlington, VA opened a branch office at 3914 Centreville Road, Chantilly, Fairfax County, VA
August	09	Union Bank and Trust Company, Bowling Green, VA opened a branch office at 6479 Mechanicsville Turnpike, Mechanicsville, Hanover County, VA
August	10	Virginia Commerce Bank, Arlington, VA opened a branch office at 7901 Richmond Highway, Fairfax County, VA
August	12	New Peoples Bank, Inc., Honaker, VA opened a branch office at 350 West Main Street, Abingdon, Washington County, VA
August	20	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 45 Powder Creek Lane, Rocky Mount, Franklin County, VA
September	01	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 6402 Arlington Boulevard, Fairfax County, VA
September	13	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 11776 West Broad Street, Henrico County, VA
September	27	James Monroe Bank, Arlington, VA opened a branch office at 7900 Sudley Road, Prince William County, VA
October	01	Burke & Herbert Bank & Trust Company, Alexandria, VA opened a branch office at 14008 Smoketown Road, Woodbridge, Prince William County, VA
October	06	Highlands Community Bank, Covington, VA opened a branch office at 1501 Main Street, Clifton Forge, Alleghany County, VA
October	07	New Peoples Bank, Inc., Honaker, VA opened a branch office at 75 Commonwealth Avenue, City of Bristol, VA
October	18	Gateway Bank & Trust Co., Elizabeth City, NC opened a branch office at 520 S. Main Street, City of Emporia, VA
October	18	Gateway Bank & Trust Co., Elizabeth City, NC opened a branch office at 2825 Godwin Boulevard, City of Suffolk, VA
October	22	Bank of the James, Lynchburg, VA opened a branch office at 828 Main Street, City of Lynchburg, VA
November	01	Southern Community Bank & Trust, Midlothian, VA opened a branch office at 13521 Waterford Place, Chesterfield County, VA

BANK STATUS CHANGES - 2004**BRANCH OPENINGS (Continued)**

November	05	Branch Banking and Trust Company of Virginia, Richmond, VA opened a branch office at 2609 Boulevard, City of Colonial Heights, VA
November	08	Bank of Floyd, Floyd, VA opened a branch office at 4309 Starkey Road, Roanoke County, VA
November	08	First Bank and Trust Company, The, Lebanon, VA opened a branch office at 1563 Commerce Road, Verona, Augusta County, VA
November	08	Middleburg Bank, The, Middleburg, VA opened a branch office at 1779 Fountain Drive, Reston, Fairfax County, VA
November	15	Farmers Bank, Windsor, Virginia, Windsor, VA opened a branch office at 3100 Godwin Boulevard, City of Suffolk, VA
November	15	Virginia Commerce Bank, Arlington, VA opened a branch office at 4221 Walney Road, Suite 120, Chantilly, Fairfax County, VA
November	15	Peoples Bank of Virginia, Richmond, VA opened a branch office at 14441 Sommerville Court, Midlothian, Chesterfield County, VA
November	22	First Bank, Strasburg, VA opened a branch office at 5304 Main Street, Mt. Jackson, Shenandoah County, VA
November	29	Peoples Community Bank, Montross, VA opened a branch office at 2875 Kings Highway, Oak Grove, Westmoreland County, VA
December	13	Southside Bank, Tappahannock, VA opened a branch office at East side of U.S. Route 360 at State Route 662, King William County, VA
December	13	Union Bank and Trust Company, Bowling Green, VA opened a branch office at 8300 Bell Creek Road, Mechanicsville, Hanover County, VA

MAIN OFFICE REDESIGNATIONS

May	10	Bank of Virginia, Midlothian, VA redesignated its main office from 6657 Lake Harbour Drive, Midlothian, Chesterfield County, VA to 11730 Hull Street Road, Midlothian, Chesterfield County, VA
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BRANCH OFFICE RELOCATIONS

January	12	Branch Banking and Trust Company of Virginia, Richmond, VA relocated a branch office from 4018 Halifax Road, South Boston, Halifax County, VA to 4028-4030 Halifax Road, South Boston, Halifax County, VA
January	20	Bank of Clarke County, Berryville, VA relocated a branch office from 40 West Piccadilly Street, City of Winchester, VA to 202 North Loudoun Street, City of Winchester, VA

BANK STATUS CHANGES - 2004**BRANCH OFFICE RELOCATIONS (Continued)**

May	24	Farmers Bank, Windsor, Virginia, Windsor, VA relocated a branch office from 1238 Holland Road, Suite 104, City of Suffolk, VA to 1008 West Washington Street, City of Suffolk, VA
July	15	Benchmark Community Bank, Kenbridge, VA relocated a branch office from 410 Church Street, Blackstone, Nottoway County, VA to 400 Church Street, Blackstone, Nottoway County, VA
October	12	First Bank of Virginia, Troy, NC relocated a branch office from 150 West Main Street, Wytheville, Wythe County, VA to Cardinal St & Virginia Ave, Wytheville, Wythe County, VA
October	12	Bank of Floyd, The, Floyd, VA relocated a branch office from 2105 Roanoke Street, Christiansburg, Montgomery County, VA to 2145 Roanoke Street, Christiansburg, Montgomery County, VA
October	25	Towne Bank, Portsmouth, VA relocated a branch office from 4216 Virginia Beach Boulevard, City of Virginia Beach, VA to 297 Constitution Drive, City of Virginia Beach, VA
November	15	Branch Banking and Trust Company of Virginia, Richmond, VA relocated a branch office from 109 East Main Street, City of Norfolk, VA to 500 East Main Street, City of Norfolk, VA
December	20	Branch Banking and Trust Company of Virginia, Richmond, VA relocated a branch office from 251 West Lee Highway Suite 730, Warrenton, Fauquier County, VA to the Intersection of Winchester Street and West Lee Highway, Warrenton, Fauquier County, VA

BRANCH OFFICE CLOSINGS

January	09	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 904 Wilborn Avenue, South Boston, Halifax County, VA
January	30	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 1850 Apple Blossom Mall, City of Winchester, VA
February	27	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 7901 Richmond Highway, Fairfax County, VA
March	19	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 497 Southpark Circle, City of Colonial Heights, VA
March	26	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 2403 Memorial Avenue, City of Lynchburg, VA
March	31	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 1033 West Mercury Boulevard, City of Hampton, VA
April	09	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 4922 Valley View Boulevard, N.W., City of Roanoke, VA

BANK STATUS CHANGES - 2004**BRANCH OFFICE CLOSINGS (Continued)**

April	16	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 1111 East Washington Avenue, Vinton, Roanoke County, VA
April	23	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 12170 Sunset Hills Road, Reston, Fairfax County, VA
August	13	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 241 Main Street, Hurt, Pittsylvania County, VA
August	20	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 65 North Main Street, Rocky Mount, Franklin County, VA
August	20	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 350 Tanyard Road, Rocky Mount, Franklin County, VA
August	27	United Bank, Fairfax, VA closed its branch office at 4005 Wilson Boulevard, Arlington County, VA
September	03	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 317 East Main Street, Independence, Grayson County, VA
September	10	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 300 North Main Street, City of Galax, VA
September	17	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at Main Street, Rocky Gap, Bland County, VA
September	23	Union Bank and Trust Company, Bowling Green, VA closed its branch office at 6110 Mechanicsville Turnpike, Mechanicsville, Hanover County, VA
November	26	Albemarle First Bank, Charlottesville, VA closed its branch office at 2500 Austin Drive, Albemarle County, VA
December	10	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at U.S. Route 15 & County Route 727, Arvonnia, Buckingham County, VA
December	10	United Bank, Fairfax, VA closed its branch office at 10855 Lee Highway, City of Fairfax, VA
December	17	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 2200 Valley Avenue, Ward Plaza Shopping Center, City of Winchester, VA
December	17	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 2252 Valley Avenue, City of Winchester, VA
December	17	Branch Banking and Trust Company of Virginia, Richmond, VA closed its branch office at 530 Blackwell Road, Warrenton, Fauquier County, VA
December	29	United Bank, Fairfax, VA closed its branch office at 8351 Greensboro Drive, McLean, Fairfax County, VA

REPORT OF CONDITION

	B-953	B-638
	*HIGHLANDS UNION	BURKE & HERBERT
	BANK	BANK & TRUST COMPANY
	ABINGDON	ALEXANDRIA
	11 OFFICES	16 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 12,456	\$ 25,509
a. Non interest-bearing balances and currency and coin	12,052	25,484
b. Interest-bearing balances	404	25
2. Securities	128,953	526,724
a. Held to Maturity	0	98,427
b. Available for sale	128,953	428,297
3. Federal Funds sold and securities purchased under agreements to resell	1,714	0
4. Loans and lease financing receivables:		
a. Loans and leases held for sale.....	0	240
b. Loans and leases, net of unearned income	388,856	660,587
c. LESS: Allowance for loan and lease losses.....	4,161	6,449
d. Loans and leases, net of unearned income and allowance for loan and lease losses	384,695	654,138
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	14,942	21,377
7. Other real estate owned	1,047	184
8. Investments in unconsolidated subsidiaries and associated companies.....	602	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	214	0
11. Other assets	18,294	38,586
12. TOTAL ASSETS.....	\$ 562,917	\$ 1,266,758
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 472,564	\$ 1,066,838
(1) Noninterest-bearing.....	76,582	273,851
(2) Interest-bearing	395,982	792,987
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	66,606
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	50,883	0
a. With remaining maturity of one year or less	25,549	0
b. With remaining maturity of one to three years.....	15,107	0
c. With remaining maturity of more than three years.....	10,227	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	1,719	4,055
21. TOTAL LIABILITIES	525,166	1,137,499
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	4,645	3,931
24. Surplus	5,201	10,000
25. a. Undivided profits and capital reserves	28,675	123,756
b. Accumulated other comprehensive income.....	(770)	(4,148)
26. Other equity capital components	0	(4,280)
27. TOTAL EQUITY CAPITAL	37,751	129,259
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 562,917	\$ 1,266,758

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-1039 *THE FARMERS BANK OF APPOMATTOX	B-1143 *JAMES MONROE BANK	B-1096 *VIRGINIA COMMERCE BANK	B-12 *BANK OF CLARKE COUNTY	B-15 *CITIZENS BANK AND TRUST COMPANY	
APPOMATTOX	ARLINGTON	ARLINGTON	BERRYVILLE	BLACKSTONE	
4 OFFICES	7 OFFICES	15 OFFICES	11 OFFICES	9 OFFICES	
\$ 4,119	\$ 9,286	\$ 17,792	\$ 10,431	\$ 9,882	1
4,119	9,286	16,698	10,286	8,325	
0	0	1,094	145	1,557	
53,936	134,110	159,974	69,072	41,413	2
38,874	0	42,593	19,586	0	
15,062	134,110	117,381	49,486	41,413	
5,433	35,754	0	1,612	11,604	3
168	2,987	9,662	0	0	
81,125	249,997	936,184	311,058	198,238	
825	2,790	10,402	3,265	2,740	
80,300	247,207	925,782	307,793	195,498	4
0	0	0	0	0	5
2,100	2,438	6,692	13,772	7,427	6
0	4,564	0	0	0	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	0	270	0	10
2,358	0	18,560	7,102	9,811	11
\$ 148,414	\$ 436,346	\$ 1,138,462	\$ 410,052	\$ 275,635	12
\$ 129,620	\$ 404,054	\$ 971,654	\$ 338,546	\$ 249,416	13
17,040	91,857	148,749	28,160	37,579	
112,580	312,197	822,905	310,386	211,837	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
2,062	0	53,207	4,833	0	14
0	0	0	0	0	15
0	0	0	30,000	0	16
0	0	0	0	0	
0	0	0	10,000	0	
0	0	0	20,000	0	
0	0	0	0	0	18
0	0	18,000	0	0	19
1,353	606	5,289	1,458	1,726	20
133,035	404,660	1,048,150	374,837	251,142	21
0	0	0	0	0	22
2,167	5,000	1,969	1,682	1,224	23
1,000	18,426	46,091	1,184	193	24
12,080	8,566	42,770	32,129	23,216	25a
132	(306)	(518)	220	(140)	25b
0	0	0	0	0	26
15,379	31,686	90,312	35,215	24,493	27
\$ 148,414	\$ 436,346	\$ 1,138,462	\$ 410,052	\$ 275,635	28

REPORT OF CONDITION

	B-411 THE BLUE GRASS VALLEY BANK	B-20 *UNION BANK AND TRUST COMPANY
	BLUE GRASS 2 OFFICES	BOWLING GREEN 31 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 3,055	\$ 22,507
a. Non interest-bearing balances and currency and coin	538	22,055
b. Interest-bearing balances	2,517	452
2. Securities	2,960	129,205
a. Held to Maturity	2,960	0
b. Available for sale	0	129,205
3. Federal Funds sold and securities purchased under agreements to resell	727	14,705
4. Loans and lease financing receivables:		
a. Loans and leases held for sale.....	0	42,668
b. Loans and leases, net of unearned income	24,618	942,215
c. LESS: Allowance for loan and lease losses.....	462	13,092
d. Loans and leases, net of unearned income and allowance for loan and lease losses	24,156	929,123
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	508	30,600
7. Other real estate owned	0	14
8. Investments in unconsolidated subsidiaries and associated companies.....	0	723
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	0	37,403
11. Other assets.....	453	30,702
12. TOTAL ASSETS.....	\$ 31,859	\$ 1,237,650
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 28,583	\$ 961,372
(1) Noninterest-bearing.....	3,151	188,237
(2) Interest-bearing	25,432	773,135
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	54,025
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	0	77,000
a. With remaining maturity of one year or less	0	12,500
b. With remaining maturity of one to three years.....	0	27,500
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	209	9,382
21. TOTAL LIABILITIES	28,792	1,101,779
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	500	7,200
24. Surplus	69	56,261
25. a. Undivided profits and capital reserves	2,511	69,982
b. Accumulated other comprehensive income.....	(13)	2,428
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	3,067	135,871
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 31,859	\$ 1,237,650

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-30 BANK OF BOTETOURT	B-946 THE BANK OF SOUTHSIDE VIRGINIA	B-1157 *ALBEMARLE FIRST BANK	B-1013 *THE BANK OF HAMPTON ROADS	B-1155 *MONARCH BANK	
BUCHANAN	CARSON	CHARLOTTESVILLE	CHESAPEAKE	CHESAPEAKE	
8 OFFICES	15 OFFICES	3 OFFICES	15 OFFICES	5 OFFICES	
\$ 5,984	\$ 5,259	\$ 2,108	\$ 12,502	\$ 4,895	1
5,789	5,246	1,881	12,124	4,835	
195	13	227	378	60	
24,663	185,387	18,502	36,679	33,039	2
910	2,287	0	0	500	
23,753	183,100	18,502	36,679	32,539	
3,782	2,899	618	7,293	375	3
0	947	0	0	4,157	
171,087	205,229	92,462	273,079	179,025	
2,132	4,975	1,200	3,071	1,804	
168,955	200,254	91,262	270,008	177,221	4
0	0	0	0	0	5
5,795	3,992	4,787	9,423	3,069	6
50	375	0	0	0	7
503	0	94	0	705	8
0	0	0	0	0	9
59	4,812	1	0	0	10
2,171	18,105	3,254	6,394	3,404	11
\$ 211,962	\$ 422,030	\$ 120,626	\$ 342,299	\$ 226,865	12
\$ 192,716	\$ 365,231	\$ 99,540	\$ 276,486	\$ 171,505	13
27,859	32,982	13,857	93,314	29,278	
164,857	332,249	85,683	183,172	142,227	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	3,564	0	3,812	14
0	0	0	0	0	15
0	0	7,000	23,000	30,000	16
0	0	7,000	2,500	25,000	
0	0	0	15,500	0	
0	0	0	5,000	5,000	
0	0	0	0	0	18
0	0	0	0	0	19
1,177	4,687	253	3,210	436	20
193,893	369,918	110,357	302,696	205,753	21
0	0	0	0	0	22
1,220	290	6,405	4,695	12,001	23
1,375	2,000	7,304	17,022	8,478	24
15,104	46,353	(3,139)	18,095	781	25a
370	3,469	(301)	(209)	(148)	25b
0	0	0	0	0	26
18,069	52,112	10,269	39,603	21,112	27
\$ 211,962	\$ 422,030	\$ 120,626	\$ 342,299	\$ 226,865	28

REPORT OF CONDITION

	B-984 *COMMUNITY BANKERS' BANK	B-935 *MINERS EXCHANGE BANK
	CHESTERFIELD	COEBURN
	1 OFFICE	5 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 22,422	\$ 10,063
a. Non interest-bearing balances and currency and coin	22,409	9,373
b. Interest-bearing balances	13	690
2. Securities	20,198	20,295
a. Held to Maturity	0	1,150
b. Available for sale	20,198	19,145
3. Federal Funds sold and securities purchased under agreements to resell	10,318	2,846
4. Loans and lease financing receivables:		
a. Loans and leases held for sale.....	0	0
b. Loans and leases, net of unearned income	38,340	34,560
c. LESS: Allowance for loan and lease losses.....	479	585
d. Loans and leases, net of unearned income and allowance for loan and lease losses	37,861	33,975
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	1,701	2,097
7. Other real estate owned	0	5
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	0	0
11. Other assets.....	1,159	920
12. TOTAL ASSETS.....	\$ 93,659	\$ 70,201
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 39,464	\$ 62,018
(1) Noninterest-bearing.....	39,373	16,034
(2) Interest-bearing	91	45,984
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	44,926	0
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	0	0
a. With remaining maturity of one year or less	0	0
b. With remaining maturity of one to three years.....	0	0
c. With remaining maturity of more than three years.....	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	334	366
21. TOTAL LIABILITIES	84,724	62,384
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	1,891	1,150
24. Surplus	2,763	1,150
25. a. Undivided profits and capital reserves	4,318	5,521
b. Accumulated other comprehensive income.....	(37)	(4)
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	8,935	7,817
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 93,659	\$ 70,201

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-1204 *HIGHLANDS COMMUNITY BANK	B-1049 *SECOND BANK & TRUST	B-471 FIRST STATE BANK	B-655 *VIRGINIA BANK AND TRUST COMPANY	B-508 THE PEOPLES BANK	
COVINGTON	CULPEPER	DANVILLE	DANVILLE	EWING	
2 OFFICES	10 OFFICES	3 OFFICES	6 OFFICES	4 OFFICES	
\$ 3,712	\$ 11,245	\$ 1,470	\$ 4,524	\$ 3,502	1
2,212	11,195	1,266	4,424	3,502	
1,500	50	204	100	0	
9,892	77,216	5,900	31,314	1,402	2
0	0	0	31,314	1,402	
9,892	77,216	5,900	0	0	
2,801	362	13	6,624	2,664	3
0	1,729	0	0	0	
26,231	317,448	34,733	105,174	32,401	
304	3,411	599	935	349	
25,927	314,037	34,134	104,239	32,052	4
0	0	0	0	0	5
1,518	6,898	2,760	1,980	2,012	6
0	0	293	183	198	7
0	10	0	0	0	8
0	0	0	0	0	9
0	1,023	0	0	0	10
508	5,587	1,135	2,052	483	11
\$ 44,358	\$ 418,107	\$ 45,705	\$ 150,916	\$ 42,313	12
\$ 37,349	\$ 363,062	\$ 35,261	\$ 126,447	\$ 38,163	13
4,387	73,926	3,667	28,188	6,932	
32,962	289,136	31,594	98,259	31,231	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	4,000	0	0	0	14
0	0	0	0	0	15
0	12,815	3,600	0	0	16
0	4,815	3,600	0	0	
0	3,000	0	0	0	
0	5,000	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
98	1,617	215	362	125	20
37,447	381,494	39,076	126,809	38,288	21
0	0	0	0	0	22
3,677	3,756	1,000	3,136	470	23
3,677	4,317	1,500	9,293	1,053	24
(370)	27,861	4,112	11,678	2,502	25a
(73)	679	17	0	0	25b
0	0	0	0	0	26
6,911	36,613	6,629	24,107	4,025	27
\$ 44,358	\$ 418,107	\$ 45,705	\$ 150,916	\$ 42,313	28

REPORT OF CONDITION

	B-1140 *ALLIANCE BANK CORPORATION	B-967 *UNITED BANK
	FAIRFAX 5 OFFICES	FAIRFAX 35 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 29,567	\$ 53,726
a. Non interest-bearing balances and currency and coin	29,367	42,523
b. Interest-bearing balances	200	11,203
2. Securities	205,641	710,479
a. Held to Maturity	0	101,428
b. Available for sale	205,641	609,051
3. Federal Funds sold and securities purchased under agreements to resell	1,139	0
4. Loans and lease financing receivables:		
a. Loans and leases held for sale.....	24,746	0
b. Loans and leases, net of unearned income	209,203	1,756,949
c. LESS: Allowance for loan and lease losses.....	2,300	16,411
d. Loans and leases, net of unearned income and allowance for loan and lease losses	206,903	1,740,538
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	1,804	12,539
7. Other real estate owned	0	0
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	0	164,249
11. Other assets.....	9,147	87,993
12. TOTAL ASSETS.....	\$ 478,947	\$ 2,769,524
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 368,435	\$ 1,966,404
(1) Noninterest-bearing.....	141,031	469,942
(2) Interest-bearing	227,404	1,496,462
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	44,890	376,508
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	20,000	6,854
a. With remaining maturity of one year or less	0	4,428
b. With remaining maturity of one to three years.....	0	1,950
c. With remaining maturity of more than three years.....	20,000	476
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	8,807
20. Other liabilities	2,211	35,439
21. TOTAL LIABILITIES	435,536	2,394,012
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	14,867	1,430
24. Surplus	20,344	275,101
25. a. Undivided profits and capital reserves	9,766	99,346
b. Accumulated other comprehensive income.....	(1,566)	(365)
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	43,411	375,512
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 478,947	\$ 2,769,524

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-85 THE BANK OF FINCASTLE	B-87 *BANK OF FLOYD	B-1158 *VIRGINIA HEARTLAND BANK	B-1050 *CAPITAL ONE BANK	B-1148 *FIRST CAPITAL BANK	
FINCASTLE	FLOYD	FREDERICKSBURG	GLEN ALLEN	GLEN ALLEN	
8 OFFICES	6 OFFICES	6 OFFICES	2 OFFICES	4 OFFICES	
\$ 3,885	\$ 7,764	\$ 4,820	\$ 1,553,407	\$ 2,994	1
3,829	4,162	4,711	76,085	2,994	
56	3,602	109	1,477,322	0	
6,675	40,142	29,481	6,642,478	39,053	2
6,675	20,001	0	0	0	
0	20,141	29,481	6,642,478	39,053	
0	7,174	640	205,000	0	3
0	0	0	0	0	
116,401	120,298	202,155	18,263,919	108,660	
1,284	1,606	2,303	781,915	1,084	
115,117	118,692	199,852	17,482,004	107,576	4
0	0	0	251,523	0	5
5,413	4,014	4,204	586,501	1,183	6
541	0	5	0	0	7
165	192	147	41,934	0	8
0	0	0	0	0	9
0	0	0	0	0	10
4,885	7,342	3,303	2,284,164	1,840	11
\$ 136,681	\$ 185,320	\$ 242,452	\$ 29,047,011	\$ 152,646	12
\$ 114,615	\$ 164,259	\$ 218,310	\$ 12,227,621	\$ 129,345	13
31,181	30,171	42,921	16,790	21,661	
83,434	134,088	175,389	12,210,831	107,684	
0	0	0	2,300,289	0	
0	0	0	20,595	0	
0	0	0	2,279,694	0	
2,685	2,493	0	1,154,073	2,128	14
0	0	0	0	0	15
0	0	2,060	6,530,971	8,000	16
0	0	60	727,189	8,000	
0	0	2,000	2,907,918	0	
0	0	0	2,895,864	0	
0	0	0	0	0	18
0	0	0	598,241	0	19
447	1,066	1,755	2,852,070	183	20
117,747	167,818	222,125	25,663,265	139,656	21
0	0	0	0	0	22
91	4,655	2,321	100,000	4,789	23
4,484	1,200	8,604	1,156,757	8,399	24
14,359	11,566	9,212	1,963,599	(101)	25a
0	81	190	163,390	(97)	25b
0	0	0	0	0	26
18,934	17,502	20,327	3,383,746	12,990	27
\$ 136,681	\$ 185,320	\$ 242,452	\$ 29,047,011	\$ 152,646	28

REPORT OF CONDITION

	B-1212 *COLONIAL VIRGINIA BANK GLOUCESTER 2 OFFICES	B-809 *MINERS AND MERCHANTS BANK AND TRUST COMPANY GRUNDY 9 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 2,253	\$ 15,487
a. Non interest-bearing balances and currency and coin	2,253	14,967
b. Interest-bearing balances	0	520
2. Securities	5,131	85,192
a. Held to Maturity	0	0
b. Available for sale	5,131	85,192
3. Federal Funds sold and securities purchased under agreements to resell	3,430	1,683
4. Loans and lease financing receivables:		
a. Loans and leases held for sale.....	0	0
b. Loans and leases, net of unearned income	29,704	268,300
c. LESS: Allowance for loan and lease losses.....	305	3,202
d. Loans and leases, net of unearned income and allowance for loan and lease losses	29,399	265,098
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	2,375	6,486
7. Other real estate owned	0	0
8. Investments in unconsolidated subsidiaries and associated companies.....	0	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	0	5,698
11. Other assets.....	1,003	10,577
12. TOTAL ASSETS.....	<u>\$ 43,591</u>	<u>\$ 390,221</u>
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 32,944	\$ 337,173
(1) Noninterest-bearing.....	4,935	45,588
(2) Interest-bearing	28,009	291,585
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	0	12,526
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	0	0
a. With remaining maturity of one year or less	0	0
b. With remaining maturity of one to three years.....	0	0
c. With remaining maturity of more than three years.....	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	143	2,261
21. TOTAL LIABILITIES	<u>33,087</u>	<u>351,960</u>
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	3,026	918
24. Surplus	9,050	7,628
25. a. Undivided profits and capital reserves	(1,545)	28,919
b. Accumulated other comprehensive income.....	(27)	796
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	<u>10,504</u>	<u>38,261</u>
28. TOTAL LIABILITIES AND EQUITY CAPITAL	<u>\$ 43,591</u>	<u>\$ 390,221</u>

