

**SUMMARY OF OPERATIONS
OF THE
BUREAU OF FINANCIAL INSTITUTIONS**

2012



**BUREAU OF FINANCIAL INSTITUTIONS
STATE CORPORATION COMMISSION
COMMONWEALTH OF VIRGINIA**

SUMMARY OF OPERATIONS
OF THE
BUREAU OF FINANCIAL INSTITUTIONS
2012

Bureau of Financial Institutions
1300 East Main Street, Suite 800
Post Office Box 640
Richmond, Virginia 23218

Ph: (804) 371-9657
Fax: (804) 371-9416
Email: bfiquestions@scc.virginia.gov

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

TABLE OF CONTENTS

Overview

State Corporation Commission.....	4
Bureau of Financial Institutions	5
Supervised Institutions	6
Publications	7
Accreditations	8
Memberships and Other Activities	8
Receipts and Disbursements	10
Personnel	11

Organizational Structure

Organizational Chart	14
Administration and Finance Section	15
Banks and Savings Institutions Section.....	15
Credit Union Section	16
Consumer Finance Section.....	16
Corporate Structure and Research Section	17

Selected Data for Regulated Entities

Banks

Deposits in Virginia Bank Offices	19
Consolidated Report of Condition for Virginia State-Chartered Banks.....	20
Consolidated Report of Income for Virginia State-Chartered Banks.....	21
Operating Ratios for Virginia State-Chartered Banks	22
Selected Data for Virginia State-Chartered Banks	23
Holding Companies with Bank Subsidiaries Headquartered in Virginia	26

Credit Unions

Consolidated Report of Condition for Virginia State-Chartered Credit Unions	31
Consolidated Report of Income for Virginia State-Chartered Credit Unions	32
Selected Data for Virginia State-Chartered Credit Unions	33

Payday Lenders

Consolidated Operating Data of Licensed Payday Lenders	35
--	----

Motor Vehicle Title Lenders

Consolidated Operating Data of Licensed Motor Vehicle Title Lenders	36
---	----

Consumer Finance

Selected Data for Consumer Finance Licensees	37
--	----

STATE CORPORATION COMMISSION



MARK C. CHRISTIE, Chairman

JAMES C. DIMITRI

JUDITH WILLIAMS JAGDMANN

JOEL H. PECK, Clerk of the Commission

The State Corporation Commission ("SCC") is an independent regulatory agency established by the Virginia Constitution of 1902. The Constitution vested the SCC with judicial, legislative, and executive powers. The SCC acts as a court of record and holds formal hearings when warranted. It can enforce its orders by fines or contempt citations. Its decisions can only be appealed to the Supreme Court of Virginia. The SCC's legislative authority is exercised when it makes rules and promulgates regulations. Its executive authority is exercised in its day-to-day administration.

The SCC's regulatory jurisdiction extends into two main business areas - public utilities and financial services. Public utilities include energy regulation, communications, and railroad and power line safety. Financial services include state-chartered financial institutions, insurance, securities, and retail franchising. In addition, the SCC is the State's central filing office for corporations, partnerships, limited liability companies, business trusts, Uniform Commercial Code financing statements, and federal tax liens.

The SCC is headed by three Commissioners elected by the Virginia General Assembly for six year terms. The terms are staggered in increments of two years in order to provide continuity. Working full time, the Commissioners, also known as judges, direct the work of the SCC with the expertise of a staff of nearly 600, organized into 19 divisions.

BUREAU OF FINANCIAL INSTITUTIONS

E. J. Face, Jr., Commissioner

MISSION STATEMENT

To protect the public interest in Virginia by maintaining a safe, sound, and competitive financial services environment, and to foster a positive impact on the Commonwealth's economy through the highest quality supervision and regulation.

The Bureau of Financial Institutions ("Bureau") is one of the 19 divisions of the SCC. The Bureau was established in 1910 to regulate banks. Over time, its regulatory responsibilities were expanded under Title 6.2 of the Code of Virginia to include the regulation of other Virginia-chartered depository and non-depository financial institutions. Regulation consists of chartering and licensing on one hand, and examination, supervision, and enforcement on the other hand. Depository financial institutions are comprised of Virginia-chartered banks and related holding companies, savings institutions and related holding companies, and credit unions. Non-depository institutions consist of trust companies, consumer finance companies, mortgage lenders and brokers, mortgage loan originators, money transmitters, credit counseling agencies, industrial loan associations, payday lenders, motor vehicle title lenders and check cashers. Each institution is required to obtain a certificate of authority or a license prior to engaging in business, with the exception of check cashers. Check cashers are required to register with the Bureau.

The Bureau also investigates and responds to consumer complaints. Two full-time employees, supported by legal staff and Bureau management, serve as intermediaries between consumers and regulated financial institutions and licensees. In 2012, the staff received and assisted in resolving 610 written complaints, compared with 649 in 2011. In 2012, \$108,742 was refunded to consumers, compared to \$68,906 in 2011. In addition to written complaints, the staff responds to thousands of telephone inquiries. The Bureau also has an outreach program for the purpose of improving the financial literacy of Virginians.

The Bureau is headed by the Commissioner of Financial Institutions and administratively is divided into five sections: (a) Administration and Finance, (b) Banks and Savings Institutions, (c) Credit Unions, (d) Consumer Finance, and (e) Corporate Structure and Research.

In 2012, the Bureau had 94 full-time staff. Fifty-four members of the staff were field examiners and forty were office staff.

The Bureau's revenue is derived solely from supervision, examination, and licensing fees assessed on regulated financial institutions and licensees pursuant to applicable laws and regulations. For the fiscal year ended June 30, 2012, total receipts amounted to \$13,640,596 and total disbursements were \$14,455,069.

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

SUPERVISED INSTITUTIONS

At the end of 2012, there were 9,709 financial institutions and licensees under supervision and regulation by the Bureau, compared with 8,241 at the end of 2011. The number of institutions and licensees under supervision increased by 18 percent from the previous year. The following list provides a breakdown of supervised financial institutions and licensees for the last two years.

Type Of Institution	Year-end 2012	Year-end 2011
Virginia-Chartered Banks	78	80
Bank Holding Companies	49	50
Virginia-Chartered Savings Institutions	1	1
Subsidiary Trust Companies	3	3
Private Trust Companies	5	4
Virginia-Chartered Credit Unions	48	49
Consumer Finance Companies	21	20
Industrial Loan Associations	5	5
Money Transmitters	69	72
Check Cashers	503	524
Credit Counseling Agencies	39	38
Payday Lenders	23	27
Mortgage Brokers	406	406
Mortgage Lenders	97	93
Mortgage Lenders and Brokers	221	225
Mortgage Loan Originators	8,116	6,618
Motor Vehicle Title Lenders	25	26
Total	9,709	8,241

The Bureau has entered into interstate cooperative agreements with other state and federal agencies for the effective regulation of financial institutions and licensees operating across state lines. Virginia-chartered depository institutions and trust companies wishing to establish offices outside Virginia are required to obtain permission from the Virginia State Corporation Commission through the Bureau. These institutions are examined by the Bureau in cooperation with other state and federal agencies.

Most non-depository financial services companies, no matter where they are located, must obtain a Virginia license prior to conducting business in Virginia and are subject to examination by the Bureau. For example, out-of-state mortgage companies, money transmitters, credit counseling agencies, and payday lenders must obtain a Virginia license prior to offering services to Virginia consumers.

CURRENT PUBLICATIONS

The following publications are produced or made available by the Bureau and are posted on its web site at: <http://www.scc.virginia.gov/bfi/index.aspx>:

1. **Weekly Information Bulletin:** Lists weekly applications received from depository institutions and trust companies for new financial institutions, branches, relocations, mergers, acquisitions, and expansion of membership of credit unions; Commission approvals/denials of applications, and openings and closings of offices.
2. **The Virginia State Banker:** Periodic regulatory news for Virginia-chartered banks.
3. **The Compliance Connection:** Quarterly regulatory news for Virginia mortgage and consumer finance licensees.
4. **Regulatory Report:** Regulatory news for Virginia payday lender and motor vehicle title lender licensees.
5. **Annual Report of the Bureau of Financial Institutions for Banks, Credit Unions, Savings Institutions, and Trust Companies:** Lists all application filings and status changes during the year and lists authorized institutions at year-end, including each of their authorized locations.
6. **Annual Report of the Bureau of Financial Institutions for Mortgage Brokers/Lenders, Industrial Loan Associations, Money Transmitters and Credit Counseling Agencies:** Lists all application filings and status changes during the year and lists licensees at year-end, including each of their authorized locations.
7. **Annual Report of the Bureau of Financial Institutions for Consumer Finance Licensees:** Lists all application filings and status changes during the year and lists consumer finance licensees at year-end, including each of their authorized locations.
8. **Annual Report of the Bureau of Financial Institutions for Payday Lenders, Check Cashers and Motor Vehicle Title Lenders:** Lists all application filings and status changes of payday lenders during the year and lists licensees at year-end, including each of their authorized locations for payday lenders; lists check cashers registered at year-end.
9. **Summary of Operations:** The Bureau of Financial Institutions produces an annual summary to provide information regarding its regulatory activities.
10. **Consumer Publications and Downloadable Consumer Guides Related to Mortgage Loans, Debt Counseling / Debt Settlement / Fair Debt Collection, Payday Loans, and Other Financial Related Information**

ACCREDITATIONS

The Bureau is accredited by the Conference of State Bank Supervisors (CSBS) and the National Association of State Credit Union Supervisors (NASCUS). These professional organizations administer accreditation programs for member states. The accreditation programs apply national standards for the regulation of banks and credit unions. Accreditation recognizes the professionalism and proficiency of the Bureau and its staff. In order to ensure maintenance of professionalism, both CSBS and NASCUS review state agencies annually and re-accredit state agencies every five years.

