

1997 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, 1997



FROM REPORTS FILED IN THE
BUREAU OF FINANCIAL INSTITUTIONS

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STATE CORPORATION COMMISSION

HULLIHEN WILLIAMS MOORE, Chairman

THEODORE V. MORRISON, JR.

I. CLINTON MILLER

WILLIAM J. BRIDGE, Clerk of the Commission

Report of the Bureau of Financial Institutions

Richmond, Virginia, December 31, 1997

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, 1997.

Respectfully,

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

BUREAU OF FINANCIAL INSTITUTIONS

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

ADMINISTRATION AND FINANCE

GERALD E. FALLEN
Assistant Commissioner

BANKS AND SAVINGS INSTITUTIONS

JOHN M. CROCKETT
Deputy Commissioner

CONSUMER FINANCE

SUSAN E. HANCOCK
Deputy Commissioner

CORPORATE STRUCTURE AND RESEARCH

NICHOLAS C. KYRUS
Deputy Commissioner

CREDIT UNIONS

GEORGE H. LATHAM
Deputy Commissioner

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

Chief Examiner of Banks

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

Chief Deputy to the Commissioner of Insurance and Banking

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

Commissioner of Insurance and Banking

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

Commissioner of Banking

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

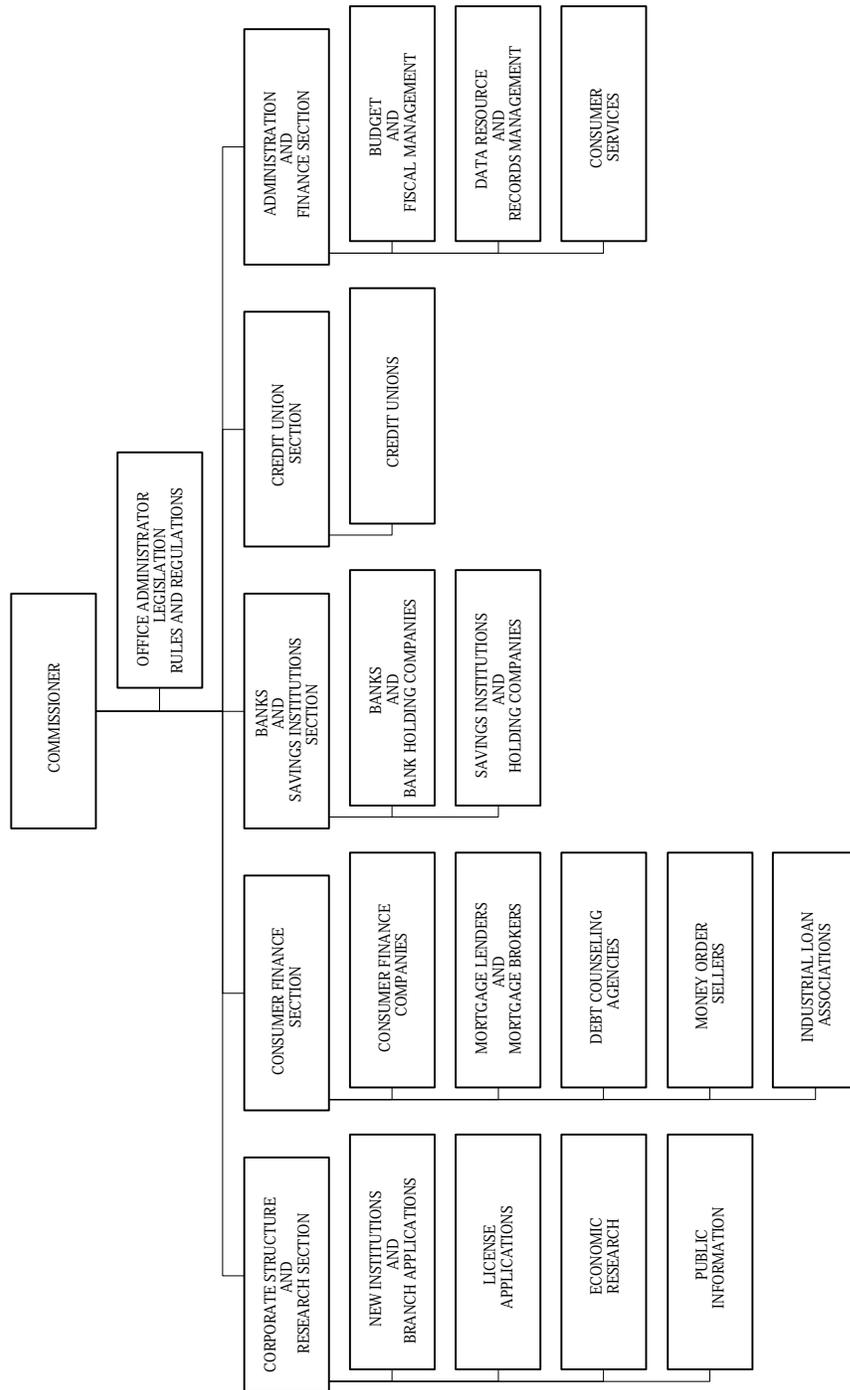
Commissioner of Financial Institutions

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

LEGAL HOLIDAYS

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

ORGANIZATIONAL CHART
BUREAU OF FINANCIAL INSTITUTIONS



ANNUAL REPORT OF THE BUREAU OF FINANCIAL INSTITUTIONS

CONSOLIDATED REPORT OF CONDITION - VIRGINIA STATE BANKS
DECEMBER 31, 1996 & 1997 (IN THOUSANDS OF DOLLARS)

	December 31, 1996 121 State Banks 1,284 Branches	December 31, 1997 122 State Banks 1,182 Branches
ASSETS		
Cash and balances due from depository institutions	\$ 2,655,963	\$ 2,437,336
Noninterest-bearing balances and currency and coin	2,466,360	2,119,638
Interest-bearing balances	189,603	317,698
Securities.....	12,681,442	11,311,711
Federal funds sold & securities purchased under agreement to resell.....	2,010,727	1,348,618
Loan and lease financing receivables:		
Loans and leases, net of unearned income.....	36,014,612	36,791,290
LESS: Allowance for loan and lease losses	628,637	647,619
LESS: Allocated transfer risk reserve.....	0	0
Loans and leases, net of unearned income and allowance for losses	35,385,975	36,143,671
Assets held in trading accounts	557,238	1,032
Premises and fixed assets (including capitalized leases).....	1,032,390	1,005,517
Other real estate owned	88,368	80,427
Investments in unconsolidated subsidiaries and associated companies.....	2,646	1,799
Customers' liabilities to banks on acceptances outstanding	4,255	4,297
Intangible assets	378,026	332,368
Other assets	1,803,841	1,790,158
TOTAL ASSETS.....	\$ 56,600,871	\$ 54,456,934
LIABILITIES		
Deposits:		
In domestic offices	\$ 39,779,492	\$ 37,921,818
(1) Noninterest-bearing	7,610,907	6,361,526
(2) Interest-bearing	32,168,585	31,560,292
In foreign offices, Edge and Agreement subsidiaries, and IBFs	43,271	3,181
(1) Noninterest-bearing	4	2,898
(2) Interest-bearing	43,267	283
Federal funds purchased and securities sold under agreement to repurchase	5,413,089	4,197,579
Demand notes issued to the U.S. Treasury	81,560	367,042
Other borrowed money	5,022,610	5,678,640
Banks' liabilities on acceptances executed and outstanding	4,255	4,297
Notes and debentures subordinated to deposits	485,000	432,779
Other liabilities	1,207,239	1,249,179
TOTAL LIABILITIES	52,036,516	49,854,515
EQUITY CAPITAL		
Perpetual preferred stock.....	0	0
Common stock	708,862	648,987
Surplus	1,323,304	1,144,915
Undivided profits and capital reserves.....	2,543,512	2,793,738
Unrealized gains(losses) on available-for-sale securities	(11,323)	14,748
Cumulative foreign currency translation adjustments.....	0	31
TOTAL EQUITY.....	4,564,355	4,602,419
TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 56,600,871	\$ 54,456,934

STATE CORPORATION COMMISSION

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

	1996	1997
INTEREST INCOME:		
Interest and fees on loans	\$ 3,390,393	\$ 3,183,021
Income from lease financing receivables	15,488	3,340
Interest on balances due from depository institutions	13,680	5,013
Interest and dividends on securities.....	763,555	691,536
Interest from assets held in trading accounts	33,416	51
Interest on federal funds sold and securities purchased under agreements to resell	97,053	54,023
TOTAL INTEREST INCOME.....	\$4,313,585	\$3,936,984
INTEREST EXPENSE:		
Interest on time certificates of deposit of \$100,000 or more	226,208	193,639
Interest on other deposits	1,080,372	1,013,398
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	8,341	445
Expense of federal funds purchased and securities sold under agreements to repurchase.....	208,625	162,612
Interest on demand notes issued to the U.S. Treasury and on other borrowed money.....	298,984	330,979
Interest on notes and debentures subordinated to deposits	27,398	35,649
TOTAL INTEREST EXPENSE.....	1,849,928	1,736,722
NET INTEREST INCOME.....	2,463,657	2,200,262
Provision for loan and lease losses.....	347,709	399,437
NONINTEREST INCOME:		
Income from fiduciary activities	63,952	67,380
Service charges on deposit accounts in domestic offices	249,163	219,244
Trading revenue.....	55	1,600
Other fee income	1,032,942	1,174,622
All other noninterest income	94,797	145,743
TOTAL NONINTEREST INCOME	1,440,909	1,608,589
Realized gains (losses) on held-to-maturity securities	716	(95)
Realized gains (losses) on available-for-sale securities.....	37,248	7,336
NONINTEREST EXPENSE:		
Salaries and employee benefits	855,289	711,541
Expenses of premises and fixed assets (net of rental income).....	262,116	250,982
Other noninterest expense.....	1,336,458	1,189,116
TOTAL NONINTEREST EXPENSE	2,453,863	2,151,639
INCOME BEFORE INCOME TAXES AND EXTRA- ORDINARY ITEMS AND OTHER ADJUSTMENTS.....	1,140,958	1,265,016
APPLICABLE INCOME TAXES.....	379,558	434,564
INCOME BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS	761,400	830,452
EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS NET OF INCOME TAXES.....	0	2,897
NET INCOME.....	\$761,400	\$ 833,349

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 1997

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	3	15	32	51	9	8	4	122
SOURCE AND DISTRIBUTION OF INCOME:								
Percentage of Average Assets:								
INTEREST INCOME:								
Interest and fees on loans	5.25	5.73	5.84	5.59	5.70	6.05	6.31	6.11
Income from lease financing receivables	0.00	0.03	0.02	0.00	0.00	0.00	0.01	0.01
Interest on balances due from depository institutions	0.04	0.05	0.04	0.02	0.00	0.00	0.01	0.01
Interest and dividends on securities	0.60	1.52	1.40	1.49	1.44	1.44	1.25	1.33
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	0.55	0.29	0.26	0.13	0.18	0.12	0.07	0.09
TOTAL INTEREST INCOME.....	6.44	7.62	7.56	7.23	7.32	7.61	7.65	7.55
INTEREST EXPENSE:								
Interest on time certificates of deposit of \$100,000 or more	0.28	0.48	0.49	0.41	0.42	0.35	0.35	0.37
Interest on other deposits	2.63	2.56	2.61	2.62	2.55	2.49	1.56	1.94
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Expense of federal funds purchased and securities sold under agreement to repurchase	0.00	0.04	0.13	0.12	0.10	0.18	0.42	0.31
Interest on demand notes issued to the U.S. Treasury and other borrowed money	0.00	0.00	0.01	0.16	0.06	0.10	0.96	0.64
Interest on notes and debentures subordinated to deposits.....	0.00	0.00	0.00	0.00	0.00	0.00	0.11	0.07
TOTAL INTEREST EXPENSE.....	2.91	3.08	3.24	3.31	3.13	3.12	3.40	3.33
NET INTEREST INCOME.....	3.53	4.54	4.32	3.92	4.19	4.49	4.25	4.22
Provisions for loans and lease losses	0.33	0.11	0.17	0.21	0.16	0.22	1.11	0.77

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 1997

CLASSIFICATION IN MILLIONS OF DOLLARS	Under 25	25- 50	50- 100	100- 250	250- 500	500- 1,000	Over 1,000	All Banks
NONINTEREST INCOME:								
Income from fiduciary activities	0.00	0.00	0.00	0.04	0.03	0.08	0.18	0.13
Service charges on deposit accounts in domestic offices	0.23	0.32	0.37	0.32	0.42	0.45	0.45	0.42
Trading revenue.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other fees	0.05	0.10	0.11	0.28	0.23	0.33	3.47	2.25
Other noninterest income	0.00	0.09	0.05	0.22	0.22	0.14	0.34	0.29
TOTAL NONINTEREST INCOME	0.28	0.51	0.53	0.86	0.90	1.00	4.44	3.09
Gains(losses) on securities	0.01	0.00	0.00	0.01	(0.01)	0.02	0.02	0.01
NONINTEREST EXPENSE:								
Salaries and employee benefits	1.49	1.69	1.57	1.31	1.31	1.37	1.36	1.37
Expenses of premises and fixed assets (net of rental income)	0.36	0.48	0.47	0.39	0.40	0.38	0.53	0.48
Other noninterest expense.....	0.98	1.01	1.00	1.11	1.23	1.47	2.94	2.28
TOTAL NONINTEREST EXPENSE	2.83	3.18	3.04	2.81	2.94	3.22	4.83	4.13
INCOME BEFORE INCOME TAXES AND EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS	0.66	1.76	1.64	1.77	1.98	2.07	2.77	2.42
APPLICABLE INCOME TAXES.....	0.27	0.44	0.47	0.54	0.57	0.69	0.99	0.83
INCOME BEFORE EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS	0.39	1.32	1.17	1.23	1.41	1.38	1.78	1.59
EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS NET OF INCOME TAXES.....	0.00	0.00	0.00	0.00	0.06	0.02	0.00	0.01
NET INCOME	0.39	1.32	1.17	1.23	1.47	1.40	1.78	1.60

OPERATING RATIOS FOR ALL STATE CHARTERED BANKS FOR 1997

CLASSIFICATION IN MILLIONS OF DOLLARS	Under 25	25- 50	50- 100	100- 250	250- 500	500- 1,000	Over 1,000	All Banks
DISTRIBUTION OF LIABILITIES:								
Percentage of Total Assets:								
Deposits:								
In domestic offices	81.74	87.34	86.08	83.78	85.26	84.83	61.00	69.64
Noninterest-bearing.....	10.91	17.69	15.19	11.97	14.09	16.30	10.32	11.68
Interest-bearing.....	70.83	69.65	70.89	71.81	71.17	68.53	50.68	57.96
In foreign offices, Edge and Agreement subsidiaries, and IBFs.....	0.00	0.00	0.00	0.00	0.00	0.00	0.01	0.01
Noninterest-bearing.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Interest-bearing.....	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Federal funds purchased and securities sold under agreements to repurchase	0.00	0.78	2.48	2.41	2.47	3.50	10.60	7.71
Demand notes issued to the U.S. Treasury.....	0.00	0.07	0.05	0.09	0.00	0.32	0.98	0.67
Trading liabilities	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Other borrowed money	0.00	0.00	0.04	3.39	1.15	1.64	15.25	10.43
Banks' liabilities on acceptances executed and outstanding	0.00	0.00	0.00	0.00	0.00	0.00	0.01	0.01
Notes and debentures subordinated to deposits	0.00	0.02	0.00	0.00	0.00	0.00	1.25	0.79
Other liabilities	0.42	0.78	0.72	0.96	0.96	0.71	3.12	2.29
TOTAL LIABILITIES	82.16	88.99	89.37	90.63	89.84	91.00	92.22	91.55
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	5.49	2.76	2.61	1.74	1.84	1.57	0.81	1.19
Surplus	7.09	4.64	2.55	1.85	3.11	2.32	1.95	2.10
Undivided profits and capital reserves.....	5.29	3.53	5.41	5.71	5.12	5.06	5.02	5.13
Net unrealized gains(losses) on available-for-sale securities.....	-0.03	0.08	0.06	0.07	0.09	0.05	0.00	0.03
TOTAL EQUITY CAPITAL	17.84	11.01	10.63	9.37	10.16	9.00	7.78	8.45
TOTAL LIABILITIES AND EQUITY CAPITAL.....	100.00							
OTHER RATIOS								
Loans (net) to deposits.....	88.68	68.39	71.34	77.03	76.46	77.70	110.56	95.31
Noninterest-bearing deposits to total deposits	13.34	20.25	17.65	14.28	16.53	19.22	16.93	16.78
Bank premises to total equity.....	14.94	16.65	19.64	20.56	19.07	20.69	23.12	21.85
Total equity to total deposits.....	21.83	12.60	12.35	11.18	11.91	10.61	12.75	12.14
Equity and subordinated notes and debentures to assets.....	27.39	11.02	10.63	9.37	10.16	9.00	9.03	9.25

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

NEW BANKS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/02/96	Metro-County Bank of Virginia, Inc.	8194 Atlee Road Mechanicsville, Hanover County, VA	Approved 03/12/97
12/03/96	Guaranty Bank	1658 State Farm Boulevard Albemarle County, VA	Approved 03/21/97
12/23/96	First-Citizens Bank, A Virginia Corporation	3601 Thirlane Road City of Roanoke, VA	Approved 03/06/97
09/18/97	Alliance Bank Corporation	12735 Shops Lane Fairfax County, VA	Pending
11/03/97	Shore Bank	25253 Lankford Highway Onley, Accomack County, VA	Pending
12/02/97	James Monroe Bank	3033 Wilson Boulevard Arlington County, VA	Pending

MERGERS

DATE RECEIVED	DESCRIPTION	ACTIVITY
01/06/97	Crestar Bank, Richmond, VA to merge into it Citizens Bank of Maryland, Laurel, MD	Approved 02/27/97
01/06/97	Crestar Bank, Richmond, VA to merge into it Citizens Bank of Washington, N.A., Washington, D.C.	Approved 02/27/97
01/21/97	Branch Banking and Trust Company of Virginia, Virginia Beach, VA to merge into it Fidelity Federal Savings Bank, Richmond, VA	Approved 04/30/97
03/25/97	George Mason Bank, The, Fairfax, VA to merge into it George Mason Bank, National Association, Bethesda, MD	Approved 05/19/97
04/02/97	First Union National Bank of North Carolina, Charlotte, NC to merge into it First Union National Bank of Virginia, Roanoke, VA	No Objection 07/30/97
04/14/97	First Virginia Bank - Southwest, Roanoke, VA to merge into it First Virginia Bank-Highlands, Covington, VA	Approved 06/19/97
05/21/97	United Bank, Arlington, VA to merge into it Patriot National Bank, Reston, VA	Approved 07/14/97
07/03/97	Resource Bank, Virginia Beach, VA to merge into it Eastern American Bank FSB, Herndon, VA	Approved 08/18/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

MERGERS (Continued)

DATE RECEIVED	DESCRIPTION	ACTIVITY
07/21/97	First Virginia Bank - Southwest, Roanoke, VA to merge into it Premier Bank-South, N.A., Wytheville, VA	Approved 09/22/97
08/15/97	First Union National Bank of North Carolina, Charlotte, NC to merge into it Signet Bank, Richmond, VA	No Objection 10/30/97
08/18/97	Crestar Bank, Richmond, VA to merge into it American National Savings Bank, F.S.B., Baltimore, MD	Approved 09/25/97
09/09/97	First Virginia Bank-Clinch Valley, Tazewell, VA to merge into it Premier Bank, N.A., Tazewell, VA	Approved 10/16/97
09/09/97	First Virginia Bank-Mountain Empire, Abingdon, VA to merge into it Premier Bank-Central, N.A., Honaker, VA	Approved 10/16/97
10/27/97	Branch Banking and Trust Company of Virginia, Virginia Beach, VA to merge into it Virginia First Savings Bank, F.S.B., Petersburg, VA	Approved 12/29/97

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
12/03/96	Guaranty Financial Corporation, Charlottesville, VA to acquire 100% of the voting shares of Guaranty Bank, Charlottesville, VA	Approved 03/21/97
03/12/97	First Virginia Banks, Inc., Falls Church, VA to acquire 100% of the voting shares of Premier Bankshares Corporation, Tazewell, VA	Approved 05/09/97
03/28/97	Bay Banks of Virginia, Inc., Kilmarnock, VA to acquire 100% of the voting shares of Bank of Lancaster, Kilmarnock, VA	Approved 05/13/97
04/23/97	Community Bankshares Incorporated, Petersburg, VA to acquire 100% of the voting shares of County Bank of Chesterfield, Midlothian, VA	Approved 06/19/97
05/15/97	Botetourt Bankshares, Inc., Buchanan, VA to acquire 100% of the voting shares of Bank of Botetourt, Buchanan, VA	Approved 06/19/97
05/23/97	Independent Community Bankshares, Inc., Middleburg, VA to acquire 100% of the voting shares of The Tredegar Trust Company, Richmond, VA	Approved 07/22/97
08/15/97	The Marine BanCorp, Inc., Chincoteague, VA to acquire 100% of the voting shares of The Marine Bank, Chincoteague, VA	Approved 09/16/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
10/10/97	Virginia Bank Bankshares, Inc., Danville, VA to acquire 100% of the voting shares of Virginia Bank and Trust Company, Danville, VA	Approved 11/12/97
10/21/97	Eastern Virginia Bankshares, Inc., Tappahannock, VA to acquire 100% of the voting shares of Bank of Northumberland Incorporated, Heathsville, VA	Approved 12/03/97
10/21/97	Eastern Virginia Bankshares, Inc., Tappahannock, VA to acquire 100% of the voting shares of Southside Bank, Tappahannock, VA	Approved 12/03/97
11/17/97	GNB Bankshares Corporation, Grundy, VA to acquire 100% of the voting shares of Grundy National Bank, Grundy, VA	Pending
12/02/97	First Union Corporation, Charlotte, NC to acquire 100% of the voting shares of Mentor Trust Company, Virginia, Richmond, VA	Pending

ACQUISITIONS PURSUANT TO CHAPTER 14 OF TITLE 6.1 OF THE VIRGINIA CODE

DATE RECEIVED	DESCRIPTION	ACTIVITY
12/23/96	First Citizens Bancshares, Inc., Raleigh, NC to acquire and hold the stock of First-Citizens Bank, A Virginia Corporation, Roanoke, VA	Approved 03/06/97

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
03/12/97	FCFT, Inc., Princeton, WV to acquire Blue Ridge Bank, Sparta, NC	Approved 04/04/97
03/31/97	Mercantile Bankshares Corporation, Baltimore, MD to acquire Farmers Bank of Mardela Springs, Mardela Springs, MD	Approved 04/30/97
03/31/97	Mercantile Bankshares Corporation, Baltimore, MD to acquire Home Bank	Approved 04/30/97
05/02/97	Southern National Corporation, Winston-Salem, NC to acquire United Carolina Bancshares, Whiteville, NC	Approved 05/29/97
05/21/97	United Bankshares, Inc., Parkersburg, WV to acquire First Patriot Bankshares Corporation, Reston, VA	Approved 07/14/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

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

DATE RECEIVED	DESCRIPTION	ACTIVITY
08/14/97	Abigail Adams National Bancorp, Inc., Washington, DC to acquire Ballston Bancorp Inc., Arlington, VA	Approved 10/02/97
08/21/97	First Union Corporation, Charlotte, NC to acquire Signet Banking Corporation, Richmond, VA	Approved 10/28/97
08/25/97	Wachovia Corporation, Winston-Salem, NC to acquire Jefferson Bankshares, Inc., Charlottesville, VA	Approved 10/06/97
09/19/97	Mainstreet Bankgroup Incorporated, Martinsville, VA to acquire Commerce Bank Corporation, College Park, MD	Approved 10/10/97
09/22/97	One Valley Bancorp, Inc., Charleston, WV to acquire One Valley Bank-Central Virginia, National Association, Lynchburg, VA	Approved 10/24/97
09/24/97	Wachovia Corporation, Winston-Salem, NC to acquire Central Fidelity Banks, Inc., Richmond, VA	Approved 11/21/97
09/29/97	Wachovia Corporation, Winston-Salem, NC to acquire 1st. United Bancorp. Boca Raton, FL	Approved 11/04/97

BRANCHES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/16/96	Crestar Bank Richmond, VA	11400 West Broad Street Road Henrico County, VA	Approved 01/16/97
12/16/96	Crestar Bank Richmond, VA	7901 Brook Road Henrico County, VA	Approved 01/16/97
12/16/96	Crestar Bank Richmond, VA	7951 Brook Road Henrico County, VA	Approved 01/16/97
12/16/96	James River Bank Waverly, VA	22510 Linden Street Courtland, Southampton County, VA	Approved 01/23/97
12/18/96	Centura Bank Rocky Mount, NC	1013 North Boulevard City of Richmond, VA	No Objection 01/10/97
12/18/96	Centura Bank Rocky Mount, NC	128 N. Main Street City of Emporia, VA	No Objection 01/10/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/18/96	Centura Bank Rocky Mount, NC	1912 Laskin Road City of Virginia Beach, VA	No Objection 01/10/97
12/18/96	Centura Bank Rocky Mount, NC	20 Prosperity Lane Stafford County, VA	No Objection 01/10/97
12/18/96	Centura Bank Rocky Mount, NC	2744 S. Crater Road City of Petersburg, VA	No Objection 01/10/97
12/18/96	Centura Bank Rocky Mount, NC	610 England Street Ashland, Hanover County, VA	No Objection 01/10/97
12/18/96	Centura Bank Rocky Mount, NC	702 E. Atlantic Avenue South Hill, Mecklenburg County, VA	No Objection 01/10/97
12/18/96	Centura Bank Rocky Mount, NC	891 Temple Avenue City of Colonial Heights, VA	No Objection 01/10/97
12/18/96	Centura Bank Rocky Mount, NC	Highway 58, U.S. Route 501 Halifax County, VA	No Objection 01/10/97
12/26/96	First Bank and Trust Company, The Lebanon, VA	970 East Main Street Lebanon, Russell County, VA	Approved 02/12/97
01/03/97	Marathon Bank, The Stephens City, VA	1014 South Main Street Woodstock, Shenandoah County, VA	Approved 02/04/97
01/03/97	Marathon Bank, The Stephens City, VA	1447 North Frederick Pike Frederick County, VA	Approved 02/04/97
01/08/97	Bank of Northern Virginia, The Arlington, VA	200 Little Falls Street City of Falls Church, VA	Approved 02/12/97
01/17/97	Crestar Bank Richmond, VA	Blair Park Shopping Center, 1330 East-West Highway, Silver Spring, MD	Approved 02/20/97
01/22/97	First Virginia Bank of Tidewater Norfolk, VA	2021 Lynnhaven Parkway City of Virginia Beach, VA	Approved 02/24/97
02/03/97	Consolidated Bank and Trust Company Richmond, VA	30 South Mallory Street City of Hampton, VA	Approved 06/02/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
02/03/97	F & M Bank - Massanutten Harrisonburg, VA	430 Highlands Place Rockingham County, VA	Approved 02/28/97
02/06/97	Consolidated Bank and Trust Company Richmond, VA	2015 25th Street City of Newport News, VA	Approved 06/02/97
02/10/97	Peoples Community Bank Montross, VA	southeast corner of the intersection of State Route 3 and State Route 607, Stafford County, VA	Approved 03/28/97
02/12/97	Bank of Floyd, The Floyd, VA	northeast corner of U.S. Highway 221 and Conners Grove, Willis, Floyd County, VA	Approved 03/28/97
02/18/97	Bank of Ferrum Ferrum, VA	southeast corner of State Route 122 and Route 616, Franklin County, VA	Approved 05/07/97
02/19/97	F&M Bank-Northern Virginia Fairfax, VA	440 Maple Avenue East Vienna, Fairfax County, VA	Approved 03/28/97
02/20/97	Southern Financial Bank Warrenton, VA	4021 University Drive City of Fairfax, VA	Approved 03/28/97
02/21/97	First-Citizens Bank & Trust Company Raleigh, NC	2121 Colonial Avenue City of Roanoke, VA	No Objection 03/21/97
03/07/97	Citizens Bank of Tazewell, Inc. Tazewell, VA	910 East Main Street Wytheville, Wythe County, VA	Approved 04/14/97
03/10/97	Crestar Bank Richmond, VA	12254 Tullamore Road Timonium, MD	Approved 04/14/97
03/13/97	Signet Bank Richmond, VA	4690 Pouncey Tract Road Glen Allen, Henrico County, VA	Approved 04/22/97
04/24/97	Union Bank and Trust Company Bowling Green, VA	11625 Brock Road Spotsylvania County, VA	Approved 05/27/97
05/01/97	Community Bank of Northern Virginia Sterling, VA	8150 Leesburg Pike Vienna, Fairfax County, VA	Approved 06/02/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
05/05/97	First-Citizens Bank & Trust Company Raleigh, NC	Piedmont Drive at Lowes Drive City of Danville, VA	No Objection 06/04/97
05/06/97	Bank of Alexandria, The Alexandria, VA	2111 Eisenhower Avenue City of Alexandria, VA	Approved 06/06/97
05/09/97	Southside Bank Tappahannock, VA	southwest corner of the intersection of State Route 33 & State Route 1101, Deltaville, Middlesex County, VA	Approved 06/09/97
05/13/97	Virginia Commerce Bank Arlington, VA	5140 Duke Street City of Alexandria, VA	Approved 06/13/97
05/14/97	Crestar Bank Richmond, VA	240 West Commonwealth Boulevard City of Martinsville, VA	Approved 06/20/97
05/23/97	First Virginia Bank of Tidewater Norfolk, VA	1200 North Main Street City of Suffolk, VA	Approved 06/23/97
05/27/97	Branch Banking and Trust Company of Virginia Virginia Beach, VA	Commerce Plaza I 2809 Emerywood Parkway, Suite 510, Henrico County, VA	Approved 06/26/97
05/29/97	Mellon Bank, N.A. Pittsburgh, PA	1430 Spring Hill Road, Suite 105 McLean, Fairfax County, VA	No Objection 07/02/97
05/29/97	Mellon Bank, N.A. Pittsburgh, PA	Messenger Service Branch Fairfax County, VA	No Objection 07/02/97
06/03/97	Centura Bank Rocky Mount, NC	1900 Republic Road City of Virginia Beach, VA	No Objection 07/01/97
06/03/97	Citizens Bank of Tazewell, Inc. Tazewell, VA	8044 Main Street Pound, Wise County, VA	Approved 07/15/97
06/03/97	Citizens Bank of Tazewell, Inc. Tazewell, VA	Chase Street and Alley 7 Clintwood, Dickenson County, VA	Approved 07/15/97
06/03/97	Citizens Bank of Tazewell, Inc. Tazewell, VA	Intersection of State Route 94 and U.S. Route 52, Max Meadows, Wythe County, VA	Approved 07/15/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
06/06/97	First Virginia Bank - Commonwealth Williamsburg, VA	12401 Jefferson Avenue City of Newport News, VA	Approved 07/07/97
06/11/97	Potomac Valley Bank Gaithersburg, MD	19400 Leisure World Boulevard Lansdowne, Loudoun County, VA	No Objection 07/14/97
06/12/97	Chesapeake Bank Kilmarnock, VA	1229 Lafayette Street City of Williamsburg, VA	Approved 07/11/97
06/13/97	Crestar Bank Richmond, VA	7430 Bell Creek Road Mechanicsville, Hanover County, VA	Approved 07/18/97
06/13/97	Crestar Bank Richmond, VA	Hannaford Bros. 1601 Willow Lawn Drive, Henrico County, VA	Approved 07/18/97
06/13/97	Crestar Bank Richmond, VA	Wal-mart at U.S. Route 29 and Woody's Lake Road, Madison Heights, Amherst County, VA	Approved 07/18/97
06/19/97	First American National Bank Nashville, TN	707 Gate City Highway City of Bristol, VA	No Objection 08/14/97
06/19/97	First American National Bank Nashville, TN	968 West Main Street Abingdon, Washington County, VA	No Objection 08/14/97
06/23/97	Bank of Floyd, The Floyd, VA	185 South Main Street Hillsville, Carroll County, VA	Approved 07/25/97
06/23/97	Virginia Commerce Bank Arlington, VA	4230 John Marr Drive Annandale, Fairfax County, VA	Approved 08/04/97
07/01/97	F&M Bank-Northern Virginia Fairfax, VA	3829 South George Mason Drive Fairfax County, VA	Approved 08/06/97
07/01/97	F&M Bank-Northern Virginia Fairfax, VA	8432 Old Keene Mill Road Springfield, Fairfax County, VA	Approved 08/06/97
07/09/97	F&M Bank-Northern Virginia Fairfax, VA	200 North Washington Street City of Alexandria, VA	Approved 08/06/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
07/15/97	F & M Bank - Winchester Winchester, VA	8 W. Market Street Leesburg, Loudoun County, VA	Approved 08/14/97
07/24/97	One Valley Bank, N.A. Charleston, WV	2015 Wards Road City of Lynchburg, VA	Pending
08/04/97	Century National Bank Washington, DC	6832 Old Dominion Drive McLean, Fairfax County, VA	No Objection 09/02/97
08/07/97	Matewan National Bank, The Williamson, WV	201 Suffolk Avenue Richlands, Tazewell County, VA	No Objection 09/12/97
08/07/97	Matewan National Bank, The Williamson, WV	396 Town Centre Drive Town Centre Shopping Center, Abingdon, Washington County, VA	No Objection 09/12/97
08/07/97	Matewan National Bank, The Williamson, WV	Fincastle and State Route 61 Tazewell County, VA	No Objection 09/12/97
08/07/97	Matewan National Bank, The Williamson, WV	Route 83 VanSant, Buchanan County, VA	No Objection 09/12/97
08/07/97	Matewan National Bank, The Williamson, WV	Virginia Highway 694 and Pittston Avenue, Lebanon, Russell County, VA	No Objection 09/12/97
08/15/97	First-Citizens Bank & Trust Company Raleigh, NC	Southwest corner of the intersection of U.S. Route 29 and Dominion Drive, Albemarle County, VA	No Objection 09/12/97
08/25/97	Second Bank & Trust Culpeper, VA	1920E Medical Avenue City of Harrisonburg, VA	Approved 09/26/97
08/27/97	Southside Bank Tappahannock, VA	northwest corner of the intersection of U.S. Route 17 and Golf Club Road, Gloucester County, VA	Approved 10/01/97
09/09/97	First Bank and Trust Company, The Lebanon, VA	38 East Valley Drive City of Bristol, VA	Approved 10/06/97
09/11/97	Bank of Hampton Roads, The Chesapeake, VA	4500 East Princess Anne Road City of Norfolk, VA	Approved 10/10/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
09/11/97	First-Citizens Bank & Trust Company Raleigh, NC	Corner US 29 & Worth Crossing Road Albemarle County, VA	No Objection 10/02/97
09/12/97	Guaranty Bank Charlottesville, VA	Outparcel 1, Lake Monticello Plaza State Route 53 and Turkey Sag Trail, Lake Monticello, Fluvanna County, VA	Approved 10/21/97
09/15/97	First-Citizens Bank & Trust Company Raleigh, NC	2393 South Main Street Harrisonburg, Rockingham County, VA	No Objection 10/20/97
09/16/97	First-Citizens Bank & Trust Company Raleigh, NC	975 Emmet Street City of Charlottesville, VA	No Objection 10/20/97
10/21/97	First-Citizens Bank & Trust Company Raleigh, NC	350 University Boulevard City of Harrisonburg, VA	No Objection 11/14/97
10/27/97	First Virginia Bank of Tidewater Norfolk, VA	13350 Lankford Highway Mappsville, Accomack County, VA	Approved 11/25/97
10/29/97	First Community Bank of Saltville Saltville, VA	North Main Street Marion, Smyth County, VA	Pending
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	110 Church Avenue City of Roanoke, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	1145 East Atlantic South Hill, Mecklenburg County, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	122 West Atlantic South Hill, Mecklenburg County, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	1500 Piney Forest Road City of Danville, VA	No Objection 12/01/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	1959 Valley View City of Roanoke, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	196 East Jackson Street Gate City, Scott County, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	3320 Riverside Drive City of Danville, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	530 Main Street City of Danville, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	544 Stuart Drive East City of Galax, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	605 West Main Street City of Danville, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	702 Fairmount Avenue Honaker, Russell County, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	845 East Second Street Chase City, Mecklenburg County, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	99 Bank Street Boydton, Mecklenburg County, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	U. S. Route 11 and Trinkle Dublin, Pulaski County, VA	No Objection 12/01/97
10/31/97	First-Citizens Bank & Trust Company Raleigh, NC	U.S. Highway 23 North Weber, Scott County, VA	No Objection 12/01/97
11/03/97	First State Bank Danville, VA	Northwest corner of Mt. Cross Road and Piedmont Drive, City of Danville, VA	Pending

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

BRANCHES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
11/25/97	King George State Bank Inc King George, VA	State Route 205 - McKinney Boulevard Colonial Beach, Westmoreland County, VA	Approved 12/30/97
11/25/97	Northern Neck State Bank Warsaw, VA	15043 Northumberland Highway Burgess, Northumberland County, VA	Approved 12/30/97
11/25/97	Northern Neck State Bank Warsaw, VA	284 North Main Street Kilmarnock, Lancaster County, VA	Approved 12/30/97
11/25/97	Northern Neck State Bank Warsaw, VA	485 Chesapeake Drive White Stone, Lancaster County, VA	Approved 12/30/97
11/25/97	Northern Neck State Bank Warsaw, VA	Route 360 - Main Street Reedville, Northumberland County, VA	Approved 12/30/97
12/01/97	Bank of Clarke County Berryville, VA	40 West Piccadilly Street City of Winchester, VA	Pending
12/01/97	Southern Financial Bank Warrenton, VA	46910 Community Plaza Sterling, Loudoun County, VA	Pending
12/03/97	Bank of McKenney McKenney, VA	6700 River Road Matoaca, Chesterfield County, VA	Pending
12/04/97	Bank of Lancaster Kilmarnock, VA	610 West Richmond Road Warsaw, Richmond County, VA	Pending
12/04/97	Bank of Lancaster Kilmarnock, VA	Route 3 Kings Highway Montross, Westmoreland County, VA	Pending
12/11/97	Farmers and Miners Bank Pennington Gap, VA	Piggly Wiggly Grocery Store, Piggly Wiggly Shopping Center, Chase St., Clintwood, Dickenson County, VA	Pending

BRANCH OFFICE RELOCATIONS

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/09/96	Signet Bank Richmond, VA	From: Kent Plaza Shopping Center, Chestertown, MD To: 503-A Washington Avenue, Chestertown, MD	Approved 01/10/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

BRANCH OFFICE RELOCATIONS (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
03/20/97	Virginia Commerce Bank Arlington, VA	From: 3033 Wilson Boulevard, Arlington County, VA To: 2930 Wilson Boulevard, Arlington County, VA	Approved 04/22/97
05/22/97	Branch Banking and Trust Company of Virginia Virginia Beach, VA	From: 552 South Battlefield Boulevard, City of Chesapeake, VA To: 238 South Battlefield Boulevard, City of Chesapeake, VA	Approved 06/25/97
05/29/97	Security Bank Corporation Manassas, VA	From: 7813 Sudley Road, Prince William County, VA To: 7801 Sudley Road, Prince William County, VA	Approved 06/26/97
08/28/97	Crestar Bank Richmond, VA	From: Pleasant Valley Marketplace S.C., City of Winchester, VA To: 1950 S. Pleasant Valley Road, City of Winchester, VA	Approved 09/25/97
09/02/97	Peninsula Trust Bank, Incorporated Gloucester, VA	From: 832 Newport Square Shopping Center, City of Newport News, VA To: 737 J. Clyde Morris Boulevard, City of Newport News, VA	Approved 09/30/97
09/02/97	F&M Bank-Northern Virginia Fairfax, VA	From: 14006 Lee-Jackson Highway, Chantilly, Fairfax County, VA To: 13821 Lee-Jackson Highway, Chantilly, Fairfax County, VA	Approved 10/08/97
09/02/97	Union Bank and Trust Company Bowling Green, VA	From: 10374 Leadbetter Road, Ashland, Hanover County, VA To: 10469 Atlee Station Road, Ashland, Hanover County, VA	Approved 09/29/97
09/11/97	Bank of Hampton Roads, The Chesapeake, VA	From: Northeast Corner of Portsmouth Blvd, City of Chesapeake, VA To: 4108 Portsmouth Boulevard, City of Chesapeake, VA	Approved 10/10/97
09/25/97	Bank of Hampton Roads, The Chesapeake, VA	From: 838 E George Washington Highway, City of Chesapeake, VA To: 852 N. George Washington Highway, City of Chesapeake, VA	Approved 10/24/97

EFT FACILITIES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
12/09/96	Peoples Bank of Virginia Chesterfield, VA	509 Southpark Boulevard City of Colonial Heights, VA	Approved 01/08/97
12/10/96	Second Bank & Trust Culpeper, VA	501 Sunset Lane Culpeper, Culpeper County, VA	Approved 01/06/97

STATE CORPORATION COMMISSION

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**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

12/18/96	Bank of Southside Virginia, The Carson, VA	southwest corner of intersection of Interstate 95 and U. S. Route 301, Stony Creek, Sussex County, VA	Approved 01/16/97
12/31/96	F & M Bank - Richmond Richmond, VA	2320 W. Hundred Road Chester, Chesterfield County, VA	Approved 01/24/97
01/06/97	Crestar Bank Richmond, VA	12210 Clarksville Pike Clarksville, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	12780 Frederick Road West Friendship, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	13605 Triadelphia Road Genelg, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	2 Warren Road Cockeysville, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	2420 Whiteford Road Whiteford, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	3045 Rogers Avenue Ellicott City, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	3944 Sykesville Road Gamber, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	4101 Norrisville Road Madonna, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	421 S. Camp Meade Road Linthicum, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	4700 Muddy Creek Road Galesville, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	4802 Rocks Road Pylesville, MD	Approved 02/03/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

EFT FACILITIES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
01/06/97	Crestar Bank Richmond, VA	4892 Montgomery Road Ellicott City, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	7635-B Murray Hill Columbia, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	910 Philadelphia Road Joppa, MD	Approved 02/03/97
01/06/97	Crestar Bank Richmond, VA	9105-B All Saints Road Laurel, MD	Approved 02/03/97
01/08/97	Bank of Ferrum Rocky Mount, VA	Franklin Minute Market, Route 40 East, Rocky Mount, Franklin County, VA	Approved 02/11/97
01/08/97	Crestar Bank Richmond, VA	Staunton Mall, 1331 Greenville Ave. Augusta County, VA	Approved 02/03/97
01/13/97	First Virginia Bank-Blue Ridge Staunton, VA	9181 N. Frederick Pike Cross Junction, Frederick County, VA	Approved 02/12/97
01/17/97	F & M Bank - Richmond Richmond, VA	9159 Chamberlayne Road Mechanicsville, Hanover County, VA	Approved 02/20/97
01/21/97	F & M Bank - Richmond Richmond, VA	14120 Hull Street Road Chesterfield County, VA	Approved 02/20/97
01/24/97	F & M Bank - Winchester Winchester, VA	3425 Martinsburg Pike Clearbrook, Frederick County, VA	Approved 02/21/97
01/30/97	Bank of Rockbridge Raphine, VA	608 West 29th Street City of Buena Vista, VA	Approved 02/28/97
02/03/97	Bank of Ferrum Rocky Mount, VA	604 Minute Market, Route 220 Alternate, Botetourt County, VA	Approved 02/28/97
02/03/97	Bank of Ferrum Rocky Mount, VA	Ferrum Minute Market, Route 40 West Franklin County, VA	Approved 02/28/97
02/03/97	Bank of Ferrum Rocky Mount, VA	Panda Minute Market, 616 North Main Street, Rocky Mount, Franklin County, VA	Approved 02/28/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

