Community Bankers Acquisition Corp.
Form 424B3
March 31, 2008

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COMMUNITY BANKERS ACQUISITION CORP.
9912 Georgetown Pike, Suite D-203
Great Falls, Virginia 22066
Telephone: (703) 759-0751

March 25, 2008

Dear Community Bankers Acquisition Corp. Stockholder:

You are cordially invited to attend the special meeting of the stockholders of Community Bankers Acquisition Corp., a Delaware corporation (Community Bankers). The special meeting will be held on April 25, 2008, at 2:00 p.m., local time, at the offices of Nelson Mullins Riley & Scarborough LLP, 101 Constitution Avenue, N.W., Suite 900, Washington, D.C. 20001.

At the special meeting, you will be asked to consider and vote on (1) a proposal to adopt the Agreement and Plan of Merger, dated as of December 13, 2007, by and between Community Bankers Acquisition Corp. and BOE Financial Services of Virginia, Inc.; (2) a proposal to adopt an amendment to the certificate of incorporation of Community Bankers to reset the terms of the classes of Community Bankers directors, effective upon consummation of the merger with BOE; and (3) a proposal to authorize the board of directors to adjourn the special meeting to allow time for further solicitation of proxies.

Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Community Bankers common stock entitled to vote at the special meeting.

Adoption of the amendment to the certificate of incorporation requires the affirmative vote of a majority of the shares of Community Bankers outstanding common stock entitled to vote at the special meeting.

Authorization for the board of directors to adjourn the special meeting until a later date requires the affirmative vote of the holders of a majority of the shares of Community Bankers common stock present in person or represented by proxy and entitled to vote at the special meeting, whether or not a quorum is present.

Each of these proposals is more fully described in the accompanying joint proxy statement/prospectus.

The Community Bankers board of directors has unanimously determined that each of the proposals and the merger with BOE are in the best interests of Community Bankers and its stockholders. The board of directors recommends that you vote, or give instruction to vote, **FOR** the adoption of each of the proposals.

Enclosed is a notice of special meeting and the joint proxy statement/prospectus containing detailed information concerning the merger proposal and the transactions contemplated by the merger agreement, as well as detailed information concerning each of the proposals. We urge you to read the joint proxy statement/prospectus and attached annexes carefully.

Your vote is important. Because adoption of the merger agreement and the amendment to the certificate of incorporation requires the affirmative vote of a majority of the outstanding shares of Community Bankers common stock entitled to vote at the meeting, your failure to vote will have the same effect as a vote against these proposals.

Whether or not you plan to attend the special meeting in person, please sign, date and return the enclosed proxy card as soon as possible in the envelope provided.

I look forward to seeing you at the meeting.

Sincerely,

Eugene S. Putnam, Jr.
Chairman of the Board

COMMUNITY BANKERS ACQUISITION CORP.
9912 Georgetown Pike, Suite D-203
Great Falls, Virginia 22066
Telephone: (703) 759-0751

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
To Be Held On April 25, 2008

To the Stockholders of Community Bankers Acquisition Corp.:

Community Bankers Acquisition Corp. will hold a special meeting of stockholders on April 25, 2008, at 2:00 p.m., local time, at the offices of Nelson Mullins Riley & Scarborough LLP, 101 Constitution Avenue, N.W., Suite 900, Washington, D.C. 20001 for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger, dated as of December 13, 2007, by and between Community Bankers Acquisition Corp. and BOE Financial Services of Virginia, Inc., pursuant to which BOE Financial Services of Virginia, Inc. will merge with and into Community Bankers Acquisition Corp., as described in more detail in the enclosed joint proxy statement/prospectus;

2. To consider and vote upon a proposal to adopt an amendment to the certificate of incorporation of Community Bankers to revise Section F of Article SIXTH to reset the terms of the classes of Community Bankers directors; and

3. To consider and vote on a proposal to authorize the board of directors to adjourn the special meeting to a later date or dates, if necessary, to allow time for further solicitation of proxies, in the event there are insufficient votes present in person or represented by proxy at the special meeting to approve the proposals.

Unless Community Bankers and BOE agree otherwise, the merger will only be consummated if the stockholders of Community Bankers adopt the amendment to the certificate of incorporation of Community Bankers. In addition, the amendment to the certificate of incorporation will only be effected in the event and at the time the merger with BOE is consummated.

Community Bankers has fixed the close of business on March 25, 2008 as the record date for determining those stockholders entitled to vote at the special meeting and any adjournments or postponements of the special meeting. Accordingly, only stockholders of record on that date are entitled to notice of, and to vote at, the special meeting and any adjournments or postponements of the special meeting.

Whether or not you plan to attend the special meeting in person, please complete, date, sign and return the enclosed proxy card as promptly as possible. Community Bankers has enclosed a postage prepaid envelope for that purpose. Any Community Bankers stockholder may revoke his or her proxy by following the instructions in the joint proxy statement/prospectus at any time before the proxy has been voted at the special meeting. Even if you have given your proxy, you may still vote in person if you attend the special meeting. Please do not send any stock certificates to us at this time.

Community Bankers encourages you to vote on these very important matters. **The board of directors of Community Bankers unanimously recommends that Community Bankers stockholders vote FOR each of the proposals**

above.

By Order of the Board of Directors,

Eugene S. Putnam, Jr.
Chairman of the Board

March 25, 2008

BOE FINANCIAL SERVICES OF VIRGINIA, INC.
1325 Tappahannock Boulevard
Tappahannock, Virginia 22560
(804) 443-4343

March 25, 2008

Dear BOE Financial Services of Virginia, Inc. Stockholder:

You are cordially invited to attend a special meeting of the stockholders of BOE Financial Services of Virginia, Inc. (BOE). The special meeting will be held on April 25, 2008, at 10:00 a.m., local time, at the Tappahannock - Essex Volunteer Fire Department meeting hall at 620 Airport Road, Tappahannock, Virginia 22560.

At the special meeting, you will be asked to consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated December 13, 2007, by and between BOE and Community Bankers Acquisition Corp. You will also be asked to vote on a proposal to authorize the board of directors to adjourn the special meeting to allow time for further solicitation of proxies, should that be necessary.

Approval of the merger proposal requires approval by more than two-thirds of all votes entitled to be cast by the holders of BOE common stock.

Approval of the proposal to authorize the board of directors to adjourn the special meeting until a later date requires the votes cast favoring the action to exceed the votes cast opposing the action, whether or not a quorum is present.

Each of these proposals is more fully described in the accompanying joint proxy statement/prospectus.

The BOE board of directors has determined unanimously that the proposals and the merger are in the best interests of BOE and its stockholders. The board of directors recommends that you vote, or give instruction to vote, **FOR** the adoption of each of the proposals.

Enclosed is a notice of special meeting and the joint proxy statement/prospectus containing detailed information concerning the merger proposal and the transactions contemplated by the merger agreement. We urge you to read the joint proxy statement/prospectus and attached annexes carefully.