MEMBERSHIPS AND OTHER ACTIVITIES

The Conference of State Bank Supervisors (“CSBS”) was founded in 1902. It is the nation’s leading advocate for the state banking system, and the only national organization dedicated to advancing the state banking system. The Bureau is an active member of CSBS. As such, the Bureau has the opportunity to attend various training and educational programs and share ideas with banking departments from other states. Commissioner Face is Chairman Emeritus of CSBS, having served as Chairman of the Conference in 2006-2007.

The National Association of State Credit Union Supervisors (“NASCUS”) was formed in 1965 by state credit union regulators to ensure the safety and soundness of state-chartered credit unions. The Bureau was a chartering member of the association. NASCUS is the primary resource and voice of the state governmental agencies that charter, regulate, and examine the nation’s state-chartered credit unions. NASCUS is dedicated to the promotion of the dual chartering system and the autonomy of state credit union regulatory agencies. NASCUS also provides examiner education programs for state agencies. In addition, NASCUS administers a certification program for state credit union examiners.

The American Association of Residential Mortgage Regulators (“AARMR”) was formed in 1989 to promote the exchange of information between state regulators responsible for the licensing and regulation of residential mortgage lenders, mortgage brokers, and mortgage servicing companies; and to promote a better understanding of mortgage regulation. One important function of the association is to provide training to state mortgage regulators. The Bureau was a founding member of AARMR. Commissioner Face is a past two-term President of AARMR. Deputy Commissioner Susan Hancock served on the AARMR Board from 1997 to October 2007 and as President of the association in 2000. She currently chairs AARMR’s Consumer Education Committee. Manager of Examinations Nancy Walker has co-chaired AARMR’s Training Committee for the past several years.

The National Association of Consumer Credit Administrators (“NACCA”) is a nonprofit association established in 1935 to improve the supervision of consumer credit agencies and to facilitate the administration of laws governing these agencies. The association provides training for state regulators involved in the regulation of non-depository institutions such as

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

payday lenders, consumer finance companies, and debt management agencies. Commissioner Face and Deputy Commissioner Susan Hancock are both past presidents of NACCA.

The Money Transmitter Regulators Association (“MTRA”) is a national nonprofit organization advancing the effective and efficient regulation of the money transmission industry in the United States of America. The MTRA membership consists of state regulatory authorities in charge of regulating money transmitters and sellers of traveler’s checks, money orders, drafts, and other money instruments. The Bureau has been a member of MTRA since its formation in 1989. Deputy Commissioner Nicholas C. Kyrus has been a member of the MTRA Board of Directors since 1993 and served as its President from 1999 to 2001.

The Virginia Jump\$tart Coalition (“VJC”) is a nonprofit, volunteer-driven organization that represents more than 100 individuals and organizations in business, government, nonprofit associations, and education who have joined together to work toward the improvement of financial literacy of Virginians. The VJC is a member organization of the National Jump\$tart Coalition for Personal Financial Literacy located in Washington, DC. The VJC strives to build awareness of and promote support for the need for personal finance education in Virginia. It also serves as a resource for the Virginia legislature to assess the effectiveness of pertinent legislation.

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

RECEIPTS AND DISBURSEMENTS

July 1, 2011- June 30, 2012

BEGINNING BALANCE, JULY 1, 2010 \$8,327,768

RECEIPTS

Banks	\$8,344,770
Mortgage Licensees	1,137,054
Mortgage Loan Originators	876,280
Credit Unions	1,359,436
Consumer Finance Licensees	525,213
Motor Vehicle Title Lenders	193,253
Payday Lender Licensees	347,200
Check Cashers	100,250
Money Order Sellers/Transmitters	545,956
Industrial Loan Associations	10,509
Savings Institutions	8,850
Credit Counseling Licensees	134,581
Miscellaneous	57,244

TOTAL RECEIPTS \$13,640,596

DISBURSEMENTS

Salaries and Fringe Benefits	\$8,028,567
Communication Services	67,202
Employee Development Services	249,453
Management Services	699
Repair and Maintenance Services	17,443
Support Services	2,710,885
Technical Services	9,060
Travel Services	1,099,126
Supplies and Materials	33,541
Transfer Payments	0
Continuous Charges	247,680
Equipment	180,515
Debt Service (Tyler Building)	313,166
Mandated Transfers to General Fund	1,497,332
Increase in Outstanding Travel Advances	400

TOTAL DISBURSEMENTS \$14,455,069

CHANGE FOR FISCAL 2012 (814,473)

ENDING BALANCE, JUNE 30, 2012 \$7,513,295

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

**OFFICERS THROUGH WHOM THE STATE CORPORATION COMMISSION
HAS ADMINISTERED LAWS RELATED TO FINANCIAL INSTITUTIONS**

Chief Examiner of Banks

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

Chief Deputy to the Commissioner of Insurance and Banking

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

Commissioner of Insurance and Banking

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

Commissioner of Banking

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

Commissioner of Financial Institutions

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

LEGAL HOLIDAYS

In each year, the first day of January (New Year's Day), the Friday preceding the third Monday in January (Lee-Jackson Day), the third Monday in January (Martin Luther King, Jr. Day), the third Monday in February (George Washington Day), the last Monday in May (Memorial Day), the fourth day of July (Independence Day), the first Monday in September (Labor Day), the second Monday in October (Columbus Day and Yorktown Victory Day), the eleventh day of November (Veterans Day), the fourth Thursday in November and the Friday next following (Thanksgiving), the twenty-fifth day of December (Christmas Day), or whenever any of such days shall fall on a Saturday, the Friday next preceding such day, or whenever any of such days shall fall on Sunday, the Monday next following such day, and any day so appointed by the Governor of this Commonwealth or the President of the United States, shall be a legal holiday as to the transaction of all business (Title 2.2, Chapter 33, Code of Virginia).

STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012

Bureau of Financial Institutions Staff

Executive Management

E. Joseph Face, Jr., Commissioner

Gerald E. Fallen, Deputy Commissioner, Administration and Finance

John M. Crockett, Deputy Commissioner, Banks and Savings Institutions

Susan E. Hancock, Deputy Commissioner, Consumer Finance

Nicholas C. Kyrus, Deputy Commissioner, Corporate Structure and Research

Werner A. Paul, Deputy Commissioner, Credit Unions

Professional Staff

Saraan Ajaye

Eric Dean

Robert Hughes

Jacob Anderson

Charles Dickerson

Kevin Joseph

Roger Baughan

Fred Doyle

Diallo Martin

Michael Beane

Betsy Evans

Melissa McCollum

Barbara Bergman

James Fabrie

Vanity McDaniel

Sheila Berry

Stacey Fleming

Robert Mednikov

Olena Bilay

Carl Gustafson

Kenneth Mullen

Robert Bishop

Kareem Haamid

Kathy Mundy

Stephen Brannan

Robin Hall

Michael Neese

Marvin Brooks

Garth Hancock

Walter Owings

Cynthia Cannaday

Steve Hariprasad

Nancy Philpott

Gerald Cenzon

Daniel Hearn

Dustin Physioc

Janice Charity

Karen Heede

Mark Pinson

Clyde Clay

Martin Holbrook

Ronald Prillaman

Diane Cochran

Michael Holland

Cris Pugh

Susan Cross

Jayson Hubbard

Lynda Ramsey

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

Professional Staff (Continued)