EFT FACILITIES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
02/03/97	Bank of Ferrum Rocky Mount, VA	Penhook Minute Market, Route 40 East Franklin County, VA	Approved 02/28/97
02/03/97	Bank of Ferrum Rocky Mount, VA	Redwood Minute Market, Route 40 East Franklin County, VA	Approved 02/28/97
02/05/97	Crestar Bank Richmond, VA	10700 North Park Drive Glen Allen, Henrico County, VA	Approved 02/28/97
02/05/97	Crestar Bank Richmond, VA	Massanutten Resort Grocery Store State Route 644, Rockingham County, VA	Approved 02/28/97
02/06/97	Bank of Clarke County Berryville, VA	1016 Millwood Pike Frederick County, VA	Approved 02/28/97
02/06/97	Bank of Clarke County Berryville, VA	1518 Martinsburg Pike Frederick County, VA	Approved 02/28/97
02/07/97	First Community Bank Forest, VA	Randolph-Macon Woman's College 2500 Rivermont Avenue, City of Lynchburg, VA	Approved 03/06/97
02/18/97	Crestar Bank Richmond, VA	Richmond International Airport- Parking Garage, Airport Drive, Sandston, Henrico County, VA	Approved 03/17/97
02/18/97	George Mason Bank, The Fairfax, VA	Capital Expo Center, 4320 Chantilly Shopping Center, Fairfax County, VA	Approved 03/14/97
02/19/97	First Virginia Bank - Franklin County Rocky Mount, VA	Smith Mountain Lake Visitors Center 2 Bridgewater Plaza, Route 122, Franklin County, VA	Approved 03/19/97
02/24/97	Bank of Alexandria, The Alexandria, VA	2306 Mount Vernon Avenue City of Alexandria, VA	Approved 03/20/97
02/25/97	First Virginia Bank Falls Church, VA	22605 Sterling Boulevard Sterling, Loudoun County, VA	Approved 03/20/97
03/05/97	F & M Bank-Central Virginia Charlottesville, VA	188 Faulconerville Road Amherst County, VA	Approved 03/28/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

EFT FACILITIES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
03/12/97	F & M Bank - Richmond Richmond, VA	3310 Church Road Henrico County, VA	Approved 04/04/97
03/19/97	Bank of Rockbridge Raphine, VA	Natural Bridge of Virginia Gift Shop U.S. Route 11, Rockbridge County, VA	Approved 04/14/97
03/21/97	First Virginia Bank-Blue Ridge Staunton, VA	600 4th. Street Shenandoah, Page County, VA	Approved 04/23/97
03/25/97	Farmers & Merchants Bank- Eastern Shore Onley, VA	Northampton-Accomack Mem. Hospital 9507 Hospital Avenue, Nassawadox, Northampton County, VA	Approved 04/18/97
03/27/97	Crestar Bank Richmond, VA	3435 Connecticut Avenue, NW Washington, DC	Approved 04/25/97
04/02/97	First Bank Strasburg, VA	Shenandoah Memorial Hospital 759 South Main Street, Woodstock, Shenandoah County, VA	Approved 04/24/97
04/03/97	F & M Bank-Peoples Warrenton, VA	The Corner Store, 5090 Old Tavern Rd The Plains, Fauquier County, VA	Approved 04/25/97
04/08/97	First Virginia Bank Falls Church, VA	12011 Government Center Parkway Fairfax County Government Center, Fairfax County, VA	Approved 05/07/97
04/10/97	Bank of Marion, The Marion, VA	The Village Truck Stop U.S. Route 11, Smyth County, VA	Approved 05/02/97
04/10/97	Princess Anne Bank Virginia Beach, VA	3550 Cellar Door Way City of Virginia Beach, VA	Approved 04/29/97
04/11/97	Fauquier Bank, The Warrenton, VA	6417 Lee Highway Warrenton, Fauquier County, VA	Approved 05/07/97
04/21/97	F & M Bank-Peoples Warrenton, VA	5117 Mudd Tavern Road Woodford, Spotsylvania County, VA	Approved 05/16/97
04/22/97	First Virginia Bank of Tidewater Norfolk, VA	1518 Colley Avenue City of Norfolk, VA	Approved 05/07/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

EFT FACILITIES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
04/30/97	Marathon Bank, The Stephens City, VA	6656 N. Frederick Pike Cross Junction, Frederick County, VA	Approved 05/27/97
05/05/97	Planters Bank & Trust Company of Virginia Staunton, VA	305 Augusta Avenue Grottoes, Rockingham County, VA	Approved 05/30/97
05/12/97	First Virginia Bank - Southwest Roanoke, VA	112 West Main Street Christiansburg, Montgomery County, VA	Approved 06/10/97
05/12/97	First Virginia Bank - Southwest Roanoke, VA	7480 Lee Highway Montgomery County, VA	Approved 06/10/97
05/13/97	Marathon Bank, The Stephens City, VA	146 West Old Cross Road New Market, Shenandoah County, VA	Approved 06/06/97
05/22/97	Crestar Bank Richmond, VA	550 East Marshall Street City of Richmond, VA	Approved 06/13/97
05/22/97	F & M Bank - Winchester Winchester, VA	4780 Northwestern Pike City of Winchester, VA	Approved 06/13/97
05/28/97	Chesapeake Bank Kilmarnock, VA	6823 George Washington Memorial Hwy Gloucester, Gloucester County, VA	Approved 06/23/97
05/28/97	F&M Bank-Northern Virginia Fiarfax, VA	202 Mill Street Occoquan, Prince William County, VA	Approved 06/23/97
06/02/97	Crestar Bank Richmond, VA	12200 Tullamore Road Lutherville, MD	Approved 06/30/97
06/02/97	Crestar Bank Richmond, VA	2050 Wilson Boulevard Arlington County, VA	Approved 06/30/97
06/02/97	Marathon Bank, The Stephens City, VA	1511 Martinsburg Pike Frederick County, VA	Approved 06/26/97
06/02/97	Marathon Bank, The Stephens City, VA	2135 Reliance Road Middletown, Frederick County, VA	Approved 06/26/97
06/02/97	Marathon Bank, The Stephens City, VA	851 John Marshall Highway Front Royal, Warren County, VA	Approved 06/26/97

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE BANKING ACT**

EFT FACILITIES (Continued)

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
06/09/97	F & M Bank-Peoples Warrenton, VA	4215 Winchester Road Marshall, Fauquier County, VA	Approved 07/02/97
06/11/97	Chesapeake Bank Kilmarnock, VA	Zooms Convenience Store Route 60/Bypass Road, York County, VA	Approved 06/30/97
06/12/97	Crestar Bank Richmond, VA	520 Massie Road Albemarle County, VA	Approved 06/30/97
06/12/97	Crestar Bank Richmond, VA	7125 Booker T. Washington Highway Wirtz, Franklin County, VA	Approved 06/30/97
06/12/97	Crestar Bank Richmond, VA	8054 Bayside Road Chesapeake Beach, MD	Approved 06/30/97
06/16/97	Crestar Bank Richmond, VA	Fort Belvoir Shopette 13th Street, Building 1155, Fort Belvoir, Fairfax County, VA	Approved 07/14/97
07/18/97	Crestar Bank Richmond, VA	3504 Electric Road, S. W. Roanoke County, VA	Approved 08/14/97
09/10/97	Bank of Alexandria, The Alexandria, VA	2000 Duke Street City of Alexandria, VA	Withdrawn 09/16/97
10/06/97	Highlands Union Bank Abingdon, VA	1333 North Main Street Marion, Smyth County, VA	Approved 10/31/97

TRUST AUTHORITY

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
10/21/97	United Bank	3801 Wilson Boulevard Arlington, VA	Pending

BANK STATUS CHANGES - 1997**NEW BANKS**

May	20	Metro-County Bank of Virginia, Inc. opened for business at 8194 Atlee Road, Mechanicsville, Hanover County, VA
June	02	First-Citizens Bank, A Virginia Corporation opened for business at 3601 Thirlane Road, City of Roanoke, VA

MERGERS

March	13	Crestar Bank, Richmond, VA merged into it Citizens Bank of Maryland, Laurel, MD
March	13	Crestar Bank, Richmond, VA merged into it Citizens Bank of Washington, N.A., Washington, DC
June	09	George Mason Bank, The, Fairfax, VA merged into it George Mason Bank, National Association, Bethesda, MD
June	23	First Virginia Bank - Southwest, Roanoke, VA merged into it First Virginia Bank-Highlands, Covington, VA
July	31	First Union National Bank of North Carolina, Charlotte, NC merged into it First Union National Bank of Virginia, Roanoke, VA
August	01	United Bank, Arlington, VA merged into it Patriot National Bank, Reston, VA
September	22	First Virginia Bank - Southwest, Roanoke, VA merged into it Premier Bank-South, N.A., Wytheville, VA
October	20	First Virginia Bank-Mountain Empire, Abingdon, VA merged into it Premier Bank-Central, N.A., Honaker, VA
October	20	First Virginia Bank-Clinch Valley, Tazewell, VA merged into it Premier Bank, N.A., Tazewell, VA
November	13	Crestar Bank, Richmond, VA merged into it American National Savings Bank, F.S.B., Baltimore, MD
November	29	First Union National Bank of North Carolina, Charlotte, NC merged into it Signet Bank, Richmond, VA
December	01	Resource Bank, Virginia Beach, VA merged into it Eastern American Bank FSB, Herndon, VA

CONVERSIONS OF SAVINGS INSTITUTIONS TO STATE CHARTERED BANKS

July	01	Guaranty Savings & Loan, F.A., Charlottesville, VA converted to a state chartered bank under the title of Guaranty Bank
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CHANGES IN TITLE

June	02	Citizens Bank of Tazewell, Inc., Tazewell, VA changed its name to First Community Bank of Southwest Virginia, Inc.
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BRANCH OPENINGS

BANK STATUS CHANGES - 1997

January	06	Security Bank Corporation, Manassas, VA opened a branch office at 7813 Sudley Road, Prince William County, VA
January	13	Crestar Bank, Richmond, VA opened a branch office at 500 North Harrison Street, City of Richmond, VA
January	13	Capital Bank, N.A., Rockville, MD opened a branch office at 2230 Gallows Road, Fairfax, VA
January	21	Community Bank of Northern Virginia, Sterling, VA opened a branch office at 13826 Lee Highway, Centreville, Fairfax County, VA
January	23	James River Bank, Waverly, VA opened a branch office at 22510 Linden Street, Courtland, Southampton County, VA
January	29	Crestar Bank, Richmond, VA opened a branch office at 7901 Brook Road, Henrico County, VA
January	29	Bank of Fincastle, The, Fincastle, VA opened a branch office at 4370 Cloverdale Road, Botetourt County, VA
January	30	Peninsula Trust Bank, Incorporated, Gloucester, VA opened a branch office at 14833 George Washington Memorial Hwy, Glenss, Gloucester County, VA
February	03	Peoples Bank of Ewing, Ewing, VA opened a branch office at Northside of U. S. Route 58 at State Route 647, Jonesville, Lee County, VA
February	24	F&M Bank-Northern Virginia, Fairfax, VA opened a branch office at 7900 Sudley Road, Prince William County, VA
February	26	Crestar Bank, Richmond, VA opened a branch office at 11400 West Broad Street Road, Henrico County, VA
March	15	Crestar Bank, Richmond, VA opened a branch office at 7951 Brook Road, Henrico County, VA
March	17	County Bank of Chesterfield, Midlothian, VA opened a branch office at 13241 River's Bend Boulevard, Chester, Chesterfield County, VA
March	31	F & M Bank - Massanutten, Harrisonburg, VA opened a branch office at 430 Highlands Place, Rockingham County, VA
April	01	Century National Bank, Washington, DC opened a branch office at 8251 Greensboro Drive, McLean, Fairfax County, VA

BANK STATUS CHANGES - 1997**BRANCH OPENINGS (Continued)**

April	16	Bank of Botetourt, Buchanan, VA opened a branch office at Lot 1, Perimeter East Commerce Center, US Route 460 and Trail Drive, Roanoke County, VA
May	07	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 4400 Brambleton Avenue, Roanoke County, VA
May	07	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 2121 Colonial Avenue, City of Roanoke, VA
May	23	Signet Bank, Richmond, VA opened a branch office at 4690 Pouncey Tract Road, Glen Allen, Henrico County, VA
June	10	Southern Financial Bank, Warrenton, VA opened a branch office at 4021 University Drive, City of Fairfax, VA
June	16	F & M Bank - Richmond, Richmond, VA opened a branch office at 6980 Forest Hill Avenue, City of Richmond, VA
June	18	Marathon Bank, The, Stephens City, VA opened a branch office at 1447 North Frederick Pike, Frederick County, VA
June	23	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 3862 Electric Road, Roanoke County, VA
July	07	Virginia Heartland Bank, Fredericksburg, VA opened a branch office at 5996 Plank Road, Spotsylvania County, VA
July	13	Crestar Bank, Richmond, VA opened a branch office at 240 West Commonwealth Boulevard, City of Martinsville, VA
July	14	Consolidated Bank and Trust Company, Richmond, VA opened a branch office at 30 South Mallory Street, City of Hampton, VA
July	14	Consolidated Bank and Trust Company, Richmond, VA opened a branch office at 2015 25th Street, City of Newport News, VA
July	14	The Bank of Alexandria, Alexandria, VA opened a branch office at 2111 Eisenhower Avenue, City of Alexandria, VA
July	14	First Virginia Bank of Tidewater, Norfolk, VA opened a branch office at 2021 Lynnhaven Parkway, City of Virginia Beach, VA
July	16	F&M Bank-Northern Virginia, Fairfax, VA opened a branch office at 440 Maple Avenue East, Vienna, Fairfax County, VA
July	24	First Community Bank of Southwest Virginia, Inc., Tazewell, VA opened a branch office at 8044 Main Street, Pound, Wise County, VA
July	24	First Community Bank of Southwest Virginia, Inc., Tazewell, VA opened a branch office at Intersection of State Route 94 and, U.S. Route 52, Max Meadows, Wythe County, VA

BANK STATUS CHANGES - 1997**BRANCH OPENINGS (Continued)**

July	24	First Community Bank of Southwest Virginia, Inc., Tazewell, VA opened a branch office at Chase Street and Alley 7, Clintwood, Dickenson County, VA
July	28	Bank of Floyd, The, Floyd, VA opened a branch office at northeast corner of U.S. Highway 221 and Conners Grove, Willis, Floyd County, VA
August	01	Citizens Bank of Tazewell, Inc., Tazewell, VA opened a branch office at 910 East Main Street, Wytheville, Wythe County, VA
August	04	Community Bank of Northern Virginia, Sterling, VA opened a branch office at 8150 Leesburg Pike, Vienna, Fairfax County, VA
August	04	Branch Banking and Trust Company of Virginia, Virginia Beach, VA opened a branch office at Commerce Plaza I, 2809 Emerywood Parkway, Suite 510, Henrico County, VA
August	04	First-Citizens Bank & Trust Company, Raleigh, NC opened a branch office at 5301 Bernard Drive, Roanoke County, VA
August	09	Crestar Bank, Richmond, VA opened a branch office at Hannaford Bros., 1601 Willow Lawn Drive, Henrico County, VA
August	11	The Farmers Bank of Appomattox, Appomattox, VA opened a branch office at Southeast corner of State Rt.20 and U.S. Route 15, Dillwyn, Buckingham County, VA
August	13	Crestar Bank, Richmond, VA opened a branch office at 7430 Bell Creek Road, Mechanicsville, Hanover County, VA
August	13	Crestar Bank, Richmond, VA opened a branch office at Wal-mart at U.S. Route 29 and, Woody's Lake Road, Madison Heights, Amherst County, VA
August	14	The First Bank and Trust Company, Lebanon, VA opened a branch office at 970 East Main Street, Lebanon, Russell County, VA
August	14	First American National Bank, Nashville, TN opened a branch office at 968 West Main Street, Abingdon, VA
August	14	First American National Bank, Nashville, TN opened a branch office at 707 Gate City Highway, Bristol, VA
August	18	Virginia Commerce Bank, Arlington, VA opened a branch office at 4230 John Marr Drive, Annandale, Fairfax County, VA
August	20	F&M Bank-Northern Virginia, Fairfax, VA opened a branch office at 3829 South George Mason Drive, Fairfax County, VA
September	12	The Matewan National Bank, Williamson, WV opened a branch office at Route 83, VanSant, Buchanan County, VA

BANK STATUS CHANGES - 1997**BRANCH OPENINGS (Continued)**

September	15	Southside Bank, Tappahannock, VA opened a branch office at southwest corner of the intersection of State Route 33 & State Route 1101, Deltaville, Middlesex County, VA
September	22	The Marathon Bank, Stephens City, VA opened a branch office at 1014 South Main Street, Woodstock, Shenandoah County, VA
September	24	F&M Bank-Northern Virginia, Fairfax, VA opened a branch office at 8432 Old Keene Mill Road, Springfield, Fairfax County, VA
September	29	Crestar Bank, Richmond, VA opened a branch office at 12254 Tullamore Road, Timonium, MD
October	10	Century National Bank, Washington, DC opened a branch office at 6832 Old Dominion Drive, McLean, Fairfax County, VA
October	15	First Virginia Bank - Commonwealth, Williamsburg, VA opened a branch office at 12401 Jefferson Avenue, City of Newport News, VA
October	15	First Virginia Bank of Tidewater, Norfolk, VA opened a branch office at 1200 North Main Street, City of Suffolk, VA
October	20	F&M Bank-Northern Virginia, Fairfax, VA opened a branch office at 200 North Washington Street, City of Alexandria, VA
November	07	Matewan National Bank, The, Williamson, WV opened a branch office at Virginia Highway 694 and Pittston Avenue, Lebanon, Russell County, VA
November	10	Virginia Commerce Bank, Arlington, VA opened a branch office at 5140 Duke Street, City of Alexandria, VA
November	25	First Virginia Bank of Tidewater, Norfolk, VA opened a branch office at 13350 Lankford Highway, Mappsville, Accomack County, VA
December	05	Heritage Bank & Trust, Norfolk, VA opened a branch office at 4807 Colley Avenue, City of Norfolk, VA
December	06	Highlands Union Bank, Abingdon, VA opened a branch office at 1425 North Main Street, Marion, Smyth County, VA
December	08	The First Bank and Trust Company, Lebanon, VA opened a branch office at 38 East Valley Drive, City of Bristol, VA
December	26	The Matewan National Bank, Williamson, WV opened a branch office at 396 Town Centre Drive, Town Centre Shopping Center, Abingdon, Washington County, VA
December	26	The Matewan National Bank, Williamson, WV opened a branch office at 201 Suffolk Avenue, Richlands, Tazewell County, VA

BANK STATUS CHANGES - 1997**BRANCH OPENINGS (Continued)**

December	29	The Bank of Hampton Roads, Chesapeake, VA opened a branch office at Northeast Corner of Portsmouth Blvd and Gum Road, City of Chesapeake, VA
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MAIN OFFICE REDESIGNATIONS

February	02	Crestar Bank, Richmond, VA redesignated its main office from 8245 Boone Boulevard, Vienna, VA to 919 East Main Street, City of Richmond, VA
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October	20	First Virginia Bank-Mountain Empire, Abingdon, VA redesignated its main office from Laurel Avenue, Damascus, VA to 498 Cummings Street, Abingdon, VA
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October	20	First Virginia Bank-Clinch Valley, Tazewell, VA redesignated its main office from 501 Railroad Avenue, Richlands, VA to Hillsboro and Market Streets, Tazewell, VA
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BRANCH OFFICE RELOCATIONS

March	24	First Virginia Bank, Falls Church, VA relocated a branch office from 9100 Center Street, City of Manassas, VA to 10040 Dumfries Road, City of Manassas, VA
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May	23	Signet Bank, Richmond, VA relocated a branch office from Kent Plaza Shopping Center, Chestertown, MD to 503-A Washington Avenue, Chestertown, MD
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June	26	Security Bank Corporation, Manassas, VA relocated a branch office from 7813 Sudley Road, Prince William County, VA to 7801 Sudley Road, Prince William County, VA
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October	06	Burke & Herbert Bank & Trust Company, Alexandria, VA relocated a branch office from 1828 Duke Street, City of Alexandria, VA to 1775 Jamieson Avenue, City of Alexandria, VA
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October	14	Crestar Bank, Richmond, VA relocated a branch office from Pleasant Valley Marketplace S.C., City of Winchester, VA to 1950 S. Pleasant Valley Road, City of Winchester, VA
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November	03	First Virginia Bank, Falls Church, VA relocated a branch office from 2062 Plank Road, Spotsylvania County, VA to 1151 Carl Silver Parkway, City of Fredericksburg, VA
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December	05	Virginia Commerce Bank, Arlington, VA relocated a branch office from 3033 Wilson Boulevard, Arlington County, VA to 2930 Wilson Boulevard, Arlington County, VA
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December	29	The Bank of Hampton Roads, Chesapeake, VA relocated a branch office from Northeast Corner of Portsmouth Blvd, City of Chesapeake, VA to 4108 Portsmouth Boulevard, City of Chesapeake, VA
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BANK STATUS CHANGES - 1997**BRANCH OFFICE RELOCATIONS (Continued)**

December	29	The Bank of Hampton Roads, Chesapeake, VA relocated a branch office from 838 E. George Washington Highway, City of Chesapeake, VA to 852 N. George Washington Highway, City of Chesapeake, VA
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EFT FACILITY OPENINGS

January	02	F & M Bank-Peoples, Warrenton, VA opened an EFT facility at 8902 Courthouse Road, Spotsylvania County, VA
January	02	F & M Bank-Peoples, Warrenton, VA opened an EFT facility at 15250 Washington Street, Haymarket, Prince William County, VA
January	07	F & M Bank - Winchester, Winchester, VA opened an EFT facility at 502 South King Street, Leesburg, Loudoun County, VA
January	08	Bank of Rockbridge, Raphine, VA opened an EFT facility at Virginia Military Institute, Lejeune Hall, City of Lexington, VA
January	10	F & M Bank - Richmond, Richmond, VA opened an EFT facility at 7274 Mechanicsville Turnpike, Mechanicsville, Hanover County, VA
January	14	F & M Bank - Winchester, Winchester, VA opened an EFT facility at Route 2, Box 4535, Berryville, Clarke County, VA
January	14	F & M Bank - Winchester, Winchester, VA opened an EFT facility at 250 Conicville Road, Mount Jackson, Shenandoah County, VA
January	16	F & M Bank - Winchester, Winchester, VA opened an EFT facility at 1502 Orkney Grade, Bayse, Shenandoah County, VA
January	23	F & M Bank - Winchester, Winchester, VA opened an EFT facility at 4697 John Marshall Road, Linden, Warren County, VA
January	29	F & M Bank - Winchester, Winchester, VA opened an EFT facility at 1544 Martinsburg Pike, Frederick County, VA
January	29	F & M Bank-Peoples, Warrenton, VA opened an EFT facility at 5171 Lee Highway, New Baltimore, Fauquier County, VA
January	29	F & M Bank-Peoples, Warrenton, VA opened an EFT facility at 14630 Lee Highway, Amissville, Rappahannock County, VA
January	31	F & M Bank-Peoples, Warrenton, VA opened an EFT facility at 4662 Catlett Road, Midland, Fauquier County, VA
January	31	F & M Bank - Massanutten, Harrisonburg, VA opened an EFT facility at 261 Lee Street, Broadway, Rockingham County, VA
January	31	F & M Bank - Massanutten, Harrisonburg, VA opened an EFT facility at 1010 W. Market Street, City of Harrisonburg, VA

BANK STATUS CHANGES - 1997**EFT FACILITY OPENINGS (Continued)**

January	31	F & M Bank - Massanutten, Harrisonburg, VA opened an EFT facility at 953 High Street, City of Harrisonburg, VA
January	31	F & M Bank - Massanutten, Harrisonburg, VA opened an EFT facility at 121 N. Main Street, Bridgewater, Rockingham County, VA
February	01	Second Bank & Trust, Culpeper, VA opened an EFT facility at 501 Sunset Lane, Culpeper, Culpeper County, VA
February	02	F & M Bank-Peoples, Warrenton, VA opened an EFT facility at 201 Jefferson Davis Highway, City of Fredericksburg, VA
February	06	F & M Bank - Winchester, Winchester, VA opened an EFT facility at 10178 Winchester Road, Front Royal, Warren County, VA
February	07	The Bank of Marion, Marion, VA opened an EFT facility at 1193 North Main Street, Marion, Smyth County, VA
February	12	Bank of Ferrum, Rocky Mount, VA opened an EFT facility at Franklin Minute Market, Route 40 East, Rocky Mount, Franklin County, VA
February	13	F & M Bank - Winchester, Winchester, VA opened an EFT facility at 7 East Gerrard Street, City of Winchester, VA
February	18	F & M Bank - Central Virginia, Charlottesville, VA opened an EFT facility at 1220 Seminole Trail, Albemarle County, VA
February	22	F & M Bank-Peoples, Warrenton, VA opened an EFT facility at 10900 Courthouse Road, Spotsylvania County, VA
February	22	F & M Bank-Peoples, Warrenton, VA opened an EFT facility at 10520 James Madison Highway, Edgehill, King George County, VA
February	25	F & M Bank-Peoples, Warrenton, VA opened an EFT facility at 9719 James Madison Highway, Warrenton, Fauquier County, VA
February	25	F & M Bank-Peoples, Warrenton, VA opened an EFT facility at 1113 James Monroe Highway, Culpeper County, VA
March	03	F & M Bank - Central Virginia, Charlottesville, VA opened an EFT facility at 201 Bowen Loop, Albemarle County, VA
March	03	Crestar Bank, Richmond, VA opened an EFT facility at 12780 Frederick Road, West Friendship, MD
March	03	Crestar Bank, Richmond, VA opened an EFT facility at 4892 Montgomery Road, Ellicott City, MD
March	04	Crestar Bank, Richmond, VA opened an EFT facility at Staunton Mall, 1331 Greenville Ave., Augusta County, VA

BANK STATUS CHANGES - 1997**EFT FACILITY OPENINGS (Continued)**

March	05	Crestar Bank, Richmond, VA opened an EFT facility at 10700 North Park Drive, Glen Allen, Henrico County, VA
March	07	First Virginia Bank-Blue Ridge, Staunton, VA opened an EFT facility at 9181 N. Frederick Pike, Cross Junction, Frederick County, VA
March	11	Bank of Ferrum, Rocky Mount, VA opened an EFT facility at Ferrum Minute Market, Route 40 West, Franklin County, VA
March	11	Bank of Ferrum, Rocky Mount, VA opened an EFT facility at Redwood Minute Market, Route 40 East, Franklin County, VA
March	17	First Community Bank, Forest, VA opened an EFT facility at Randolph-Macon Woman's College, 2500 Rivermont Avenue, Lynchburg, VA
March	18	F & M Bank - Winchester, Winchester, VA opened an EFT facility at 3425 Martinsburg Pike, Clearbrook, Frederick County, VA
March	21	First Virginia Bank, Falls Church, VA opened an EFT facility at 22605 Sterling Boulevard, Sterling, Loudoun County, VA
March	24	Crestar Bank, Richmond, VA opened an EFT facility at Massanutten Resort Grocery Store, State Route 644, Rockingham County, VA
March	25	Peoples Bank of Virginia, Chesterfield, VA opened an EFT facility at 509 Southpark Boulevard, City of Colonial Heights, VA
March	31	F & M Bank - Richmond, Richmond, VA opened an EFT facility at 2320 W. Hundred Road, Chester, Chesterfield County, VA
March	31	Bank of Ferrum, Rocky Mount, VA opened an EFT facility at 604 Minute Market, Route 220 Alternate, Botetourt County, VA
March	31	Bank of Ferrum, Rocky Mount, VA opened an EFT facility at Panda Minute Market, 616 North Main Street, Rocky Mount, Franklin County, VA
March	31	Bank of Ferrum, Rocky Mount, VA opened an EFT facility at Penhook Minute Market, Route 40 East, Franklin County, VA
April	01	F & M Bank - Richmond, Richmond, VA opened an EFT facility at 9159 Chamberlayne Road, Mechanicsville, Hanover County, VA
April	01	F & M Bank - Richmond, Richmond, VA opened an EFT facility at 14120 Hull Street Road, Chesterfield County, VA
April	02	The George Mason Bank, Fairfax, VA opened an EFT facility at Capital Expo Center, 4320 Chantilly Shopping Center, Fairfax County, VA
April	02	Crestar Bank, Richmond, VA opened an EFT facility at 12210 Clarksville Pike, Clarksville, MD

BANK STATUS CHANGES - 1997**EFT FACILITY OPENINGS (Continued)**

April	02	Crestar Bank, Richmond, VA opened an EFT facility at 13605 Triadelphia Road, Genelg, MD
April	03	Crestar Bank, Richmond, VA opened an EFT facility at 9105-B All Saints Road, Laurel, MD
April	03	Crestar Bank, Richmond, VA opened an EFT facility at 7635-B Murray Hill, Columbia, MD
April	09	Crestar Bank, Richmond, VA opened an EFT facility at 2 Warren Road, Cockeysville, MD
April	09	Crestar Bank, Richmond, VA opened an EFT facility at 3944 Sykesville Road, Gamber, MD
April	10	First Virginia Bank - Franklin County, Rocky Mount, VA opened an EFT facility at Smith Mountain Lake Visitors Center, 2 Bridgewater Plaza, Route 122, Franklin County, VA
April	15	Crestar Bank, Richmond, VA opened an EFT facility at Richmond International Airport-, Parking Garage, Airport Drive, Sandston, Henrico County, VA
April	25	Crestar Bank, Richmond, VA opened an EFT facility at 3435 Connecticut Avenue, NW, Washington, DC
May	01	Bank of Clarke County, Berryville, VA opened an EFT facility at 1016 Millwood Pike, Frederick County, VA
May	01	Crestar Bank, Richmond, VA opened an EFT facility at 421 S. Camp Meade Road, Linthicum, MD
May	01	Crestar Bank, Richmond, VA opened an EFT facility at 3045 Rogers Avenue, Ellicott City, MD
May	02	Crestar Bank, Richmond, VA opened an EFT facility at 910 Philadelphia Road, Joppa, MD
May	02	Crestar Bank, Richmond, VA opened an EFT facility at 4101 Norrisville Road, Madonna, MD
May	07	Crestar Bank, Richmond, VA opened an EFT facility at 2420 Whiteford Road, Whiteford, MD
May	07	Crestar Bank, Richmond, VA opened an EFT facility at 4802 Rocks Road, Pylesville, MD
May	09	Crestar Bank, Richmond, VA opened an EFT facility at 4700 Muddy Creek Road, Galesville, MD
May	10	The Bank of Alexandria, Alexandria, VA opened an EFT facility at 1320 Braddock Place, City of Alexandria, VA

BANK STATUS CHANGES - 1997**EFT FACILITY OPENINGS (Continued)**

May	14	Bank of Clarke County, Berryville, VA opened an EFT facility at 1518 Martinsburg Pike, Frederick County, VA
May	15	The Bank of Southside Virginia, Carson, VA opened an EFT facility at southwest corner of intersection of Interstate 95 and U. S. Route 301, Stony Creek, Sussex County, VA
May	16	Princess Anne Bank, Virginia Beach, VA opened an EFT facility at 3550 Cellar Door Way, City of Virginia Beach, VA
May	20	F & M Bank-Central Virginia, Charlottesville, VA opened an EFT facility at 188 Faulconerville Road, Amherst County, VA
May	23	First Virginia Bank-Blue Ridge, Staunton, VA opened an EFT facility at 600 4th. Street, Shenandoah, Page County, VA
May	28	Bank of Rockbridge, Raphine, VA opened an EFT facility at Natural Bridge of Virginia Gift Shop, U.S. Route 11, Rockbridge County, VA
May	30	F & M Bank-Peoples, Warrenton, VA opened an EFT facility at The Corner Store, 5090 Old Tavern Rd, The Plains, Fauquier County, VA
June	10	Bank of Botetourt, Buchanan, VA opened an EFT facility at Creekside Market, 8201 Williamson Road, Roanoke County, VA
June	11	The Fauquier Bank, Warrenton, VA opened an EFT facility at 6417 Lee Highway, Warrenton, Fauquier County, VA
June	15	Farmers & Merchants Bank-Eastern Shore, Onley, VA opened an EFT facility at Northampton-Accomack Mem. Hospital, 9507 Hospital Avenue, Nassawadox, Northampton County, VA
June	16	F & M Bank - Richmond, Richmond, VA opened an EFT facility at 3310 Church Road, Henrico County, VA
June	18	First Virginia Bank of Tidewater, Norfolk, VA opened an EFT facility at 1518 Colley Avenue, City of Norfolk, VA
June	24	Crestar Bank, Richmond, VA opened an EFT facility at 550 East Marshall Street, City of Richmond, VA
June	27	F & M Bank-Peoples, Warrenton, VA opened an EFT facility at 5117 Mudd Tavern Road, Woodford, Spotsylvania County, VA
July	01	First Bank, Strasburg, VA opened an EFT facility at Shenandoah Memorial Hospital, 759 South Main Street, Woodstock, Shenandoah County, VA
July	01	Chesapeake Bank, Kilmarnock, VA opened an EFT facility at 6823 George Washington Memorial Hwy, Gloucester, Gloucester County, VA

BANK STATUS CHANGES - 1997**EFT FACILITY OPENINGS (Continued)**

July	08	Crestar Bank, Richmond, VA opened an EFT facility at 7125 Booker T. Washington Highway, Wirtz, Franklin County, VA
July	09	Crestar Bank, Richmond, VA opened an EFT facility at 12200 Tullamore Road, Lutherville, MD
July	14	Crestar Bank, Richmond, VA opened an EFT facility at 2050 Wilson Boulevard, Arlington County, VA
July	16	Chesapeake Bank, Kilmarnock, VA opened an EFT facility at Zooms Convenience Store, Route 60/Bypass Road, York County, VA
July	23	Crestar Bank, Richmond, VA opened an EFT facility at 520 Massie Road, Albemarle County, VA
August	01	Crestar Bank, Richmond, VA opened an EFT facility at 8054 Bayside Road, Chesapeake Beach, MD
August	07	F&M Bank-Northern Virginia, Fairfax, VA opened an EFT facility at 202 Mill Street, Occoquan, Prince William County, VA
August	15	Crestar Bank, Richmond, VA opened an EFT facility at 3504 Electric Road, S. W., Roanoke County, VA
August	15	The Bank of Alexandria, Alexandria, VA opened an EFT facility at 118 King Street, City of Alexandria, VA
August	18	The Bank of Alexandria, Alexandria, VA opened an EFT facility at 2306 Mount Vernon Avenue, City of Alexandria, VA
October	29	Planters Bank & Trust Company of Virginia, Staunton, VA opened an EFT facility at 305 Augusta Avenue, Grottoes, Rockingham County, VA

BRANCH OFFICE CLOSINGS

January	31	First Virginia Bank-Colonial, Richmond, VA closed its branch office at College Plaza Shopping Center, Farmville, Prince Edward County, VA
January	31	First Virginia Bank-Colonial, Richmond, VA closed its branch office at 1919 W. Huguenot Road, Chesterfield County, VA
February	02	Crestar Bank, Richmond, VA closed its branch office at 8245 Boone Boulevard, Vienna, Fairfax County, VA
February	07	Crestar Bank, Richmond, VA closed its branch office at 3435 Connecticut Avenue, N.W., Washington, DC
March	07	Signet Bank, Richmond, VA closed its branch office at 6045 Wilson Boulevard, Arlington County, VA

BANK STATUS CHANGES - 1997**BRANCH OFFICE CLOSINGS (Continued)**

March	14	Crestar Bank, Richmond, VA closed its branch office at 1601 Washington Plaza West, Reston, Fairfax County, VA
March	14	Crestar Bank, Richmond, VA closed its branch office at 166 Jennifer Road, Annapolis, MD
March	14	Crestar Bank, Richmond, VA closed its branch office at 7801 Old Branch Avenue, Clinton, MD
March	14	Crestar Bank, Richmond, VA closed its branch office at 10905 Fort Washington Road, Fort Washington, MD
March	14	Crestar Bank, Richmond, VA closed its branch office at 18568 Woodfield Road, Gaithersburg, MD
March	14	Crestar Bank, Richmond, VA closed its branch office at 9401 Key West Avenue, Gaithersburg, MD
March	14	Crestar Bank, Richmond, VA closed its branch office at 3600 East West Highway, Hyattsville, MD
March	14	Crestar Bank, Richmond, VA closed its branch office at 7941 Tuckerman Lane, Potomac, MD
March	14	Crestar Bank, Richmond, VA closed its branch office at 15 Duke Street, Prince Frederick, MD
March	14	Crestar Bank, Richmond, VA closed its branch office at 11140 New Hampshire Avenue, Silver Spring, MD
March	14	Crestar Bank, Richmond, VA closed its branch office at 13711 Georgia Avenue, Silver Spring, MD
March	14	Crestar Bank, Richmond, VA closed its branch office at 1372 Lambertson Drive, Silver Spring, MD
March	31	Crestar Bank, Richmond, VA closed its branch office at Seventh Street, Virgilina, Halifax County, VA
April	11	Crestar Bank, Richmond, VA closed its branch office at Marshall Way, Fieldale, Henry County, VA
April	18	Signet Bank, Richmond, VA closed its branch office at 1130 Connecticut Avenue, N.W., Washington, DC
April	25	Crestar Bank, Richmond, VA closed its branch office at Village Center on Seven, 46910 Community Plaza, Sterling, Loudoun County, VA
April	30	First Virginia Bank-Blue Ridge, Staunton, VA closed its branch office at 335 E Market Street, City of Harrisonburg, VA

BANK STATUS CHANGES - 1997**BRANCH OFFICE CLOSINGS (Continued)**

May	02	Crestar Bank, Richmond, VA closed its branch office at 2111 Eisenhower Avenue, City of Alexandria, VA
May	09	Signet Bank, Richmond, VA closed its branch office at 610 North Royal Avenue, Front Royal, Warren County, VA
May	09	Signet Bank, Richmond, VA closed its branch office at 1 North Charles Street, Baltimore, MD
May	09	Signet Bank, Richmond, VA closed its branch office at 112 Main Street, City of Hopewell, VA
May	16	Signet Bank, Richmond, VA closed its branch office at One Main Street, Pulaski County, VA
May	16	Signet Bank, Richmond, VA closed its branch office at 1815 North Fort Myer Drive, Arlington County, VA
May	28	Crestar Bank, Richmond, VA closed its branch office at 2694 Williamsburg Road, Henrico County, VA
May	30	Crestar Bank, Richmond, VA closed its branch office at 901 North Washington Street, City of Alexandria, VA
June	14	Crestar Bank, Richmond, VA closed its branch office at 6720 Commerce Street, Springfield, Fairfax County, VA
June	20	Signet Bank, Richmond, VA closed its branch office at 1287 4th Street, N.E., Washington, DC
June	20	Signet Bank, Richmond, VA closed its branch office at 1810 North Salisbury Boulevard, Salisbury, MD
June	27	Crestar Bank, Richmond, VA closed its branch office at 37 West Church Avenue S. W., City of Roanoke, VA
June	27	Crestar Bank, Richmond, VA closed its branch office at 18255 First Street, Keller, Accomack County, VA
June	27	Crestar Bank, Richmond, VA closed its branch office at 9-J Catocin Circle, S.W., Leesburg, Loudoun County, VA
June	27	Crestar Bank, Richmond, VA closed its branch office at 2712 Washington Avenue, City of Newport News, VA
June	30	Crestar Bank, Richmond, VA closed its branch office at 550 East Marshall Street, City of Richmond, VA
July	07	Southern Financial Bank, Warrenton, VA closed its branch office at 11180 Lee Highway, Fairfax County, VA

BANK STATUS CHANGES - 1997**BRANCH OFFICE CLOSINGS (Continued)**

July	11	Signet Bank, Richmond, VA closed its branch office at 9940 York Road, Cockeysville, MD
July	11	Crestar Bank, Richmond, VA closed its branch office at 2050 Wilson Boulevard, Arlington County, VA
July	11	Crestar Bank, Richmond, VA closed its branch office at 708 South Main Street, City of Lexington, VA
July	29	Crestar Bank, Richmond, VA closed its branch office at 10695 Braddock Road, Fairfax County, VA
August	01	United Bank, Arlington, VA closed its branch office at 1345 Chain Bridge Road, McLean, Fairfax County, VA
August	01	Crestar Bank, Richmond, VA closed its branch office at 1451 Dolley Madison Boulevard, Mclean, Fairfax County, VA
August	08	Crestar Bank, Richmond, VA closed its branch office at 3504 Electric Road, S. W., Roanoke County, VA
August	08	Signet Bank, Richmond, VA closed its branch office at Denbigh Corporate Center, 618 Denbigh Boulevard, City of Newport News, VA
September	10	First Virginia Bank-Blue Ridge, Staunton, VA closed its branch office at 816 Cherry Avenue, City of Charlottesville, VA
September	26	First Virginia Bank-Colonial, Richmond, VA closed its branch office at 2801 Parham Road, Henrico County, VA
September	26	Crestar Bank, Richmond, VA closed its branch office at 2045 York Road, Timonium, MD
October	04	Crestar Bank, Richmond, VA closed its branch office at 112 Halpine Road, Rockville, MD
October	10	First Virginia Bank of Tidewater, Norfolk, VA closed its branch office at 1300 Diamond Springs Road, City of Virginia Beach, VA
October	27	First Virginia Bank of Tidewater, Norfolk, VA closed its branch office at Chesapeake Square Mall, 4200 Portsmouth Boulevard, City of Chesapeake, VA
December	05	The First Bank and Trust Company, Lebanon, VA closed its branch office at 1063 Old Abingdon Highway, City of Bristol, VA
December	06	Crestar Bank, Richmond, VA closed its branch office at 2227 West Mercury Boulevard, City of Hampton, VA

BANK STATUS CHANGES - 1997**EFT FACILITY CLOSINGS**

April	10	Chesapeake Bank, Kilmarnock, VA closed its EFT facility located at 1569 George Washington Memorial Hwy., Gloucester Point, Gloucester County, VA
April	10	Chesapeake Bank, Kilmarnock, VA closed its EFT facility located at 801 England Street, Ashland, Hanover County, VA
April	10	Chesapeake Bank, Kilmarnock, VA closed its EFT facility located at 626 Warrenton Road, Stafford County, VA
April	10	Chesapeake Bank, Kilmarnock, VA closed its EFT facility located at 4707 County Drive, New Bohemia, Prince George County, VA
April	10	Chesapeake Bank, Kilmarnock, VA closed its EFT facility located at 10007 James Madison Highway, Warrenton, Fauquier County, VA
June	30	Crestar Bank, Richmond, VA closed its EFT facility located at 3900 Wards Road, Wal-Mart #1350, City of Lynchburg, VA
November	10	Bank of Botetourt, Buchanan, VA closed its EFT facility located at 2191 Lee Highway South, Troutville, Botetourt County, VA
December	11	Citizens and Farmers Bank, West Point, VA closed its EFT facility located at 19th Street & King William Avenue, West Point, King William County, VA

REPORT OF CONDITION

	B-953 *HIGHLANDS UNION BANK	B-929 THE BANK OF ALEXANDRIA
	ABINGDON 6 OFFICES	ALEXANDRIA 4 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 7,969	\$ 6,439
a. Non interest-bearing balances and currency and coin	7,927	2,612
b. Interest-bearing balances	42	3,827
2. Securities	41,949	6,202
a. Held to maturity	0	0
b. Available for sale	41,949	6,202
3. Federal Funds sold and securities purchased under agreements to resell	7,213	0
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	192,063	58,194
b. LESS: Allowance for loan and lease losses	1,636	473
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses	190,427	57,721
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	5,786	2,196
7. Other real estate owned	0	2,433
8. Investments in unconsolidated subsidiaries and associated companies	3	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets	0	0
11. Other assets	2,555	1,146
12. TOTAL ASSETS	\$ 255,902	\$ 76,137
LIABILITIES		
13. Deposits:		
a. In domestic offices	\$ 235,616	\$ 67,628
(1) Noninterest-bearing	29,882	13,635
(2) Interest-bearing	205,734	53,993
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	0	0
15. a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities		
16. Other borrowed money (includes mortgages and capitalized leases)	1,786	0
a. With remaining maturity of one year or less	143	0
b. With remaining maturity of one to three years	1,643	0
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	2,158	620
21. TOTAL LIABILITIES	239,560	68,248
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	3,145	3,433
24. Surplus	5,226	3,605
25. a. Undivided profits and capital reserves	7,867	809
b. Net unrealized gains(losses) on available-for-sale securities	104	42
26. Cumulative foreign currency translation adjustments	0	0
27. TOTAL EQUITY CAPITAL	16,342	7,889
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 255,902	\$ 76,137