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-1027 *ROCKINGHAM HERITAGE BANK	B-291 *BANK OF NORTHUMBERLAND INCORPORATED	B-1214 *MAINSTREET BANK	B-1153 *NEW PEOPLES BANK, INC.	B-1002 *BENCHMARK COMMUNITY BANK	
HARRISONBURG	HEATHSVILLE	HERNDON	HONAKER	KENBRIDGE	
8 OFFICES	4 OFFICES	1 OFFICE	19 OFFICES	10 OFFICES	
\$ 7,669	\$ 3,067	\$ 974	\$ 15,281	\$ 7,616	1
7,603	3,067	974	14,808	7,516	
66	0	0	473	100	
7,338	41,506	23,400	5,775	26,561	2
1,825	0	0	0	1,493	
5,513	41,506	23,400	5,775	25,068	
3,002	0	0	2,124	17,754	3
0	0	0	0	0	
187,292	151,137	20,717	383,567	230,296	
1,804	2,334	285	3,090	1,964	
185,488	148,803	20,432	380,477	228,332	4
0	0	0	0	0	5
3,487	1,222	579	16,433	5,681	6
0	0	0	1,186	150	7
0	139	0	0	0	8
0	0	0	0	0	9
0	0	0	0	0	10
3,263	5,316	1,482	14,179	6,895	11
\$ 210,247	\$ 200,053	\$ 46,867	\$ 435,455	\$ 292,989	12
\$ 178,912	\$ 175,195	\$ 35,674	\$ 398,734	\$ 263,453	13
30,667	24,274	7,629	56,538	41,530	
148,245	150,921	28,045	342,196	221,923	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	2,035	36	0	0	14
0	0	0	0	0	15
10,513	3,929	0	0	0	16
6,513	0	0	0	0	
2,000	0	0	0	0	
2,000	3,929	0	0	0	
0	0	0	0	0	18
0	4,000	0	0	0	19
773	445	137	2,353	1,692	20
190,198	185,604	35,847	401,087	265,145	21
0	0	0	0	0	22
7,950	2,542	4,989	12,000	2,000	23
2,975	865	7,347	12,884	933	24
9,125	10,594	(1,271)	9,501	24,533	25a
(1)	448	(45)	(17)	378	25b
0	0	0	0	0	26
20,049	14,449	11,020	34,368	27,844	27
\$ 210,247	\$ 200,053	\$ 46,867	\$ 435,455	\$ 292,989	28

REPORT OF CONDITION

	B-625	B-1051
	*BANK OF	*CHESAPEAKE
	LANCASTER	BANK
	KILMARNOCK	KILMARNOCK
	7 OFFICES	9 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 8,690	\$ 8,850
a. Non interest-bearing balances and currency and coin	8,590	8,850
b. Interest-bearing balances	100	0
2. Securities	51,112	54,148
a. Held to Maturity	430	0
b. Available for sale	50,682	54,148
3. Federal Funds sold and securities purchased under agreements to resell	13,989	0
4. Loans and lease financing receivables:		
a. Loans and leases held for sale.....	0	0
b. Loans and leases, net of unearned income	215,383	282,048
c. LESS: Allowance for loan and lease losses.....	2,033	3,966
d. Loans and leases, net of unearned income and allowance for loan and lease losses	213,350	278,082
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	7,748	7,774
7. Other real estate owned	17	583
8. Investments in unconsolidated subsidiaries and associated companies.....	0	1
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	2,808	0
11. Other assets.....	4,585	9,116
12. TOTAL ASSETS.....	\$ 302,299	\$ 358,554
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 262,415	\$ 311,779
(1) Noninterest-bearing.....	39,345	72,044
(2) Interest-bearing	223,070	239,735
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.....	6,342	4,003
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	7,500	10,849
a. With remaining maturity of one year or less	0	5,000
b. With remaining maturity of one to three years.....	0	0
c. With remaining maturity of more than three years.....	7,500	5,849
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	1,959	1,569
21. TOTAL LIABILITIES	278,216	328,200
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	5,703	2,000
24. Surplus	3,016	5,452
25. a. Undivided profits and capital reserves	14,797	21,690
b. Accumulated other comprehensive income.....	567	1,212
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	24,083	30,354
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 302,299	\$ 358,554

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-892 *THE FIRST BANK AND TRUST COMPANY	B-968 *VIRGINIA COMMUNITY BANK	B-1048 *THE PAGE VALLEY BANK	B-1164 *COMMUNITY FIRST BANK	B-1163 *BANK OF THE JAMES	
LEBANON	LOUISA	LURAY	LYNCHBURG	LYNCHBURG	
15 OFFICES	6 OFFICES	4 OFFICES	4 OFFICES	5 OFFICES	
\$ 23,343	\$ 7,124	\$ 3,414	\$ 7,460	\$ 3,980	1
23,213	7,111	3,314	7,237	3,980	
130	13	100	223	0	
62,925	38,076	40,383	10,186	19,911	2
18,566	0	15,778	0	8,999	
44,359	38,076	24,605	10,186	10,912	
18,561	6,384	0	0	0	3
732	0	0	0	0	
527,422	114,311	40,141	128,276	141,691	
5,628	1,750	605	1,382	1,419	
521,794	112,561	39,536	126,894	140,272	4
0	0	0	0	0	5
12,127	3,304	1,938	4,231	4,518	6
148	245	0	0	85	7
0	0	0	0	0	8
0	0	0	0	0	9
3,044	0	0	0	0	10
20,742	3,086	3,156	5,185	2,259	11
\$ 663,416	\$ 170,780	\$ 88,427	\$ 153,956	\$ 171,025	12
\$ 562,232	\$ 154,929	\$ 81,761	\$ 139,538	\$ 153,834	13
105,125	39,262	17,944	17,714	21,699	
457,107	115,667	63,817	121,824	132,135	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
18,909	0	1,022	275	4,258	14
0	0	0	0	0	15
32,379	0	0	6	0	16
2	0	0	6	0	
15,845	0	0	0	0	
16,532	0	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
2,655	992	500	404	147	20
616,175	155,921	83,283	140,223	158,239	21
0	0	0	0	0	22
4,360	3,750	2,000	3,874	4,129	23
8,283	918	1,000	8,476	7,237	24
34,845	10,297	2,252	1,425	1,432	25a
(247)	(106)	(108)	(42)	(12)	25b
0	0	0	0	0	26
47,241	14,859	5,144	13,733	12,786	27
\$ 663,416	\$ 170,780	\$ 88,427	\$ 153,956	\$ 171,025	28

REPORT OF CONDITION

	B-976 *THE BANK OF MARION MARION 14 OFFICES	B-131 *BANK OF MCKENNEY MCKENNEY 6 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 7,930	\$ 4,718
a. Non interest-bearing balances and currency and coin	7,740	4,621
b. Interest-bearing balances	190	97
2. Securities	102,261	20,433
a. Held to Maturity	4,778	0
b. Available for sale	97,483	20,433
3. Federal Funds sold and securities purchased under agreements to resell	2,688	2,526
4. Loans and lease financing receivables:		
a. Loans and leases held for sale.....	0	0
b. Loans and leases, net of unearned income	196,224	93,708
c. LESS: Allowance for loan and lease losses.....	2,463	1,000
d. Loans and leases, net of unearned income and allowance for loan and lease losses	193,761	92,708
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	5,474	6,459
7. Other real estate owned	30	0
8. Investments in unconsolidated subsidiaries and associated companies.....	0	140
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	3,028	0
11. Other assets.....	10,929	5,287
12. TOTAL ASSETS.....	\$ 326,101	\$ 132,271
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 276,538	\$ 111,070
(1) Noninterest-bearing.....	30,359	22,583
(2) Interest-bearing	246,179	88,487
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	3,000	0
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	12,940	4,702
a. With remaining maturity of one year or less	7,283	0
b. With remaining maturity of one to three years.....	3,900	35
c. With remaining maturity of more than three years.....	1,757	4,667
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	1,666	1,135
21. TOTAL LIABILITIES	294,144	116,907
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	1,000	3,853
24. Surplus	500	5,894
25. a. Undivided profits and capital reserves	29,189	5,783
b. Accumulated other comprehensive income.....	1,268	(166)
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	31,957	15,364
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 326,101	\$ 132,271

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-1217 CARDINAL BANK	B-1172 *HANOVER BANK	B-1215 RIVER CITY BANK	B-1043 *MIDDLEBURG BANK	B-1213 *BANK OF VIRGINIA	
MCLEAN	MECHANICSVILLE	MECHANICSVILLE	MIDDLEBURG	MIDLOTHIAN	
19 OFFICES	4 OFFICES	1 OFFICE	7 OFFICES	3 OFFICES	
\$ 15,155	\$ 2,191	\$ 3,996	\$ 15,007	\$ 1,340	1
15,155	2,191	696	14,658	1,340	
0	0	3,300	349	0	
289,507	15,405	3,750	167,337	19,520	2
137,953	0	0	2,736	0	
151,554	15,405	3,750	164,601	19,520	
8,226	293	1,261	0	1,575	3
379,598	0	0	21,307	0	
475,752	87,352	14,142	348,824	15,348	
5,878	1,119	180	3,418	212	
469,874	86,233	13,962	345,406	15,136	4
0	0	0	0	0	5
14,152	1,903	404	15,885	3,056	6
0	0	0	0	0	7
0	139	0	9,205	0	8
0	0	0	0	0	9
14,494	0	0	0	0	10
15,052	3,050	225	21,941	708	11
\$ 1,206,058	\$ 109,214	\$ 23,598	\$ 596,088	\$ 41,335	12
\$ 826,303	\$ 95,251	\$ 15,416	\$ 425,054	\$ 33,197	13
64,098	12,453	2,096	37,945	2,809	
762,205	82,798	13,320	387,109	30,388	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
44,360	0	0	42,337	0	14
0	0	0	0	0	15
173,354	3,929	0	69,500	0	16
102,395	0	0	31,000	0	
27,000	0	0	26,000	0	
43,959	3,929	0	12,500	0	
0	0	0	0	0	18
0	2,200	0	0	0	19
61,844	208	61	2,528	74	20
1,105,861	101,588	15,477	539,419	33,271	21
0	0	0	0	0	22
4,000	2,350	4,655	2,240	3,813	23
98,783	5,450	4,655	16,540	7,611	24
(1,505)	(52)	(1,187)	36,650	(3,244)	25a
(1,081)	(122)	(2)	1,239	(116)	25b
0	0	0	0	0	26
100,197	7,626	8,121	56,669	8,064	27
\$ 1,206,058	\$ 109,214	\$ 23,598	\$ 596,088	\$ 41,335	28

REPORT OF CONDITION

	B-1161 SOUTHERN COMMUNITY BANK & TRUST		B-134 FIRST AND CITIZENS BANK	
	MIDLOTHIAN		MONTEREY	
	5 OFFICES		2 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$	4,553	\$	3,058
a. Non interest-bearing balances and currency and coin		4,503		2,838
b. Interest-bearing balances		50		220
2. Securities		5,377		13,000
a. Held to Maturity		0		23
b. Available for sale		5,377		12,977
3. Federal Funds sold and securities purchased under agreements to resell		4,958		0
4. Loans and lease financing receivables:				
a. Loans and leases held for sale.....		2,867		0
b. Loans and leases, net of unearned income		135,676		72,150
c. LESS: Allowance for loan and lease losses.....		1,514		683
d. Loans and leases, net of unearned income and allowance for loan and lease losses		134,162		71,467
5. Assets held in trading accounts		0		0
6. Premises and fixed assets		6,215		2,177
7. Other real estate owned		0		174
8. Investments in unconsolidated subsidiaries and associated companies.....		0		0
9. Customers' liability to this bank on acceptances outstanding		0		0
10. Intangible assets.....		689		0
11. Other assets.....		2,345		1,067
12. TOTAL ASSETS.....	\$	161,166	\$	90,943
LIABILITIES				
13. Deposits:				
a. In domestic offices.....	\$	140,889	\$	82,363
(1) Noninterest-bearing.....		10,900		11,425
(2) Interest-bearing		129,989		70,938
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....		0		0
(1) Noninterest-bearing.....		0		0
(2) Interest-bearing		0		0
14. Federal funds purchased and securities sold under agreements to repurchase.....		0		0
15. Trading Liabilities		0		0
16. Other borrowed money (includes mortgages and capitalized leases)		4,835		0
a. With remaining maturity of one year or less		835		0
b. With remaining maturity of one to three years.....		0		0
c. With remaining maturity of more than three years.....		4,000		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits.....		0		0
20. Other liabilities		457		442
21. TOTAL LIABILITIES		146,181		82,805
EQUITY CAPITAL				
22. Perpetual preferred stock.....		0		0
23. Common Stock		7,047		600
24. Surplus		8,616		2,484
25. a. Undivided profits and capital reserves		(646)		5,009
b. Accumulated other comprehensive income.....		(32)		45
26. Other equity capital components		0		0
27. TOTAL EQUITY CAPITAL		14,985		8,138
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	161,166	\$	90,943

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-384 *PEOPLES COMMUNITY BANK MONTROSS 5 OFFICES	B-443 *THE FARMERS & MERCHANTS BANK OF CRAIG COUNTY NEW CASTLE 2 OFFICES	B-762 *BANK OF OF THE COMMONWEALTH NORFOLK 9 OFFICES	B-947 *HERITAGE BANK & TRUST NORFOLK 5 OFFICES	B-1142 *SHORE BANK ONLEY 7 OFFICES	
\$ 6,200	\$ 1,521	\$ 8,589	\$ 6,759	\$ 11,012	1
2,142	1,521	8,393	4,759	8,187	
4,058	0	196	2,000	2,825	
1,880	7,786	6,945	15,369	33,279	2
1,342	7,786	574	991	0	
538	0	6,371	14,378	33,279	
913	6,524	420	1,118	73	3
0	0	31,107	1,516	0	
88,208	27,196	315,252	125,021	178,399	
972	336	2,839	1,264	2,404	
87,236	26,860	312,413	123,757	175,995	4
0	0	0	0	0	5
2,876	400	5,257	2,559	7,831	6
0	0	0	433	0	7
223	0	0	0	0	8
0	0	0	0	0	9
0	0	278	0	526	10
1,424	502	8,428	2,374	6,965	11
\$ 100,752	\$ 43,593	\$ 373,437	\$ 153,885	\$ 235,681	12
\$ 90,755	\$ 37,644	\$ 278,873	\$ 133,751	\$ 194,893	13
11,852	4,568	39,386	26,699	26,651	
78,903	33,076	239,487	107,052	168,242	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	3,771	0	14
0	0	0	0	0	15
0	0	49,581	33	21,967	16
0	0	44,153	33	16,350	
0	0	23	0	5,000	
0	0	5,405	0	617	
0	0	0	0	0	18
0	0	0	0	0	19
499	83	4,636	1,545	830	20
91,254	37,727	333,090	139,100	217,690	21
0	0	0	0	0	22
663	1,050	1,375	1,000	2,000	23
301	230	24,324	1,163	2,159	24
8,524	4,586	14,595	12,648	13,587	25a
10	0	53	(26)	245	25b
0	0	0	0	0	26
9,498	5,866	40,347	14,785	17,991	27
\$ 100,752	\$ 43,593	\$ 373,437	\$ 153,885	\$ 235,681	28

REPORT OF CONDITION

	B-900	B-164
	*FARMERS AND	LEE BANK &
	MINERS	TRUST COMPANY
	BANK	
	PENNINGTON GAP	PENNINGTON GAP
	6 OFFICES	4 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 22,589	\$ 4,455
a. Non interest-bearing balances and currency and coin	4,896	3,810
b. Interest-bearing balances	17,693	645
2. Securities	13,797	16,514
a. Held to Maturity	6,421	0
b. Available for sale	7,376	16,514
3. Federal Funds sold and securities purchased under agreements to resell	1,756	3,518
4. Loans and lease financing receivables:		
a. Loans and leases held for sale.....	0	0
b. Loans and leases, net of unearned income	66,283	112,933
c. LESS: Allowance for loan and lease losses.....	811	1,263
d. Loans and leases, net of unearned income and allowance for loan and lease losses	65,472	111,670
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	2,512	2,638
7. Other real estate owned	80	166
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.....	921	1,976
12. TOTAL ASSETS.....	\$ 107,127	\$ 140,937
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 95,418	\$ 121,435
(1) Noninterest-bearing.....	19,059	14,276
(2) Interest-bearing	76,359	107,159
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing	0	0
14. Federal funds purchased and securities sold under agreements to repurchase.....	0	0
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	0	0
a. With remaining maturity of one year or less	0	0
b. With remaining maturity of one to three years.....	0	0
c. With remaining maturity of more than three years.....	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	509	1,365
21. TOTAL LIABILITIES	95,927	122,800
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	500	200
24. Surplus	500	500
25. a. Undivided profits and capital reserves	10,210	17,232
b. Accumulated other comprehensive income.....	(10)	205
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	11,200	18,137
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 107,127	\$ 140,937

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-368 *THE BANK OF CHARLOTTE COUNTY	B-1160 TOWNE BANK	B-995 *CENTRAL VIRGINIA BANK	B-1154 *FIRST SENTINEL BANK	B-882 BRANCH BANKING AND TRUST COMPANY OF VIRGINIA RICHMOND	
PHENIX	PORTSMOUTH	POWHATAN	RICHLANDS		
4 OFFICES	16 OFFICES	9 OFFICES	3 OFFICES	413 OFFICES	
\$ 3,598	\$ 35,794	\$ 9,386	\$ 2,901	\$ 487,285	1
2,942	34,887	9,269	1,968	486,786	
656	907	117	933	499	
18,186	164,432	168,169	19,388	5,906,956	2
0	11,398	8,820	200	0	
18,186	153,034	159,349	19,188	5,906,956	
3,540	1,216	0	925	743,202	3
0	19,184	1,264	0	0	
81,416	1,111,001	179,932	63,179	11,881,796	
1,200	14,999	2,698	734	109,248	
80,216	1,096,002	177,234	62,445	11,772,548	4
0	0	0	0	0	5
924	54,554	5,568	3,033	274,140	6
83	400	0	1	14,276	7
255	157	431	0	0	8
0	0	0	0	1,031	9
0	50,327	170	0	1,919,453	10
1,676	26,517	15,720	1,459	303,137	11
\$ 108,478	\$ 1,448,583	\$ 377,942	\$ 90,152	\$ 21,422,028	12
\$ 95,459	\$ 1,127,185	\$ 310,178	\$ 80,760	\$ 17,330,213	13
13,570	326,127	41,259	10,985	3,873,395	
81,889	801,058	268,919	69,775	13,456,818	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	10,021	997	0	518,133	14
0	0	0	0	0	15
0	67,932	30,500	800	57,773	16
0	26,003	4,500	0	45,983	
0	4,700	1,000	800	2,613	
0	37,229	25,000	0	9,177	
0	0	0	0	1,031	18
0	43,760	0	0	0	19
418	11,164	1,451	386	183,014	20
95,877	1,260,062	343,126	81,946	18,090,164	21
0	0	0	0	0	22
150	36,311	1,000	884	6,886	23
529	131,689	10,013	220	3,217,935	24
11,656	21,427	23,333	7,008	161,874	25a
266	(906)	470	94	(54,831)	25b
0	0	0	0	0	26
12,601	188,521	34,816	8,206	3,331,864	27
\$ 108,478	\$ 1,448,583	\$ 377,942	\$ 90,152	\$ 21,422,028	28

REPORT OF CONDITION

	B-186	B-1198
	*CONSOLIDATED	*PEOPLES BANK
	BANK AND	OF VIRGINIA
	TRUST COMPANY	
	RICHMOND	RICHMOND
	4 OFFICES	4 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 5,342	\$ 4,764
a. Non interest-bearing balances and currency and coin	5,140	4,764
b. Interest-bearing balances	202	0
2. Securities	18,105	64,945
a. Held to Maturity	0	0
b. Available for sale	18,105	64,945
3. Federal Funds sold and securities purchased under agreements to resell	3,232	1,740
4. Loans and lease financing receivables:		
a. Loans and leases held for sale.....	0	0
b. Loans and leases, net of unearned income	42,104	106,731
c. LESS: Allowance for loan and lease losses.....	1,348	1,077
d. Loans and leases, net of unearned income and allowance for loan and lease losses	40,756	105,654
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	1,857	3,708
7. Other real estate owned	122	0
8. Investments in unconsolidated subsidiaries and associated companies.....	0	1
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	0	0
11. Other assets.....	1,145	2,019
12. TOTAL ASSETS.....	\$ 70,559	\$ 182,831
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 66,503	\$ 155,546
(1) Noninterest-bearing.....	27,736	27,187
(2) Interest-bearing	38,767	128,359
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's.....	0	1,591
(1) Noninterest-bearing.....	0	1,591
(2) Interest-bearing	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	0	0
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	444	0
a. With remaining maturity of one year or less	42	0
b. With remaining maturity of one to three years.....	0	0
c. With remaining maturity of more than three years.....	402	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	256	1,499
21. TOTAL LIABILITIES	67,203	158,636
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	2,605	6,676
24. Surplus	3,258	16,297
25. a. Undivided profits and capital reserves	(2,363)	1,209
b. Accumulated other comprehensive income.....	(144)	13
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	3,356	24,195
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 70,559	\$ 182,831

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-1171 *VALLEY BANK	B-1168 *CITIZENS COMMUNITY BANK	B-994 *PROSPERITY BANK & TRUST COMPANY	B-1044 *PIONEER BANK	B-799 *PLANTERS BANK & TRUST COMPANY OF VIRGINIA	
ROANOKE	SOUTH HILL	SPRINGFIELD	STANLEY	STAUNTON	
7 OFFICES	3 OFFICES	3 OFFICES	6 OFFICES	24 OFFICES	
\$ 7,119	\$ 4,349	\$ 3,405	\$ 20,032	\$ 22,476	1
7,119	2,764	3,405	9,552	21,344	
0	1,585	0	10,480	1,132	
67,974	23,080	30,361	10,322	171,843	2
22,154	0	5,801	16	5,849	
45,820	23,080	24,560	10,306	165,994	
0	3,773	13,291	950	3,500	3
0	0	0	0	3,987	
281,224	68,766	66,809	93,629	541,972	
2,989	899	710	1,346	5,992	
278,235	67,867	66,099	92,283	535,980	4
0	0	0	0	0	5
6,077	2,051	722	3,035	14,437	6
0	0	0	31	439	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	0	360	18,563	10
12,486	2,460	1,043	3,095	8,705	11
\$ 371,891	\$ 103,580	\$ 114,921	\$ 130,108	\$ 779,930	12
\$ 282,236	\$ 94,962	\$ 100,998	\$ 100,944	\$ 676,993	13
47,108	9,578	44,008	26,340	123,054	
235,128	85,384	56,990	74,604	553,939	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
8,004	0	3,657	0	21,155	14
0	0	0	0	0	15
52,000	0	0	18,300	0	16
15,000	0	0	0	0	
0	0	0	0	0	
37,000	0	0	18,300	0	
0	0	0	0	0	18
0	0	0	0	0	19
1,683	57	263	480	1,966	20
343,923	95,019	104,918	119,724	700,114	21
0	0	0	0	0	22
8,040	3,975	1,913	2,107	20,000	23
8,069	4,088	2,548	422	25,554	24
11,838	547	5,533	7,895	33,297	25a
21	(49)	9	(40)	965	25b
0	0	0	0	0	26
27,968	8,561	10,003	10,384	79,816	27
\$ 371,891	\$ 103,580	\$ 114,921	\$ 130,108	\$ 779,930	28

REPORT OF CONDITION

	B-1018 *THE MARATHON BANK	B-1037 COMMUNITY BANK OF NORTHERN VIRGINIA
	STEPHENS CITY 8 OFFICES	STERLING 13 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 13,889	\$ 11,501
a. Non interest-bearing balances and currency and coin	13,841	11,003
b. Interest-bearing balances	48	498
2. Securities	16,778	180,753
a. Held to Maturity	5,744	30,861
b. Available for sale	11,034	149,892
3. Federal Funds sold and securities purchased under agreements to resell	13,565	0
4. Loans and lease financing receivables:		
a. Loans and leases held for sale.....	0	432
b. Loans and leases, net of unearned income	304,574	657,860
c. LESS: Allowance for loan and lease losses.....	3,204	6,789
d. Loans and leases, net of unearned income and allowance for loan and lease losses	301,370	651,071
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	7,938	4,226
7. Other real estate owned	151	742
8. Investments in unconsolidated subsidiaries and associated companies.....	16	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	0	409
11. Other assets.....	8,012	30,785
12. TOTAL ASSETS.....	\$ 361,719	\$ 879,919
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 308,688	\$ 649,758
(1) Noninterest-bearing.....	57,780	120,785
(2) Interest-bearing	250,908	528,973
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	10,250
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	20,179	142,135
a. With remaining maturity of one year or less	10,000	47,671
b. With remaining maturity of one to three years.....	10,000	57,928
c. With remaining maturity of more than three years.....	179	36,536
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	10,000
20. Other liabilities	2,048	7,416
21. TOTAL LIABILITIES	330,915	819,559
EQUITY CAPITAL		
22. Perpetual preferred stock.....	0	0
23. Common Stock	4,651	3,389
24. Surplus	12,171	27,943
25. a. Undivided profits and capital reserves	13,851	29,589
b. Accumulated other comprehensive income.....	131	(561)
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	30,804	60,360
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 361,719	\$ 879,919

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-1046 *FIRST BANK	B-1206 *SUFFOLKFIRST BANK	B-600 *BANK OF ESSEX	B-297 SOUTHSIDE BANK	B-224 *BANK OF TAZEWELL COUNTY	
STRASBURG	SUFFOLK	TAPPAHANNOCK	TAPPAHANNOCK	TAZEWELL	
9 OFFICES	2 OFFICES	6 OFFICES	15 OFFICES	10 OFFICES	
\$ 7,771	\$ 1,962	\$ 4,354	\$ 12,456	\$ 26,947	1
7,065	1,962	4,354	12,456	4,523	
706	0	0	0	22,424	
60,291	35,701	57,720	73,408	120,093	2
0	0	3,000	0	56,209	
60,291	35,701	54,720	73,408	63,884	
0	0	5,064	2,118	1,585	3
190	0	361	0	0	
323,074	41,522	159,559	274,060	161,309	
2,877	332	2,088	3,223	2,431	
320,197	41,190	157,471	270,837	158,878	4
0	0	0	0	0	5
12,080	925	6,448	11,539	2,521	6
270	0	0	0	895	7
0	0	389	139	0	8
0	0	0	0	0	9
95	0	776	7,335	6,340	10
6,529	1,146	4,108	9,065	3,977	11
\$ 407,423	\$ 80,924	\$ 236,691	\$ 386,897	\$ 321,236	12
\$ 321,283	\$ 65,488	\$ 207,112	\$ 326,549	\$ 285,328	13
32,146	10,278	25,744	56,873	49,594	
289,137	55,210	181,368	269,676	235,734	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
6,313	141	0	8,693	0	14
0	0	0	0	0	15
45,240	0	0	15,000	206	16
20,000	0	0	0	206	
15,000	0	0	0	0	
10,240	0	0	15,000	0	
0	0	0	0	0	18
0	0	0	3,000	0	19
1,123	517	1,364	634	715	20
373,959	66,146	208,476	353,876	286,249	21
0	0	0	0	0	22
2,447	6,605	5,839	5,250	2,077	23
9,836	9,574	8,820	12,441	1,811	24
20,945	(1,228)	12,875	15,060	30,898	25a
236	(173)	681	270	201	25b
0	0	0	0	0	26
33,464	14,778	28,215	33,021	34,987	27
\$ 407,423	\$ 80,924	\$ 236,691	\$ 386,897	\$ 321,236	28

