



10089 Fairfax Boulevard
Fairfax, Virginia 22030
(703) 481-4567

April 10, 2015

Dear Fellow Shareholder:

You are cordially invited to attend the 2015 Annual Meeting of Shareholders of MainStreet Bank, to be held on Wednesday, May 20, 2015 at 11:00 a.m. at the MainStreet Bank Headquarters building, located at 10089 Fairfax Boulevard, Fairfax, Virginia 22030. The accompanying Notice of Annual Meeting of Shareholders and Proxy Statement describe the matters to be presented at the Annual Meeting. Also enclosed is our condensed annual report for the fiscal year ended December 31, 2014, which we will review at the Annual Meeting. If you would like to receive a complete set of audited financial statements please call Saban Hess at (703) 481-4567 or email shess@mstreetbank.com to request a copy.

Our common stock is traded on the OTCQX marketplace maintained by OTC Markets Group Inc. (the "OTCQX") under the trading symbol "MNSB," and we continue to report our quarterly operating results on call reports filed with the FDIC. Because we want to keep our shareholders informed, we also post condensed quarterly reports and other important news on the MainStreet Bank website at www.mstreetbank.com under "Financial Information." You can also subscribe to our Shareholder eNewsletter at www.mstreetbank.com/corporate-information.

Please sign, date and return the enclosed proxy card as soon as possible. Whether or not you plan to attend the Annual Meeting, it is important that your shares of MainStreet Bank be represented and your vote recorded. If you decide to attend the Annual Meeting in person, you can revoke your proxy at any time before it is voted at the Annual Meeting.

We appreciate your continuing loyalty and support of MainStreet Bank and look forward to seeing you on May 20th.

Sincerely,

A handwritten signature in black ink, appearing to read 'Jeff W. Dick', written over a horizontal line.

Jeff W. Dick
*Chairman, President &
Chief Executive Officer*



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Fairfax, Virginia 22030
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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 20, 2015**

Notice is hereby given that the 2015 Annual Meeting of Shareholders of MainStreet Bank will be held at the MainStreet Bank Headquarters building, located at 10089 Fairfax Boulevard, Fairfax, Virginia 22030 on Wednesday, May 20, 2015 at 11:00 a.m., local time.

A proxy card and a proxy statement for the annual meeting are enclosed.

At the annual meeting, shareholders will be asked to:

- (1) Elect the three Group II directors identified in the proxy statement for a term of three years each, or until their successors are elected and qualify;
- (2) Ratify the appointment of Yount, Hyde & Barbour, P.C. as the Bank's independent auditor for the fiscal year ending December 31, 2015; and
- (3) Transact such other business as may properly come before the meeting.

Shareholders will also be asked to consider any other business that is properly brought before the meeting, or any adjournment or postponement thereof. As of the date of this notice, we are not aware of any other business to come before the annual meeting.

The Board of Directors has fixed the close of business on March 18, 2015, as the record date for the annual meeting. This means that shareholders of record at the close of business on that date are entitled to receive notice of and to vote at the meeting and any adjournment or postponement thereof. **To ensure that your shares are represented at the meeting, please take the time to vote by signing, dating and mailing the enclosed proxy card which is solicited on behalf of the Board of Directors. The proxy will not be used if you attend the annual meeting and request to vote in person. Regardless of the number of shares you own, your vote is very important. Please act today.**

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink, appearing to read 'Thomas J. Chmelik', written over a horizontal line.

Thomas J. Chmelik
Secretary

Fairfax, Virginia
April 10, 2015

Important: The prompt return of proxies will save us the expense of further requests for proxies to ensure a quorum at the annual meeting. A pre-addressed envelope is enclosed for your convenience. No postage is required if mailed within the United States.



10089 Fairfax Boulevard
Fairfax, Virginia 22030
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**PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
MAY 20, 2015**

GENERAL

The enclosed proxy is solicited by the Board of Directors of MainStreet Bank (the “Bank”) for the Annual Meeting of Shareholders (the “Annual Meeting”) of the Bank to be held at 11:00 a.m. local time, May 20, 2015, at the MainStreet Bank Headquarters building, located at 10089 Fairfax Boulevard, Fairfax, Virginia 22030, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders. The approximate mailing date of this proxy statement and accompanying proxy is April 10, 2015.