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-638 BURKE & HERBERT BANK & TRUST COMPANY	B-1039 *THE FARMERS BANK OF APPOMATTOX	B-1016 *THE BANK OF NORTHERN VIRGINIA	B-1107 *UNITED BANK	B-1096 *VIRGINIA COMMERCE BANK	
ALEXANDRIA	APPOMATTOX	ARLINGTON	ARLINGTON	ARLINGTON	
12 OFFICES	4 OFFICES	2 OFFICES	10 OFFICES	7 OFFICES	
\$ 27,525	\$ 4,114	\$ 5,468	\$ 11,490	\$ 7,760	1
27,525	4,114	2,979	11,490	4,760	
0	0	2,489	0	3,000	
178,676	25,282	16,132	39,678	46,960	2
87,145	10,678	12,283	4,414	33,610	
91,531	14,604	3,849	35,264	13,350	
17,000	4,432	16,075	21,837	3,077	3
379,262	58,959	41,294	239,018	101,907	
5,936	810	602	4,097	990	
0	0	0	0	0	
373,326	58,149	40,692	234,921	100,917	4
0	0	0	0	0	5
15,738	2,301	581	7,955	4,634	6
1,330	0	610	300	0	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	0	31,429	63	10
9,089	1,284	777	5,199	1,709	11
\$ 622,684	\$ 95,562	\$ 80,335	\$ 352,809	\$ 165,120	12
\$ 553,256	\$ 80,192	\$ 65,074	\$ 270,440	\$ 142,428	13
114,435	8,566	12,626	59,314	21,801	
438,821	71,626	52,448	211,126	120,627	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	4,383	6,310	17,188	7,957	14
0	0	0	0	0	15a
0	0	681	0	2,800	16
0	0	0	0	1,800	
0	0	0	0	600	
0	0	681	0	400	
0	0	0	0	0	18
0	0	0	0	0	19
3,689	1,257	569	5,994	662	20
556,945	85,832	72,634	293,622	153,847	21
0	0	0	0	0	22
4,000	2,167	3,350	2,000	7,120	23
10,000	1,000	2,266	54,006	2,948	24
50,954	6,505	2,071	3,202	1,321	25a
785	58	14	(21)	(116)	25b
0	0	0	0	0	26
65,739	9,730	7,701	59,187	11,273	27
\$ 622,684	\$ 95,562	\$ 80,335	\$ 352,809	\$ 165,120	28

REPORT OF CONDITION

	B-12 *BANK OF CLARKE COUNTY		B-15 *CITIZENS BANK AND TRUST COMPANY	
	BERRYVILLE		BLACKSTONE	
	5 OFFICES		8 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$	5,236	\$	7,575
a. Non interest-bearing balances and currency and coin		5,188		5,766
b. Interest-bearing balances		48		1,809
2. Securities		37,414		36,748
a. Held to maturity		33,161		35,966
b. Available for sale		4,253		782
3. Federal Funds sold and securities purchased under agreements to resell		2,300		14,989
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		81,485		146,751
b. LESS: Allowance for loan and lease losses		749		2,312
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses		80,736		144,439
5. Assets held in trading accounts		0		0
6. Premises and fixed assets		4,061		3,163
7. Other real estate owned		190		116
8. Investments in unconsolidated subsidiaries and associated companies		0		0
9. Customers' liability to this bank on acceptances outstanding		0		0
10. Intangible assets		603		0
11. Other assets		2,490		2,689
12. TOTAL ASSETS	\$	133,030	\$	209,719
LIABILITIES				
13. Deposits:				
a. In domestic offices	\$	117,190	\$	184,634
(1) Noninterest-bearing		17,885		20,065
(2) Interest-bearing		99,305		164,569
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's		0		0
(1) Noninterest-bearing		0		0
(2) Interest-bearing		0		0
14. Federal funds purchased and securities sold under agreements to repurchase		0		0
15. a. Demand notes issued to the U.S. Treasury		0		0
b. Trading Liabilities				
16. Other borrowed money (includes mortgages and capitalized leases)		0		1,800
a. With remaining maturity of one year or less		0		
b. With remaining maturity of one to three years		0		
c. With remaining maturity of more than three years		0		1,800
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		0		0
20. Other liabilities		1,104		1,588
21. TOTAL LIABILITIES		118,294		188,022
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		1,682		1,250
24. Surplus		1,184		850
25. a. Undivided profits and capital reserves		11,860		19,597
b. Net unrealized gains(losses) on available-for-sale securities		10		0
26. Cumulative foreign currency translation adjustments		0		0
27. TOTAL EQUITY CAPITAL		14,736		21,697
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	133,030	\$	209,719

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STATE CORPORATION COMMISSION

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DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-411 THE BLUE GRASS VALLEY BANK	B-20 *UNION BANK AND TRUST COMPANY	B-30 BANK OF BOTETOURT	B-946 THE BANK OF SOUTHSIDE VIRGINIA	B-986 *F & M BANK - CENTRAL VIRGINIA	
BLUE GRASS	BOWLING GREEN	BUCHANAN	CARSON	CHARLOTTESVILLE	
1 OFFICE	13 OFFICES	5 OFFICES	13 OFFICES	7 OFFICES	
\$ 1,184	\$ 12,287	\$ 3,157	\$ 16,200	\$ 4,121	1
398	11,844	3,157	16,102	4,121	
786	443	0	98	0	
2,093	98,579	18,649	81,370	24,917	2
2,093	5,082	8,875	19,111	13,810	
0	93,497	9,774	62,259	11,107	
725	0	1,387	4,655	3,505	3
14,662	264,648	72,648	165,642	41,722	
297	2,670	740	3,650	544	
0	0	0	0	0	
14,365	261,978	71,908	161,992	41,178	4
0	0	0	0	0	5
114	11,043	2,531	2,693	2,649	6
75	2,684	467	286	0	7
0	357	4	0	0	8
0	0	0	0	0	9
0	237	190	1,462	0	10
330	5,581	1,119	5,246	1,127	11
\$ 18,886	\$ 392,746	\$ 99,412	\$ 273,904	\$ 77,497	12
\$ 16,478	\$ 306,399	\$ 90,458	\$ 229,815	\$ 66,153	13
2,023	40,717	10,767	33,363	16,277	
14,455	265,682	79,691	196,452	49,876	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	21,675	0	2,500	1,453	14
0	0	0	0	0	15a
0	23,000	0	3,887	0	16
0	2,000	0	3,887	0	
0	5,000	0	0	0	
0	16,000	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
124	3,125	628	4,669	307	20
16,602	354,199	91,086	240,871	67,913	21
0	0	0	0	0	22
500	7,200	1,220	291	1,880	23
63	2,800	1,150	2,000	1,343	24
1,721	27,339	5,696	29,747	6,365	25a
0	1,208	260	995	(4)	25b
0	0	0	0	0	26
2,284	38,547	8,326	33,033	9,584	27
\$ 18,886	\$ 392,746	\$ 99,412	\$ 273,904	\$ 77,497	28

REPORT OF CONDITION

	B-1128 *GUARANTY BANK		B-1013 *THE BANK OF HAMPTON ROADS	
	CHARLOTTESVILLE		CHESAPEAKE	
	5 OFFICES		11 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$	5,899	\$	7,415
a. Non interest-bearing balances and currency and coin		5,038		7,415
b. Interest-bearing balances		861		0
2. Securities		15,403		18,140
a. Held to maturity		2,840		17,631
b. Available for sale		12,563		509
3. Federal Funds sold and securities purchased under agreements to resell		0		3,576
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		100,610		114,048
b. LESS: Allowance for loan and lease losses		935		1,730
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses		99,675		112,318
5. Assets held in trading accounts		1,032		0
6. Premises and fixed assets		6,000		6,375
7. Other real estate owned		65		2,008
8. Investments in unconsolidated subsidiaries and associated companies		0		0
9. Customers' liability to this bank on acceptances outstanding		0		0
10. Intangible assets		904		143
11. Other assets		1,686		2,572
12. TOTAL ASSETS	\$	130,664	\$	152,547
LIABILITIES				
13. Deposits:				
a. In domestic offices	\$	112,947	\$	125,740
(1) Noninterest-bearing		2,782		29,899
(2) Interest-bearing		110,165		95,841
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's		0		0
(1) Noninterest-bearing		0		0
(2) Interest-bearing		0		0
14. Federal funds purchased and securities sold under agreements to repurchase		2,989		0
15. a. Demand notes issued to the U.S. Treasury		0		0
b. Trading Liabilities				
16. Other borrowed money (includes mortgages and capitalized leases)		2,360		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		2,360		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		0		0
20. Other liabilities		558		1,643
21. TOTAL LIABILITIES		118,854		127,383
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		2,000		4,479
24. Surplus		400		12,945
25. a. Undivided profits and capital reserves		9,359		7,740
b. Net unrealized gains(losses) on available-for-sale securities		51		0
26. Cumulative foreign currency translation adjustments		0		0
27. TOTAL EQUITY CAPITAL		11,810		25,164
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	130,664	\$	152,547

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-975 *THE COMMONWEALTH BANK	B-970 *PEOPLES BANK OF VIRGINIA	B-984 *COMMUNITY BANKERS' BANK	B-853 *THE MARINE BANK	B-935 *MINERS EXCHANGE BANK	
CHESTERFIELD	CHESTERFIELD	CHESTERFIELD	CHINCOTEAGUE	COEBURN	
2 OFFICES	4 OFFICES	1 OFFICE	2 OFFICES	5 OFFICES	
\$ 2,040	\$ 4,296	\$ 6,320	\$ 1,039	\$ 3,889	1
2,034	4,296	6,230	1,039	3,889	
6	0	90	0	0	
389	16,493	6,409	3,198	13,830	2
250	0	0	500	5,351	
139	16,493	6,409	2,698	8,479	
2,795	11,275	24,640	1,200	3,182	3
19,409	46,962	16,664	15,891	36,182	
235	575	207	326	539	
0	0	0	0	0	
19,174	46,387	16,457	15,565	35,643	4
0	0	0	0	0	5
726	1,408	84	991	2,177	6
0	0	0	126	27	7
0	5	0	0	0	8
0	0	0	0	0	9
93	0	0	0	0	10
375	554	503	257	696	11
\$ 25,592	\$ 80,418	\$ 54,413	\$ 22,376	\$ 59,444	12
\$ 20,889	\$ 70,386	\$ 20,539	\$ 19,987	\$ 53,886	13
8,795	15,173	20,539	2,994	9,610	
12,094	55,213	0	16,993	44,276	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
1,500	1,460	29,527	0	0	14
0	0	0	0	0	15a
0	0	0	0	0	15b
0	0	0	0	0	16
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
194	371	134	91	366	20
22,583	72,217	50,200	20,078	54,252	21
0	0	0	0	0	22
1,642	3,014	1,493	208	1,150	23
2,347	2,568	1,644	290	1,150	24
(980)	2,598	1,012	1,818	2,907	25a
0	21	64	(18)	(15)	25b
0	0	0	0	0	26
3,009	8,201	4,213	2,298	5,192	27
\$ 25,592	\$ 80,418	\$ 54,413	\$ 22,376	\$ 59,444	28

REPORT OF CONDITION

	B-893 *THE STATE BANK OF THE ALLEGHENIES		B-1049 *SECOND BANK & TRUST	
	COVINGTON		CULPEPER	
	3 OFFICES		5 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$	4,252	\$	6,527
a. Non interest-bearing balances and currency and coin		4,252		6,527
b. Interest-bearing balances		0		0
2. Securities		36,117		76,053
a. Held to maturity		0		14,265
b. Available for sale		36,117		61,788
3. Federal Funds sold and securities purchased under agreements to resell		6,700		476
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		91,935		130,713
b. LESS: Allowance for loan and lease losses		980		1,361
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses		90,955		129,352
5. Assets held in trading accounts		0		0
6. Premises and fixed assets		1,634		4,823
7. Other real estate owned		199		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		24		0
11. Other assets		1,385		3,044
12. TOTAL ASSETS	\$	141,266	\$	220,275
LIABILITIES				
13. Deposits:				
a. In domestic offices	\$	124,839	\$	186,135
(1) Noninterest-bearing		8,060		26,029
(2) Interest-bearing		116,779		160,106
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		6,139
15. a. Demand notes issued to the U.S. Treasury		0		1,000
b. Trading Liabilities		0		0
16. Other borrowed money (includes mortgages and capitalized leases)		0		0
a. With remaining maturity of one year or less		0		0
b. With remaining maturity of one to three years		0		0
c. With remaining maturity of more than three years		0		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		0		0
20. Other liabilities		1,131		1,563
21. TOTAL LIABILITIES		125,970		194,837
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		740		3,756
24. Surplus		2,271		1,317
25. a. Undivided profits and capital reserves		12,059		20,260
b. Net unrealized gains(losses) on available-for-sale securities		226		105
26. Cumulative foreign currency translation adjustments		0		0
27. TOTAL EQUITY CAPITAL		15,296		25,438
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	141,266	\$	220,275

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-933 *FIRST VIRGINIA BANK-MOUNTAIN EMPIRE	B-471 FIRST STATE BANK	B-655 *VIRGINIA BANK AND TRUST COMPANY	B-1012 THE EASTVILLE BANK	*B-1045 F & M BANK-EMPORIA	
DAMASCUS	DANVILLE	DANVILLE	EASTVILLE	EMPORIA	
22 OFFICES	2 OFFICES	5 OFFICES	1 OFFICE	3 OFFICES	
\$ 14,531	\$ 2,167	\$ 6,081	\$ 603	\$ 3,012	1
14,441	1,272	6,081	603	3,012	
90	895	0	0	0	
85,131	8,444	30,706	5,135	20,549	2
44,423	0	30,279	0	8,977	
40,708	8,444	427	5,135	11,572	
0	3,700	5,467	1,600	6,500	3
292,327	22,833	91,664	22,398	37,843	
3,218	270	917	586	459	
0	0	0	0	0	
289,109	22,563	90,747	21,812	37,384	4
0	0	0	0	0	5
7,325	617	1,677	157	535	6
190	186	0	0	0	7
0	0	0	0	0	8
0	0	0	0	0	9
5,630	0	0	0	0	10
5,084	568	1,360	432	859	11
\$ 407,000	\$ 38,245	\$ 136,038	\$ 29,739	\$ 68,839	12
\$ 362,741	\$ 29,701	\$ 118,963	\$ 22,868	\$ 59,852	13
49,880	2,303	18,770	4,256	7,608	
312,861	27,398	100,193	18,612	52,244	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
3,202	0	0	0	0	14
0	115	0	0	0	15a
0	0	0	0	0	15b
0	0	0	0	0	16
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
2,507	356	1,066	117	273	20
368,450	30,172	120,029	22,985	60,125	21
0	0	0	0	0	22
6,250	500	3,136	500	2,000	23
11,586	2,000	9,293	2,980	400	24
20,700	5,469	3,580	3,259	6,314	25a
14	104	0	15	0	25b
0	0	0	0	0	26
38,550	8,073	16,009	6,754	8,714	27
\$ 407,000	\$ 38,245	\$ 136,038	\$ 29,739	\$ 68,839	28

REPORT OF CONDITION

	B-508 THE PEOPLES BANK	B-957 *F&M BANK- NORTHERN VIRGINIA
	EWING 4 OFFICES	FAIRFAX 23 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 1,339	\$ 39,202
a. Non interest-bearing balances and currency and coin	1,039	39,202
b. Interest-bearing balances	300	0
2. Securities	10,650	150,594
a. Held to maturity	10,650	148,248
b. Available for sale	0	2,346
3. Federal Funds sold and securities purchased under agreements to resell	2,245	6,480
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	12,781	310,371
b. LESS: Allowance for loan and lease losses	141	4,108
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses	12,640	306,263
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	978	14,728
7. Other real estate owned	0	3,784
8. Investments in unconsolidated subsidiaries and associated companies	0	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets	0	1,903
11. Other assets	459	6,951
12. TOTAL ASSETS	\$ 28,311	\$ 529,905
LIABILITIES		
13. Deposits:		
a. In domestic offices	\$ 24,419	\$ 431,488
(1) Noninterest-bearing	2,855	147,216
(2) Interest-bearing	21,564	284,272
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	52,681
15. a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	0	0
a. With remaining maturity of one year or less	0	0
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	122	1,767
21. TOTAL LIABILITIES	24,541	485,936
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	470	12,184
24. Surplus	1,053	14,975
25. a. Undivided profits and capital reserves	2,247	16,810
b. Net unrealized gains(losses) on available-for-sale securities	0	0
26. Cumulative foreign currency translation adjustments	0	0
27. TOTAL EQUITY CAPITAL	3,770	43,969
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 28,311	\$ 529,905

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-967 *THE GEORGE MASON BANK	B-746 *FIRST VIRGINIA BANK	B-1090 *BANK OF FERRUM	B-85 THE BANK OF FINCASTLE	B-87 *THE BANK OF FLOYD	
FAIRFAX	FALLS CHURCH	FERRUM	FINCASTLE	FLOYD	
22 OFFICES	91 OFFICES	4 OFFICES	6 OFFICES	3 OFFICES	
\$ 35,640	\$ 144,977	\$ 3,617	\$ 3,433	\$ 6,941	1
35,640	144,012	3,511	3,433	1,881	
0	965	106	0	5,060	
373,669	608,018	36,589	5,493	45,060	2
52,017	475,430	7,172	5,424	12,819	
321,652	132,588	29,417	69	32,241	
55,052	4,410	0	4,420	3,825	3
546,918	2,301,708	90,923	73,376	84,930	
5,668	26,005	1,118	710	1,427	
0	0	0	0	0	
541,250	2,275,703	89,805	72,666	83,503	4
0	0	0	0	0	5
9,351	33,589	1,686	2,409	1,646	6
0	2,255	180	0	211	7
0	0	0	101	22	8
0	0	0	0	0	9
153	569	0	0	0	10
10,895	42,458	2,534	936	2,042	11
\$ 1,026,010	\$ 3,111,979	\$ 134,411	\$ 89,458	\$ 143,250	12
\$ 816,821	\$ 2,773,279	\$ 96,451	\$ 77,821	\$ 130,227	13
174,322	607,249	10,763	14,109	14,267	
642,499	2,166,030	85,688	63,712	115,960	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
99,782	79,652	22,893	0	0	14
5,000	0	873	0	0	15a
					15b
23,000	2,649	5,000	0	0	16
20,000	0	0	0	0	
0	2,240	5,000	0	0	
3,000	409	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
11,305	22,204	1,118	491	873	20
955,908	2,877,784	126,335	78,312	131,100	21
0	0	0	0	0	22
1,430	25,050	2,000	89	4,655	23
20,886	25,500	1,434	3,844	1,200	24
47,061	183,870	4,749	7,213	6,083	25a
725	(225)	(107)	0	212	25b
0	0	0	0	0	26
70,102	234,195	8,076	11,146	12,150	27
\$ 1,026,010	\$ 3,111,979	\$ 134,411	\$ 89,458	\$ 143,250	28

REPORT OF CONDITION

	B-951 *FIRST COMMUNITY BANK	B-768 THE BANK OF FRANKLIN
	FOREST 7 OFFICES	FRANKLIN 5 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 4,101	\$ 3,800
a. Non interest-bearing balances and currency and coin	3,995	3,800
b. Interest-bearing balances	106	0
2. Securities	44,505	27,261
a. Held to maturity	6,835	0
b. Available for sale	37,670	27,261
3. Federal Funds sold and securities purchased under agreements to resell		6,292
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	104,945	48,951
b. LESS: Allowance for loan and lease losses	1,280	680
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses	103,665	48,271
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	786	1,073
7. Other real estate owned	0	136
8. Investments in unconsolidated subsidiaries and associated companies	0	15
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets	275	668
11. Other assets	4,154	1,298
12. TOTAL ASSETS	\$ 157,486	\$ 88,814
LIABILITIES		
13. Deposits:		
a. In domestic offices	\$ 106,191	\$ 78,096
(1) Noninterest-bearing	20,262	13,766
(2) Interest-bearing	85,929	64,330
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	27,492	310
15. a. Demand notes issued to the U.S. Treasury	1,604	0
b. Trading Liabilities		
16. Other borrowed money (includes mortgages and capitalized leases)	10,000	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	10,000	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	1,180	513
21. TOTAL LIABILITIES	146,467	78,919
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	527	476
24. Surplus	5,027	3,035
25. a. Undivided profits and capital reserves	5,174	6,238
b. Net unrealized gains(losses) on available-for-sale securities	291	146
26. Cumulative foreign currency translation adjustments	0	0
27. TOTAL EQUITY CAPITAL	11,019	9,895
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 157,486	\$ 88,814

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-1017 *VIRGINIA HEARTLAND BANK FREDERICKSBURG 3 OFFICES	B-1021 *PENINSULA TRUST BANK, INCORPORATED GLOUCESTER 5 OFFICES	B-955 *FIRST VIRGINIA BANK- COMMONWEALTH GRAFTON 20 OFFICES	B-809 *MINERS AND MERCHANTS BANK AND TRUST COMPANY COMPANY GRUNDY 7 OFFICES	B-1035 *F & M BANK- MASSANUTTEN HARRISONBURG 9 OFFICES	
\$ 3,916	\$ 6,960	\$ 13,540	\$ 11,078	\$ 4,848	1
3,916	6,960	13,540	6,828	4,714	
0	0	0	4,250	134	
20,971	31,394	78,221	50,255	54,834	2
20,696	7,290	77,921	19,493	26,989	
275	24,104	300	30,762	27,845	
4,036	8,414	2,930	7,285	1,525	3
60,674	105,564	139,107	161,243	119,318	
649	1,324	1,505	1,819	1,322	
0	0	0	0		
60,025	104,240	137,602	159,424	117,996	4
0	0	0	0	0	5
2,772	5,962	6,545	4,526	3,425	6
460	207	68	50	120	7
70	0	0	0	0	8
0	0	0	0	0	9
0	0	0	0	0	10
1,500	2,101	2,331	2,697	2,062	11
\$ 93,750	\$ 159,278	\$ 241,237	\$ 235,315	\$ 184,810	12
\$ 83,982	\$ 141,670	\$ 213,030	\$ 206,470	\$ 154,285	13
10,704	22,038	43,211	25,304	15,327	
73,278	119,632	169,819	181,166	138,958	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	9,805	5,328	60	14
0	292	0	0	0	15a
0	31	0	5,000	9,450	16
0	13	0	5,000	0	
0	18	0	0	0	
0	0	0	0	9,450	
0	0	0	0	0	18
0	0	0	0	0	19
878	1,282	1,815	1,241	803	20
84,860	143,275	224,650	218,039	164,598	21
0	0	0	0	0	22
2,321	4,722	5,000	918	2,028	23
5,173	6,700	5,000	2,628	1,484	24
1,396	4,528	6,587	13,847	16,627	25a
0	53	0	(117)	73	25b
0	0	0	0	0	26
8,890	16,003	16,587	17,276	20,212	27
\$ 93,750	\$ 159,278	\$ 241,237	\$ 235,315	\$ 184,810	28

REPORT OF CONDITION

	REPORT OF CONDITION	
	B-1027 *ROCKINGHAM HERITAGE BANK	B-291 *BANK OF NORTHUMBERLAND, INCORPORATED
	HARRISONBURG 4 OFFICES	HEATHSVILLE 3 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 3,006	\$ 4,206
a. Non interest-bearing balances and currency and coin	3,006	4,106
b. Interest-bearing balances	0	100
2. Securities	5,307	47,046
a. Held to maturity	3,888	21,028
b. Available for sale	1,419	26,018
3. Federal Funds sold and securities purchased under agreements to resell	6,573	0
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	55,662	83,497
b. LESS: Allowance for loan and lease losses	719	1,263
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses	54,943	82,234
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	2,088	501
7. Other real estate owned		43
8. Investments in unconsolidated subsidiaries and associated companies	0	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets	0	0
11. Other assets	709	2,106
12. TOTAL ASSETS	\$ 72,626	\$ 136,136
LIABILITIES		
13. Deposits:		
a. In domestic offices	\$ 65,002	\$ 122,892
(1) Noninterest-bearing	8,273	11,652
(2) Interest-bearing	56,729	111,240
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
15. a. Demand notes issued to the U.S. Treasury	416	0
b. Trading Liabilities		
16. Other borrowed money (includes mortgages and capitalized leases)	0	0
a. With remaining maturity of one year or less	0	0
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	264	862
21. TOTAL LIABILITIES	65,682	123,754
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	2,870	2,542
24. Surplus	3,018	865
25. a. Undivided profits and capital reserves	1,056	8,946
b. Net unrealized gains(losses) on available-for-sale securities	0	29
26. Cumulative foreign currency translation adjustments	0	0
27. TOTAL EQUITY CAPITAL	6,944	12,382
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 72,626	\$ 136,136

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-1050 *CAPITAL ONE BANK	B-898 *BANK OF CARROLL	B-1002 *BENCHMARK COMMUNITY BANK	B-625 *BANK OF LANCASTER	B-1051 *CHESAPEAKE BANK	
HENRICO	HILLSVILLE	KENBRIDGE	KILMARNOCK	KILMARNOCK	
2 OFFICES	3 OFFICES	6 OFFICES	3 OFFICES	9 OFFICES	
\$ 66,159	\$ 2,603	\$ 4,595	\$ 3,218	\$ 4,758	1
2,938	2,598	4,595	3,218	4,758	
63,221	5	0	0	0	
1,225,506	24,873	18,060	44,066	42,373	2
0	5,433	3,730	0	0	
1,225,506	19,440	14,330	44,066	42,373	
28,500	0	5,353	11,556	1,900	3
4,309,149	41,655	126,814	105,064	107,965	
158,302	673	1,391	861	1,740	
0	0	0	0	0	
4,150,847	40,982	125,423	104,203	106,225	4
0	0	0	0	0	5
117,154	1,109	2,993	2,717	3,448	6
0	38	533	1,379	245	7
0	0	0	0	44	8
0	0	0	0	0	9
1,119	0	0	122	0	10
696,093	1,833	1,778	2,019	3,061	11
\$ 6,285,378	\$ 71,438	\$ 158,735	\$ 169,280	\$ 162,054	12
\$ 1,035,441	\$ 59,842	\$ 142,309	\$ 150,748	\$ 147,595	13
23,878	9,231	15,707	12,860	19,331	
1,011,563	50,611	126,602	137,888	128,264	
3,181	0	0	0	0	
2,898	0	0	0	0	
283	0	0	0	0	
229,300	6,385	0	0	1,250	14
0	253	0	0	0	15a
3,998,162	0	0	0	0	15b
1,708,550	0	0	0	0	16
1,439,591	0	0	0	0	
850,021	0	0	0	0	
97,664	0	0	0	0	18
240,568	482	899	1,027	1,247	19
5,604,316	66,962	143,208	151,775	150,092	20
0	0	0	0	0	21
100,004	250	900	5,703	2,000	22
405,426	600	2,000	3,016	1,952	23
173,307	3,694	12,450	8,515	7,713	24
2,294	(68)	177	271	297	25a
31	0	0	0	0	25b
681,062	4,476	15,527	17,505	11,962	26
\$ 6,285,378	\$ 71,438	\$ 158,735	\$ 169,280	\$ 162,054	27
					28

REPORT OF CONDITION

	B-832 *KING GEORGE STATE BANK, INC.		B-892 *THE FIRST BANK AND TRUST COMPANY	
	KING GEORGE		LEBANON	
	1 OFFICE		6 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$	3,004	\$	5,653
a. Non interest-bearing balances and currency and coin		3,004		5,633
b. Interest-bearing balances		0		20
2. Securities		11,727		23,611
a. Held to maturity		5,359		1,000
b. Available for sale		6,368		22,611
3. Federal Funds sold and securities purchased under agreements to resell		0		1,605
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		34,681		164,719
b. LESS: Allowance for loan and lease losses		381		1,601
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses		34,300		163,118
5. Assets held in trading accounts		0		0
6. Premises and fixed assets		549		4,931
7. Other real estate owned		111		255
8. Investments in unconsolidated subsidiaries and associated companies		45		0
9. Customers' liability to this bank on acceptances outstanding		0		0
10. Intangible assets		0		0
11. Other assets		1,032		2,604
12. TOTAL ASSETS	\$	50,768	\$	201,777
LIABILITIES				
13. Deposits:				
a. In domestic offices	\$	44,394	\$	180,593
(1) Noninterest-bearing		9,418		28,924
(2) Interest-bearing		34,976		151,669
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's		0		0
(1) Noninterest-bearing		0		0
(2) Interest-bearing		0		0
14. Federal funds purchased and securities sold under agreements to repurchase		0		5,644
15. a. Demand notes issued to the U.S. Treasury		0		0
b. Trading Liabilities		0		1,730
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		1,730
c. With remaining maturity of more than three years		0		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		0		0
20. Other liabilities		1,002		1,285
21. TOTAL LIABILITIES		45,396		189,252
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		300		2,360
24. Surplus		300		2,103
25. a. Undivided profits and capital reserves		4,758		7,945
b. Net unrealized gains(losses) on available-for-sale securities		14		117
26. Cumulative foreign currency translation adjustments		0		0
27. TOTAL EQUITY CAPITAL		5,372		12,525
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	50,768	\$	201,777

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-968 *VIRGINIA COMMUNITY BANK	B-1048 *THE PAGE VALLEY BANK	B-838 *FIRST VIRGINIA BANK - PIEDMONT	B-991 *SECURITY BANK CORPORATION	B-976 *THE BANK OF MARION	
LOUISA	LURAY	LYNCHBURG	MANASSAS	MARION	
6 OFFICES	2 OFFICES	11 OFFICES	2 OFFICES	6 OFFICES	
\$ 3,873	\$ 2,049	\$ 8,444	\$ 1,857	\$ 7,748	1
	2,049	8,444	1,857	7,731	
3,873	0	0	0	17	
19,197	19,562	34,660	17,801	60,443	2
0	10,011	34,480	6,918	59,859	
19,197	9,551	180	10,883	584	
6,967	95	0	1,045	6,300	3
59,645	25,796	160,926	32,359	103,658	
690	532	1,844	425	1,098	
0	0	0	0	0	
58,955	25,264	159,082	31,934	102,560	4
0	0	0	0	0	5
2,451	1,323	2,375	2,345	2,625	6
433	0	0	663	79	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	19	0	0	10
1,429	837	2,571	718	2,796	11
\$ 93,305	\$ 49,130	\$ 207,151	\$ 56,363	\$ 182,551	12
\$ 85,647	\$ 43,712	\$ 185,207	\$ 47,674	\$ 159,387	13
12,003	5,698	28,788	12,213	12,561	
73,644	38,014	156,419	35,461	146,826	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	4,425	431	0	14
0	0	0	0	0	15a
56	0	0	0	800	15b
56	0	0	0	800	16
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
872	933	2,066	453	999	20
86,575	44,645	191,698	48,558	161,186	21
0	0	0	0	0	22
3,750	2,000	4,000	4,792	1,000	23
918	400	2,000	2,679	500	24
2,105	2,063	9,453	320	19,865	25a
(43)	22	0	14	0	25b
0	0	0	0	0	26
6,730	4,485	15,453	7,805	21,365	27
\$ 93,305	\$ 49,130	\$ 207,151	\$ 56,363	\$ 182,551	28

REPORT OF CONDITION

	B-899 *PIEDMONT TRUST BANK		B-131 *BANK OF MCKENNEY	
	MARTINSVILLE		MCKENNEY	
	6 OFFICES		3 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$	13,395	\$	2,183
a. Non interest-bearing balances and currency and coin		13,236		1,954
b. Interest-bearing balances		159		229
2. Securities		153,407		9,330
a. Held to maturity		17,640		3,511
b. Available for sale		135,767		5,819
3. Federal Funds sold and securities purchased under agreements to resell		19,740		1,355
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		347,555		29,481
b. LESS: Allowance for loan and lease losses		4,890		422
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses		342,665		29,059
5. Assets held in trading accounts		0		0
6. Premises and fixed assets		3,384		2,288
7. Other real estate owned		124		74
8. Investments in unconsolidated subsidiaries and associated companies		0		3
9. Customers' liability to this bank on acceptances outstanding		0		0
10. Intangible assets		0		0
11. Other assets		19,886		854
12. TOTAL ASSETS	\$	552,601	\$	45,146
LIABILITIES				
13. Deposits:				
a. In domestic offices	\$	332,524	\$	40,324
(1) Noninterest-bearing		57,498		7,151
(2) Interest-bearing		275,026		33,173
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		91,538		239
15. a. Demand notes issued to the U.S. Treasury		12,995		0
b. Trading Liabilities				
16. Other borrowed money (includes mortgages and capitalized leases)		66,714		0
a. With remaining maturity of one year or less		11,000		0
b. With remaining maturity of one to three years		27,350		0
c. With remaining maturity of more than three years		28,364		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		0		0
20. Other liabilities		5,923		457
21. TOTAL LIABILITIES		509,694		41,020
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		3,690		240
24. Surplus		2,205		588
25. a. Undivided profits and capital reserves		36,475		3,311
b. Net unrealized gains(losses) on available-for-sale securities		537		(13)
26. Cumulative foreign currency translation adjustments		0		0
27. TOTAL EQUITY CAPITAL		42,907		4,126
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	552,601	\$	45,146

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-1010 *HERITAGE BANK	B-1124 *HANOVER BANK	B-1127 *METRO-COUNTY BANK OF VIRGINIA, INC.	B-1028 *THE HORIZON BANK OF VIRGINIA	B-1043 *THE MIDDLEBURG BANK	
MCLEAN	MECHANICSVILLE	MECHANICSVILLE	MERRIFIELD	MIDDLEBURG	
1 OFFICE	5 OFFICES	1 OFFICE	3 OFFICES	3 OFFICES	
\$ 1,987	\$ 5,644	\$ 693	\$ 6,467	\$ 6,537	1
1,987	5,638	693	6,467	6,119	
0	6	0	0	418	
12,044	46,910	156	20,116	60,648	2
250	3,519	0	8,099	16,426	
11,794	43,391	156	12,017	44,222	
7,600	0	4,014	20,308	1,300	3
23,391	79,080	16,027	76,323	104,210	
634	989	40	707	974	
0	0	0	0	0	
22,757	78,091	15,987	75,616	103,236	4
0	0	0	0	0	5
379	3,653	584	3,174	5,187	6
263	543	0	546	0	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	56	55	0	10
421	1,637	594	1,133	2,783	11
\$ 45,451	\$ 136,478	\$ 22,084	\$ 127,415	\$ 179,691	12
\$ 40,606	\$ 105,914	\$ 15,315	\$ 100,598	\$ 156,670	13
11,698	15,151	1,891	22,548	52,820	
28,908	90,763	13,424	78,050	103,850	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	19,148	0	17,638	3,048	14
0	1,334	0	0	0	15a
0	0	0	0	2,800	15b
0	0	0	0	2,800	16
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	18
115	0	0	0	0	19
0	457	48	214	792	20
40,721	126,853	15,363	118,450	163,310	21
0	0	0	0	0	22
1,490	3,679	2,769	3,894	2,240	23
3,327	2,099	4,139	2,922	2,240	24
(105)	3,701	(187)	2,145	12,104	25a
18	146	0	4	(203)	25b
0	0	0	0	0	26
4,730	9,625	6,721	8,965	16,381	27
\$ 45,451	\$ 136,478	\$ 22,084	\$ 127,415	\$ 179,691	28

REPORT OF CONDITION

	B-992 *COUNTY BANK OF CHESTERFIELD		B-134 FIRST AND CITIZENS BANK	
	MIDLOTHIAN		MONTEREY	
	3 OFFICES		1 OFFICE	
ASSETS				
1. Cash and balances due from depository institutions:	\$	4,556	\$	2,001
a. Non interest-bearing balances and currency and coin		3,881		2,001
b. Interest-bearing balances		675		0
2. Securities		19,311		12,005
a. Held to maturity		899		2,771
b. Available for sale		18,412		9,234
3. Federal Funds sold and securities purchased under agreements to resell		3,321		1,000
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		58,898		32,450
b. LESS: Allowance for loan and lease losses		712		326
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses		58,186		32,124
5. Assets held in trading accounts		0		0
6. Premises and fixed assets		2,277		327
7. Other real estate owned		841		145
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		868		705
12. TOTAL ASSETS	\$	89,360	\$	48,307
LIABILITIES				
13. Deposits:				
a. In domestic offices	\$	79,737	\$	43,537
(1) Noninterest-bearing		12,763		11,382
(2) Interest-bearing		66,974		32,155
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's		0		0
(1) Noninterest-bearing		0		0
(2) Interest-bearing		0		0
14. Federal funds purchased and securities sold under agreements to repurchase		0		0
15. a. Demand notes issued to the U.S. Treasury		0		0
b. Trading Liabilities				
16. Other borrowed money (includes mortgages and capitalized leases)		0		0
a. With remaining maturity of one year or less		0		0
b. With remaining maturity of one to three years		0		0
c. With remaining maturity of more than three years		0		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		0		0
20. Other liabilities		451		918
21. TOTAL LIABILITIES		80,188		44,455
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		3,966		600
24. Surplus		2,610		175
25. a. Undivided profits and capital reserves		2,559		3,042
b. Net unrealized gains(losses) on available-for-sale securities		37		35
26. Cumulative foreign currency translation adjustments		0		0
27. TOTAL EQUITY CAPITAL		9,172		3,852
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	89,360	\$	48,307

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-384 *PEOPLES COMMUNITY BANK	B-443 *THE FARMERS & MERCHANTS BANK OF CRAIG COUNTY	B-1116 HARBOR BANK	B-762 *BANK OF OF THE COMMONWEALTH	B-971 *FIRST VIRGINIA BANK OF TIDEWATER	
MONTROSS	NEW CASTLE	NEWPORT NEWS	NORFOLK	NORFOLK	
2 OFFICES	2 OFFICES	1 OFFICE	6 OFFICES	35 OFFICES	
\$ 1,556	\$ 826	\$ 949	\$ 4,272	\$ 32,513	1
1,556	826	949	4,272		
0	0	0	0	32,513	
15,170	6,695	20,806	22,664	151,567	2
10,129	6,607	0	10,830	150,967	
5,041	88	20,806	11,834	600	
0	3,605	8,345	6,440	6,930	3
48,851	20,328	24,088	77,902	287,642	
410	251	377	969	3,031	
0	0	0	0	0	
48,441	20,077	23,711	76,933	284,611	4
0	0	0	0	0	5
1,048	379	292	2,543	9,856	6
55	0	0	1,533	59	7
12	0	0	0	0	8
0	0	0	0	0	9
41	0	43	0	0	10
1,250	324	500	1,724	5,852	11
\$ 67,573	\$ 31,906	\$ 54,646	\$ 116,109	\$ 491,388	12
\$ 58,242	\$ 28,491	\$ 44,704	\$ 100,999	\$ 431,863	13
5,194	2,829	5,861	12,322	101,383	
53,048	25,662	38,843	88,677	330,480	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
2,225	0	317	2,760	17,964	14
0	0	0	0	0	15a
0	0	0	583	0	16
0	0	0	0	0	
0	0	0	583	0	
0	0	0	0	0	18
0	0	0	0	0	19
664	143	211	1,471	3,739	20
61,131	28,634	45,232	105,813	453,566	21
0	0	0	0	0	22
663	1,050	5,000	1,374	12,000	23
301	230	4,992	3,421	8,000	24
5,460	1,992	(652)	5,493	17,822	25a
18	0	74	8	0	25b
0	0	0	0	0	26
6,442	3,272	9,414	10,296	37,822	27
\$ 67,573	\$ 31,906	\$ 54,646	\$ 116,109	\$ 491,388	28

REPORT OF CONDITION

	B-947 *HERITAGE BANK & TRUST	B-274 FARMERS & MERCHANTS BANK - EASTERN SHORE
	NORFOLK	ONLEY
	4 OFFICES	4 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 4,019	\$ 3,494
a. Non interest-bearing balances and currency and coin	3,970	3,492
b. Interest-bearing balances	49	2
2. Securities	22,595	33,198
a. Held to maturity	6,219	551
b. Available for sale	16,376	32,647
3. Federal Funds sold and securities purchased under agreements to resell	1,697	1,450
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	52,131	96,430
b. LESS: Allowance for loan and lease losses	889	2,438
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses	51,242	93,992
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	1,317	1,661
7. Other real estate owned	429	369
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	1,542	2,031
12. TOTAL ASSETS	\$ 82,841	\$ 136,195
LIABILITIES		
13. Deposits:		
a. In domestic offices	\$ 72,843	\$ 110,532
(1) Noninterest-bearing	12,902	15,558
(2) Interest-bearing	59,941	94,974
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	1,945	546
15. a. Demand notes issued to the U.S. Treasury	52	0
b. Trading Liabilities		
16. Other borrowed money (includes mortgages and capitalized leases)	0	0
a. With remaining maturity of one year or less	0	0
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	1,281	595
21. TOTAL LIABILITIES	76,121	111,673
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	999	3,600
24. Surplus	1,163	1,200
25. a. Undivided profits and capital reserves	4,501	19,658
b. Net unrealized gains(losses) on available-for-sale securities	57	64
26. Cumulative foreign currency translation adjustments	0	0
27. TOTAL EQUITY CAPITAL	6,720	24,522
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 82,841	\$ 136,195

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-900 *FARMERS AND MINERS BANK	B-164 LEE BANK & TRUST COMPANY	B-964 *THE COMMUNITY BANK	B-368 *THE BANK OF CHARLOTTE COUNTY	B-995 *CENTRAL VIRGINIA BANK	
PENNINGTON GAP	PENNINGTON GAP	PETERSBURG	PHENIX	POWHATAN	
4 OFFICES	3 OFFICES	5 OFFICES	4 OFFICES	6 OFFICES	
\$ 11,427	\$ 3,263	\$ 4,620	\$ 3,771	\$ 5,219	1
2,440	3,129	4,620	3,754	5,211	
8,987	134	0	17	8	
14,815	40,252	13,348	10,277	40,686	2
9,233	0	10,333	5,922	17,858	
5,582	40,252	3,015	4,355	22,828	
2,410	3,820	8,176	5,125	3,785	3
34,029	58,216	67,872	58,729	89,997	
524	775	739	727	1,176	
0	0	0	0	0	
33,505	57,441	67,133	58,002	88,821	4
0	0	0	0	0	5
1,200	2,652	832	1,210	3,459	6
34	285	446	28	313	7
0	0	0	36	0	8
0	0	0	0	0	9
0	0	0	0	0	10
869	1,215	1,359	1,060	2,351	11
\$ 64,260	\$ 108,928	\$ 95,914	\$ 79,509	\$ 144,634	12
\$ 57,046	\$ 93,684	\$ 82,980	\$ 71,892	\$ 122,785	13
10,259	10,857	17,065	18,274	19,727	
46,787	82,827	65,915	53,618	103,058	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	1,194	14
0	0	0	0	0	15a
0	0	0	0	0	15b
0	0	0	0	5,045	16
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	5,045	
0	0	0	0	0	18
0	0	0	0	0	19
467	1,016	763	301	432	20
57,513	94,700	83,743	72,193	129,456	21
0	0	0	0	0	22
500	200	461	150	1,000	23
500	500	2,318	529	4,742	24
5,789	13,184	9,380	6,637	9,271	25a
(42)	344	12	0	165	25b
0	0	0	0	0	26
6,747	14,228	12,171	7,316	15,178	27
\$ 64,260	\$ 108,928	\$ 95,914	\$ 79,509	\$ 144,634	28

REPORT OF CONDITION

	REPORT OF CONDITION	
	B-175 BANK OF ROCKBRIDGE	B-374 *STATE BANK OF REMINGTON, INCORPORATED
	RAPHINE 8 OFFICES	REMINGTON 3 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 5,785	\$ 2,682
a. Non interest-bearing balances and currency and coin	5,782	2,682
b. Interest-bearing balances	3	0
2. Securities	43,269	22,793
a. Held to maturity	8,067	7,392
b. Available for sale	35,202	15,401
3. Federal Funds sold and securities purchased under agreements to resell	0	2,060
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	140,419	33,423
b. LESS: Allowance for loan and lease losses	1,545	471
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses	138,874	32,952
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	2,342	1,366
7. Other real estate owned	9	1,876
8. Investments in unconsolidated subsidiaries and associated companies	0	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets	22	0
11. Other assets	2,157	983
12. TOTAL ASSETS	\$ 192,458	\$ 64,712
LIABILITIES		
13. Deposits:		
a. In domestic offices	\$ 173,638	\$ 56,703
(1) Noninterest-bearing	17,029	8,375
(2) Interest-bearing	156,609	48,328
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	2,031	0
15. a. Demand notes issued to the U.S. Treasury	0	200
b. Trading Liabilities		
16. Other borrowed money (includes mortgages and capitalized leases)	248	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	248	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	495	450
21. TOTAL LIABILITIES	176,412	57,353
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	672	2,910
24. Surplus	2,431	1,528
25. a. Undivided profits and capital reserves	12,702	3,004
b. Net unrealized gains(losses) on available-for-sale securities	241	(83)
26. Cumulative foreign currency translation adjustments	0	0
27. TOTAL EQUITY CAPITAL	16,046	7,359
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 192,458	\$ 64,712