Your vote is important. Because approval of the merger proposal requires more than two-thirds of all votes entitled to be cast by the holders of BOE common stock, abstaining from voting (including by way of a broker non-vote), either in person or by proxy, will have the same effect as a vote against approval of the merger agreement. **Whether or not you plan to attend the special meeting in person, please sign, date and return the enclosed proxy card as soon as possible in the envelope provided**. We look forward to seeing you at the special meeting, and we appreciate your continued loyalty and support.

Sincerely,

George M. Longest, Jr.
President & Chief Executive Officer

BOE FINANCIAL SERVICES OF VIRGINIA, INC.
1325 Tappahannock Boulevard
Tappahannock, Virginia 22560
(804) 443-4343

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
To Be Held On April 25, 2008

To the Stockholders of BOE Financial Services of Virginia, Inc.:

BOE Financial Services of Virginia, Inc. will hold a special meeting of stockholders on April 25, 2008, at 10:00 a.m., local time, at the Tappahannock - Essex Volunteer Fire Department meeting hall at 620 Airport Road, Tappahannock, Virginia 22560 for the following purposes:

1. To consider and vote upon a proposal to approve the Agreement and Plan of Merger, dated as of December 13, 2007, by and between Community Bankers Acquisition Corp. and BOE Financial Services of Virginia, Inc., pursuant to which BOE Financial Services of Virginia, Inc. will merge with and into Community Bankers Acquisition Corp., as more particularly described in the enclosed joint proxy statement/prospectus; and

2. To consider and vote on a proposal to authorize the board of directors to adjourn the special meeting to allow time for further solicitation of proxies, in the event there are insufficient votes represented in person or by proxy at the special meeting to approve the merger proposal.

BOE has fixed the close of business on March 25, 2008, as the record date for determining those stockholders entitled to vote at the special meeting and any adjournments or postponements of the special meeting. Accordingly, only stockholders of record on that date are entitled to notice of, and to vote at, the special meeting and any adjournments or postponements of the special meeting.

Whether or not you plan to attend the special meeting in person, please complete, date, sign and return the enclosed proxy card as promptly as possible. BOE has enclosed a postage prepaid envelope for that purpose. Any BOE stockholder may revoke his or her proxy by following the instructions in the joint proxy statement/prospectus at any time before the proxy has been voted at the special meeting. Even if you have given your proxy, you may still vote in person if you attend the special meeting. Please do not send any stock certificates to BOE at this time.

BOE encourages you to vote on this very important matter. **The board of directors of BOE Financial Services of Virginia, Inc. unanimously recommends that BOE Financial Services of Virginia, Inc. s stockholders vote FOR the proposals above.**

By Order of the board of directors,

George M. Longest, Jr.
President and Chief Executive Officer

March 25, 2008

JOINT PROXY STATEMENT/PROSPECTUS
FOR THE
PROPOSED MERGER OF
COMMUNITY BANKERS ACQUISITION CORP.
AND
BOE FINANCIAL SERVICES OF VIRGINIA, INC.

The boards of directors of Community Bankers Acquisition Corp. and BOE Financial Services of Virginia, Inc. have unanimously agreed to a merger of our companies. If the proposed merger is completed, BOE stockholders will receive 5.7278 shares of Community Bankers common stock for each share of BOE common stock they own, subject to possible adjustment as described in this joint proxy statement/prospectus. This 5.7278 multiple, as it may be adjusted, is referred to as the exchange ratio.

Community Bankers was formed to effect a merger, capital stock exchange, asset acquisition or other similar business combination with an operating business in the banking industry. Its common stock is listed on the American Stock Exchange under the symbol BTC. BOE common stock is listed on the Nasdaq Capital Market under the symbol BSXT. Based on the closing price of Community Bankers common stock on March 25, 2008 of $7.49, BOE stockholders will receive approximately $42.90 worth of Community Bankers common stock for each share of BOE stock they own. The actual value of the Community Bankers common stock received by BOE stockholders in the merger will depend on the market value of Community Bankers common stock at the time of closing.

This joint proxy statement/prospectus provides detailed information about the merger and the special meeting of Community Bankers stockholders and the special meeting of BOE stockholders. It also provides information about the Community Bankers common stock to be issued to BOE stockholders in the event the merger is approved. As described in this proxy statement/prospectus, we cannot complete the merger unless we obtain the necessary government approvals and unless the stockholders of both Community Bankers and BOE approve the merger proposal.

In addition to the proposed merger of Community Bankers with BOE, Community Bankers has entered into an agreement and plan of merger, dated as of September 5, 2007, with TransCommunity Financial Corporation, a financial holding company based in Glen Allen, Virginia. TransCommunity common stock is quoted on the OTC Bulletin Board under the symbol TCYF.OB. Although the stockholders of BOE will not be voting on Community Bankers proposed merger with TransCommunity at its special meeting, this joint proxy statement/prospectus contains certain information about TransCommunity, and the proposed merger with TransCommunity. Community Bankers must complete its merger with TransCommunity prior to closing its merger with BOE. If Community Bankers does not complete its merger with TransCommunity by June 7, 2008, Community Bankers will be forced to dissolve and liquidate and will not be able to close the merger with BOE.

Please carefully review and consider this joint proxy statement/prospectus which explains the merger proposal in detail, including the discussion under the heading Risk Factors beginning on page 20. It is important that your shares are represented at your stockholders meeting, whether or not you plan to attend. Accordingly, please complete, date, sign, and return promptly your proxy card in the enclosed envelope. You may attend the meeting and vote your shares in person if you wish, even if you have previously returned your proxy.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This joint proxy statement/prospectus is dated March 25, 2008. It is first being mailed to Community Bankers and BOE s stockholders on or about March 28, 2008.

TABLE OF CONTENTS

QUESTIONS AND ANSWERS FOR ALL STOCKHOLDERS

Q: Why is BOE merging with and into Community Bankers?

A: BOE is merging with and into Community Bankers because the boards of directors of both companies believe that the merger will provide stockholders of both companies with substantial benefits and enable Community Bankers, following the completion of its merger with TransCommunity, to use BOE as a growth platform to build a larger banking franchise and further increase the operating efficiencies and the growth opportunities of the surviving corporation. It is anticipated that TransCommunity Bank, N.A., the bank subsidiary of TransCommunity, will merge with and into Bank of Essex, the bank subsidiary of BOE, in the event Community Bankers merger with BOE is consummated. A detailed discussion of the background of and reasons for the proposed merger is contained under the headings The Merger Background of the Merger, The Merger Community Bankers Reasons for the Merger, and The Merger BOE s Reasons for the Merger.

Q: How does the board recommend that I vote on the merger?

A: You are being asked to vote **FOR** the approval of the merger of BOE with and into Community Bankers pursuant to the terms of the merger agreement. The board of directors of each of Community Bankers and BOE has unanimously determined that the proposed merger is in the best interests of its stockholders, unanimously approved the merger agreement and unanimously recommend that its stockholders vote **FOR** the approval of the merger.

Q: What vote is required to approve the merger?