Revocation and Voting of Proxies

Execution of a proxy will not affect a shareholder’s right to attend the Annual Meeting and to vote in person. Any shareholder who has executed and returned a proxy may revoke it by attending the Annual Meeting and requesting to vote in person. A shareholder may also revoke a proxy at any time before it is exercised by filing a written notice with the Bank or by submitting a proxy bearing a later date. Proxies will extend to, and will be voted at, any properly adjourned session of the Annual Meeting.

If a shareholder returns an executed proxy and specifies how the proxy is to be voted with respect to any proposal for which a choice is provided, the proxy will be voted in accordance with such specifications. If a shareholder returns an executed proxy but fails to specify how the proxy is to be voted with respect to Proposal One or Two set forth in the accompanying Notice and further described herein, the proxy will be voted **FOR** the director nominees named in Proposal One; and **FOR** Proposal Two to ratify the appointment of Yount, Hyde & Barbour, P.C. (“YHB”) as the Bank’s independent auditor for the fiscal year ending December 31, 2015.

Should any other matters be properly presented for action at the Annual Meeting, the proxy agents named in the enclosed proxy will have the discretion to vote on these matters in their best judgment.

Voting Rights of Shareholders

Only those shareholders of record at the close of business on March 18, 2015 are entitled to notice of and to vote at the Annual Meeting or any adjournment thereof. The number of shares of common stock of the Bank outstanding and entitled to vote as of the record date was 4,236,085. At least one-third (1/3) of the shares entitled to vote, represented in person or by proxy, will constitute a quorum for the transaction of business.

Each share of common stock entitles the record holder thereof to one vote upon each matter to be voted upon at the Annual Meeting. Shares for which the holder has elected to abstain or to withhold the proxy agents’ authority to vote (including broker non-votes, discussed below) on a matter will count as shares present for the purpose of determining the presence or absence of a quorum at the Annual Meeting, but will not be included in determining the number of votes cast with respect to such matter.

If you are the beneficial owner of shares held in “street name” by a broker, your broker, as the record holder of the shares, is required to vote the shares in accordance with your instructions. If you do not give instructions to your broker, in certain circumstances your broker may nevertheless vote your shares. For example, if you do not give instructions to your broker, and your broker is a member of the New York Stock

Exchange, under the rules of the New York Stock Exchange, your broker can exercise discretionary power to vote your shares with respect to “routine” items, but is not permitted to vote your shares with respect to “non-routine” items. Brokers who are not members of the New York Stock Exchange may not be able to exercise discretionary voting with respect to even routine items depending on the rules of the exchange or market of which the broker is a member. The proposal to ratify the selection of YHB as the Bank’s independent auditor for the fiscal year ending December 31, 2015 is considered a “routine” matter under the rules of the New York Stock Exchange, while the election of directors is considered a non-routine matter. Shares that your broker cannot vote on a particular matter because your broker has not received instructions from you are called “broker non-votes.”

With regard to Proposal One, votes may be cast in favor or withheld. If a quorum is present, the three director nominees receiving the greatest number of affirmative votes at the Annual Meeting, even though less than a majority, will be elected directors; therefore, votes withheld and broker non-votes will have no effect on the outcome of the election of directors.

With regard to Proposal Two, votes may be cast in favor or against or a shareholder may abstain. If a quorum is present, approval of the ratification of the Bank’s independent auditor requires an affirmative vote of a majority of the shares cast on the matter. Therefore, abstentions and broker non-votes will have no effect on whether such matter is approved.

PROPOSAL ONE ELECTIONS OF DIRECTORS

The Board currently consists of nine (9) directors. Under the Bank’s Amended and Restated Articles of Incorporation and Amended and Restated Bylaws, the Board of Directors is divided into three groups (Group I, Group II and Group III) as nearly equal in number as possible. Except for director elections outside of the Annual Meeting, directors in only one group are elected each year, each for a three-year term. This year, the terms of the Group II directors expire at the Annual Meeting. Three individuals are proposed for election as Group II directors for terms expiring at the 2018 Annual Meeting.