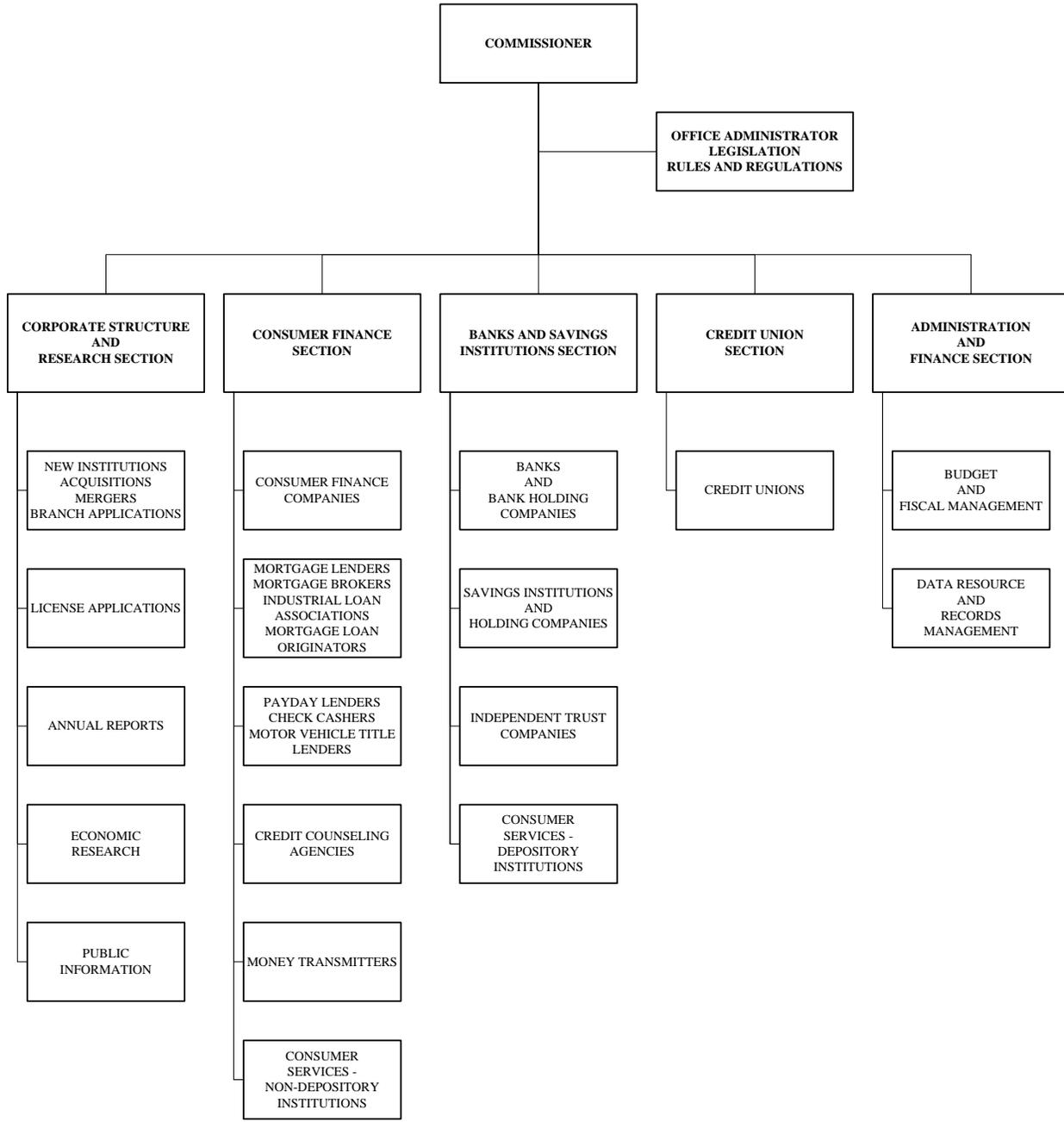
Steven Rogers	Joyce Tinsley	Ashok Vora
Sanrie Set	John Toca	Nancy Walker
William Siegfried	Mark Trenor	Linda Watkins
John Smigal	Locke Trigg	Joel Williams
Russell Spain, III	Stuart Tripp, III	Martin Williams
Randy Street	Daniel Tucker	Robin Wirt
Wesley Thomas	John Turner	Wayne Woods
Martese Thornton	Teresa Vick	

Support Staff

Wanda Belfield	Jane Harris	James Sherwood
Denise Berkebile	Katrina Lewis	Rosa Smith
Mary Lou Browning	Rosa Lewis	Kathleen Sumler
Jennifer Carter	Betty Nolan	Regina Thomas
Carol Foster	Diana Quaid	Joanne White
Malinda Hancock	Ginger Sandler	

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

**ORGANIZATIONAL CHART
BUREAU OF FINANCIAL INSTITUTIONS**



ORGANIZATIONAL STRUCTURE OF THE BUREAU OF FINANCIAL INSTITUTIONS

Administratively, the Bureau is divided into five sections: (a) Administration and Finance, (b) Banks and Savings Institutions, (c) Credit Unions, (d) Consumer Finance, and (e) Corporate Structure and Research

ADMINISTRATION AND FINANCE SECTION

Gerald E. Fallen, Deputy Commissioner

The Administration and Finance Section provides logistical support to the regulatory sections; administers budgeting, accounting, and procurement functions; administers human resources and information technology operations; and maintains Bureau records. The Section also performs special projects for the Commissioner and oversees compilation of the Bureau's strategic plan.

BANKS AND SAVINGS INSTITUTIONS SECTION

John M. Crockett, Deputy Commissioner

The Banks and Savings Institutions Section is responsible for the regulation and supervision of Virginia-chartered banks and bank holding companies, savings and loan associations, savings banks, and trust companies. Headed by Deputy Commissioner John M. Crockett, the Section has a staff of 38 examination professionals and three administrative professionals.

Title 6.2 of the Code of Virginia requires the Bureau to examine each depository financial institution and each trust company within prescribed time periods, to determine its safety and soundness, and to ensure each is being operated in compliance with the laws of the Commonwealth of Virginia. A process is utilized including onsite examinations and continuous monitoring, augmented by financial data and the examination reports supplied by other state and federal agencies charged with similar regulatory responsibilities, as well as other sources of information useful in maintaining an ongoing knowledge of the condition of each Virginia-chartered depository institution.

In 2012, the Section supervised 78 banks, 49 bank holding companies, one savings institution, and three subsidiary trust companies. During 2012, the Section examined 39 banks, 26 bank holding companies, one subsidiary trust company and one savings institution. At the end of 2012, total assets of Virginia-chartered banks stood at \$60.0 billion with equity capital of \$6.6 billion; compared to \$56.9 billion in assets and \$6.3 billion in equity at the end of 2011. Equity capital to assets of Virginia-chartered banks was 11.0 percent at the end of 2012; compared to an 11.0 percent ratio at the end of 2011.

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

CREDIT UNION SECTION

Werner A. Paul, Deputy Commissioner

The Credit Union Section regulates and supervises Virginia-chartered credit unions. The Section has a staff of four examination professionals. The primary duty of the Section is to perform and review examinations of Virginia-chartered credit unions for safety and soundness and for compliance with various state laws and federal insurance regulations. Forty-seven of 49 credit unions in operation were examined during 2012, with an average examination cycle of about 13.40 months, well within the statutory mandate to examine each credit union twice within a three year period. Examiners receive two weeks of professional training and continuing education each year from the National Credit Union Administration (NCUA) and the National Association of State Credit Union Supervisors (NASCUS), and more is available as warranted.

At the end of 2012, Virginia-chartered credit unions had over 658,000 members (one in thirteen Virginians). Total assets of Virginia-chartered credit unions increased to \$6.7 billion in 2012 from \$6.2 billion in 2011, an increase of 7.36 percent. Net income increased from \$42.8 million in 2011 to \$52.3 million in 2012, an increase of 21.83 percent. The net worth ratio of Virginia-chartered credit unions was 10.52 percent at the end of 2012, compared to 10.28 percent at the end of 2011.

CONSUMER FINANCE SECTION

Susan E. Hancock, Deputy Commissioner

The Consumer Finance Section supervises non-depository companies, individuals and other business entities, including mortgage lenders and brokers, mortgage loan originators, consumer finance companies, payday lenders, motor vehicle title lenders, industrial loan associations, credit counseling agencies, check cashers, and money order sellers and money transmitters. The Section is headed by Deputy Commissioner Susan E. Hancock and is assisted by 21 examination professionals and one administrative professional. The primary responsibility of the Section is to conduct compliance examinations to ensure that the licensees are conducting business in accordance with applicable laws and regulations. The Bureau is authorized by law to examine all licensees, and most licensees are required to be examined at least once every three years.

In addition to conducting examinations, the Consumer Finance Section also handles consumer complaints relating to non-depository institutions and investigates information relating to entities that may be conducting business in Virginia without the required license.

During the 2012 calendar year, the Section conducted a total of 608 examinations with the majority (421) being mortgage examinations. As a result of these examinations, \$65,200 was refunded by licensees to consumers.

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

Examiners receive continuing education by attending various schools and participating in online training offered by the American Association of Residential Mortgage Regulators, the National Association of Consumer Credit Administrators, the Money Transmitter Regulators Association and/or the Conference of State Bank Supervisors.

At the end of 2012, the Bureau regulated 9,525 non-depository licensees. Of these, 724 were mortgage lenders and/or brokers reporting 2012 activity of \$8.2 billion in brokered mortgage loans and \$31.2 billion in closed mortgage loans secured by residential real estate located in Virginia. During 2012, the 23 licensed payday lenders reported making 460,948 loans totaling \$182 million. Twenty-one consumer finance companies, operating from 147 licensed offices, reported 89,741 loans outstanding to Virginia consumers at year-end 2012, with a total balance of \$320.3 million. Virginia's 69 licensed money transmitters, operating either directly or through thousands of agents located in Virginia, reported \$4.12 billion in money order sales and \$6.63 billion in money transmissions during 2012. Twenty-five motor vehicle title lenders, operating from 395 licensed offices, reported making 161,565 loans totaling \$180.3 million during the year.¹

CORPORATE STRUCTURE AND RESEARCH SECTION

Nicholas C. Kyrus, Deputy Commissioner

The Corporate Structure and Research Section is primarily responsible for processing and investigating applications from depository and non-depository institutions, individuals and other business entities for certificates of authority and licenses to conduct business in Virginia, and for branches, offices, relocations, mergers, and acquisitions. The Section is also responsible for corporate matters including changes in ownership, directors, officers, and name changes of regulated entities; review and compilation of annual reports of licensees; and preparation of the Bureau's annual reports. Deputy Commissioner Kyrus is assisted by six analysts and four administrative professionals.