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-1008 *FIRST VIRGINIA BANK-CLINCH VALLEY	B-1031 *FIRST SENTINEL BANK	B-974 *COMMERCE BANK OF VIRGINIA	B-186 *CONSOLIDATED BANK AND TRUST COMPANY	B-1123 *CRESTAR BANK	
RICHLANDS	RICHLANDS	RICHMOND	RICHMOND	RICHMOND	
11 OFFICES	2 OFFICES	5 OFFICES	7 OFFICES	398 OFFICES	
\$ 7,737	\$ 4,135	\$ 3,423	\$ 4,175	\$ 1,335,467	1
7,678	691	3,423	4,175	1,185,425	
59	3,444	0	0	150,042	
87,266	12,780	24,872	50,374	4,314,660	2
37,483	3,369	2,393	19,636	628,956	
49,783	9,411	22,479	30,738	3,685,704	
3,600	1,150	3,109	2,250	666,097	3
166,020	20,966	51,304	48,465	16,647,024	
1,932	177	540	513	281,419	
0	0	0	0	0	
164,088	20,789	50,764	47,952	16,365,605	4
0	0	0	0	0	5
4,276	264	1,710	2,823	462,079	6
46	132	0	772	27,178	7
0	0	0	0	944	8
0	0	0	0	4,297	9
450	0	0	381	245,872	10
5,050	400	1,185	1,586	751,907	11
\$ 272,513	\$ 39,650	\$ 85,063	\$ 110,313	\$ 24,174,106	12
\$ 233,532	\$ 34,551	\$ 74,944	\$ 99,967	\$ 16,478,555	13
34,238	4,336	12,658	17,953	2,766,463	
199,294	30,215	62,286	82,014	13,712,092	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
2,736	0	1,439	0	3,259,240	14
0	0	0	0	335,164	15a
0	0	0	0	0	15b
0	0	0	578	1,250,941	16
0	0	0	578	957,032	
0	0	0	0	79	
0	0	0	0	293,830	
0	0	0	0	4,297	18
0	0	0	0	335,000	19
3,673	371	557	798	805,573	20
239,941	34,922	76,940	101,343	22,468,770	21
0	0	0	0	0	22
3,539	884	1,847	2,430	153,125	23
8,834	220	2,140	2,930	223,812	24
20,076	3,516	4,124	3,523	1,329,550	25a
123	108	12	87	(1,151)	25b
0	0	0	0	0	26
32,572	4,728	8,123	8,970	1,705,336	27
\$ 272,513	\$ 39,650	\$ 85,063	\$ 110,313	\$ 24,174,106	28

REPORT OF CONDITION

	B-934 *F & M BANK- RICHMOND RICHMOND 10 OFFICES	B-758 *FIRST VIRGINIA BANK- COLONIAL RICHMOND 40 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 8,113	\$ 39,537
a. Non interest-bearing balances and currency and coin	8,113	39,537
b. Interest-bearing balances	0	0
2. Securities	42,107	206,762
a. Held to maturity	26,830	205,209
b. Available for sale	15,277	1,553
3. Federal Funds sold and securities purchased under agreements to resell	10,454	960
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	107,705	461,679
b. LESS: Allowance for loan and lease losses	1,211	5,209
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses	106,494	456,470
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	5,003	12,966
7. Other real estate owned	0	139
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	13,256
11. Other assets	1,638	8,667
12. TOTAL ASSETS	\$ 173,809	\$ 738,757
LIABILITIES		
13. Deposits:		
a. In domestic offices	\$ 158,391	\$ 646,654
(1) Noninterest-bearing	31,293	115,889
(2) Interest-bearing	127,098	530,765
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	17,384
15. a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities	0	175
16. Other borrowed money (includes mortgages and capitalized leases)	0	0
a. With remaining maturity of one year or less	0	175
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	340	5,426
21. TOTAL LIABILITIES	158,731	669,639
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	2,850	30,625
24. Surplus	3,894	21,125
25. a. Undivided profits and capital reserves	8,283	17,368
b. Net unrealized gains(losses) on available-for-sale securities	51	0
26. Cumulative foreign currency translation adjustments	0	0
27. TOTAL EQUITY CAPITAL	15,078	69,118
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 173,809	\$ 738,757

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-997 *REGENCY BANK	B-1129 FIRST-CITIZENS BANK, A VIRGINIA CORPORATION ROANOKE	B-795 *FIRST VIRGINIA BANK-SOUTHWEST ROANOKE	B-908 *FIRST VIRGINIA BANK-FRANKLIN COUNTY ROCKY MOUNT	B-1093 *FIRST COMMUNITY BANK OF SALTVILLE SALTVILLE	
RICHMOND					
3 OFFICES	1 OFFICE	40 OFFICES	6 OFFICES	3 OFFICES	
\$ 3,947	\$ 5,161	\$ 31,104	\$ 3,511	\$ 3,223	1
3,947	5,161	31,090	3,511	3,223	
0	0	14	0	0	
20,431	0	172,451	30,895	53,104	2
0	0	145,949	30,775	3,723	
20,431	0	26,502	120	49,381	
5,144	0	8,710	150	1,905	3
46,941	164,728	588,761	91,893	73,968	
589	10,900	7,349	1,010	991	
0	0	0	0	0	
46,352	153,828	581,412	90,883	72,977	4
0	0	0	0	0	5
1,063	925	10,890	0	1,905	6
0	0	207	1,047	423	7
0	0	0	0	0	8
0	0	0	0	0	9
47	0	5,273	0	0	10
903	6,642	10,490	1,399	3,955	11
\$ 77,887	\$ 166,556	\$ 820,537	\$ 127,885	\$ 137,492	12
\$ 64,870	\$ 512	\$ 722,505	\$ 116,735	\$ 81,394	13
7,202	12	106,577	15,484	9,648	
57,668	500	615,928	101,251	71,746	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
4,836	0	23,383	0	12,948	14
369	0	0	0	312	15a
0	125,000	0	0	30,643	16
0	125,000	0	0	0	
0	0	0	0	0	
0	0	0	0	30,643	
0	0	0	0	0	18
0	0	0	0	0	19
520	22,651	5,328	1,063	1,332	20
70,595	148,163	751,216	117,798	126,629	21
0	0	0	0	0	22
3,508	6,000	14,300	2,000	2,000	23
3,702	8,100	15,875	2,000	400	24
18	4,293	39,209	6,087	8,210	25a
64	0	(63)	0	253	25b
0	0	0	0	0	26
7,292	18,393	69,321	10,087	10,863	27
\$ 77,887	\$ 166,556	\$ 820,537	\$ 127,885	\$ 137,492	28

REPORT OF CONDITION

	B-791 *BANK OF ISLE OF WIGHT		B-994 *PROSPERITY BANK & TRUST COMPANY	
	SMITHFIELD		SPRINGFIELD	
	1 OFFICE		2 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$	1,852	\$	3,497
a. Non interest-bearing balances and currency and coin		1,852		3,497
b. Interest-bearing balances		0		0
2. Securities		12,324		11,068
a. Held to maturity		0		661
b. Available for sale		12,324		10,407
3. Federal Funds sold and securities purchased under agreements to resell		3,082		6,490
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		20,258		28,035
b. LESS: Allowance for loan and lease losses		286		250
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses		19,972		27,785
5. Assets held in trading accounts		0		0
6. Premises and fixed assets		272		414
7. Other real estate owned		158		0
8. Investments in unconsolidated subsidiaries and associated companies		0		0
9. Customers' liability to this bank on acceptances outstanding		0		0
10. Intangible assets		0		0
11. Other assets		315		404
12. TOTAL ASSETS	\$	37,975	\$	49,658
LIABILITIES				
13. Deposits:				
a. In domestic offices	\$	34,540	\$	45,429
(1) Noninterest-bearing		8,308		18,055
(2) Interest-bearing		26,232		27,374
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		229
15. a. Demand notes issued to the U.S. Treasury		0		0
b. Trading Liabilities		0		0
16. Other borrowed money (includes mortgages and capitalized leases)		0		0
a. With remaining maturity of one year or less		0		0
b. With remaining maturity of one to three years		0		0
c. With remaining maturity of more than three years		0		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		0		0
20. Other liabilities		178		329
21. TOTAL LIABILITIES		34,718		45,987
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		2,050		1,508
24. Surplus		667		1,508
25. a. Undivided profits and capital reserves		422		635
b. Net unrealized gains(losses) on available-for-sale securities		118		20
26. Cumulative foreign currency translation adjustments		0		0
27. TOTAL EQUITY CAPITAL		3,257		3,671
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	37,975	\$	49,658

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-1044 *FARMERS & MERCHANTS BANK OF STANLEY	B-911 *FIRST VIRGINIA BANK-BLUE RIDGE	B-799 PLANTERS BANK & TRUST COMPANY OF VIRGINIA	B-1018 *THE MARATHON BANK	B-1037 COMMUNITY BANK OF NORTHERN VIRGINIA	
STANLEY	STAUNTON	STAUNTON	STEPHENS CITY	STERLING	
3 OFFICES	28 OFFICES	11 OFFICES	5 OFFICES	6 OFFICES	
\$ 4,182	\$ 22,204	\$ 14,685	\$ 3,477	\$ 7,966	1
4,182	22,204	14,685	3,459	3,205	
0	0	0	18	4,761	
15,089	57,043	105,410	2,589	31,846	2
8,830	56,577	49,251	1,306	26,260	
6,259	466	56,159	1,283	5,586	
4,035	4,220	0	3,570	0	3
61,697	419,155	269,581	51,093	85,242	
740	4,767	3,753	576	973	
0	0	0	0	0	
60,957	414,388	265,828	50,517	84,269	4
0	0	0	0	0	5
1,328	7,531	4,794	2,499	4,337	6
14	0	258	448	1,277	7
0	0	0	0	0	8
0	0	0	0	0	9
0	0	266	0	725	10
1,324	5,670	4,722	804	1,230	11
\$ 86,929	\$ 511,056	\$ 395,963	\$ 63,904	\$ 131,650	12
\$ 77,809	\$ 467,050	\$ 352,273	\$ 56,488	\$ 118,591	13
12,038	83,468	54,563	8,045	27,549	
65,771	383,582	297,710	48,443	91,042	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	1,649	9,510	0	2,502	14
0	0	0	0	0	15a
0	0	0	279	0	15b
0	0	0	0	0	16
0	0	0	49	0	
0	0	0	230	0	
0	0	0	0	0	18
0	0	0	0	0	19
892	4,459	987	256	835	20
78,701	473,158	362,770	57,023	121,928	21
0	0	0	0	0	22
2,107	10,330	20,000	4,651	2,113	23
422	5,196	3,554	3,871	5,178	24
5,682	22,372	9,484	(1,643)	2,452	25a
17	0	155	2	(21)	25b
0	0	0	0	0	26
8,228	37,898	33,193	6,881	9,722	27
\$ 86,929	\$ 511,056	\$ 395,963	\$ 63,904	\$ 131,650	28

REPORT OF CONDITION

	REPORT OF CONDITION	
	B-1046 *FIRST BANK	B-1097 *THE FIRST BANK OF STUART
	STRASBURG 5 OFFICES	STUART 6 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 3,614	\$ 4,523
a. Non interest-bearing balances and currency and coin	3,475	4,516
b. Interest-bearing balances	139	7
2. Securities	41,554	88,673
a. Held to maturity	1,662	27,921
b. Available for sale	39,892	60,752
3. Federal Funds sold and securities purchased under agreements to resell	0	1,700
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	113,593	58,057
b. LESS: Allowance for loan and lease losses	1,112	697
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses	112,481	57,360
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	3,880	650
7. Other real estate owned	919	0
8. Investments in unconsolidated subsidiaries and associated companies	0	0
9. Customers' liability to this bank on acceptances outstanding	0	0
10. Intangible assets	0	0
11. Other assets	2,040	1,787
12. TOTAL ASSETS	\$ 164,488	\$ 154,693
LIABILITIES		
13. Deposits:		
a. In domestic offices	\$ 139,869	\$ 113,329
(1) Noninterest-bearing	17,076	14,154
(2) Interest-bearing	122,793	99,175
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	1,417	24,253
15. a. Demand notes issued to the U.S. Treasury	0	604
b. Trading Liabilities		
16. Other borrowed money (includes mortgages and capitalized leases)	6,461	579
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	6,461	579
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	818	2,244
21. TOTAL LIABILITIES	148,565	141,009
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	2,447	2,000
24. Surplus	1,836	400
25. a. Undivided profits and capital reserves	11,305	10,833
b. Net unrealized gains(losses) on available-for-sale securities	335	451
26. Cumulative foreign currency translation adjustments	0	0
27. TOTAL EQUITY CAPITAL	15,923	13,684
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 164,488	\$ 154,693

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-731 *BANK OF SUFFOLK	B-600 *BANK OF ESSEX	B-297 SOUTHSIDE BANK	B-224 *BANK OF TAZEWELL COUNTY	B-1121 *FIRSTCOMMUNITY BANK OF SOUTHWEST VIRGINIA, INC.	
SUFFOLK	TAPPAHANNOCK	TAPPAHANNOCK	TAZEWELL	TAZEWELL	
6 OFFICES	5 OFFICES	8 OFFICES	7 OFFICES	6 OFFICES	
\$ 4,423	\$ 3,109	\$ 5,246	\$ 13,722	\$ 3,787	1
4,416	3,008	5,246	3,994	3,787	
7	101	0	9,728	0	
21,409	27,643	30,954	87,107	24,972	2
0	7,919	17,334	48,708	4,538	
21,409	19,724	13,620	38,399	20,434	
0	2,940	2,642	5,400	11,732	3
79,733	88,843	144,493	69,315	58,508	
926	1,185	2,605	697	761	
0	0	0	0	0	
78,807	87,658	141,888	68,618	57,747	4
0	0	0	0	0	5
2,042	3,764	3,699	1,713	2,401	6
280	0	43	129	119	7
0	8	0	0	0	8
0	0	0	0	0	9
129	1,657	0	0	4,312	10
1,083	2,012	2,519	2,037	1,030	11
\$ 108,173	\$ 128,791	\$ 186,991	\$ 178,726	\$ 106,100	12
\$ 90,450	\$ 113,597	\$ 174,971	\$ 149,761	\$ 93,940	13
13,856	11,194	18,845	18,399	11,736	
76,594	102,403	156,126	131,362	82,204	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
4,519	0	0	0	869	14
0	0	0	485	0	15a
0	0	169	0	0	15b
0	0	50	0	0	16
0	0	20	0	0	
0	0	99	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
497	1,082	567	797	797	20
95,466	114,679	175,707	151,043	95,606	21
0	0	0	0	0	22
641	4,735	5,094	2,077	2,000	23
4,449	5,924	2,096	1,811	5,900	24
7,382	3,347	3,992	23,728	2,505	25a
235	106	102	67	89	25b
0	0	0	0	0	26
12,707	14,112	11,284	27,683	10,494	27
\$ 108,173	\$ 128,791	\$ 186,991	\$ 178,726	\$ 106,100	28

REPORT OF CONDITION

	B-959 *FARMERS & MERCHANTS BANK		B-939 THE BUSINESS BANK	
	TIMBERVILLE		VIENNA	
	5 OFFICES		1 OFFICE	
ASSETS				
1. Cash and balances due from depository institutions:	\$	3,999	\$	2,382
a. Non interest-bearing balances and currency and coin		3,575		2,282
b. Interest-bearing balances		424		100
2. Securities		28,511		2,784
a. Held to maturity		16,763		1,083
b. Available for sale		11,748		1,701
3. Federal Funds sold and securities purchased under agreements to resell		2,255		2,659
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		122,284		37,942
b. LESS: Allowance for loan and lease losses		1,121		665
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses		121,163		37,277
5. Assets held in trading accounts		0		0
6. Premises and fixed assets		1,883		160
7. Other real estate owned		27		2,338
8. Investments in unconsolidated subsidiaries and associated companies		0		0
9. Customers' liability to this bank on acceptances outstanding		0		0
10. Intangible assets		0		0
11. Other assets		2,382		307
12. TOTAL ASSETS	\$	160,220	\$	47,907
LIABILITIES				
13. Deposits:				
a. In domestic offices	\$	127,003	\$	43,988
(1) Noninterest-bearing		14,623		7,832
(2) Interest-bearing		112,380		36,156
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		3,903		0
15. a. Demand notes issued to the U.S. Treasury		1,301		0
b. Trading Liabilities				
16. Other borrowed money (includes mortgages and capitalized leases)		16,976		0
a. With remaining maturity of one year or less		286		0
b. With remaining maturity of one to three years		0		0
c. With remaining maturity of more than three years		16,690		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		0		0
20. Other liabilities		1,033		206
21. TOTAL LIABILITIES		150,216		44,194
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		500		742
24. Surplus		800		10,297
25. a. Undivided profits and capital reserves		8,655		(7,328)
b. Net unrealized gains(losses) on available-for-sale securities		49		2
26. Cumulative foreign currency translation adjustments		0		0
27. TOTAL EQUITY CAPITAL		10,004		3,713
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	160,220	\$	47,907

* Member of Federal Reserve

STATE CORPORATION COMMISSION

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DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-978 *THE BANK OF TIDEWATER	B-882 BRANCH BANKING AND TRUST COMPANY OF VIRGINIA	B-980 *PRINCESS ANNE BANK	B-1015 *RESOURCE BANK	B-233 THE BANK OF SUSSEX AND SURRY	
VIRGINIA BEACH	VIRGINIA BEACH	VIRGINIA BEACH	VIRGINIA BEACH	WAKEFIELD	
7 OFFICES	23 OFFICES	7 OFFICES	3 OFFICES	3 OFFICES	
\$ 9,567	\$ 39,597	\$ 11,244	\$ 12,291	\$ 2,661	1
9,567	39,597	11,244	2,612	2,562	
0	0	0	9,679	99	
29,942	132,596	53,524	15,119	24,748	2
0	0	0	2,687	9,499	
29,942	132,596	53,524	12,432	15,249	
7,840	0	35,330	1,920	4,522	3
111,790	590,306	117,566	174,415	33,622	
1,502	7,855	1,178	2,573	426	
0	0	0		0	
110,288	582,451	116,388	171,842	33,196	4
0	0	0	0	0	5
4,464	17,167	2,422	2,561	787	6
0	2,692	0	685	13	7
0	0	0		5	8
0	0	0	0	0	9
0	153	0	8	0	10
2,036	11,214	4,148	4,733	850	11
\$ 164,137	\$ 785,870	\$ 223,056	\$ 209,159	\$ 66,782	12
\$ 143,807	\$ 679,252	\$ 181,828	\$ 169,605	\$ 55,389	13
44,393	139,469	37,003	11,497	7,042	
99,414	539,783	144,825	158,108	48,347	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
2,797	1,985	4,507	0	0	14
0	4,349	0	0	0	15a
0	21,532	20,000	20,950	0	16
0	92	20,000	13,650	0	
0	20,327	0	2,000	0	
0	1,113	0	5,300	0	
0	0	0	0	0	18
0	0	0	0	0	19
1,163	4,830	2,174	2,976	525	20
147,767	711,948	208,509	193,531	55,914	21
0	0	0	0	0	22
9,046	6,886	3,161	7,979	381	23
4,079	38,566	7,201	6,497	1,000	24
3,178	27,997	3,644	856	8,889	25a
67	473	541	296	598	25b
0	0	0	0	0	26
16,370	73,922	14,547	15,628	10,868	27
\$ 164,137	\$ 785,870	\$ 223,056	\$ 209,159	\$ 66,782	28

REPORT OF CONDITION

	B-1052 *F & M BANK-PEOPLES		B-1047 *THE FAUQUIER BANK	
	WARRENTON		WARRENTON	
	4 OFFICES		5 OFFICES	
ASSETS				
1. Cash and balances due from depository institutions:	\$	4,798	\$	9,504
a. Non interest-bearing balances and currency and coin		4,737		9,477
b. Interest-bearing balances		61		27
2. Securities		29,259		27,947
a. Held to maturity		16,591		9,906
b. Available for sale		12,668		18,041
3. Federal Funds sold and securities purchased under agreements to resell		16,112		9,470
4. Loans and lease financing receivables:				
a. Loans and leases, net of unearned income		71,390		130,818
b. LESS: Allowance for loan and lease losses		929		1,655
c. LESS: Allocated transfer risk reserve		0		0
d. Loans and leases, net of unearned income, allowance for loan and lease losses		70,461		129,163
5. Assets held in trading accounts		0		0
6. Premises and fixed assets		2,799		5,576
7. Other real estate owned		0		199
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		1,661		3,537
12. TOTAL ASSETS	\$	125,090	\$	185,396
LIABILITIES				
13. Deposits:				
a. In domestic offices	\$	112,309	\$	161,935
(1) Noninterest-bearing		21,527		29,254
(2) Interest-bearing		90,782		132,681
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		282		0
15. a. Demand notes issued to the U.S. Treasury		0		0
b. Trading Liabilities		0		0
16. Other borrowed money (includes mortgages and capitalized leases)		0		0
a. With remaining maturity of one year or less		0		0
b. With remaining maturity of one to three years		0		0
c. With remaining maturity of more than three years		0		0
18. Bank's liability on acceptances executed and outstanding		0		0
19. Notes and debentures subordinated to deposits		0		0
20. Other liabilities		510		2,482
21. TOTAL LIABILITIES		113,101		164,417
EQUITY CAPITAL				
22. Perpetual preferred stock		0		0
23. Common Stock		2,100		2,000
24. Surplus		500		400
25. a. Undivided profits and capital reserves		9,371		18,674
b. Net unrealized gains(losses) on available-for-sale securities		18		(95)
26. Cumulative foreign currency translation adjustments		0		0
27. TOTAL EQUITY CAPITAL		11,989		20,979
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$	125,090	\$	185,396

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-1108 *SOUTHERN FINANCIAL BANK	B-969 *NORTHERN NECK STATE BANK	B-234 *JAMES RIVER BANK	B-1042 CITIZENS AND FARMERS BANK	B-1034 *F & M BANK- WINCHESTER	
WARRENTON	WARSAW	WAVERLY	WEST POINT	WINCHESTER	
10 OFFICES	5 OFFICES	6 OFFICES	9 OFFICES	31 OFFICES	
\$ 6,019	\$ 5,631	\$ 5,815	\$ 8,797	\$ 41,510	1
5,474	5,379	5,715	7,844	40,313	
545	252	100	953	1,197	
86,179	41,961	26,478	72,487	207,522	2
80,469	0	0	45,927	105,506	
5,710	41,961	26,478	26,560	102,016	
0	1,612	12,104	0	37,500	3
132,507	96,002	46,742	178,785	506,491	
2,037	1,514	914	2,234	8,404	
0	0	0	0	0	
130,470	94,488	45,828	176,551	498,087	4
0	0	0	0	0	5
2,399	1,938	2,983	6,582	18,051	6
176	1	55	444	7,767	7
0	125	0	0	0	8
0	0	0	0	0	9
0	85	2,345	1,917	9,581	10
2,423	2,011	1,275	4,167	11,969	11
\$ 227,666	\$ 147,852	\$ 96,883	\$ 270,945	\$ 831,987	12
\$ 203,480	\$ 122,461	\$ 83,993	\$ 231,551	\$ 742,475	13
14,284	11,733	20,358	35,333	114,589	
189,196	110,728	63,635	196,218	627,886	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	0	0	
0	0	0	2,136	0	14
0	0	0	0	0	15a
4,000	5,575	0	7,200	0	15b
4,000	4,600	0	7,200	0	16
0	0	0	0	0	
0	975	0	0	0	
0	0	0	0	0	18
0	0	0	0	0	19
1,706	1,110	582	3,122	6,968	20
209,186	129,146	84,575	244,009	749,443	21
0	0	0	0	0	22
2,000	849	2,500	2,783	2,530	23
400	583	500	711	17,164	24
16,046	16,823	9,168	23,105	61,761	25a
34	451	140	337	1,089	25b
0	0	0	0	0	26
18,480	18,706	12,308	26,936	82,544	27
\$ 227,666	\$ 147,852	\$ 96,883	\$ 270,945	\$ 831,987	28

REPORT OF CONDITION

	B-481 FARMERS BANK, WINDSOR, VIRGINIA	B-945 *FIRST COMMONWEALTH BANK
	WINDSOR 2 OFFICES	WISE 2 OFFICES
ASSETS		
1. Cash and balances due from depository institutions:	\$ 2,217	\$ 2,796
a. Non interest-bearing balances and currency and coin	2,217	2,696
b. Interest-bearing balances	0	100
2. Securities	20,482	18,746
a. Held to maturity	0	8,092
b. Available for sale	20,482	10,654
3. Federal Funds sold and securities purchased under agreements to resell	5,784	2,730
4. Loans and lease financing receivables:		
a. Loans and leases, net of unearned income	46,040	24,541
b. LESS: Allowance for loan and lease losses	1,438	550
c. LESS: Allocated transfer risk reserve	0	0
d. Loans and leases, net of unearned income, allowance for loan and lease losses	44,602	23,991
5. Assets held in trading accounts	0	0
6. Premises and fixed assets	2,279	1,021
7. Other real estate owned	1,923	4
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	1,898	589
12. TOTAL ASSETS	\$ 79,185	\$ 49,877
LIABILITIES		
13. Deposits:		
a. In domestic offices	\$ 66,660	\$ 43,962
(1) Noninterest-bearing	11,819	7,405
(2) Interest-bearing	54,841	36,557
b. In foreign offices, Edge and Agreement subsidiaries, and IBF's	0	0
(1) Noninterest-bearing	0	0
(2) Interest-bearing	0	0
14. Federal funds purchased and securities sold under agreements to repurchase	0	0
15. a. Demand notes issued to the U.S. Treasury	0	0
b. Trading Liabilities	0	0
16. Other borrowed money (includes mortgages and capitalized leases)	0	0
a. With remaining maturity of one year or less	0	0
b. With remaining maturity of one to three years	0	0
c. With remaining maturity of more than three years	0	0
18. Bank's liability on acceptances executed and outstanding	0	0
19. Notes and debentures subordinated to deposits	0	0
20. Other liabilities	350	290
21. TOTAL LIABILITIES	67,010	44,252
EQUITY CAPITAL		
22. Perpetual preferred stock	0	0
23. Common Stock	125	1,450
24. Surplus	2,665	1,450
25. a. Undivided profits and capital reserves	9,331	2,712
b. Net unrealized gains(losses) on available-for-sale securities	54	13
26. Cumulative foreign currency translation adjustments	0	0
27. TOTAL EQUITY CAPITAL	12,175	5,625
28. TOTAL LIABILITIES AND EQUITY CAPITAL	\$ 79,185	\$ 49,877

* Member of Federal Reserve

STATE CORPORATION COMMISSION

DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

B-1033 FIRST CENTURY BANK					
WYTHEVILLE					
2 OFFICES					
\$ 1,668					1
1,668					
0					
5,589					2
534					
5,055					
1,845					3
25,387					
320					
0					
25,067					4
0					5
1,748					6
0					7
0					8
0					9
88					10
341					11
\$ 36,346					12
\$ 29,879					13
3,805					
26,074					
0					
0					
0					
2,741					14
324					15a
0					15b
0					16
0					
0					
0					18
0					19
79					20
33,023					21
0					22
1,500					23
750					24
1,048					25a
25					25b
0					26
3,323					27
\$ 36,346					28

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

Bank of Alexandria, The
1717 King Street
P.O. Box 1727
Alexandria 22313
C.E.O.- Stephen P. Tees, President
Cashier- John R. Lucas, Jr.,
Executive Vice President

Brs: City of Alexandria -
2111 Eisenhower Avenue
606 King Street
Fairfax County -
7901 Richmond Highway

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

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

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

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

*Bank of Carroll
145 N Main Street
Box 699
Hillsville 24343 (Carroll County)
C.E.O.- James W. Clement, President

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

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

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

Brs: Campbell County -
308 Lynchburg Avenue, Brookneal
Charlotte County -

Main Street, Charlotte Courthouse
26 King Street, Keysville

*Bank of Clarke County
2 East Main Street
P.O. Box 391
Berryville 22611 (Clarke County)
C.E.O.- Lewis M. Ewing, President
Cashier- Laura H. Lloyd

Brs: City of Winchester -
625 East Jubal Early Dr
Clarke County -
Northside Of Route 723, Boyce
Frederick County -
1508 Senseny Road
382 Fairfax Pike, Stephens City

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

Bank of Essex
323 Prince Street
Box 965
Tappahannock 22560 (Essex County)
C.E.O.- Earl R. Johnston, President
Cashier- Bruce E. Thomas

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

Bank of Ferrum
1 Main Street
Ferrum 24151 (Franklin County)
C.E.O.- Larry A. Heaton, President

Brs: Franklin County -
Northside of U. S. Route 220
0.25 mile south of State Route 697
315 North Main Street, Rocky Mount
Henry County -
East side of U.S. Rt 220
0.3 mi. North of St. Rt. 674, Bassett

EFTS:
Botetourt County -
604 Minute Market,
Route 220 Alternate
Franklin County -
Ferrum Minute Market, Route 40 West
Penhook Minute Market, Route 40 East
Redwood Minute Market, Route 40 East
Franklin Minute Market

STATE CORPORATION COMMISSION

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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

Route 40 East, Rocky Mount Panda Minute Market, 616 North Main Street, Rocky Mount	712 Liberty Street 852 N. George Washington Highway City of Norfolk - 415 St Pauls Boulevard City of Suffolk - 117 Market Street City of Virginia Beach - 1100 Dam Neck Road 5472 Indian River Road
Bank of Fincastle, The 17 South Roanoke Street P.O. Box 107 Fincastle 24090 (Botetourt County) C.E.O.- John F. Kilby, President Cashier- Jeff Bowles	EFT: City of Chesapeake - 1320 Northwest Boulevard, Suite 100
Brs: Botetourt County - 4370 Cloverdale Road U.S. Route 460 860 Roanoke Road, Daleville U.S. Route 220 South, Daleville 191 Lee Highway South, Troutville	Bank of Isle of Wight 1803 S Church Street P.O. Box 429 Smithfield 23430 (Isle of Wight County) C.E.O.- Robert E. Spencer, Jr., President Cashier- Oliver D. Creekmore
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 Lancaster 100 Main Street P.O. Box 1869 Kilmarnock 22482 (Lancaster County) C.E.O.- Austin L. Roberts, III, President Cashier- Paul T. Sciacchitano *Bank of Lancaster (Continued)
Bank of Floyd, The 101 Jacksonville Circle P.O. Box 215 Floyd 24091 (Floyd County) C.E.O.- Ronald Leon Moore, President Cashier- G. Albert Owen, Jr.	Brs: Lancaster County - Lancaster Square Shopping Center North Main Street, Kilmarnock State Route 3 Ice House Field Shopping Center, White Stone
Brs: Floyd County - northeast corner of U.S. Highway 221 and Conners Grove, Willis Roanoke County - 4094 Postal Drive	*Bank of Marion, The 102 West Main Street P.O. Box 1067 Marion 24354 (Smyth County) C.E.O.- John E. Stringer, President Cashier- Harold L. Blevins, Jr.
Bank of Franklin, The 100 East Fourth Avenue P.O. Box 594 Franklin 23851 C.E.O.- Wenefred O. Pearce, President	Brs: Smyth County - Parcel 'e' Chilhowie Shopping Center, Chilhowie 1600 N Main Street, Marion South Main St & Washington Avenue, Marion
Brs: City of Franklin - 201 North College Drive City of Suffolk - 6617 Holland Road Southampton County - Shands Shopping Center Highway 58 East, Courtland 22334 General Thomas Highway, Newsoms	Washington County - State Routes 91 and 750, Glade Spring Wythe County - 512 North Main Street, Rural Retreat
Bank of Hampton Roads, The 201 Volvo Parkway P.O. Box 1000 Chesapeake 23320 C.E.O.- Jack W. Gibson, President Cashier- Cynthia A. MacArthur	EFT: Smyth County - 1193 North Main Street, Marion
Brs: City of Chesapeake - 1400 Kempsville Road, Suite 102 1401 Northwest Boulevard, Suite 102 1500 Mt Pleasant Road 4108 Portsmouth Boulevard	Bank of McKenney 20718 First Street McKenney 23872 (Dinwiddie County) C.E.O.- Richard M. Liles, President
	Brs: Dinwiddie County - 13812 Boydton Plank Road U.S. Highway 460 and State Route 684
	EFT: Dinwiddie County -

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

5420 Boynton Plank Rd
 City of Franklin -
 Southampton Shopping Center
 1310 Armory Drive
 *Bank of Northern Virginia, The
 City of Petersburg -
 1010 North Glebe Road
 2703 South Crater Road
 Arlington 22201 (Arlington County)
 Dinwiddie County -
 C.E.O.- Robert F. Kelleher
 U.S. Route 1 and State Route 226
 Chairman of the Board

Br: Arlington County -
 Ballston Common Mall
 4238 Wilson Boulevard

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

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

Br: Northumberland County -
 Southwest Corner Of U.S. Route 360 &
 State Route 200, Burgess
 U.S. Route 360, Calleo

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

Br: City of Buena Vista -
 1002 Magonolia Avenue
 City of Lexington -
 537 East Nelson Street
 Augusta County -
 U.S. Route 11, Greenville
 Rockbridge County -
 College Square Shopping Center
 U.S. Route 11 North
 State Route 252, Brownsburg
 U.S. Route 11, Fairfield
 836 Rockbridge Rd, Glasgow

EFTS:
 City of Lexington -
 125 West Nelson Street
 Virginia Military Institute
 Lejeune Hall
 Rockbridge County -
 NE corner of the intersection of
 Interstate 81 and State Route 710
 Natural Bridge of Virginia Gift Shop
 U.S. Route 11

Bank of Southside Virginia, The
 State Route 618
 P.O. Box 40
 Carson 23830 (Dinwiddie County)
 C.E.O.- J. Peter Clements, President
 Cashier- Carol C. Chappell

Br: City of Colonial Heights -
 764 East Ellerslie Ave

STATE CORPORATION COMMISSION

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ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

Bank of Southside Virginia, The (Continued)

Dinwiddie County -
Route 1402 & Route 1,
Dinwiddie Courthouse

Greensville County -
U.S. Route 58 & State Route 686

Prince George County -
6400 Courthouse Road

Southampton County -
18207 Virginia Avenue, Boykins
23003 Main Street, Capron

Sussex County -
Jarrett Avneue
Main Street, Stony Creek
U.S. Route 460 & Route 631, Wakefield

EFTS:
City of Colonial Heights -
South Park Avenue and Roslyn Road

City of Hopewell -
5201 Oaklawn Boulevard

City of Petersburg -
3140 South Crater Road

Sussex County -
Interstate 95 and U. S. Route 301,
Stony Creek

*Bank of Suffolk
101 East Washington Street
P.O. Box 410
Suffolk 23434
C.E.O.- John G. Sebrell, President
Cashier- Susan H. Simpkins

Brs: City of Suffolk -
1000 North Main Street
1512 Holland Road
1589 Bridge Road
625 East Washington Street
East Suffolk Office
6423 Whaleyville Blvd

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

Brs: Southampton County -
Main Street, Ivor

Surry County -
State Route 10, Surry

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

*Bank of Tazewell County
309 East Main Street
P.O. Box 687
Tazewell 24651-0687 (Tazewell County)
C.E.O.- Raymond E. Dodson, President
Cashier- Alonzo A. Crouse

Brs: Tazewell County -
2070 Leatherwood Lane, Bluefield

511 Virginia Avenue, Bluefield
1108 Tazewell Avenue, Tazewell
612 Market Street, Tazewell
621 East Riverside Drive, Tazewell
846 Fincastle Turnpike, Tazewell

*Bank of the Commonwealth
403 Boush Street
P.O. Box 1177
Norfolk 23510
C.E.O.- Edward J. Woodard, Jr.,
Chairman Of The Board
Cashier- John H. Gayle

Brs: City of Norfolk -
4101 Granby Street

City of Virginia Beach -
1124 First Colonial Road
1870 Kempsville Road
225 South Rosemont Road
2712 North Mall Drive

EFT:
City of Norfolk -
150 Park Avenue

Bank of Tidewater, The
1548 Laskin Road
Virginia Beach 23454
C.E.O.- Elizabeth A. Duke, President
Cashier- Larry G. Harcum

Brs: City of Chesapeake -
1304 Greenbrier Parkway
Battlefield Shoppes
1201 North Battlefield Boulevard

City of Virginia Beach -
2251 W. Great Neck Road
770 Lynnhaven Parkway Suite 100
Giant Square Shopping Center
Independence Boulevard
Providence Square Shopping Center
5225 Providence Road

Benchmark Community Bank
100-102 South Broad Street
P.O. Box 569
Kenbridge 23944 (Lunenburg County)
C.E.O.- Ben L. Watson, III, President
Cashier- Janice C. Whitlow

Brs: Lunenburg County -
1910 Main Street, Victoria

Mecklenburg County -
828 North Mecklenburg Avenue, South Hill

Nottoway County -
1500-1508 W. Virginia Avenue, Crewe

Prince Edward County -
East Third Street & South Street, Farmville
Southwest Corner Of Main Street
and Milnwood Road, Farmville

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

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

*Branch Banking and Trust Company of Virginia
3450 Pacific Avenue
Virginia Beach 23462
C.E.O.- G. Robert Aston, Jr., President
Cashier- R. Scott Morgan

Brs: City of Chesapeake -
111 Mill Creek Parkway, Suite 100
1809 Greenbrier Parkway
3113 Western Branch Boulevard
552 South Battlefield Boulevard
681-A North Battlefield Boulevard
City of Hampton -
2160 Coliseum Drive
City of Newport News -
12301 Warwick Boulevard
603 Pilot House Drive
City of Norfolk -
150 Boush Street
200 Boush Street(D-I)
245 East Little Creek Road
City of Portsmouth -
3301 High Street
500 Crawford Street
5515 Portsmouth Boulevard
City of Suffolk -
1008 West Washington Street
1525 North Main Street
City of Virginia Beach -
1433 Kempsville Road
4592 Virginia Beach Boulevard
5101 Cleveland Street, Suite 101
930 First Colonial Road
Henrico County -
Commerce Plaza I
2809 Emerywood Parkway, Suite 510
York County -
5340 George Washington Memorial Hwy,
Grafton

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

*Burke & Herbert Bank & Trust Company
100 South Fairfax Street
P.O. Box 268
Alexandria 22313
C.E.O.- C.S. Taylor Burke, Jr.,
Chairman Of The Board
Cashier- Jeffrey L. Stryker, Vice President

Brs: City of Alexandria -
155 N Paxton Street
1705 Fern Street
1775 Jamieson Avenue
306 E Monroe Avenue

621 King Street
Arlington County -
500 South 23rd Street
Fairfax County -
2604 Sherwood Hall Lane
5519 Franconia Road
5705 Seminary Road
5731 Telegraph Road
8736-38 Cooper Road

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

*Business Bank, The
8399 Leesburg Pike
Vienna 22180 (Fairfax County)
C.E.O.- Harold C. Rauner, President
Cashier- Sharon A. Stakes

CENIT Bank
641 Lynnhaven Parkway
P.O. Box 8850
Virginia Beach 23452
C.E.O.- J. Morgan Davis, President
Cashier- W. O. Stant, Jr., Chief Operating Officer

CENIT Bank (Continued)
Brs: City of Virginia Beach -
1616 Laskin Road
3001 Shore Drive
4801 Columbus Street
699 Independence Boulevard
905 Kempsville Road
Holland Road & Windsor Oaks Blvd.