REPORT OF CONDITION

	B-939	
	*FARMERS & MERCHANTS BANK	THE BUSINESS BANK
	TIMBERVILLE 8 OFFICES	VIENNA 4 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 17,317	\$ 7,384
a. Non interest-bearing balances and currency and coin	9,692	5,378
b. Interest-bearing balances	7,625	2,006
2. Securities	23,758	27,891
a. Held to Maturity	0	2,999
b. Available for sale	23,758	24,892
3. Federal Funds sold and securities purchased under agreements to resell	1,017	6,625
4. Loans and lease financing receivables:		
a. Loans and leases held for sale.....	47,150	187
b. Loans and leases, net of unearned income	247,595	128,911
c. LESS: Allowance for loan and lease losses.....	1,490	1,912
d. Loans and leases, net of unearned income and allowance for loan and lease losses	246,105	126,999
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	4,718	1,060
7. Other real estate owned	0	0
8. Investments in unconsolidated subsidiaries and associated companies.....	0	128
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	4,341	0
11. Other assets	14,271	2,066
12. TOTAL ASSETS.....	\$ 358,677	\$ 172,340
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 249,013	\$ 152,262
(1) Noninterest-bearing.....	41,833	44,842
(2) Interest-bearing	207,180	107,420
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	57,362	0
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	23,923	3,000
a. With remaining maturity of one year or less	8,594	1,000
b. With remaining maturity of one to three years.....	11,572	2,000
c. With remaining maturity of more than three years.....	3,757	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	2,274	1,219
21. TOTAL LIABILITIES	332,572	156,481
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	500	742
24. Surplus	10,050	16,496
25. a. Undivided profits and capital reserves	15,670	(1,326)
b. Accumulated other comprehensive income.....	(115)	(53)
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	26,105	15,859
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 358,677	\$ 172,340

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-1192 *THE FREEDOM BANK OF VIRGINIA	B-1147 *POTOMAC BANK OF VIRGINIA	B-1015 *RESOURCE BANK	B-1047 *THE FAUQUIER BANK	B-969 *NORTHERN NECK STATE BANK	
VIENNA	VIENNA	VIRGINIA BEACH	WARRENTON	WARSAW	
1 OFFICE	3 OFFICES	6 OFFICES	8 OFFICES	9 OFFICES	
\$ 2,574	\$ 3,597	\$ 17,357	\$ 9,069	\$ 5,153	1
2,474	3,224	16,924	8,956	5,137	
100	373	433	113	16	
14,691	26,718	109,073	56,938	81,582	2
0	1,639	0	0	0	
14,691	25,079	109,073	56,938	81,582	
9,700	28,257	0	109	73	3
0	428	107,470	0	0	
29,047	142,808	732,779	341,854	205,970	
442	1,604	7,771	4,060	2,064	
28,605	141,204	725,008	337,794	203,906	4
0	0	0	0	0	5
277	1,155	15,657	8,014	3,372	6
0	0	1,623	0	0	7
0	0	0	0	168	8
0	0	0	0	0	9
0	0	147,615	0	3,311	10
577	3,855	37,037	17,096	8,574	11
\$ 56,424	\$ 205,214	\$ 1,160,840	\$ 429,020	\$ 306,139	12
\$ 49,269	\$ 169,769	\$ 583,692	\$ 375,496	\$ 251,346	13
13,629	60,265	38,323	80,063	24,858	
35,640	109,504	545,369	295,433	226,488	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	12,191	229,000	0	9,497	14
0	0	0	0	0	15
0	0	104,458	15,000	15,000	16
0	0	20,000	0	0	
0	0	40,474	10,000	5,000	
0	0	43,984	5,000	10,000	
0	0	0	0	0	18
0	0	0	0	0	19
103	832	18,048	3,612	1,538	20
49,372	182,792	935,198	394,108	277,381	21
0	0	0	0	0	22
4,507	11,630	3,869	2,000	849	23
4,507	8,825	211,151	400	2,143	24
(1,905)	2,086	8,480	32,560	23,468	25a
(57)	(119)	2,142	(48)	2,298	25b
0	0	0	0	0	26
7,052	22,422	225,642	34,912	28,758	27
\$ 56,424	\$ 205,214	\$ 1,160,840	\$ 429,020	\$ 306,139	28

REPORT OF CONDITION

	B-1042	B-1156
	CITIZENS AND	*THE BANK OF
	FARMERS BANK	WILLIAMSBURG
	WEST POINT	WILLIAMSBURG
	14 OFFICES	2 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 44,734	\$ 1,736
a. Non interest-bearing balances and currency and coin	13,866	1,710
b. Interest-bearing balances	30,868	26
2. Securities	67,460	2,679
a. Held to Maturity	0	0
b. Available for sale	67,460	2,679
3. Federal Funds sold and securities purchased under agreements to resell	0	0
4. Loans and lease financing receivables:		
a. Loans and leases held for sale.....	46,032	0
b. Loans and leases, net of unearned income	406,136	72,688
c. LESS: Allowance for loan and lease losses.....	11,114	776
d. Loans and leases, net of unearned income and allowance for loan and lease losses	395,022	71,912
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	17,282	1,697
7. Other real estate owned	0	0
8. Investments in unconsolidated subsidiaries and associated companies.....	0	803
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets.....	10,283	0
11. Other assets.....	19,390	2,040
12. TOTAL ASSETS.....	\$ 600,203	\$ 80,867
LIABILITIES		
13. Deposits:		
a. In domestic offices.....	\$ 448,498	\$ 58,010
(1) Noninterest-bearing.....	80,070	11,036
(2) Interest-bearing	368,428	46,974
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	8,415	4,980
15. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	69,870	200
a. With remaining maturity of one year or less	0	100
b. With remaining maturity of one to three years.....	54,870	100
c. With remaining maturity of more than three years.....	15,000	10,000
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits.....	0	0
20. Other liabilities	9,893	238
21. TOTAL LIABILITIES	536,676	73,428
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	2,783	2,000
24. Surplus	7,999	4,000
25. a. Undivided profits and capital reserves	51,049	1,368
b. Accumulated other comprehensive income.....	1,696	71
26. Other equity capital components	0	0
27. TOTAL EQUITY CAPITAL	63,527	7,439
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 600,203	\$ 80,867

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 2004 (IN THOUSANDS OF DOLLARS)

B-481 *FARMERS BANK WINDSOR, VIRGINIA					
WINDSOR					
4 OFFICES					
\$ 4,647					1
4,634					
13					
64,134					2
0					
64,134					
4,479					3
0					
146,474					
1,617					
144,857					4
0					5
4,783					6
780					7
0					8
0					9
0					10
2,451					11
\$ 226,131					12
\$ 203,002					13
32,492					
170,510					
0					
0					
0					
312					14
0					15
0					16
0					
0					
0					18
0					19
837					20
204,151					21
0					22
375					23
2,312					24
18,966					25a
327					25b
0					26
21,980					27
\$ 226,131					28

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

Albemarle First Bank
1265 Seminole Trail
P. O. Box 7704
Charlottesville 22906-7704 (Albemarle County)
C.E.O.- Thomas M. Boyd, Jr., President
Cashier- Kenneth J. Potter,
Chief Financial Officer

Brs: City of Charlottesville -
100 5th Street, SE
Greene County -
8260 Seminole Trail, Ruckersville

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

Brs: City of Manassas Park -
9150 Manassas Drive
Arlington County -
4501 North Fairfax Drive
Fairfax County -
11730 Plaza America Drive, Reston
8221 Old Courthouse Road, Vienna

Bank of Botetourt
19747 Main Street
P.O. Box 339
Buchanan 24066-0339 (Botetourt County)
C.E.O.- H. Watts Steger, III, Chairman of the Board

Brs: Botetourt County -
U.S. Route 220, Daleville
Railroad Street, Eagle Rock
60 Lee Highway North, Troutville
Roanoke County -
3130 Peters Creek Road NW
Lot 1, Perimeter East Commerce
Center, US Route 460 and Trail Drive

Rockbridge County -
5905 N. Lee Highway, Fairfield
65 East Midland Trail

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

Bank of Charlotte County, The
Berkley & Charlotte Streets
P.O. Box 336
Phenix 23959-0336 (Charlotte County)
C.E.O.- Bobby A. Howard, President
Cashier- John L. Pillow

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

*Bank of Clarke County
2 East Main Street
P.O. Box 391
Berryville 22611-0391 (Clarke County)
C.E.O.- John Milleson
Cashier- James W. McCarty, Jr.,
Chief Financial Officer

Brs: City of Winchester -
190 Campus Boulevard, Suite 120
202 North Loudoun Street
625 East Jubal Early Drive
Clarke County -
400 McNeil Drive, Berryville
North side of Route 723, Boyce
Frederick County -
382 Fairfax Pike, Stephens City
1460 North Frederick Pike
1508 Senseny Road
1879 Berryville Pike
3360 Valley Avenue

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

Bank of Essex
323 Prince Street
P.O. Box 965
Tappahannock 22560-0965 (Essex County)
C.E.O.- George M. Longest, Jr., President
Cashier- Bruce E. Thomas

Brs: Essex County -
1398 Tappahannock Boulevard,
Tappahannock
Hanover County -
6315 Mechanicsville Pike, Mechanicsville
Henrico County -
9951 Brook Road, Glen Allen
King William County -
U.S. Route 360, Central Garage

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

Bank of Essex (Continued)
King William County -
1681 Main Street, West Point

Bank of Fincastle, The
17 South Roanoke Street
P.O. Box 107
Fincastle 24090-0107 (Botetourt County)
C.E.O.- John F. Kilby, President
Cashier- Michael J. Jasper

Brs: Botetourt County -
614 Lee Highway, Cloverdale
1618 Roanoke Road, Daleville
SW corner of U.S. Route 220 and
State Route 674, Daleville
5192 Lee Highway S., Troutville
5825 Cloverdale Road
98 Blue Ridge Boulevard
Roanoke County -
4525 Challenger Avenue

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

Bank of Floyd
101 Jacksonville Circle
P.O. Box 215
Floyd 24091-0215 (Floyd County)
C.E.O.- Ronald Leon Moore, President

Brs: Carroll County -
185 South Main Street, Hillsville
Floyd County -
northeast corner of U.S. Highway 221
and Conners Grove, Willis
Montgomery County -
2145 Roanoke Street, Christiansburg
Roanoke County -
4094 Postal Drive
4309 Starkey Road

Bank of Hampton Roads, The
201 Volvo Parkway
P.O. Box 1000
Chesapeake 23327-1000
C.E.O.- Jack W. Gibson, President
Cashier- Donald W. Fulton, Senior Vice President

Brs: City of Chesapeake -
1400 Kempsville Road, Suite 102
1500 Mt Pleasant Road
4108 Portsmouth Boulevard
4720 Battlefield Boulevard, South

712 Liberty Street
852 N. George Washington Highway
City of Norfolk -
4037 East Little Creek Road
4500 East Princess Anne Road
500 Plume Street East, Suite 100
City of Suffolk -
117 Market Street
City of Virginia Beach -
1100 Dam Neck Road
1316 North Great Neck Road
5472 Indian River Road
Pembroke One Building, Suite 100
281 Independence Boulevard

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- Deborah M. Evans, Chief Financial Officer

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

*Bank of Marion, The
102 West Main Street
P.O. Box 1067
Marion 24354-1067 (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
101 East Main Street, Marion

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

<p>*Bank of Marion, The (Continued) Smyth County - 1600 N Main Street, Marion South Main St & Washington Avenue, Marion Northwest corner of Allison Gap Road and Main Street, Saltville Washington County - 744 Beaver Dam Avenue, Suite A, Damascus 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</p> <p>Bank of McKenney 20701 First Street P.O. Box 370 McKenney 23872-0370 (Dinwiddie County) C.E.O.- Richard M. Liles, President Cashier- James Bryant Neville, Jr., Chief Financial Officer</p> <p>Brs: City of Colonial Heights - 3115 Boulevard Chesterfield County - 20815 Chesterfield Plaza, Ettrick 6300 River Road, Matoaca Dinwiddie County - 13812 Boydton Plank Road U.S. Highway 460 and State Route 684 EFT: Dinwiddie County - 5420 Boydton Plank Rd</p> <p>Bank of Northumberland, Incorporated 6958 Northumberland Highway P.O. Box 9 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, Callao</p>	<p>Bank of Southside Virginia, The 17208 Halligan Park Road P.O. Box 40 Carson 23830-0040 (Dinwiddie County) C.E.O.- J. Peter Clements, President Cashier- M. Stephen Cates, Chief Financial Officer</p> <p>Brs: City of Colonial Heights - 764 East Eilerslie Ave City of Franklin - Southampton Shopping Center 1310 Armory Drive City of Petersburg - 2703 South Crater Road Chesterfield County - 4310 W. Hundred Road, Chester Dinwiddie County - 14003 Boydton Plank Road U.S. Route 1 and State Route 226 Greensville County - U.S. Route 58 & State Route 686 Isle of Wight County - 115 Main Street, Smithfield Prince George County - 6400 Courthouse Road Southampton County - 18207 Virginia Avenue, Boykins 23003 Main Street, Capron Sussex County - Main Street, Stony Creek U.S. Route 460 & Route 631, Wakefield Jarrett Avenue 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 P.O. Box 687 Tazewell 24651-0687 (Tazewell County) C.E.O.- Cameron L. Forrester, President Cashier- J. Robert Buchanan, Chief Operating Officer</p> <p>Brs: Smyth County - 303 South Commerce Street, Marion Tazewell County - 2070 Leatherwood Lane, Bluefield 511 Virginia Avenue, Bluefield 1905 Front Street, Richlands 612 Market Street, Tazewell</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

<p>*Bank of Tazewell County (Continued) Tazewell County - 621 East Riverside Drive, Tazewell 846 Fincastle Turnpike, Tazewell Washington County - 968 West Main Street, Abingdon Wythe County - 185 East Main Street, Wytheville EFT: Tazewell County - 108 Spruce Street, Bluefield</p> <p>Bank of Virginia 11730 Hull Street Road Post Office Box 5658 Midlothian 23112-0028 (Chesterfield County) C.E.O.- Francis Bell, III, President Cashier- Geoffrey C. Warner, Chief Financial Officer</p> <p>Brs: Chesterfield County - 6657 Lake Harbour Drive, Midlothian 10014 Robious Road</p> <p>Bank of Williamsburg, The 5125 John Tyler Highway Williamsburg 23185 (James City County) C.E.O.- Robert L. Bailey, President</p> <p>Br: City of Newport News - 603 Pilot House Drive</p> <p>*Bank of the Commonwealth 403 Boush Street P.O. Box 1177 Norfolk 23501-1177 C.E.O.- Edward J. Woodard, Jr., President Cashier- Cynthia A. Sabol, Chief Financial Officer</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 EFT: City of Norfolk - 150 Park Avenue</p>	<p>Bank of the James 615 Church Street P.O. Box 1200 Lynchburg 24505-1200 C.E.O.- Robert R. Chapman, III, President Cashier- J. Todd Scruggs, Chief Financial Officer</p> <p>Brs: City of Lynchburg - 5204 Fort Avenue 828 Main Street Amherst County - 4698 S. Amherst Highway, Madison Heights Bedford County - 17000 Forest Road, Forest</p> <p>Benchmark Community Bank 100-102 South Broad Street P.O. Box 569 Kenbridge 23944-0569 (Lunenburg County) C.E.O.- Ben L. Watson, III, President Cashier- Janice W Pernell, Senior Vice President</p> <p>Brs: Brunswick County - 220 W. Fifth Avenue, Lawrenceville Lunenburg County - 1910 Main Street, Victoria Mecklenburg County - 845 E. Second Street, Chase City 133 College Street, Clarksville 828 North Mecklenburg Avenue, South Hill Nottoway County - 400 Church Street, Blackstone 1500-1508 W. Virginia Avenue, Crewe Prince Edward County - East Third Street & South Street, Farmville Southwest Corner of Main Street and Milnwood Road, Farmville</p> <p>Blue Grass Valley Bank, The 6 Main Street P.O. Box 6 Blue Grass 24413-0006 (Highland County) C.E.O.- Anthony E. Crane, Cashier Cashier- L. Kirk Billingsley</p> <p>Brs: Highland County - South Side of East Main Street two blocks east of U.S. Route 220, Monterey</p> <p>*Branch Banking and Trust Company of Virginia 823 East Main Street Richmond 23219-3310 C.E.O.- Barry J. Fitzpatrick Cashier- Scott E. Reed, Chief Financial Officer</p> <p>Brs: City of Alexandria - 1717 King Street</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

*Branch Banking and Trust Company of Virginia
(Continued)

City of Alexandria - 233 South Van Dorn Street 300 South Washington Street 4999 Seminary Road	City of Hopewell - 106 North Second Avenue
City of Bristol - 3000 Lee Highway	City of Lexington - 537 East Nelson Street
City of Buena Vista - 1002 Magnolia Avenue	City of Lynchburg - 2015 Wards Road 2120 Langhorne Road 2477 Rivermont Avenue 3638 Old Forest Road 4925 Boonsboro Road 925 Main Street
City of Charlottesville - 120 Seminole Court Seminole Square Shopping Center 1425 Seminole Trail 2033 Ivy Road 2149 North Barracks Road 305 East Jefferson Street	City of Manassas - 10040 Dumfries Road 8650 Centreville Road 8780 Centreville Road 9201 W Church Street
City of Chesapeake - 111 Mill Creek Parkway, Suite 100 1401 Greenbrier Parkway 1809 Greenbrier Parkway 238 South Battlefield Boulevard 3113 Western Branch Boulevard 825 Volvo Parkway	City of Martinsville - 1 Ellsworth Street
City of Colonial Heights - 2609 Boulevard 810 Southpark Boulevard	City of Newport News - 11718 Jefferson Avenue 397 Denbigh Boulevard 737 J. Clyde Morris Boulevard 955 Harpersville Road
City of Covington - 1113 South Craig Avenue 116 West Riverside Street	City of Norfolk - 1020 Fisherman's Road 131 West Ocean View Avenue 2008 Cromwell Drive 2100 Colonial Avenue 2222 East Little Creek Road 245 East Little Creek Road 3935 East Princess Anne Road 500 East Main Street 555 Main Street 6145 Sewells Point Road 7420 Granby Street 901 West Little Creek Road East Ring Road and Military Circle Shopping Center Norfolk International Airport
City of Danville - 1017 West Main Street 1410 Piney Forest Road 705 Main Street	City of Petersburg - 117 West Washington Street 3340 South Crater Road 801 S. Adams Street
City of Emporia - 301 West Atlantic Street	City of Poquoson - 452 Wythe Creek Road
City of Fairfax - 10302 Willard Way 4117 Chain Bridge Road	City of Portsmouth - 3301 High Street 500 Crawford Street 5515 Portsmouth Boulevard
City of Falls Church - 191 West Broad Street	City of Radford - 1201 East Main Street 522 West Main Street
City of Franklin - 100 East Fourth Avenue 201 North College Drive	City of Richmond - 200 East Belt Boulevard 4710 Walmsley Boulevard 5711 Patterson Avenue 6980 Forest Hill Avenue 7100 Three Chopt Road
City of Fredericksburg - 1151 Carl D. Silver Parkway 400 George Street 401 Jefferson Davis Highway	
City of Galax - 1100 East Stuart Drive	
City of Hampton - 2160 Coliseum Drive	
City of Harrisonburg - 1855 East Market Street 1900 South High Street 1915 East Market Street 3150 South Main Street 611 Mt Clinton Pike	

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

*Branch Banking and Trust Company of Virginia (Continued)	146 James River Road, Scottsville
City of Richmond -	100 Riverbend Drive
9004 Huguenot Road	1652 State Farm Boulevard
City of Roanoke -	250 Pantops Mountain Road
1620 Hershberger Road, N.W.	3267 Proffit Road
1828 Electric Road	Alleghany County -
2036 Colonial Avenue, S.W.	1633 Main Street, Clifton Forge
3458 Orange Avenue, N.E.	Amelia County -
37 Church Avenue, S.W.	15301 Patrick Henry Highway
6625 Williamson Road, N.W.	Amherst County -
City of Salem -	115 Richmond Highway Route 60 East,
121 Electric Road	Amherst
231 South College Avenue	118 Amelon Square, Madison Heights
2809 West Main Street	4068 South Amherst Highway,
City of Staunton -	Madison Heights
125 North Central Avenue	Appomattox County -
City of Suffolk -	Rt. 4 Box 99X (History Junction SC),
101 East Washington Street	Appomattox
1512 Holland Road	Arlington County -
1525 North Main Street	1100 South Walter Reed Drive
3131 Bridge Road	1901 Fort Myer Drive
6617 Holland Road	2113 Crystal Plaza Arcade
City of Virginia Beach -	2200 Wilson Boulevard
1344 Great Neck Road	2221 South Eads Street
1433 Kempsville Road	2700 South Quincy Street
2141 General Booth Boulevard	2947 South Glebe Road
3112 Virginia Beach Boulevard	3001 North Washington Boulevard
3450 Pacific Avenue	4707 Lee Highway
4592 Virginia Beach Boulevard	5515 Lee Highway
5101 Cleveland Street, Suite 101	6745 Lee Highway
5289 East Princess Anne Road	920 North Taylor Street
536 Newtown Road	Augusta County -
6056 East Indian River Road	23 Scenic Highway, Suite 102, Churchville
839 Lynnhaven Parkway	125 West Craig Street, Craigsville
Farm Fresh Shopping Center	4033 Lee-Jackson Highway, Greenville
930 First Colonial Road	2857 Stuarts Draft Highway, Stuarts Draft
944 Independence Boulevard	488 Frontier Drive
969 Chimney Hill Shopping Center	Bath County -
City of Waynesboro -	1 Main Street, Hot Springs
105 Hopeman Parkway	Bedford County -
City of Williamsburg -	14785 Forest Road, Forest
1031 Richmond Road	17923 Forest Road, Forest
300 Second Street	Bland County -
City of Winchester -	629 Main Street, Bland
1000 Berryville Avenue	Botetourt County -
115 North Cameron Street	817 Main Street, Buchanan
1800 Amherst Street	Buckingham County -
2004 South Pleasant Valley Road	U.S. Routes 15 & 60, Dillwyn
2082 South Pleasant Valley Road	Campbell County -
2500 Valley Avenue	700 Main Street, Altavista
38 Rouss Avenue	440 Lusardi Drive, Brookneal
Accomack County -	35 Campbell Highway, Rustburg
13350 Lankford Highway, Mappsville	21437 Timberlake Road
44 Market Street, Onancock	7901 Timberlake Road
25386 Lankford Highway, Onley	Carroll County -
Albemarle County -	15497 Fancy Gap Highway, Cana
5764 Three Notch'd Road, Crozet	145 N Main Street, Hillsville

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

*Branch Banking and Trust Company of Virginia
(Continued)

Charles City County -
10000 Courthouse Road, Charles City

Charlotte County -
185 King Street, Keysville

Chesterfield County -
12840 Jefferson Davis Highway, Chester
11010 Hull Street Road, Midlothian
1366 Sycamore Square Drive, Midlothian
6512 Harbour View Court, Midlothian
1120 Huguenot Road
11400 Midlothian Turnpike
11500 Midlothian Turnpike
5756 Hopkins Road
7747 Midlothian Turnpike
9960 Midlothian Turnpike
9970 Ironbridge Road

Clarke County -
23 North Church Street, Berryville

Culpeper County -
703 James Madison Highway

Cumberland County -
Route 60, Anderson Highway, Cumberland

Dickenson County -
730 Chase Street, Clintwood
305 Main Street, Haysi

Dinwiddie County -
25901 Cox Road

Fairfax County -
4401 Backlick Road, Annandale
5871 Leesburg Pike, Bailey's Crossroads
6045-A Burke Centre Parkway, Burke
6411 Shiplett Boulevard, Burke
9502 Burke Road, Burke
5105 Westfields Boulevard, Centreville
6130 Redwood Square, Centreville
13045 Lee Jackson Memorial Highway,
Chantilly
13821 Lee-Jackson Highway, Chantilly
5700 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
230 Herndon Parkway, Herndon
1455 Chain Bridge Road, McLean
6220 Old Dominion Drive, McLean
8200 Greensboro 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
8432 Old Keene Mill Road, Springfield
1953 Gallows Road, Vienna

260 Cedar Lane, Vienna
415 Maple Avenue, West, Vienna
440 Maple Avenue East, Vienna
8385-A Leesburg Pike, Vienna
11230 Waples Mill Road
12220 Fairfax Towne Center
1224 West Broad Street
1640 Belle View Boulevard
2513 Fox Mill Road
3012 Annandale Road
5203 Franconia Road
6120-A Arlington Boulevard
6400 Arlington Boulevard
6402 Arlington Boulevard
6618 Richmond Highway
7393-A Lee Highway
7960 Fort Hunt Road
8416 Arlington Boulevard
8650 Richmond Highway
9521 Braddock Road

Fauquier County -
11047 Marsh Road, Bealeton
3420 Catlett Road, Catlett
8318 East Main Street, Marshall
100 John Stone Street, Remington
21 Main Street, Warrenton
Intersection of Winchester Street
and West Lee Highway, Warrenton

Fluvanna County -
4342 James Madison Highway, Fork Union
13526 James Madison Highway, Palmyra

Franklin County -
40 Main Street, Boones Mill
4505 Timberline Road, Ferrum
35 Shepherd Drive, Rocky Mount
45 Powder Creek Lane, Rocky Mount
12094 Old Franklin Turnpike, Union Hall
13400 Booker T. Washington Highway

Frederick County -
7800 Main Street, Middletown
126 Fairfax Pike, Stephens City
5511 Main Street, Stephens City
1521 Martinsburg Pike
1855 Senseny Road
300 Westminster-Canterbury Drive

Giles County -
300 Main Street, Narrows
800 Wenonah Avenue, Pearisburg
5862 Virginia Avenue, Pembroke
250 Virginia Avenue, Rich Creek

Gloucester County -
7171 George Washington Memorial Hwy.,
Gloucester
2324 George Washington Memorial Hwy.,
Hayes

Grayson County -
473 West Main Street, Fries

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

*Branch Banking and Trust Company of Virginia
(Continued)

Greene County -
7003 Seminole Trail, Ruckersville

Halifax County -
4028-4030 Halifax Road, South Boston

Hanover County -
700 England Street, Ashland
9707 Sliding Hill Road, Ashland
7021 Mechanicsville Turnpike,
Mechanicsville
8074 Mechanicsville Turnpike,
Mechanicsville
9186 Chamberlayne Road, Mechanicsville

Henrico County -
11400 Nuckols Road, Glen Allen
Short Pump Towne Center
11704 West Broad Street, Glen Allen
1 Richard E. Byrd Terminal Drive
10000 West Broad Street
11200 Patterson Avenue
1300 E Parham Road
1650 Willow Lawn Drive
1900 Lauderdale Drive
2601 River Road
3214 Skipwith Road
4799 S. Laburnum Avenue
5001 Lakeside Avenue
5600 West Broad Street