The discussion below sets forth information regarding each director of the Bank and each nominee for director, including his or her age, position on the Board and term of office. The Nominating Committee of the Board of Directors recommends nominees to the Board of Directors for election as directors. The three nominees currently serve as Bank directors. Each director nominee has consented to being named in this proxy statement and has agreed to serve if elected. If a nominee is unable to stand for election, the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority. At this time, we are not aware of any reason why a nominee might be unable to serve if elected.

The Board of Directors recommends a vote “FOR” the nominees set forth above.

Nominees for Election for Terms Expiring in 2018 (Group II).

Thomas J. Chmelik, 52, has been a director since 2003. Mr. Chmelik is the Executive Vice President and Chief Financial Officer of the Bank and joined the Bank in April 2003. From 1998 to 2002, he was the Chief Financial Officer and a director for Millennium Bankshares Corporation and Millennium Bank, N.A. Prior to that, he served as the Chief Financial Officer as part of a World Bank initiative during the restructuring of The National Bank of Commerce, the largest commercial bank in Tanzania, Africa from 1995 to 1998. Mr. Chmelik was the Chief Financial Officer for Colombo Bank in Bethesda, Maryland from 1993 to 1995, and he was the Chief Financial Officer for Franklin National Bank of Washington, D.C. from 1989 to 1993. Mr. Chmelik has a B.A. in accounting from Belmont Abbey College.

Summary of director qualifications for Mr. Chmelik - Mr. Chmelik is a co-founder and organizer of the Bank and currently serves as the Chief Financial Officer and Executive Vice President. Mr. Chmelik has a long and established career working as a Chief Financial Officer in four Washington, D.C. metropolitan area community banks over the past 21 years, as well as in Tanzania, Africa. Mr. Chmelik served on the Board of Directors and worked as part of the executive management team for another community bank. Mr. Chmelik consistently drives loan and deposit opportunities to the Bank. We believe Mr. Chmelik's extensive work as a Chief Financial Officer, combined with his executive management and prior bank board experience makes him a strong contributor to the Board. In addition, Mr. Chmelik has a very strong understanding of corporate governance.

Patsy I. Rust, 73, has been a director since 2008. She was a Senior Vice President with the Bank from its inception until her retirement in September 2008. Prior to joining the Bank, Ms. Rust was involved in business development and management at Millennium Bank, N.A., BB&T, F&M Bank and Bank of the Potomac. Ms. Rust was also a founder and organizer for Bank of the Potomac, where she was responsible for personnel, facilities, marketing, operations and branch management. Ms. Rust has completed continuing education through the American Institute of Banking, the Virginia Bankers Association and the University of Virginia. Ms. Rust has been involved over the past 41 years in numerous civic and charitable organizations in Herndon, Virginia. She was the chairman of the first Herndon Centennial Celebration, Chairman of the Dranesville District Republican Party, received the Woman of the Year award from the Business and Professional Woman's Club, organized and chaired Sister Cities International of Herndon and has held offices of President and Treasurer in other organizations.

Summary of director qualifications for Ms. Rust – Ms. Rust is a founding shareholder and organizer of the Bank. She joined the Board in 2008 and currently serves as the Chair of the Audit Committee. Prior to retiring from a 30-year banking career in the Northern Virginia market, Ms. Rust was a major contributing organizer of two de novo community banks and also opened and managed two bank branches. Ms. Rust completed ongoing educational banking courses throughout her career. Ms. Rust was also the owner of a retail business prior to her banking career. Ms. Rust has been a civic leader in the community, and has been active in local charities. We believe Ms. Rust brings a very strong knowledge of branch banking and administration to the Board, which is very important as the Bank continues to grow. Additionally, Ms. Rust brings a very strong banking product and service knowledge, which aids the Bank in shaping its strategic direction. Ms. Rust continues to bring business opportunities to the Bank and is very active in networking with the Bank's employees.