EFT:
City of Virginia Beach -
3550 Cellar Door Way

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

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

Central Virginia Bank
2501 Anderson Highway
P.O. Box 39
Powhatan 23139 (Powhatan County)
C.E.O.- Ralph Larry Lyons, President
Cashier- F. William Kidd

Brs: Chesterfield County -
4901 Millridge Parkway East, Midlothian
Village Marketplace Shopping Center
Midlothian Turnpike & Old Buckingham,
Midlothian
Cumberland County -
State Routes 45 and 649, Cartersville

ALPHABETICAL LISTING BY NAME OF STATE BANKS
 SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

Powhatan County -
 2036 New Dorset Road
 2490 Anderson Highway

*Chesapeake Bank
 97 North Main Street
 P.O. Box 1419
 Kilmarnock 22482 (Lancaster County)
 C.E.O.- Douglas D. Monroe, Jr.,
 Chairman Of The Board
 Cashier- John H. Hunt, II, Chief Financial Officer

King William County -
 14th & Main Streets, West Point
 Middlesex County -
 SW Corner of the Intersection of
 State Route 33 & State Route 227
 New Kent County -
 U.S. Route 60 & State Route 155,
 Providence Forge
 State Route 249, Quinton

Brs: Gloucester County -
 6569 Market Drive, Gloucester
 Hayes Store Shopping Center
 U S Route 17, Hayes
 James City County -
 4492 John Tyler Highway
 SE Corner of State Route 5 and
 Ironbound Road
 Lancaster County -
 10 Lancaster Drive, Irvington
 King Carter Drive and Tavern Road,
 Irvington
 State Routes 3 and 201, Lively
 Mathews County -
 State Routes 198 and 14, Mathews

EFTS:
 Gloucester County -
 U.S. Route 17 & State Route 3, Glenss
 6823 George Washington Memorial Hwy,
 Gloucester
 James City County -
 Southwest corner of Ironbound Road
 and State Route 5
 Williamsburg Pottery Factory, Inc.
 Building #8, Lightfoot
 Williamsburg Pottery Factory, Inc.
 Building #3, Lightfoot
 Lancaster County -
 Rappahannock General Hospital
 Harris Road
 Mathews County -
 State Routes 198 and 3
 State Routes 14 and 198, Mathews
 York County -
 Zooms Convenience Store
 Route 60/Bypass Road

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

Brs: Essex County -
 U.S. Route 360/17
 Essex Square Shopping Center,
 Tappahannock
 Henrico County -
 State Route 5 and Strath Road, Varina
 James City County -
 4780 Longhill Road
 N.E. Corner of U.S. Route 60 and
 State Route 607, Norge

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*Citizens and Farmers Bank (Continued)

EFTS:

King William County -
100 Winter Street, West Point
Middlesex County -
U. S. Route 17 Bypass
Food Lion Store, Saluda

Citizens Bank and Trust Company

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

Brs: Amelia County -
State Route 38 & Church Street, Amelia
Nottoway County -
101 N Main Street(D-I), Blackstone
State Routes 40 & 46, Blackstone
Agnew Street & Namozine Avenue,
Burkeville
210 Carter Street, Crewe
Prince Edward County -
1517 West Third Street, Farmville
1712 S. Main Street, Farmville

Commerce Bank of Virginia

11500 West Broad Street
Richmond 23242-0569 (Henrico County)
C.E.O.- Richard C. Huffman, President
Cashier- Frances E. Goad

Brs: City of Richmond -
901 East Byrd Street, West Tower
Suite 1150
Goochland County -
3018 River Road West
27 Broad Street Road, Centerville
Hanover County -
Intersection Of State Routes 637 & 6,
Ashland

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

Br: Henrico County -
900 N. Parham Road

*Community Bank of Northern Virginia

107 Free Court
Sterling 22170 (Loudoun County)
C.E.O.- David P. Summers, President
Cashier- Karen A. Benedict

Brs: City of Fairfax -
4029 Chain Bridge Road
Fairfax County -
13826 Lee Highway, Centreville
783 Station Street, Herndon
6809 Old Dominion Drive, McLean

8150 Leesburg Pike, Vienna

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

Brs: City of Colonial Heights -
2000 Snead Avenue
City of Petersburg -
2618 S Crater Road
9 West Tabb Street(D-I)
Chesterfield County -
West Hundred Rd & Winfree Avenue,
Chester

Community Bankers' Bank
557-B Southlake Boulevard
P.O. Box 35626
Richmond 23235-0626 (Chesterfield County)
C.E.O.- Raymond B. Cavedo, Jr., President
Cashier- Wendy M. Conley

*Consolidated Bank and Trust Company

320 N First Street
Richmond 23261-6823
C.E.O.- Vernard W. Henley,
Chairman Of The Board
Cashier- Carol Bryant

Brs: City of Hampton -
101 N Armstead Ave
30 South Mallory Street
City of Newport News -
2015 25th Street
City of Richmond -
1806 Creighton Road
3009 Hull Street
Henrico County -
Brookhill Azalea Branch
5214 Chamberlayne Avenue

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

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

*Crestar Bank

919 East Main Street
Richmond 23219
C.E.O.- Richard G. Tilghman,
Chairman Of The Board
Cashier- James D. Barr

Brs: City of Alexandria -
1460 Beaugard Street
1650 King Street
231 South Van Dorn Street

ALPHABETICAL LISTING BY NAME OF STATE BANKS
 SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

2809 Mount Vernon Avenue	500 Main Street
3101 Duke Street	5425 Robin Hood Road
3600 King Street	5800 Virginia Beach Boulevard
3610-H King Street	777 West 21st. Street
4616 Kenmore Avenue	City of Petersburg -
515 King Street	1340 West Washington Street
5701-B Duke Street	1941 South Sycamore Street
City of Charlottesville -	898 East Washington Street
1201 Emmett Street	City of Portsmouth -
1900 Emmett Street	2860 Airline Boulevard
2117 Ivy Road	303 County Street
403 Park Street	5800 West High Street
City of Chesapeake -	City of Radford -
100 Volvo Parkway	1000 Norwood Street
1122 George Washington Highway	1st and Kent Street
2421 Bainbridge Boulevard	City of Richmond -
320 South Battlefield Boulevard	1101 Azalea Avenue
4113 Portsmouth Boulevard	1518 Hull Street Road
City of Fairfax -	1801 West Broad Street
4020 University Drive	206 East Main Street
City of Falls Church -	2500 East Broad Street
603 West Broad Street	3022 West Broad Street
City of Franklin -	3513 West Cary Street
117 West Second Avenue	3513 West Cary Street, (D-I)
City of Hampton -	424 East Grace Street
2 East Queensway	4708 Forest Hill Avenue
2100 Executive Drive	
2155 Coliseum Drive	
75 Willow Oaks Boulevard	
Burrell Street & Cedar Avenue	
Building 268	
City of Harrisonburg -	
1300 South Main Street	
1790 East Market Street	
180 East Market Street	
City of Hopewell -	
200-204 North Main Street	
City of Lexington -	
45 South Main Street	
City of Lynchburg -	
1010 Main Street	
4710 Boonsboro Road	
6001 Fort Avenue	
Plaza One	
One Plaza Shopping Center	
City of Manassas -	
8751 Sudley Road	
8885 Centreville Road	
8950 Mathis Avenue	
City of Martinsville -	
1105 Spruce Street	
134 East Church Street	
240 West Commonwealth Boulevard	
City of Newport News -	
10814 Warwick Boulevard	
11817 Canon Boulevard	
12227 Jefferson Avenue	
14500 Warwick Boulevard	
301 Hiden Boulevard	
6060 Jefferson Avenue	
City of Norfolk -	
1221 East Little Creek Road	
129 West Little Creek Road	
3351 Princess Anne Road	
400 Gresham Avenue	

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*Crestar Bank (Continued)

City of Richmond -
500 North Harrison Street
5801 Patterson Avenue
6845 Midlothian Turnpike
7133 Forest Hill Avenue
901 East Byrd Street
901 Semmes Avenue

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

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

City of South Boston -
410 Main Street

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

City of Suffolk -
123 North Main Street

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

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

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

City of Winchester -
1950 S. Pleasant Valley Road

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

Albemarle County -
1705 Seminole Trail
1980 Rio Hill Center

Amherst County -
U.S. Route 29 North & Dillard Road,

Madison Heights
Wal-mart at U.S. Route 29 and
Woody's Lake Road, Madison Heights

Arlington County -
249 North Glebe Road
3040 Clarendon Boulevard
3108 Columbia Pike
3141 Lee Highway
4301 Wilson Boulevard
4601 North Fairfax Drive
4710 Lee Highway
6711 Lee Highway
900 North Taylor Street
1550 Wilson Boulevard, Arlington
1000 Wilson Boulevard, Rosslyn

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

Campbell County -
9604 Timberlake Road

Chesterfield County -
10100 Hull Street Road
10300 Midlothian Turnpike
12201 South Chalkley Road
13001 Hull Street Road
2065 Huguenot Road
4830 Jefferson Davis Highway
Midlothian Turnpike & Crowder Drive
Bermuda Square Shopping Center
12551 Jefferson Davis Highway, Chester
Ironbridge Plaza Shopping Center
12020 Ironbridge Road, Chester
10921 Hull Street Road, Midlothian
11400 West Huguenot Road, Midlothian

Culpeper County -
633 Meadowbrook Center, Culpeper
801 James Madison Highway
Wal-Mart Supercenter, Culpeper

Fairfax County -
12001 Lee Jackson Memorial Highway
5820 Kingstowne Center
5922 Richmond Highway
6050 Rose Hill Drive, Suite 101
7617 Little River Turnpike
8702 Richmond Highway
9401 Lee Highway
4250 John Marr Drive, Annandale

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*Crestar Bank (Continued)

Fairfax County -

5234 Rolling Road, Burke
Burke Commons Shopping Center
6052 Burke Commons Road, Burke
14200-E Centreville Square, Centreville
13900 Lee Jackson Memorial Highway,
Chantilly
13033 Lee Jackson Highway, Fairfax
6300 Leesburg Pike, Fairfax
5995 12th Street, Fort Belvoir
9883 Georgetown Pike, Great Falls
1025 Herndon Parkway, Herndon
2401 Centreville Road, Herndon
9400 Richmond Highway, Lorton
1449-A Chain Bridge Road, McLean
1301 Chain Bridge Road, McLean
11180 South Lakes Drive, Reston
11600 Plaza America Drive, Reston
1900 Centennial Park Drive, Reston
6216 Rolling Road, Springfield
7205 Commerce Street, Springfield
8098 Rolling Road, Springfield
501 Maple Avenue, West, Vienna
515 Maple Avenue East, Vienna
8219 Leesburg Pike, Vienna
8601 Westwood Center Drive, Suite F,
Vienna

Fauquier County -

680 Warrenton Center, Warrenton

Franklin County -

101 South Main Street, Rocky Mount
550 Old Franklin Turnpike, Rocky Mount

Gloucester County -

Gloucester Point
7115 George Washington Memorial Hgwy,
Gloucester
Main Street, Gloucester Courthouse

Halifax County -

4027 Halifax Road, Centerville

Hanover County -

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

Henrico County -

1131 Gaskins Road
11400 West Broad Street Road
14 North Laburnum Avenue
1500 Parham Road
1601 Willow Lawn Drive
Willow Lawn Shopping Center
3631 Mechanicsville Turnpike
4307 Williamsburg Road
4816 South Laburnum Avenue
5419 Lakeside Avenue
6501 West Broad Street
7818 Parham Road
7901 Brook Road
7951 Brook Road
8201 Brook Road
9072 West Broad Street
Tuckernuck Square Shopping Center

9480 West Broad Street

Hannaford Bros.

1601 Willow Lawn Drive
Staples Mill & Glenside Drive
11501 West Broad Street Road, Glen Allen

Henry County -

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

James City County -

496 McLaws Circle
5700 Williamsburg Landing Drive
6385 Richmond Road, Lightfoot

Loudoun County -

1007 Edwards Ferry Road, N. E., Leesburg
11 Pidgeon Hill Drive, Sterling

Northampton County -

21263 Lankford Highway, Cheriton
10233 Rogers Road, Nassawadox

Orange County -

101 East Main Street, Orange

Page County -

20 E. Luray Shopping Center, Luray

Patrick County -

West Blue Ridge Avenue, Stuart

Prince George County -

4305 Mahone Avenue, Fort Lee

Prince William County -

12417 Dillingham Square
4150 Dale Boulevard
7915 Sudley Road

Westgate Shopping Center

4377 Kevin Walker Drive, Dumfries

13408 Jefferson Davis Highway,
Woodbridge

1708 Old Bridge Road, Woodbridge

Pulaski County -

New River Shopping Center

Routes 114 and 600

Roanoke County -

2730 Ogden Road, S. W.
4025 Brambleton Avenue
7227 Williamson Road

210 East Washington Avenue, Vinton

Rockbridge County -

U.S. Route 11 North

*Crestar Bank (Continued)

Rockingham County -

1905 East Market Street

Shenandoah County -

300 Stoney Creek Boulevard, Edinburg
9397 Congress Street, New Market

Spotsylvania County -

3557 Plank Road
5101 Jefferson Davis Highway
8970 Courthouse Road,
Spotsylvania Courthouse

Stafford County -

160 Garrisonville Road

Warren County -

200 Remount Road, Front Royal

York County -

707 Merrimac Trail
5208 George Washington Memorial Hgwy,

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

<p>Grafton</p> <p>OUT OF STATE BRANCHES</p> <p>Washington, D.C. -</p> <p>1100 G Street N.W.</p> <p>1776 H Street N.W.</p> <p>340 Florida Avenue, N.E.</p> <p>1111 Connecticut Avenue, N.W.</p> <p>1225 Connecticut Avenue, N.W.</p> <p>1300 L Street, N.W.</p> <p>1340 Good Hope Road, S.E.</p> <p>1369 Connecticut Avenue, N.W.</p> <p>1445 New York Avenue, N.W.</p> <p>1571 Alabama Avenue, S.E.</p> <p>1700 K Street, N.W.</p> <p>1750 New York Avenue, N.W.</p> <p>1800 Columbia Road, N.W.</p> <p>1925 K Street, N.W.</p> <p>2 Massachusetts Avenue, N.W.</p> <p>2929 M Street, N.W.</p> <p>300 Pennsylvania Avenue, S.E.</p> <p>3301 New Mexico Avenue, N.W.</p> <p>3440 Wisconsin Avenue, N.W.</p> <p>410 Rhode Island Avenue, N.W.</p> <p>5000 Connecticut Avenue, N.W.</p> <p>555 12th Street, N.W.</p> <p>5601 3rd Street, N.E.</p> <p>6422 Georgia Avenue, N.W.</p> <p>965 L'Enfant Plaza North, S.W.</p> <p>Maryland -</p> <p>2912 Emmorton Road, Abingdon</p> <p>2520 University Boulevard E., Adelphi</p> <p>152 Main Street, Annapolis</p> <p>2122 Generals Highway, Annapolis</p> <p>2350 Solomons Island Road, Annapolis</p> <p>1900 Queens Chapel Road, Avondale</p> <p>120 East Baltimore Street, Baltimore</p> <p>1300 N. Charles Street, Baltimore</p> <p>1701 Chesaco Avenue, Baltimore</p> <p>6814 Reisterstown Road, Baltimore</p> <p>221 South Main Street, Bel Air</p> <p>10421 Baltimore Boulevard, Beltsville</p> <p>11735 Beltsville Drive, Beltsville</p> <p>10245 Old Georgetown Road, Bethesda</p> <p>5450 Westbard Avenue, Bethesda</p> <p>6410 Rockledge Drive, Bethesda</p> <p>7315 Wisconsin Avenue, Bethesda</p> <p>7500 Wisconsin Avenue, Bethesda</p> <p>9000 Rockville Pike, Building 10, Bethesda</p> <p>4805 Annapolis Road, Bladensburg</p> <p>15994 Annapolis Road, Bowie</p> <p>6106 Laurel-Bowie Road, Bowie</p> <p>14118 Brandywine Road, Brandywine</p> <p>3145 Marshall Hall Road, Bryans Road</p> <p>3901 National Drive, Burtonsville</p> <p>403 Academy Street, Cambridge</p> <p>7106 Temple Hills Road, Camp Springs</p> <p>2 W. Rolling Crossroads, Catonsville</p> <p>612 Frederick Road, Catonsville</p> <p>St. Rt. 5 & Golden Beach Road, Charlotte Hall</p> <p>611 Washington Avenue, Chestertown</p> <p>49 Wisconsin Circle, Chevy Chase</p> <p>8510 Connecticut Avenue, Chevy Chase</p>	<p>23400 Frederick Road, Clarksburg</p> <p>8924 Woodyard Road, Clinton</p> <p>9701 York Road, Cockeysville</p> <p>5600 Greenbelt Road, College Park</p> <p>Adele H. Stamp Union, College Park</p> <p>6400 Freetown Road (D-I), Columbia</p> <p>6470 Freetown Road, Columbia</p> <p>9916 Main Street, Damascus</p> <p>6224 Marlboro Pike, District Heights</p> <p>1135 Merritt Boulevard, Dundalk</p> <p>7848 Eastpoint Mall, Dundalk</p> <p>10500 Southern Maryland Boulevard, Dunkirk</p> <p>30 N. Harrison Street, Easton</p> <p>9080 Baltimore National Pike, Ellicott City</p> <p>3300 Donnell Drive, Forestville</p> <p>3550 Donnell Drive (D-I) Penn Mar Shopping Center, Forestville</p> <p>10801 Indian Head Highway, Fort Washington</p> <p>1700 Rosemont Avenue, Frederick</p> <p>29 West Patrick Street, Frederick</p> <p>16000 Shady Grove Road, Gaithersburg</p> <p>18200 Flower Hill Way, Gaithersburg</p> <p>19134 Montgomery Village Avenue, Gaithersburg</p> <p>78 Bureau Drive, Gaithersburg</p> <p>800 Muddy Branch Road, Gaithersburg</p> <p>1163 Maryland Route 3, Gambrills</p>
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ALPHABETICAL LISTING BY NAME OF STATE BANKS
 SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*Crestar Bank (Continued)

Maryland - (Continued)

12605 Wisteria Drive, Germantown
 100 Crain Highway, SW, Glen Burnie
 206 Harundale Mall, Glen Burnie
 7063 Baltimore-Annapolis Boulevard,
 Glen Burnie
 7701 Greenbelt Road, Greenbelt
 3500 East-West Highway, Hyattsville
 6404 Belcrest Road (D-I)
 PG Plaza Shopping Center, Hyattsville
 3470 University Boulevard W, Kensington
 6640 Crain Highway, LaPlata
 6501 Sheriff Road, Landover
 8211 Ardmore-Ardwick Road, Landover
 3911 62nd Avenue, Landover Hills
 9411 Annapolis Road, Lanham
 1010 Largo Center Drive, Largo
 13300 Laurel-Bowie Road, Laurel
 14070 Baltimore Avenue, Laurel
 14401 Sweitzer Lane, Laurel
 6835 Olney-Laytonsville Road, Laytonsville
 160 Shangri-La Drive, Lexington Park
 4625 Old Branch Avenue, Marlow Heights
 11323 Fingerboard Road, Monrovia
 7788 Riverdale Road, New Carrollton
 5702 Coastal Highway, Ocean City
 18110 Village Mart Drive, Olney
 41 Audrey Lane, Oxon Hill
 7699 Harford Road, Parkville
 8704 Belair Road, Perry Hall
 14300 Jarrettsville Pike, Phoenix
 103 Reisterstown Road, Pikesville
 1704 Reisterstown Road, Pikesville
 9812 Falls Road, Potomac
 597 Solomons Island Road, N.,
 Prince Frederick
 11704 Reisterstown Road, Reisterstown
 4415 East West Highway (D-I), Riverdale
 6200 Baltimore Boulevard, Riverdale
 11200 Rockville Pike, Rockville
 121 Congressional Lane, Rockville
 1475 Rockville Pike (D-I), Rockville
 2131 Viers Mill Road, Rockville
 2433 Wootton Parkway, Rockville
 5274 Randolph Road, Rockville
 5504 Norbeck Road, Rockville
 7969 Tuckerman Lane, Rockville
 306 West Carroll Street, Salisbury
 566B Ritchie Highway, Severna Park
 12325 Georgia Avenue, Silver Spring
 12500 Prosperity Drive, Silver Spring
 1286 East-West Highway, Silver Spring
 1371 Lamberton Drive, Silver Spring
 1700 Elton Road, Silver Spring
 2279 Bel Pre Road, Silver Spring
 3876 International Way, Silver Spring
 8700 Georgia Avenue, Silver Spring
 6931 Laurel Avenue, Takoma Park
 12254 Tullamore Road, Timonium
 22 West Pennsylvania Avenue, Towson
 307 East Joppa Road, Towson
 825 Dulaney Valley Road, Towson
 900 Kenilworth Drive, Towson
 24 Watkins Park Drive, Upper Marlboro

5750 S.E. Crain Highway, Upper Marlboro
 7620 S. Osborne Road, Upper Marlboro
 2 St. Patrick's Drive, Suite 102, Waldorf
 3070 Leonardtown Road, Waldorf
 11201 Viers Mill Road, Wheaton
 13975 Connecticut Avenue, Wheaton

VIRGINIA EFTS:

City of Colonial Heights -
 735 Southpark Boulevard
 Sam's #6524
 City of Hampton -
 Sentara Hampton General Hospital
 3120 Victoria Boulevard
 City of Harrisonburg -
 1995 East Market Street
 Wal-Mart #1726
 City of Hopewell -
 411 West Randolph Road
 City of Lynchburg -
 3912 Wards Road
 Sam's #6458
 City of Norfolk -
 Sentara Leigh Hospital
 830 Kempsville Road
 City of Radford -
 Dalton Hall Student Center
 Adams and Fairfax Streets
 City of Richmond -
 1000 Semmes Avenue
 550 East Marshall Street
 City of Roanoke -
 1455 Town Square Boulevard
 Sam's #8220
 4210 Franklin Road
 Wal-Mart #1301
 City of Virginia Beach -
 2600 International Parkway
 Sentara Bayside Hospital
 800 Independence Boulevard
 City of Williamsburg -
 Colonial Williamsburg Visitor Center
 100 Visitor Center Drive
 Albemarle County -
 520 Massie Road
 970 Hilton Heights Road
 Sam's #6365

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*Crestar Bank (Continued)	Massanutten Resort Grocery Store
Albemarle County -	State Route 644
975 Hilton Heights Road	Spotsylvania County -
Wal-Mart #1780	3700 Plank Road
Arlington County -	Wal-Mart #1833
2050 Wilson Boulevard	Stafford County -
Augusta County -	217 Garrisonville Road
Staunton Mall, 1331 Greenville Ave.	Wal-Mart #2438
96 Medical Center Drive, Fishersville	
Bedford County -	OUT OF STATE EFTS
1413 East Main Street	
Wal-Mart #1399	Washington, D.C. -
Fairfax County -	3435 Connecticut Avenue, NW
13059 Fair Lakes Boulevard	Maryland -
Wal-Mart #2015	7201 Rossville Boulevard, Baltimore
7910 Richmond Highway	10400 Fernwood Road, Bethesda
Wal-Mart #2258	5225 Pooks Hill Road, Bethesda
5800 Kingstowne Boulevard	800 South Rolling Road
Wal-Mart #2194, Franconia	K Building, Catonsville
7900 Westpark Drive, Mclean	8054 Bayside Road, Chesapeake Beach
8861 Leesburg Pike, Vienna	12210 Clarksville Pike, Clarksville
Franklin County -	2 Warren Road, Cockeysville
7125 Booker T. Washington Highway,	Adele H. Stamp Union Building
Wirtz	University of Maryland Campus,
Gloucester County -	College Park
George Washington Mem. Hwy.	Byrd Stadium/Cole Field House
Wal-Mart #1759	University of Maryland Campus,
Halifax County -	College Park
3551 Halifax Road	Ellicott Hall Dormitory
Wal-Mart #1345	Stadium Drive, College Park
Hanover County -	South Campus Dining Hall
2000 Richfood Road	University of Maryland, College Park
Henrico County -	7635-B Murray Hill, Columbia
1601 Willow Lawn Drive	3045 Rogers Avenue, Ellicott City
Circuit City Deep Run I Building	4892 Montgomery Road, Ellicott City
9950 Mayland Drive	9811 Washingtonian, Gaithersburg
Circuit City Deep Run II Building	4700 Muddy Creek Road, Galesville
9960 Mayland Drive	3944 Sykesville Road, Gamber
Regency Square Shopping Center	13605 Triadelphia Road, Genelg
1420 Parham Road	3737 Branch Highway, Hillcrest Heights
10700 North Park Drive, Glen Allen	910 Philadelphia Road, Joppa
Richmond International Airport	9105-B All Saints Road, Laurel
Airport Drive, Sandston	421 S. Camp Meade Road, Linthicum
Richmond International Airport	11790 H G Truman Road, Lusby
Parking Garage, Airport Drive, Sandston	12200 Tullamore Road, Lutherville
Loudoun County -	4101 Norrisville Road, Madonna
950 Edwards Ferry Road, N.E.	4802 Rocks Road, Pylesville
Wal-Mart #1904, Leesburg	
45131 Columbia Place	
Wal-Mart #2038, Sterling	
Prince George County -	
Fort Lee Main Exchange, Fort Lee	
Prince William County -	
14000 Worth Avenue	
Wal-Mart #1852	
14050 Worth Avenue	
Sam's #6371	
7412 Stream Walk Lane	
Wal-Mart #1825	
Roanoke County -	
3504 Electric Road, S. W.	
Rockbridge County -	
U.S. Highway 11 North	
Wal-Mart #1355	
Rockingham County -	

ALPHABETICAL LISTING BY NAME OF STATE BANKS
 SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*Crestar Bank (Continued)
 Maryland - (Continued)
 12780 Frederick Road, West Friendship
 11160 Viers Mill Road, Wheaton
 2420 Whiteford Road, Whiteford

Eastville Bank, The
 16485 Lankford Highway
 Eastville 23347 (Northampton County)
 C.E.O.- Robert L. Simpson, President
 Cashier- Charles W. Dickinson

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

Brs: Albemarle County -
 2208 Ivy Road
 S. E. Corner 5th Street Extended &
 Harris Road
 Valley Street, Scottsville
 Amherst County -
 Ambriar Shopping Center
 U.S. Route 29, Amherst
 Nelson County -
 State Route 6, Afton
 U.S. Route 29 South, Lovingston

EFTS:
 Albemarle County -
 1220 Seminole Trail
 201 Bowen Loop
 Amherst County -
 188 Faulconerville Road

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

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

EFTS:
 City of Emporia -
 920 West Atlantic Street
 Greensville County -
 1589 Skippers Road

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

Brs: City of Harrisonburg -
 1900 South High Street
 3150 South Main Street
 611 Mt Clinton Pike
 Rockingham County -
 430 Highlands Place
 317 N Main Street, Bridgewater
 153 North Main Street, Broadway
 200 Augusta Ave, Grottoes

NE corner of State Route 42 &
 American Legion Drive, Timberville

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

*F&M Bank-Northern Virginia
 4117 Chain Bridge Road
 Fairfax 22030
 C.E.O.- T. Earl Rogers, President
 Cashier- Karin M. Johns

Brs: City of Alexandria -
 200 North Washington Street
 City of Falls Church -
 133 South Washington Street
 City of Manassas -
 9201 W Church Street
 Fairfax County -
 12220 Fairfax Towne Center
 3829 South George Mason Drive
 4115 Annandale Road, Annandale
 14260-J Centreville Square, Centreville
 5105 Westfields Boulevard, Centreville
 14006 Lee-Jackson Highway, Chantilly
 230 Herndon Parkway, Herndon
 6257A Old Dominion Drive, McLean
 6810 Commerce Street, Springfield
 7027-A Manchester Blvd, Springfield
 7830 Backlick Road Suite 101, Springfield
 8432 Old Keene Mill Road, Springfield
 440 Maple Avenue East, Vienna
 8221 Old Courthouse Road, Vienna
 Prince William County -
 13414 Dumfries Road
 7900 Sudley Road
 14091 John Marshall Highway, Gainesville
 12493 Dillingham Square, Lake Ridge

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*F&M Bank-Northern Virginia (Continued)

Prince William County -
14229 Potomac Mills Road, Woodbridge

EFTS:

City of Manassas -
9311 Lee Avenue
Prince William County -
202 Mill Street, Occoquan

*F & M Bank-Peoples

21 Main Street
P.O. Box 93
Warrenton 22186-0093 (Fauquier County)
C.E.O.- Mark C. Riley, President
Cashier- Daryl A. Urnosky

Brs: Fauquier County -
8318 East Main Street, Marshall
Warrenton Shopping Center
251 West Lee Highway Suite 730,
Warrenton
Stafford County -
760 Warrenton Road

EFTS:

City of Fredericksburg -
201 Jefferson Davis Highway
Culpeper County -
1113 James Monroe Highway
18179 Lee Highway, Amissville
Fauquier County -
11022 Marsh Road, Bealeton
4662 Catlett Road, Midland
5171 Lee Highway, New Baltimore
The Corner Store, 5090 Old Tavern Rd,
The Plains
9719 James Madison Highway, Warrenton
Huntsman Town Center
Frost Avenue at U.S. Route 29,
Warrenton
King George County -
10520 James Madison Highway, Edgehill
Prince William County -
15250 Washington Street, Haymarket
Rappahannock County -
14630 Lee Highway, Amissville
Spotsylvania County -
10900 Courthouse Road
8902 Courthouse Road
5117 Mudd Tavern Road, Woodford
Stafford County -
Interstate 95 and U.S. Route 17

*F & M Bank - Richmond

9401 West Broad Street
Richmond 23228 (Henrico County)
C.E.O.- James H. Atkinson, Jr., President
Cashier- Nathan Reid, Controller

Brs: City of Richmond -
209 West Franklin Street
6980 Forest Hill Avenue
Chesterfield County -
9440 Ironbridge Road
9960 Midlothian Turnpike
4310 West Hundred Road, Chester

Henrico County -

1300 E Parham Road
1776 Staples Mill Rd
5001 Lakeside Avenue
9012 Three Chopt Road

EFTS:

Chesterfield County -
14120 Hull Street Road
2320 W. Hundred Road, Chester
Hanover County -
7274 Mechanicsville Turnpike,
Mechanicsville
9159 Chamberlayne Road, Mechanicsville
Henrico County -
3310 Church Road

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

Brs: City of Winchester -
100 North Loudoun Street
124 West Picadilly Street
1850 Apple Blossom Mall
2004 South Pleasant Valley Road
2082 South Pleasant Valley Road
2252 Valley Avenue
509 A Amherst Street
748 Berryville Ave
829 North Loudoun Street
Clarke County -
23 North Church Street, Berryville
Frederick County -
1855 Senseny Road
300 Westminster-Canterbury Drive
6701 Northwestern Pike, Gore
7800 Main Street, Middletown
5306 Main Street, Stephens City
Loudoun County -
440 East Colonial Highway, Hamilton
101 Catoctin Circle SE, Leesburg

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*F & M Bank - Winchester (Continued)

Loudoun County -
7 West Market Street, Leesburg
7 Broadway, Lovettsville
202 West Washington Street, Middleburg
21 Main Street, Round Hill
22550 Davis Drive, Sterling
Rappahannock County -
State Route 522, Flint Hill
Shenandoah County -
Apple Avenue and U.S. Route 11,
Mount Jackson
9398 Congress Street, New Market
158 South Main Street, Woodstock
Warren County -
102 East Main Street, Front Royal
123 East Sixth Street, Front Royal
215 North Royal Avenue, Front Royal
433 South Street, Front Royal

EFTS:

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

*Farmers & Merchants Bank

205 Main Street
P.O. Box F
Timberville 22853 (Rockingham County)
C.E.O.- Julian D. Fisher, President
Brs: Rockingham County -
100 Plaza Drive, Bridgewater
State Route 259, Broadway
#10 Elkton Plaza Shopping Center, Elkton
127 West Rockingham Street, Elkton

Farmers & Merchants Bank-Eastern Shore
25275 Lankford Highway
P.O. Box 623
Onley 23418 (Accomack County)
C.E.O.- H. B. Rew, Jr., President
Cashier- Julie M. Badger, Chief Financial Officer

Brs: Accomack County -
U.S. Route 13, Belle Haven
Maddox Boulevard, Chincoteague
U S Route 13, Oak Hall

EFT:

Northampton County -
Northampton-Accomack Mem. Hospital
9507 Hospital Avenue, Nassawadox

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

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

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

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

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

Brs: Lee County -
U.S. Route 58 & State Route 694,
Cumberland Gap
State Route 673 & U.S. Route 58, Rose Hill

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

Farmers and Miners Bank (Continued)
Scott County -
U.S. Route 23 and State Route 421,
Weber City

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

Brs: Appomattox County -
Triangle Plaza Shopping Center
Route 460, Appomattox

Buckingham County -
Southeast corner of State Rt.20
and U.S. Route 15, Dillwyn

Campbell County -
Highway 24, Concord

Farmers Bank, Windsor, Virginia
50 E Windsor Boulevard
P.O. Box 285
Windsor 23487 (Isle of Wight County)
C.E.O.- Richard J. Holland, Jr., President
Cashier- Kathy C. Bryant

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

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

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

EFT:
Fauquier County -
6417 Lee Highway, Warrenton

*First Bank
100 West King Street
Strasburg 22657 (Shenandoah County)
C.E.O.- Ronald F. Miller, President
Cashier- Harry S. Smith, Executive Vice President

Brs: City of Winchester -
2210 Valley Avenue

Frederick County -
3143 Valley Pike

Shenandoah County -
860 South Main Street, Woodstock

Warren County -
508 North Commerce Avenue, Front Royal

EFTS:

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

*First Bank and Trust Company, The
236 West Main Street
P.O. Box 457
Lebanon 24266 (Russell County)
C.E.O.- William H. Hayter, President
Cashier- Rhonda Hensley

Brs: City of Bristol -
1419 West State Street
38 East Valley Drive

Russell County -
970 East Main Street, Lebanon

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

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

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

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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
 SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*First Century Bank (Continued)

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

First-Citizens Bank, A Virginia Corporation
 3601 Thirlane Road
 Roanoke 24019
 C.E.O.- Charles E. Watson, Jr., President
 Cashier- Kenneth A. Black, Treasurer

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

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

Br: City of Norton -
 1026 Park Avenue

*First Community Bank
 U.S. Route 221 and State Route 666
 P.O. Box 195
 Forest 24551 (Bedford County)
 C.E.O.- John L. Wynne, President

Brs: City of Lynchburg -
 2100 Wards Road
 2301 Langhorne Road
 3638 Old Forest Road
 Amherst County -
 Seminole Shopping Center, Madison Heights
 Bedford County -
 State Routes 122 and 655, Moneta
 Campbell County -
 9009 Timberlake Road

EFTS:
 City of Lynchburg -
 Liberty University
 3765 Candler's Mountain Road
 Randolph-Macon Woman's College
 2500 Rivermont Avenue

First Community Bank of Saltville
 205 Main Street
 Saltville 24370 (Smyth County)
 C.E.O.- James H. Campbell, President

Br: Smyth County -
 South side of U.S. Route 11, approx
 0.75 miles east of St. Rt. 622, Atkins

South side of U.S. Rt 11, approx 0.5
 mile east of St. Rt. 107, Chilhowie

First Community Bank of Southwest Virginia, Inc.
 643 East Riverside Drive
 Tazewell 24651 (Tazewell County)
 C.E.O.- Bradley W. Adkins,
 Cashier- Catherine C. Jones

Brs: Dickenson County -
 Chase Street and Alley 7, Clintwood
 Tazewell County -
 Railroad Avenue & Third Street, Richlands
 Wise County -
 8044 Main Street, Pound
 Wythe County -
 Intersection of State Route 94 and
 U.S. Route 52, Max Meadows
 910 East Main Street, Wytheville

First Sentinel Bank
 315 Railroad Ave
 P. O. Box 1050
 Richlands 24641 (Tazewell County)
 C.E.O.- W. David Peters, President
 Cashier- George W. McCall, III,
 Executive Vice President

Br: Tazewell County -
 East Riverside Drive and Valley View

*First State Bank
 201 N Union Street
 Danville 24541
 C.E.O.- Sylvesta L. Jennings, President
 Cashier- Larry S. Patterson

Br: City of Danville -
 1296 Piney Forest Road

*First Virginia Bank
 6400 Arlington Boulevard
 Falls Church 22046 (Fairfax County)
 C.E.O.- Michael G. Anzilotti, President
 Cashier- John J. Brough, II

Brs: City of Alexandria -
 300 South Washington Street
 4999 Seminary Road
 Van Dorn Plaza Shopping Center
 233 S. Van Dorn Street
 City of Fairfax -
 10302 Willard Way

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*First Virginia Bank (Continued)

City of Falls Church -
191 West Broad Street
City of Fredericksburg -
1001 Princess Anne Street
1016 Princess Anne Street
1151 Carl Silver Parkway
401 Jefferson Davis Highway
City of Manassas -
10040 Dumfries Road
8650 Centreville Road
Arlington County -
1100 South Walter Reed Drive
1901 Fort Myer Drive
2113 Crystal Plaza Arcade
2200 Wilson Boulevard
2221 South Eads Street
2700 South Quincy Street
2947 South Glebe Road
3001 N Washington Boulevard
4707 Lee Highway
5515 Lee Highway
6745 Lee Highway
920 North Taylor Street
Fairfax County -
11230 Waples Mill Road
1224 West Broad Street
1640 Belle View Boulevard
2513 Fox Mill Road
3012 Annandale Road
5836 North Kings Highway
6118 Rose Hill Drive
6120 Arlington Boulevard
6618 Richmond Highway
7393-A Lee Highway
7960 Fort Hunt Road
8416 Arlington Boulevard
8650 Richmond Highway
Braddock & Twinbrook Roads
7205 Little River Turnpike, Annandale
5871 Leesburg Pike, Bailey's Crossroads
6045-A Burke Centre Parkway, Burke
6411 Shiplett Boulevard, Burke
Burke Road & Burke Lake Road, Burke
14175 Saint Germain Drive, Centreville
13045 Lee Jackson Memorial Highway,
Chantilly
13881 Metrotech Drive, Chantilly
5740 Union Mill Road, Clifton
8920 Village Shops Drive, Fairfax Station
7025-A Manchester Boulevard, Franconia
9915 Georgetown Pike, Great Falls
7716 Telegraph Road, Hayfield
13360 Franklin Farm Road, Herndon
2148 Centreville Road, Herndon
1455 Chain Bridge Road, McLean
6220 Old Dominion Drive, McLean
2941 Chain Bridge Road, Oakton
11100 South Lakes Drive, Reston
1490 North Point Village Center, Reston
7000 Bland Street, Springfield
7509 Huntsman Boulevard, Springfield
1953 Gallows Road, Vienna
260 Cedar Lane, Vienna
415 Maple Avenue, West, Vienna

8385-A Leesburg Pike, Vienna
Fauquier County -
11047 Marsh Road, Bealeton
530 Blackwell Road, Warrenton
King George County -
2207 West Dahlgren Road
State Routes 3 & 610, King George
Loudoun County -
20789 Great Falls Plaza
43365 Junction Plaza, Ashburn
504 East Market Street, Leesburg
Loudoun Valley Shopping Center,
Purcellville
101 Enterprise Street, Sterling
20522 Falcons Landing Circle, Sterling
20921 Davenport Drive Suite 105, Sterling
Northumberland County -
4 Warsaw Road, Callao
U.S. Route 360 and State Route 634,
Heathsville
Prince William County -
10420 Portsmouth Road
11670 Sudley Manor Road
14901 Washington Street, Haymarket
12435 Dillingham Square, Woodbridge
13920 Noblewood Plaza, Woodbridge
14000 Jefferson Davis Highway,
Woodbridge
16541 River Ridge Boulevard, Woodbridge
2089 Daniel Stuart Square, Woodbridge
Spotsylvania County -
137 Spotsylvania Mall
4630 Mine Road, Lee's Hill
Stafford County -
289 Garrisonville Road
Chatham Square Shopping Center
300 Butler Road
Westmoreland County -
416 Colonial Avenue, Colonial Beach
Highway 202, Hague

EFTS:

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

*First Virginia Bank-Blue Ridge

125 N Central Avenue
Staunton 24402
C.E.O.- Edward S. Yates, President
Cashier- Lewis E. Kirtner

Brs: City of Charlottesville -
120 Seminole Court
Seminole Square Shopping Center
2149 North Barracks Road
305 East Jefferson Street
City of Harrisonburg -
1915 East Market Street
2360 South Main Street
City of Waynesboro -
105 Hopeman Parkway
City of Winchester -
2200 Valley Avenue
Ward Plaza Shopping Center

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

Albemarle County -
100 Riverbend Drive
3501 Seminole Trail
Crozet Shopping Center
State Route 240, Crozet

Augusta County -
1 Frontier Drive
Route 250 and Route 42, Churchville
Main & Craig Streets, Craigsville
U.S. 340 & Broadmoor Street, Stuarts Draft

Culpeper County -
Dominion Square Shopping Center
703 James Madison Highway

Frederick County -
U.S. Route 11 & State Route 661
5511 Main Street, Stephens City

Orange County -
235 Madison Road, Orange

Rockingham County -
111 N Main Street, Bridgewater
230 South Main Street, Dayton
250 South Stuart Avenue, Elkton

Shenandoah County -
Main Street, Mount Jackson
King & Holiday Streets, Strasburg
200 North Main Street, Woodstock
300 West Reservoir Road, Woodstock
496 North Main Street, Woodstock

Warren County -
473 South Street, Front Royal

EFTS:
City of Harrisonburg -
1617 E. Market Street
710 Port Republic Road

Frederick County -
9181 N. Frederick Pike, Cross Junction

Page County -
600 4th. Street, Shenandoah

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

Brs: Tazewell County -
502 Commerce Drive, Bluefield
Cedar Valley Drive, Cedar Bluff
U. S. Route 460 & State Route 719,
Claypool Hill
Corner of Water and Center Streets,
Pocahontas
Old Route 460, Raven
1616 Second Street, Richlands
501 Railroad Avenue, Richlands
814 West Riverside Drive, Tazewell
U. S. Route 19/460 & State Route 16,
Tazewell
West Main 201, Tazewell

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

Brs: City of Colonial Heights -
497 South Park Circle
Southpark Mall, Space B-85
230 Southpark Circle

City of Richmond -
200 East Belt Boulevard
2604 Hull Street
4710 Walmsley Boulevard
7100 Three Chopt Road
Stoney Point Shopping Center
Huguenot Road & Stoney Point Road

Amelia County -
U.S. Route 360

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

Chesterfield County -
11400 Midlothian Turnpike
6551 Centralia Road
7747 Midlothian Pike
2501 W Hundred Road, Chester
1001 Sycamore Square Drive, Midlothian
11101 Hull Street Road
Victorian Square Branch, Midlothian
13644 Hull Street Road, Midlothian

*First Virginia Bank-Colonial (Continued)

Hanover County -
700 England Street, Ashland
Kings Charter Commercial Center
Sliding Hill Road, Ashland
8074 Mechanicsville Turnpike,
Mechanicsville
9186 Chamberlayne Avenue, Mechanicsville

Henrico County -

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

10000 West Broad Street
11200 Patterson Avenue
1794 Parham Road
2300 Hungary Road
5600 West Broad Street
5900 Brook Road
Fountain Square Shopping Center
8044 West Broad Street
Laburnum Avenue & Finlay Street
Virginia Center Commons Mall
Room 234
Mecklenburg County -
State Route 903 & 751, Bracey
111 East Danville Street, South Hill
Town Square Shopping Center
725 East Atlantic Street, South Hill
Prince Edward County -
200 North Main Street, Farmville
Farmville Shopping Center, Farmville
Longwood Village Shopping Center
1508 S Main Street, Farmville
U.S. Route 15-460 West, Farmville
Business Route 460, Pamplin City
Prince George County -
5320 Oaklawn Boulevard

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

*First Virginia Bank - Commonwealth
4360 George Washington Memorial Hgwy
P.O. Box 132
Williamsburg 23187 (York County)
C.E.O.- Jon A. Nystrom, President
Cashier- Talmadge Garner

Brs: City of Hampton -
1033 West Mercury Boulevard
1112 Big Bethel Road
1900 Cunningham Drive
Wal-Mart Supercenter #1631
City of Newport News -
11718 Jefferson Avenue
12401 Jefferson Avenue
397 Denbigh Boulevard
Patrick Henry Mall, Suite 726
12300 Jefferson Avenue
City of Poquoson -
452 Wythe Creek Road
City of Williamsburg -
171 Monticello Avenue
300 Second Street
Gloucester County -
Gloucester Courthouse
U.S. Route 17, Hayes
King and Queen County -
U.S. Route 33 & State Route 670, Mattaponi
Lancaster County -
Lancaster Square Shopping Center

State Route 3, Kilmarnock
Middlesex County -
Southside Of State Route 33
1/2 Mile West of County Route 1101,
Deltaville
U.S. Route 17, Saluda
Cross and Prince George Street, Urbanna
Surry County -
200 E Main Street, Surry
York County -
5003 Victory Boulevard

*First Virginia Bank - Franklin County
228 Franklin Street
P.O. Box 190
Rocky Mount 24151 (Franklin County)
C.E.O.- Richard A. Shoemaker, President
Cashier- E. Clinton Brooks

Brs: Franklin County -
NE Corner Of State Routes 116 & 122
Union Hall Plaza
State Routes 40 & 946
Boones Mill
224 Tanyard Road, Rocky Mount
Floyd Avenue & Main Street, Rocky Mount

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

*First Virginia Bank-Mountain Empire
498 Cummings Street
Abingdon 24210 (Washington County)
C.E.O.- Larry L. Richardson, President
Cashier- Edgar C. Brooks

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*First Virginia Bank-Mountain Empire (Continued)

Brs: City of Bristol -
13245 Lee Highway
Buchanan County -
State Route 80 and State Route 600,
Davenport
Dickenson County -
Chase Street, Clintwood
Chase Street & Alley 7, Clintwood
Main Street, Haysi
Russell County -
U.S. Highway 58, Castlewood
Main Street, Cleveland
Redbud Highway, Honaker
Russell County Shopping Center, Lebanon
Scott County -
1000 North Fork Boulevard, Duffield
Main Street, Dungannon
Gateway Plaza Shopping Center, Gate City
Highway 71 and State Route 682,
Nickelsville
Washington County -
U.S. Route 11 and State Route 704
Laurel Avenue, Damascus
U.S. Route 58 S Of State Route 716,
Damascus
State Route 80, Meadowview
Wise County -
U.S. Route 23, Business &
U.S. Route 23, Bypass
621 Wood Avenue, Big Stone Gap
335 Main Street, Coeburn
Pound
Main Street, Pound

*First Virginia Bank-Piedmont
7901 Timberlake Road
Lynchburg 24502 (Campbell County)
C.E.O.- Benjamin T. Corish, President
Cashier- Edgar C. Brooks

Brs: City of Danville -
1017 West Main Street
1410 Piney Forest Road
Ridge and Patton Streets
City of Lynchburg -
1110 Main Street
Amherst County -
301 Main Street, Amherst
Elon Road & Amherst Turnpike,
Madison Heights
Campbell County -
U.S. Route 501 & State Route 40,
Brookneal
U.S. Route 501 & State Route 24, Rustburg

Pittsylvania County -
Westover Drive and James Road
Staunton Plaza Shopping Center, Hurt

*First Virginia Bank - Southwest
6625 Williamson Road, N.W.
P.O. Box 7585
Roanoke 24019
C.E.O.- James N. Hinson, Jr.,
Chairman Of The Board
Cashier- Lewis E. Kirtner
Brs: City of Covington -
450 West Main Street
City of Galax -
300 North Main Street
City of Radford -
520 First Street, West
Norwood Street & Third Avenue
City of Roanoke -
2036 Colonial Avenue, S.W.
4922 Valley View Boulevard
Valley View Mall
601 South Jefferson Street
Market Square Drive & U.S. Route 460
City of Salem -
121 Electric Road
231 College Avenue
2743 West Main Street
2809 West Main Street
Alleghany County -
Mallow Mall Shopping Center
Bath County -
Main Street, Hot Springs
Bland County -
Main Street, Bland
U.S. Routes 21 & 52, Rocky Gap
Giles County -
300 Main Street, Narrows
800 Wenonah Avenue, Pearisburg
Cascade Drive U.S. Route 460, Pembroke
250 Virginia Avenue, Rich Creek
Grayson County -
473 West Main Street, Fries
317 East Main Street, Independence
Montgomery County -
151 Country Club Drive, Blacksburg
902 Price's Fork Road, Blacksburg
2105 Roanoke Street, Christiansburg
985 Cambria Street NE, Christiansburg
State Route 114 & U.S. Route 460,
Christiansburg
6936 Roanoke Road, Shawsville
Pulaski County -
1105 Bob White Boulevard
4655 Cleburne Boulevard, Dublin

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*First Virginia Bank - Southwest (Continued)
 Pulaski County -
 Lee Highway & Trinkle Avenue, Dublin
 Roanoke County -
 4309 Starkey Road
 1920 East Washington Avenue, Vinton
 Wythe County -
 100 West Buck Street, Rural Retreat
 U.S. Route 21 & State Route 749,
 Speedwell
 1055 East Main Street, Wytheville
 170 East Main Street, Wytheville
 350 East Main Street, Wytheville
 North Fourth Street, Wytheville

*First Virginia Bank of Tidewater
 555 Main Street
 P.O. Box 3097
 Norfolk 23510
 C.E.O.- James F. Babcock,
 Chairman Of The Board
 Cashier- Talmadge L. Garner

Brs: City of Chesapeake -
 239 Battlefield Boulevard
 Great Bridge Shopping Center
 3343 Western Branch Boulevard
 825 Volvo Parkway
 Greenbrier Branch
 City of Norfolk -
 1020 Fisherman's Road
 121 Ocean View Avenue
 1308 Colley Avenue
 225 W Brambleton Avenue
 3540 Tidewater Drive
 3935 East Princess Anne Road
 4000 Hampton Boulevard
 6145 Sewells Point Road
 7901 Halprin Drive
 901 W Little Creek Road
 9636 Granby Street
 Norfolk International Airport
 City of Portsmouth -
 5100 Portsmouth Boulevard Center
 City of Suffolk -
 1200 North Main Street
 1463 North Main Street
 3131 Bridge Road
 City of Virginia Beach -
 1014 Independence Boulevard
 1344 Great Neck Road
 1924 Centerville Turnpike
 Woods Corner Branch
 2021 Lynnhaven Parkway
 2141 General Booth Boulevard
 3112 Virginia Beach Boulevard
 351 Independence Boulevard
 5289 E Princess Anne Road
 536 Newtown Road
 839 Lynnhaven Parkway
 Farm Fresh Shopping Center
 969 Chimney Hill Shopping Center
 Accomack County -
 13350 Lankford Highway, Mappsville
 U.S. Route 13, New Church

44 Market Street, Onancock
 U.S. Route 13, Onley
 Northampton County -
 Shore Plaza Shopping Center
 4050 Lankford Highway, Exmore
 EFTS:
 City of Norfolk -
 1518 Colley Avenue
 Norfolk International Airport

*George Mason Bank, The
 11185 Main Street
 P.O. Box 600
 Fairfax 22030
 C.E.O.- Bernard H. Clineburg, President
 Cashier- James J. Consagra, Jr.