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

Isle of Wight County -
1803 South Church Street, Smithfield

James City County -
100 McLaws Circle

King and Queen County -
State Routes 33 & 670, Mattaponi

King George County -
15375 Dahlgren Road
9319 Kings Highway

Loudoun County -
43365 Junction Plaza, Ashburn
38997 East Colonial Highway, Hamilton
101 Catoctin Circle SE, Leesburg
7 West Market Street, Leesburg
7 Broadway, Lovettsville
202 West Washington Street, Middleburg
120 North Maple Avenue, Purcellville
25393 Elk Lick Road, South Riding
20522 Falcons Landing Circle, Sterling
20921 Davenport Drive, Suite 105, Sterling
22550 Davis Drive, Sterling
20789 Great Falls Plaza

Louisa County -
223 Mineral Avenue, Mineral

Lunenburg County -
204 South Broad Street, Kenbridge

Mecklenburg County -
3828 Highway 903, Bracey
111 East Danville Street, South Hill
725 East Atlantic Street, South Hill

Middlesex County -
16498 Puller Highway, Deltaville
899 Gloucester Road, Saluda
40 Cross Street, Urbanna

Montgomery County -
902 Price's Fork Road, Blacksburg
50 Peppers Ferry Road, N.W., Christiansburg
985 Cambria Street N.E., Christiansburg
6936 Roanoke Road, Shawsville

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

Northampton County -
4070 Lankford Highway, Exmore

Nottoway County -
200 South Main Street, Blackstone

Orange County -
202 South Main Street, Gordonsville
235 Madison Road, Orange

Page County -
1 East Main Street, Luray
700 East Main Street, Luray

Patrick County -
3607 Jeb Stuart Highway, Meadows of Dan
22121 Jeb Stuart Highway, Patrick Springs
100 Stonewall Court, Stuart

Pittsylvania County -
148 Tightsqueeze Plaza, Chatham
2 North Main Street, Chatham
2801 Westover Drive

Prince Edward County -
1304 South Main Street, Farmville
200 North Main Street, Farmville

Prince George County -
5100 Oaklawn Boulevard
5320 Oaklawn Boulevard

Prince William County -
7681 Linton Hall Road, Gainesville
14901 Washington Street, Haymarket
12435 Dillingham Square, Woodbridge
13920 Noblewood Plaza, Woodbridge
13927 Jefferson Davis Highway, Woodbridge
14229 Potomac Mills Road, Woodbridge
16541 River Ridge Boulevard, Woodbridge
2089 Daniel Stuart Square, Woodbridge
5844 Mapledale Plaza, Woodbridge
10420 Portsmouth Road
11670 Sudley Manor Drive
13414 Dumfries Road
7801 Sudley Road

Pulaski County -
189 Broad Street, Dublin

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

*Branch Banking and Trust Company of Virginia
(Continued)

Pulaski County -
1105 Bob White Boulevard

Rappahannock County -
644 Zachary Taylor Highway, Flint Hill

Roanoke County -
1920 East Washington Avenue, Vinton
3119 Chaparral Drive

Rockbridge County -
5874 North Lee Highway, Fairfield
836 Rockbridge Rd, Glasgow
744 N Lee Highway
College Square Center

Rockingham County -
111 North Main Street, Bridgewater
153 North Main Street, Broadway
230 Main Street, Dayton
250 South Stuart Avenue, Elkton
200 Augusta Ave, Grottoes
14104 Timber Way, Timberville
430 Highlands Place

Russell County -
U.S. Highway 58, Castlewood
402 Redbud Highway, Honaker
Russell County Shopping Center
894 East Main Street, Lebanon

Scott County -
7003 Duff Patt Road, Duffield
101 U.S. Highway 23 N, Gate City
Highway 71 and State Route 682,
Nickelsville

Shenandoah County -
5180 Main Street, Mount Jackson
9383 Congress Street, New Market
115 West King Street, Strasburg
200 North Main Street, Woodstock

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

Southampton County -
22736 Main Street, Courtland
8314 Main Street, Ivor
22334 General Thomas Highway, Newsoms

Spotsylvania County -
4630 Mine Road, Lee's Hill
3600 Plank Road

Stafford County -
117 Garrisonville Road, Stafford
375 Chatham Heights Road
760 Warrenton Road

Surry County -
270 Colonial Trail East, Surry

Sussex County -
15103 Courthouse Road, Sussex
205 Railroad Avenue, Wakefield

Tazewell County -
502 Commerce Drive, Bluefield
3102 W. Cedar Valley Drive, Cedar Bluff
Corner of Water and Center Streets,
Pocahontas
1910 Second Street, Richlands
501 Railroad Avenue, Richlands
814 West Riverside Drive, Tazewell
Market Street and Hillsboro Drive, Tazewell

Warren County -
102 East Main Street, Front Royal
1355 N. Shenandoah Avenue, Front Royal
432 South Street, Front Royal
473 South Street, Front Royal

Washington County -
498 Cummings Street, Abingdon
Intersection of Wyndale Road and
Highway 19, Abingdon
202 West Laurel Avenue, Damascus
22706 Jeb Stuart Highway, Damascus
13191 Glenbrook Avenue, Meadowview

Westmoreland County -
416 Colonial Avenue, Colonial Beach
8518 Cople Highway, Hague

Wise County -
621 Wood Avenue East, Big Stone Gap
335 Front Street, Coeburn
11231 South Main Street, Pound
1510 Wise County Plaza

Wythe County -
100 West Buck Street, Rural Retreat
1055 East Main Street, Wytheville
1105 North Fourth Street, Wytheville
170 East Main Street, Wytheville

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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

*Branch Banking and Trust Company of Virginia
(Continued)

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

133 Maple Avenue, Unit 100, Vienna

Capital One Bank
11011 West Broad Street
Glenn Allen 23060 (Henrico County)
C.E.O.- Richard D. Fairbank, Chairman of the Board
Cashier- Susan McFarland, Chief Financial Officer

Br: Canada -
North American Centre
5650/5700 Yonge Street, North York,
Ontario

*Burke & Herbert Bank & Trust Company

100 South Fairfax Street
P.O. Box 268
Alexandria 22313-0268
C.E.O.- Charles K Collum, Jr.,
Chairman of the Board
Cashier- Jeffrey L. Stryker

Cardinal Bank
8270 Greensboro Drive
McLean (Fairfax County)
C.E.O.- Bernard H. Clineburg,
Chairman of the Board

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 -
6200 Backlick Road, Springfield
2604 Sherwood Hall Lane
5519 Franconia Road
5705 Seminary Road
5731 Telegraph Road
6210 Interparcel Road
8736-38 Cooper Road
Prince William County -
14008 Smoketown Road, Woodbridge

Brs: City of Alexandria -
1737 King Street
City of Fairfax -
10641 Lee Highway
City of Fredericksburg -
501 C Jefferson Davis Highway
City of Manassas -
9626 Center Street
Arlington County -
2100 North Glebe Road
Fairfax County -
4115 Annandale Road, Annandale
5766 Union Mill Road, Clifton
199 Elden Street, Herndon
1313 Dolley Madison Boulevard, McLean
1650 Tysons Boulevard, Suite 100, McLean
8270 Greensboro Drive, Suite 500, McLean
11150 Sunset Hills Road, Reston
10695 Braddock Road
Loudoun County -
20 Catoctin Circle, S. E., Leesburg
440 East Main Street, Purcellville
46005 Regal Plaza, Suite 180, Sterling
Prince William County -
13870 Smoketown Road, Woodbridge
Stafford County -
289 Garrisonville Road

EFTS:

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

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

Central Virginia Bank
2501 Anderson Highway
P.O. Box 39
Powhatan 23139-0039 (Powhatan County)
C.E.O.- Ralph Larry Lyons, President
Cashier- Charles F. Catlett, III,
Chief Financial Officer

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

Brs: Chesterfield County -
2500 Promenade Parkway, Midlothian
4901 Millridge Parkway East, Midlothian

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

<p>Central Virginia Bank (Continued)</p> <p>Chesterfield County - Village Marketplace Shopping Center Midlothian Turnpike & Old Buckingham, Midlothian</p> <p>Cumberland County - State Routes 45 and 649, Cartersville 1368 Anderson Highway</p> <p>Henrico County - 3490 Lauderdale Drive</p> <p>Powhatan County - 2036 New Dorset Road 2490 Anderson Highway</p> <p>*Chesapeake Bank 97 North Main Street P.O. Box 1419 Kilmarnock 22482-1419 (Lancaster County) C.E.O.- Jeffrey M. Szyperski, President Cashier- John H. Hunt, II, Chief Financial Officer</p> <p>Brs: City of Williamsburg - 1229 Lafayette Street</p> <p>Gloucester County - 6793 George Washington Memorial Hwy, Gloucester Hayes Store Shopping Center U. S. Route 17, Hayes</p> <p>James City County - 4492 John Tyler Highway</p> <p>Lancaster County - 10 Lancaster Drive, Irvington King Carter Drive and Tavern Road, Irvington State Routes 3 and 201, Lively</p> <p>Mathews County - State Routes 198 and 14, Mathews</p> <p>EFTS:</p> <p>Gloucester County - U.S. Route 17 & State Route 3, Glenss</p> <p>James City County - Williamsburg Pottery Factory, Inc. Building #8, Lightfoot Williamsburg Pottery Factory, Inc. Building #3, Lightfoot Southwest corner of Ironbound Road and State Route 5</p> <p>Lancaster County - Rappahannock General Hospital Harris Road</p> <p>Mathews County - State Routes 14 and 198, Mathews State Routes 198 and 3</p> <p>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.- Joseph D. Borgerding, Vice President Cashier- Beverly A. Adams, Chief Financial Officer</p> <p>Brs: Amelia County - State Route 38 & Church Street, Amelia</p> <p>Chesterfield County - 10001 Courtview Lane</p> <p>Nottoway County - 101 N Main Street(D-I), Blackstone State Routes 40 & 46, Blackstone Agnew Street & Namozine Avenue, Burkeville 210 Carter Street, Crewe</p> <p>Prince Edward County - 1517 West Third Street, Farmville 1712 S. Main Street, Farmville</p> <p>Citizens Community Bank 800 North Mecklenburg Avenue P.O. Box 490 South Hill 23970-0490 (Mecklenburg County) C.E.O.- Thomas C. Manson, President Cashier- John S. Joachim, Treasurer</p> <p>Brs: Brunswick County - 4209 Gasburg Road, Gasburg</p> <p>Mecklenburg County - 581 Madison Street, Boydton</p> <p>*Citizens and Farmers Bank 802 Main Street P.O. Box 391 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 Newport News - 698 Town Center Drive</p> <p>City of Williamsburg - 1167 Jamestown Road</p> <p>Chesterfield County - 1400 Alverser Plaza, Midlothian</p> <p>Hanover County - 7021 Mechanicsville Turnpike, Mechanicsville</p> <p>Henrico County - 100 East Williamsburg Road, Sandston State Route 5 and Strath Road, Varina 8001 West Broad Street</p> <p>James City County - N.E. Corner of U.S. Route 60 and State Route 607, Norge 4780 Longhill Road</p> <p>King William County - 14th & Main Streets, West Point</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

<p>*Citizens and Farmers Bank (Continued) Middlesex County - S.W. Corner of the Intersection of State Route 33 & State Route 227 New Kent County - U.S. Route 60 & State Route 155, Providence Forge State Route 249, Quinton EFTS: King William County - 100 Winter Street, West Point Middlesex County - U. S. Route 17 Bypass Food Lion Store, Saluda</p> <p>Colonial Virginia Bank 6720 Sutton Road P.O. Box 2120 Gloucester 23061-2120 (Gloucester County) C.E.O.- William J. Farinholt, President Cashier- Kenneth E. Smith, Chief Financial Officer</p> <p>Br: Gloucester County - 1553 George Washington Memorial Hwy, Gloucester Point</p> <p>Community Bank of Northern Virginia 107 Free Court P.O. Box 27 Sterling 20167-0027 (Loudoun County) C.E.O.- David P. Summers, President Cashier- Dale G. Phelps, Chief Financial Officer</p> <p>Brs: City of Fairfax - 4029 Chain Bridge Road Fairfax County - 13826 Lee Highway, Centreville 13986 Metrotech Drive, Chantilly 783 Station Street, Herndon 6809 Old Dominion Drive, McLean 11932 Democracy Boulevard, Reston 5955 Kingstowne Towne Center, Springfield 302 Maple Avenue, Vienna 8150 Leesburg Pike, Vienna Loudoun County - 103 Fort Evans Road, Leesburg Purcellville Shopping Center 609 East Main Street, Purcellville Borders Plaza Center State Route 7 & Palisades Parkway, Sterling</p> <p>Community Bankers' Bank 2601 Promenade Parkway P.O. Box 268 Midlothian 23113-0268 (Chesterfield County) C.E.O.- William H. McFaddin Cashier- Stephen R. Kinnier, Chief Financial Officer</p>	<p>Community First Bank 1646 Graves Mill Road P.O. Box 4314 Lynchburg 24502-0314 C.E.O.- John L. Wynne, President Cashier- Francis F. Falls, Chief Financial Officer</p> <p>Brs: City of Lynchburg - 2301 Langhorne Road Campbell County - 20479 Timberlake Road Nelson County - 150 Front Street, Lovingston</p> <p>*Consolidated Bank and Trust Company 320 N First Street P.O. Box 26823 Richmond 23261-6823 C.E.O.- Kim D. Saunders, President Cashier- Alan A. Howard, Chief Financial Officer</p> <p>Brs: City of Hampton - 101 N Armstead Ave City of Newport News - 2015 25th Street Henrico County - 5214 Chamberlayne Avenue</p> <p>*Farmers & Merchants Bank 205 South Main Street P.O. Box 1111 Timberville 22853-1111 (Rockingham County) C.E.O.- Dean W. Withers, President Cashier- Neil Hayslett, Chief Financial Officer</p> <p>Brs: City of Harrisonburg - 207 University Boulevard, Suite 100 Rockingham County - 100 Plaza Drive, Bridgewater State Route 259, Broadway #10 Elkton Plaza Shopping Center, Elkton 127 West Rockingham Street, Elkton Shenandoah County - 120 South Main Street, Edinburg 161 South Main Street, Woodstock</p> <p>Farmers & Merchants Bank of Craig County, The 306 Main Street P.O. Box 400 New Castle 24127-0400 (Craig County) C.E.O.- Julian W. Bostic, Jr., Executive Vice President Cashier- Phil W. Shelton</p> <p>Br: Craig County - N.W. Corner of Walnut & Court Street, New Castle</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

<p>Farmers Bank of Appomattox, The 18 Main Street P.O. Box 216 Appomattox 24522-0216 (Appomattox County) C.E.O.- Floyd E. Williams, President Cashier- Anthony Pinelli, Jr., Executive Vice President</p> <p>Brs: Appomattox County - Triangle Plaza Shopping Center Route 460, Appomattox</p> <p>Buckingham County - Southeast corner of State Rt.20 and U.S. Route 15, Dillwyn</p> <p>Campbell County - Highway 24, Concord</p> <p>Farmers Bank, Windsor, Virginia 50 E Windsor Boulevard P.O. Box 285 Windsor 23487-0285 (Isle of Wight County) C.E.O.- Richard J. Holland, Jr., President Cashier- Kathy C. Bryant</p> <p>Brs: City of Suffolk - 1008 West Washington Street 3100 Godwin Boulevard Isle of Wight County - 1119 South Church Street, Smithfield</p> <p>Farmers and Miners Bank 403 W Morgan Avenue Pennington Gap 24277-2319 (Lee County) C.E.O.- Terry M. Estep, President Cashier- Beverly Graham</p> <p>Brs: Dickenson County - North side of State Route 83, 500 yards West of Brush Creek Road, Clintwood</p> <p>Lee County - U.S. Route 58 & State Route 694, Cumberland Gap State Route 673 & U.S. Route 58, Rose Hill</p> <p>Scott County - U.S. Route 23 and State Route 421, Weber City</p> <p>Wise County - 331 East Main Street, Wise</p> <p>EFT: Lee County - Lee Plaza, U. S. Highway 58, Jonesville</p>	<p>*Fauquier Bank, The 10 Courthouse Square P.O. Box 561 Warrenton 20188-0561 (Fauquier County) C.E.O.- Randy K. Ferrell, President Cashier- Eric P. Graap, Chief Financial Officer</p> <p>Brs: City of Manassas - 9071 Center Street Fauquier County - 6207 Station Drive, Bealeton 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 Southeast Corner of the Intersection of U.S. Route 29 and State Route 600 Prince William County - 8091 Sudley Road</p> <p>EFT: Fauquier County - 6417 Lee Highway, Warrenton</p> <p>*First Bank 112 West King Street Strasburg 22657-2220 (Shenandoah County) C.E.O.- Harry S. Smith, President Cashier- M. Shane Bell, Chief Financial Officer</p> <p>Brs: City of Winchester - 2210 Valley Avenue 661 North Loudoun Street Frederick County - 3143 Valley Pike Shenandoah County - 5304 Main Street, Mt. Jackson 496 North Main Street, Woodstock 860 South Main Street, Woodstock</p> <p>Warren County - 1717 Shenandoah Avenue, Front Royal 508 North Commerce Avenue, Front Royal</p> <p>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</p> <p>*First Bank and Trust Company, The 236 West Main Street Lebanon 24266 (Russell County) C.E.O.- William H. Hayter, President Cashier- W. Mark Nelson, Chief Financial Officer</p> <p>Brs: City of Bristol - 1419 West State Street</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

<p>*First Bank and Trust Company, The (Continued)</p> <p>City of Bristol - 38 East Valley Drive</p> <p>City of Harrisonburg - 396 South High Street</p> <p>City of Norton - 1026 Park Avenue</p> <p>City of Staunton - 1030 Richmond Road</p> <p>Augusta County - 1563 Commerce Road, Verona</p> <p>Russell County - 970 East Main Street, Lebanon</p> <p>Washington County - 933 E Main Street, Abingdon Intersection of US Routes 19 and 11</p> <p>Wise County - 303 West Main Street</p> <p>OUT OF STATE</p> <p>Tennessee - 1314 Volunteer Parkway, Bristol 2100 Forest Drive, Gray 1185 North State of Franklin Road, Johnson City 1108 East Stone Drive, Kingsport</p> <p>EFT:</p> <p>Washington County - 18528 Lee Highway, Abingdon</p> <p>First Capital Bank 4101 Dominion Boulevard Glen Allen 23060-3377 (Henrico County) C.E.O.- Robert G. Watts Jr., President Cashier- William Ranson</p> <p>Brs: City of Richmond - 1776 Staples Mill Road</p> <p>Chesterfield County - 1580 Koger Center Boulevard</p> <p>Hanover County - 113 Junction Drive, Ashland</p> <p>First Sentinel Bank 315 Railroad Ave P. O. Box 1050 Richlands 24641-1050 (Tazewell County) C.E.O.- W. David Peters, President</p> <p>Brs: Tazewell County - East Riverside Drive and Valley View U.S. Routes 19 and 460, one mile east of Claypool Hill</p>	<p>*First State Bank 445 Mount Cross Road P.O. Box 6400 Danville 24541-6400 C.E.O.- Kelvin G. Perry, President Cashier- Sheila Williamson-Branch, Assistant Vice President</p> <p>Brs: City of Danville - 1296 Piney Forest Road 201 N Union Street</p> <p>First and Citizens Bank P.O. Box 529 Monterey 24465-0529 (Highland County) C.E.O.- Vernon D. Wooddell, President Cashier- Tracey S. McCray, Chief Financial Officer</p> <p>Br: Bath County - East side of U. S. Route 220, Mitchelltown</p> <p>Freedom Bank of Virginia, The 502 Maple Avenue West P.O. Box 2229 Vienna 22183-2229 (Fairfax County) C.E.O.- John T. Rohrback, President Cashier- Karin Johns, Senior Vice President</p> <p>Hanover Bank 8071 Mechanicsville Turnpike P.O. Box 397 Mechanicsville 23111-0397 (Hanover County) C.E.O.- William E. Martin Jr., President Cashier- Michael S. Harris, Controller</p> <p>Brs: Hanover County - 10374 Leadbetter Road, Ashland 201 N. Washington Highway, Ashland 4241 Mechanicsville Turnpike, Mechanicsville</p> <p>*Heritage Bank & Trust 841 North Military Highway P.O. Box 3749 Norfolk 23514-3749 C.E.O.- Peter M. Meredith, Jr., Chairman of the Board Cashier- Catherine Jackson, Chief Operating Officer</p> <p>Brs: City of Chesapeake - 1450 South Military Highway City of Norfolk - 200 East Plume Street 4807 Colley Avenue 735 E. Ocean View Avenue</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

<p>Highlands Community Bank 307 Thacker Avenue P.O. Box 1059 Covington 24426-5059 C.E.O.- H. C. Rhodes, Jr., President Cashier- Sarah C. Gilbert</p> <p>Brs: Alleghany County - 1501 Main Street, Clifton Forge</p> <p>Highlands Union Bank 340 West Main Street P.O. Box 1128 Abingdon 24212-1128 (Washington County) C.E.O.- Samuel L. Neese 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 - 100 West Main Street, Banner Elk 1013 Highway 105, Boone</p> <p>Tennessee - The N.W. Corner of State Highway 394 and Blountville Boulevard, Bristol 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- John J. Brough, Chief Financial Officer</p> <p>Brs: City of Fairfax - 10509 Judicial Drive Fairfax County - 7023 Little River Tnpk., Suite 101, Annandale 3914 Centreville Road, Chantilly Loudoun County - 10 West Market Street, Leesburg 606 South King Street, Leesburg Prince William County - 7900 Sudley Road</p>	<p>Lee Bank & Trust Company 600 West Morgan Avenue P.O. Box 100 Pennington Gap 24277-0100 (Lee County) C.E.O.- Lewis S. Oatts, President</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>MainStreet Bank 727 Elden Street Herndon 20170 (Fairfax County) C.E.O.- Jeffrey W. Dick, President Cashier- Thomas J. Chmelik, Chief Financial Officer</p> <p>Marathon Bank, The 4095 Valley Pike P.O. Box 998 Stephens City 22655-0998 (Frederick County) C.E.O.- Donald L. Unger, President Cashier- Frederick A. Board</p> <p>Brs: City of Winchester - 1041 Berryville Avenue 139 N. Cameron Street Frederick County - 1447 North Frederick Pike 199 Front Royal Pike Shenandoah County - 1014 South Main Street, Woodstock Warren County - 1729 N. Shenandoah Avenue, Front Royal Post Office Plaza 300 Warren Ave, Front Royal</p> <p>EFTS: Frederick County - 2135 Reliance Road, Middletown 1511 Martinsburg Pike Warren County - 851 John Marshall Highway, Front Royal</p> <p>*Middleburg Bank 111 West Washington St P.O. Box 5 Middleburg 20118-0005 (Loudoun County) C.E.O.- Joseph L. Boling, President Cashier- Alice P. Frazier, Chief Financial Officer</p> <p>Brs: Fairfax County - 1779 Fountain Drive, Reston Loudoun County - 20955 Professional Plaza, Ashburn 211 Fort Evans Road, N.E., Leesburg 4 South King Street, Leesburg</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

<p>*Middleburg Bank (Continued) Loudoun County - Harrison Street and Catoctin Circle, Leesburg 431 East Main Street, Purcellville</p> <p>Miners Exchange Bank 483 Front Street P.O. Box 1197 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 P.O. Box 1010 Grundy 24614-1010 (Buchanan County) C.E.O.- S. Gregory Compton Cashier- Barry C. Elswick, Chief Financial Officer</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 23320-2817 C.E.O.- William F. Rountree, Jr., President Cashier- Brad E. Schwartz, Chief Financial Officer</p> <p>Brs: City of Chesapeake - 601 Battlefield Boulevard South City of Norfolk - 318 West 21st Street City of Virginia Beach - 100 Lynnhaven Parkway 3701 Pacific Avenue</p>	<p>New Peoples Bank, Inc. 2 Gent Drive P.O. Box 1810 Honaker 24260-1810 (Russell County) C.E.O.- Kenneth D. Hart, President Cashier- C. Todd Ashbury, Sr., Senior Vice President</p> <p>Brs: City of Bristol - 2975 Lee Highway 75 Commonwealth Avenue Buchanan County - the N.E. Corner of State Routes 80 & 600, Davenport West side of U. S. Route 460 at the southern town limit, Grundy Dickenson County - Colley Shopping Center, Highway 83, Clintwood 402 Main Street, Haysi Russell County - 102 Miners Drive, Castlewood 685 East Main Street, Lebanon Scott County - Main Street, Dungannon 326 East Jackson Street, Gate City 131 U. S. Route 23 South, Weber City Tazewell County - U.S. Routes 19 and 460, Pounding Mill 2302 Second Street, Richlands 157 Tazewell Mall Circle, Tazewell Washington County - 350 West Main Street, Abingdon Wise County - 419 Shawnee Avenue East, Big Stone Gap</p> <p>OUT OF STATE</p> <p>Tennessee - 2600 North John B. Dennis Highway, Kingsport West Virginia - 1221 Stafford Drive, Princeton</p> <p>Northern Neck State Bank 5839 Richmond Road P.O. Box 68 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 Lancaster County - 284 North Main Street, Kilmarnock</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

Northern Neck State Bank (Continued)

Lancaster County -
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

Page Valley Bank, The
17 West Main Street
P.O. Box 609
Luray 22835-0609 (Page County)
C.E.O.- Monte L. Layman, President
Cashier- Diana B. Embrey

Brs: Page County -
612 East Main Street, Luray
600 S. 3rd Street, Shenandoah
Rockingham County -
9972 Spotswood Trail, McGaheysville

Peoples Bank of Virginia
2702 North Parham Road
P.O. Box 71960
Richmond 23255-1960 (Henrico County)
C.E.O.- James H. Atkinson, Jr.
Cashier- Vera H. Primm, Chief Financial Officer

Brs: Chesterfield County -
14441 Sommerville Court, Midlothian
5734 Hopkins Road
6951 Commons Plaza

Peoples Bank, The
Highway 58
P.O. Box 99
Ewing 24248-0099 (Lee County)
C.E.O.- Micki Tye Yeary
Cashier- Joetta Hensley

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

Peoples Community Bank
15960 Kings Highway
P.O. Box 306
Montross 22520-0306 (Westmoreland County)
C.E.O.- William L. Johns, President
Cashier- Debra O. Norris

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
Westmoreland County -
2875 Kings Highway, Oak Grove

Pioneer Bank
252 E. Main Street
P.O. Box 10
Stanley 22851-0010 (Page County)
C.E.O.- Thomas R. Rosazza, President
Cashier- Lori G. Hassett, Chief Financial Officer

Brs: City of Harrisonburg -
890 West Market Street
932 West Market Street
Greene County -
8315 Spotswood Trail, Stanardsville
Page County -
800 East Main Street, Luray
511 South Third Street, Shenandoah