A: *Community Bankers.* Pursuant to Delaware law, adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Community Bankers common stock entitled to vote at the special meeting. As of the Community Bankers record date, there were 9,375,000 shares of Community Bankers common stock outstanding. Because a majority vote of all outstanding shares of Community Bankers common stock is required to adopt the merger agreement, your failure to vote will have the same effect as a vote against the merger proposal.

BOE. Pursuant to Virginia law, approval of the merger proposal requires approval by more than two-thirds of all votes entitled to be cast by holders of BOE common stock. As of the BOE record date, there were 1,213,044 shares of BOE common stock outstanding. Because a two-thirds vote of all outstanding shares of BOE common stock is required to approve the merger, your failure to vote will have the same effect as a vote against the merger proposal.

Q: What is required for Community Bankers to complete the merger with BOE?

A: In order to complete the merger with BOE, the approval of the Community Bankers and BOE stockholders and the necessary regulatory approvals must be received. Community Bankers filed applications for approval to merge with BOE with the Board of Governors of the Federal Reserve System, or the Federal Reserve, and the Bureau of Financial Institutions of the Virginia State Corporation Commission on January 25, 2008. In addition, Community Bankers must complete its merger with TransCommunity prior to closing its merger with BOE.

Q: What happens if the merger with TransCommunity is not completed?

A: If the merger with TransCommunity is not completed, then the merger with BOE cannot be consummated. In addition, if Community Bankers does not effect the merger with TransCommunity by June 7, 2008, Community Bankers must dissolve and liquidate.

Q: Why must Community Bankers complete its merger with TransCommunity prior to closing its merger with BOE?

A: The merger with TransCommunity is an initial business combination under Community Bankers certificate of incorporation and therefore must be completed prior to the closing of the merger with BOE. As Community Bankers must dissolve and liquidate if the merger with TransCommunity is not completed by June 7, 2008, it would not be advisable to complete the merger with BOE prior to completing the merger with TransCommunity.

Q: What should I do now?

A: After you have carefully read this joint proxy statement/prospectus, please indicate on your proxy card how you want to vote, and then date, sign and mail your proxy card in the enclosed envelope as soon as possible so that your shares will be represented at the meeting. If you date, sign and send in a proxy card but do not indicate how you want to vote, your proxy will be voted in favor of the merger proposal.

Q: If my shares are held in street name by my broker, will my broker vote my shares for me?

A: It depends. A broker holding your shares in street name must vote those shares according to any specific instructions it receives from you. You should instruct your broker how to vote your shares following the directions your broker provides. If specific instructions are not received, in certain limited circumstances your broker may vote your shares in its discretion. On certain routine matters, brokers have authority to vote their customers shares if their customers do not provide voting instructions. When brokers vote their customers shares on a routine matter without receiving voting instructions, these shares are counted both for establishing a quorum to conduct business at the meeting and in determining the number of shares voted **FOR** or **AGAINST** the routine matter. On non-routine matters, brokers cannot vote the shares on that proposal if they have not received voting instructions from the beneficial owner of such shares. If you hold your shares in street name, you can either obtain physical delivery of the shares into your name, and then vote your shares yourself, or request a legal proxy directly from your broker and bring it to the special meeting, and then vote your shares yourself. In order to obtain shares directly into your name, you must contact your brokerage house representative. Brokerage firms may assess a fee for your conversion; the amount of such fee varies from firm to firm.

Community Bankers. Your broker may not vote your shares, unless you provide voting instructions, with regard to adoption of the merger agreement, adoption of the amendment to the certificate of incorporation and the proposal to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes present at the meeting to approve the proposals, since these matters are not routine. Failure to instruct your broker how to vote your shares will have the same effect as a vote against the adoption of the merger agreement and the adoption of the amendment to the certificate of incorporation, but will have no effect on the proposal to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes present at the meeting to approve the proposals.

BOE. Your broker may not vote your shares, unless you provide voting instructions, with regard to approval of the merger proposal and the proposal to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes present at the meeting to approve the merger proposal, since these matters are not routine. Failure to instruct your broker how to vote your shares will have the same effect as a vote against the merger proposal, but will have no effect on the proposal to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes present at the meeting to approve the merger proposal.

Q: Can I change my vote after I have submitted my proxy?

A: Yes. There are a number of ways you can change your vote. First, you may send a written notice to the person to whom you submitted your proxy stating that you would like to revoke your proxy. Second, you may complete and submit a later-dated proxy with new voting instructions. The latest vote actually received by Community Bankers or BOE prior to the applicable special meetings, will be your vote. Any earlier votes will be revoked. Third, you may attend the applicable special meeting and vote in person. Any earlier votes will be revoked. Simply attending the applicable special meeting without voting, however, will not revoke your proxy. If you have instructed a broker to vote your shares, you must follow the directions you will receive from your broker to change or revoke your proxy.

Q: Must Community Bankers complete its proposed merger with TransCommunity prior to closing the merger with BOE?

A: Yes. Community Bankers must complete its merger with TransCommunity prior to closing its merger with BOE. If Community Bankers does not complete its merger with TransCommunity by June 7, 2008, Community Bankers will be forced to dissolve and liquidate and will not be able to close the merger with BOE.

Q: When do you expect to complete the merger of Community Bankers and BOE?

A: We presently expect to complete the merger in the second quarter of 2008. However, we cannot assure you when or if the merger will occur. We must first obtain the approval of Community Bankers and BOE s stockholders at their respective special meetings and receive the necessary regulatory approvals, and Community Bankers must complete the merger with TransCommunity.

Q: Whom should I contact with questions about the merger of Community Bankers and BOE?

A: If you want additional copies of this joint proxy statement/prospectus, or if you want to ask questions about the merger, you should contact:

Gary A. Simanson
President and Chief Executive Officer
Community Bankers Acquisition Corp.
9912 Georgetown Pike, Suite D-203
Great Falls, Virginia 22066
(703) 759-0751

George M. Longest, Jr.
President and Chief Executive Officer
BOE Financial Services of Virginia, Inc.
1325 Tappahannock Boulevard
Tappahannock, Virginia 22560
(804) 443-4343

You may also contact Morrow & Co., LLC, Community Bankers and BOE s proxy solicitor at 470 West Avenue, Stamford, Connecticut 06492, toll free (800) 607-0088.

QUESTIONS AND ANSWERS FOR COMMUNITY BANKERS STOCKHOLDERS

Q: Why is Community Bankers proposing the merger?

A: Community Bankers was organized for the purpose of effecting a business combination with an operating business in the banking industry. Community Bankers believes that BOE, a registered bank holding company, is positioned for significant growth in its current and expected future markets and believes that following the completion of its merger with TransCommunity a business combination with BOE will provide Community Bankers stockholders with an opportunity to participate in a company with significant potential and will further enhance the management expertise, operating efficiencies and growth opportunities of the surviving corporation.

Q: What is being proposed, other than the merger, to be voted on at the Community Bankers special meeting?