Jacques Rebibo, 75, has been a director since November 2014. He is currently co-portfolio manager for Ategra Community Financial Institution Fund, LP and managing director of Ategra Capital Management. Mr. Rebibo has been a community bank investor for 30 years and served on the Board of Directors of Fairfax Bank and Trust from 1985 to 1994. In 1999, Mr. Rebibo was an organizer and co-founder of Access National Bank, which currently has assets of \$1 billion. Mr. Rebibo was the Chairman of Access National Bank from 2000 to 2009. From April 2009 to April 2014, Mr. Rebibo was Chairman of 1st Portfolio Holding Corp., which specializes in mortgage lending and wealth management. From 1997 to 1999, Mr. Rebibo was Chairman and CEO of Selfware, a project management company. Mr. Rebibo holds a B.S. in mathematics from Memphis State University and a masters in mathematics from the University of Maryland.

Summary of director qualifications for Mr. Rebibo. Mr. Rebibo served as a director of Fairfax Bank and Trust for nine years and as a director and chairman of Access National Bank for nine years. In those capacities, Mr. Rebibo served on loan, audit and compensation committees. His 30 years of experience in community banks and finance make him a strong contributor to the Board.

Incumbent Directors Serving for Terms Expiring in 2016 (Group III).

Dr. William E. Cox, EdD, 73, has been a director since 2008. He is the President, CEO and co-founder of Cox, Matthews & Associates, Inc., a Fairfax, Virginia, firm specializing in publishing, research, satellite television production, training and consulting. Dr. Cox is also the President & CEO of *Diverse: Issues In Higher Education*, formerly *Black Issues In Higher Education*, an award-winning, national news magazine that has been serving higher education since 1984. Dr. Cox is a member of the Board of Trustees of Excelsior College, the American Counseling Association Foundation Board, and the Boost Alcohol Consciousness Concerning the Health of University Students (BACCHUS) Board. He is a former member of the National Council for Education and Human Development at The George Washington University, and The University of the District of Columbia School of Business. He is a life member of both the NAACP and Kappa Alpha Psi Fraternity and a member of the Beta Nu Boule' Fraternity, and was also Chairman of the Lifelong Education Advisory Board at Harvard University. Dr. Cox received the Distinguished Leadership Award from the National Association for Equal Opportunity in Higher Education (NAFEO) in 1999.

Summary of director qualifications for Dr. Cox – Dr. Cox is a founding shareholder of the Bank. He has actively provided business leads and opportunities to the Bank, and joined the Board in 2008. Dr. Cox serves as the Chair of the Compensation Committee. Dr. Cox is an established business leader, having owned and operated a local successful business for over 25 years. Dr. Cox serves on several education-related boards and has significant knowledge of the local professional community. We believe that the Board benefits from his strong business acumen, insight and knowledge of the local business community. Dr. Cox is well versed in corporate governance and provides thoughtful and meaningful feedback to Board members as well as management.

Elizabeth S. Bennett (aka Betsy Johns), 60, has been a director since 2012. She is a partner and CFO with National Realty Partners LLC, a full service commercial real estate and community association management company located in Herndon, Virginia. She was one of the first women accepted at The College of the Holy Cross in Worcester, Massachusetts, receiving degrees in economics and accounting. She has served her industry as a volunteer throughout her career. She has served as one of two volunteer founders for the Herndon Community Association Coalition ("HCAC"). In addition to her work with the HCAC, Ms. Johns has remained actively involved with the Community Associations Institute where she is a past chair and current member of the Washington D.C. chapter's education committee, is a frequent speaker on the Fairfax County Cable TV program, "Your Community, Your Call", writes for various industry publications and teaches programs to community leaders and professionals in the industry.

Summary of director qualifications for Ms. Johns – Ms. Johns was an organizing shareholder of the bank and joined the Board in September 2012. Ms. Johns has been a vocal supporter of MainStreet Bank since it opened its doors in 2004. Ms. Johns is an established business leader, having provided management services to commercial and residential associations in the Commonwealth of Virginia and the District of Columbia for the past 31 years. We believe that the Board benefits from Ms. Johns' strong background in financial management, her exceptional leadership skills as well as her Director experience as a co-chair for the Washington D.C. chapter's education committee. Ms. Johns continues to drive business opportunities to the Bank with her active involvement in the community and reputation for management and professionalism.