*Planters Bank & Trust Company of Virginia
24 South Augusta Street
P.O. Box 1309
Staunton 24402-1309
C.E.O.- William D. Stegall
Cashier- Donna H. Snyder

Brs: City of Buena Vista -
2101 Forest Avenue
City of Covington -
450 West Main Street
City of Harrisonburg -
375 North Mason Street
City of Staunton -
2201 N Augusta Street
2307 W Beverly Street
City of Waynesboro -
100 Lucy Lane
251 N Poplar Avenue
Alleghany County -
110 Mall Road
Augusta County -
12 Parkway Lane, Fishersville
U.S. Route 250 & State Route 640,
Fishersville
U.S. Route 340 & State Route 608,
Stuarts Draft
U.S. Route 11, Verona
Greenville Avenue
Route 250 East

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

*Planters Bank & Trust Company of Virginia
(Continued)

Bedford County -
2201 Graves Mill Road, Suites C & D, Forest

Franklin County -
369 Franklin Street, Rocky Mount
20 Jubal Early Highway, Wirtz

Prince Edward County -
1508 South Main Street, Farmville

Rockbridge County -
9 Lloyd Tolley Road, Natural Bridge Station
1197 North Lee Highway

Rockingham County -
106 Sixth Street, Grottoes

Tazewell County -
1155 Claypool Hill Mall Road, Cedar Bluff
201 West Main Street, Tazewell

EFTS:
City of Staunton -
600 North Coalter Street

Rockingham County -
305 Augusta Avenue, Grottoes

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

Brs: City of Fairfax -
9910 Main Street

Fairfax County -
8501 Arlington Boulevard

Prosperity Bank & Trust Company
5803 Rolling Road
P.O. Box 2789
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
P.O. Box 61009
Virginia Beach 23466-1009
C.E.O.- Theodore A. Grell Jr., President
Cashier- James M. Miller, Executive Vice President

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

City of Newport News -
735 Thimble Shoals Boulevard,
Suite 170

City of Richmond -
8730 Stony Point Parkway, Suite 100

City of Virginia Beach -
Hilltop North Shopping Center
1616 Laskin Road

Fairfax County -
625 Elden Street, Herndon

River City Bank
6127 Mechanicsville Turnpike
P.O. Box 1771
Mechanicsville 23116-0005 (Hanover County)
C.E.O.- William D. Stegeman
Cashier- Zirkle Blakey, Chief Financial Officer

Rockingham Heritage Bank
110 University Boulevard
P.O. Box 352
Harrisonburg 22803-0352
C.E.O.- John K. Stephens, President
Cashier- Frederick W. Galway, Controller

Brs: City of Harrisonburg -
1980 S. Main Street
677 Chicago Avenue

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

Rockingham County -
309 North Main Street, Bridgewater
410 Spotswood Avenue, Elkton

*Second Bank & Trust
102 S Main Street
P.O. Box 71
Culpeper 22701-0071 (Culpeper County)
C.E.O.- Christopher J. Honenberger, President
Cashier- Scott M. Fuller, Controller

Brs: City of Harrisonburg -
1920E Medical Avenue
390 University Boulevard

Albemarle County -
1807 Seminole Trail

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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

<p>*Second Bank & Trust (Continued) Shenandoah County - 300 West Reservoir Road, Woodstock</p> <p>EFT: Culpeper County - 501 Sunset Lane, Culpeper</p> <p>Shore Bank 25253 Lankford Highway P.O. Box 920 Onley 23418-0920 (Accomack County) C.E.O.- Scott C. Harvard, President Cashier- Steven M. Belote, Chief Financial Officer</p> <p>Brs: Accomack County - 6350 Maddox Boulevard, Chincoteague 118 Dunne Avenue, Parksley Northampton County - 21220 N. Bayside Drive, Cheriton 4071 Lankford Highway, Exmore</p> <p>OUT OF STATE</p> <p>Maryland - 100 Downtown Plaza, Salisbury 1503 S. Salisbury Boulevard, Salisbury</p> <p>*Southside Bank 307 Church Lane P.O. Box 1005 Tappahannock 22560-1005 (Essex County) C.E.O.- Joe A. Shearin, President Cashier- Gary Wilkins, Controller</p> <p>Brs: Caroline County - 202 North Main Street, Bowling Green Essex County - Essex Square Shopping Center 1665 Tappahannock Boulevard, Tappahannock Gloucester County - 7132 George Washington Memorial Hwy, Gloucester 1953 George Washington Memorial Hwy., Gloucester Point King William County - Route 360, Aylett East side of U.S. Route 360 at State Route 662 Middlesex County - Routes 33 & 1101, Deltaville State Routes 3 & 33, Hartfield 291 Virginia Street, Urbanna Southampton County - 22241 Main Street, Courtland 22510 Linden Street, Courtland Surry County - 176 Colonial Trail East, Surry</p>	<p>Sussex County - 209 West Main Street, Waverly 233 South County Drive, Waverly</p> <p>SuffolkFirst Bank 100 Bosley Avenue P.O. Box 1340 Suffolk 23439-1340 C.E.O.- Darrell G. Swanigan, President Cashier- Robert E Clary, Chief Financial Officer</p> <p>Br: City of Suffolk - 1000 N. Main Street</p> <p>Towne Bank 5716 High Street Portsmouth 23703 C.E.O.- G. Robert Aston Jr., Chairman of the Board Cashier- Clyde E. McFarland, Executive Vice President</p> <p>Brs: City of Chesapeake - 1312 Greenbrier Parkway 137 Mount Pleasant Road City of Hampton - 550 Settlers Landing Road City of Newport News - 1 Old Oyster Point Road 11001 Warwick Boulevard 1103 William Styron Square South 13769 Warwick Boulevard 762 J. Clyde Morris Boulevard City of Portsmouth - 6201 Portsmouth Boulevard City of Virginia Beach - 2101 Parks Avenue, Suite 100 297 Constitution Drive 984 First Colonial Road James City County - 1312 Jamestown Road 6000 Patriots Colony Drive York County - 6515 George Washington Memorial Hwy, Yorktown</p> <p>*Union Bank and Trust Company 211 N Main Street P.O. Box 446 Bowling Green 22427-0446 (Caroline County) C.E.O.- John C. Neal, President</p> <p>Brs: City of Charlottesville - 1924 Arlington Boulevard 400 East Main Street City of Fredericksburg - 2811 Fall Hill Avenue 700 Kenmore Avenue</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

*Union Bank and Trust Company (Continued)

Albemarle County -
3290 Worth Crossing, Forest Lakes
1658 State Farm Boulevard
1700 Seminole Trail

Caroline County -
U.S. Route 1 and State Route 639, Ladysmith
U.S. Route 301, Port Royal

Chesterfield County -
11101 Hull Street Road, Midlothian
13644 Hull Street Road, Midlothian

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

Hanover County -
9665 Sliding Hill Road, Ashland
U.S. Route 1 & State Route 657, Ashland
6479 Mechanicsville Turnpike,
Mechanicsville
8300 Bell Creek Road, Mechanicsville
9534 Chamberlayne Road, Mechanicsville

Henrico County -
4690 Pouncey Tract Road, Glen Allen
1773 Parham Road

King George County -
State Route 3, King George

King William County -
Route 360 East Approx 1.5 Mi S of
State Route 30, Manquin

Nelson County -
124 Main Street, Lovingson

Spotsylvania County -
5510 Morris Road, Thornburg
10415 Courthouse Road
11625 Brock Road
4210 Plank Road
4540 Lafayette Boulevard
8520 Jefferson Davis Highway

Stafford County -
622 Cambridge Street

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

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

*United Bank
11185 Main Street
P. O. Box 600
Fairfax 22030-0600
C.E.O.- Kendal E. Carson, President
Cashier- James J. Consagra, Jr.,
Chief Financial Officer

Brs: City of Alexandria -
302 South Washington Street

City of Manassas -
9872 Liberia Avenue

Arlington County -
2300 Ninth Street, South
3801 Wilson Boulevard
5335 Lee Highway
6402 Williamsburg Blvd

Fairfax County -
3289 Woodburn Road, Annandale
4501 Daly Drive, Chantilly
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
13060 Fair Lakes Blvd
7787 Leesburg Pike
George Mason University
4400 University Drive

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. -
1001 G Street, N.W.
1275 Pennsylvania Avenue, N. W.
1667 K Street, N.W.
1875 Eye Street, N. W.
2301 M Street, N.W.
3050 Military Road, N.W.
4900 Massachusetts Avenue, N.W.

Maryland -
5272 River Road, Bethesda
7250 Wisconsin Avenue, Bethesda
7535 Old Georgetown Road, Bethesda
16268 Frederick Road, Gaithersburg
19701 Frederick Avenue, Germantown
12101 Rockville Pike, Rockville
5081 Nicholas Road, Rockville
8630 Fenton Street, Silver Spring

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

Valley Bank
36 Church Avenue, SW
P.O. Box 2740
Roanoke 24001-2740
C.E.O.- Ellis L. Gutshall, President
Cashier- A. Wayne Lewis, Chief Operating Officer

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

Valley Bank (Continued)

Brs: City of Roanoke -
1518 Hershberger Road, N.W.
2203 Crystal Spring Avenue, S.W.
3850 Keagy Road S.W.
City of Salem -
8 East Main Street
Roanoke County -
1003 Hardy Road, Vinton
4467 Starkey Road, S.W.

Southern Community Bank & Trust

1231 Alverser Drive
P.O. Box 330
Midlothian 23113-0330 (Chesterfield County)
C.E.O.- Thomas W. Winfree, President
Cashier- C. Harril Whitehurst, Jr.,
Chief Financial Officer

Brs: Chesterfield County -
4221 West Hundred Road, Chester
13531 Midlothian Turnpike, Midlothian
6736 Southshore Drive, Midlothian
13521 Waterford Place

*Virginia Bank and Trust Company

336 Main Street
P.O. Box 3447
Danville 24543-3447
C.E.O.- L. Frank King, Jr., President
Cashier- Roger Gillespie, Chief Financial Officer

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

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
4221 Walney Road, Suite 120, Chantilly
1356 Chain Bridge Road, McLean
11820 Spectrum Center, Reston
374 Maple Avenue, Vienna
7901 Richmond Highway
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
P.O. Box 888

Louisa 23093-0888 (Louisa County)
C.E.O.- A. Pierce Stone, Chairman of the Board
Cashier- Robert Clarke

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
P. O. Box 7267
Fredericksburg 22404-7267 (Spotsylvania County)
C.E.O.- Ronald E. Davis, President
Cashier- Scott Fuller

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

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

CITIES	
CITY OF ALEXANDRIA	Brs: New Peoples Bank, Inc. 2975 Lee Highway 75 Commonwealth Avenue
Br: Branch Banking and Trust Company of Virginia 1717 King Street	CITY OF BUENA VISTA
Brs: 233 South Van Dorn Street 300 South Washington Street 4999 Seminary Road	Br: Branch Banking and Trust Company of Virginia 1002 Magnolia Avenue
Burke & Herbert Bank & Trust Company 100 South Fairfax Street	Br: Planters Bank & Trust Company of Virginia 2101 Forest Avenue
Brs: 155 N Paxton Street 1705 Fern Street 1775 Jamieson Avenue 306 E Monroe Avenue 621 King Street	CITY OF CHARLOTTESVILLE
EFT: 2836 Duke Street	Br: Albemarle First Bank 100 5th Street, SE
Br: Cardinal Bank 1737 King Street	Brs: Branch Banking and Trust Company of Virginia 120 Seminole Court, Seminole Square Shopping Center 1425 Seminole Trail 2033 Ivy Road 2149 North Barracks Road 305 East Jefferson Street
Br: United Bank 302 South Washington Street	Brs: Union Bank and Trust Company 1924 Arlington Boulevard 400 East Main Street
Brs: Virginia Commerce Bank 1414 Prince Street 506 King Street 5140 Duke Street	CITY OF CHESAPEAKE
EFT: 185 Somerville Street	Bank of Hampton Roads, The 201 Volvo Parkway
CITY OF BRISTOL	Brs: 1400 Kempsville Road, Suite 102 1500 Mt Pleasant Road 4108 Portsmouth Boulevard 4720 Battlefield Boulevard, South 712 Liberty Street 852 N. George Washington Highway
Br: Bank of Marion, The 3124 Lee Highway, Suite 1	EFT: 1320 Northwest Boulevard Suite 100
Br: Branch Banking and Trust Company of Virginia 3000 Lee Highway	Br: Bank of the Commonwealth Las Gaviotas Shopping Center, 1217 Cedar Road
Brs: First Bank and Trust Company, The 1419 West State Street 38 East Valley Drive	Brs: Branch Banking and Trust Company of Virginia 111 Mill Creek Parkway, Suite 100 1401 Greenbrier Parkway 1809 Greenbrier Parkway 238 South Battlefield Boulevard 3113 Western Branch Boulevard 825 Volvo Parkway
Brs: Highlands Union Bank 821 Commonwealth Avenue 999 Old Airport Road	EFT: 681-A North Battlefield Boulevard
Br: Lee Bank & Trust Company 707 Gate City Highway	
Br: Miners and Merchants Bank and Trust Company 1897 Lee Highway	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

<p>CITY OF CHESAPEAKE (Continued)</p> <p>Br: Heritage Bank & Trust 1450 South Military Highway</p> <p>Monarch Bank 750 Volvo Parkway Br: 601 Battlefield Boulevard South</p> <p>Br: Resource Bank 501 Independence Parkway, Suite 105</p> <p>Brs: Towne Bank 1312 Greenbrier Parkway 137 Mount Pleasant Road</p> <p>CITY OF COLONIAL HEIGHTS</p> <p>Br: Bank of McKenney 3115 Boulevard</p> <p>Br: Bank of Southside Virginia, The 764 East Ellerslie Ave EFT: South Park Avenue and Roslyn Road</p> <p>Brs: Branch Banking and Trust Company of Virginia 2609 Boulevard 810 Southpark Boulevard</p> <p>CITY OF COVINGTON</p> <p>Brs: Branch Banking and Trust Company of Virginia 1113 South Craig Avenue 116 West Riverside Street</p> <p>Highlands Community Bank 307 Thacker Avenue</p> <p>Br: Planters Bank & Trust Company of Virginia 450 West Main Street</p> <p>CITY OF DANVILLE</p> <p>Brs: Branch Banking and Trust Company of Virginia 1017 West Main Street 1410 Piney Forest Road 705 Main Street</p> <p>First State Bank 445 Mount Cross Road Br: 1296 Piney Forest Road 201 N Union Street</p> <p>Virginia Bank and Trust Company 336 Main Street</p>	<p>Brs: 2600 Riverside Drive, Kings Fairground Plaza 3300 North Main Street U.S. Route 58 East and Airport Drive</p> <p>CITY OF EMPORIA</p> <p>Br: Branch Banking and Trust Company of Virginia 301 West Atlantic Street</p> <p>CITY OF FAIRFAX</p> <p>Brs: Branch Banking and Trust Company of Virginia 10302 Willard Way 4117 Chain Bridge Road</p> <p>Br: Cardinal Bank 10641 Lee Highway</p> <p>Br: Community Bank of Northern Virginia 4029 Chain Bridge Road</p> <p>Br: James Monroe Bank 10509 Judicial Drive</p> <p>Br: Potomac Bank of Virginia 9910 Main Street</p> <p>United Bank 11185 Main Street</p> <p>Br: Virginia Commerce Bank 10777 Main Street</p> <p>CITY OF FALLS CHURCH</p> <p>Br: Branch Banking and Trust Company of Virginia 191 West Broad Street</p> <p>Br: Burke & Herbert Bank & Trust Company 225 West Broad Street</p> <p>CITY OF FRANKLIN</p> <p>Br: Bank of Southside Virginia, The Southampton Shopping Center, 1310 Armory Drive</p> <p>Brs: Branch Banking and Trust Company of Virginia 100 East Fourth Avenue 201 North College Drive</p>
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ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

CITY OF FREDERICKSBURG

Brs: Branch Banking and Trust Company of
Virginia
1151 Carl D. Silver Parkway
400 George Street
401 Jefferson Davis Highway

Br: Cardinal Bank
501 C Jefferson Davis Highway

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

Br: Virginia Heartland Bank
1016 Charles Street

CITY OF GALAX

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

CITY OF HAMPTON

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

Br: Consolidated Bank and Trust Company
101 N Armstead Ave

Br: Towne Bank
550 Settlers Landing Road

CITY OF HARRISONBURG

Brs: Branch Banking and Trust Company of
Virginia
1855 East Market Street
1900 South High Street
1915 East Market Street
3150 South Main Street
611 Mt Clinton Pike

Br: Farmers & Merchants Bank
207 University Boulevard, Suite 100

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

Brs: Pioneer Bank
890 West Market Street
932 West Market Street

Br: Planters Bank & Trust Company of Virginia
375 North Mason Street

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

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

CITY OF HOPEWELL

EFT: Bank of Southside Virginia, The
5201 Oaklawn Boulevard

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

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
Brs: 5204 Fort Avenue
828 Main Street

Brs: Branch Banking and Trust Company of
Virginia
2015 Wards Road
2120 Langhorne Road
2477 Rivermont Avenue
3638 Old Forest Road
4925 Boonsboro 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

CITY OF MANASSAS

Brs: Branch Banking and Trust Company of
Virginia
10040 Dumfries Road
8650 Centreville Road
8780 Centreville Road
9201 W Church Street

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

CITY OF MANASSAS (Continued)	Bank of the Commonwealth 403 Boush Street
Br: Cardinal Bank 9626 Center Street	Brs: 4101 Granby Street Webb University Center, 5201 Hampton Boulevard
Br: Fauquier Bank, The 9071 Center Street	EFT: 150 Park Avenue
Br: United Bank 9872 Liberia Avenue	Brs: Branch Banking and Trust Company of Virginia 1020 Fisherman's Road 131 West Ocean View Avenue 2008 Cromwell Drive 2100 Colonial Avenue 2222 East Little Creek Road 245 East Little Creek Road 3935 East Princess Anne Road 500 East Main Street 555 Main Street 6145 Sewells Point Road 7420 Granby Street 901 West Little Creek Road East Ring Road and Military Circle, Shopping Center Norfolk International Airport
CITY OF MANASSAS PARK	EFT: Sentara-Norfolk General Hospital, 600 Gresham Drive
Br: Alliance Bank Corporation 9150 Manassas Drive	Heritage Bank & Trust 841 North Military Highway
CITY OF MARTINSVILLE	Brs: 200 East Plume Street 4807 Colley Avenue 735 E. Ocean View Avenue
Br: Branch Banking and Trust Company of Virginia 1 Ellsworth Street	Br: Monarch Bank 318 West 21st Street
CITY OF NEWPORT NEWS	CITY OF NORTON
Br: Bank of Williamsburg, The 603 Pilot House Drive	Br: First Bank and Trust Company, The 1026 Park Avenue
Brs: Branch Banking and Trust Company of Virginia 11718 Jefferson Avenue 397 Denbigh Boulevard 737 J. Clyde Morris Boulevard 955 Harpersville Road	Br: Miners Exchange Bank Norton Square Shopping Center, Route 58, Norton
Br: Citizens and Farmers Bank 698 Town Center Drive	CITY OF PETERSBURG
Br: Consolidated Bank and Trust Company 2015 25th Street	Br: Bank of Southside Virginia, The 2703 South Crater Road
Br: Resource Bank 735 Thimble Shoals Boulevard, Suite 170	EFT: 3140 South Crater Road
Brs: Towne Bank 1 Old Oyster Point Road 11001 Warwick Boulevard 1103 William Styron Square South 13769 Warwick Boulevard 762 J. Clyde Morris Boulevard	Brs: Branch Banking and Trust Company of Virginia 117 West Washington Street 3340 South Crater Road 801 S. Adams Street
CITY OF NORFOLK	
Brs: Bank of Hampton Roads, The 4037 East Little Creek Road 4500 East Princess Anne Road 500 Plume Street East, Suite 100	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

<p>CITY OF POQUOSON</p> <p>Br: Branch Banking and Trust Company of Virginia 452 Wythe Creek Road</p>	<p>2036 Colonial Avenue, S.W. 3458 Orange Avenue, N.E. 37 Church Avenue, S.W. 6625 Williamson Road, N.W.</p>
<p>CITY OF PORTSMOUTH</p> <p>Br: Bank of the Commonwealth 4940 West Norfolk Road</p> <p>Brs: Branch Banking and Trust Company of Virginia 3301 High Street 500 Crawford Street 5515 Portsmouth Boulevard</p> <p>EFT: Mayview Medical Center, 3636 High Street</p> <p>Towne Bank 5716 High Street</p> <p>Br: 6201 Portsmouth Boulevard</p>	<p>Valley Bank 36 Church Avenue, S.W.</p> <p>Brs: 1518 Hershberger Road, N.W. 2203 Crystal Spring Avenue, S.W. 3850 Keagy Road Southwest</p>
<p>CITY OF RADFORD</p> <p>Brs: Branch Banking and Trust Company of Virginia 1201 East Main Street 522 West Main Street</p>	<p>CITY OF SALEM</p> <p>Brs: Branch Banking and Trust Company of Virginia 121 Electric Road 231 South College Avenue 2809 West Main Street</p> <p>Br: Valley Bank 8 East Main Street</p>
<p>CITY OF RICHMOND</p> <p>Branch Banking and Trust Company of Virginia 823 East Main Street</p> <p>Brs: 200 East Belt Boulevard 4710 Walmsley Boulevard 5711 Patterson Avenue 6980 Forest Hill Avenue 7100 Three Chopt Road 9004 Huguenot Road</p> <p>Consolidated Bank and Trust Company 320 N First Street</p> <p>Br: First Capital Bank 1776 Staples Mill Road</p> <p>Br: Resource Bank 8730 Stony Point Parkway, Suite 100</p>	<p>CITY OF STAUNTON</p> <p>Br: Branch Banking and Trust Company of Virginia 125 North Central Avenue</p> <p>Br: First Bank and Trust Company, The 1030 Richmond Road</p> <p>Planters Bank & Trust Company of Virginia 24 South Augusta Street</p> <p>Brs: 2201 N Augusta Street 2307 W Beverly Street</p> <p>EFT: 600 North Coalter Street</p>
<p>CITY OF ROANOKE</p> <p>EFT: Bank of Fincastle, The 2635 Colonial Avenue</p> <p>Brs: Branch Banking and Trust Company of Virginia 1620 Hershberger Road, N.W. 1828 Electric Road</p>	<p>CITY OF SUFFOLK</p> <p>Br: Bank of Hampton Roads, The 117 Market Street</p> <p>Brs: Branch Banking and Trust Company of Virginia 101 East Washington Street 1512 Holland Road 1525 North Main Street 3131 Bridge Road 6617 Holland Road</p> <p>Brs: Farmers Bank, Windsor, Virginia 1008 West Washington Street 3100 Godwin Boulevard</p> <p>SuffolkFirst Bank 100 Bosley Avenue</p> <p>Br: 1000 N. Main Street</p>

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

CITY OF VIRGINIA BEACH

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

Brs: Branch Banking and Trust Company of
Virginia
1344 Great Neck Road
1433 Kempsville Road
2141 General Booth Boulevard
3112 Virginia Beach Boulevard
3450 Pacific Avenue
4592 Virginia Beach Boulevard
5101 Cleveland Street, Suite 101
5289 East Princess Anne Road
536 Newtown Road
6056 East Indian River Road
839 Lynnhaven Parkway,
Farm Fresh Shopping Center
930 First Colonial Road
944 Independence Boulevard
969 Chimney Hill Shopping Center

Brs: Monarch Bank
100 Lynnhaven Parkway
3701 Pacific Avenue

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

Brs: Towne Bank
2101 Parks Avenue, Suite 100
297 Constitution Drive
984 First Colonial Road

CITY OF WAYNESBORO

Br: Branch Banking and Trust Company of
Virginia
105 Hopeman Parkway

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

CITY OF WILLIAMSBURG

Brs: Branch Banking and Trust Company of
Virginia
1031 Richmond Road
300 Second Street

Br: Chesapeake Bank
1229 Lafayette Street

Br: Citizens and Farmers Bank
1167 Jamestown Road

CITY OF WINCHESTER

Brs: Bank of Clarke County
190 Campus Boulevard, Suite 120
202 North Loudoun Street
625 East Jubal Early Drive

Brs: Branch Banking and Trust Company of
Virginia
1000 Berryville Avenue
115 North Cameron Street
1800 Amherst Street
2004 South Pleasant Valley Road
2082 South Pleasant Valley Road
2500 Valley Avenue
38 Rouss Avenue

Brs: First Bank
2210 Valley Avenue
661 North Loudoun Street

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

COUNTIES

ACCOMACK COUNTY

Brs: Branch Banking and Trust Company of
Virginia
13350 Lankford Highway, Mappsville
25386 Lankford Highway, Onley
44 Market Street, Onancock

Shore Bank
25253 Lankford Highway
Onley

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

ALBEMARLE COUNTY

Albemarle First Bank
1265 Seminole Trail

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

ALBEMARLE COUNTY (Continued)	Rt. 4 Box 99X (History Junction SC), Appomattox
Brs: Branch Banking and Trust Company of Virginia 100 Riverbend Drive 146 James River Road, Scottsville 1652 State Farm Boulevard 250 Pantops Mountain Road 3267 Proffit Road 5764 Three Notch'd Road, Crozet	Farmers Bank of Appomattox, The 18 Main Street Appomattox Br: Triangle Plaza Shopping Center, Route 460, Appomattox
	ARLINGTON COUNTY
Br: Second Bank & Trust 1807 Seminole Trail	Br: Alliance Bank Corporation 4501 North Fairfax Drive
Brs: Union Bank and Trust Company 1658 State Farm Boulevard 1700 Seminole Trail 3290 Worth Crossing, Forest Lakes	Brs: Branch Banking and Trust Company of Virginia 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 North Washington Boulevard 4707 Lee Highway 5515 Lee Highway 6745 Lee Highway 920 North Taylor Street
ALLEGHANY COUNTY	EFTS: 1701 North George Mason Drive Ballston Common Mall, 4238 Wilson Boulevard
Br: Branch Banking and Trust Company of Virginia 1633 Main Street, Clifton Forge	
Br: Highlands Community Bank 1501 Main Street, Clifton Forge	
Br: Planters Bank & Trust Company of Virginia 110 Mall Road	
AMELIA COUNTY	Br: Burke & Herbert Bank & Trust Company 500 South 23rd Street
Br: Branch Banking and Trust Company of Virginia 15301 Patrick Henry Highway	Br: Cardinal Bank 2100 North Glebe Road
Br: Citizens Bank and Trust Company State Route 38 & Church Street, Amelia	James Monroe Bank 3033 Wilson Boulevard
AMHERST COUNTY	Brs: United Bank 2300 Ninth Street, South 3801 Wilson Boulevard 5335 Lee Highway 6402 Williamsburg Blvd
Br: Bank of the James 4698 S. Amherst Highway, Madison Heights	Virginia Commerce Bank 5350 Lee Highway
Brs: Branch Banking and Trust Company of Virginia 115 Richmond Highway Route 60 East, Amherst 118 Amelon Square, Madison Heights 4068 South Amherst Highway, Madison Heights	Brs: 2930 Wilson Boulevard 6500 Williamsburg Boulevard
APPOMATTOX COUNTY	AUGUSTA COUNTY
Br: Branch Banking and Trust Company of Virginia	Brs: Branch Banking and Trust Company of Virginia 125 West Craig Street, Craigsville 23 Scenic Highway, Suite 102, Churchville