A: At the annual meeting of stockholders on April 25, 2008, Community Bankers stockholders are being asked to adopt two amendments to the certificate of incorporation to be effected upon consummation of the merger with TransCommunity: an amendment to reset the terms of the classes of Community Bankers directors and an amendment to change the corporation s name to Community Bankers Trust Corporation. At the special meeting, Community Bankers is asking its stockholders to adopt an additional amendment to the certificate of incorporation, the purpose of which is to further reset the terms of the various classes of Community Bankers directors. Community Bankers is also asking its stockholders to authorize the board of directors to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes present at the meeting to approve the proposals.

Unless Community Bankers and BOE agree otherwise, the merger will only be consummated if the stockholders of Community Bankers adopt the amendment to the certificate of incorporation. In addition, the amendment to the certificate of incorporation will only be effected in the event and at the time the merger with BOE is consummated.

Q: What will Community Bankers stockholders receive in the proposed merger?

A: Community Bankers stockholders will receive nothing in the merger. Community Bankers stockholders will continue to hold the same number of shares of Community Bankers common stock that they owned prior to the merger. Community Bankers stockholders do not have appraisal rights in connection with the merger under applicable Delaware corporate law.

Q: How much of Community Bankers voting interests will existing Community Bankers stockholders own upon completion of the merger?

A: It depends. The percentage of Community Bankers voting interests that existing Community Bankers stockholders will own after the merger will vary depending on whether:

- any TransCommunity stockholders exercise appraisal rights with respect to the merger of Community Bankers and TransCommunity;
- any of Community Bankers 7,500,000 outstanding warrants are exercised;

I-Bankers Securities, Inc., Maxim Group LLC and Legend Merchant Group, Inc., the representatives of the underwriters in Community Bankers initial public offering, exercise their unit purchase option to purchase 525,000 units (each unit comprised of one share of common stock and one warrant to purchase one share of common stock); and

any holders of Community Bankers common stock issued in Community Bankers initial public offering exercise their right to convert their shares into cash equal to a pro rata portion of the Community Bankers trust account with respect to the merger with TransCommunity.

Depending on the scenario, Community Bankers stockholders will own from 36.93% to 57.13% of Community Bankers voting interests after the merger, based on the number of shares of each of Community Bankers, TransCommunity and BOE issued and outstanding as of the date of their respective merger agreements. For a table outlining the effect of the various scenarios on the percentage of Community Bankers voting interests that existing Community Bankers stockholders will own after the merger with BOE is completed, see The Merger Stock Ownership of Existing Community Bankers and BOE Stockholders After the Merger.

Q: Do the Community Bankers stockholders have conversion rights?

A: No. As the merger with BOE will not be Community Bankers initial business combination, no Community Bankers stockholder will have conversion rights in connection with the merger.

Q: Will I lose my warrants or will they be converted to shares of common stock if the merger is consummated?

A: No. After we complete the merger with TransCommunity, your warrants will become exercisable. Consummation of the merger with BOE will not in any way affect your warrants. However, in the event that Community Bankers does not consummate the merger with TransCommunity by June 7, 2008, Community Bankers will be required to liquidate and any Community Bankers warrants you own will expire without value.

Q: What happens if the merger is not consummated or is terminated?

A: If the merger is not consummated, Community Bankers certificate of incorporation will not be further amended pursuant to the proposal to adopt an amendment to the certificate of incorporation.

Should the merger agreement be terminated due to a material breach of such agreement by Community Bankers, then a termination fee of $500,000 would be payable by Community Bankers to BOE. Further, if either party terminates because the stockholders of the other party fail to approve the merger or if either party terminates because the transactions contemplated are not consummated by June 30, 2008, and another acquisition transaction, involving a change in control, is announced and results in a definitive agreement or a consummated acquisition transaction with the terminating party within 12 months of termination, then the party entering into the definitive agreement or consummating the acquisition transaction will owe the other party a termination fee of $500,000. If a party terminates the merger agreement due to a material breach of the other party or the failure of the other party to recommend the merger to its stockholders, the termination fee of $500,000 is payable upon termination. In the case of a termination involving a competing acquisition transaction, the termination fee of $500,000 is payable upon the earlier of the execution of a definitive agreement or the consummation of the transaction. In those cases where a competing acquisition transaction with a third party is consummated, an additional termination fee of $1,200,000 will also be payable upon consummation of the acquisition transaction.

QUESTIONS AND ANSWERS FOR BOE STOCKHOLDERS

Q: Why is BOE proposing the merger?

A: We believe that the proposed merger will provide substantial benefits to BOE stockholders. The BOE board of directors believes the merger provides BOE stockholders with liquidity, capital raising and strategic and growth opportunities, such as the merger with TransCommunity, that would not have been readily available to BOE on a stand-alone basis. To review the BOE reasons for the transaction in greater detail, see The Merger BOE s Reasons for the Merger.

Q: What will BOE stockholders receive in the merger?

A: Each issued and outstanding share of BOE common stock you own will be converted into 5.7278 shares of Community Bankers common stock, subject to possible adjustment. In the event the average of the daily closing prices for Community Bankers common stock as reported on the American Stock Exchange for the 20 consecutive full trading days ending on the fifth day before the anticipated closing date of the merger is less than $7.42, the exchange ratio will be increased to the quotient obtained by dividing $42.50 by the average of the daily closing prices during those 20 consecutive full trading days, rounded to the nearest one-ten-thousandth. In addition, holders of outstanding options for BOE common stock will receive options exercisable for of Community Bankers common stock. The number of shares underlying the options and the exercise price of the options will be adjusted to reflect the 5.7278 exchange ratio.

Q: Will BOE stockholders be taxed on the Community Bankers common stock that they receive in exchange for their BOE shares?

A: No. We expect the merger to qualify as a reorganization for United States federal income tax purposes. If the merger qualifies as a reorganization for United States federal income tax purposes, BOE stockholders will not recognize any gain or loss to the extent BOE stockholders receive Community Bankers common stock in exchange for their BOE shares. We recommend that BOE stockholders carefully read the complete explanation of the material United States federal income tax consequences of the merger beginning on page 69, and that BOE stockholders consult their tax advisors for a full understanding of the tax consequences of their participation in the merger.

Q: How much of Community Bankers voting interests will BOE stockholders own upon completion of the merger?

A: It depends. The percentage of BOE s voting interests that existing BOE stockholders will own after the merger will vary depending on whether:

any TransCommunity stockholder exercises appraisal rights with respect to the merger with TransCommunity;

any of Community Bankers 7,500,000 outstanding warrants are exercised;

I-Bankers Securities, Inc., Maxim Group LLC and Legend Merchant Group, Inc., the representatives in Community Bankers initial public offering, exercise their unit purchase option to purchase 525,000 units (each unit comprised of one share of common stock and one warrant to purchase one share of common stock); and any holders of Community Bankers common stock issued in Community Bankers initial public offering exercise their right to convert their shares into cash equal to a pro rata portion of the Community Bankers Trust account with respect to the merger between Community Bankers and TransCommunity.