Darrell Green, 55, has been a director since 2013. Mr. Green is the founder and Chief Executive Officer of WalkFitHealth Nation, LLC, established in 2011 to motivate people to become and remain active. In 1997, he established Darrell Green Enterprises, Inc., a marketing company that facilitates opportunities for Mr. Green and other athletes. After 20 years with the Washington Redskins, which included 7 Pro-Bowl appearances, 4 NFL Fastest Man Competition titles and 3 Super Bowls, he became a first ballot inductee into the Pro Football Hall of Fame, Class of 2008, and was officially inducted on August 2nd, 2008.

Mr. Green has received many awards for his accomplishments both on and off the field. He is the founder of the Darrell Green Youth Life Foundation (“DGYLEF”), which opens and operates the Darrell Green Youth Life Learning Centers throughout the Washington, D.C. community. The Darrell Green Business Council for Youth was established to bring together business leaders and utilize their expertise in support of DGYLEF programs. He has served as a board member for the Baltimore-Washington 2012 Olympic Bid, NFL/NFLPA September 11th Relief Fund, and the Loudoun Education Foundation. Mr. Green completed his Bachelor of Science degree in general studies and social science at St. Paul's College in Lawrenceville, Virginia. In 1999, Marymount University recognized Mr. Green for his humanitarian endeavors and conferred upon him an honorary Doctorate of Humane Letters degree. In 2002, George Washington University and St. Paul's College awarded Mr. Green his second and third honorary Doctorate of Humane Letters degrees. He has received a number of awards, including the NFL's most prestigious Man of the Year award in 1996.

Summary of director qualifications for Mr. Green – Mr. Green was an organizing director and organizing shareholder of the Bank. Mr. Green left the Board shortly after the Bank opened in 2004 for personal reasons and re-joined the Board in April 2013. Mr. Green has been an avid and vocal supporter of MainStreet Bank since it opened its doors in 2004. Mr. Green is an established business and community leader – having been involved with successful businesses as well as humanitarian endeavors. We believe that the Board benefits from Mr. Green's exceptional ethics and community leadership skills and his strong business and marketing skills.

Incumbent Directors Serving for Terms Expiring in 2017 (Group I).

Jeff W. Dick, 54, has been a director since 2003. Mr. Dick is the Chairman, President and Chief Executive Officer of the Bank and joined the Bank in April 2003. From 1999 until January 2003, he served in various positions at Millennium Bank, N.A., including Executive Vice President and as a member of the board of directors. Prior to this, Mr. Dick was an advisor to the Bank of England and Financial Services Authority from 1996 to 1999. Mr. Dick began his banking career with the Office of the Comptroller of the Currency in 1983 as a Field Examiner, and he became a Field Manager in Washington, D.C. in 1993. Mr. Dick serves on the boards of ICBA Bancard and the Dulles Regional Chamber of Commerce. He is the Immediate Past Chairman of the Virginia Association of Community Banks. Mr. Dick is also a member of the Federal Reserve Bank of Richmond Payments and Technology Committee and was the Vice Chairman of the Operations and Technology Committee of the Independent Community Bankers of America. He has a Diploma of the Imperial College London in Management and a B.S.B.A. in both accounting and management from the University of North Dakota. Mr. Dick earned his Executive M.B.A. (with distinction) from the University of London Imperial College of Science, Technology and Medicine.

Summary of director qualifications for Mr. Dick – Mr. Dick is a co-founder and organizer of the Bank. Mr. Dick has held the title of President and Chief Executive Officer since inception and became the Chairman of the Board and Chair of the Executive Committee in 2009. In his role as an Advisor to the Bank of England, he assisted in their efforts to modernize their risk-based approach to banking supervision. Mr. Dick has gained valuable banking knowledge through his service as a director, Chief Lending Officer and Executive Vice President of another community bank. We believe that Mr. Dick's careers in domestic and international risk-based banking supervision and in community banking, along with his education, have directly benefited his role as Chairman of the Board. In addition, Mr. Dick's business background in the local community, as well as his involvement in civic organizations, has provided him with a strong depth of business contacts which continues to prove to be beneficial for the Bank.