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

<p>AUGUSTA COUNTY (Continued)</p> <p>Brs: Branch Banking and Trust Company of Virginia (Continued) 2857 Stuarts Draft Highway, Stuarts Draft 4033 Lee-Jackson Highway, Greenville 488 Frontier Drive</p> <p>Br: First Bank and Trust Company, The 1563 Commerce Road, Verona</p> <p>Brs: Planters Bank & Trust Company of Virginia 12 Parkway Lane, Fishersville 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</p> <p>Brs: Rockingham Heritage Bank 49 Lee Jackson Highway, Suite 101 54 Franklin Street, Suite 102, Weyers Cave Wellington Plaza, Jefferson Highway</p> <p>BATH COUNTY</p> <p>Br: Branch Banking and Trust Company of Virginia 1 Main Street, Hot Springs</p> <p>Br: First and Citizens Bank East side of U S Route 220, Mitchelltown</p> <p>BEDFORD COUNTY</p> <p>Br: Bank of the James 17000 Forest Road, Forest</p> <p>Brs: Branch Banking and Trust Company of Virginia 14785 Forest Road, Forest 17923 Forest Road, Forest</p> <p>Br: Planters Bank & Trust Company of Virginia 2201 Graves Mill Road, Suites C & D, Forest</p> <p>BLAND COUNTY</p> <p>Br: Branch Banking and Trust Company of Virginia 629 Main Street, Bland</p>	<p>BOTETOURT COUNTY</p> <p>Bank of Botetourt 19747 Main Street Buchanan</p> <p>Brs: 60 Lee Highway North, Troutville Railroad Street, Eagle Rock U.S. Route 220, Daleville</p> <p>EFT: 4070 Roanoke Road, Fincastle</p> <p>Bank of Fincastle, The 17 South Roanoke Street Fincastle</p> <p>Brs: 1618 Roanoke Road, Daleville 5192 Lee Highway S., Troutville 5825 Cloverdale Road 614 Lee Highway, Cloverdale 98 Blue Ridge Boulevard SW corner of U.S. Route 220 and, State Route 674, Daleville</p> <p>EFTS: Quickette Market, U.S. Route 220 North, Fincastle U.S. Route 11 & Interstate 81, Daleville</p> <p>Br: Branch Banking and Trust Company of Virginia 817 Main Street, Buchanan</p> <p>EFT: 604 Minute Market, Route 220 Alternate</p> <p>BRUNSWICK COUNTY</p> <p>Br: Benchmark Community Bank 220 W. Fifth Avenue, Lawrenceville</p> <p>Br: Citizens Community Bank 4209 Gasburg Road, Gasburg</p> <p>BUCHANAN COUNTY</p> <p>Miners and Merchants Bank and Trust Company Walnut Street & Main Street Grundy</p> <p>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</p> <p>Brs: New Peoples Bank, Inc. West side of U. S. Route 460 at, the southern town limit, Grundy the NE Corner of State Routes 80, & 600, Davenport</p>
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ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

BUCKINGHAM COUNTY

Br: Branch Banking and Trust Company of
Virginia
U.S. Routes 15 & 60, Dillwyn

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

CAMPBELL COUNTY

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

Brs: Branch Banking and Trust Company of
Virginia
21437 Timberlake Road
35 Campbell Highway, Rustburg
440 Lusardi Drive, Brookneal
700 Main Street, Altavista
7901 Timberlake Road

Br: Community First Bank
20479 Timberlake Road

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

CAROLINE COUNTY

Br: Southside Bank
202 North Main Street, Bowling Green

Union Bank and Trust Company
211 N Main Street
Bowling Green

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

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

Brs: Virginia Heartland Bank
18121 Jefferson Davis Highway, Ruther Glen
268 North Main Street, Bowling Green

CARROLL COUNTY

Br: Bank of Floyd
185 South Main Street, Hillsville

Brs: Branch Banking and Trust Company of
Virginia
145 N Main Street, Hillsville
15497 Fancy Gap Highway, Cana

EFT: U.S. Route 58 & State Route 743

CHARLES CITY COUNTY

Br: Branch Banking and Trust Company of
Virginia
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
185 King Street, Keysville

CHESTERFIELD COUNTY

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

Br: Bank of Southside Virginia, The
4310 W. Hundred Road, Chester

Bank of Virginia
11730 Hull Street Road
Midlothian

Brs: 10014 Robious Road
6657 Lake Harbour Drive, Midlothian

Brs: Branch Banking and Trust Company of
Virginia
11010 Hull Street Road, Midlothian
1120 Huguenot Road
11400 Midlothian Turnpike
11500 Midlothian Turnpike
12840 Jefferson Davis Highway, Chester
1366 Sycamore Square Drive, Midlothian
5756 Hopkins Road
6512 Harbour View Court, Midlothian
7747 Midlothian Turnpike
9960 Midlothian Turnpike
9970 Ironbridge Road

Brs: Central Virginia Bank
2500 Promenade Parkway, Midlothian
4901 Millridge Parkway East, Midlothian
Village Marketplace Shopping Center,
Midlothian Turnpike & Old Buckingham,
Midlothian

Br: Citizens Bank and Trust Company
10001 Courtview Lane

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

CHESTERFIELD COUNTY (Continued)

Br: Citizens and Farmers Bank
1400 Alverser Plaza, Midlothian

Community Bankers' Bank
2601 Promenade Parkway
Midlothian

Br: First Capital Bank
1580 Koger Center Boulevard

Brs: Peoples Bank of Virginia
14441 Sommerville Court, Midlothian
5734 Hopkins Road
6951 Commons Plaza

Brs: Union Bank and Trust Company
11101 Hull Street Road, Midlothian
13644 Hull Street Road, Midlothian

Southern Community Bank & Trust
1231 Alverser Drive
Midlothian

Brs: 13521 Waterford Place
13531 Midlothian Turnpike, Midlothian
4221 West Hundred Road, Chester
6736 Southshore Drive, Midlothian

CLARKE COUNTY

Bank of Clarke County
2 East Main Street
Berryville

Brs: 400 McNeil Drive, Berryville
North side of Route 723, Boyce
EFT: U. S. Routes 340 and 17/50, Boyce

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

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
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: Branch Banking and Trust Company of
Virginia
305 Main Street, Haysi
730 Chase Street, Clintwood

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

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

DINWIDDIE COUNTY

Bank of McKenney
20701 First Street
McKenney

Brs: 13812 Boydton Plank Road
U.S. Highway 460 and State Route 684
EFT: 5420 Boydton Plank Rd

Bank of Southside Virginia, The
17208 Halligan Park Road
Carson

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

Br: Branch Banking and Trust Company of
Virginia
25901 Cox Road

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

ESSEX COUNTY

Bank of Essex
323 Prince Street
Tappahannock
Br: 1398 Tappahannock Boulevard,
Tappahannock

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

Southside Bank
307 Church Lane
Tappahannock
Br: Essex Square Shopping Center,
1665 Tappahannock Boulevard,
Tappahannock

6220 Old Dominion Drive, McLean
6400 Arlington Boulevard
6402 Arlington Boulevard
6411 Shiplett Boulevard, Burke
6618 Richmond Highway
7000 Bland Street, Springfield
7025-A Manchester Boulevard, Franconia
7393-A Lee Highway
7509 Huntsman Boulevard, Springfield
7716 Telegraph Road, Hayfield
7960 Fort Hunt Road
8200 Greensboro Drive, McLean
8385-A Leesburg Pike, Vienna
8416 Arlington Boulevard
8432 Old Keene Mill Road, Springfield
8650 Richmond Highway
8920 Village Shops Drive, Fairfax Station
9502 Burke Road, Burke
9521 Braddock Road
9915 Georgetown Pike, Great Falls

FAIRFAX COUNTY

Alliance Bank Corporation
12735 Shoppes Lane
Br: 11730 Plaza America Drive, Reston
8221 Old Courthouse Road, Vienna

Brs: Branch Banking and Trust Company of
Virginia
11100 South Lakes Drive, Reston
11230 Waples Mill Road
12220 Fairfax Towne Center
1224 West Broad Street
13045 Lee Jackson Memorial Highway,
Chantilly
13360 Franklin Farm Road, Herndon
13821 Lee-Jackson Highway, Chantilly
1455 Chain Bridge Road, McLean
1490 North Point Village Center, Reston
1640 Belle View Boulevard
1953 Gallows Road, Vienna
2148 Centreville Road, Herndon
230 Herndon Parkway, Herndon
2513 Fox Mill Road
260 Cedar Lane, Vienna
2941 Chain Bridge Road, Oakton
3012 Annandale Road
415 Maple Avenue, West, Vienna
440 Maple Avenue East, Vienna
4401 Backlick Road, Annandale
5105 Westfields Boulevard, Centreville
5203 Franconia Road
5700 Union Mill Road, Clifton
5871 Leesburg Pike, Bailey's Crossroads
6045-A Burke Centre Parkway, Burke
6120-A Arlington Boulevard
6130 Redwood Square, Centreville

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: 133 Maple Avenue, Unit 100, Vienna
1451 Dolley Madison Boulevard, McLean
1900 Centennial Park Drive, Reston

Cardinal Bank
8270 Greensboro Drive
McLean
Br: 10695 Braddock Road
11150 Sunset Hills Road, Reston
1313 Dolley Madison Boulevard, McLean
1650 Tysons Boulevard, Suite 100, McLean
199 Elden Street, Herndon
4115 Annandale Road, Annandale
5766 Union Mill Road, Clifton
8270 Greensboro Drive, Suite 500, McLean

Brs: Community Bank of Northern Virginia
11932 Democracy Boulevard, Reston
13826 Lee Highway, Centreville
13986 Metrotech Drive, Chantilly
302 Maple Avenue, Vienna
5955 Kingstowne Towne Center, Springfield
6809 Old Dominion Drive, McLean

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

FAIRFAX COUNTY (Continued)	4221 Walney Road, Suite 120, Chantilly 4230 John Marr Drive, Annandale 7901 Richmond Highway
Brs: Community Bank of Northern Virginia (Continued) 783 Station Street, Herndon 8150 Leesburg Pike, Vienna	
Freedom Bank of Virginia, The 502 Maple Avenue West Vienna	
Brs: James Monroe Bank 3914 Centreville Road, Chantilly 7023 Little River Tnpk., Suite 101, Annandale	
MainStreet Bank 727 Elden Street Herndon	
Br: Middleburg Bank 1779 Fountain Drive, Reston	
Potomac Bank of Virginia 414 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: 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 George Mason University, 4400 University Drive	
EFTS: Capital Expo Center, 4320 Chantilly Shopping Center Fair Oaks Mall, Store 200	
Brs: Virginia Commerce Bank 11820 Spectrum Center, Reston 1356 Chain Bridge Road, McLean 13881G Metrotech Drive, Chantilly 374 Maple Avenue, Vienna	
	FAUQUIER COUNTY
	Brs: Branch Banking and Trust Company of Virginia 100 John Stone Street, Remington 11047 Marsh Road, Bealeton 21 Main Street, Warrenton 3420 Catlett Road, Catlett 8318 East Main Street, Marshall Intersection of Winchester Street, and West Lee Highway, Warrenton
	Fauquier Bank, The 10 Courthouse Square Warrenton
	Brs: 216 Broadview Avenue, Warrenton 6207 Station Drive, Bealeton 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
	FLOYD COUNTY
	Bank of Floyd 101 Jacksonville Circle Floyd
	Br: Northeast corner of U.S. Highway 221, and Conners Grove, Willis
	FLUVANNA COUNTY
	Brs: Branch Banking and Trust Company of Virginia 13526 James Madison Highway, Palmyra 4342 James Madison Highway, Fork Union
	Br: Union Bank and Trust Company Outparcel 1, Lake Monticello Plaza, State Route 53 and Turkey Sag Trail, Lake Monticello
	FRANKLIN COUNTY
	Brs: Branch Banking and Trust Company of Virginia 12094 Old Franklin Turnpike, Union Hall 13400 Booker T. Washington Highway 35 Shepherd Drive, Rocky Mount 40 Main Street, Boones Mill 45 Powder Creek Lane, Rocky Mount

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

FRANKLIN COUNTY (Continued)

Brs: Branch Banking and Trust Company of
Virginia (Continued)
4505 Timberline Road, Ferrum

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

Brs: Planters Bank & Trust Company of Virginia
20 Jubal Early Highway, Wirtz
369 Franklin Street, Rocky Mount

FREDERICK COUNTY

Brs: Bank of Clarke County
1460 North Frederick Pike
1508 Senseny Road
1879 Berryville Pike
3360 Valley Avenue
382 Fairfax Pike, Stephens City

EFTS: 1016 Millwood Pike
1518 Martinsburg Pike
747 Fairfax Street, Stephens City

Brs: Branch Banking and Trust Company of
Virginia
126 Fairfax Pike, Stephens City
1521 Martinsburg Pike
1855 Senseny Road
300 Westminster-Canterbury Drive
5511 Main Street, Stephens City
7800 Main Street, Middletown

Br: First Bank
3143 Valley Pike

Marathon Bank, The
4095 Valley Pike
Stephens City

Brs: 1447 North Frederick Pike
199 Front Royal Pike

EFTS: 1511 Martinsburg Pike
2135 Reliance Road, Middletown

GILES COUNTY

Brs: Branch Banking and Trust Company of
Virginia
250 Virginia Avenue, Rich Creek
300 Main Street, Narrows
5862 Virginia Avenue, Pembroke
800 Wenonah Avenue, Pearisburg

GLOUCESTER COUNTY

Brs: Branch Banking and Trust Company of
Virginia
2324 George Washington Memorial Hwy.,
Hayes
7171 George Washington Memorial Hwy.,
Gloucester

Brs: Chesapeake Bank
6793 George Washington Memorial Hwy,
Gloucester
Hayes Store Shopping Center, U S Route 17,
Hayes

EFT: U.S. Route 17 & State Route 3, Glens

Colonial Virginia Bank
6720 Sutton Road
Gloucester

Br: 1553 George Washington Memorial Hwy,
Gloucester Point

Brs: Southside Bank
1953 George Washington Memorial Hwy.,
Gloucester Point
7132 George Washington Memorial Hwy,
Gloucester

GRAYSON COUNTY

Br: Branch Banking and Trust Company of
Virginia
473 West Main Street, Fries

GREENE COUNTY

Br: Albemarle First Bank
8260 Seminole Trail, Ruckersville

Br: Branch Banking and Trust Company of
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

HALIFAX COUNTY

Br: Branch Banking and Trust Company of
Virginia
4028-4030 Halifax Road, South Boston

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

HANOVER COUNTY	4799 S. Laburnum Avenue 5001 Lakeside Avenue 5600 West Broad Street Short Pump Towne Center, 11704 West Broad Street, Glen Allen
Br: Bank of Essex 6315 Mechanicsville Pike, Mechanicsville	
Brs: Branch Banking and Trust Company of Virginia 700 England Street, Ashland 7021 Mechanicsville Turnpike, Mechanicsville 8074 Mechanicsville Turnpike, Mechanicsville 9186 Chamberlayne Road, Mechanicsville 9707 Sliding Hill Road, Ashland	Capital One Bank 11011 West Broad Street
Br: Citizens and Farmers Bank 7021 Mechanicsville Turnpike, Mechanicsville	Br: Central Virginia Bank 3490 Lauderdale Drive
Br: First Capital Bank 113 Junction Drive, Ashland	Brs: Citizens and Farmers Bank 100 East Williamsburg Road, Sandston 8001 West Broad Street State Route 5 and Strath Road, Varina
Hanover Bank 8071 Mechanicsville Turnpike Mechanicsville	Br: Consolidated Bank and Trust Company 5214 Chamberlayne Avenue
Brs: 10374 Leadbetter Road, Ashland 201 N. Washington Highway, Ashland 4241 Mechanicsville Turnpike, Mechanicsville	First Capital Bank 4101 Dominion Boulevard
River City Bank 6127 Mechanicsville Turnpike Mechanicsville	Peoples Bank of Virginia 2702 North Parham Road
Brs: Union Bank and Trust Company 6479 Mechanicsville Turnpike, Mechanicsville 8300 Bell Creek Road, Mechanicsville 9534 Chamberlayne Road, Mechanicsville 9665 Sliding Hill Road, Ashland U.S. Route 1 & State Route 657, Ashland	Br: Union Bank and Trust Company 1773 Parham Road 4690 Pouncey Tract Road, Glen Allen
HENRICO COUNTY	HENRY COUNTY
Br: Bank of Essex 9951 Brook Road, Glen Allen	Brs: Branch Banking and Trust Company of Virginia 1460 Fairystone Park Highway, Stanleytown 2680 Virginia Avenue, Collinsville 4860 Greensboro Road, Ridgeway
Brs: Branch Banking and Trust Company of Virginia 1 Richard E. Byrd Terminal Drive 10000 West Broad Street 11200 Patterson Avenue 11400 Nuckols Road, Glen Allen 1300 E Parham Road 1650 Willow Lawn Drive 1900 Lauderdale Drive 2601 River Road 3214 Skipwith Road	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
	Br: Branch Banking and Trust Company of Virginia 1803 South Church Street, Smithfield

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

ISLE OF WIGHT COUNTY (Continued)	U.S. Route 360, Central Garage
Farmers Bank, Windsor, Virginia 50 E Windsor Boulevard Windsor Br: 1119 South Church Street, Smithfield	Citizens and Farmers Bank 802 Main Street West Point Br: 14th & Main Streets, West Point EFT: 100 Winter Street, West Point
JAMES CITY COUNTY	
Bank of Williamsburg, The 5125 John Tyler Highway	Brs: Southside Bank East side of U.S. Route 360 at, State Route 662 Route 360, Aylett
Br: Branch Banking and Trust Company of Virginia 100 McLaws Circle	Br: Union Bank and Trust Company Route 360 East Approx 1.5 Mi S of, State Route 30, Manquin
Br: Chesapeake Bank 4492 John Tyler Highway	LANCASTER COUNTY
EFTS: Southwest corner of Ironbound Road, and State Route 5 Williamsburg Pottery Factory, Inc., Building #8, Lightfoot Williamsburg Pottery Factory, Inc., Building #3, Lightfoot	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
Brs: Citizens and Farmers Bank 4780 Longhill Road N.E. Corner of U.S. Route 60 and, State Route 607, Norge	Br: Bank of Northumberland, Incorporated 437 North Main Street, Kilmarnock
Brs: Towne Bank 1312 Jamestown Road 6000 Patriots Colony Drive	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
KING AND QUEEN COUNTY	
Br: Branch Banking and Trust Company of Virginia State Routes 33 & 670, Mattaponi	Brs: Northern Neck State Bank 284 North Main Street, Kilmarnock 485 Chesapeake Drive, White Stone
KING GEORGE COUNTY	
Brs: Branch Banking and Trust Company of Virginia 15375 Dahlgren Road 9319 Kings Highway	LEE COUNTY
Br: Peoples Community Bank State Route 3, one-third mile west, of State Route 206	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
Br: Union Bank and Trust Company State Route 3, King George	Lee Bank & Trust Company 600 West Morgan Avenue Pennington Gap Brs: Corner of Church & Institute Streets, Jonesville
KING WILLIAM COUNTY	
Brs: Bank of Essex 1681 Main Street, West Point	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

LEE COUNTY (Continued)	531-A East Market Street, Leesburg
Brs: Lee Bank & Trust Company (Continued) U.S. Route 58, Dryden	LOUISA COUNTY
Peoples Bank, The Highway 58 Ewing	Br: Branch Banking and Trust Company of Virginia 223 Mineral Avenue, Mineral
Brs: 200 Main Street, Rose Hill Northside Of U.S. Route 58, Gibson Station U. S. Route 58 at State Route 647, Jonesville	Virginia Community Bank State Route 22 & U.S. Route 33 Louisa Br: Main Street & Cutler Avenue, Louisa Mineral Avenue & Fouth Street, Mineral
LOUDOUN COUNTY	
Brs: Branch Banking and Trust Company of Virginia 101 Catoctin Circle SE, Leesburg 120 North Maple Avenue, Purcellville 202 West Washington Street, Middleburg 20522 Falcons Landing Circle, Sterling 20789 Great Falls Plaza 20921 Davenport Drive, Suite 105, Sterling 22550 Davis Drive, Sterling 25393 Elk Lick Road, South Riding 38997 East Colonial Highway, Hamilton 43365 Junction Plaza, Ashburn 7 Broadway, Lovettsville 7 West Market Street, Leesburg	LUNENBURG COUNTY
Brs: Cardinal Bank 20 Catoctin Circle, S. E., Leesburg 440 East Main Street, Purcellville 46005 Regal Plaza, Suite 180, Sterling	Benchmark Community Bank 100-102 South Broad Street Kenbridge Br: 1910 Main Street, Victoria
Community Bank of Northern Virginia 107 Free Court Sterling	Br: Branch Banking and Trust Company of Virginia 204 South Broad Street, Kenbridge
Brs: 103 Fort Evans Road, Leesburg Borders Plaza Center, State Route 7 & Palisades Parkway, Sterling Purcellville Shopping Center, 609 East Main Street, Purcellville	MADISON COUNTY
Brs: James Monroe Bank 10 West Market Street, Leesburg 606 South King Street, Leesburg	Br: Second Bank & Trust Southwest Corner of the Intersection, U.S. Route 29 & State Route 673, Madison
Middleburg Bank 111 West Washington St Middleburg	MATHEWS COUNTY
Brs: 20955 Professional Plaza, Ashburn 211 Fort Evans Road, NE, Leesburg 4 South King Street, Leesburg 431 East Main Street, Purcellville Harrison Street and Catoctin Circle, Leesburg	Br: Chesapeake Bank State Routes 198 and 14, Mathews EFTS: State Routes 14 and 198, Mathews State Routes 198 and 3
Brs: United Bank 21036 Triple Seven Road, Sterling	MECKLENBURG COUNTY
	Brs: Benchmark Community Bank 133 College Street, Clarksville 828 North Mecklenburg Avenue, South Hill 845 E. Second Street, Chase City
	Br: Branch Banking and Trust Company of Virginia 111 East Danville Street, South Hill 3828 Highway 903, Bracey 725 East Atlantic Street, South Hill
	Citizens Community Bank 800 North Mecklenburg Avenue South Hill Br: 581 Madison Street, Boynton

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

MIDDLESEX COUNTY

Brs: Branch Banking and Trust Company of Virginia
16498 Puller Highway, Deltaville
40 Cross Street, Urbanna
899 Gloucester Road, Saluda

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

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

Brs: Southside Bank
291 Virginia Street, Urbanna
Routes 33 & 1101, Deltaville
State Routes 3 & 33, Hartfield

MONTGOMERY COUNTY

Br: Bank of Floyd
2145 Roanoke Street, Christiansburg

Brs: Branch Banking and Trust Company of Virginia
50 Peppers Ferry Road, N.W., Christiansburg
6936 Roanoke Road, Shawsville
902 Price's Fork Road, Blacksburg
985 Cambria Street NE, Christiansburg

NELSON COUNTY

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

Br: Community First Bank
150 Front Street, Lovingston

Br: Union Bank and Trust Company
124 Main Street, Lovingston

NEW KENT COUNTY

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

NORTHAMPTON COUNTY

Br: Branch Banking and Trust Company of Virginia
4070 Lankford Highway, Exmore

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

NORTHUMBERLAND COUNTY

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

Bank of Northumberland, Incorporated
6958 Northumberland Highway
Heathsville

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

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

NOTTOWAY COUNTY

Brs: Benchmark Community Bank
1500-1508 W. Virginia Avenue, Crewe
400 Church Street, Blackstone

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

Citizens Bank and Trust Company
126 S Main Street
Blackstone

Brs: 101 N Main Street(D-I), Blackstone
210 Carter Street, Crewe
Agnew Street & Namozine Avenue,
Burkeville
State Routes 40 & 46, Blackstone

ORANGE COUNTY

Brs: Branch Banking and Trust Company of Virginia
202 South Main Street, Gordonsville
235 Madison Road, Orange

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

Br: Virginia Community Bank
185 Madison Rd

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

PAGE COUNTY

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

Page Valley Bank, The
17 West Main Street
Luray

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

Pioneer Bank
252 E. Main Street
Stanley

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

PATRICK COUNTY

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

PITTSYLVANIA COUNTY

Brs: Branch Banking and Trust Company of
Virginia
148 Tightsqueeze Plaza, Chatham
2 North Main Street, Chatham
2801 Westover Drive

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

POWHATAN COUNTY

Central Virginia Bank
2501 Anderson Highway
Powhatan

Brs: 2036 New Dorset Road
2490 Anderson Highway

PRINCE EDWARD COUNTY

Brs: Benchmark Community Bank
East Third Street & South Street, Farmville
Southwest Corner of Main Street,
and Milwood Road, Farmville

Brs: Branch Banking and Trust Company of
Virginia
1304 South Main Street, Farmville
200 North Main Street, Farmville

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

Br: Planters Bank & Trust Company of Virginia
1508 South Main Street, Farmville

PRINCE GEORGE COUNTY

Br: Bank of Southside Virginia, The
6400 Courthouse Road

Brs: Branch Banking and Trust Company of
Virginia
5100 Oaklawn Boulevard
5320 Oaklawn Boulevard

PRINCE WILLIAM COUNTY

Brs: Branch Banking and Trust Company of
Virginia
10420 Portsmouth Road
11670 Sudley Manor Drive
12435 Dillingham Square, Woodbridge
13414 Dumfries Road
13920 Noblewood Plaza, Woodbridge
13927 Jefferson Davis Highway, Woodbridge
14229 Potomac Mills Road, Woodbridge
14901 Washington Street, Haymarket
16541 River Ridge Boulevard, Woodbridge
2089 Daniel Stuart Square, Woodbridge
5844 Mapledale Plaza, Woodbridge
7681 Linton Hall Road, Gainesville
7801 Sudley Road