Depending on the scenario, BOE stockholders will own from 22.11% to 32.53% of Community Bankers voting interests after the merger, based on the number of shares of each of Community Bankers, TransCommunity and BOE issued and outstanding as of the date of their respective merger agreements. For a table outlining the effect of the various scenarios on the percentage of Community Bankers voting interests that existing BOE stockholders will own after the merger with BOE is completed, see The Merger Stock Ownership of Existing Community Bankers and BOE Stockholders After the Merger.

Q: Will I have appraisal rights in the merger?

A: No. BOE stockholders do not have appraisal rights in connection with the merger under applicable Virginia law.

Q: Should I send in my stock certificates now?

A: No. You should not send in your stock certificates at this time. Promptly after the effective time of the merger, you will receive transmittal materials with instructions for surrendering your BOE shares. **You should follow the instructions in the post-closing letter of transmittal regarding how and when to surrender your stock certificates.**

SUMMARY

This summary highlights selected information from this joint proxy statement/prospectus. It may not contain all of the information that is important to you. To better understand the merger and its potential impact on you, we urge you to read this entire document carefully, including the appendices, exhibits and enclosures. Each item in this summary includes a page reference directing you to a more complete discussion of the item.

The Companies (pages 83, 106 and 148)

Community Bankers.

Community Bankers Acquisition Corp.
9912 Georgetown Pike, Suite D-203
Great Falls, Virginia 22066
(703) 759-0751

Community Bankers was organized under the laws of the State of Delaware on April 6, 2005. As a Targeted Acquisition Corporation^{sm}, or TAC^{sm}, Community Bankers was formed to effect a merger, capital stock exchange, asset acquisition or other similar business combination with an operating business in the banking industry. Community Bankers consummated its initial public offering on June 8, 2006, raising approximately $60 million, approximately $58 million of which is currently held in a trust account at J.P. Morgan Chase Bank. Shares of Community Bankers common stock trade on the American Stock Exchange under the symbol BTC.

On September 5, 2007, Community Bankers entered into the agreement and plan of merger with TransCommunity. TransCommunity is a registered financial holding company incorporated under the laws of Virginia and is the holding company for TransCommunity Bank, N.A. TransCommunity is headquartered in Glen Allen, Virginia and operates five full service offices in its four operating divisions in Goochland, Powhatan, Louisa and Rockbridge, Virginia. TransCommunity Bank had deposits of $192.0 million, loans of $189.0 million, assets of $223.0 million and equity of $29.9 million, at September 30, 2007. Community Bankers must complete its merger with TransCommunity by June 7, 2008, or, under its certificate of incorporation, Community Bankers must dissolve and liquidate.

As a result of the merger of Community Bankers and TransCommunity, each share of TransCommunity common stock will be converted into 1.4200 shares of Community Bankers common stock, subject to possible adjustment. Community Bankers and TransCommunity have prepared a separate joint proxy statement/prospectus relating to the merger of Community Bankers and TransCommunity which has been mailed to Community Bankers and TransCommunity stockholders in connection with the annual meeting of the stockholders of Community Bankers and the special meeting of the stockholders of TransCommunity at which a proposal to approve the merger of Community Bankers and TransCommunity will be considered.

The merger with TransCommunity is Community Bankers initial business combination, and Community Bankers certificate of incorporation mandates certain voting requirements for its initial business combination. Pursuant to Community Bankers certificate of incorporation, adoption of the merger agreement relating to the initial business combination requires the affirmative vote of holders of a majority of Community Bankers outstanding shares of common stock issued in Community Bankers initial public offering and voted at the meeting.

In addition, for an initial business combination the holders of the shares of common stock issued in Community Bankers initial public offering have the right to convert their stock into cash equal to a pro rata portion of the

Community Bankers trust account if they vote against the merger. For Community Bankers to complete its merger with TransCommunity, the holders of less than 20% of the outstanding shares of common stock issued in the Community Bankers initial public offering must have exercised their conversion rights.

Pursuant to Delaware law, adoption of the merger agreement with TransCommunity requires the affirmative vote of the holders of a majority of the outstanding shares of Community Bankers common stock entitled to vote at the annual meeting.

BOE.

BOE Financial Services of Virginia, Inc.
1325 Tappahannock Boulevard
Tappahannock, Virginia 22560
(804) 443-4343

BOE is a bank holding company incorporated under the laws of Virginia and is the holding company of Bank of Essex. Bank of Essex operates eight full-service offices, two in Tappahannock, and one each in Manquin, Mechanicsville, West Point, Glen Allen, Burgess and Callao, Virginia, respectively. Bank of Essex had deposits of $241.0 million, loans of $213.5 million, assets of $294.8 million and equity of $29.3 million, at September 30, 2007.

Recent Developments (pages 84, 107 and 148)

Community Bankers.

On February 15, 2008, Community Bankers announced its results of operations for the period from April 1, 2007 until December 31, 2007. For the period from April 1, 2007 to December 31, 2007, interest income on its trust fund investments, including interest allocable to shares subject to possible conversion, amounted to $1,933,962. This resulted in net income for the period from April 1, 2007 to December 31, 2007 of $1,105,034 or net income per share, basic and diluted, of $0.12 and $0.09, respectively. The aggregate amount of cash and United States treasury securities held in the trust fund as of December 31, 2007, was $58,452,512.

BOE.

On February 4, 2008, BOE announced its results of operations for the fourth quarter of 2007. Net income for the fourth quarter of 2007 was $596,000, a decrease of $317,000, or 34.7%, from net income of $913,000 for the same period in 2006. The decrease to net income for the fourth quarter of 2007 compared to the same period in 2006 was due to a December 2006 sale of a former branch banking facility. This nonrecurring item caused gain on sale of other properties to be $477,000 in the fourth quarter of 2006 compared to $0 for the same period in 2007. Additionally, there was an increase of $187,000 in noninterest expenses, from $2.2 million in the fourth quarter of 2006 to $2.4 million in the fourth quarter 2007. Offsetting these decreases to net income was an increase of 8.9%, or $209,000, in net interest income. Net interest income was $2.6 million for the fourth quarter 2007 compared to $2.4 million for the fourth quarter of 2006. Also, there was an increase of $55,000, or 11.5%, in noninterest income, from $479,000 in the fourth quarter of 2006, to $534,000 for the same period in 2007. Income tax expense declined 42.0%, or $84,000, from $200,000 in the fourth quarter of 2006 to $116,000 in the fourth quarter of 2007. Additionally, strong asset quality resulted in no additional expense in provision for loan losses for the fourth quarter of both years. On December 31, 2007 loans past due 90 days or more and accruing interest was $17,000 and loans not accruing interest totaled $96,000. For the year ending December 31, 2007 charged-off loans were $272,000 against recoveries of $461,000. Earnings per common share were $0.49 for the fourth quarter in 2007 compared to $0.75 for the same period in 2006.

For the year ended December 31, 2007, BOE reported net income of $2.608 million, compared to net income of $3.1 million for 2006, a decrease of $515,000, or 16.5%. This decrease in earnings was primarily the result of an increase of $876,000, or 11.1%, in noninterest expenses. Salaries was the largest component of this increase, $432,000, which increased primarily from the addition of staff that was hired and trained in 2007 to operate two new full service offices of Bank of Essex in Northumberland County, Virginia.