The Section received 3,858 applications in 2012, compared with 3,239 in 2011, an increase of 19 percent. Applications by mortgage lender/brokers and mortgage loan originators represented 88.3 percent of the total applications received in 2012. In addition to 2,890 applications for mortgage loan originator licenses, the Section received 113 applications for new mortgage lender/broker licenses, 9 applications for acquisitions of mortgage companies, 2 applications for determination of a bona fide non-profit status, and 393 applications for additional offices and relocations. In 2012, 70 mortgage lender and broker licenses were surrendered and 2 were revoked by the Commission.

In the depository area, the Section received a total of 94 applications, of which 86 were from banks and savings institutions and 8 from credit unions, compared with 40 from banks and savings intuitions and 10 from credit unions in 2011. Bank applications consisted of 56 applications for branch expansion, 17 applications for relocations, 5 applications for

¹ Loan data for motor vehicle title lenders includes loans reported by licensees which were no longer operational as of December 31, 2012.

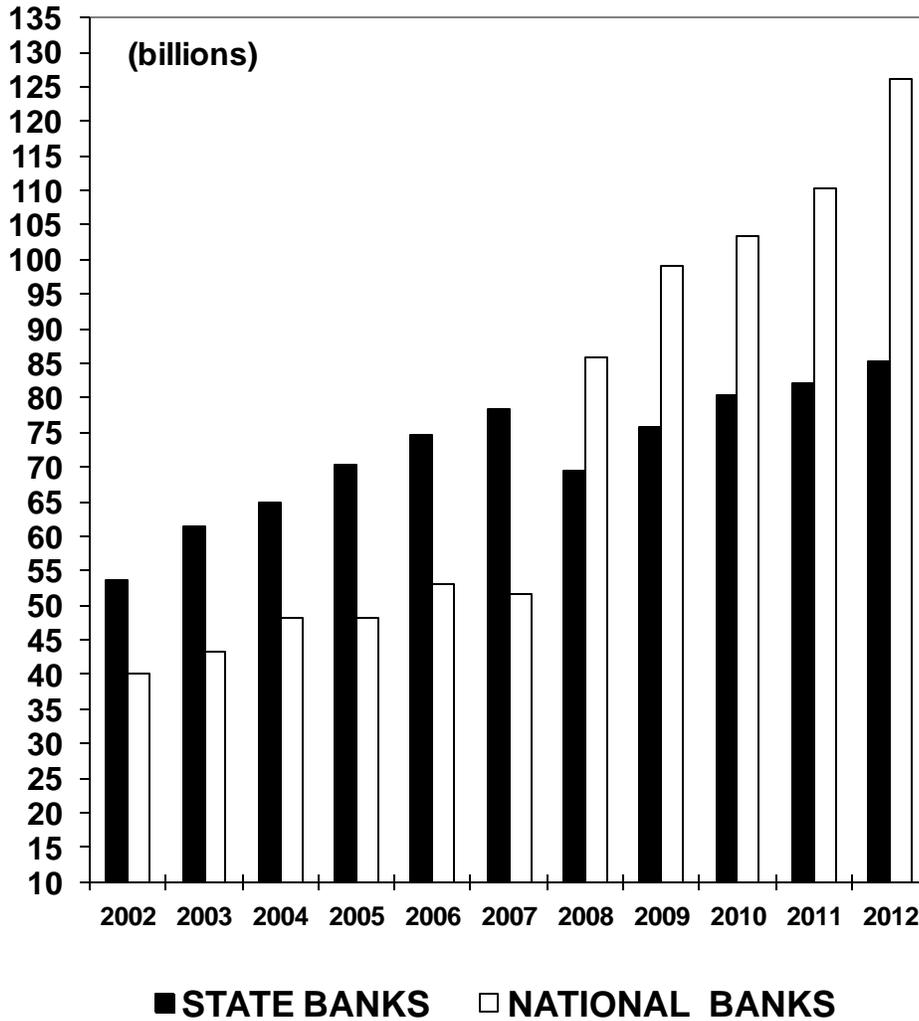
**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

acquisitions and 5 applications for mergers. Three applications were filed to acquire Virginia savings institutions. Credit union applications consisted of three applications for service facility expansion, two applications for relocating a service facility, two applications for mergers and one application to establish a new credit union.

Application Filings

	2007	2008	2009	2010	2011	2012
Banks	105	89	81	39	40	83
Credit Unions	8	14	12	11	10	8
Trust Companies	3	1	13	1	1	1
Savings Institutions	0	0	1	0	0	3
New Mortgage Brokers	378	134	54	33	40	55
New Mortgage Lenders	18	17	17	13	50	58
New Mortgage Lender/Brokers	76	36	34	22	N/A	N/A
Requests for Additional Authority	20	14	18	18	N/A	N/A
Exclusive Agent Applications	2	2	2	0	0	0
Additional Offices and Relocations	1,799	1,143	838	539	545	393
Acquisitions	61	47	30	26	19	9
Determination of a Bona Fide Non-Profit Status	0	0	0	0	0	2
Mortgage Loan Originators	0	0	2,099	5,792	2,179	2,890
Money Transmitters	13	14	14	13	9	17
Acquisitions	13	4	4	2	7	1
New Motor Vehicle Title Lenders	0	0	0	26	3	9
Additional Offices and Relocations	0	0	0	25	67	68
Other Business Requests	0	0	0	43	13	7
Acquisitions	0	0	0	0	2	0
New Credit Counseling Agencies	1	3	4	1	2	3
Additional Offices and Relocations	51	120	168	147	86	44
New Payday Lenders	8	6	3	0	2	1
Acquisitions	3	2	1	0	2	1
Additional Offices and Relocations	58	25	16	5	7	6
Other Business Requests	28	43	35	11	8	9
Consumer Finance Offices	31	26	14	32	67	105
Acquisitions	0	0	1	1	0	1
Other Business Requests	49	23	4	8	14	18
Check Cashers	117	79	84	74	66	66
Industrial Loan Association Relocations	0	0	0	2	0	0
Total applications received	2,842	1,842	3,547	6,884	3,239	3,858

**Deposits in Virginia Bank Offices²
State and National 2002 – 2012**



² Includes deposits of Virginia banks and out-of state banks operating in Virginia

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

**Consolidated Report of Condition for Virginia State-Chartered Banks
As of December 31 (In Thousands of Dollars)**

	December 31, 2011 80 State Banks 1,017 Branches	December 31, 2012 78 State Banks 1,100 Branches
ASSETS		
Cash and balances due from depository institutions.....	\$ 3,679,778	\$ 3,709,011
Noninterest-bearing balances and currency and coin	763,062	849,872
Interest-bearing balances	2,916,716	2,859,139
Securities	9,867,865	10,775,444
Federal funds sold & securities purchased under agreement to resell.....	486,280	389,332
Loan and lease financing receivables:		
Loans and leases, net of unearned income	39,211,804	41,256,140
LESS: Allowance for loan and lease losses	746,767	682,046
Loans and leases, net of unearned income and allowance for losses.....	38,465,037	40,574,094
Assets held in trading accounts	12,615	15,091
Premises and fixed assets (including capitalized leases)	1,182,837	1,183,190
Other real estate owned.....	436,234	435,568
Intangible assets.....	882,806	887,310
Other assets.....	1,907,319	2,041,890
TOTAL ASSETS	\$56,920,771	\$60,010,930
LIABILITIES		
Deposits:		
In domestic offices	\$46,528,633	\$49,271,979
(1) Noninterest-bearing.....	7,252,774	8,536,868
(2) Interest-bearing	39,275,859	40,735,111
In foreign offices, Edge and Agreement subsidiaries, and IBFs ...	0	0
(1) Noninterest-bearing.....	0	0
(2) Interest-bearing	0	0
Federal funds purchased and securities sold under agreement to repurchase.....	1,064,249	1,019,476
Other borrowed money	2,645,624	2,614,652
Notes and debentures subordinated to deposits	41,612	30,685
Other liabilities	379,995	450,137
TOTAL LIABILITIES	50,660,113	53,386,929
EQUITY CAPITAL		
Perpetual preferred stock.....	203,394	176,283
Common stock.....	519,476	535,140
Surplus	3,656,036	3,823,346
Undivided profits and capital reserves	1,855,513	2,059,256
Noncontrolling interests in consolidated subsidiaries	26,239	29,976
TOTAL EQUITY	6,260,658	6,624,001
TOTAL LIABILITIES AND EQUITY CAPITAL	\$56,920,771	\$60,010,930

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

**Consolidated Report of Income for Virginia State-Chartered Banks
For the Year Ended December 31 (In Thousands of Dollars)**