Brs: City of Manassas -
 9872 Liberia Avenue
 Arlington County -
 2300 Ninth Street, South
 4005 Wilson Boulevard
 5335 Lee Highway
 6402 Williamsburg Blvd
 Fairfax County -
 13060 Fair Lakes Blvd
 7787 Leesburg Pike
 George Mason University
 4400 University Drive
 3289 Woodburn Road, Annandale
 4221 Walney Road, Chantilly
 4501 Daly Drive, Chantilly
 1320 Old Chain Bridge Road, McLean
 1801 Reston Parkway, Reston
 226 Maple Ave West, Vienna
 Loudoun County -
 531-A East Market Street, Leesburg
 21036 Triple Seven Road, Sterling

OUT OF STATE

Washington, D.C. -
 1225 Eye Street, N.W.
 1667 K Street, N.W.
 4900 Massachusetts Avenue, N.W.

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

*George Mason Bank, The (Continued)

Maryland -
7626 Old Georgetown Road, Bethesda
12101 Rockville Pike, Rockville

EFTS:

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

Guaranty Bank

1658 State Farm Boulevard
Charlottesville 22901 (Albemarle County)
C.E.O.- Thomas P. Baker, President
Cashier- Vincent B. McNelley

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

Hanover Bank

7021 Mechanicsville Turnpike
Mechanicsville 23111 (Hanover County)
C.E.O.- John D. Meade, III, President
Cashier- Gail C. Thomas

Brs: Hanover County -
300 England Street, Ashland
8071 Mechanicsville Turnpike,
Mechanicsville
Henrico County -
8001 West Broad Street
11400 Nuckols Road, Glen Allen

Harbor Bank

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

Heritage Bank

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

*Heritage Bank & Trust

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

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

Highlands Union Bank
340 West Main Street
P.O. Box 1128
Abingdon 24210 (Washington County)
C.E.O.- Samuel L. Neese
Cashier- James T. Riffe

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

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

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

James River Bank

209 West Main Street
Box 47
Waverly 23890 (Sussex County)
C.E.O.- Jerry R. Bryant, President
Cashier- Kathy O. Peebles

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

King George State Bank, Inc.
N.S. State Route 3
Box 81

King George 22485 (King George County)
C.E.O.- Homer L. Hite, President
Cashier- Priscilla O. Morgan

Lee Bank & Trust Company
600 West Morgan Avenue
P.O. Box 100
Pennington Gap 24277 (Lee County)
C.E.O.- Lewis S. Oatts, Executive Vice President
Cashier- Laura Arney

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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

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

Brs: City of Winchester -
1041 Berryville Avenue
Frederick County -
1447 North Frederick Pike
Shenandoah County -
1014 South Main Street, Woodstock
Warren County -
Post Office Plaza
300 Warren Ave, Front Royal

Marine Bank, The
6395 Maddox Boulevard
P.O. Box 146
Chincoteague 23336 (Accomack County)
C.E.O.- Arthur C. Miles, Jr., President
Cashier- Janet Mann

Br: Accomack County -
33013 Chincoteague Road, Wallops Island

Metro-County Bank of Virginia, Inc.
8194 Atlee Road
Mechanicsville 23116 (Hanover County)
C.E.O.- Stafford M. White, Jr., President
Cashier- Robert J. Martin, III,
Executive Vice President

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

Brs: Loudoun County -
Harrison Street and Catoclin Circle,
Leesburg
431 East Main Street, Purcellville

Miners Exchange Bank
483 Front Street
Coeburn 24230 (Wise County)
C.E.O.- Charles R. Ward, President
Cashier- Regina K. Pate

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

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

Brs: City of Bristol -
1897 Lee Highway
Buchanan County -
U.S. Route 460 East, Grundy
U.S. Route 460, 0.2 miles east of
its intersection with State Rt. 624,
Oakwood
Anchorage Shopping Center, Vansant
Tazewell County -
1905 Front Street, Richlands
Washington County -
914 W. Main Street, Abingdon

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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

Northern Neck State Bank (Continued)

Brs: Essex County -
1660 Tappahannock Boulevard,
Tappahannock
U.S. Route 17 and State Route 1107,
Tappahannock
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
Luray 22835 (Page County)
C.E.O.- Leland F. Pittman, President
Cashier- Diana B. Embrey

Br: Page County -
612 East Main Street, Luray

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

Brs: City of Newport News -
832 Newport Square Shopping Center
City of Williamsburg -
1031 Richmond Road
Charles City County -
10000 Courthouse Road, Charles City
Gloucester County -
14833 George Washington Memorial Hwy,
Glenns

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

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

Peoples Bank of Virginia
9970 Ironbridge Road
P.O. Box 728
Chesterfield 23832 (Chesterfield County)
C.E.O.- Quentin L. Corbett, President
Cashier- Vera H. Primm
Brs: Chesterfield County -
11450 Midlothian Turnpike
5756 Hopkins Road
11010 Hull Street Road, Midlothian

EFT:
City of Colonial Heights -
509 Southpark Boulevard

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

Br: Richmond County -
U.S. Route 360 at State Route 624, Warsaw

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

Brs: City of Martinsville -
1201 Memorial Bulevard
730 East Church Street
Patrick Henry Mall Shopping Center
Henry County -
U.S. Route 220
411 Virginia Avenue, Collinsville
State Route 57, Stanleytown

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

Brs: City of Staunton -
2201 N Augusta Street
2307 W Beverly Street
City of Waynesboro -
251 N Poplar Avenue
Augusta County -
Greenville Avenue
Route 250 East
U.S. Route 250 & State Route 640,
Fishersville
U.S. Route 340 & State Route 608,
Stuarts Draft
U.S. Route 11, Verona
Rockingham County -
106 Sixth Street, Grottoes

*Planters Bank & Trust Company of Virginia (Continued)
EFTS:
City of Staunton -
600 North Coalter Street
Rockingham County -
305 Augusta Avenue, Grottoes

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

Br: Fairfax County -
6975-A Springfield Blvd, Springfield

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

Regency Bank
1009-1011 East Main Street
P.O. Box 85154
Richmond 23285-5154
C.E.O.- Merlin A. Henkel, President
Cashier- Don S. Garber

Brs: Chesterfield County -
2500 Promenade Parkway, Midlothian
Henrico County -
River Road Shopping Center
6201 River Road

Resource Bank
3720 Virginia Beach Boulevard
P.O. Box 61009
Virginia Beach 23462
C.E.O.- Lawrence N. Smith, President
Cashier- Eleanor J. Whitehurst

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

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

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

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

Brs: Culpeper County -
231 Southgate Shopping Center, Culpeper
Dominion Square Shopping Center
717 James Madison Highway, Culpeper
Madison County -
Southwest Corner Of The Intersection
US Route 29 & State Route 673, Madison
Orange County -
Market Place Shopping Center at Lake
of the Woods, 36081 Goodwin Drive,
Locust Grove

EFT:
Culpeper County -
501 Sunset Lane, Culpeper

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

Br: Prince William County -
7801 Sudley Road

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

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

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

Brs: Caroline County -
202 North Main Street, Bowling Green
Essex County -
Essex Square Shopping Center
U.S. Route 17 & 360, Tappahannock
Hanover County -
4241 Mechanicsville Turnpike
King William County -
Aylett
Middlesex County -
southwest corner of the intersection
of State Route 33 & State Route 1101,
Deltaville
State Routes 3 & 33, Hartfield
291 Virginia Street, Urbanna

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

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

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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

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

*Union Bank and Trust Company
211 N Main Street
P.O. Box 446
Bowling Green 22427 (Caroline County)
C.E.O.- G. William Beale, President
Cashier- Almeda H. Pitts

Brs: City of Fredericksburg -
700 Kenmore Avenue

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

Hanover County -
10374 Leadbetter Road, Ashland
U.S. Route 1 & State Route 657, Ashland
9534 Chamberlayne Road, Mechanicsville

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

Spotsylvania County -
10415 Courthouse Road
4210 Plank Road
4540 Lafayette Boulevard
8520 Jefferson Davis Highway

Stafford County -
622 Cambridge Street

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

United Bank
3801 Wilson Boulevard
Arlington 22203 (Arlington County)
C.E.O.- Thomas E. Williams, President
Cashier- Harold Manner

Brs: City of Fairfax -
10855 Lee Highway
City of Falls Church -
511 West Broad Street
City of Manassas -
8669 Sudley Road
Fairfax County -
3065 Centreville Road, Herndon
1301 Beverly Road, McLean
12120 Sunset Hills Road, Reston
2071 Chain Bridge Road, Vienna
302 West Maple Avenue, Vienna
Loudoun County -
101 East Holly Avenue, Sterling

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

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

*Virginia Bank and Trust Company (Continued)
Pittsylvania County -
55 North Main Street, Chatham

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

ALPHABETICAL LISTING BY NAME OF STATE BANKS
 SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

<p>Brs: City of Alexandria - 1414 Prince Street 5140 Duke Street Arlington County - 2930 Wilson Boulevard 6500 Williamsburg Boulevard Fairfax County - 4230 John Marr Drive, Annandale 1356 Chain Bridge Road, McLean</p> <p>Virginia Community Bank State Route 22 & U.S. Route 33 P.O. Box 888 Louisa 23093 (Louisa County) C.E.O.- A. Pierce Stone, President Cashier- Betty N. Hiter</p> <p>Brs: Culpeper County - 701 South Main Street, Culpeper Louisa County -</p>	<p>Main Street & Cutler Avenue, Louisa Mineral Avenue & Fouth Street, Mineral Orange County - 185 Madison Rd Spotsylvania County - 10645 Courthouse Road</p> <p>Virginia Heartland Bank 4700 Harrison Road P.O. Box 7267 Fredericksburg 22404 (Spotsylvania County) C.E.O.- William B. Young, Chairman Of The Board Cashier- Christy F. Quesenberry, Operations Officer</p> <p>Brs: City of Fredericksburg - 1016 Charles Street Spotsylvania County - 5996 Plank Road</p>
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(D-I) Drive In
 (ND) Night Depository
 (EFT) Electronic Funds Transfer Facility
 * Trust Powers Authorized

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

CITIES	
CITY OF ALEXANDRIA	
Bank of Alexandria, The 1717 King Street	Brs: Highlands Union Bank 821 Commonwealth Avenue 999 Old Airport Road
Brs: 2111 Eisenhower Avenue 606 King Street	Br: Miners and Merchants Bank and Trust Company 1897 Lee Highway
EFTS: 118 King Street 1320 Braddock Place 2306 Mount Vernon Avenue	CITY OF BUENA VISTA
Burke & Herbert Bank & Trust Company 100 South Fairfax Street	Br: Bank of Rockbridge 1002 Magonolia 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	Brs: Crestar Bank 1201 Emmett Street 1900 Emmett Street 2117 Ivy Road 403 Park Street
Brs: Crestar Bank 1460 Beauregard Street 1650 King Street 231 South Van Dorn Street 2809 Mount Vernon Avenue 3101 Duke Street 3600 King Street 3610-H King Street 4616 Kenmore Avenue 515 King Street 5701-B Duke Street	F & M Bank-Central Virginia 1425 Seminole Trail
Br: F&M Bank-Northern Virginia 200 North Washington Street	Brs: First Virginia Bank-Blue Ridge 120 Seminole Court, Seminole Square Shopping Center 2149 North Barracks Road 305 East Jefferson Street
Brs: First Virginia Bank 300 South Washington Street 4999 Seminary Road Van Dorn Plaza Shopping Center, 233 S. Van Dorn Street	Br: Guaranty Bank 1924 Arlington Boulevard 520 East Main Street
Brs: Virginia Commerce Bank 1414 Prince Street 5140 Duke Street	CITY OF CHESAPEAKE
CITY OF BRISTOL	Bank of Hampton Roads, The 201 Volvo Parkway
Brs: First Bank and Trust Company, The 1419 West State Street 38 East Valley Drive	Brs: 1400 Kempsville Road, Suite 102 1401 Northwest Boulevard, Suite 102 1500 Mt Pleasant Road 4108 Portsmouth Boulevard 712 Liberty Street 852 N. George Washington Highway
Br: First Virginia Bank-Mountain Empire 13245 Lee Highway	EFT: 1320 Northwest Boulevard Suite 100
	Brs: Bank of Tidewater, The 1304 Greenbrier Parkway Battlefield Shoppes, 1201 North Battlefield Boulevard
	Brs: Branch Banking and Trust Company of Virginia 111 Mill Creek Parkway, Suite 100 1809 Greenbrier Parkway 3113 Western Branch Boulevard
	CITY OF CHESAPEAKE (Continued)
	Brs: Branch Banking and Trust Company of (Continued) 552 South Battlefield Boulevard 681-A North Battlefield Boulevard
	Br: Crestar Bank 100 Volvo Parkway

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

<p>1122 George Washington Highway 2421 Bainbridge Boulevard 320 South Battlefield Boulevard 4113 Portsmouth Boulevard</p> <p>Brs: First Virginia Bank of Tidewater 239 Battlefield Boulevard, Great Bridge Shopping Center 3343 Western Branch Boulevard 825 Volvo Parkway, Greenbrier Branch</p> <p>Br: Heritage Bank & Trust 1450 South Military Highway</p>	<p>CITY OF EMPORIA</p> <p>F & M Bank-Emporia 401 Halifax Street</p> <p>Brs: 301 West Atlantic Street 431 South Main Street</p> <p>EFT: 920 West Atlantic Street</p> <p>CITY OF FAIRFAX</p> <p>Br: Community Bank of Northern Virginia 4029 Chain Bridge Road</p> <p>Br: Crestar Bank 4020 University Drive</p> <p>F&M Bank-Northern Virginia 4117 Chain Bridge Road</p> <p>Br: First Virginia Bank 10302 Willard Way</p> <p>George Mason Bank, The 11185 Main Street</p> <p>Br: Horizon Bank of Virginia, The 9720 Lee Highway</p> <p>Br: Southern Financial Bank 4021 University Drive</p> <p>Br: United Bank 10855 Lee Highway</p>
<p>CITY OF CLIFTON FORGE</p> <p>Br: State Bank of the Alleghenies, The 1633 Main Street</p> <p>CITY OF COLONIAL HEIGHTS</p> <p>Br: Bank of Southside Virginia, The 764 East Ellerslie Ave</p> <p>EFT: South Park Avenue and Roslyn Road</p> <p>Br: Community Bank, The 2000 Snead Avenue</p> <p>EFT: Crestar Bank 735 Southpark Boulevard, Sam's #6524</p> <p>Brs: First Virginia Bank-Colonial 497 South Park Circle Southpark Mall, Space B-85, 230 Southpark Circle</p> <p>EFT: Southpark Mall, Space B-85</p> <p>EFT: Peoples Bank of Virginia 509 Southpark Boulevard</p> <p>CITY OF COVINGTON</p> <p>Br: First Virginia Bank - Southwest 450 West Main Street</p> <p>State Bank of the Alleghenies, The 116 West Riverside Street</p>	<p>CITY OF FALLS CHURCH</p> <p>Br: Crestar Bank 603 West Broad Street</p>
<p>CITY OF DANVILLE</p> <p>First State Bank 201 N Union Street</p> <p>Br: 1296 Piney Forest Road</p> <p>Brs: First Virginia Bank-Piedmont 1017 West Main Street 1410 Piney Forest Road Ridge and Patton Streets</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>	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

CITY OF FALLS CHURCH (Continued)

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

Br: First Virginia Bank
191 West Broad Street

Br: United Bank
511 West Broad Street

2155 Coliseum Drive
75 Willow Oaks Boulevard
Burrell Street & Cedar Avenue,
Building 268

EFT: Sentara Hampton General Hospital,
3120 Victoria Boulevard

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

CITY OF FRANKLIN

Bank of Franklin, The
100 East Fourth Avenue

Br: 201 North College Drive

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

Br: Crestar Bank
117 West Second Avenue

Br: James River Bank
200 N. Main Street

CITY OF FREDERICKSBURG

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

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

Br: Union Bank and Trust Company
700 Kenmore Avenue

Br: Virginia Heartland Bank
1016 Charles Street

CITY OF HARRISONBURG

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

EFT: 1995 East Market Street, Wal-Mart #1726

F & M Bank - Massanutten
1855 East Market Street

Brs: 1900 South High Street
3150 South Main Street
611 Mt Clinton Pike

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

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

EFTS: 1617 E. Market Street
710 Port Republic Road

Br: Guaranty Bank
southeast corner of intersection of
Neff Avenue and Reservoir Street

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

CITY OF GALAX

Br: Bank of Carroll
1100 East Stuart Drive

Br: First Virginia Bank - Southwest
300 North Main Street

CITY OF HAMPTON

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

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

Brs: Crestar Bank
2 East Queensway
2100 Executive Drive

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

CITY OF HOPEWELL

EFT: Bank of Southside Virginia, The
5201 Oaklawn Boulevard

Br: Crestar Bank
200-204 North Main Street
EFT: 411 West Randolph Road

Br: George Mason Bank, The
9872 Liberia Avenue

Security Bank Corporation
8780 Centreville Road

Br: United Bank
8669 Sudley Road

CITY OF LEXINGTON

Br: Bank of Rockbridge
537 East Nelson Street
EFTS: 125 West Nelson Street
Virginia Military Institute, Lejeune Hall

Br: Crestar Bank
45 South Main Street

CITY OF LYNCHBURG

Brs: Crestar Bank
1010 Main Street
4710 Boonsboro Road
6001 Fort Avenue
Plaza One, One Plaza Shopping Center
EFT: 3912 Wards Road, Sam's #6458

Brs: First Community Bank
2100 Wards Road
2301 Langhorne Road
3638 Old Forest Road
EFTS: Liberty University, 3765 Candler's Mountain
Road
Randolph-Macon Woman's College,
2500 Rivermont Avenue

Br: First Virginia Bank-Piedmont
1110 Main Street

CITY OF MANASSAS

Brs: Crestar Bank
8751 Sudley Road
8885 Centreville Road
8950 Mathis Avenue

Br: F&M Bank-Northern Virginia
9201 W Church Street
EFT: 9311 Lee Avenue

Brs: First Virginia Bank
10040 Dumfries Road
8650 Centreville Road

CITY OF MARTINSVILLE

Brs: Crestar Bank
1105 Spruce Street
134 East Church Street
240 West Commonwealth Boulevard

Piedmont Trust Bank
200 East Church Street

Brs: 1201 Memorial Boulevard
730 East Church Street, Patrick Henry Mall
Shopping Center

CITY OF NEWPORT NEWS

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

Br: Consolidated Bank and Trust Company
2015 25th Street

Brs: Crestar Bank
10814 Warwick Boulevard
11817 Canon Boulevard
12227 Jefferson Avenue
14500 Warwick Boulevard
301 Hiden Boulevard
6060 Jefferson Avenue

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

Harbor Bank
11001 Warwick Boulevard

Br: Peninsula Trust Bank, Incorporated
832 Newport Square Shopping Center

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

CITY OF NORFOLK

Br: Bank of Hampton Roads, The
415 St Pauls Boulevard

Bank of the Commonwealth
403 Boush Street

Br: 4101 Granby Street
EFT: 150 Park Avenue

Brs: Branch Banking and Trust Company of
Virginia
150 Boush Street
200 Boush Street(D-I)
245 East Little Creek Road
EFT: Sentara-Norfolk General Hospital,
600 Gresham Drive

Brs: Crestar Bank
1221 East Little Creek Road
129 West Little Creek Road
3351 Princess Anne Road
400 Gresham Avenue
500 Main Street
5425 Robin Hood Road
5800 Virginia Beach Boulevard
777 West 21st. Street
EFT: Sentara Leigh Hospital, 830 Kempsville
Road

First Virginia Bank of Tidewater
555 Main Street

Brs: 1020 Fisherman's Road
121 Ocean View Avenue
1308 Colley Avenue
225 W Brambleton Avenue
3540 Tidewater Drive
3935 East Princess Anne Road
4000 Hampton Boulevard
6145 Sewells Point Road
7901 Halprin Drive
901 W Little Creek Road
9636 Granby Street
Norfolk International Airport
EFTS: 1518 Colley Avenue
Norfolk International Airport

Heritage Bank & Trust

841 North Military Highway
Br: 200 East Plume Street
4807 Colley Avenue

CITY OF NORTON

Br: First Commonwealth Bank
1026 Park Avenue
Br: Miners Exchange Bank
Norton Square Shopping Center, Route 58,
Norton

CITY OF PETERSBURG

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

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

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

CITY OF POQUOSON

Br: First Virginia Bank - Commonwealth
452 Wythe Creek Road

CITY OF PORTSMOUTH

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

Brs: Crestar Bank
2860 Airline Boulevard
303 County Street
5800 West High Street

Br: First Virginia Bank of Tidewater
5100 Portsmouth Boulevard Center

CITY OF RADFORD

Brs: Crestar Bank
1000 Norwood Street
1st and Kent Street
EFT: Dalton Hall Student Center,
Adams and Fairfax Streets
Br: First Virginia Bank - Southwest
520 First Street, West
Norwood Street & Third Avenue

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

CITY OF RICHMOND

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

Consolidated Bank and Trust Company
320 N First Street

Brs: 1806 Creighton Road
3009 Hull Street

Crestar Bank

919 East Main Street

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

EFTS: 1000 Semmes Avenue
550 East Marshall Street

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

First Virginia Bank-Colonial

700 East Main Street

Brs: 200 East Belt Boulevard
2604 Hull Street
4710 Walmsley Boulevard
7100 Three Chopt Road
Stoney Point Shopping Center,
Huguenot Road & Stoney Point Road

Regency Bank

1009-1011 East Main Street

CITY OF ROANOKE

EFT: Bank of Fincastle, The
2635 Colonial Avenue

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

EFTS: 1455 Town Square Boulevard, Sam's #8220
4210 Franklin Road, Wal-Mart #1301

First-Citizens Bank, A Virginia Corporation
3601 Thirlane Road

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

Brs: 2036 Colonial Avenue, S.W.
4922 Valley View Boulevard,
Valley View Mall
601 South Jefferson Street
Market Square Drive & U.S. Route 460

CITY OF SALEM

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

Brs: First Virginia Bank - Southwest
121 Electric Road
231 College Avenue
2743 West Main Street
2809 West Main Street

CITY OF SOUTH BOSTON

Br: Crestar Bank
410 Main Street

CITY OF STAUNTON

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

First Virginia Bank-Blue Ridge
125 N Central Avenue

Planters Bank & Trust Company of Virginia
24 South Augusta Street

Brs: 2201 N Augusta Street
2307 W Beverly Street

EFT: 600 North Coalter Street

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

CITY OF SUFFOLK

Holland Road & Windsor Oaks Blvd.
EFT: 3550 Cellar Door Way

Br: Bank of Franklin, The
6617 Holland Road

Br: Bank of Hampton Roads, The
117 Market Street

Bank of Suffolk
101 East Washington Street

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

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

Br: Crestar Bank
123 North Main Street

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

CITY OF VIRGINIA BEACH

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

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

Bank of Tidewater, The
1548 Laskin Road

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

Branch Banking and Trust Company of Virginia
3450 Pacific Avenue

Br: 1433 Kempsville Road
4592 Virginia Beach Boulevard
5101 Cleveland Street, Suite 101
930 First Colonial Road

CENIT Bank
641 Lynnhaven Parkway

Br: 1616 Laskin Road
3001 Shore Drive
4801 Columbus Street
699 Independence Boulevard
905 Kempsville Road

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

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

Br: First Virginia Bank of Tidewater
1014 Independence Boulevard
1344 Great Neck Road
1924 Centerville Turnpike, Woods Corner
Branch
2021 Lynnhaven Parkway
2141 General Booth Boulevard
3112 Virginia Beach Boulevard
351 Independence Boulevard
5289 E Princess Anne Road
536 Newtown Road
839 Lynnhaven Parkway,
Farm Fresh Shopping Center
969 Chimney Hill Shopping Center

Resource Bank
3720 Virginia Beach Boulevard

CITY OF WAYNESBORO

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

Br: First Virginia Bank-Blue Ridge
105 Hopeman Parkway

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

CITY OF WAYNESBORO (Continued)

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

Br: Marathon Bank, The
1041 Berryville Avenue

Br: Southern Financial Bank
35 West Piccadilly Street

CITY OF WILLIAMSBURG

Brs: Crestar Bank
1186 Jamestown Road
120 Monticello Avenue
120 North Henry Street
401 West Duke Of Gloucester Street
Garrison Drive & North Mount Vernon,
Avenue
EFT: Colonial Williamsburg Visitor Center,
100 Visitor Center Drive

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

Br: Peninsula Trust Bank, Incorporated
1031 Richmond Road

CITY OF WINCHESTER

Br: Bank of Clarke County
625 East Jubal Early Dr

Br: Crestar Bank
1950 S. Pleasant Valley Road

F & M Bank - Winchester
115 North Cameron Street

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

EFTS: 7 East Gerrard Street
Pleasant Valley Road and Route 50 E
Winchester Medical Center, 1850 Amherst
Street

Br: First Bank
2210 Valley Avenue

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

COUNTIES

ACCOMACK COUNTY

Brs: Crestar Bank
23364 Front Street, Accomac
62 Market Street, Onancock
Edmunds Street & Railroad Avenue, Painter

Farmers & Merchants Bank-Eastern Shore
25275 Lankford Highway

Onley

Brs: Maddox Boulevard, Chincoteague
U S Route 13, Oak Hall
U.S. Route 13, Belle Haven

Brs: First Virginia Bank of Tidewater
13350 Lankford Highway, Mappsville
44 Market Street, Onancock
U.S. Route 13, New Church
U.S. Route 13, Onley

Marine Bank, The

6395 Maddox Boulevard
Chincoteague

Br: 33013 Chincoteague Road, Wallops Island

ALBEMARLE COUNTY

Brs: Crestar Bank
1705 Seminole Trail
1980 Rio Hill Center

EFTS: 520 Massie Road
970 Hilton Heights Road, Sam's #6365
975 Hilton Heights Road, Wal-Mart #1780

Brs: F & M Bank-Central Virginia
2208 Ivy Road
S. E. Corner 5th Street Extended &
Harris Road
Valley Street, Scottsville

EFTS: 1220 Seminole Trail
201 Bowen Loop

Brs: First Virginia Bank-Blue Ridge
100 Riverbend Drive
3501 Seminole Trail
Crozet Shopping Center, State Route 240,
Crozet

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

ALBEMARLE COUNTY (Continued)

Guaranty Bank
1658 State Farm Boulevard
Br: 1700 Seminole Trail

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

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

ALLEGHANY COUNTY

Br: First Virginia Bank - Southwest
Mallow Mall Shopping Center

Brs: Crestar Bank
1000 Wilson Boulevard, Rosslyn
1550 Wilson Boulevard, Arlington
249 North Glebe Road
3040 Clarendon Boulevard
3108 Columbia Pike
3141 Lee Highway
4301 Wilson Boulevard
4601 North Fairfax Drive
4710 Lee Highway
6711 Lee Highway
900 North Taylor Street
EFT: 2050 Wilson Boulevard

AMELIA COUNTY

Br: Citizens Bank and Trust Company
State Route 38 & Church Street, Amelia

Br: First Virginia Bank-Colonial
U.S. Route 360

AMHERST COUNTY

Brs: Crestar Bank
U.S. Route 29 North & Dillard Road,
Madison Heights
Wal-mart at U.S. Route 29 and
Woody's Lake Road, Madison Heights

Br: F & M Bank-Central Virginia
Ambriar Shopping Center, U.S. Route 29,
Amherst

EFT: 188 Faulconerville Road

Br: First Community Bank
Seminole Shopping Center, Madison Heights

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

Brs: First Virginia Bank-Piedmont
301 Main Street, Amherst
Elon Road & Amherst Turnpike,
Madison Heights

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

APPOMATTOX COUNTY

Farmers Bank of Appomattox, The
18 Main Street
Appomattox

Br: Triangle Plaza Shopping Center, Route 460,
Appomattox

United Bank
3801 Wilson Boulevard

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

ARLINGTON COUNTY

Bank of Northern Virginia, The
1010 North Glebe Road
Br: Ballston Common Mall,
4238 Wilson Boulevard

AUGUSTA COUNTY

Br: Bank of Rockbridge
U.S. Route 11, Greenville

EFTS: Crestar Bank
96 Medical Center Drive, Fishersville

AUGUSTA COUNTY (Continued)

EFTS: Crestar Bank (Continued)
Staunton Mall, 1331 Greenville Ave.

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

Brs: First Virginia Bank-Blue Ridge

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

<p>1 Frontier Drive Main & Craig Streets, Craigsville Route 250 and Route 42, Churchville U.S. 340 & Broadmoor Street, Stuarts Draft</p>	<p>Brs: 60 Lee Highway North, Troutville Railroad Street, Eagle Rock U.S. Route 220, Daleville EFT: 4070 Roanoke Road, Fincastle</p>
<p>Brs: Planters Bank & Trust Company of Virginia Greenville Avenue Route 250 East U.S. Route 11, Verona U.S. Route 250 & State Route 640, Fishersville U.S. Route 340 & State Route 608, Stuarts Draft</p>	<p>EFT: Bank of Ferrum 604 Minute Market, Route 220 Alternate</p> <p>Bank of Fincastle, The 17 South Roanoke Street Fincastle</p> <p>Brs: 191 Lee Highway South, Troutville 4370 Cloverdale Road 860 Roanoke Road, Daleville U.S. Route 220 South, Daleville U.S. Route 460</p> <p>EFTS: Quickette Market, U.S. Route 220 North, Fincastle U.S. Route 11 & Interstate 81, Daleville</p>
BATH COUNTY	
<p>Br: First Virginia Bank - Southwest Main Street, Hot Springs</p>	
<p>Br: State Bank of the Alleghenies, The U.S. Route 220 and Kingtown Lane, Mitchelltown</p>	
BEDFORD COUNTY	
<p>Br: Crestar Bank Graves Mill Center, U. S. Route 221 & Graves Mill Road EFT: 1413 East Main Street, Wal-Mart #1399</p> <p>First Community Bank U.S. Route 221 and State Route 666 Forest Br: State Routes 122 and 655, Moneta</p>	
BLAND COUNTY	
<p>Brs: First Virginia Bank - Southwest Main Street, Bland U.S. Routes 21 & 52, Rocky Gap</p>	
BOTETOURT COUNTY	
<p>Bank of Botetourt Main Street Buchanan</p>	
BUCHANAN COUNTY	
<p>Br: First Virginia Bank-Mountain Empire State Route 80 and State Route 600, Davenport</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>	
BUCKINGHAM COUNTY	
<p>Br: Farmers Bank of Appomattox, The Southeast corner of State Rt.20 and U.S. Route 15, Dillwyn</p>	
<p>Brs: First Virginia Bank-Colonial U.S. Route 15, Dillwyn U.S. Route 15, Arvonnia</p>	
CAMPBELL COUNTY	
<p>Br: Bank of Charlotte County, The 308 Lynchburg Avenue, Brookneal</p>	
<p>Br: Crestar Bank 9604 Timberlake Road</p>	
<p>Br: Farmers Bank of Appomattox, The Highway 24, Concord</p>	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

CAMPBELL COUNTY (Continued)

Br: First Community Bank
9009 Timberlake Road

First Virginia Bank-Piedmont
7901 Timberlake Road

Br: U.S. Route 501 & State Route 24, Rustburg
U.S. Route 501 & State Route 40,
Brookneal

CAROLINE COUNTY

Br: Southside Bank
202 North Main Street, Bowling Green

Union Bank and Trust Company
211 N Main Street
Bowling Green

Br: U.S. Route 1 and State Route 639,
Ladysmith

EFT: U.S. Route 301, Port Royal
Petro Travel Plaza, Carmel Church Rd & I-
95, Ruther Glen

CARROLL COUNTY

Bank of Carroll
145 N Main Street
Hillsville

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

CHARLES CITY COUNTY

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

CHARLOTTE COUNTY

Bank of Charlotte County, The
Berkley & Charlotte Streets
Phenix

Br: 26 King Street, Keysville
Main Street, Charlotte Courthouse

CHESTERFIELD COUNTY

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

CommonWealth Bank, The
9310 Midlothian Turnpike

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

Community Bankers' Bank
557-B Southlake Boulevard

County Bank of Chesterfield
10400 Hull Street Road

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

Br: Crestar Bank
10100 Hull Street Road
10300 Midlothian Turnpike
10921 Hull Street Road, Midlothian
11400 West Huguenot Road, Midlothian
12201 South Chalkley Road
13001 Hull Street Road
2065 Huguenot Road
4830 Jefferson Davis Highway
Bermuda Square Shopping Center,
12551 Jefferson Davis Highway, Chester
Ironbridge Plaza Shopping Center,
12020 Ironbridge Road, Chester
Midlothian Turnpike & Crowder Drive

Br: F & M Bank - Richmond
4310 West Hundred Road, Chester
9440 Ironbridge Road
9960 Midlothian Turnpike
EFTS: 14120 Hull Street Road
2320 W. Hundred Road, Chester

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

Peoples Bank of Virginia
9970 Ironbridge Road

Br: 11010 Hull Street Road, Midlothian
11450 Midlothian Turnpike
5756 Hopkins Road

Br: Regency Bank
2500 Promenade Parkway, Midlothian

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

CLARKE COUNTY

Bank of Clarke County
2 East Main Street
Berryville
Br: Northside Of Route 723, Boyce
EFT: U. S. Routes 340 and 17/50, Boyce

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

CRAIG COUNTY

Farmers & Merchants Bank of Craig County, The
306 Main Street
New Castle
Br: N.W. Corner Of Walnut & Court Street,
New Castle

CULPEPER COUNTY

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

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

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

Second Bank & Trust
102 S Main Street
Culpeper

Br: 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: Central Virginia Bank
State Routes 45 and 649, Cartersville

DICKENSON COUNTY

Br: First Community Bank of Southwest
Virginia, Inc.
Chase Street and Alley 7, Clintwood
Br: First Virginia Bank-Mountain Empire
Chase Street, Clintwood
Chase Street & Alley 7, Clintwood
Main Street, Haysi

DINWIDDIE COUNTY

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

Bank of Southside Virginia, The
State Route 618
Carson
Br: Route 1402 & Route 1,
Dinwiddie Courthouse
U.S. Route 1 and State Route 226

ESSEX COUNTY

Bank of Essex
323 Prince Street
Tappahannock
Br: U.S. Routes 17 & 360,
Rappahannock Shopping Center,
Tappahannock

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

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

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

FAIRFAX COUNTY

Br: Bank of Alexandria, The
7901 Richmond Highway

Br: Burke & Herbert Bank & Trust Company
2604 Sherwood Hall Lane
5519 Franconia Road
5705 Seminary Road
5731 Telegraph Road

FAIRFAX COUNTY (Continued)

Br: Burke & Herbert Bank & Trust Company
(Continued)
8736-38 Cooper Road
EFT: 3200 Mount Vernon Memorial Highway,
Mount Vernon

Business Bank, The
8399 Leesburg Pike
Vienna

Br: Community Bank of Northern Virginia
13826 Lee Highway, Centreville
6809 Old Dominion Drive, McLean
783 Station Street, Herndon

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

8150 Leesburg Pike, Vienna

Brs: Crestar Bank
1025 Herndon Parkway, Herndon
11180 South Lakes Drive, Reston
11600 Plaza America Drive, Reston
12001 Lee Jackson Memorial Highway
1301 Chain Bridge Road, McLean
13033 Lee Jackson Highway, Fairfax
13900 Lee Jackson Memorial Highway,
Chantilly
14200-E Centreville Square, Centreville
1449-A Chain Bridge Road, McLean
1900 Centennial Park Drive, Reston
2401 Centreville Road, Herndon
4250 John Marr Drive, Annandale
501 Maple Avenue, West, Vienna
515 Maple Avenue East, Vienna
5234 Rolling Road, Burke
5820 Kingstowne Center
5922 Richmond Highway
5995 12th Street, Fort Belvoir
6050 Rose Hill Drive, Suite 101
6216 Rolling Road, Springfield
6300 Leesburg Pike, Fairfax
7205 Commerce Street, Springfield
7617 Little River Turnpike
8098 Rolling Road, Springfield
8219 Leesburg Pike, Vienna
8601 Westwood Center Drive, Suite F,
Vienna
8702 Richmond Highway
9400 Richmond Highway, Lorton
9401 Lee Highway
9883 Georgetown Pike, Great Falls
Burke Commons Shopping Center,
6052 Burke Commons Road, Burke

EFTS: 13059 Fair Lakes Boulevard,
Wal-Mart #2015

5800 Kingstowne Boulevard,
Wal-Mart #2194, Franconia
7900 Westpark Drive, McLean
7910 Richmond Highway, Wal-Mart #2258
8861 Leesburg Pike, Vienna

Brs: F&M Bank-Northern Virginia
12220 Fairfax Towne Center
14006 Lee-Jackson Highway, Chantilly
14260-J Centreville Square, Centreville
230 Herndon Parkway, Herndon
3829 South George Mason Drive
4115 Annandale Road, Annandale
440 Maple Avenue East, Vienna
5105 Westfields Boulevard, Centreville
6257A Old Dominion Drive, McLean
6810 Commerce Street, Springfield
7027-A Manchester Blvd, Springfield
7830 Backlick Road Suite 101, Springfield
8221 Old Courthouse Road, Vienna
8432 Old Keene Mill Road, Springfield

First Virginia Bank
6400 Arlington Boulevard

Brs: 11100 South Lakes Drive, Reston
11230 Waples Mill Road
1224 West Broad Street
13045 Lee Jackson Memorial Highway,
Chantilly
13360 Franklin Farm Road, Herndon
13881 Metrotech Drive, Chantilly
14175 Saint Germain Drive, Centreville
1455 Chain Bridge Road, McLean
1490 North Point Village Center, Reston
1640 Belle View Boulevard
1953 Gallows Road, Vienna
2148 Centreville Road, Herndon
2513 Fox Mill Road
260 Cedar Lane, Vienna
2941 Chain Bridge Road, Oakton
3012 Annandale Road
415 Maple Avenue, West, Vienna
5740 Union Mill Road, Clifton
5836 North Kings Highway
5871 Leesburg Pike, Bailey's Crossroads
6045-A Burke Centre Parkway, Burke
6118 Rose Hill Drive
6120 Arlington Boulevard
6220 Old Dominion Drive, McLean
6411 Shiplott Boulevard, Burke
6618 Richmond Highway
7000 Bland Street, Springfield
7025-A Manchester Boulevard, Franconia
7205 Little River Turnpike, Annandale
7393-A Lee Highway
7509 Huntsman Boulevard, Springfield

FAIRFAX COUNTY (Continued)

Brs: First Virginia Bank (Continued)
7716 Telegraph Road, Hayfield
7960 Fort Hunt Road
8385-A Leesburg Pike, Vienna
8416 Arlington Boulevard
8650 Richmond Highway
8920 Village Shops Drive, Fairfax Station

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

9915 Georgetown Pike, Great Falls
Braddock & Twinbrook Roads
Burke Road & Burke Lake Road, Burke

Brs: George Mason Bank, The
13060 Fair Lakes Blvd
1320 Old Chain Bridge Road, McLean
1801 Reston Parkway, Reston
226 Maple Ave West, Vienna
3289 Woodburn Road, Annandale
4221 Walney Road, Chantilly
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

Heritage Bank
1313 Dolley Madison Boulevard
McLean

Horizon Bank of Virginia, The
8414 Lee Highway
Merrifield
Br: 527 Maple Avenue East, Vienna

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

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

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

Brs: United Bank
12120 Sunset Hills Road, Reston
1301 Beverly Road, McLean
2071 Chain Bridge Road, Vienna
302 West Maple Avenue, Vienna
3065 Centreville Road, Herndon

Brs: Virginia Commerce Bank
1356 Chain Bridge Road, McLean
4230 John Marr Drive, Annandale

FAUQUIER COUNTY

Br: Crestar Bank
680 Warrenton Center, Warrenton

F & M Bank-Peoples
21 Main Street
Warrenton

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

EFTS: 11022 Marsh Road, Bealeton
4662 Catlett Road, Midland
5171 Lee Highway, New Baltimore

9719 James Madison Highway, Warrenton
Huntsman Town Center, Frost Avenue at
U.S. Route 29, Warrenton
The Corner Store, 5090 Old Tavern Rd,
The Plains

Fauquier Bank, The
10 Courthouse Square
Warrenton

Brs: 216 Broadview Avenue, Warrenton
Northeast Corner Of Rts 28 and 806, Catlett
Northeast Corner Of The Intersection
of Main Street and Loudoun Ave,
The Plains
Southeast Corner Of The Intersection
of U.S. Route 29 and State Route 600

EFT: 6417 Lee Highway, Warrenton

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

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

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

FLOYD COUNTY

Bank of Floyd, The
101 Jacksonville Circle
Floyd

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

FLOYD COUNTY (Continued)

Br: Bank of Floyd, The (Continued)
northeast corner of U.S. Highway 221
and Connors Grove, Willis

FRANKLIN COUNTY

Bank of Ferrum
1 Main Street

Ferrum

Brs: 315 North Main Street, Rocky Mount
Northside of U. S. Route 220,
0.25 mile south of State Route 697

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

EFT: 7125 Booker T. Washington Highway,
Wirtz

First Virginia Bank - Franklin County

228 Franklin Street
Rocky Mount

Brs: Boones Mill
224 Tanyard Road, Rocky Mount
Floyd Avenue & Main Street, Rocky Mount
NE Corner Of State Routes 116 & 122
Union Hall Plaza, State Routes 40 & 946

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

FREDERICK COUNTY

Brs: Bank of Clarke County
1508 Senseny Road
382 Fairfax Pike, Stephens City

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

Brs: F & M Bank - Winchester
1855 Senseny Road
300 Westminster-Canterbury Drive
5306 Main Street, Stephens City
6701 Northwestern Pike, Gore
7800 Main Street, Middletown

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

Br: First Bank
3143 Valley Pike

Brs: First Virginia Bank-Blue Ridge
5511 Main Street, Stephens City

U.S. Route 11 & State Route 661
EFT: 9181 N. Frederick Pike, Cross Junction

Marathon Bank, The
4095 Valley Pike
Stephens City

Br: 1447 North Frederick Pike

Br: Southern Financial Bank
1095 Millwood Pike

GILES COUNTY

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

GLOUCESTER COUNTY

Brs: Chesapeake Bank
6569 Market Drive, Gloucester
Hayes Store Shopping Center,
U S Route 17, Hayes