The year 2007 was the first full year of operations for BOE s corporate headquarters and branch banking facility that opened in June 2006, accounting for the majority of increases in occupancy expenses of $159,000. Gain on sale of other properties decreased $467,000 from 2006 to 2007 due to the sale of bank property referred to above. Additionally, legal and professional fees increased $236,000 in 2007 compared to 2006 as a result of BOE s due diligence process prior to announcing the merger agreement with Community Bankers. Offsetting these decreases to net income was an increase of $237,000, or 2.4%, in net interest income, from $9.8 million in 2006 to $10.0 million in 2007. Noninterest income increased $204,000, or 11.4%, from

$1.8 million in 2006 to $2.0 million in 2007. Also improving net income was a 95.2%, or $119,000, reduction in provision for loan losses and a 33.5%, or $292,000, decrease in income tax expense for 2007 compared to 2006. Earnings per common share were $2.15 for the full year 2007 compared to $2.58 for the same period in 2006. Average diluted shares outstanding increased by 5,143 during 2007.

Loans, net of allowance for loan losses, increased 12.6%, or $24.5 million, and were $219.0 million on December 31, 2007. Total deposits grew 5.9%, or $13.7 million, to end 2007 at $244.6 million.

TransCommunity.

Net income for the year ended December 31, 2007 was $2.5 million, or $0.54 per share (basic and diluted), versus net income of $117 thousand, or $0.03 per share for the same period during 2006.

Results for 2007 were significantly affected by recognition at year-end of a deferred tax asset totaling $3.3 million, arising primarily from recognition by TransCommunity of the net operating loss carry forwards generated since TransCommunity s inception. TransCommunity determined the timing and amount of the recognition of the deferred tax asset in accordance with FAS 109, which states all available evidence, both positive and negative, should be considered to determine whether, based on the weight of that evidence, a valuation allowance is needed. The pending merger with Community Bankers was not a factor in TransCommunity s determination to recognize the deferred tax asset.

The primary positive factor that contributed to the decision to recognize the deferred tax asset was the completion of TransCommunity s 2007 restructuring pursuant to which TransCommunity s former four subsidiary banks were consolidated into one charter and the resulting anticipated future profitability. TransCommunity spent approximately $500,000 consolidating the charters and operations of the banks during 2007, and projects future recurring annual savings related to the restructuring to be approximately $800,000. This restructuring was completed and the arrangements for the related cost savings were finalized in the first part of the fourth quarter of 2007.

The negative factors that TransCommunity considered were TransCommunity s history of operating losses and the fact that the amount of net operating losses that can be utilized in any one year is limited to approximately $800,000.

Based on the totality of the evidence, TransCommunity believes that it was appropriate to recognize the deferred tax asset for future periods commencing in the fourth quarter of 2007. In addition, based on anticipated taxable income, TransCommunity believes the entire deferred tax asset will be realized before the related net operating losses begin to expire in 2022, and accordingly recorded the entire deferred tax asset. As a result of recognizing this deferred tax asset, TransCommunity expects to incur tax expense related to income earned in 2008 and subsequent years.

Without recognition of this deferred tax asset, performance for 2007 would have been a loss of $829 thousand, versus net income of $117 thousand for 2006. Inclusive of the deferred tax asset, the return on average assets for 2007 was 1.16% compared to .06% for 2006. Return on average equity for 2007 was 8.23% compared to 0.39% for 2006.

During 2007, total assets grew by 20%, led by strong growth in the loan portfolio of 36%. Although TransCommunity s employee headcount remained constant during 2007, noninterest expenses grew 19% to $10.6 million, reflecting one-time costs associated with the consolidation of TransCommunity s four banking charters, and centralization of many back-room operational functions.

TransCommunity s net interest margin for 2007 was 5.13% versus 5.14% for 2006. Although TransCommunity was able to maintain its historic high level of net interest margin during 2007, this key profitability indicator is expected to decline in 2008 as a result of the actions of the Federal Reserve Board to lower interest rates.

During 2007, as part of the consolidation of its bank charters, TransCommunity centralized its credit administration function, and hired its first chief credit officer. Following consolidation, the new chief credit officer performed a full review of the entire loan portfolio. This review, plus several credit downgrades in the final quarter of the year, resulted in an increase in the allowance for loan losses during 2007 of $1.6 Million.

At December 31, 2007 the allowance for loan losses stands at $3.0 million, or 1.48% of total loans. At December 31, 2006, the allowance for loan losses was $2,100,000, or 1.36% of total loans.

At December 31, 2007, total assets were $238.2 million versus $198.4 million at December 31, 2006. Loans, net of the allowance for loan losses, equaled $202.4 million, as compared with $149.3 million at year-end 2006. Total deposits at December 31, 2007 were $203.6 million, representing growth of 23.4% from $165.0 million at year-end 2006.

The Merger (page 45)

The merger agreement with BOE is attached as Appendix A to this joint proxy statement/prospectus. You should read the merger agreement because it is the legal document that governs the merger. The merger agreement provides for the merger of BOE with and into Community Bankers. Following the merger:

- the board of directors of the surviving corporation will be comprised of fourteen directors; six directors will be nominated by BOE, one of which shall serve as chairman of Community Bankers upon consummation of the merger; six directors will be nominated by TransCommunity; and two directors will be nominated by Community Bankers;

- the president and chief executive officer of TransCommunity, Bruce B. Nolte, will become the chief executive officer of the surviving corporation through December 31, 2009;

- the president and chief executive officer of BOE, George M. Longest, Jr., will become president of the surviving corporation and chief executive officer of the surviving bank and, commencing on January 1, 2010, will become president and chief executive officer of the surviving corporation and will remain chief executive officer of the surviving bank;

- Gary A. Simanson, the current president and chief executive officer of Community Bankers will become its chief strategic officer; and

- Bank of Essex, will become a subsidiary bank of Community Bankers by merging with TransCommunity Bank, which will have become a subsidiary of Community Bankers upon the closing of the merger by Community Bankers with TransCommunity; following the merger, the board of directors of the surviving bank will be comprised of fourteen directors: two nominated by Community Bankers, six nominated by TransCommunity and six nominated by BOE.

As a result of the merger, each share of BOE stock will be converted into 5.7278 shares of Community Bankers common stock, subject to possible adjustment. In the event the average of the daily closing prices of Community Bankers common stock as reported on the American Stock Exchange for the 20 consecutive full trading days ending on the fifth day before the anticipated closing date of the merger is less than $7.42, the exchange ratio will be increased to equal the quotient obtained by dividing $42.50 by the average of the daily closing prices during those 20 consecutive full trading days, rounded to the nearest one-ten thousandth. Community Bankers common stock is listed on the American Stock Exchange under the symbol BTC. BOE common stock is listed on the Nasdaq Capital Market under the symbol BSXT.