	2011	2012
INTEREST INCOME:		
Interest and fees on loans	\$ 2,251,591	\$ 2,198,751
Income from lease financing receivables	104	87
Interest on balances due from depository institutions	9,863	9,650
Interest and dividends on securities	300,991	280,024
Interest from assets held in trading accounts	67	221
Interest on federal funds sold and securities purchased under agreements to resell.....	1,261	929
Other Interest Income	5,996	7,035
TOTAL INTEREST INCOME	2,569,873	2,496,697
INTEREST EXPENSE:		
Interest on deposits in domestic offices	469,177	366,673
Interest on deposits in foreign offices, Edge and Agreement subsidiaries, and IBFs	0	0
Expense of federal funds purchased and securities sold under agreements to repurchase.....	9,648	8,678
Interest on trading liabilities and other borrowed money	87,892	73,594
Interest on notes and debentures subordinated to deposits	2,615	1,563
TOTAL INTEREST EXPENSE	569,332	450,508
NET INTEREST INCOME	2,000,541	2,046,189
Provision for loan and lease losses	333,200	220,615
NONINTEREST INCOME:		
Income from fiduciary activities	16,277	17,274
Service charges on deposit accounts	122,579	122,467
Trading revenue	(3,095)	1,092
Other fee income.....	0	0
All other noninterest income	370,120	495,421
TOTAL NONINTEREST INCOME.....	505,881	636,254
Realized gains (losses) on securities	22,623	27,207
NONINTEREST EXPENSE:		
Salaries and employee benefits	915,544	995,612
Expenses of premises and fixed assets (net of rental income) ...	222,504	229,506
Other noninterest expense	627,900	615,523
TOTAL NONINTEREST EXPENSE.....	1,765,948	1,840,641
INCOME BEFORE INCOME TAXES AND EXTRA- ORDINARY ITEMS AND OTHER ADJUSTMENTS	429,897	648,394
APPLICABLE INCOME TAXES	163,273	197,667
INCOME BEFORE EXTRA ORDINARY ITEMS AND OTHER ADJUSTMENTS	266,624	450,727
EXTRAORDINARY ITEMS AND OTHER ADJUSTMENTS NET OF INCOME TAXES	0	0
NET INCOME	\$ 266,624	\$ 450,727

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

Operating Ratios for Virginia State-Chartered Banks

CLASSIFICATION IN MILLIONS OF DOLLARS	UNDER 100	100-250	250-500	500-1,000	OVER 1,000	ALL BANKS
NUMBER OF BANKS IN GROUP	6	23	17	16	14	78
Yield on Earning Assets	5.26	4.99	4.61	5.42	4.56	4.74
Cost of Funding Earning Assets	1.11	0.89	0.90	0.93	0.83	0.86
Net Interest Margin	4.16	4.10	3.71	4.49	3.72	3.89
Noninterest Income to Average Assets	0.33	0.51	0.47	1.11	1.07	1.10
Noninterest Expense to Average Assets	3.16	3.23	2.97	3.60	2.91	3.18
Net Operating Income to Assets	0.48	0.52	0.35	0.64	0.85	0.74
Return on Assets	0.56	0.57	0.47	0.68	0.86	0.77
Pretax Return on Assets	0.74	0.79	0.54	0.98	1.25	1.10
Return on Equity	4.82	5.36	5.05	6.71	7.32	6.95
Retained Earnings to Average Equity	4.15	2.54	3.57	4.18	3.14	3.41
Net Charge-offs to Loans	0.82	0.61	0.99	1.03	0.60	0.71
Loss Allowance to Loans	1.49	1.77	1.78	2.12	1.53	1.65
Noncurrent Assets Plus Other Real Estate Owned to Assets	1.80	2.25	2.59	2.76	1.86	2.08
Noncurrent Loans to Total Loans	1.03	2.18	2.40	2.19	1.87	1.96
Net Loans and Leases to Deposits	83.94	78.51	73.70	87.53	81.94	82.35
Equity Capital to Assets	11.84	10.59	9.41	10.20	11.66	10.99
Tier One Risk-based Capital Ratio	16.84	14.90	13.66	13.04	12.89	13.08
Total Risk-based Capital Ratio	18.04	16.07	14.86	14.40	14.07	14.28

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

**Selected Data for Virginia State-Chartered Banks
As of December 31, 2012**

Bank Name	Principal Location	No. of Offices	Assets (\$000)	Deposits (\$000)	Equity (\$000)
Bank of Botetourt	Buchanan	10	295,276	266,484	26,037
The Bank of Charlotte County*	Phenix	4	120,382	98,371	16,634
Bank of Clarke County*	Berryville	12	588,755	478,589	65,574
The Bank of Fincastle	Fincastle	8	195,650	168,861	25,969
Bank of Floyd*	Floyd	7	278,816	254,116	23,342
The Bank of Hampton Roads*	Norfolk	33	1,743,285	1,391,296	164,977
Bank of Lancaster*	Kilmarnock	9	337,304	284,377	30,283
The Bank of Marion*	Marion	16	346,259	298,060	38,452
Bank of McKenney*	McKenney	7	211,883	187,172	21,199
Bank of the James*	Lynchburg	10	441,440	402,083	36,641
The Bank of Southside Virginia	Carson	15	549,917	466,035	77,355
Bank of Virginia*	Midlothian	4	179,982	154,484	15,009
Benchmark Community Bank*	Kenbridge	12	438,449	387,260	47,777
The Blue Grass Valley Bank	Blue Grass	2	38,043	33,805	4,080
Blue Ridge Bank, Inc.*	Luray	5	207,214	168,823	17,480
Burke & Herbert Bank & Trust Company	Alexandria	25	2,620,345	2,188,726	279,226
The Business Bank	Vienna	8	328,027	296,333	29,799
Cardinal Bank	McLean	27	3,030,896	2,302,208	315,094
Carter Bank & Trust	Martinsville	124	4,442,297	4,060,996	359,364
Central Virginia Bank*	Powhatan	9	386,369	324,487	18,901
Chesapeake Bank*	Kilmarnock	12	663,076	563,034	72,440
Citizens and Farmers Bank	West Point	18	968,820	686,886	119,565
Citizens Bank and Trust Company*	Blackstone	11	334,788	282,685	38,829
Citizens Community Bank*	South Hill	4	162,698	138,638	21,686
Colonial Virginia Bank*	Gloucester	2	117,865	102,681	11,837

* - Member of Federal Reserve

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

Bank Name	Principal Location	No. of Offices	Assets (\$000)	Deposits (\$000)	Equity (\$000)
Community Bankers' Bank*	Midlothian	1	156,650	138,956	15,050
Community Capital Bank of Virginia*	Christiansburg	2	54,525	41,822	11,214
Essex Bank*	Tappahannock	25	1,151,821	975,156	117,176
EVB*	Tappahannock	24	1,075,002	843,338	106,214
Farmers & Merchants Bank*	Timberville	9	595,573	453,852	49,378
The Farmers & Merchants Bank of Craig County*	New Castle	2	54,098	44,450	9,570
Farmers and Miners Bank*	Pennington Gap	6	131,408	114,343	16,783
The Farmers Bank of Appomattox*	Appomattox	5	199,932	169,006	25,109
Farmers Bank, Windsor, Virginia*	Windsor	5	392,698	326,035	42,992
The Fauquier Bank*	Warrenton	10	599,779	515,417	50,647
First and Citizens Bank	Monterey	3	117,239	103,751	13,001
First Bank*	Strasburg	10	532,392	473,336	47,299
The First Bank and Trust Company*	Lebanon	19	1,276,136	1,124,718	136,893
First Capital Bank*	Glen Allen	7	542,663	463,697	50,012
First Community Bank*	Bluefield	71	2,705,714	2,037,447	334,384
First Sentinel Bank*	Richlands	5	166,123	147,940	15,095
First State Bank	Danville	1	38,798	36,529	1,956
First Virginia Community Bank*	Fairfax	4	422,372	378,733	39,151
The Freedom Bank of Virginia*	Vienna	2	238,488	212,577	25,264
Frontier Community Bank*	Waynesboro	1	83,529	75,090	8,251
Heritage Bank*	Norfolk	7	334,633	295,544	34,511
Highlands Community Bank*	Covington	2	121,960	107,300	13,668
Highlands Union Bank*	Abingdon	14	592,525	486,201	37,212
HomeTown Bank*	Roanoke	5	370,354	310,719	35,854
John Marshall Bank*	Reston	6	563,386	463,326	53,064
Lee Bank & Trust Company	Pennington Gap	4	168,967	147,158	20,293
MainStreet Bank*	Herndon	5	271,495	241,359	24,660

* - Member of Federal Reserve

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

Bank Name	Principal Location	No. of Offices	Assets (\$000)	Deposits (\$000)	Equity (\$000)
Middleburg Bank*	Middleburg	13	1,230,635	983,898	111,035
Miners Exchange Bank*	Coeburn	8	138,164	127,348	10,018
Monarch Bank*	Chesapeake	13	1,214,633	901,835	102,116
New Peoples Bank, Inc.*	Honaker	24	719,663	658,056	53,166
The Peoples Bank	Rose Hill	4	92,410	84,596	7,709
Peoples Community Bank*	Montross	5	147,790	133,948	13,284
Pioneer Bank*	Stanley	6	169,389	133,797	18,150
Select Bank*	Forest	2	111,118	99,694	11,227
Shore Bank*	Onley	7	312,763	248,069	34,337
Sonabank*	McLean	19	721,840	551,824	102,391
StellarOne Bank*	Christiansburg	55	3,015,248	2,490,516	452,555
Towne Bank	Portsmouth	25	4,405,926	3,394,037	552,910
TruPoint Bank*	Grundy	12	453,752	398,600	37,199
Union First Market Bank*	Richmond	91	4,084,707	3,304,248	483,299
United Bank*	Fairfax	54	3,606,896	2,746,821	624,218
Valley Bank*	Roanoke	8	763,784	622,677	78,389
Village Bank	Midlothian	15	506,059	436,918	33,163
Virginia Bank and Trust Company*	Danville	8	170,318	143,711	23,803
Virginia Commerce Bank*	Arlington	28	2,821,621	2,255,492	299,875
Virginia Commonwealth Bank*	Petersburg	9	274,338	245,693	28,105
Virginia Community Bank*	Louisa	8	225,001	192,458	19,474
Virginia Company Bank	Newport News	3	140,523	117,547	13,520
Virginia Heritage Bank*	Fairfax	6	781,573	660,138	69,317
Virginia Partners Bank*	Fredericksburg	4	209,294	187,085	20,142
WashingtonFirst Bank	Reston	17	1,144,922	985,452	95,479
Xenith Bank*	Richmond	7	562,467	453,231	86,893