Br: Burke & Herbert Bank & Trust Company
14008 Smoketown Road, Woodbridge

Br: Cardinal Bank
13870 Smoketown Road, Woodbridge

Br: Fauquier Bank, The
8091 Sudley Road

Br: James Monroe Bank
7900 Sudley Road

Br: United Bank
18116 Triangle Shopping Plaza, Dumfries

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

PULASKI COUNTY

Brs: Branch Banking and Trust Company of
Virginia
1105 Bob White Boulevard

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

PULASKI COUNTY (Continued)	5874 North Lee Highway, Fairfield 744 N Lee Highway, College Square Center 836 Rockbridge Rd, Glasgow
Brs: Branch Banking and Trust Company of Virginia (Continued) 189 Broad Street, Dublin	Brs: Planters Bank & Trust Company of Virginia 1197 North Lee Highway 9 Lloyd Tolley Road, Natural Bridge Station
RAPPAHANNOCK COUNTY	
Br: Branch Banking and Trust Company of Virginia 644 Zachary Taylor Highway, Flint Hill	ROCKINGHAM COUNTY
RICHMOND COUNTY	Brs: Branch Banking and Trust Company of Virginia 111 North Main Street, Bridgewater 14104 Timber Way, Timberville 153 North Main Street, Broadway 200 Augusta Ave, Grottoes 230 Main Street, Dayton 250 South Stuart Avenue, Elkton 430 Highlands Place
Br: Bank of Lancaster 610 West Richmond Road, Warsaw	Farmers & Merchants Bank 205 South Main Street Timberville
Northern Neck State Bank 5839 Richmond Road Warsaw	Brs: #10 Elkton Plaza Shopping Center, Elkton 100 Plaza Drive, Bridgewater 127 West Rockingham Street, Elkton State Route 259, Broadway
Br: Time Square Shopping Center, U.S. Route 360, Warsaw	Br: Page Valley Bank, The 9972 Spotswood Trail, McGaheysville
Br: Peoples Community Bank U.S. Route 360 at State Route 624, Warsaw	Br: Planters Bank & Trust Company of Virginia 106 Sixth Street, Grottoes EFT: 305 Augusta Avenue, Grottoes
ROANOKE COUNTY	Brs: Rockingham Heritage Bank 309 North Main Street, Bridgewater 410 Spotswood Avenue, Elkton
Brs: Bank of Botetourt 3130 Peters Creek Road N.W. Lot 1, Perimeter East Commerce Center, U.S. Route 460 and Trail Drive	RUSSELL COUNTY
EFT: Creekside Market, 8201 Williamson Road	Br: Bank of Marion, The 702 Fairmont Avenue, Honaker
Br: Bank of Fincastle, The 4525 Challenger Avenue	Brs: Branch Banking and Trust Company of Virginia 402 Redbud Highway, Honaker Russell County Shopping Center, 894 East Main Street, Lebanon U.S. Highway 58, Castlewood
Brs: Bank of Floyd 4094 Postal Drive 4309 Starkey Road	First Bank and Trust Company, The 236 West Main Street Lebanon Br: 970 East Main Street, Lebanon
Brs: Branch Banking and Trust Company of Virginia 1920 East Washington Avenue, Vinton 3119 Chaparral Drive	
Brs: Valley Bank 1003 Hardy Road, Vinton 4467 Starkey Road, S.W.	
ROCKBRIDGE COUNTY	
Brs: Bank of Botetourt 5905 N. Lee Highway, Fairfield 65 East Midland Trail	
Brs: Branch Banking and Trust Company of Virginia	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

RUSSELL COUNTY (Continued)

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

Brs: Branch Banking and Trust Company of
Virginia
101 U.S. Highway 23 N, Gate City
7003 Duff Patt Road, Duffield
Highway 71 and State Route 682,
Nickelsville

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

Brs: New Peoples Bank, Inc.
131 U. S. Route 23 South, Weber City
326 East Jackson Street, Gate City
Main Street, Dungannon

SHENANDOAH COUNTY

Brs: Branch Banking and Trust Company of
Virginia
115 West King Street, Strasburg
200 North Main Street, Woodstock
5180 Main Street, Mount Jackson
9383 Congress Street, 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
5304 Main Street, Mt. Jackson
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

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

Br: Second Bank & Trust
300 West Reservoir Road, Woodstock

SMYTH COUNTY

Bank of Marion, The
102 West Main Street
Marion

Brs: 101 East Main Street, Marion
1600 N Main Street, Marion
Northwest corner of, Allison Gap Road and
Main Street, Saltville

Parcel 'e' Chilhowie Shopping Center,
Chilhowie
South Main St & Washington Avenue,
Marion

EFT: 1193 North Main Street, Marion

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

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

Br: Highlands Union Bank
1425 North Main Street, Marion

SOUTHAMPTON COUNTY

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

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

Brs: Southside Bank
22241 Main Street, Courtland
22510 Linden Street, Courtland

SPOTSYLVANIA COUNTY

Brs: Branch Banking and Trust Company of
Virginia
3600 Plank Road
4630 Mine Road, Lee's Hill

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

SPOTSYLVANIA COUNTY (Continued)

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

Br: Virginia Community Bank
10645 Courthouse Road

Virginia Heartland Bank
4700 Harrison Road
Br: 5996 Plank Road

STAFFORD COUNTY

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

Br: Cardinal Bank
289 Garrisonville 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
25 Greenbank Road

SURRY COUNTY

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

Br: Southside Bank
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

Brs: Branch Banking and Trust Company of
Virginia

15103 Courthouse Road, Sussex
205 Railroad Avenue, Wakefield

Brs: Southside Bank
209 West Main Street, Waverly
233 South County Drive, Waverly

TAZEWELL COUNTY

Bank of Tazewell County
309 East Main Street
Tazewell

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

Brs: Branch Banking and Trust Company of
Virginia
1910 Second Street, Richlands
3102 W. Cedar Valley Drive, Cedar Bluff
501 Railroad Avenue, Richlands
502 Commerce Drive, Bluefield
814 West Riverside Drive, Tazewell
Corner of Water and Center Streets,
Pocahontas
Market Street and Hillsboro Drive, 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

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

Brs: New Peoples Bank, Inc.
157 Tazewell Mall Circle, Tazewell
2302 Second Street, Richlands
U.S. Routes 19 and 460, Pounding Mill

Brs: Planters Bank & Trust Company of Virginia
1155 Claypool Hill Mall Road, Cedar Bluff
201 West Main Street, Tazewell

WARREN COUNTY

Brs: Branch Banking and Trust Company of
Virginia
102 East Main Street, Front Royal
1355 N. Shenandoah Avenue, Front Royal
432 South Street, Front Royal

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

WARREN COUNTY (Continued)	Brs: Branch Banking and Trust Company of Virginia 416 Colonial Avenue, Colonial Beach 8518 Cople Highway, Hague
Brs: Branch Banking and Trust Company of Virginia (Continued) 473 South Street, Front Royal	Br: Northern Neck State Bank State Route 3, Montross
Brs: First Bank 1717 Shenandoah Avenue, Front Royal 508 North Commerce Avenue, Front Royal	Peoples Community Bank 15960 Kings Highway Montross
Brs: Marathon Bank, The 1729 N. Shenandoah Avenue, Front Royal Post Office Plaza, 300 Warren Ave, Front Royal	Br: 2875 Kings Highway, Oak Grove
EFT: 851 John Marshall Highway, Front Royal	Br: Union Bank and Trust Company State Route 205 - McKinney Boulevard, Colonial Beach
WASHINGTON COUNTY	WISE COUNTY
Brs: Bank of Marion, The 744 Beaver Dam Avenue, Suite A, Damascus State Routes 91 and 750, Glade Spring	Brs: Branch Banking and Trust Company of Virginia 11231 South Main Street, Pound 1510 Wise County Plaza 335 Front Street, Coeburn 621 Wood Avenue East, Big Stone Gap
Br: Bank of Tazewell County 968 West Main Street, Abingdon	Br: Farmers and Miners Bank 331 East Main Street, Wise
Brs: Branch Banking and Trust Company of Virginia 13191 Glenbrook Avenue, Meadowview 202 West Laurel Avenue, Damascus 22706 Jeb Stuart Highway, Damascus 498 Cummings Street, Abingdon Intersection of Wyndale Road and Highway 19, Abingdon	Br: First Bank and Trust Company, The 303 West Main Street
Brs: First Bank and Trust Company, The 933 E Main Street, Abingdon Intersection of U.S. Routes 19 and 11	Miners Exchange Bank 483 Front Street Coeburn
EFT: 18528 Lee Highway, Abingdon	Brs: 102 West Main Street, Appalachia 201 Laurel Avenue, Coeburn Wise Street, Ridgeview Shopping Center, St Paul
Highlands Union Bank 340 West Main Street Abingdon	Br: Miners and Merchants Bank and Trust Company 28 Russell Street, St. Paul
Brs: 164 Jonesborough Road, Abingdon 24412 Maringo Road, Abingdon 506 Maple Street, Glade Spring	Br: New Peoples Bank, Inc. 419 Shawnee Avenue East, Big Stone Gap
Br: Miners and Merchants Bank and Trust Company 914 W. Main Street, Abingdon	WYTHE COUNTY
Br: New Peoples Bank, Inc. 350 West Main Street, Abingdon	Brs: Bank of Marion, The 512 North Main Street, Rural Retreat 787 Fort Chiswell Road, Suite 7, Max Meadows
WESTMORELAND COUNTY	Br: Bank of Tazewell County 185 East Main Street, Wytheville

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 2004

WYTHE COUNTY (Continued)

Brs: Branch Banking and Trust Company of
Virginia
100 West Buck Street, Rural Retreat
1055 East Main Street, Wytheville
1105 North Fourth Street, Wytheville
170 East Main Street, Wytheville

YORK COUNTY

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

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

Br: Towne Bank
6515 George Washington Memorial Hwy,
Yorktown

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

OUT OF STATE BRANCHES OF VIRGINIA BANKS AS OF DECEMBER 31, 2004

MARYLAND

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

Brs: United Bank
5272 River Road, Bethesda
7250 Wisconsin Avenue, Bethesda
7535 Old Georgetown Road, Bethesda
16268 Frederick Road, Gaithersburg
19701 Frederick Avenue, Germantown
12101 Rockville Pike, Rockville
5081 Nicholas Road, Rockville
8630 Fenton Street, Silver Spring

CANADA

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

NORTH CAROLINA

Brs: Highlands Union Bank
100 West Main Street, Banner Elk
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: Highlands Union Bank
The NW Corner of State Highway 394,
and Blountville Boulevard, Bristol
4020 Highway 66 South, Rogersville

Br: New Peoples Bank, Inc.
2600 North John B. Dennis Highway,
Kingsport

WASHINGTON, D.C.

Brs: United Bank
1001 G Street, N.W.
1275 Pennsylvania Avenue, N. W.
1667 K Street, N.W.
1875 Eye Street, N. W.
2301 M Street, N.W.
3050 Military Road, N.W.
4900 Massachusetts Avenue, N.W.

WEST VIRGINIA

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

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

Access National Corporation, 1800 Robert Fulton Drive, Suite 310, Reston, VA 20191
C.E.O. - Michael W. Clarke, President
Access National Bank, Reston, VA

Alliance Bankshares Corporation, 14280 Park Meadow Drive, Suite 350, Chantilly, VA 20151
C.E.O. - Thomas A. Young, Jr., President
Alliance Bank Corporation, Fairfax, VA

American National Bankshares, Inc., P. O. Box 191, Danville, VA 24543-0191
C.E.O. - Charles H. Majors, President
American National Bank and Trust Company, Danville, VA

BB&T Corporation, P.O. Box 1290, Winston-Salem, NC 27102-1290
C.E.O. - John A. Allison, IV, Chairman of the Board
BB&T Bankcard Corporation, Columbus, GA
Branch Banking and Trust Company of Virginia, Richmond, VA
Branch Banking and Trust Company, Winston-Salem, NC
Branch Banking and Trust Company of South Carolina, Greenville, SC

BCC Bankshares, Inc., P.O. Box 336, Phenix, VA 23959-0336
C.E.O. - Bobby A. Howard, President
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 America Corporation, 100 North Tryon Street, Charlotte, NC 28255
C.E.O. - Kenneth D. Lewis, Chairman of the Board
Bank of America, National Association, Charlotte, NC
Bank of America Georgia, National Association, Atlanta, GA
Bank of America Oregon, National Association, Portland, OR
Bank of America California, National Association, San Francisco, CA
Bank of America, National Association (USA), Phoenix, AZ
Fleet National Bank, Providence, RI
Fleet Bank (RI), National Association, Providence, RI
Fleet Maine, National Association, South Portland, ME

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

Bank of the James Financial Group, Inc., 615 Church Street, Lynchburg, VA 24504
C.E.O. - Robert R. Chapman, III
Bank of the James, Lynchburg, VA

Bay Banks of Virginia, Inc., P.O. Box 1869, Kilmarnock, VA 22482-1869
C.E.O. - Austin L. Roberts, III, President
Bank of Lancaster, Kilmarnock, VA
Bay Trust Company, Kilmarnock, VA

Benchmark Bankshares Inc, P.O. Box 569, Kenbridge, VA 23944-0569
C.E.O. - Ben L. Watson, III, President
Benchmark Community Bank, Kenbridge, VA

Blue Ridge Bankshares, Inc., P.O. Box 609, Luray, VA 22835-0609
C.E.O. - Monte L. Layman, President
Page Valley Bank, The, Luray, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

- Botetourt Bankshares, Inc., P.O. Box 339, Buchanan, VA 24066-0339
C.E.O. - H. Watts Steger, III, Chairman of the Board
Bank of Botetourt, Buchanan, VA
- C&F Financial Corporation, P.O. Box 391, West Point, VA 23181-0391
C.E.O. - Larry G. Dillon, Chairman of the Board
Citizens and Farmers Bank, West Point, VA
- CNB Bancorp, Inc., P.O. Box 100, Windsor, VA 23487
C.E.O. - Robert Spencer, President
Citizens National Bank, Windsor, VA
- Capital One Financial Corporation, 1680 Capital One Drive, McLean, VA 22102-3491
C.E.O. - Richard D. Fairbank, Chairman of the Board
Capital One Bank, Glen Allen, VA
- Cardinal Bankshares Corporation, P. O. Box 215, Floyd, VA 24091-0215
C.E.O. - R. Leon Moore, President
Bank of Floyd, Floyd, VA
- Cardinal Financial Corporation, 8270 Greensboro Drive Suite 500, McLean, VA 22102
C.E.O. - Bernard H. Clineburg
Cardinal Bank
- Central Virginia Bankshares, Inc., P.O. Box 39, Powhatan, VA 23139-0039
C.E.O. - Ralph Larry Lyons, President
Central Virginia Bank, Powhatan, VA
- Chesapeake Financial Shares, Inc., P.O. Box 1419, Kilmarnock, VA 22482-1419
C.E.O. - Douglas D. Monroe, Jr., Chairman of the Board
Chesapeake Bank, Kilmarnock, VA
Chesapeake Trust Company, Kilmarnock, VA
- Citizens Bancorp of Virginia, Inc., 126 South Main Street, Blackstone, VA 23824-1842
C.E.O. - William Doyle, President
Citizens Bank and Trust Company, Blackstone, VA
- Commonwealth Bankshares, Inc., P.O. Box 1177, Norfolk, VA 23501-1177
C.E.O. - Edward J. Woodard, Jr., President
Bank of the Commonwealth, Norfolk, VA
- Commonwealth Community Bancorp, Inc., P.O. Box 1010, Grundy, VA 24614-1010
C.E.O. - S. Gregory Compton, President
Miners and Merchants Bank and Trust Company, Grundy, VA
- Community First Financial Corporation, P.O. Box 4314, Lynchburg, VA 24502-0314
C.E.O. - John L. Wynne, President
Community First Bank, Lynchburg, VA
- Eagle Financial Services, Inc., P.O. Box 391, Berryville, VA 22611-0391
C.E.O. - John R. Milleson, President
Bank of Clarke County, Berryville, VA
- Eastern Virginia Bankshares, Inc., P.O. Box 1455, Tappahannock, VA 22560-1455
C.E.O. - Joe A. Shearin, President
Bank of Northumberland, Incorporated, Heathsville, VA
Hanover Bank, Mechanicsville, VA
Southside Bank, Tappahannock, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

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- F & M Bank Corp, P.O. Box 1111, Timberville, VA 22853-1111
C.E.O. - Dean W. Withers, President
Farmers & Merchants Bank, Timberville, VA
- FNB Corporation, P. O. Box 600, Christiansburg, VA 24068-0600
C.E.O. - William P. Heath, Jr., President
FNB Salem Bank and Trust, National Association, Salem, VA
First National Bank, Christiansburg, VA
- Fauquier Bankshares, Inc., P.O. Box 561, Warrenton, VA 20188-0561
C.E.O. - Randy Ferrell, President
Fauquier Bank, The, Warrenton, VA
- Fidelity Bancshares (N.C.), Inc., 100 South Main, Fuquay-Varina, NC 27526
C.E.O. - Billy T. Woodard, Chairman of the Board
Fidelity Bank, The, Fuquay-Varina, NC
- First Bancorp, 341 North Main Street, Troy, NC 27371
C.E.O. - James H. Garner, President
First Bank of Virginia, Troy, NC
- First Bancorp, Inc., P.O. Box 457, Lebanon, VA 24266
C.E.O. - William H. Hayter, President
First Bank and Trust Company, The, Abingdon, VA
- First Century Bankshares, Inc., P.O. Box 1559, Bluefield, WV 24701-1559
C.E.O. - R. W. Wilkinson, President
First Century Bank, National Association, Bluefield, WV
- First Citizens BancShares, Inc., CTX 07, P.O. Box 27131, Raleigh, NC 27611-7131
C.E.O. - Lewis R. Holding, Chairman of the Board
First-Citizens Bank & Trust Company, Raleigh, NC
- First Community Bancshares, Inc., P. O. Box 989, Bluefield, VA 24605-0989
C.E.O. - John M. Mendez, President
First Community Bank, National Association, Bluefield, VA
- First National Bankshares Corporation, 1 Cedar Street, Ronceverte, WV 24970
C.E.O. - L. Thomas Bulla, President
First National Bank, Ronceverte, WV
- 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
- Fulton Financial Corporation, One Penn Square, Lancaster, PA 17602
C.E.O. - Rufus A. Fulton, Jr., Chairman of the Board
Fulton Bank, Lancaster, PA
FNB Bank, N. A., Danville, PA
Premier Bank, Doylestown, PA
Swineford National Bank, Middleburg, PA
Lebanon Valley Farmers Bank, Lebanon, PA
Lafayette Ambassador Bank, Easton, PA
Delaware National Bank, Georgetown, DE

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- Fulton Financial Corporation, One Penn Square, Lancaster, PA 17602 (Continued)
The Peoples Bank of Elkton, Elkton, MD
Hagerstown Trust Company, Hagerstown, MD
Skylands Community Bank, Hackettstown, NJ
First Washington State Bank, Windsor, NJ
The Bank, Woodbury, NJ
Resource Bank, Virginia Beach, VA
- 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
- Greene County Bancshares, Inc., 100 Main Street, Greeneville, TN 37744
C.E.O. - R. Stan Puckett, Chairman of the Board
Greene County Bank, Greeneville, TN
- 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. - Peter M Meredith, Jr.
Heritage Bank & Trust, Norfolk, VA
- Highland County Bankshares, Inc., P. O. Box 529, Monterey, VA 24465-0529
C.E.O. - Vernon D. Woodell
First and Citizens Bank, Monterey, VA
- Highlands Bankshares, Inc., P. O. Box 1128, Abingdon, VA 24212-1128
C.E.O. - Samuel L. Neese
Highlands Union Bank, Abingdon, VA
- James Monroe Bancorp, Inc., 3033 Wilson Boulevard, Arlington, VA 22201-3843
C.E.O. - John R. Maxwell, President
James Monroe Bank, Arlington, VA
- MainStreet Bankshares, Inc., P.O. Box 1224, Martinsville, VA 24114-1224
C.E.O. - Cecil R. McCullar, President
Franklin Community Bank, N. A., Rocky Mount, VA
Smith River Community Bank, N. A., Martinsville, VA
- Mercantile Bankshares Corporation, Two Hopkins Plaza, P.O. Box 1477, Baltimore, MD 21201
C.E.O. - Edward J. Kelly, III
Marshall National Bank and Trust Company
National Bank of Fredericksburg, The, Fredericksburg, VA
Mercantile-Safe Deposit and Trust Company, Baltimore, MD
The Annapolis Banking and Trust Company, Annapolis, MD
Mercantile Peninsula Bank, Selbyville, DE
Mercantile Eastern Shore Bank, Chestertown, MD
The Citizens National Bank, Laurel, MD
Mercantile County Bank, Elkton, MD
The Fidelity Bank, Hagerstown, MD
Mercantile Southern Maryland Bank, Leonardtown, MD
Farmers & Mechanics Bank, Frederick, MD

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

Mercantile Bankshares Corporation, Two Hopkins Plaza, P.O. Box 1477, Baltimore, MD 21201 (Continued)
Mercantile Potomac Bank, Gaithersburg, MD
Westminster Union Bank, Westminster, MD

Middleburg Financial Corporation, 111 West Washington St., Middleburg, VA 20118-0005
C.E.O. - Joseph L. Boling, Chairman of the Board
Middleburg Bank, Middleburg, VA
The Tredegar Trust Company, Richmond, VA

Millennium Bankshares Corporation, 1601 Washington Plaza, Reston, VA 20190-9305
C.E.O. - Carroll C. Markley, President
Millennium Bank, National Association, Reston, VA

National Bankshares, Inc., P.O. Box 90002, Blacksburg, VA 24062-9002
C.E.O. - James G. Rakes, Chairman of the Board
Bank of Tazewell County, Tazewell, VA
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

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., P.O. Box 10, Stanley, VA 22851-0010
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, President
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, Stephens City, VA
Rockingham Heritage Bank, Harrisonburg, VA

Provident Bankshares Corporation, 114 E. Lexington Street, Baltimore, MD 21202
C.E.O. - Gary N. Geisel
Provident Bank of Maryland, Baltimore, MD

RBC Centura Banks, Inc., 1417 Centura Highway, Rocky Mount, NC 27804
C.E.O. - Scott M. Custer
RBC Centura Bank, Rocky Mount, NC

Riggs National Corporation, 1503 Pennsylvania Avenue, N. W., Washington, DC 20005
C.E.O. - Robert Allbritton, Chairman of the Board
Riggs National Bank of Virginia, The

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

Shore Financial Corporation, P. O. Box 920, Onley, VA 23418-0920

C.E.O. - Scott C. Harvard, President
Shore Bank, Onley, VA

SouthTrust Corporation, P.O. Box 2554, Birmingham, AL 35290

C.E.O. - Wallace D. Malone, Chairman of the Board
SouthTrust Bank, Birmingham, AL

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

Summit Financial Group, Inc., 223 North Main Street, P.O. Box 179, Moorefield, WV 26836

C.E.O. - H. Charles Maddy, III, President
Shenandoah Valley National Bank, Winchester, VA
Summit Community Bank, Inc., Moorefield, 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

Surrey Bancorp, 145 North Renfro Street, Mount Airy, NC 27030

C.E.O. - Edward C. Ashby, III, President
Surrey Bank & Trust, Mount Airy, NC

TransCommunity Bankshares Incorporated, 4235 Innslake Drive, Glen Allen, VA 23060

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

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

C.E.O. - G. William Beale, President
Bank of Williamsburg, The, Newport News, 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 Bank, Fairfax, VA

United Financial Banking Companies, Inc., 8399 Leesburg Pike, Vienna, VA 22182

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

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

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.
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

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

Virginia Community Bankshares, Inc., P.O. Box 888, Louisa, VA 23093-0888
C.E.O. - A. Pierce Stone, Chairman of the Board
Virginia Community Bank, Louisa, VA

Virginia Financial Group, Inc., P.O. Box 71, Culpeper, VA 22701-0071
C.E.O. - O.R. Barham, Jr.
Planters Bank & Trust Company of Virginia, Staunton, VA
Second Bank & Trust, Culpeper, VA
Virginia Heartland Bank, Fredericksburg, VA
Virginia Commonwealth Trust Company, Culpeper, VA

Wachovia Corporation, 301 South College Street, Charlotte, NC 28288
C.E.O. - G. Kennedy Thompson, President
Wachovia Bank, National Association, Charlotte, NC

TRUST COMPANY REPORTS OF CONDITION AS OF DECEMBER 31, 2004

	IT-3 THE TRUST COMPANY OF VIRGINIA RICHMOND 5 OFFICES	
ASSETS		
1. Cash Due from Depository Institutions	\$ 527,482	
2. Cash Equivalent Accounts	0	
3. U. S. Treasury Securities	0	
4. U. S. Government Agency Securities	0	
5. Obligations of States and Political Subdivisions	0	
6. Other Bonds, Notes and Debentures	2,148,734	
7. Premises, Furniture, and Fixtures	55,346	
8. Accounts Receivable	35,581	
9. Other Assets	596,826	
10. TOTAL ASSETS	\$ 3,363,969	
LIABILITIES		
11. Accounts Payable	\$ 31,228	
12. Taxes Payable	345	
13. Mortgage Indebtedness	0	
14. Borrowings	0	
15. Other Liabilities	154,007	
16. TOTAL LIABILITIES	185,580	
EQUITY CAPITAL		
18. Perpetual Preferred Stock	0	
19. Common Stock	991,878	
20. Surplus	1,830,607	
21. Reserve for Operating Expenses	0	
22. Retained Earnings (Losses)	355,904	
23. TOTAL EQUITY CAPITAL	3,178,389	
24. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 3,363,969	

ALPHABETICAL LISTING OF TRUST COMPANIES AS OF DECEMBER 31, 2004

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
Fairfax County-
8000 Towers Crescent Dr., Suite 640, Vienna
James City County-
4097 Ironbound Road, Suite B

TRUST COMPANY STATUS CHANGES - 2004**MERGERS**

March 1 Old Dominion Trust Company, Norfolk, VA merged into AMG Guaranty Trust,
National Association, Greenwood Village, CO

112 ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS

SAVINGS INSTITUTION REPORTS OF CONDITION AS OF DECEMBER 31, 2004 (IN THOUSANDS)

	SL-142 IMPERIAL SAVINGS AND LOAN ASSOCIATION MARTINSVILLE	SL-112 ELIZABETH BUILDING AND LOAN ASSOCIATION INCORPORATED PORTSMOUTH
	1 OFFICE	1 OFFICE
ASSETS		
1. Cash, Deposits and Investment Securities.....	\$ 3,790	\$ 0
2. Mortgage Pool Securities.....	22	0
3. Mortgage Loans.....	4,126	5,914
4. Nonmortgage Loans.....	1,267	0
5. Repossessed Assets.....	0	0
6. Real Estate Held for Investment.....	0	0
7. Investments in Service Corps and Subsidiaries.....	0	0
8. Office Premises and Equipment.....	263	5
9. Other Assets.....	89	355
10. TOTAL ASSETS.....	\$ 9,557	\$ 6,274
LIABILITIES		
11. Deposits.....	\$ 8,649	\$ 806
12. Unamortized Yield Adjustments on Deposits.....	0	0
13. Advances From FHLBank.....	0	0
14. Other Borrowings.....	0	4,913
15. Other Liabilities.....	52	147
16. TOTAL LIABILITIES.....	8,701	5,866
17. Redeemable Preferred Stock and Minority Interest.....	0	0
EQUITY CAPITAL		
18. Perpetual Preferred Stock.....	0	0
19. Common Stock.....	0	0
20. Paid in Excess of Par.....	0	392
21. Unrealized Gains (Losses) on Marketable Equity Securities.....	0	0
22. Retained Earnings.....	856	16
23. TOTAL EQUITY CAPITAL.....	856	408
24. TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND EQUITY CAPITAL.....	\$ 9,557	\$ 6,274