Upon completion of the merger, Community Bankers expects to pay regular dividends to its stockholders. Subject to board and regulatory approval, Community Bankers expects to pay quarterly cash dividends in an amount not less than the quotient obtained by dividing $0.22 by the BOE exchange ratio, for the foreseeable future.

We cannot complete the merger unless, among other things, we obtain the necessary government approvals and the stockholders of each of Community Bankers and BOE approve the merger proposal. Community Bankers must also complete its merger with TransCommunity prior to closing its merger with BOE. If Community Bankers does not complete its merger with TransCommunity by June 7, 2008, Community Bankers will be forced to dissolve and liquidate and will not be able to close the merger with BOE.

Reasons for the Merger (pages 53 and 54)

Community Bankers. In reaching its decision to approve the merger agreement and recommend the merger to its stockholders, the Community Bankers board of directors reviewed various financial data and due diligence and evaluation materials. In addition, in reaching its decision to approve the merger agreement, the board of directors considered a number of factors and believes that the non-exhaustive list of factors below strongly supports its determination to approve the merger agreement and recommendation that its stockholders adopt the merger agreement:

- the attractive nature of the markets in which BOE operates and its branch network;
- BOE s demonstrated deposit and loan growth and history of consistent earnings;
- BOE s attractive balance sheet make-up and product mix, including the loan and deposit mix of BOE and the compatibility of that mix with TransCommunity s balance sheet;
- opportunities to grow existing revenue streams and create new revenue streams associated with BOE and the strength of the combined balance sheets, equity levels, and projected market capitalization of Community Bankers, TransCommunity and BOE;
- the competitive position and market share of BOE within its operating markets and the likely ability for Bank of Essex, following its merger with TransCommunity Bank, to increase its market share;
- the experience of BOE s board of directors and management, including George M. Longest, Jr., the current president and chief executive officer of BOE who will become president of Community Bankers after the merger and chief executive officer commencing on January 1, 2010;
- the potential operating efficiencies and management enhancements of merging Bank of Essex with TransCommunity Bank, and the compatibility of management of Community Bankers, TransCommunity and BOE;
- the valuation of comparable companies and the reasonable pricing of the transaction;
- the similar operating philosophies and community banking culture of Community Bankers, TransCommunity and BOE;
- the all stock for stock nature of the merger consideration, preserving capital for future growth and acquisitions;
- the attractiveness of the surviving corporation following the merger to additional merger candidates;
- the strong desire of management and the board of directors of BOE to stay involved in future growth of the company; and
- Keefe, Bruyette & Woods, Inc. s fairness opinion that the merger is fair to Community Bankers from a financial point of view.

The board of directors of Community Bankers did not ascertain any negative factors related to the proposed merger with BOE other than the risk of the ability to successfully integrate BOE with TransCommunity and achieve the associated cost savings and efficiencies.

In addition, Community Bankers board knew and considered the financial interests of certain Community Bankers directors and executives when it approved the merger agreement. These financial interests are addressed in greater detail under the heading The Merger Certain Benefits of Directors and Officers of Community Bankers and BOE.

BOE. In reaching its decision to approve the merger agreement and recommend the merger to its stockholders, the BOE board of directors consulted with BOE management, as well as with its outside financial and legal advisors, reviewed various financial data, due diligence and evaluation materials, and made an independent determination that the proposed merger with Community Bankers was in the best interests of BOE and its stockholders. The board of directors considered a number of positive factors that it believes support its recommendation that BOE s stockholders approve the merger agreement, including:

the premium over BOE s prevailing stock price to be received by BOE s stockholders (see The Merger Background of the Merger);

the financial analysis and presentation of Feldman Financial, and its oral opinion that, as of December 12, 2007, the exchange ratio was fair, from a financial point of view, to BOE s stockholders (see The Merger Opinion of BOE s Financial Advisor);

the fact that the exchange ratio is fixed in the event that Community Bankers stock price increases before closing, but is adjustable in the event that Community Bankers stock price decreases, thereby affording BOE s stockholders a combination of upside participation and downside protection (see The Merger Merger Consideration);

its belief that the surviving corporation s increased size and scale, including its significantly larger pro forma capital base, would better position it to compete and grow its business and to attract other high quality merger candidates;

its belief that the surviving corporation will be positioned to benefit from increased credit portfolio diversity and increased lending capacity;

the corporate governance provisions established for the merger, including the composition of the surviving corporation s board of directors and the designation of key senior management of the surviving corporation and their proposed employment arrangements;

its knowledge and analysis of the current competitive and regulatory environment for financial institutions generally, BOE s current competitive position and the other potential strategic alternatives available to BOE, including remaining independent, accelerating branch growth, making acquisitions, developing or acquiring non-bank businesses and selling BOE to a larger financial institution;

the skills and experience offered by the Community Bankers management;

its review of Community Bankers financial condition and TransCommunity s financial condition, earnings, business operations and prospects, taking into account the results of BOE s due diligence investigation of Community Bankers and TransCommunity, and the anticipated compatibility of management and shared business philosophy of Community Bankers, TransCommunity, and BOE;

the assessment of the likelihood that the merger would be completed in a timely manner without unacceptable regulatory conditions or requirements, including that no branch divestitures would likely be required, and the ability of the management team to successfully integrate and operate the business of the surviving corporation after the merger; and

the fact that the merger will enable BOE s stockholders to exchange their shares of BOE, in a tax-free transaction, for registered shares of common stock of a company that will have a significantly larger pro forma market capitalization.

The BOE board also considered the risks and potentially negative factors outlined below, but concluded that the anticipated benefits of combining with Community Bankers were likely to outweigh substantially these risks and factors. The risks and factors included:

the dilution of ownership rights of BOE s stockholders;

no special purposes acquisition company transactions have been completed in the banking industry;

the risk that Community Bankers may not be able to close the proposed merger with TransCommunity due to potential stockholder opposition;

whether other banks would be attracted to join the franchise;

the poor earnings history of TransCommunity;

the possibility that the merger and the related integration process could result in the loss of key employees, in the disruption of BOE s on-going business, and in the loss of customers; and

the risks of the type and nature described under A Warning about Forward-Looking Statements and Risk Factors.

BOE s board of directors knew and considered the financial interests of certain BOE directors and executives when it approved the merger agreement. These financial interests are addressed in greater detail under the heading The Merger Certain Benefits of Directors and Officers of Community Bankers and BOE.

Regulatory Approvals (page 75)

We cannot complete the merger unless we obtain the approval of the Federal Reserve and the Bureau of Financial Institutions of the Virginia State Corporation Commission. Community Bankers filed applications with the Federal Reserve and the Bureau of Financial Institutions of the Virginia State Corporation Commission on January 25, 2008. As of the date of this joint proxy statement/prospectus, we have not yet received the required regulatory approvals. Although we expect to obtain the necessary approvals in a timely manner, we cannot be certain when, or if, they will be received.