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

Holding Companies with Bank Subsidiaries Headquartered in Virginia

Access National Corporation, 1800 Robert Fulton Drive, Suite 300, Reston, VA 20191

C.E.O. - Michael W. Clarke, President
Access National Bank, Chantilly, VA

American National Bankshares Inc., 628 Main Street, Danville, VA 24541

C.E.O. – Jeffrey V. Haley
American National Bank and Trust Company, Danville, VA

BCC Bankshares, Inc., P. O. Box 336, Phenix, VA 23959-0336

C.E.O. - Bobby A. Howard, President
Bank of Charlotte County, The, Phenix, VA

Bank of Southside Virginia Corporation, The, P. O. Box 40, Carson, VA 23830-0040

C.E.O. - J. Peter Clements, President
Bank of Southside Virginia, The, Carson, VA

Bank of the James Financial Group, Inc., 828 Main Street, Lynchburg, VA 24504-1525

C.E.O. - Robert R. Chapman, III, President
Bank of the James, Lynchburg, VA

Bay Banks of Virginia, Inc., P. O. Box 1869, Kilmarnock, VA 22482-1869

C.E.O. - Randal R. Greene, President
Bank of Lancaster, Kilmarnock, VA
Bay Trust Company, Kilmarnock, VA

Benchmark Bankshares Inc, P.O. Box 569, Kenbridge, VA 23944-0569

C.E.O. - Michael O. Walker, President
Benchmark Community Bank, Kenbridge, VA

Blue Ridge Bankshares, Inc., P. O. Box 609, Luray, VA 22835-0609

C.E.O. - Monte L. Layman, President
Blue Ridge Bank, Inc., Luray, VA

Botetourt Bankshares, Inc., P O Box 339, Buchanan, VA 24066-0339

C.E.O. - H. Watts Steger, III, Chairman of the Board
Bank of Botetourt, Troutville, VA

C&F Financial Corporation, P O Box 391, West Point, VA 23181-0391

C.E.O. - Larry G. Dillon, President
Citizens and Farmers Bank, West Point, VA

CBB Financial Corp., P O Box 268, Midlothian, VA 23113

C.E.O. - William H. McFaddin
Community Bankers' Bank, Midlothian, VA

Capital One Financial Corporation, 1680 Capital One Drive, McLean, VA 22102-3491

C.E.O. - Richard D. Fairbank, President
Capital One Bank (USA), National Association, Glen Allen, VA
Capital One, National Association, McLean, VA

Cardinal Bankshares Corporation, P. O. Box 215, Floyd, VA 24091-0215

C.E.O. – Michael D. Larrow
Bank of Floyd, Floyd, VA

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

Holding Companies with Bank Subsidiaries Headquartered in Virginia

Cardinal Financial Corporation, 8270 Greensboro Drive, Suite 500, McLean, VA 22102
C.E.O. - Bernard H. Clineburg, Chairman of the Board
Cardinal Bank, McLean, VA

Central Virginia Bankshares, Inc., P O Box 39, Powhatan, VA 23139-0039
C.E.O. - Herbert E. Marth, Jr., President
Central Virginia Bank, Powhatan, VA

Chain Bridge Bancorp, Inc., 1445-A Laughlin Avenue, McLean, VA 22101
C.E.O. - John J. Brough, President
Chain Bridge Bank, N.A., McLean, VA

Chesapeake Financial Shares, Inc., P O Box 1419, Kilmarnock, VA 22482-1419
C.E.O. - Jeffrey M. Szyperski, President
Chesapeake Bank, Kilmarnock, VA
Chesapeake Trust Company, Kilmarnock, VA

Citizens Bancorp of Virginia, Inc., 126 South Main Street, Blackstone, VA 23824-1842
C.E.O. - Joseph D. Borgerding, President
Citizens Bank and Trust Company, Blackstone, VA

Community Bankers Trust Corporation, 4235 Innslake Drive, Suite 200, Glen Allen, VA 23060
C.E.O. - Rex L. Smith, III, President
Essex Bank, Glen Allen, VA

Cordia Bancorp Inc., 11730 Hull Street Road, Midlothian, VA 23112
C.E.O. - Jack C. Zoeller, President
Bank of Virginia, Midlothian, VA

Eagle Financial Services, Inc., 2 E. Main Street, Berryville, VA 22611
C.E.O. - John R. Milleson, President
Bank of Clarke County, Berryville, VA

Eastern Virginia Bankshares, Inc., P O Box 1455, Tappahannock, VA 22560-1455
C.E.O. - Joe A. Shearin, President
EVB, Tappahannock, VA

F & M Bank Corp, P O Box 1111, Timberville, VA 22853-1111
C.E.O. - Dean W. Withers, President
Farmers & Merchants Bank, Timberville, VA

Fauquier Bankshares, Inc., 10 Courthouse Square, Warrenton, VA 20186-2800
C.E.O. - Randy K. Ferrell, President
Fauquier Bank, The, Warrenton, VA

First Bancorp, Inc., P O Box 457, Lebanon, VA 24266-0457
C.E.O. - William H. Hayter, President
First Bank and Trust Company, The, Lebanon, VA

First Capital Bancorp, Inc., 4222 Cox Road, Suite 200, Glen Allen, VA 23060-3332
C.E.O. - John M. Presley
First Capital Bank, Glen Allen, VA

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

Holding Companies with Bank Subsidiaries Headquartered in Virginia

First Community Bancshares, Inc., P. O. Box 989, Bluefield, VA 24605-0989

C.E.O. - John Mendez

First Community Bank, Bluefield, VA

First National Corporation, 112 West King Street, Strasburg, VA 22657-2220

C.E.O. - Scott C. Harvard, President

First Bank, Strasburg, VA

First Region Bancshares, Inc., P. O. Box 1050, Richlands, VA 24641-1050

C.E.O. - J. Robert Buchanan, President

First Sentinel Bank, Richlands, VA

GNB Bankshares Corporation, P O Box 2080, Grundy, VA 24614-2080

C.E.O. - Bobby G. Reese, President

Grundy National Bank, Grundy, VA

Grayson Bankshares, Inc., P O Box 186, Independence, VA 24348-0186

C.E.O. - Jacky K. Anderson, President

Grayson National Bank, Independence, VA

Hampton Roads Bankshares, Inc., 641 Lynnhaven Parkway, Virginia Beach, VA 23452

C.E.O. - Douglas J. Glenn, President

Bank of Hampton Roads, The, Virginia Beach, VA

Shore Bank, Onley, VA

Heritage Bankshares, Inc., 150 Granby Street, Suite 150, Norfolk, VA 23510

C.E.O. - Michael S. Ives, President

Heritage Bank, Norfolk, VA

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

C.E.O. - Vernon D. Woodell, President

First and Citizens Bank, Monterey, VA

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

C.E.O. - Samuel L. Neese

Highlands Union Bank, Abingdon, VA

HomeTown Bankshares Corporation, 202 S. Jefferson Street, Roanoke, VA 24011

C.E.O. - Susan K. Still, President

HomeTown Bank, Roanoke, VA

MainStreet Bankshares, Inc., 1075 Spruce Street, Martinsville, VA 24112

C.E.O. – Brenda H. Smith, Acting President

Franklin Community Bank, N. A., Rocky Mount, VA

Middleburg Financial Corporation, 111 West Washington Stree, Middleburg, VA 20117

C.E.O. - Gary R. Shook, President

Middleburg Bank, Middleburg, VA

Middleburg Trust Company, Richmond, VA

STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012

Holding Companies with Bank Subsidiaries Headquartered in Virginia

Millennium Bankshares Corporation, 21430 Cedar Drive, Suite 200, Sterling, VA 20164-0000

C.E.O. – Joseph W. Pavlini

Millennium Bank, National Association, Reston, VA

Miners and Merchants Bancorp, Inc., P O Box 1010, Grundy, VA 24614-1010

C.E.O. - Barry C. Elswick, President

TruPoint Bank, Grundy, VA

Monarch Financial Holdings, Inc., 1435 Crossways Boulevard, Chesapeake, VA 23320

C.E.O. - Brad E. Schwartz

Monarch Bank, Chesapeake, VA

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

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

National Bank of Blacksburg, The, Blacksburg, VA

New Peoples Bankshares, Inc., 64 Commerce Drive, Honaker, VA 24260-1810

C.E.O. - Jonathan Mullins

New Peoples Bank, Inc., Honaker, VA

Old Point Financial Corporation, 10 South Mallory Street, Hampton, VA 23663

C.E.O. - R. F. Shuford, Chairman of the Board

Old Point National Bank of Phoebus, The, Hampton, VA

Peoples Bankshares, Incorporated, P. O. Box 306, Montross, VA 22520-0306

C.E.O. - Robert K. Bailey, III, President

Peoples Community Bank, Montross, VA

Pinnacle Bankshares Corporation, P.O. Box 29, Altavista, VA 24517

C.E.O. - Aubrey H. Hall, President

First National Bank of Altavista, The, Altavista, VA

Pioneer Bankshares, Inc., P O Box 10, Stanley, VA 22851-0010

C.E.O. - Thomas R. Rosazza, President

Pioneer Bank, Stanley, VA

Powell Valley Bankshares, Inc., P O Box 100, Jonesville, VA 24263-0100

C.E.O. - Lloyd C. Martin, President

Powell Valley National Bank, Jonesville, VA

River Bancorp, Inc., 433 Commonwealth Blvd East, Ste 1, Martinsville, VA 24112

C.E.O. - Ronald D. Haley, President

River Community Bank, N.A., Martinsville, VA

Southern National Bancorp of Virginia, Inc., 550 Broadview Avenue, Warrenton, VA 20186