Paul Thomas Haddock, 75, has been a director since 2003. Mr. Haddock is currently the President of Azure, Inc., a privately held company which he formed in 1984 to assist up-and-coming entrepreneurs and small businesses in developing and implementing effective business models. From 1981 to 1999, he created and managed Vacation Places, a commercial real estate and vacation property management company. Prior to 1981, he was involved in high-tech engineering pursuits at Westinghouse Electric Corporation in Baltimore, Maryland

and Scope Inc., in Reston, Virginia. He was employed as an engineer by Westinghouse from 1958 to 1965 working on radar systems and satellites, and he was employed in various engineering and managerial positions at Scope Inc. from 1965 to 1981. Since 1983, Mr. Haddock has served on the boards of directors for seven property associations located in Maryland, Florida and Virginia. He is currently President of the Stuart Professional Village in Herndon, Virginia, Vice President of the Grant Business Center in Herndon, Virginia, and Director at Dulles Crossroads Condominium Association in Herndon, Virginia. He received his B.S. in Electrical Engineering at Johns Hopkins University in 1963. He subsequently received his B.S. in Industrial Engineering in 1964 and a Masters in Liberal Arts degree in 1967 also from Johns Hopkins University.

Summary of director qualifications for Mr. Haddock – Mr. Haddock is a founding director and currently serves as the Vice Chair and Lead Independent Director of the Bank. Mr. Haddock also serves as Chair of the Directors' Loan Committee. Throughout his career, he has invested in land, commercial and residential real estate in the Washington, D.C. metropolitan area. His ownership of real estate over the past 41 years has involved considerable risk analysis and the establishment of a measured risk tolerance. Mr. Haddock has counseled countless entrepreneurs and small business owners over the years to solve a myriad of problems in many different types of industries. Additionally, he became a trained professional mediator in 1991, and was actively involved in resolving business disputes of all kinds until 2008. We believe that Mr. Haddock's significant depth of knowledge of the real estate industry has proven to be very beneficial to the Board. In addition, his accumulated knowledge of purchasing, financing, developing, managing and maintaining real properties has proven invaluable to the Directors' Loan Committee. Mr. Haddock's work with small business development and dispute resolution has provided him with a skillful ability to solve problems and search for resolution. Mr. Haddock has dedicated significant time and energy to the Board and continues to drive business opportunities to the lending and deposit-gathering staff.

Terry M. Saeger, 54, has been a director since March 2011. He is the Senior Vice President of Sales, Marketing, Product Management and Business Development at Volt Delta Resources, LLC (Division of Volt Information Sciences, Inc.), where he began as Senior Vice President and General Manager of OnDemand Services in 2008. Mr. Saeger was Co-Founder, Executive Vice President and Chief Operating Officer of BriteMoves, LLC, a company focused on delivering innovative advertising media and services, from 2004 to 2007, at which time he successfully sold the business. From 1997 to 2004, Mr. Saeger served in various positions at Convergys Corporation, including the position of Vice President for Client Business Development, Sales, Sales and Marketing, and National Accounts. From 1996 to 1997, Mr. Saeger was the National Account Manager at West TeleServices Corporation, after working eleven years for AT&T in various positions, including Sales Manager and National Account Manager. Mr. Saeger began his career in 1984 as an Industrial/Manufacturing Engineer with Coors Porcelain Company. Mr. Saeger has a B.S. in Industrial Engineering and Management from North Dakota State University and did post-graduate studies in Computer Integrated Manufacturing at Brigham Young University.

Summary of director qualifications for Mr. Saeger – Mr. Saeger joined the Board in 2011 and currently serves as the Chair of the Information Technology Committee. Mr. Saeger has been Senior Vice President of Sales, Marketing, Product Management and Business Development at Volt Delta Resources, the number two position in the division, since June of 2009, where he has responsibility for two business units. In this position he has instituted initiatives to protect and stabilize existing revenue, reduce costs and improve market focus. Mr. Saeger has over 25 years of experience in sales and management and is focused on building relationships to drive revenues, reduce costs and improve processes to deliver value. He emphasizes integrity and open communication and brings to the Board a wealth of experience in organizational structure, planning and forecasting.