EFTS: 6823 George Washington Memorial Hwy,
Gloucester
U.S. Route 17 & State Route 3, Glens

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

EFT: George Washington Mem. Hwy.,
Wal-Mart #1759

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

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

Br: 14833 George Washington Memorial Hwy,
Glens

GOOCHLAND COUNTY

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

GRAYSON COUNTY

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

GREENSVILLE COUNTY

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

EFT: F & M Bank-Emporia

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

<p>1589 Skippers Road</p> <p>HALIFAX COUNTY</p> <p>Br: Crestar Bank 4027 Halifax Road, Centerville</p> <p>EFT: 3551 Halifax Road, Wal-Mart #1345</p> <p>HANOVER COUNTY</p> <p>Br: Bank of Essex Route 360 & Proposed Creighton Road, Between Routes 615 & 643, Mechanicsville</p> <p>Br: Commerce Bank of Virginia Intersection Of State Routes 637 & 6, Ashland</p> <p>Brs: Crestar Bank 7430 Bell Creek Road, Mechanicsville 8028 Mechanicsville Pike, Mechanicsville State Route 739, Beaverdam U.S. Route 1 & State Route 602, Doswell U.S. Route 301 & State Route 646, Hanover Courthouse</p> <p>EFT: 2000 Richfood Road</p> <p>EFTS: F & M Bank - Richmond 7274 Mechanicsville Turnpike, Mechanicsville 9159 Chamberlayne Road, Mechanicsville</p> <p>Brs: First Virginia Bank-Colonial 700 England Street, Ashland 8074 Mechanicsville Turnpike, Mechanicsville 9186 Chamberlayne Avenue, Mechanicsville Kings Charter Commercial Center, Sliding Hill Road, Ashland</p> <p>Hanover Bank 7021 Mechanicsville Turnpike Mechanicsville</p> <p>Brs: 300 England Street, Ashland 8071 Mechanicsville Turnpike, Mechanicsville</p> <p>Metro-County Bank of Virginia, Inc. 8194 Atlee Road Mechanicsville</p> <p>Br: Southside Bank 4241 Mechanicsville Turnpike</p> <p>Brs: Union Bank and Trust Company 10374 Leadbetter Road, Ashland 9534 Chamberlayne Road, Mechanicsville U.S. Route 1 & State Route 657, Ashland</p> <p>HENRICO COUNTY</p> <p>Br: Branch Banking and Trust Company of Virginia Commerce Plaza I, 2809 Emerywood</p>	<p>Parkway, Suite 510</p> <p>Capital One Bank 11011 West Broad Street</p> <p>Br: Citizens and Farmers Bank State Route 5 and Strath Road, Varina</p> <p>Commerce Bank of Virginia 11500 West Broad Street</p> <p>Br: Commonwealth Bank, The 900 N. Parham Road</p> <p>Br: Consolidated Bank and Trust Company Brookhill Azalea Branch, 5214 Chamberlayne Avenue</p> <p>Brs: Crestar Bank 1131 Gaskins Road 11400 West Broad Street Road 11501 West Broad Street Road, Glen Allen 14 North Laburnum Avenue 1500 Parham Road 1601 Willow Lawn Drive, Willow Lawn Shopping Center 3631 Mechanicsville Turnpike 4307 Williamsburg Road 4816 South Laburnum Avenue</p> <p>HENRICO COUNTY (Continued)</p> <p>Brs: Crestar Bank (Continued) 5419 Lakeside Avenue 6501 West Broad Street 7818 Parham Road 7901 Brook Road 7951 Brook Road 8201 Brook Road 9072 West Broad Street, Tuckernuck Square Shopping Center 9480 West Broad Street Hannaford Bros., 1601 Willow Lawn Drive Staples Mill & Glenside Drive</p> <p>EFTS: 10700 North Park Drive, Glen Allen 1601 Willow Lawn Drive Circuit City Deep Run I Building, 9950 Mayland Drive Circuit City Deep Run II Building, 9960 Mayland Drive Regency Square Shopping Center, 1420 Parham Road Richmond International Airport, Airport Drive, Sandston Richmond International Airport, Parking Garage, Airport Drive, Sandston</p> <p>F & M Bank - Richmond 9401 West Broad Street</p> <p>Brs: 1300 E Parham Road 1776 Staples Mill Rd 5001 Lakeside Avenue 9012 Three Chopt Road</p> <p>EFT: 3310 Church Road</p> <p>Brs: First Virginia Bank-Colonial</p>
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ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

10000 West Broad Street
11200 Patterson Avenue
1794 Parham Road
2300 Hungary Road
5600 West Broad Street
5900 Brook Road
Fountain Square Shopping Center,
8044 West Broad Street
Laburnum Avenue & Finlay Street
Virginia Center Commons Mall, Room 234
EFT: Virginia Center Commons Mall,
U. S. Route 1

Brs: Hanover Bank
11400 Nuckols Road, Glen Allen
8001 West Broad Street

Br: Regency Bank
River Road Shopping Center,
6201 River Road

HENRY COUNTY

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

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

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

HIGHLAND COUNTY

Blue Grass Valley Bank, The
6 Main Street
Blue Grass

First and Citizens Bank
Monterey

ISLE OF WIGHT COUNTY

Bank of Isle of Wight
1803 S Church Street
Smithfield

Farmers Bank, Windsor, Virginia
50 E Windsor Boulevard
Windsor
Br: 1119 South Church Street, Smithfield

JAMES CITY COUNTY

Brs: Chesapeake Bank
4492 John Tyler Highway
SE Corner of State Route 5 and,
Ironbound Road
EFTS: Southwest corner of Ironbound Road
and State Route 5

Williamsburg Pottery Factory, Inc.,
Building #8, Lightfoot
Williamsburg Pottery Factory, Inc.,
Building #3, Lightfoot

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

JAMES CITY COUNTY (Continued)

Brs: Crestar Bank
496 McLaws Circle
5700 Williamsburg Landing Drive
6385 Richmond Road, Lightfoot

KING AND QUEEN COUNTY

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

KING GEORGE COUNTY

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

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

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

KING WILLIAM COUNTY

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

Citizens and Farmers Bank
8th & Main Streets
West Point

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

Br: Southside Bank
Aylett

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

LANCASTER COUNTY

Bank of Lancaster
100 Main Street
Kilmarnock

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

Chesapeake Bank
97 North Main Street
Kilmarnock

Brs: 10 Lancaster Drive, Irvington
King Carter Drive and Tavern Road,
Irvington
State Routes 3 and 201, Lively

EFT: Rappahannock General Hospital,
Harris Road

Br: First Virginia Bank - Commonwealth
Lancaster Square Shopping Center,

State Route 3, Kilmarnock

LEE COUNTY

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

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

Peoples Bank, The
Highway 58
Ewing
Brs: Rose Hill
Northside Of U.S. Route 58, Gibson Station
U. S. Route 58 at State Route 647,
Jonesville

LOUDOUN COUNTY

Community Bank of Northern Virginia
107 Free Court
Sterling

Brs: Crestar Bank
1007 Edwards Ferry Road, N. E., Leesburg
11 Pidgeon Hill Drive, Sterling
EFTS: 45131 Columbia Place, Wal-Mart #2038,
Sterling
950 Edwards Ferry Road, N.E.,
Wal-Mart #1904, Leesburg

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

LOUDOUN COUNTY (Continued)

Brs: F & M Bank - Winchester (Continued)
7 West Market Street, Leesburg
EFTS: 502 South King Street, Leesburg
Lansdowne Conference Resort,
44050 Woodridge Parkway, Leesburg
Loudoun County Government Complex,
One Harrison Street, SE, Leesburg

Brs: First Virginia Bank
101 Enterprise Street, Sterling
20522 Falcons Landing Circle, Sterling
20789 Great Falls Plaza
20921 Davenport Drive Suite 105, Sterling
43365 Junction Plaza, Ashburn
504 East Market Street, Leesburg
Loudoun Valley Shopping Center,

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

Purcellville
EFT: 22605 Sterling Boulevard, Sterling

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

Middleburg Bank, The
111 West Washington St
Middleburg

Brs: 431 East Main Street, Purcellville
Harrison Street and Catocin Circle,
Leesburg

Brs: Southern Financial Bank
101 West Washington Street, Middleburg
526 East Market Street, Leesburg

Br: United Bank
101 East Holly Avenue, Sterling

LOUISA COUNTY

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

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

LUNENBURG COUNTY

Benchmark Community Bank
100-102 South Broad Street
Kenbridge

Br: 1910 Main Street, Victoria

MADISON COUNTY

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

MATHEWS COUNTY

Br: Chesapeake Bank
State Routes 198 and 14, Mathews
EFTS: State Routes 14 and 198, Mathews
State Routes 198 and 3

MECKLENBURG COUNTY

Br: Benchmark Community Bank
828 North Mecklenburg Avenue, South Hill

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

MIDDLESEX COUNTY

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

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

Brs: First Virginia Bank - Commonwealth
Cross and Prince George Street, Urbanna
Southside Of State Route 33, 1/2 Mile West
of County Route 1101, Deltaville
U.S. Route 17, Saluda

Brs: Southside Bank
291 Virginia Street, Urbanna
State Routes 3 & 33, Hartfield
southwest corner of the intersection
of State Route 33 & State Route 1101,
Deltaville

MONTGOMERY COUNTY

Brs: First Virginia Bank - Southwest
151 Country Club Drive, Blacksburg
2105 Roanoke Street, Christiansburg
6936 Roanoke Road, Shawsville
902 Price's Fork Road, Blacksburg
985 Cambria Street NE, Christiansburg
State Route 114 & U.S. Route 460,
Christiansburg

NELSON COUNTY

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

NEW KENT COUNTY

Brs: Citizens and Farmers Bank

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

<p>State Route 249, Quinton U.S. Route 60 & State Route 155, Providence Forge</p>	<p>PAGE COUNTY</p> <p>Br: Crestar Bank 20 E. Luray Shopping Center, Luray</p>
<p>NORTHAMPTON COUNTY</p>	
<p>Br: Crestar Bank 10233 Rogers Road, Nassawadox 21263 Lankford Highway, Cheriton</p>	<p>Farmers & Merchants Bank of Stanley 302 West Main Street Stanley</p> <p>Br: 511 South Third Street, Shenandoah 800 East Main Street, Luray</p>
<p>Eastville Bank, The 16485 Lankford Highway Eastville</p>	<p>EFT: First Virginia Bank-Blue Ridge 600 4th. Street, Shenandoah</p>
<p>EFT: Farmers & Merchants Bank-Eastern Shore Northampton-Accomack Mem. Hospital, 9507 Hospital Avenue, Nassawadox</p>	<p>Page Valley Bank, The 17 West Main Street Luray</p> <p>Br: 612 East Main Street, Luray</p>
<p>Br: First Virginia Bank of Tidewater Shore Plaza Shopping Center, 4050 Lankford Highway, Exmore</p>	<p>PATRICK COUNTY</p> <p>Br: Crestar Bank West Blue Ridge Avenue, Stuart</p>
<p>NORTHUMBERLAND COUNTY</p>	
<p>Bank of Northumberland, Incorporated Heathsville</p> <p>Br: Southwest Corner Of U.S. Route 360 & State Route 200, Burgess U.S. Route 360, Calleo</p>	<p>First Bank of Stuart, The Blue Ridge and Main Streets Stuart</p> <p>Br: North side of U. S. Route 58, near State Route 682, Patrick Springs North side of U.S. Route 58 at State Route 758, Meadows of Dan South Side of State Route 773, near State Route 675, Ararat Village Shopping Center, Stuart West side of State Route 8, 0.4 mile south of State Route 40, Woolwine</p>
<p>Br: First Virginia Bank 4 Warsaw Road, Callao U.S. Route 360 and State Route 634, Heathsville</p>	
<p>NOTTOWAY COUNTY</p>	
<p>Br: Benchmark Community Bank 1500-1508 W. Virginia Avenue, Crewe</p>	
<p>Citizens Bank and Trust Company 126 S Main Street Blackstone</p> <p>Br: 101 N Main Street(D-I), Blackstone 210 Carter Street, Crewe Agnew Street & Namozine Avenue, Burkeville State Routes 40 & 46, Blackstone</p>	
<p>ORANGE COUNTY</p>	
<p>Br: Crestar Bank 101 East Main Street, Orange</p>	
<p>Br: First Virginia Bank-Blue Ridge 235 Madison Road, Orange</p>	
<p>Br: Second Bank & Trust Market Place Shopping Center at Lake of the Woods, 36081 Goodwin Drive, Locust Grove</p>	
<p>Br: Virginia Community Bank 185 Madison Rd</p>	

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

PITTSYLVANIA COUNTY

13414 Dumfries Road
14091 John Marshall Highway, Gainesville
14229 Potomac Mills Road, Woodbridge
7900 Sudley Road
EFT: 202 Mill Street, Occoquan

Brs: First Virginia Bank-Piedmont
Staunton Plaza Shopping Center, Hurt
Westover Drive and James Road

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

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

POWHATAN COUNTY

Central Virginia Bank
2501 Anderson Highway
Powhatan

Brs: 2036 New Dorset Road
2490 Anderson Highway

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

PRINCE EDWARD COUNTY

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

Br: Security Bank Corporation
7801 Sudley Road

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

Br: Southern Financial Bank
13542 Minnieville Road, Woodbridge

PULASKI COUNTY

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

Brs: Crestar Bank
New River Shopping Center
Routes 114 and 600

Br: First Virginia Bank - Southwest
1105 Bob White Boulevard
4655 Cleburne Boulevard, Dublin
Lee Highway & Trinkle Avenue, Dublin

PRINCE GEORGE COUNTY

Br: Bank of Southside Virginia, The
6400 Courthouse Road

Br: Crestar Bank
4305 Mahone Avenue, Fort Lee

EFT: Fort Lee Main Exchange, Fort Lee

Br: First Virginia Bank-Colonial
5320 Oaklawn Boulevard

RAPPAHANNOCK COUNTY

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

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

PRINCE WILLIAM COUNTY

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

EFTS: 14000 Worth Avenue, Wal-Mart #1852
14050 Worth Avenue, Sam's #6371
7412 Stream Walk Lane, Wal-Mart #1825

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

RICHMOND COUNTY

Northern Neck State Bank
2 East Richmond Road
Warsaw

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

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

400 Augusta Avenue, Grottoes
U S Route 33 and State Route 644

Farmers & Merchants Bank
205 Main Street
Timberville

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

ROANOKE COUNTY

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

EFT: Creekside Market, 8201 Williamson Road

Br: Bank of Floyd, The
4094 Postal Drive

Brs: Crestar Bank
210 East Washington Avenue, Vinton
2730 Ogden Road, S. W.
4025 Brambleton Avenue
7227 Williamson Road

EFT: 3504 Electric Road, S. W.

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

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

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

EFT: 305 Augusta Avenue, Grottoes

Br: Rockingham Heritage Bank
410 Spotswood Avenue, Elkton

RUSSELL COUNTY

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

Br: 970 East Main Street, Lebanon

Brs: First Virginia Bank-Mountain Empire
Main Street, Cleveland
Redbud Highway, Honaker
Russell County Shopping Center, Lebanon
U.S. Highway 58, Castlewood

ROCKBRIDGE COUNTY

Bank of Rockbridge
Raphine

Brs: 836 Rockbridge Rd, Glasgow
College Square Shopping Center,
Us Route 11 North
State Route 252, Brownsburg
U.S. Route 11, Fairfield

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

Br: Crestar Bank
U.S. Route 11 North

EFT: U.S. Highway 11 North, Wal-Mart #1355

SCOTT COUNTY

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

Brs: First Virginia Bank-Mountain Empire
1000 North Fork Boulevard, Duffield
Gateway Plaza Shopping Center, Gate City
Highway 71 and State Route 682,
Nickelsville

SCOTT COUNTY (Continued)

Brs: First Virginia Bank-Mountain Empire
(Continued)
Main Street, Dungannon

ROCKINGHAM COUNTY

Br: Crestar Bank
1905 East Market Street
EFT: Massanutten Resort Grocery Store,
State Route 644

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

EFTS: 121 N. Main Street, Bridgewater
261 Lee Street, Broadway

SHENANDOAH COUNTY

Brs: Crestar Bank
300 Stoney Creek Boulevard, Edinburg
9397 Congress Street, New Market

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

EFTS: 1502 Orkney Grade, Bayse

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

250 Conicville Road, Mount Jackson
60 Stoney Creek Road, Edinburg
Intersection Of U.S. Route 11 and 42,
Woodstock
U.S. Route 211 and Cadet Road,
New Market

First Bank
100 West King Street
Strasburg

Br: 860 South Main Street, Woodstock
EFTS: 294 Front Royal Road, Strasburg
Shenandoah Memorial Hospital,
759 South Main Street, Woodstock
Strasburg Square Shopping Center,
U. S. Route 11 North, Strasburg

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

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

SPOTSYLVANIA COUNTY

22510 Linden Street, Courtland

Brs: Crestar Bank
3557 Plank Road
5101 Jefferson Davis Highway
8970 Courthouse Road, Spotsylvania
Courthouse
EFT: 3700 Plank Road, Wal-Mart #1833

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

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

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

Br: Virginia Community Bank
10645 Courthouse Road

SMYTH COUNTY

Bank of Marion, The
102 West Main Street
Marion

Br: 1600 N Main Street, Marion
Parcel 'e' Chilhowie Shopping Center,
Chilhowie
South Main St & Washington Avenue,
Marion

EFT: 1193 North Main Street, Marion
First Community Bank of Saltville
205 Main Street
Saltville

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

Br: Highlands Union Bank
1425 North Main Street, Marion

SOUTHAMPTON COUNTY

Brs: Bank of Franklin, The
22334 General Thomas Highway, Newsoms
Shands Shopping Center, Highway 58 East,
Courtland

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

Br: Bank of Sussex and Surry, The
Main Street, Ivor

Brs: James River Bank
22241 Main Street, Courtland

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

SPOTSYLVANIA COUNTY (Continued)

Virginia Heartland Bank
4700 Harrison Road
Br: 5996 Plank Road

STAFFORD COUNTY

Br: Crestar Bank
160 Garrisonville Road
EFT: 217 Garrisonville Road, Wal-Mart #2438

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

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

Br: Union Bank and Trust Company
622 Cambridge Street

SURRY COUNTY

Br: Bank of Sussex and Surry, The
State Route 10, Surry

Br: First Virginia Bank - Commonwealth
200 E Main Street, Surry

SUSSEX COUNTY

Brs: Bank of Southside Virginia, The
Jarrett Avneue
Main Street, Stoney Creek
U.S. Route 460 & Route 631, Wakefield
EFT: Interstate 95 and U. S. Route 301,
Stony Creek

Bank of Sussex and Surry, The
205 Railroad Avenue
Wakefield
EFT: 521-541 County Drive, Wakefield

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

TAZEWELL COUNTY

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

First Community Bank of Southwest Virginia, Inc.
643 East Riverside Drive
Tazewell
Br: Railroad Avenue & Third Street, Richlands

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

First Virginia Bank-Clinch Valley
Hillsboro and Market Streets
Tazewell

Brs: 1616 Second Street, Richlands
501 Railroad Avenue, Richlands
502 Commerce Drive, Bluefield
814 West Riverside Drive, Tazewell
Cedar Valley Drive, Cedar Bluff
Corner of Water and Center Streets,
Pocahontas
Old Route 460, Raven
U. S. Route 19/460 & State Route 16,
Tazewell
U. S. Route 460 & State Route 719,
Claypool Hill
West Main 201, Tazewell

Br: Miners and Merchants Bank and Trust
Company
1905 Front Street, Richlands

WARREN COUNTY

Br: Crestar Bank
200 Remount Road, Front Royal

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

WARREN COUNTY (Continued)

Br: First Bank
508 North Commerce Avenue, Front Royal

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

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

WASHINGTON COUNTY

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

Brs: First Bank and Trust Company, The
933 E Main Street, Abingdon
Intersection of US Routes 19 and 11

First Virginia Bank-Mountain Empire
498 Cummings Street
Abingdon

Brs: Laurel Avenue, Damascus
State Route 80, Meadowview
U.S. Route 11 and State Route 704
U.S. Route 58 S Of State Route 716,
Damascus

Highlands Union Bank
340 West Main Street
Abingdon

Brs: 164 Jonesborough Road, Abingdon
24412 Maringo Road, Abingdon

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

WESTMORELAND COUNTY

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

Br: Northern Neck State Bank
State Route 3, Montross

Peoples Community Bank
Kings Highway
Montross

WISE COUNTY

First Commonwealth Bank
303 West Main Street

Br: First Community Bank of Southwest
Virginia, Inc.
8044 Main Street, Pound

Brs: First Virginia Bank-Mountain Empire
Pound
335 Main Street, Coeburn
621 Wood Avenue, Big Stone Gap
Main Street, Pound
U.S. Route 23, Business & U.S. Route 23,
Bypass

Miners Exchange Bank
483 Front Street
Coeburn

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

WYTHE COUNTY

Br: Bank of Marion, The
512 North Main Street, Rural Retreat

First Century Bank
200 Peppers Ferry Rd
Wytheville

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

Brs: First Community Bank of Southwest
Virginia, Inc.
910 East Main Street, Wytheville
Intersection of State Route 94 and
U.S. Route 52, Max Meadows

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

ALPHABETICAL LISTING BY LOCATION OF STATE BANKS
AND BRANCHES PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

YORK COUNTY

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

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

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

First Virginia Bank - Commonwealth
4360 George Washington Memorial Hgwy
Grafton

Br: 5003 Victory Boulevard

(D-I) Drive In

(ND) Night Depository

(EFT) Electronic Funds Transfer Facility

OUT OF STATE BRANCHES OF VIRGINIA BANKS AS OF DECEMBER 31, 1997

WASHINGTON, D.C.

Brs: Crestar Bank
 1100 G Street N.W.
 1776 H Street N.W.
 340 Florida Avenue, N.E.
 1111 Connecticut Avenue, N.W.
 1225 Connecticut Avenue, N.W.
 1300 L Street, N.W.
 1340 Good Hope Road, S.E.
 1369 Connecticut Avenue, N.W.
 1445 New York Avenue, N.W.
 1571 Alabama Avenue, S.E.
 1700 K Street, N.W.
 1750 New York Avenue, N.W.
 1800 Columbia Road, N.W.
 1925 K Street, N.W.
 2 Massachusetts Avenue, N.W.
 2929 M Street, N.W.
 300 Pennsylvania Avenue, S.E.
 3301 New Mexico Avenue, N.W.
 3440 Wisconsin Avenue, N.W.
 410 Rhode Island Avenue, N.W.
 5000 Connecticut Avenue, N.W.
 555 12th Street, N.W.
 5601 3rd Street, N.E.
 6422 Georgia Avenue, N.W.
 965 L'Enfant Plaza North, S.W.
 EFT: 3435 Connecticut Avenue, NW

Brs: George Mason Bank, The
 1225 Eye Street, N.W.
 1667 K Street, N.W.
 4900 Massachusetts Avenue, N.W.

MARYLAND

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

4805 Annapolis Road, Bladensburg
 15994 Annapolis Road, Bowie
 6106 Laurel-Bowie Road, Bowie
 14118 Brandywine Road, Brandywine
 3145 Marshall Hall Road, Bryans Road
 3901 National Drive, Burtonsville
 403 Academy Street, Cambridge
 7106 Temple Hills Road, Camp Springs
 2 W. Rolling Crossroads, Catonsville
 612 Frederick Road, Catonsville
 St. Rt. 5 & Golden Beach Road,
 Charlotte Hall
 611 Washington Avenue, Chestertown
 49 Wisconsin Circle, Chevy Chase
 8510 Connecticut Avenue, Chevy Chase
 23400 Frederick Road, Clarksburg
 8924 Woodyard Road, Clinton
 9701 York Road, Cockeysville
 5600 Greenbelt Road, College Park
 Adele H. Stamp Union, College Park
 6400 Freetown Road (D-I), Columbia
 6470 Freetown Road, Columbia
 9916 Main Street, Damascus
 6224 Marlboro Pike, District Heights
 1135 Merritt Boulevard, Dundalk
 7848 Eastpoint Mall, Dundalk
 10500 Southern Maryland Boulevard,
 Dunkirk
 30 N. Harrison Street, Easton
 9080 Baltimore National Pike, Ellicott City
 3300 Donnell Drive, Forestville
 3550 Donnell Drive (D-I),
 Penn Mar Shopping Center, Forestville
 10801 Indian Head Highway,
 Fort Washington
 1700 Rosemont Avenue, Frederick
 29 West Patrick Street, Frederick
 16000 Shady Grove Road, Gaithersburg
 18200 Flower Hill Way, Gaithersburg
 19134 Montgomery Village Avenue,
 Gaithersburg
 78 Bureau Drive, Gaithersburg
 800 Muddy Branch Road, Gaithersburg
 1163 Maryland Route 3, Gambrills
 12605 Wisteria Drive, Germantown
 100 Crain Highway, SW, Glen Burnie
 206 Harundale Mall, Glen Burnie
 7063 Baltimore-Annapolis Boulevard,
 Glen Burnie
 7701 Greenbelt Road, Greenbelt
 3500 East-West Highway, Hyattsville
 6404 Belcrest Road (D-I),
 PG Plaza Shopping Center, Hyattsville
 3470 University Boulevard W, Kensington
 6640 Crain Highway, LaPlata
 6501 Sheriff Road, Landover
 8211 Ardmore-Ardwick Road, Landover

OUT OF STATE BRANCHES OF VIRGINIA BANKS AS OF DECEMBER 31, 1997

MARYLAND (Continued)

Brs: Crestar Bank (Continued)
 3911 62nd Avenue, Landover Hills
 9411 Annapolis Road, Lanham
 1010 Largo Center Drive, Largo
 13300 Laurel-Bowie Road, Laurel
 14070 Baltimore Avenue, Laurel
 14401 Sweitzer Lane, Laurel
 6835 Olney-Laytonsville Road, Laytonsville
 160 Shangri-La Drive, Lexington Park
 4625 Old Branch Avenue, Marlow Heights
 11323 Fingerboard Road, Monrovia
 7788 Riverdale Road, New Carrollton
 5702 Coastal Highway, Ocean City
 18110 Village Mart Drive, Olney
 41 Audrey Lane, Oxon Hill
 7699 Harford Road, Parkville
 8704 Belair Road, Perry Hall
 14300 Jarrettsville Pike, Phoenix
 103 Reisterstown Road, Pikesville
 1704 Reisterstown Road, Pikesville
 9812 Falls Road, Potomac
 597 Solomons Island Road, N.,
 Prince Frederick
 11704 Reisterstown Road, Reisterstown
 4415 East West Highway (D-I), Riverdale
 6200 Baltimore Boulevard, Riverdale
 11200 Rockville Pike, Rockville
 121 Congressional Lane, Rockville
 1475 Rockville Pike (D-I), Rockville
 2131 Viers Mill Road, Rockville
 2433 Wootton Parkway, Rockville
 5274 Randolph Road, Rockville
 5504 Norbeck Road, Rockville
 7969 Tuckerman Lane, Rockville
 306 West Carroll Street, Salisbury
 566B Ritchie Highway, Severna Park
 12325 Georgia Avenue, Silver Spring
 12500 Prosperity Drive, Silver Spring
 1286 East-West Highway, Silver Spring
 1371 Lamberton Drive, Silver Spring
 1700 Elton Road, Silver Spring
 2279 Bel Pre Road, Silver Spring
 3876 International Way, Silver Spring
 8700 Georgia Avenue, Silver Spring
 6931 Laurel Avenue, Takoma Park
 12254 Tullamore Road, Timonium
 22 West Pennsylvania Avenue, Towson
 307 East Joppa Road, Towson
 825 Dulaney Valley Road, Towson
 900 Kenilworth Drive, Towson
 24 Watkins Park Drive, Upper Marlboro
 5750 S.E. Crain Highway, Upper Marlboro
 7620 S. Osborne Road, Upper Marlboro
 2 St. Patrick's Drive, Suite 102, Waldorf
 3070 Leonardtown Road, Waldorf

11201 Viers Mill Road, Wheaton
 13975 Connecticut Avenue, Wheaton
 EFTS: 7201 Rossville Boulevard, Baltimore
 10400 Fernwood Road, Bethesda
 5225 Pooks Hill Road, Bethesda
 800 South Rolling Road, K Building,
 Catonsville
 8054 Bayside Road, Chesapeake Beach
 12210 Clarksville Pike, Clarksville
 2 Warren Road, Cockeysville
 Adele H. Stamp Union Building, University
 of Maryland Campus, College Park
 Byrd Stadium/Cole Field House, University
 of Maryland Campus, College Park
 Ellicott Hall Dormitory, Stadium Drive,
 College Park
 South Campus Dining Hall, University of
 Maryland, College Park
 7635-B Murray Hill, Columbia
 3045 Rogers Avenue, Ellicott City
 4892 Montgomery Road, Ellicott City
 9811 Washingtonian, Gaithersburg
 4700 Muddy Creek Road, Galesville
 3944 Sykesville Road, Gamber
 13605 Triadelphia Road, Genelg
 3737 Branch Highway, Hillcrest Heights
 910 Philadelphia Road, Joppa
 9105-B All Saints Road, Laurel
 421 S. Camp Meade Road, Linthicum
 11790 H G Truman Road, Lusby
 12200 Tullamore Road, Lutherville
 4101 Norrisville Road, Madonna
 4802 Rocks Road, Pylesville
 12780 Frederick Road, West Friendship
 11160 Viers Mill Road, Wheaton
 2420 Whiteford Road, Whiteford

Brs: George Mason Bank, The
 7626 Old Georgetown Road, Bethesda
 12101 Rockville Pike, Rockville

GREAT BRITAIN (UK)

Br: Capital One Bank
 No. 1 Northumberland Avenue, London

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

American National Bankshares, Inc., 628 Main Street, P. O. Box 191, Danville, VA 24543
C.E.O. - Charles H. Majors, President
American National Bank and Trust Company, Danville, VA

BB&T Corporation, P.O. Box 1290, Winston-Salem, NC 27102
C.E.O. - G. Robert Aston, Jr., President
Branch Banking and Trust Company, Winston-Salem, NC
Branch Banking and Trust Company of South Carolina, Greenville, SC
Branch Banking and Trust Company of Virginia, Virginia Beach, VA
Fidelity Federal Savings Bank, Richmond, VA
United Carolina Bank of South Carolina, Greer, SC
Virginia First Savings Bank, Petersburg, VA

Ballston Bancorp Inc., 1275 K Street NW, Suite 1000, Washington, DC 22001
C.E.O. - Robert F. Kelleher, Chairman Of The Board
Bank of Northern Virginia, The, Arlington, VA

Bank of Southside Virginia Corporation, The, P.O. Box 40, Carson, VA 23830
C.E.O. - J. Peter Clements, President
Bank of Southside Virginia, The, Carson, VA

Bay Banks of Virginia, Inc., 100 South Main Street, Kilmarnock, VA 22482
C.E.O. - Austin L. Roberts, III, President
Bank of Lancaster, Kilmarnock, VA

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

Blue Ridge Bankshares, Inc., 17 West Main Street, P.O. Box 609, Luray, VA 22835
C.E.O. - Leland F. Pittman, President
Page Valley Bank, The, Luray, VA

Botetourt Bankshares, Inc., P.O. Box 339, Buchanan, VA 24066
C.E.O. - H. Watts Steger, III, President
Bank of Botetourt, Buchanan, VA

C & F Financial Corporation, 7th & Main Streets, P.O. Box 391, West Point, VA 23181
C.E.O. - Larry G. Dillon, President
Citizens and Farmers Bank, West Point, VA

CENIT Bancorp, Inc., 225 West Olney Road, Norfolk, VA 23510
C.E.O. - Michael S. Ives, President
CENIT Bank, Virginia Beach, VA
CENIT Bank, FSB, Norfolk, VA

CNB Holdings, Inc., 900 Memorial Drive, P. O. Box 1060, Pulaski, VA 24301
C.E.O. - Hiawatha Nicely, Chairman Of The Board
Community National Bank, Pulaski, VA

Capital One Financial Corporation, 2980 Fairview Park Drive, Suite 1300, Falls Church, VA 22042
C.E.O. - Richard D. Fairbank, Chairman Of The Board
Capital One Bank, Richmond, VA
Capital One, FSB, Falls Church, VA

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

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

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

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- Century Bancshares, Inc., 1275 Pennsylvania Avenue, N. W., Washington, DC 20004
C.E.O. - Joseph S. Bracewell, Chairman Of The Board
Century National Bank, Washington, DC
- Chesapeake Financial Shares, Inc., 97 North Main Street, P.O. Box 1419, Kilmarnock, VA 22482
C.E.O. - Douglas D. Monroe, Jr., Chairman Of The Board
Chesapeake Bank, Kilmarnock, VA
- Commonwealth Bankshares, Inc., P.O. Box 1177, Norfolk, VA 23501
C.E.O. - E. J. Woodard, Jr., Chairman Of The Board
Bank of the Commonwealth, Norfolk, VA
- Commonwealth Community Bancorp, Inc., US Highway 460 East, P.O. Box 1010, Grundy, VA 24614
C.E.O. - James G. Graham, President
Miners and Merchants Bank and Trust Company, Grundy, VA
- Community Bankshares Incorporated, P.O. Box 2166, Petersburg, VA 23804
C.E.O. - Nathan S. Jones, III, President
Commerce Bank of Virginia, Richmond, VA
Community Bank, The, Petersburg, VA
County Bank of Chesterfield, Midlothian, VA
- Crestar Financial Corporation, 919 East Main Street, P.O. Box 26665, Richmond, VA 23261
C.E.O. - Richard G. Tilghman, Chairman of the Board
Crestar Bank, Richmond, VA
- Eagle Financial Services, Inc., P.O. Box 391, Berryville, VA 22611
C.E.O. - Lewis M. Ewing, President
Bank of Clarke County, Berryville, VA
- Eastern Virginia Bankshares, Inc., 307 Church Lane, P.O. Box 1005, Tappahannock, VA 22560-1005
C.E.O. - Mr. T. M. Boyd, Jr., President
Bank of Northumberland, Incorporated, Heathsville, VA
Southside Bank, Tappahannock, VA
- F & M Bank Corp., P.O. Box 1111, Timberville, VA 22853
C.E.O. - Julian D. Fisher, President
Farmers & Merchants Bank, Timberville, VA
- F & M National Corporation, P.O. Box 2800, Winchester, VA 22604
C.E.O. - W. M. Feltner, Chairman Of The Board
F & M Bank - Allegiance, Inc., Bethesda, MD
F & M Bank - Massanutten, Harrisonburg, VA
F & M Bank - Richmond, Richmond, VA
- F & M National Corporation, P.O. Box 2800, Winchester, VA 22604 (Continued)
F & M Bank - Winchester, Winchester, VA
F & M Bank-Central Virginia, Charlottesville, VA
F & M Bank-Emporia, Emporia, VA
F & M Bank-Peoples, Warrenton, VA
F & M Bank-Northern Virginia, Fairfax, VA
F & M Bank-Blakeley, Inc., Ranson, WV
F & M Bank-Keyser, Inc., Keyser, WV
F & M Bank - Martinsburg, Martinsburg, WV
- FNB Corporation, 105 Arbor Drive, P. O. Box 600, Christiansburg, VA 24073
C.E.O. - Samuel H. Tollison, President
First National Bank, Christiansburg, VA
- Fauquier Bankshares, Inc., P.O. Box 561, Warrenton, VA 20188
C.E.O. - C. Hunton Tiffany, President
Fauquier Bank, The, Warrenton, VA
- First American Corporation, 4th & Union Streets, Nashville, TN 37237
C.E.O. - Dennis C. Bottorff, Chairman
First American Federal Savings Bank, Roanoke, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

-
-
- First American National Bank, Nashville, TN
- First Bancorp, Inc., 236 W Main St., Lebanon, VA 24266
C.E.O. - William H. Hayter, President
First Bank & Trust Company of Tennessee, Johnson City, TN
First Bank and Trust Company, The, Lebanon, VA
- First Citizens BancShares, Inc., 239 Fayetteville St., P.O. Box 27131 CTX 07, Raleigh, NC 27611
C.E.O. - Lewis R. Holding, Chairman Of The Board
Atlantic States Bank, Raleigh, NC
First-Citizens Bank & Trust Company, Raleigh, NC
First-Citizens Bank & Trust Company, White Sulphur Springs, WV
First-Citizens Bank, A Virginia Corporation, Roanoke, VA
- First Community Bancshares, Inc., 1001 Mercer Street, P.O. Box 5909, Princeton, WV 24740
C.E.O. - James L., Sr. Harrison, President
Blue Ridge Bank, Sparta, NC
First Community Bank, Inc., Buckhannon, WV
First Community Bank of Mercer County, Inc., Princeton, WV
First Community Bank of Southwest Virginia, Inc., Tazewell, VA
- First National Corporation, 112 West King Street, Strasburg, VA 22657
C.E.O. - Ronald F. Miller, President
First Bank, Strasburg, VA
- First Union Corporation, One First Union Center, Charlotte, NC 28288
C.E.O. - Edward E. Crutchfield, Jr., Chairman Of The Board
First Union Home Equity Bank, N.A., Charlotte, NC
First Union National Bank, Avondale, PA
First Union National Bank, Charlotte, NC
First Union National Bank of Delaware, Wilmington, DE
First Union Trust Company, N.A., Wilmington, DE
- First Virginia Banks, Inc., One First Virginia Plaza, 6400 Arlington Boulevard, Falls Church, VA 22042
C.E.O. - Barry J. Fitzpatrick, Chairman Of The Board
First Virginia Bank, Falls Church, VA
First Virginia Bank - Commonwealth, Grafton, VA
First Virginia Bank - Franklin County, Rocky Mount, VA
First Virginia Bank - Southwest, Roanoke, VA
First Virginia Bank of Tidewater, Norfolk, VA
First Virginia Bank-Blue Ridge, Staunton, VA
First Virginia Bank-Clinch Valley, Tazewell, VA
First Virginia Bank-Colonial, Richmond, VA
First Virginia Bank-Mountain Empire, Abingdon, VA
First Virginia Bank-Piedmont, Lynchburg, VA
First Virginia Bank-Maryland, Upper Malboro, MD
Tri-City Bank and Trust Company, Blountville, TN
Farmers Bank of Maryland, Annapolis, MD
Atlantic Bank, Ocean City, MD
First Vantage Bank-Tennessee, Knoxville, TN
The Caroline County Bank, Greensboro, MD
- Franklin Bancorporation Inc., 1722 I (eye) Street NW, Washington, DC 22314
C.E.O. - Robert P. Pincus, President
Franklin National Bank of Washington, DC, Washington, DC
- GNB Bankshares Corporation, P.O. Box 2080, Grundy, VA 24614
C.E.O. - William B. Compton, President
Grundy National Bank, Grundy, VA
- George Mason Bankshares, Inc., 11185 Main Street, P.O. Box 600, Fairfax, VA 22030
C.E.O. - Bernard H. Clineburg, President
George Mason Bank, The, Fairfax, VA

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

- GrandBanc, Inc., 1800 Rockville Pike, Rockville, MD 20852
C.E.O. - Steven K. Colliatie, President
GrandBank Bank, Rockville, MD
- Grayson Bankshares, Inc., P.O. Box 186, Independence, VA 24348
C.E.O. - Carl J. Richardson, President
Grayson National Bank, Independence, VA
- Guaranty Financial Corporation, 1658 State Farm Boulevard, Charlottesville, VA 22911
C.E.O. - Thomas P. Baker, President
Guaranty Bank, Charlottesville, VA
- Heritage Bankshares, Inc., 200 E. Plume Street, P.O. Box 3749, Norfolk, VA 23514
C.E.O. - Robert J. Keogh, President
Heritage Bank & Trust, Norfolk, VA
- Highland County Bankshares, Inc., P.O. Box 529, Monterey, VA 24465-0529
C.E.O. - Delbert Rexrode, Jr., Vice President
First and Citizens Bank, Monterey, VA
- Highlands Bankshares, Inc., P. O. Box 1128, Abingdon, VA 24212
C.E.O. - Samuel L. Neese, Executive Vice President
Highlands Union Bank, Abingdon, VA
- Independent Community Bankshares, Inc., 111 West Washington Street, Middleburg, VA 22117
C.E.O. - Joseph L. Boling, Chairman Of The Board
Middleburg Bank, The, Middleburg, VA
The Tredegar Trust Company, Richmond, VA
- James River Bankshares, Inc., 101 E. Washington Street, P. O. Box 410, Suffolk, VA 23439
C.E.O. - Harold U. Blythe, President
Bank of Isle of Wight, Smithfield, VA
Bank of Suffolk, Suffolk, VA
James River Bank, Waverly, VA
First Colonial Bank, FSB, Hopewell, VA
- Key Capital Corporation, 7F Gwynns Mill Court, Owings Mills, MD 21117
C.E.O. - David H. Wells, Jr., President
Key Bank and Trust, Owings Mills, MD
- Mainstreet Bankgroup Incorporated, 1 Ellsworth Street, P. O. Box 4831, Martinsville, VA 24115
C.E.O. - Michael R. Brenan, Chairman Of The Board
Bank of Carroll, Hillsville, VA
Bank of Ferrum, Ferrum, VA
Commerce Bank Corporation, College Park, MD
First Bank of Stuart, The, Stuart, VA
First Community Bank, Forest, VA
First Community Bank of Saltville, Saltville, VA
First National Bank of Clifton Forge, The, Clifton Forge, VA
Hanover Bank, Mechanicsville, VA
Piedmont Trust Bank, Martinsville, VA
MainStreet Trust Company, National Association, Martinsville, VA
- Marathon Financial Corporation, 4095 Valley Pike, Winchester, VA 22602
C.E.O. - Donald L. Unger, President
Marathon Bank, The, Stephens City, VA
- Marine BanCorp, Inc., The, 6395 Maddox Boulevard, Chincoteague, VA 23336
C.E.O. - Arthur C. Miles, Jr., President
Marine Bank, The, Chincoteague, VA
- Matewan Bancshares, Inc., P. O. Box 100, Williamson, WV 25661
C.E.O. - Dan R. Moore, President
Matewan Bank, FSB, Pikeville, KY
The Matewan National Bank, Williamson, WV

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

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

C.E.O. - H. Furlong Baldwin, Chairman of the Board
Annapolis Banking and Trust Company, The, Baltimore, MD
Baltimore Trust Company, Selbyville, DE
Bank of Southern Maryland, La Plata, MD
Calvert Bank and Trust Company, Prince Frederick, MD
Chestertown Bank of Maryland, Chestertown, MD
Citizens National Bank, The, Laurel, MD
County Banking and Trust Company, Elkton, MD
Eastville Bank, The, Eastville, VA
Farmers & Merchants Bank-Eastern Shore, Onley, VA
Fidelity Bank, The, Frostburg, MD
First National Bank of Saint Mary's at Leonardtown, The, Leonardtown, MD

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

Forest Hill State Bank, The, Bel Air, MD
Fredericktown Bank and Trust Company, Frederick, MD
Mercantile-Safe Deposit and Trust Company, Baltimore, MD
National Bank of Fredericksburg, The, Fredericksburg, VA
Peoples Bank of Maryland, The, Denton, MD
Peninsula Bank, Princess Anne, MD
Potomac Valley Bank, Gaithersburg, MD
St. Michaels Bank, St. Michaels, MD
Sparks State Bank, The, Sparks, MD
Westminster Bank and Trust Company of Carroll County, Westminster, MD

Mid-Atlantic Community BankGroup, Inc., 7171 George Washington Memorial Hwy., P. O. Box 1310, Gloucester, VA 23061

C.E.O. - William J. Farinholt, President
Peninsula Trust Bank, Incorporated, Gloucester, VA

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

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

Nationsbank Corporation, 1 Nationsbank Corporate Center, Charlotte, NC 28255

C.E.O. - Hugh L. McColl, Jr., Chief Executive Officer
Boatmen's First National Bank of Amarillo, Amarillo, TX
Boatmen's National Bank of Austin, Austin, TX
NationsBank, N.A. (Glynn County), Brunswick, GA
NationsBank, National Association, Charlotte, NC
NationsBank, National Association, Kansas City, MO
NationsBank of Delaware, N.A., Dover, DE
NationsBank of Kentucky, Inc., Hopkinsville, KY
NationsBank of Tennessee, Nashville, TN
NationsBank, of Texas, N.A., Dallas, TX
Sun World, N.A., El Paso, TX
Sunwest Bank of El Paso, El Paso, TX
Superior Federal Bank, FSB, Little Rock, AK