C.E.O. - Georgia S. Derrico, Chairman of the Board

Sonabank, Warrenton, VA

Southwest Virginia Bankshares, Inc., P O Box 1067, Marion, VA 24354-1067

C.E.O. - John E. Stringer, President

Bank of Marion, The, Marion, VA

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

Holding Companies with Bank Subsidiaries Headquartered in Virginia

StellarOne Corporation, 590 Peter Jefferson Parkway, Ste. 250, Charlottesville, VA 22911-4655

C.E.O. - O.R. Barham, Jr., President
StellarOne Bank, Christiansburg, VA

Union First Market Bankshares Corporation, 1051 East Cary Street, Suite 1200, Richmond, VA 23219-0000

C.E.O. - G. William Beale
Union First Market Bank, Ruther Glen, VA

United Bankshares, Inc., 514 Market Street, Parkersburg, WV 26102-1508

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

United Financial Banking Companies, Inc., 133 Maple Avenue East, Vienna, VA 22180

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

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

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

Village Bank and Trust Financial Corp., P O Box 330, Midlothian, VA 23113-0330

C.E.O. - Thomas W. Winfree, President
Village Bank, Midlothian, VA

Virginia BanCorp, Inc., 407 N. Ridge Road, Richmond, VA 23229

C.E.O. - C. Franklin Scott, Jr.
Virginia Commonwealth Bank, Petersburg, VA

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

C.E.O. - Roger C. Gillispie, President
Virginia Bank and Trust Company, Danville, VA

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

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

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

C.E.O. - A. Preston Moore, President
Virginia Community Bank, Louisa, VA

Virginia Community Capital, Inc., 990 Cambria Street, NE, Christiansburg, VA 24073-1602

C.E.O. - Jane N. Henderson, President
Community Capital Bank of Virginia, Christiansburg, VA

WashingtonFirst Bankshares, Inc., 11921 Freedom Drive, Suite 250, Reston, VA 20190

C.E.O. - Shaza L. Andersen
WashingtonFirst Bank, Reston, VA

Xenith Bankshares, Inc., 901 East Cary Street, Richmond, VA 23219

C.E.O. - T. Gaylon Layfield, III, President
Xenith Bank, Richmond, VA

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

**Consolidated Report of Condition for Credit Unions
As of December 31**

	2011	2012
ASSETS		
Loans	\$3,621,464,724	\$3,869,014,101
LESS: Allowance for loan losses	48,458,138	48,101,773
Cash	401,868,023	335,579,188
Available for Sale securities	877,708,555	1,025,153,180
Held to Maturity securities	820,207,975	865,165,540
Shares, deposits & certificates in Corporate Centrals	24,988,661	10,917,241
Shares, deposits & certificates in banks, S&L's & MSB's	185,203,343	228,711,789
Shares, deposits & certificates in other credit unions	9,910,592	10,616,789
All other investments.....	43,464,335	67,917,951
Land and buildings (net of depreciation)	111,302,310	110,598,574
Other fixed assets (net of depreciation).....	19,704,826	20,860,802
Share insurance capitalization deposit.....	50,597,969	54,921,778
All other assets.....	94,464,812	118,381,712
TOTAL ASSETS	\$6,212,427,987	\$6,669,736,872
LIABILITIES & SAVINGS EQUITY		
Notes/interest payable	\$164,251,239	\$163,528,978
Accounts payable	86,487,000	85,463,445
Dividends payable.....	513,793	431,791
TOTAL LIABILITIES	\$251,252,032	\$249,424,214
Share certificates	\$1,469,508,377	\$1,443,529,905
Share draft accounts.....	718,008,904	817,132,549
IRA accounts.....	568,101,437	592,249,643
Other shares.....	2,579,383,963	2,891,250,654
TOTAL SHARES	\$5,335,002,681	\$5,744,162,751
Regular/statutory reserve	86,804,463	89,488,688
Other reserves	78,943,480	85,155,898
Equity Acquired in a Merger.....	1,677,089	2,845,163
Unrealized Gains (Losses) on available for sale securities	14,863,723	16,610,604
Other Comprehensive Income	(27,703,477)	(42,624,664)
Undivided earnings	471,506,526	524,674,218
TOTAL EQUITY	\$626,173,274	\$676,149,907
TOTAL LIABILITIES & EQUITY	\$6,212,427,987	\$6,669,736,872
Number of credit unions in operation	49	48

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

**Consolidated Report of Income for Credit Unions
For the Year Ended December 31**

	2011	2012
INCOME		
Interest on loans (gross).....	\$222,356,996	\$224,310,101
LESS: Interest refunded.....	0	0
Income from investments.....	37,341,611	33,512,907
Fee income	43,131,802	43,554,337
Other operating income	39,733,322	45,565,235
TOTAL GROSS INCOME	\$342,563,731	\$346,942,580
EXPENSES		
Employee compensation & benefits	\$103,444,725	\$111,436,575
Travel & conference expense.....	1,892,559	2,010,807
Office occupancy expense	10,625,003	10,777,273
Office operations expense.....	41,052,750	43,582,382
Education & promotional expenses	6,077,612	6,563,251
Loan servicing expense	18,276,746	21,315,820
Professional & outside services	10,388,196	10,800,904
Provision for loan losses.....	30,667,013	28,713,294
Members insurance ³	425,708	479,504
Temporary Corporate CU Stabilization Fund Expense	12,417,366	5,119,010
Operating fees (examination & supervision fees)	1,352,789	1,476,275
Miscellaneous operating expenses	3,929,743	4,007,329
TOTAL OPERATING EXPENSES BEFORE DIVIDENDS	\$240,550,210	\$246,282,424
NET INCOME (LOSS) BEFORE DIVIDENDS	\$102,013,761	\$100,660,156
Gains (losses) on investments.....	1,232,659	1,906,576
Gains (losses) on deposition of fixed assets	(332,829)	(104,438)
Other non-operating income (expense)	46,987	997,783
TOTAL NON-OPERATING GAINS (LOSSES)	\$946,817	\$2,799,921
Total net income (loss) before dividends	\$102,960,338	\$103,460,077
Interest on borrowed money	5,202,742	5,545,234
Dividends.....	54,807,279	45,588,575
Net income (loss) after dividends.....	\$42,950,317	\$52,326,268
Transfer to Regular Reserve	\$34,737	\$550,858

³ This account includes NCUSIF Premium Expense

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

**Selected Data for Virginia State-Chartered Credit Unions
As of December 31, 2012**

Credit Union Name	Principal Location	Assets (\$000)	Deposits (\$000)	Equity (\$000)
A B & W Credit Union, Incorporated	Alexandria	\$28,064	\$22,984	\$4,822
Augusta Health Care Credit Union, Incorporated	Fishersville	10,674	9,788	865
Beacon Credit Union, Incorporated	Lynchburg	92,451	82,677	9,427
Belt Line Employees Credit Union, Incorporated	Portsmouth	2,989	2,711	278
C.C.C. Martinsville Employees Credit Union, Incorporated	Martinsville	663	580	83
Cadmus Credit Union, Incorporated	Richmond	2,403	1,815	578
Campbell County Employee's Credit Union, Inc.	Concord	673	593	80
Centra Health Credit Union	Lynchburg	9,344	7,706	1,624
Chesapeake City Employees Credit Union	Chesapeake	4,842	4,467	367
Chesapeake Public School Employee's Credit Union, Inc.	Chesapeake	9,730	8,842	881
Dominion Credit Union	Richmond	254,590	224,789	26,183
DuPont Community Credit Union	Waynesboro	841,555	712,644	83,022
Entrust Financial Credit Union	Richmond	70,121	64,195	5,377
Goodyear-Danville Family Credit Union	Danville	12,434	10,776	1,621
Hampton City Employees Credit Union, Incorporated	Hampton	5,791	5,261	517
Hampton Roads Educators Credit Union, Inc.	Hampton	30,412	28,539	2,128
Hampton Roads Postal Credit Union, Inc.	Hampton	3,129	2,891	214
Life Line Credit Union, Inc.	Richmond	7,775	7,290	468
Loudoun Credit Union	Leesburg	30,125	26,313	3,711
Martinsville Du Pont Employees Credit Union, Incorporated	Martinsville	263,650	224,108	38,914
Martinsville Postal Credit Union, Incorporated	Martinsville	524	474	50
N.C.S.E. Credit Union, Inc.	Lovington	1,225	1,030	196
Nabisco Employees Credit Union	Richmond	9,508	6,877	2,624
Newport News Municipal Employees Credit Union, Incorporated	Newport News	42,977	38,764	3,781
Newport News Shipbuilding Employee's Credit Union, Inc. d/b/a Bayport Credit Union	Newport News	1,276,512	1,071,741	164,276