The Board of Directors is not aware of any family relationship among any director, executive officer or person nominated by the Bank to become a director; nor is the Board of Directors aware of any involvement of

any director, executive officer or director nominee in any legal proceedings that would be material to an evaluation of the ability or integrity of any director, executive officer, or director nominee. None of the directors or director nominees currently serves or has, within the past five years, served as a director of any other public company.

DIRECTOR COMPENSATION

During 2014 our directors received a fee of \$500 per Board or committee meeting attended. Directors who are also employed by the Bank do not receive any additional compensation from the Bank for their service as directors. Compensation for directors Jeff W. Dick and Thomas J. Chmelik, for their service as employees, is included in the Summary Compensation Table below.

EXECUTIVE COMPENSATION

Summary Compensation Table.

The following table sets forth summary information concerning compensation awarded to, earned by or paid to the Bank's Chairman, President and Chief Executive Officer and Chief Financial Officer for 2014 and 2013. Messrs. Dick and Chmelik received perquisites and other personal benefits in addition to other compensation during the periods stated. The aggregate amounts of these perquisites and other personal benefits for each individual, however, did not exceed \$10,000 in either year and, therefore, have been omitted.

Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Jeff W. Dick <i>Chairman, President & Chief Executive Officer</i>	2014	\$253,006	\$84,504	--	--	--	--	--	\$337,520
	2013	253,006	27,003	--	--	--	--	--	280,016
Thomas J. Chmelik <i>Executive Vice President & Chief Financial Officer</i>	2014	201,422	67,277	--	--	--	--	--	268,699
	2013	201,422	17,000	--	--	--	--	--	218,422

The table on page 8 includes information with respect to all unexercised options and unvested restricted stock awards held by the named executive officers at December 31, 2014.

Outstanding Equity Awards at Fiscal 2014 Year-End

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) ⁽²⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) ⁽¹⁾
Jeff W. Dick	--	--	--	--	--	--	--	12,500	\$111,250
	9,000	--	--	\$10.00	03/15/2015	--	--	--	--
Thomas J. Chmelik	--	--	--	--	--	--	--	10,000	\$89,000
	9,000	--	--	\$10.00	03/15/2015	--	--	--	--

(1) The amounts in this column represent the fair market value of the restricted stock as of December 31, 2014, based on the closing market price of the Bank's stock on that date, which was \$8.90 per share.

(2) Reflects shares of restricted stock granted on November 20, 2007 outside of the Bank's incentive stock compensation plans. These shares vest in 5%, 10% or 15% increments over a period of 10 years from the date of grant if certain performance criteria are satisfied, subject to earlier vesting in the event of certain termination events or a change of control of the Bank

Retirement Benefits.

The Bank maintains a voluntary, contributory 401(k) plan for employees and, starting January 1, 2010, began providing a company match for employee contributions of 3% of the first 3% of the salary and 0.5% of the next 2% of the salary.

PROPOSAL TWO RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

The Audit Committee has appointed YHB as the Bank's independent auditor for the fiscal year ending December 31, 2015, subject to shareholder ratification at the Annual Meeting. YHB also served as independent auditor for the fiscal year ended December 31, 2014. In the event that the appointment of YHB is not ratified by shareholders at the Annual Meeting, the Audit Committee will consider making a change in the independent auditor for 2015.

Representatives of YHB are expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to any questions.

The Board of Directors recommends a vote "FOR" ratification of the appointment of Yount, Hyde, and Barbour, P.C. as the Bank's independent auditor for the fiscal year ending December 31, 2015.

OTHER MATTERS

As of the date of this proxy statement, the Board of Directors of the Bank has no knowledge of any matters to be presented for consideration at the Annual Meeting other than those referred to above. If any other matter properly comes before the Annual Meeting, the proxy agents named in the accompanying proxy intend to vote such proxy, to the extent entitled, in their discretion.