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

One Valley Bancorp, Inc., One Valley Square, P.O. Box 1793, Charleston, WV 25326

C.E.O. - J. Holmes Morrison, President
One Valley Bank, N.A., Charleston, WV
One Valley Bank of Huntington, Inc., Huntington, WV
One Valley Bank of Mercer County, Inc., Princeton, WV
One Valley Bank Ronceverte, National Association, Ronceverte, WV
One Valley Bank of Oak Hill, Inc., Oak Hill, WV
One Valley Bank, Inc., Morgantown, WV
One Valley Bank of Summersville, Inc., Summersville, WV
One Valley Bank-East, N.A., Martinsburg, WV
One Valley Bank-North, Inc., Moundsville, WV

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

One Valley Bank of Clarksburg, N.A., Clarksburg, WV
One Valley Bank-Central Virginia, N.A., Lynchburg, VA
Page Bankshares, Inc., P.O. Box 10, Stanley, VA 22851
C.E.O. - C. Gaylon Waters, Chief Executive Officer
Farmers & Merchants Bank of Stanley, Stanley, VA

Peoples Bankshares, Incorporated, P. O. Box 306, Montross, VA 22520
C.E.O. - William L. Johns, President
Peoples Community Bank, Montross, VA

Pinnacle Bankshares Corporation, 622 Broad Street, P. O. Box 29, Altavista, VA 24517
C.E.O. - Robert H. Gilliam, Jr., President
First National Bank of Altavista, The, Altavista, VA

Pocahontas Bankshares Corporation, 500 Federal Street, P.O. Box 1559, Bluefield, WV 24701
C.E.O. - R. W. Wilkinson, President
First Century Bank, Wytheville, VA
First Century Bank, Bluefield, WV

Powell Valley Bankshares, Inc., P.O. Box 100, Jonesville, VA 24263
C.E.O. - Lloyd C. Martin, Chief Executive Officer
Powell Valley National Bank, Jonesville, VA

Rappahannock Bankshares, Inc., P.O. Box 179, Washington, VA 22747
C.E.O. - John R. Conry, Jr., Executive Vice President
Rappahannock National Bank of Washington, The, Washington, VA

Regency Financial Shares Inc., 1011 East Main Street, Richmond, VA 23219
C.E.O. - Merlin A. Henkel, President
Regency Bank, Richmond, VA

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

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

Southern Financial Bancorp, Inc., 37 E. Main Street, Warrenton, VA 20116
C.E.O. - Georgia S. Derrico, Chairman Of The Board
Southern Financial Bank, Warrenton, VA

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

Summit Bankshares, Inc., P. O. Box 5, Raphine, VA 24472-0005
C.E.O. - W. Lowrie Tucker, III, President
Bank of Rockbridge, Raphine, VA

Tyson's Financial Corporation, 8200 Greensboro Drive, Suite 100, McLean, VA 22102
C.E.O. - Terrie G. Spiro, President
Tysons National Bank, McLean, VA

Union Bankshares Corporation, P.O. Box 446, Bowling Green, VA 22427
C.E.O. - G. William Beale, President
King George State Bank, Inc., King George, VA
Union Bankshares Corporation, P.O. Box 446, Bowling Green, VA 22427 (Continued)
Northern Neck State Bank, Warsaw, VA
Union Bank and Trust Company, Bowling Green, VA

United Bankshares, Inc., 500 Virginia Street East, P.O. Box 1508, Charleston, WV 26102
C.E.O. - Richard M. Adams, Chairman Of The Board
United Bank, Arlington, VA
United National Bank, Parkersburg, WV

REGISTERED BANK HOLDING COMPANIES OPERATING IN VIRGINIA
AND THEIR SUBSIDIARIES

United Community Bankshares, Inc., 100 East 4th Avenue, P. O. Box 594, Franklin, VA 23851
C.E.O. - Wenifred O. Pearce, President
Bank of Franklin, The, Franklin, VA
Bank of Sussex and Surry, The, Wakefield, 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
C.E.O. - Ellis L. Gutshall, President
Valley Bank, National Association, Roanoke, VA

Virginia Bank Bankshares, Inc., 336 Main Street, Danville, VA 24543
C.E.O. - D. C. Hastings, President
Virginia Bank and Trust Company, Danville, VA

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

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

Wachovia Corporation, 100 North Main Street, Winston-Salem, NC 27150
C.E.O. - L. M. Baker, Jr., President
Atlantic Savings Bank, FSB, Hilton Head, SC
Central Fidelity National Bank, Richmond, VA
First National Bank of Atlanta, The, New Castle, DE
1st United Bank, Boca Raton, FL
Jefferson National Bank, Charlottesville, VA
Wachovia Bank, National Association, Winston-Salem, NC

TRUST SUBSIDIARIES

Signet Trust Company
7 North Eighth Street
Richmond, Virginia 23219

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

FOREIGN BRANCH

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

TRUST COMPANY REPORTS OF CONDITION

	IT-5	IT-4
	OLD DOMINION TRUST COMPANY	MENTOR TRUST COMPANY, VIRGINIA
	NORFOLK	RICHMOND
	1 OFFICE	1 OFFICE
ASSETS		
1. Cash Due from Depository Institutions	\$ 794	\$ 0
2. Cash Equivalent Accounts	377,052	391,029
3. U. S. Treasury Securities	1,087,376	1,816,259
4. U. S. Government Agency Securities.....	295,588	0
5. Obligations of States and Political Subdivisions	0	0
6. Other Bonds, Notes and Debentures	0	0
7. Premises, Furniture, Fixtures	121,549	9,525
8. Accounts Receivable	0	0
9. Other Assets.....	26,834	0
10. TOTAL ASSETS	\$ 1,909,193	\$ 2,216,813
LIABILITIES		
11. Accounts Payable.....	\$ 0	\$ 0
12. Taxes Payable	(69)	0
13. Mortgage Indebtedness	0	0
14. Borrowings	0	0
15. Other Liabilities	909	219,200
16. TOTAL LIABILITIES	840	219,200
EQUITY CAPITAL		
18. Perpetual Preferred Stock.....	0	10,000
19. Common Stock	1,122,500	497,000
20. Surplus.....	377,500	1,491,000
21. Reserve for Operating Expenses	711,568	0
22. Retained Earnings (Losses)	(303,215)	(387)
23. TOTAL EQUITY CAPITAL.....	1,908,353	1,997,613
24. TOTAL LIABILITIES AND EQUITY CAPITAL.....	\$ 1,909,193	\$ 2,216,813

DECEMBER 31, 1997

IT-3					
THE					
TRUST COMPANY					
OF VIRGINIA					
RICHMOND					
2 OFFICES					
\$ 278,035					1
0					2
904,877					3
0					4
0					5
0					6
116,294					7
202,678					8
60,715					9
\$ 1,562,599					10
\$ 71,182					11
0					12
0					13
0					14
0					15
71,182					16
0					17
980,328					18
780,832					19
1,000,000					20
(1,269,743)					21
1,491,417					22
\$ 1,562,599					23

ALPHABETICAL LISTING OF TRUST COMPANIES AS OF DECEMBER 31, 1997

Mentor Trust Company, Virginia
901 East Byrd Street, West Tower
6th Floor, Suite 2
Richmond 23219
C.E.O.- Charles M. Aulino, President

Trust Company of Virginia, The
6800 Paragon Place, Suite 237
Richmond 23230
C.E.O.- Douglas A. Nunn, President

Br: City of Colonial Heights-
764 E. Ellerslie Avenue

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

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE TRUST COMPANY ACT**

NEW INDEPENDENT TRUST COMPANIES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
02/07/97	Old Dominion Trust Company	109 E. Main Street, Suite 410 City of Norfolk, VA	Approved 04/30/97

BRANCHES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
02/13/97	Trust Company of Virginia, The Richmond, VA	764 E. Ellerslie Avenue City of Colonial Heights, VA	Approved 06/30/97

TRUST COMPANY STATUS CHANGES - 1997

NEW INDEPENDENT TRUST COMPANIES

July	01	Old Dominion Trust Company opened for business at 109 E. Main Street, Suite 410, City of Norfolk, VA
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BRANCHES

December	30	The Trust Company of Virginia opened a branch office at 764 E. Ellerslie Avenue, City of Colonial Heights, VA
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CONSOLIDATED REPORT OF CONDITION - VIRGINIA SAVINGS INSTITUTIONS
DECEMBER 31, 1996 AND DECEMBER 31, 1997
(IN THOUSANDS OF DOLLARS)

	SAVINGS INSTITUTIONS DECEMBER 31, 1996 4 BRANCHES	SAVINGS INSTITUTIONS DECEMBER 31, 1997 3 BRANCHES
ASSETS		
1. Cash deposits and investment securities	\$15,334	\$15,885
2. Mortgage pool securities	1,215	837
3. Mortgage loans	67,513	68,381
4. Nonmortgage loans	8,154	14,435
5. Repossessed assets	338	233
6. Real estate held for investment	56	103
7. Investments in service corporations and subsidiaries	87	103
8. Office premises and equipment	2,823	2,734
9. Other assets	1,051	1,104
10. TOTAL ASSETS	\$96,571	\$103,815
LIABILITIES		
11. Deposits	\$79,215	\$87,638
12. Unamortized yield adjustments on deposits	(1)	(6)
13. Advances from FHLBank	3,060	200
14. Other borrowings	6,020	6,133
15. Other liabilities	333	717
16. TOTAL LIABILITIES	88,627	94,682
EQUITY CAPITAL		
17. Perpetual preferred stock	0	0
18. Common stock	2,296	2,155
19. Paid in excess of par	3,443	3,976
20. Unrealized Gains (losses) on marketable equity securities	177	295
21. Retained earnings	2,028	2,707
22. TOTAL EQUITY CAPITAL	7,944	9,133
23. TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND EQUITY CAPITAL	\$96,571	\$103,815

**APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997
PURSUANT TO THE SAVINGS INSTITUTIONS ACT****ACQUISITIONS PURSUANT TO ARTICLE 11 OF THE VIRGINIA CODE**

DATE RECEIVED	DESCRIPTION	ACTIVITY
08/08/97	BB&T Corporation, Winston-Salem, NC to acquire Virginia First Financial Corporation	Approved 09/25/97
08/18/97	Crestar Financial Corporation, Richmond, VA to acquire American National Savings Bank, F.S.B.	Approved 09/25/97
12/15/97	BB&T Corporation, Winston-Salem, NC to acquire Life Bancorp, Inc.	Pending

SAVINGS INSTITUTION STATUS CHANGES - 1997**BRANCH OFFICE CLOSINGS**

December	15	Caroline Savings Bank, Bowling Green, VA closed its branch office at 2609 Lafayette Boulevard, Spotsylvania County, VA
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REPORT OF CONDITION

	SB-1 CAROLINE SAVINGS BANK BOWLING GREEN	SL-142 IMPERIAL SAVINGS AND LOAN ASSOCIATION MARTINSVILLE
	3 OFFICES	1 OFFICE
ASSETS		
1. Cash, Deposits and Investment Securities	\$ 6,071	\$ 2,140
2. Mortgage Pool Securities	0	84
3. Mortgage Loans	27,095	4,468
4. Nonmortgage Loans	6,336	887
5. Repossessed Assets	3	61
6. Real Estate Held for Investment	0	0
7. Investments in Service Corps and Subsidiaries	103	0
8. Office Premises and Equipment	2,067	69
9. Other Assets	385	107
10. TOTAL ASSETS	\$ 42,060	\$ 7,816
LIABILITIES		
11. Deposits	\$ 33,415	\$ 7,164
12. Unamortized Yield Adjustments on Deposits	0	0
13. Advances From FHLBank	0	0
14. Other Borrowings	3,340	0
15. Other Liabilities	370	54
16. TOTAL LIABILITIES	37,125	7,218
17. Redeemable Preferred Stock and Minority Interest	0	0
EQUITY CAPITAL		
18. Perpetual Preferred Stock	0	0
19. Common Stock	1,410	0
20. Paid in Excess of Par	849	0
21. Unrealized Gains (Losses) on Marketable Equity Securities	295	0
22. Retained Earnings	2,381	598
23. TOTAL EQUITY CAPITAL	4,935	598
24. TOTAL LIABILITIES, REDEEMABLE PREFERRED STOCK AND EQUITY CAPITAL	\$ 42,060	\$ 7,816

DECEMBER 31, 1997 (IN THOUSANDS OF DOLLARS)

SL-112 ELIZABETH BUILDING AND LOAN ASSOCIATION INCORPORATED PORTSMOUTH 1 OFFICE	SL-286 FIRST SAVINGS BANK OF VIRGINIA SPRINGFIELD 2 OFFICES				
\$ 389	\$ 7,285				1
0	753				2
3,598	33,220				3
0	7,212				4
0	169				5
103	0				6
0	0				7
0	598				8
36	576				9
\$ 4,126	\$ 49,813				10
\$ 839	\$ 46,220				11
0	(6)				12
0	200				13
2,793	0				14
107	186				15
3,739	46,600				16
0	0				17
0	0				18
0	745				19
367	2,760				20
0	0				21
20	(292)				22
387	3,213				23
\$ 4,126	\$ 49,813				24

ALPHABETICAL LISTING BY NAME OF STATE SAVINGS INSTITUTIONS
SHOWING BRANCHES AND OFFICERS AS OF DECEMBER 31, 1997

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

Brs: Caroline County-
18121 Jefferson Davis Highway
Spotsylvania County-
250 Ft. south of intersection of Salem
Station Blvd & Leavells Rd.

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

First Savings Bank of Virginia (S)
6551 Loisdale Court, Suite 150
Springfield 22203 (Fairfax County)
Date Opened - 2/1/85
C.E.O.- Jeffrey C. Constantz, President

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

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

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

ALPHABETICAL LISTING BY LOCATION OF STATE SAVINGS INSTITUTIONS
PER CITY AND COUNTY IN VIRGINIA AS OF DECEMBER 31, 1997

CITIES

CITY OF MARTINSVILLE

Imperial Savings and Loan Association Inc
211 Fayette Street
Martinsville 24112

CITY OF PORTSMOUTH

Elizabeth Building and Loan Association
519 Washington Street
Portsmouth 23704

COUNTIES

CAROLINE COUNTY

Caroline Savings Bank
268 North Main Street
Bowling Green 22427
Br: 18121 Jefferson Davis Highway

FAIRFAX COUNTY

First Savings Bank of Virginia
6551 Loisdale Court, Suite 150
Springfield 22203

LOUDOUN COUNTY

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

SPOTSYLVANIA COUNTY

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

Br: First Savings Bank of Virginia
10693 Courthouse Road

CREDIT UNIONS CONSOLIDATED BALANCE SHEET
AS OF DECEMBER 31

	1996	1997
ASSETS		
Loans	\$1,333,169,229	\$1,472,381,606
LESS: Allowance for loan losses	14,739,803	16,249,515
Cash	42,790,799	38,601,053
U.S. Government obligations.....	91,762,080	86,412,962
Federal agency securities.....	317,505,492	266,692,099
Common Trust Investments (ICU, NIFCU's, Mutual Funds).....	621,437	608,053
Shares, deposits & certificates in corporate centrals	98,406,219	131,840,072
Shares, deposits & certificates in banks, S&L's & MSB's.....	97,198,717	98,958,905
Shares, deposits & certificates in other credit unions	1,791,545	2,296,734
Shares insurance capitalization deposit.....	16,037,318	16,818,928
All other investments.....	2,316,465	6,565,704
LESS: Allowance for investment loss	0	0
Land and buildings (net of depreciation).....	25,789,070	30,096,588
Other fixed assets (net of depreciation).....	7,063,358	8,438,820
All other assets.....	16,877,016	16,872,340
TOTAL ASSETS.....	\$2,036,588,942	\$2,160,334,349
LIABILITIES & SAVINGS EQUITY		
Promissory notes	\$ 0	\$ 9,400
Other notes/interest payable.....	4,130,723	313,850
Accounts payable	6,007,660	7,283,198
Dividends payable	3,244,750	3,450,606
TOTAL LIABILITIES	13,383,133	11,057,054
Share certificates	444,061,435	507,189,000
Share draft accounts	151,314,649	169,040,337
IRA accounts.....	243,291,276	247,048,595
Other shares.....	936,889,337	951,892,420
TOTAL SHARES.....	1,775,556,697	1,875,170,352
Regular/statutory reserve.....	47,565,238	48,574,513
Other reserves.....	59,034,535	66,396,617
Unrealized Gains (Losses) on available for sale securities	61,464	1,322,464
Undivided earnings.....	140,987,875	157,813,349
TOTAL EQUITY.....	247,649,112	274,106,943
TOTAL LIABILITIES & EQUITY	\$2,036,588,942	\$2,160,334,349
Number of credit unions in operation.....	81	78

CREDIT UNIONS CONSOLIDATED STATEMENT OF INCOME AND EXPENSES

	1996	1997
INCOME		
Interest on loans (gross)	\$114,533,602	\$127,083,083
LESS: Interest refunded	379,667	416,588
Income from investments	36,948,500	37,191,369
Fee income	9,694,398	10,912,284
Other operating income	3,298,040	4,136,567
TOTAL GROSS INCOME	164,094,873	178,906,715
EXPENSES		
Employee compensation & benefits	27,750,510	30,870,126
Travel & conference expense.....	953,325	1,159,376
Office occupancy expense.....	3,190,786	3,221,881
Office operations expense.....	12,060,158	13,607,197
Education & promotional expenses.....	1,798,097	2,011,462
Loan servicing expense.....	5,219,097	5,922,116
Professional & outside services.....	2,787,158	3,260,850
Provision for investment losses.....	0	
Provision for loan losses	9,631,080	11,269,081
Members insurance.....	1,659,900	1,549,904
Operating fees (examination & supervision fees).....	605,779	743,642
Miscellaneous operating expenses	1,449,031	1,315,046
TOTAL OPERATING EXPENSES BEFORE DIVIDENDS	67,104,921	74,930,681
NET INCOME (LOSS) BEFORE DIVIDENDS	96,989,952	103,976,034
Gains (losses) on investments.....	(16,680)	150,352
Gains (losses) on disposition of fixed assets.....	877	39,195
Other non-operating income (expense).....	17,081	257,805
TOTAL NON-OPERATING GAINS (LOSSES)	1,278	447,352
Total net income (loss) before dividends.....	96,991,230	104,423,386
Interest on borrowed money	98,885	120,946
Dividends	74,402,996	77,575,372
Net income (loss) after dividends	22,489,349	26,727,068
LESS: Required transfer to statutory reserve (net).....	1,793,474	1,666,833
Change to undivided earnings as a result of operations	\$20,695,875	\$25,060,235

CREDIT UNION APPLICATIONS RECEIVED AND/OR ACTED UPON IN 1997**NEW OUT OF STATE CREDIT UNIONS**

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
03/24/97	Corporate America Family Credit Union	12490 Sunrise Valley Drive, Suite 1350, Reston, Fairfax County, VA	Approved 06/26/97

MERGERS

DATE RECEIVED	DESCRIPTION	ACTIVITY
09/02/97	Newport News Shipbuilding Employees' Credit Union, Inc., Newport News, VA to merge into it Chessie-Newport News Credit Union, Newport News, VA	Approved 09/30/97
10/06/97	Virginia League Central Credit Union, Incorporated, Lynchburg, VA to merge into it S & S Machinery Credit Union, Cedar Bluff, VA	Approved 11/12/97

SERVICE FACILITIES

DATE RECEIVED	INSTITUTION	LOCATION	ACTIVITY
06/02/97	Virginia Educators' Credit Union	50 Shoe Lane, Christopher Newport University-Ferguson Hall, Newport News, VA	Approved 06/13/97
07/09/97	Virginia Power/North Carolina Power Credit Union	2400 Grayland Avenue Richmond, VA	Approved 07/29/97
10/27/97	Waynesboro Dupont Employees Credit Union	Lots 14 and 15 of Coyner Industrial Park, Waynesboro, VA	Approved 12/15/97
11/21/97	Virginia Credit Union, Inc.	1302 B Gaskins Road Richmond, VA	Approved 12/16/97
12/05/97	Richmond Postal Credit Union Incorporated, The	1801 Brook Road Richmond, VA	Approved 12/29/97
12/15/97	Newport News Shipbuilding Employees' Credit Union, Inc.	Gateway 2000, 22 Enterprise Parkway Suite 160, Hampton, VA	Pending

CREDIT UNION STATUS CHANGES - 1997**MERGERS**

October	01	Newport News Shipbuilding Employees' Credit Union, Inc., Newport News, VA, merged into it Chessie-Newport News Credit Union, Newport News, VA
November	13	Virginia League Central Credit Union, Incorporated, Lynchburg, VA, merged into it S & S Machinery Credit Union, Cedar Bluff, VA

CHANGES IN TITLE

February	25	University of Virginia Employees Credit Union, Inc., Charlottesville, VA changed its name to University of Virginia Community Credit Union, Inc.
June	02	Augusta Hospital Employees Credit Union, Inc., Waynesboro, VA changed its name to Augusta Health Care Credit Union, Incorporated

OFFICE RELOCATIONS

September	01	Gwaltney Employees Credit Union, Incorporated, Smithfield, VA, moved its branch office from 601 North Church Street, Smithfield, VA to 938-C South Church Street, Smithfield, VA
November	18	Hampton Roads Postal Credit Union, Inc., Hampton, VA, moved its branch office from 6060 Jefferson Avenue Suite 1500, Newport News, VA to 4013 W. Mercury Boulevard, Hampton, VA
December	03	University of Virginia Community Credit Union, Inc., Charlottesville, VA, moved its branch office from 1709 Seminole Trail, Charlottesville, VA to 2001 Berkmar Drive, Charlottesville, VA
November	20	Virginia League Central Credit Union, Incorporated, Lynchburg, VA, moved its branch office from 1207 Fenwick Drive, Lynchburg, VA to 6320 Logans Lane, Lynchburg, VA

SERVICE FACILITIES

September	18	Virginia Power/North Carolina Power Credit Union opened a service facility at 2400 Grayland Avenue, Richmond, VA
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ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1997

<p>A. B. and W. Transit Employees Credit Union, Incorporated 6201 Richmond Highway Alexandria 22303 Treasurer - Rodney Croson Date Opened - 4/17/52 Assets - \$ 18,536,290</p>	<p>Cadmus Credit Union, Incorporated 2901 Byrdhill Road P.O. Box 27481 Richmond 23261 Treasurer - Donald W. Hill Date Opened - 6/29/51 Assets - \$ 3,004,944 <i>Service Facility -</i> 103 E. Williamsburg Road, Room 203, Sandston 23150</p>
<p>AMS Credit Union 4000 Legato Road Room 425 & 425A Fairfax 22033 Treasurer - Delores Johnson Date Opened - 8/31/77 Assets - \$1,540,850</p>	<p>Campbell County Employee's Credit Union, Inc. Rt 2 Box 7XP Concord 24538 Treasurer - Edna A. Taylor Date Opened - 9/19/56 Assets - \$ 463,327</p>
<p>Alexandria Postal Credit Union, Incorporated 1100 Wythe Street Alexandria 22314 Treasurer - Raymond E. Simpson Date Opened - 3/23/48 Assets - \$ 1,593,434</p>	<p>Chesapeake City Employees Credit Union 401 Albemarle Drive, Suite 102 P O Box 15225 Chesapeake 23320 Treasurer - Karen J. Creef Date Opened - 5/18/71 Assets - \$ 3,152,469</p>
<p>Allied Service Employees Credit Union, Incorporated 515 King Street, Suite 315 P O Box 1726 Alexandria 22313-1726 Treasurer - Anthony V. Cangiano Date Opened - 10/8/54 Assets - \$ 221,928</p>	<p>Chesapeake Public School Employee's Credit Union Inc. 544 Battlefield Boulevard South Chesapeake 23320 Treasurer - Ada Howard Date Opened - 4/2/63 Assets - \$ 5,908,748</p>
<p>Amoco Yorktown Refinery Credit Union, Incorporated 2201 Goodwin Neck Road Yorktown 23690 Treasurer - Leona Knutson Date Opened - 3/12/58 Assets - \$ 1,453,343</p>	<p>City of Alexandria Employees Credit Union, Inc. 1416 Duke Street Alexandria 22314 Treasurer - Ralph Charlton Date Opened - 10/13/58 Assets - \$ 12,216,449</p>
<p>Augusta Health Care Credit Union, Incorporated 96 Medical Center Drive P O Box 1000 Fishersville 22939 Treasurer - Deborah Shank Date Opened - 4/3/64 Assets - \$ 2,753,704</p>	<p>D.I.R. Credit Union, Incorporated 400 North 8th St., Suite 8026 Richmond 23219 Treasurer - Alma Tillman Date Opened - 12/21/50 Assets - \$ 3,691,810</p>
<p>Belt Line Employees Credit Union, Incorporated 3014 Tyre Neck Road Portsmouth 23703 Treasurer - Floyd Williams Date Opened - 12/23/29 Assets - \$ 2,915,753</p>	<p>Danville Postal Credit Union, Incorporated 700 Main Street P O Box 1344 Danville 24543 Treasurer - Maxine F. Powell Date Opened - 4/1/27 Assets - \$ 1,718,738</p>
<p>C.C.C. Martinsville Employees Credit Union, Incorporated 810 Starling Avenue Ridgeway 24148 Treasurer - Rubin H. Martin, III Date Opened - 8/10/64 Assets - \$ 626,431</p>	

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1997

<p>Fairfax County Employees Credit Union, Incorporated 4105 Rust Road Fairfax 22030 Treasurer - James Sandifer Date Opened - 4/29/58 Assets - \$ 65,631,977 <i>Service Facilities -</i> 12000 Government Center Parkway Suite 266, Fairfax, VA 22085 4080 Chain Bridge Road, Fairfax, VA 22030 14040 Central Loop(S), Woodbridge, VA 1118 W. Broad Street(S) Falls Church, VA</p>	<p>Richmond, VA 23234 2888 Virginia Beach Boulevard(S), Virginia Beach, VA 23452</p>
<p>Federal Employees Credit Union of Petersburg, Incorporated 29 Franklin Street Petersburg 23803 Treasurer - Thomas M. Crawley, Jr. Date Opened - 8/14/24 Assets - \$ 1,621,474</p>	<p>Hampton Roads Postal Credit Union, Inc. 4013 W. Mercury Boulevard Hampton 23666 Treasurer - Raymond Wazeerud-Din Date Opened - 3/7/52 Assets - \$ 5,235,500</p>
<p>Fort Monroe Credit Union, Incorporated Building T 261, Patch Road Fort Monroe 23651 Treasurer - E. C. Francis, Jr. Date Opened - 9/15/53 Assets - \$ 17,948,716 <i>Service Facility -</i> 108 West Mercury Blvd., Hampton, VA 23669</p>	<p>Hercules Covington Employees Credit Union 424 West Prospect Street Covington 24426 Treasurer - Jean P. Catlett Date Opened - 9/4/69 Assets - \$ 481,301</p>
<p>Gwaltney Employees Credit Union, Incorporated 938-C South Church Street Smithfield 23431 Treasurer - Beatrice R. Wise Date Opened - 8/10/61 Assets - \$ 1,784,872</p>	<p>ICI Employees Credit Union 1 Discovery Drive Hopewell 23860 Treasurer - Ruth T. Williams Date Opened - 7/1/76 Assets - \$ 847,699</p>
<p>Hampton City Employees Credit Union, Incorporated City Hall Building, 22 Lincoln Street Hampton 23669 Treasurer - Robert M. Geist Date Opened - 11/17/55 Assets - \$ 5,137,141 <i>Service Facility -</i> 419 North Armistead Ave., Hampton, VA 23669</p>	<p>Klann Employees Credit Union, Incorporated 301 Fourth Street Waynesboro 22980 Treasurer - Virginia Kennedy Date Opened - 9/2/66 Assets - \$ 112,144</p>
<p>Hampton Roads Educators Credit Union, Inc. 2130 Cunningham Drive Hampton 23666 Treasurer - William F. Trimble, Jr. Date Opened - 4/6/54 Assets - \$ 15,310,891 <i>Service Facilities -</i> 677 N. Battlefield Boulevard(S), Chesapeake, VA 23320 998 J. Clyde Morris Boulevard(S), Newport News, VA 23601 10014 Robious Road(S) Robious Hall Shopping Center,</p>	<p>Landmark Communications Employees Credit Union, Inc. 150 West Brambleton Avenue Norfolk 23510 Treasurer - Carol Lewis Date Opened - 8/24/53 Assets - \$ 2,047,203</p>
<p>Lynchburg Appalachian Employees Credit Union, Incorporated 4001 Mayflower Drive Lynchburg 24501 Treasurer - Teresa D. Eubank Date Opened - 6/28/54 Assets - \$ 582,388</p>	<p>Life Line Credit Union, Inc. 5904 Hamptstead Avenue Richmond 23226 Treasurer - Anne Hagen Date Opened - 4/11/69 Assets - \$ 4,592,004</p>
	<p>Loudoun Credit Union 224 E. South King Street Leesburg 22075 Treasurer - Anna Toth Date Opened - 2/3/78 Assets - \$ 7,072,045</p>

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1997

Lynchburg General Credit Union 1901 Tate Springs Road Lynchburg 24504 Treasurer - Tom Lawton Date Opened - 10/21/70 Assets - \$ 871,856	998 J. Clyde Morris Boulevard(S), Newport News, VA 23601 Norfolk Naval Shipyard Bldg 73, Portsmouth, VA 23709 Norfolk Naval Shipyard Bldg M-32, Portsmouth, VA 23709 2888 Virginia Beach Boulevard(S), Virginia Beach, VA 23452 14040 Central Loop(S), Woodbridge, VA
Lynchburg Postal and Federal Employees' Credit Union, Incorporated 3300 Odd Fellows Road Room 103 Lynchburg 24506 Treasurer - Catherine F. McFall Date Opened - 5/1/26 Assets - \$ 3,378,160	New Horizon Credit Union 9401 Peabody Street Manassas 20110 Treasurer - Charles E. Virtue Date Opened - 1/20/69 Assets - \$ 18,206,096 <i>Service Facility -</i> 15000 Conference Center Drive Suite 1003, Chantilly, VA 22021
Martinsville Du Pont Employees Credit Union, Incorporated 35 DuPont Road P O Box 2158 Martinsville 24113 Treasurer - Douglas Nunn Date Opened - 3/23/53 Assets - \$ 137,092,911 <i>Service Facilities -</i> 320 Hospital Drive DuPont Plant, 1 Dupont Rd, Martinsville, VA 24112	Newport News Municipal Employees Credit Union, Incorporated 502 Operations Drive Newport News 23602 Treasurer - Ronald W. Jones Date Opened - 12/21/50 Assets - \$ 26,299,313 <i>Service Facility -</i> 210 25th. Street, Newport News, VA 23607
Martinsville Postal Credit Union, Incorporated 810 Starling Avenue Martinsville 24415 Treasurer - Paul J. Ricard Date Opened - 7/1/49 Assets - \$ 324,611	Newport News Shipbuilding Employees' Credit Union, Inc. 3711 Huntington Avenue Newport News 23607 Treasurer - Huyke B. Urrutia Date Opened - 6/2/28 Assets - \$ 520,683,144 <i>Service Facilities -</i> 677 North Battlefield Blvd. (S), Chesapeake, VA 23320 2300 Cunningham Drive, Hampton, VA 23666 12401 Warwick Boulevard, Newport News, VA 23606 433 Denbigh Boulevard, Newport News, VA 23602 5001 Huntington Avenue, Newport News, VA 23607 8000 Marshall Avenue, Newport News, VA 23605 998 J. Clyde Morris Boulevard(S), Newport News, VA 23601 10014 Robious Road(S), Richmond, VA 23235 2888 Virginia Beach Boulevard(S), Virginia Beach, VA 23452 14040 Central Loop(S), Woodbridge, VA
N.C.S.E. Credit Union, Inc. 84 Courthouse Square Lovingston 22949 Treasurer - Phyllis M. Drumheller Date Opened - 6/25/70 Assets - \$ 562,537	
Nabisco Employees Credit Union 6002 S. Laburnum Avenue Richmond 23231 Treasurer - John Thompson Date Opened - 8/26/76 Assets - \$ 4,383,727	
Nansemond Credit Union, Incorporated, The 617 East Washington Street Suffolk 23434 Treasurer - Elaine D. Beamon Date Opened - 6/20/49 Assets - \$ 3,453,905	
Navy Yard Credit Union, Incorporated, The 5100 George Washington Highway Portsmouth 23705 Treasurer - William E. Reitelbach, Jr. Date Opened - 6/7/29 Assets - \$ 66,881,945 <i>Service Facilities -</i> 3325 Taylor Road, Chesapeake, VA 23325 677 Battlefield Boulevard(S), Chesapeake, VA 23320	

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1997

Norfolk Southern Employees' Credit Union, Incorporated
1324 N Battlefield Blvd, Suite 3-F
Greenbrier Square
Chesapeake 23320-4515
Treasurer - Hazel S. Cutler
Date Opened - 4/26/28
Assets - \$ 1,932,961

Norfolk, Va., Postal Credit Union, Incorporated
Tidewater General Mail Facility
600 Church Street, Room 246
Norfolk 23501
Treasurer - William Beck
Date Opened - 3/9/25
Assets - \$ 5,066,252

Old Dominion University Credit Union, Inc.
2701 Hampton Boulevard
Norfolk 23517
Treasurer - John Stoughton
Date Opened - 1/16/59
Assets - \$ 11,392,818

P.W.C. Employees Credit Union
2080 Old Bridge Road #101
Woodbridge 22192
Treasurer - Robin Perkins
Date Opened - 2/1/71
Assets - \$ 8,851,623

Service Facility -
8811 Sudley Road, Suite 156,
Manassas, VA 22110

P.W.H. Employees Credit Union, Inc.
8700 Sudley Road
Manassas 22110
Treasurer - Fay Bowers
Date Opened - 10/10/69
Assets - \$ 1,583,548

PFD Firefighters Credit Union, Incorporated
361 Effingham Street
Portsmouth 23704
Treasurer - Roy Lewis
Date Opened - 3/24/55
Assets - \$ 5,106,484

Petersburg Federal Reformatory Credit Union, Incorporated
Federal Correctional Institution
Petersburg 23803
Treasurer - Rose C. Williams
Date Opened - 8/27/51
Assets - \$ 1,334,023

Piedmont Credit Union
306 Poplar Street
Danville 24541
Treasurer - Ralph Dorr
Date Opened - 5/12/69
Assets - \$ 13,251,486

Service Facility -
4844 Kings Mountain Road,
Collinsville, VA 24078

Portsmouth Police Credit Union, Incorporated
801 Crawford Street, 5th Floor
Portsmouth 23705
Treasurer - Kenneth R. Davis
Date Opened - 4/24/57
Assets - \$ 1,400,897

Portsmouth Post Office Credit Union, Incorporated, The
933 Broad Street, Room 123
P.O. Box 7265
Portsmouth 23707
Treasurer - Faye M. Hampton
Date Opened - 2/3/49
Assets - \$ 2,025,943

Prime Care Credit Union, Incorporated
600 Gresham Drive
Norfolk 23507
Treasurer - William A. Jones
Date Opened - 3/9/70
Assets - \$ 6,343,260

Service Facilities -
677 North Battlefield Boulevard(S),
Chesapeake, VA 23320
998 J. Clyde Morris Boulevard(S),
Newport News, VA 23601
6015 Poplar Hill Drive, Suite 102,
Norfolk, VA 23502
10014 Robious Road(S)
Robious Hall Shopping Center,
Richmond, VA 23234
2888 Virginia Beach Boulevard(S),
Virginia Beach, VA 23452

Richmond Fire Department Credit Union, Incorporated
900 Hermitage Road
Richmond 23220
Treasurer - Russell G. Acors, III
Date Opened - 5/15/29
Assets - \$ 8,747,760

Richmond Police Department Credit Union, Incorporated
2907 North Boulevard
Richmond 23230
Treasurer - F. Matthew Sasser
Date Opened - 11/15/34
Assets - \$ 3,249,388

Richmond Postal Credit Union Incorporated, The
1601 Ownby Lane
Richmond 23220
Treasurer - Wayne Boothe
Date Opened - 11/23/23
Assets - \$ 49,843,393

Riverside Health System Employees' Credit Union, Incorporated
500 J. Clyde Morris Boulevard
Newport News 23601
Treasurer - F. Kimball Hahn
Date Opened - 9/1/70
Assets - \$ 4,205,954

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1997

Salem E.B.A. Credit Union, Incorporated 731 Harrison Avenue Salem 24153 Treasurer - Donna Graham Date Opened - 4/24/57 Assets - \$ 4,787,564	Newport News, VA 23601 10014 Robious Road(S) Robious Hall Shopping Center, Richmond, VA 23234 2888 Virginia Beach Boulevard(S), Virginia Beach, VA 23452 14040 Central Loop(S), Woodbridge, VA
Shenandoah County Credit Union Stonewall Jackson High School Rt 833 P.O. Box 354 Mt Jackson 22842 Treasurer - Deborah Odem Date Opened - 9/1/81 Assets - \$ 322,458	Times World Employees Credit Union, Incorporated 201 West Campbell Avenue, S.W. Roanoke 24011 Treasurer - Nancy Kim Shively Date Opened - 9/18/41 Assets - \$999,976
Smithfield Packing Employees' Credit Union 501 North Church St Smithfield 23430 Treasurer - Odelle Addison Date Opened - 4/27/71 Assets - \$ 2,134,040	Trigon Employees' Credit Union, Incorporated 2015 Staples Mill Road Richmond 23230 Treasurer - Greg Davis Date Opened - 12/17/58 Assets - \$ 4,911,070 <i>Service Facility -</i> 2221 Edward Holland Drive, Richmond, VA 23230
Southern States Employees' Credit Union, Incorporated 6606 W. Broad Street P.O. Box 26234 Richmond 23260 Treasurer - Tracy Amburgey Date Opened - 5/5/40 Assets - \$ 22,660,932	U.S.E. Credit Union 1901 Goodyear Boulevard Danville 24541 Treasurer - J. Wesley Barker Date Opened - 4/12/79 Assets - \$ 4,162,263
Spruance Cellophane Credit Union 7119 Jefferson Davis Highway Richmond 23237 Treasurer - Carol Fountain Date Opened - 3/24/53 Assets - \$ 6,310,282	University of Virginia Community Credit Union, Inc. 2001 Berkmar Drive Charlottesville 22901 Treasurer - Tim Gillet Date Opened - 5/19/54 Assets - \$ 106,865,214 <i>Service Facilities -</i> 1936 Arlington Boulevard, Charlottesville, VA 22903 222 Lee Street, Charlottesville, VA 22908 908 E. High Street, Charlottesville, VA 22902
T.M.C. Employees Credit Union, Inc. 1000 Robins Road P.O. Box 10341 Lynchburg 24506 Treasurer - Patsy W. Stilwell Date Opened - 2/15/52 Assets - \$ 944,490	V.B.H. Employees Credit Union, Incorporated 3300 Rivermont Avenue Lynchburg 24503 Treasurer - Lisa H. Hall Date Opened - 10/14/66 Assets - \$ 1,102,902
Texaco Employees' Credit Union, Incorporated 700 Rosemont Avenue P.O. Box 5827 Chesapeake 23324 Treasurer - Linda L. Dail Date Opened - 11/12/53 Assets - \$ 550,710	Valley Industrial Credit Union 501 W. Broad St. P.O. Box 1784 Waynesboro 22980 Treasurer - Ken Boware Date Opened - 6/13/77 Assets - \$ 6,069,422
Tidewater Telephone Employees Credit Union, Incorporated 5648 Southern Boulevard Virginia Beach 23462 Treasurer - William Lewin Date Opened - 7/22/58 Assets - \$ 23,379,536 <i>Service Facilities -</i> 677 N. Battlefield Blvd.(S), Chesapeake, VA 23320 1128 Big Bethel Road, Hampton, VA 23666 998 J. Clyde Morris Boulevard(S),	

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
 SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1997

Virginia Credit Union, Inc.
 720 East Broad Street
 Richmond 23225
 Treasurer - Dorothy J. Hall
 Date Opened - 12/11/28
 Assets - \$ 477,076,822

Service Facilities -

677 N. Battlefield Blvd.(S),
 Chesapeake, VA 23320
 1301 College Avenue,
 Fredericksburg, VA 22401
 6641 Mechanicsville Pike,
 Mechanicsville, VA 23111
 10450 Midlothian Pike,
 Midlothian, VA 23235
 11030 Hull Street Road,
 Midlothian, VA 23112
 998 J. Clyde Morris Boulevard(S),
 Newport News, VA 23320
 101 N. 14th Street (Tower),
 Richmond, VA 23219
 2300 W Broad Street (DMV),
 Richmond, VA 23220
 5427 Glenside Drive,
 Richmond, VA 23228

7500 Boulders View Drive,
 Richmond, VA 23225
 2888 Virginia Beach Boulevard(S),
 Virginia Beach, VA 23452
 14040 Central Loop(S),
 Woodbridge, VA

Virginia Educators' Credit Union
 12626 Nettles Drive
 Newport News 23606

Treasurer - Diane Y. Smith
 Date Opened - 11/1/54
 Assets - \$ 30,523,401

Service Facilities -

677 North Battlefield Boulevard(S),
 Chesapeake, VA 23320
 Armstrong Slater Building, Room 100
 Hampton University,
 Hampton, VA 23668
 14838 Warwick Boulevard,
 Newport News, VA 23602
 812 Main Street,
 Newport News, VA 23605
 998 J. Clyde Morris Boulevard(S),
 Newport News, VA 23601
 2888 Virginia Beach Blvd.(S),
 Virginia Beach, VA 23452
 14040 Central Loop(S),
 Woodbridge, VA

Virginia Gas, Credit Union, Incorporated
 107 South Coalter Street
 Staunton 24401

Treasurer - E.K. Whitesell
 Date Opened - 5/29/56
 Assets - \$ 3,416,644

Virginia League Central Credit Union, Incorporated
 6320 Logans Lane
 P O Box 11469
 Lynchburg 24506

Treasurer - Eugene H. Farley, Jr.
 Date Opened - 10/26/39
 Assets - \$ 24,171,518

Service Facilities -

677 N. Battlefield Boulevard(S),
 Chesapeake, VA 23320
 998 J. Clyde Morris Boulevard(S),
 Newport News, VA 23601
 10014 Robious Road(S)
 Robious Hall Shopping Center,
 Richmond, VA 23234
 2888 Virginia Beach Boulevard(S),
 Virginia Beach, VA 23452
 14040 Central Loop(S),
 Woodbridge, VA

ALPHABETICAL LISTING BY NAME OF STATE CHARTERED CREDIT UNIONS
SHOWING ASSETS, TREASURERS AND SERVICE FACILITIES AS OF DECEMBER 31, 1997

Virginia Power/North Carolina Power Credit Union
One James River Plaza Lobby Level
P.O. Box 26666
Richmond 23261-6666
Treasurer - Billy R. Cathey
Date Opened - 10/5/40
Assets - \$ 59,147,942

Service Facilities -
5000 Dominion Boulevard,
Glen Allen, VA 23060
2400 Grayland Avenue,
Richmond, VA 23220

Virginia United Methodist Conference Credit Union, Inc.
4016 West Broad Street
Richmond 23230
Treasurer - Kathryn F. Talley
Date Opened - 3/27/52
Assets - \$ 13,109,362

W. P. S. E. Credit Union, Inc.
301 Pine Avenue
Waynesboro 22980
Treasurer - Margaret F. Helms
Date Opened - 10/17/58
Assets - \$ 1,649,735

WECCU Credit Union
347 North Court Street
Covington 24426
Treasurer - Earl J. McClung
Date Opened - 7/17/53
Assets - \$ 28,129,206

Waynesboro Dupont Employees Credit Union
301 DuPont Boulevard
Waynesboro 22980
Treasurer - Robert L. Arbaugh
Date Opened - 7/1/59
Assets - \$ 243,231,291

Service Facilities -
2813 North Augusta St.,
Staunton, VA 24401
200 Greenville Road,
Stuarts Draft, VA 24477
200 East Broad Street,
Waynesboro, VA 22980
2200 W. Main Street,
Waynesboro, VA 22980

(S) Shared Service Facilities

BRANCHES OF OUT-OF-STATE CREDIT UNIONS

DULLES

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

VERONA

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

WILLIAMSBURG

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