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

**Selected Data for Virginia State-Chartered Credit Unions
As of December 31, 2012**

Credit Union Name	Principal Location	Assets (\$000)	Deposits (\$000)	Equity (\$000)
Norfolk Southern Employees' Credit Union, Incorporated	Chesapeake	2,224	1,960	261
Norfolk, Va., Postal Credit Union, Incorporated	Norfolk	4,964	4,478	480
Northern Star Credit Union, Incorporated	Portsmouth	80,262	67,354	8,760
Old Dominion University Credit Union, Inc.	Norfolk	26,239	23,772	2,350
P.W.C. Employees Credit Union	Woodbridge	44,921	40,065	5,650
Petersburg Federal Reformatory Credit Union, Incorporated	Petersburg	3,413	2,576	836
PFD Firefighters Credit Union, Incorporated	Portsmouth	22,972	20,303	2,568
Piedmont Credit Union	Danville	49,699	44,852	4,720
Portsmouth Police Credit Union, Incorporated	Portsmouth	1,636	1,292	338
Prime Care Credit Union, Incorporated	Norfolk	16,368	14,189	2,113
Richmond Fire Department Credit Union, Incorporated	Richmond	14,963	13,042	1,788
Richmond Police Department Credit Union, Incorporated	Richmond	5,414	4,665	738
Richmond Postal Credit Union Incorporated, The	Richmond	80,753	71,302	10,044
Riverside Health System Employees' Credit Union, Incorporated	Newport News	8,237	6,758	1,408
Spruance Cellophane Credit Union	Richmond	5,747	5,134	609
University of Virginia Community Credit Union, Inc.	Charlottesville	633,881	555,605	65,742
Valley Industrial Credit Union	Waynesboro	8,891	8,153	733
Virginia Credit Union, Inc.	Richmond	2,385,518	2,062,590	209,432
Virginia Educators' Credit Union	Newport News	55,870	48,797	6,765
Virginia Gas, Credit Union, Incorporated	Staunton	3,062	2,620	421
Virginia United Methodist Credit Union, Inc.	Richmond	18,932	17,450	1,480
Waynesboro Employees Credit Union, Inc.	Waynesboro	4,104	3,701	392
WECCU Credit Union	Covington	70,338	60,972	8,039

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

Consolidated Operating Data of Licensed Payday Lenders⁴

	<u>2012</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>
1. Total number of payday lender licensees operating at year end	23	27	31	46
2. Total number of locations operated by payday lender licensees at year end	244	267	288	473
3. Total number of payday loans made	460,948	470,062	435,273	437,766
4. Total dollar amount of payday loans made	\$181,961,329	\$185,679,381	\$170,988,829	\$166,208,941
5. Average loan amount	\$395	\$395	\$393	\$380
6. Total number of individuals to whom payday loans were made	140,329	147,162	146,319	167,598
7. Number of individual borrowers who received more than one loan but less than 13 loans	115,663	116,709	124,349	121,838
8. Number of individual borrowers who received 13 loans or more	0	2	1	17,020
9. Average number of loans per borrower	3.3	3.2	3.0	2.6
10. Range of annual percentage rates charged on payday loans	0-819	0-819	0-819	0-857
11. Average annual percentage rate charged on payday loans	305	273	281	268
12. Range of number of days of the term of payday loans made	14-212	14-213	14-214	14-214
13. Average term in days of payday loans made	39	39	52	31
14. Total number of borrower checks returned unpaid by the drawer depository institution	41,986	48,787	50,455	66,940
15. Total dollar amount of borrower checks returned unpaid by the drawer depository institution	\$19,974,522	\$22,552,667	\$24,809,408	\$36,684,170
16. Total number of returned checks ultimately paid	21,606	26,203	29,981	39,872
17. Total dollar amount of returned checks ultimately paid	\$8,877,206	\$8,337,544	\$8,663,872	\$10,102,404
18. Total number of returned checks charged off as uncollectible	26,400	29,280	33,723	66,207
19. Total dollar amount of returned checks charged off as uncollectible	\$11,676,597	\$13,276,568	\$16,406,588	\$36,922,012
20. Total number of returned check fees collected from borrowers whose checks are returned for insufficient funds	13,483	18,977	21,047	32,070
21. Total dollar amount of returned check fees collected from borrowers whose checks are returned for insufficient funds	\$636,501	\$649,097	\$310,649	\$292,452
22. Total number of individual borrowers against whom lawsuits were instituted	4,237	5,377	2,326	4,305
23. Total dollar amount of loans sought to be recovered through lawsuits	\$3,756,001	\$2,934,524	\$1,144,728	\$1,941,759

⁴ Information compiled from annual reports filed with the Bureau of Financial Institutions by licensed payday lenders. Consolidated data does not reflect activities of licensees who were not operational at the end of each calendar year.

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

Consolidated Operating Data of Licensed Motor Vehicle Title Lenders

	<u>2012</u>	<u>2011</u>	<u>2010⁵</u>
1. Total number of motor vehicle title lender licensees operating at year end	25	26	15
2. Total number of locations operated by motor vehicle title lender licensees at year end	395	378	184
3. Total number of motor vehicle title loans made	161,264	128,446	24,975
4. Total dollar amount of motor vehicle title loans made	\$180,278,619	\$125,381,561	\$21,151,499
5. Average loan amount	\$1,118	\$976	\$847
6. Total number of individuals to whom motor vehicle title loans were made	132,691	105,542	22,725
7. Average number of loans per borrower	1.2	1.2	1.1
8. Range of annual percentage rates charged on motor vehicle title loans	75-268	0-322	0-289
9. Average annual percentage rate charged on motor vehicle title loans	224	220	214
10. Range of number of days of the term of motor vehicle title loans made	120-368	1-367	1-365
11. Average term in days of motor vehicle title loans made	339	306	305
12. Total number of individual borrowers that failed to make a monthly payment on a motor vehicle title loan for at least 60 days	26,800	13,771	3,518
13. Total number of motor vehicles that were repossessed by or on behalf of motor vehicle title lender licensees	13,061	8,378	194
14. Total number of repossessed motor vehicles that were sold by or on behalf of motor vehicle title licensees	10,494	4,910	2
15. Total number of personal money judgments against borrowers that were obtained by or on behalf of motor vehicle title lender licensees based on:			
a. Intentionally damaging or destroying a motor vehicle that secures a title loan	3	0	0
b. Intentionally concealing a motor vehicle that secures a title loan	35	7	0
c. Giving the licensee a lien on a motor vehicle that is already encumbered by an undisclosed prior lien	0	1	0
d. Subsequently giving a security interest in, or selling, a motor vehicle that secures a title loan to a third party, without the licensee's written consent	0	0	0
16. Total amount of personal money judgments against borrowers that were obtained by or on behalf of motor vehicle title licensees	\$25,115	\$9,916	0

⁵ Consolidated operating licensee operating data for 2010 only reflects data for loans made pursuant to Chapter 22, Title 6.2 of the Code of Virginia subsequent to October 1, 2010.

**STATE CORPORATION COMMISSION – BUREAU OF FINANCIAL INSTITUTIONS
SUMMARY OF OPERATIONS - 2012**

**Selected Data for Consumer Finance Licensees
As of December 31, 2012**

Company Name	Number of Offices	Total Assets⁶	Consumer Finance Net Income
1. Assurity Financial LLC	1	\$166,353	(\$835)
2. Atlantic Discount Corp. d/b/a Atlantic Financial Services	1	\$19,869,727	\$71,953
3. Bynum Finance Corporation	1	\$158,908	(\$55,259)
4. CitiFinancial Services, Inc.	2	\$64,337,895	\$604,006
5. Commonwealth Finance, LLC	1	\$910,954	(\$106,478)
6. EZ Consumer Loans, Inc.	1	\$0	(\$178)
7. Franklin Finance Company, Incorporated	1	\$1,234,145	\$53,548
8. Federal Financial Services, Inc.	1	\$69,486,314	(\$3,599)
9. Knight Finance Company	1	\$1,171,626	(\$36,250)
10. Lendmark Financial Services, Inc.	5	\$917,163,800	\$1,934,045
11. Mariner Finance of Virginia, LLC	7	\$14,946,127	\$1,769,752
12. Omni Financial of Virginia, Inc.	3	\$8,644,314	\$342,188
13. OneMain Financial, Inc.	50	\$9,137,000,000	\$7,995,724
14. Parks Finance Service, Inc.	1	\$3,103,914	\$99,343
15. QuickClick Loans of Virginia, LLC	1	\$102,684	\$81,056
16. Rocuda Finance Co.	1	\$181,705	\$18,943
17. Set Financial Corporation d/b/a Lexicon Military Loans	1	\$2,523,866	(\$30,566)
18. Southern Finance Corp.	1	\$849,942	\$11,519
19. Springleaf Financial Services of America, Inc.	55	\$874,379,613	\$8,868,671
20. Virginia Auto Loans, Inc.	11	\$1,137,539	\$172,748
21. Virginia Finance, LLC	1	\$1,048,156	\$272,908
TOTAL	147	\$11,118,417,582	\$22,063,239

⁶ Total assets of all businesses conducted by the licensee (including outside of Virginia, if applicable) as of fiscal year end 2012.