ALPHABETICAL LISTING BY NAME OF STATE SAVINGS INSTITUTIONS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 2004

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

Imperial Savings & Loan Association, Incorporated
211 Fayette Street
P O Box 391
Martinsville 24114-0391
Date Opened - 7/16/1929
C.E.O.- Simone H. Redd, Treasurer

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004
PURSUANT TO THE SAVINGS INSTITUTIONS ACT**

ACQUISITIONS PURSUANT TO ARTICLE 11 OF THE VIRGINIA CODE

DATE RECEIVED	DESCRIPTION	ACTIVITY
12/09/03	Southern Financial Bancorp, Inc., Warrenton, VA to acquire Essex Bancorp, Inc.	Approved 02/11/04
04/13/04	Provident Bankshares Corporation, Baltimore, MD to acquire Southern Financial Bancorp, Inc.	Approved 04/22/04

CREDIT UNIONS CONSOLIDATED BALANCE SHEET
AS OF DECEMBER 31

	2003	2004
ASSETS		
Loans	\$2,219,557,861	\$2,448,114,034
LESS: Allowance for loan losses	22,567,779	21,117,123
Cash	269,595,706	228,054,068
U.S. Government obligations.....	20,865,840	11,233,040
Federal agency securities	984,473,646	968,973,825
Common Trust Investments (ICU, NIFCU's, Mutual Funds)	21,216,306	20,881,095
Shares, deposits & certificates in Corporate Centrals	69,973,811	71,827,062
Shares, deposits & certificates in banks, S&L's & MSB's	133,021,963	102,608,808
Shares, deposits & certificates in other credit unions.....	3,410,703	6,305,836
Share insurance capitalization deposit.....	29,323,463	31,161,020
All other investments	32,774,791	41,816,953
LESS: Allowance for investment loss		
Land and buildings (net of depreciation).....	54,147,777	65,469,385
Other fixed assets (net of depreciation)	14,751,841	22,124,246
All other assets	35,087,508	38,356,647
TOTAL ASSETS	\$3,865,633,437	\$4,035,808,896
LIABILITIES & SAVINGS EQUITY		
Promissory notes	\$0	\$37,382,740
Other notes/interest payable.....		
Accounts payable	12,634,478	13,954,373
Dividends payable.....	1,350,926	1,342,097
TOTAL LIABILITIES	\$13,985,404	\$52,679,210
Share certificates	\$872,715,417	\$876,366,752
Share draft accounts	376,890,365	415,468,995
IRA accounts.....	357,881,125	359,670,384
Other shares.....	1,833,577,117	1,893,117,247
TOTAL SHARES	\$3,441,064,024	\$3,544,623,378
Regular/statutory reserve	\$86,249,913	\$85,582,470
Other reserves	54,099,836	57,969,663
Unrealized Gains (Losses) on available for sale securities	1,453,575	-3,332,156
Undivided earnings	268,780,685	298,286,331
TOTAL EQUITY	\$410,584,009	\$438,506,308
TOTAL LIABILITIES & EQUITY	\$3,865,633,437	\$4,035,808,896
Number of credit unions in operation.....	67	62

CREDIT UNIONS CONSOLIDATED STATEMENT OF INCOME AND EXPENSES

	2003	2004
INCOME		
Interest on loans (gross).....	\$154,311,062	\$153,603,927
LESS: Interest refunded.....	514,710	443,245
Income from investments.....	39,029,291	38,317,751
Fee income.....	29,606,455	30,966,756
Other operating income.....	15,223,806	15,981,252
TOTAL GROSS INCOME.....	\$237,655,904	\$238,426,441
EXPENSES		
Employee compensation & benefits.....	\$59,701,426	\$65,233,884
Travel & conference expense.....	1,749,614	1,966,316
Office occupancy expense.....	5,988,192	6,861,821
Office operations expense.....	28,399,045	30,932,114
Education & promotional expenses.....	3,135,572	3,592,781
Loan servicing expense.....	10,723,185	12,169,615
Professional & outside services.....	5,877,637	6,820,226
Provision for investment losses.....		
Provision for loan losses.....	13,767,978	13,162,150
Members insurance.....	1,156,978	905,264
Operating fees (examination & supervision fees).....	756,710	912,147
Miscellaneous operating expenses.....	2,833,564	2,265,654
TOTAL OPERATING EXPENSES BEFORE DIVIDENDS.....	\$134,089,901	\$144,821,972
NET INCOME (LOSS) BEFORE DIVIDENDS.....	\$103,566,003	\$93,604,469
Gains (losses) on investments.....	\$78,235	\$214,552
Gains (losses) on disposition of fixed assets.....	73,382	203,360
Other non-operating income (expense).....	74,477	198,140
TOTAL NON-OPERATING GAINS (LOSSES).....	\$226,094	\$616,052
Total net income (loss) before dividends.....	\$103,792,097	\$94,220,521
Interest on borrowed money.....	186,777	321,774
Dividends.....	66,170,676	58,507,984
Net income (loss) after dividends.....	\$37,434,644	\$35,390,763
LESS: Required transfer to statutory reserve (net).....	\$2,654,385	\$709,866
Change to undivided earnings as a result of operations.....	\$34,780,259	\$34,680,897

CREDIT UNION APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004**NEW OUT OF STATE CREDIT UNIONS**

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
06/15/04	Texas Industries Employees Credit Union	25801 Hoffheimer Way Petersburg, VA	Approved 07/21/04

MERGERS

DATE RECEIVED	DESCRIPTION	ACTIVITY
09/27/02	V.B.H. Employees Credit Union, Incorporated, Lynchburg, VA to merge into it Lynchburg General Credit Union, Lynchburg, VA	Approved 03/23/04
06/22/04	Beacon Credit Union, Incorporated, Lynchburg, VA to merge into it Lynchburg Appalachian Employees Credit Union, Incorporated, Lynchburg, VA	Approved 08/02/04
08/17/04	DuPont Community Credit Union, Waynesboro, VA to merge into it Shenandoah County Credit Union, Woodstock, VA	Approved 09/14/04

SERVICE FACILITIES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
01/14/04	Virginia Credit Union, Inc.	2848 Jefferson Davis Highway Suite 600, Stafford, VA	Approved 02/17/04
02/19/04	Newport News Shipbuilding Employees' Credit Union, Inc.	2425 Taylor Road Chesapeake, VA	Approved 03/10/04
02/19/04	Newport News Shipbuilding Employees' Credit Union, Inc.	1463 North Main Street Suffolk, VA	Approved 03/10/04
02/26/04	New Horizon Credit Union	14419 Chantilly Crossing Lane Chantilly, VA	Approved 03/25/04
03/05/04	WECCU Credit Union	210 Westvaco Road Low Moor, VA	Approved 03/29/04
03/17/04	Prime Care Credit Union, Incorporated	830 Kempsville Road, Sentara Leigh Hospital, Norfolk, VA	Approved 06/09/04
05/03/04	DuPont Community Credit Union	1140 Shenandoah Village Drive Waynesboro, VA	Approved 05/24/04
05/03/04	DuPont Community Credit Union	2201 North Augusta Street Staunton, VA	Approved 05/24/04

CREDIT UNION APPLICATIONS RECEIVED AND/OR ACTED UPON IN 2004

SERVICE FACILITIES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
11/18/04	Martinsville Du Pont Employees Credit Union, Incorporated	Highway 220 North Martinsville, VA	Approved 12/08/04
11/18/04	Martinsville Du Pont Employees Credit Union, Incorporated	850 Tanyard Road Rocky Mount, VA	Approved 12/08/04
11/22/04	Martinsville Du Pont Employees Credit Union, Incorporated	8500 A. L. Philpott Highway Martinsville, VA	Approved 12/20/04

CREDIT UNION STATUS CHANGES - 2004

MERGERS

- | | | |
|-----------|----|--|
| September | 01 | Beacon Credit Union, Incorporated, Lynchburg, VA, merged into it Lynchburg Appalachian Employees Credit Union, Incorporated, Lynchburg, VA |
| December | 22 | DuPont Community Credit Union, Waynesboro, VA, merged into it Shenandoah County Credit Union, Woodstock, VA |

MERGERS – STATE CREDIT UNIONS INTO FEDERAL CREDIT UNIONS

- | | | |
|----------|----|---|
| January | 15 | Times World Employees Credit Union, Incorporated, Roanoke, VA, merged into Member One Federal Credit Union, Roanoke, VA |
| November | 16 | AMS Credit Union, Fairfax, VA, merged into Apple Federal Credit Union, Fairfax, VA |

CONVERSIONS

- | | | |
|-------|----|---|
| March | 11 | Southern States Employees' Credit Union, Incorporated converted to a federal credit union |
|-------|----|---|

CHANGES IN TITLE

- | | | |
|-----------|----|---|
| September | 10 | U.S.E. Credit Union, Danville, VA changed its name to Goodyear-Danville Family Credit Union |
|-----------|----|---|

OFFICE RELOCATIONS

- | | | |
|----------|----|--|
| December | 30 | DuPont Community Credit Union, Waynesboro, VA, moved its service facility from 403 West Court Street, Woodstock, VA to 305 West Court Street, Woodstock, VA |
| March | 15 | Fort Monroe Credit Union, Incorporated, Hampton, VA, moved its service facility from Building T 261 Patch Road, Fort Monroe, VA to Fort Monroe Post Exchange (PX) Bldg, Fort Monroe, VA |
| February | 18 | Piedmont Credit Union, Danville, VA, moved its service facility from 306 Poplar Street, Danville, VA to 366 Piney Forest Road, Danville, VA |
| January | 27 | University of Virginia Community Credit Union, Inc., Charlottesville, VA, moved its service facility from 908 E. High Street, Charlottesville, VA to 300 Preston Avenue, Charlottesville, VA |

CREDIT UNION STATUS CHANGES - 2004**SERVICE FACILITIES**

February	25	Virginia Credit Union, Inc. opened a service facility at 2848 Jefferson Davis Highway, Suite 600, Stafford, VA
June	09	Prime Care Credit Union, Incorporated opened a service facility at 830 Kempsville Road, Sentara Leigh Hospital, Norfolk, VA
December	08	Martinsville Du Pont Employees Credit Union, Incorporated opened a service facility at Highway 220 North, Martinsville, VA
December	10	Martinsville Du Pont Employees Credit Union, Incorporated opened a service facility at 850 Tanyard Road, Rocky Mount, VA
December	20	Martinsville Du Pont Employees Credit Union, Incorporated opened a service facility at 8500 A. L. Philpott Highway, Martinsville, VA

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2004

<p>A B & W Credit Union, Incorporated 6201 Richmond Highway Alexandria 22303 Treasurer - Mark Reel Date Opened - 4/17/1952 Assets - \$ 25,815,789</p>	<p>Campbell County Employee's Credit Union, Inc. 132 Kimball Road Concord 24538 Treasurer - Elizabeth Keaton Date Opened - 9/19/1956 Assets - \$ 719,374</p>
<p>Associates Credit Union, Inc. 2015 Staples Mill Road P O Box 27401 Richmond 23279 Treasurer - Alice Saczawa Date Opened - 12/17/1958 Assets - \$ 11,047,512 <i>Service Facility -</i> 2221 Edward Holland Drive, Richmond, VA 23230</p>	<p>Chesapeake City Employees Credit Union 401 Albemarle Drive, Suite 102 Chesapeake 23322 Treasurer - Susan Draper Date Opened - 5/18/1971 Assets - \$ 5,270,247</p>
<p>Augusta Health Care Credit Union, Incorporated 78 Medical Center Drive P O Box 1000 Fishersville 22939 Treasurer - Deborah Shank Date Opened - 4/3/1964 Assets - \$ 8,069,580</p>	<p>Chesapeake Public School Employee's Credit Union, Inc. 544 Battlefield Boulevard South Chesapeake 23320 Treasurer - William Joe Date Opened - 4/2/1963 Assets - \$ 7,535,263</p>
<p>Beacon Credit Union, Incorporated 6320 Logans Lane P O Box 11469 Lynchburg 24506 Treasurer - Wesley Gordon Date Opened - 10/26/1939 Assets - \$ 34,286,224</p>	<p>City of Alexandria Employees Credit Union, Inc. 1416 Duke Street P O Box 118 Alexandria 22313 Treasurer - Ralph L. Charlton Date Opened - 10/13/1958 Assets - \$ 26,640,246</p>
<p>Belt Line Employees Credit Union, Incorporated 3014 Tyre Neck Road Portsmouth 23703 Treasurer - Garry Baker Date Opened - 12/23/1929 Assets - \$ 3,569,664</p>	<p>Danville Postal Credit Union, Incorporated 105 Teal Court P O Box 10011 Danville 24541 Treasurer - Maxine F. Powell Date Opened - 4/1/1927 Assets - \$ 1,447,248</p>
<p>C.C.C. Martinsville Employees Credit Union, Incorporated 810 Starling Avenue Martinsville 24112 Treasurer - Russell Joyce Date Opened - 8/10/1964 Assets - \$ 1,094,504</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 - \$ 129,835,135 <i>Service Facilities -</i> 1201 E. 55th Street, Cleveland, OH 44103 5000 Dominion Boulevard, Glen Allen, VA 23060 120 Tredegar Street, Richmond, VA 23219 2400 Grayland Avenue, Richmond, VA 23220</p>
<p>Cadmus Credit Union, Incorporated 2901 Byrdhill Road P.O. Box 27481 Richmond 23228 Treasurer - Donald W. Hill Date Opened - 6/29/1951 Assets - \$ 3,656,164</p>	

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2004

<p>DuPont Community Credit Union 140 Lucy Lane P. O. Box 1365 Waynesboro 22980 Treasurer – Everett J. Campbell Date Opened - 7/1/1959 Assets - \$ 486,236,961</p> <p><i>Service Facilities -</i> 105 Community Way, Staunton, VA 24401 2518 Stuarts Draft Highway, Stuarts Draft, VA 24477 315 Lee Highway, Verona, VA 24482 200 East Broad Street, Waynesboro, VA 22980 2200 W. Main Street, Waynesboro, VA 22980 601 Shenandoah Village Drive, Building 9G, Waynesboro, VA 22980 Dupont Plant, 400 Dupont Blvd., Waynesboro, VA 22980 305 West Court Street, Woodstock, VA 22664</p> <p>Fort Monroe Credit Union, Incorporated 108 West Mercury Blvd. Hampton 23669 Treasurer – Anthony Eaton Date Opened - 9/15/1953 Assets - \$ 22,215,909</p> <p>Goodyear-Danville Family Credit Union 1901 Goodyear Boulevard P.O. Box 2117 Danville 24541 Treasurer – Phillip A. Hynes Date Opened - 4/12/1979 Assets - \$ 7,082,386</p> <p><i>Service Facility -</i> 2323 Riverside Drive, Danville, VA 24540</p> <p>Gwaltney Employees Credit Union, Incorporated 938-C South Church Street P O BOX 69 Smithfield 23431 Treasurer - Beatrice R. Wise Date Opened - 8/10/1961 Assets - \$ 1,661,741</p>	<p>Hampton City Employees Credit Union, Incorporated City Hall Building 22 Lincoln Street Hampton 23669 Treasurer - Christine Snead Date Opened - 11/17/1955 Assets - \$ 6,614,740</p> <p>Hampton Roads Educators Credit Union, Inc. 2130 Cunningham Drive Hampton 23666 Treasurer - William F. Trimble, Jr. Date Opened - 4/6/1954 Assets - \$ 24,378,169</p> <p>Hampton Roads Postal Credit Union, Inc. 4013 W. Mercury Boulevard Hampton 23666 Treasurer - Fred Wright Date Opened - 3/7/1952 Assets - \$ 4,950,998</p> <p>Klann Employees Credit Union, Incorporated 301 Fourth Street Waynesboro 22980 Treasurer - Sandra F. Shiflett Date Opened - 9/2/1966 Assets - \$ 146,036</p> <p>Landmark Communications Employees Credit Union, Inc. 150 West Brambleton Avenue Norfolk 23510 Treasurer - Carol Lewis Date Opened - 8/24/1953 Assets - \$ 2,651,270</p> <p>Life Line Credit Union, Inc. 5855 Bremo Road, Suite 701 Richmond 23226 Treasurer - John W. Davis Date Opened - 4/11/1969 Assets - \$ 6,183,201</p> <p>Loudoun Credit Union 112-A South Street, S.E. Leesburg 20175 Treasurer - Carol Edwards Date Opened - 2/3/1978 Assets - \$ 16,253,703</p> <p>Lynchburg General Credit Union 1901 Tate Springs Road Lynchburg 24501 Treasurer - Thomas K. Lawton, Jr. Date Opened - 10/21/1970 Assets - \$ 1,856,522</p>
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ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2004

<p>Lynchburg Postal and Federal Employees' Credit Union, Incorporated 3300 Odd Fellows Road Room 103 P O Box 10182 Lynchburg 24506 Date Opened - 5/1/1926 Assets - \$ 3,337,167</p>	<p>Nansemond Credit Union, Incorporated, The 617 East Washington Street Suffolk 23434 Treasurer - Kevin White Date Opened - 6/20/1949 Assets - \$ 2,908,714</p>
<p>Martinsville Du Pont Employees Credit Union, Incorporated 35 Dupont Road P O Box 2158 Martinsville 24113 Treasurer - James Rorrer Date Opened - 3/23/1953 Assets - \$ 214,063,924 <i>Service Facilities -</i> 5835 Virginia Avenue, Bassett, VA 24055 41 Wheeler Avenue, Collinsville, VA 24078 1000 Spruce Pine Street, Martinsville, VA 24112 58 E. Church Street, Martinsville, VA 24113 8500 A. L. Philpott Highway, Martinsville, VA 24112 Highway 220 & Rives Road, Martinsville, VA 24112 Highway 220 North, Martinsville, VA 24112 7176 Greensboro Road, Ridgeway, VA 24148 850 Tanyard Road, Rocky Mount, VA 24151</p>	<p>New Horizon Credit Union 10830 Balls Ford Road Manassas 20109 Treasurer - Nancy T. Eick Date Opened - 1/20/1969 Assets - \$ 29,877,870 <i>Service Facility -</i> 15000 Conference Center Drive Suite 1003, Chantilly, VA 22021</p>
<p>Martinsville Postal Credit Union, Incorporated 810 Starling Avenue Martinsville 24112 Treasurer - Gwendolyn Penn Date Opened - 7/1/1949 Assets - \$ 418,324</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 - \$ 38,588,299 <i>Service Facility -</i> 210 25th. Street, Newport News, VA 23607</p>
<p>N.C.S.E. Credit Union, Inc. 84 Courthouse Square Lovingston 22949 Treasurer - Phyllis M. Drumheller Date Opened - 6/25/1970 Assets - \$ 955,185</p>	<p>Newport News Shipbuilding Employees' Credit Union, Inc. 3711 Huntington Avenue Newport News 23607 Treasurer - Robert L. Sterling Date Opened - 6/2/1928 Assets - \$ 863,007,186 <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</p>
<p>Nabisco Employees Credit Union 6002 S. Laburnum Avenue Richmond 23231 Treasurer - John Thompson Date Opened - 8/26/1976 Assets - \$ 6,190,595</p>	

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2004

<p>Newport News Shipbuilding Employees' Credit Union, Inc. (Continued) <i>Service Facilities -</i> 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>P.W.C. Employees Credit Union 2080 Old Bridge Road, Suite 101 Woodbridge 22192 Treasurer - Robin R. Perkins Date Opened - 2/1/1971 Assets - \$ 28,535,475 <i>Service Facility -</i> 8807 Sudley Road, Suite 109, Manassas, VA 22110</p>
<p>Norfolk Southern Employees' Credit Union, Incorporated 1417 North Battlefield Boulevard, Suite 290 Chesapeake 23320 Treasurer - Kevin S. Peak Date Opened - 4/26/1928 Assets - \$ 2,204,422</p>	<p>P.W.H. Employees Credit Union, Inc. 8700 Sudley Road Manassas 22110 Treasurer - Fay Bowers Date Opened - 10/10/1969 Assets - \$ 2,805,843</p> <p>PFD Firefighters Credit Union, Incorporated 3209 Cedar Lane Portsmouth 23703 Treasurer - John R. Wise, Jr. Date Opened - 3/24/1955 Assets - \$ 14,980,396</p>
<p>Norfolk, Va., Postal Credit Union, Incorporated 600 Church Street Room 111 Norfolk 23501 Treasurer - William Beck Date Opened - 3/9/1925 Assets - \$ 5,732,400</p>	<p>Petersburg Federal Reformatory Credit Union, Incorporated Federal Correctional Institution Petersburg 23804 Treasurer - Anita Munoz Date Opened - 8/27/1951 Assets - \$ 1,771,142</p>
<p>Northern Star Credit Union, Incorporated 5100 George Washington Highway P O Box 1397 Portsmouth 23705 Treasurer - Bernard G. Matthews Date Opened - 6/7/1929 Assets - \$ 101,539,624 <i>Service Facilities -</i> 3325 Taylor Road, Chesapeake, VA 23325 Elmhurst Square S. C. Outparcel 5600 Block of Portsmouth Boulevard, Portsmouth, VA 23701</p>	<p>Piedmont Credit Union 366 Piney Forest Road P O Box 4007 Danville 24540 Treasurer - Cary Wilkes Date Opened - 5/12/1969 Assets - \$ 28,099,571 <i>Service Facility -</i> 265 Corning Drive, Danville, VA 24541</p>
<p>Old Dominion University Credit Union, Inc. 2701 Hampton Boulevard Norfolk 23517 Treasurer - Sylvia Hudgins Date Opened - 1/16/1959 Assets - \$ 18,732,740</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 - \$ 1,201,285</p> <p>Prime Care Credit Union, Incorporated 600 Gresham Drive Norfolk 23507 Treasurer - Terry J. Lambert Date Opened - 3/9/1970 Assets - \$ 9,518,607</p>

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2004

<p>Prime Care Credit Union, Incorporated (Continued) <i>Service Facility -</i> 830 Kempsville Road, Sentara Leigh Hospital, Norfolk, VA 23502</p>	<p>T.M.C. Employees Credit Union, Inc. 1000 Robins Road P.O. Box 10341 Lynchburg 24506 Treasurer - Patsy W. Stilwell Date Opened - 2/15/1952 Assets - \$ 1,020,347</p>
<p>Richmond Fire Department Credit Union, Incorporated 900 Hermitage Road Richmond 23220 Treasurer - Russell G. Acors, III Date Opened - 5/15/1929 Assets - \$ 14,287,099</p>	<p>Tidewater Telephone Employees Credit Union, Incorporated 5648 Southern Boulevard Virginia Beach 23462 Treasurer - John R. Eason Date Opened - 7/22/1958 Assets - \$ 32,991,478</p>
<p>Richmond Police Department Credit Union, Incorporated 200 W. Grace Street Richmond 23220-5018 Treasurer - William Friday Date Opened - 11/15/1934 Assets - \$ 5,297,393</p>	<p><i>Service Facility -</i> 2130 Cunningham Drive, Hampton, VA 23666</p>
<p>Richmond Postal Credit Union Incorporated, The 1601 Ownby Lane Richmond 23220 Treasurer - Wayne Boothe Date Opened - 11/23/1923 Assets - \$ 73,187,284</p>	<p>University of Virginia Community Credit Union, Inc. 3300 Berkmar Drive Charlottesville 22901 Treasurer - Charles T. Gillet Date Opened - 5/19/1954 Assets - \$ 312,472,324</p>
<p><i>Service Facility -</i> 1801 Brook Road, Richmond, VA 23260</p>	<p><i>Service Facilities -</i> 1936 Arlington Boulevard, Charlottesville, VA 22903 220 Wayles Lane, Charlottesville, VA 22911 222 Lee Street, Charlottesville, VA 22908 300 Preston Avenue, Charlottesville, VA 22902 5820 Railroad Avenue, Crozet, VA 22932 5766 Thomas Jefferson Parkway Suite 201, Palmyra, VA 22963</p>
<p>Riverside Health System Employees' Credit Union, Incorporated 500 J. Clyde Morris Boulevard Newport News 23601 Treasurer - Barbara LaBonte Date Opened - 9/1/1970 Assets - \$ 7,504,862</p>	<p>V.B.H. Employees Credit Union, Incorporated 3300 Rivermont Avenue Lynchburg 24503 Treasurer - Lisa H. Hall Date Opened - 10/14/1966 Assets - \$ 2,253,680</p>
<p>Smithfield Packing Employees' Credit Union 501 North Church Street P O Box 369 Smithfield 23431 Treasurer - Cheryl J. Wells Date Opened - 4/27/1971 Assets - \$ 2,109,500</p>	<p>Valley Industrial Credit Union 501 W. Broad St. P.O. Box 1784 Waynesboro 22980 Treasurer - Frank Cahoon, Jr. Date Opened - 6/13/1977 Assets - \$ 7,506,914</p>
<p>Spruance Cellophane Credit Union 7119 Jefferson Davis Highway Richmond 23237 Treasurer - George S. Fleming Date Opened - 3/24/1953 Assets - \$ 6,545,753</p>	

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 2004

<p>Virginia Credit Union, Inc. 720 East Broad Street Richmond 23225 Treasurer - Raymond D. Vaughan Date Opened - 12/11/1928 Assets - \$ 1,230,716,511 <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 216 North Sycamore Street, Petersburg, VA 23803 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 2848 Jefferson Davis Highway Suite 600, Stafford, VA 23554</p>	<p>Virginia Gas, Credit Union, Incorporated 107 South Coalter Street Staunton 24401 Treasurer - E.K. Whitesell Date Opened - 5/29/1956 Assets - \$ 4,157,145</p> <p>Virginia United Methodist Credit Union, Inc. 10330 Staples Mill Road Richmond 23228 Treasurer - G. Thomas Brown Date Opened - 3/27/1952 Assets - \$ 16,107,297</p> <p>WECCU Credit Union 347 North Court Avenue Covington 24426 Treasurer - David Vest Date Opened - 7/17/1953 Assets - \$ 57,185,896</p> <p>Waynesboro Employees Credit Union, Inc. 250-E North Poplar Avenue Waynesboro 22980 Treasurer - Clinton E. Hayden Date Opened - 10/17/1958 Assets - \$ 3,548,406</p>
<p>Virginia Educators' Credit Union 12626 Nettles Drive Newport News 23606 Treasurer - Eugene Johnson Date Opened - 11/1/1954 Assets - \$ 45,199,652 <i>Service Facilities -</i> Armstrong Slater Building, Room 100 Hampton University, Hampton, VA 23668 812 Main Street, Newport News, VA 23605</p>	

SERVICE FACILITIES 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

GATE CITY

125 Jones Street
Branch of Eastman Credit Union, Kingsport, Tennessee

HERNDON

13600 EDS Drive
Branch of EDS Credit Union, Plano, Texas

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