Community Bankers cannot complete the merger with TransCommunity unless Community Bankers obtains the approval of the Federal Reserve and the Bureau of Financial Institutions of the Virginia State Corporation Commission. Community Bankers filed applications for approval to merge with TransCommunity with the Federal Reserve and the Bureau of Financial Institutions of the Virginia State Corporation Commission on January 18, 2008. As of the date of this joint proxy statement/prospectus, we have not yet received the required regulatory approvals for the merger with TransCommunity. Although we expect to obtain the necessary approvals to merger with TransCommunity to in a timely manner, we cannot be certain when, or if, they will be received.

Community Bankers Special Meeting (page 39)

Community Bankers will hold its special meeting of stockholders on April 25, 2008, at 2:00 p.m., local time, at the offices of Nelson Mullins Riley & Scarborough LLP, 101 Constitution Avenue, N.W., Suite 900, Washington, D.C. 20001. At the special meeting, Community Bankers stockholders will be asked to vote to approve the merger proposal, adopt the amendment to the certificate of incorporation and authorize the board of directors to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes present in person or represented by proxy at the special meeting to approve the proposals.

Community Bankers Stockholders Meeting Record Date and Voting (page 39)

If you owned shares of Community Bankers common stock at the close of business on March 25, 2008, Community Bankers record date, you are entitled to vote at the special meeting. On the record date, there were 9,375,000 shares of Community Bankers stock outstanding. You will have one vote at the meeting for each share of Community Bankers stock you owned on the record date.

Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Community Bankers common stock entitled to vote at the special meeting. Adoption of the amendment to the certificate of incorporation of Community Bankers, requires the affirmative vote of a majority of Community Bankers outstanding stock entitled to vote at the special meeting. Authorization for the board of directors to adjourn the special meeting until a later date requires the affirmative vote of the holders of a majority of the shares of Community Bankers common stock present in person or represented by proxy and entitled to vote at the special meeting, whether or not a quorum is present. As of March 25, 2008, Community Bankers current directors, executive officers, and their affiliates beneficially owned approximately 10.8% of the outstanding shares of Community Bankers common stock. All of Community Bankers directors and executive officers have indicated they will vote in favor of the merger and each of the other proposals to be considered at the special meeting.

The Board of Directors of Community Bankers Recommends Stockholder Approval (page 42)

The board of directors of Community Bankers has unanimously approved each of the proposals to be brought before the special meeting, believes that the merger, the adoption of the amendment to the certificate of incorporation, and authorizing the board of directors to adjourn the special meeting are each in the best interest of Community Bankers and its stockholders, and recommends that the Community Bankers stockholders vote **FOR** approval of each of the proposals.

The Financial Advisor for Community Bankers Believes the Merger Proposal Consideration is Fair to Community Bankers (page 55)

Keefe, Bruyette & Woods, Inc. has served as financial advisor to Community Bankers in connection with the merger proposal and has given an opinion to the Community Bankers board of directors that, as of December 13, 2007, the consideration Community Bankers will pay for the BOE common stock is fair to Community Bankers from a financial point of view. A copy of the opinion delivered by Keefe, Bruyette & Woods, Inc. is attached to this joint proxy statement/prospectus as Appendix C. Community Bankers stockholders should read the opinion completely to understand the assumptions made, matters considered, and limitations of the review undertaken by Keefe, Bruyette & Woods, Inc. in providing its opinion.

BOE s Special Meeting (page 42)

BOE will hold its special meeting of stockholders on April 25, 2008, at 10:00 a.m., local time, at the Tappahannock - Essex Volunteer Fire Department meeting hall at 620 Airport Road, Tappahannock, Virginia 22560. At the special meeting, BOE s stockholders will be asked to vote to approve the merger proposal and the proposal to authorize the board of directors to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes at the special meeting, represented in person or by proxy, to approve the merger proposal.

BOE Stockholders Meeting Record Date and Voting (page 42)

If you owned shares of BOE common stock at the close of business on March 25, 2008, the BOE record date, you are entitled to vote on the merger proposal. On the record date, there were 1,213,044 shares of BOE stock outstanding. You will have one vote at the meeting for each share of BOE stock you owned on the record date. Approval of the merger proposal requires approval by more than two-thirds of all votes entitled to be cast by the holders of BOE common stock. Approval of the proposal to authorize the board of directors to adjourn the special meeting until a later date requires the votes cast favoring the action to exceed the votes cast opposing the action, whether or not a quorum is present. As of March 25, 2008, BOE s current directors, executive officers, and their affiliates beneficially owned approximately 5.3% of the outstanding shares of BOE common stock. Each of BOE directors and executive officers has agreed, subject to several conditions, to vote his or her shares of BOE common stock in favor of the merger proposal.

The Board of Directors of BOE Recommends Stockholder Approval (page 44)

The board of directors of BOE has unanimously approved the merger proposal, believes that the merger proposal is in the best interest of BOE and its stockholders, and recommends that the BOE stockholders vote **FOR** approval of the merger proposal.

The Financial Advisor for BOE Believes the Merger Proposal Consideration is Fair to BOE s Stockholders (page 62)

Feldman Financial Advisors, Inc. has served as financial advisor to BOE in connection with the merger proposal and has given an opinion to the BOE board of directors that, as of December 13, 2007, the consideration to be received in the transaction was fair, from a financial point of view, to BOE s stockholders. A copy of the opinion delivered by Feldman Financial Advisors, Inc. is attached to this joint proxy statement/prospectus as Appendix D. BOE s stockholders should read the opinion completely to understand the assumptions made, matters considered, and limitations of the review undertaken by Feldman Financial Advisors, Inc. in providing its opinion.

Certain Benefits of Directors and Officers of Community Bankers (page 70)

When considering the recommendations of the Community Bankers board of directors, you should be aware that some directors and officers have interests in the merger proposal that differ from the interests of other stockholders:

two of the four members of the board of directors of Community Bankers will continue to serve as members of the board of Community Bankers following the merger; and following the merger, Gary A. Simanson, the current president and chief executive officer of Community Bankers, will become the vice chairman of the board of directors and chief strategic officer of Community Bankers, at a salary of $270,000.

Each board member was aware of these and other interests and considered them before approving and adopting the merger proposal.

Certain Benefits of Directors and Officers of BOE (page 70)

When considering the recommendations of the BOE board of directors, you should be aware that some directors and officers have interests in the merger proposal that differ from the interests of other stockholders, including the following:

following the merger, six members of the board of directors of BOE, will join the board of directors of Community Bankers, and Alexander F. Dillard, Jr., the chairman of BOE, will become the chairman of Community Bankers;

following the merger, George M. Longest, Jr. will become president of Community Bankers and commencing January 1, 2010 will become its president and chief executive officer, and Bruce E. Thomas, BOE s chief financial officer, will become chief financial officer of Community Bankers;

for six years following the merger, Community Bankers will generally indemnify and provide liability insurance for up to three years following the merger to the present directors and officers of BOE and Bank of Essex, subject to certain exceptions;

following the merger, Community Bankers will generally provide benefits to officers and employees of BOE and Bank of Essex under benefit plans on terms and conditions which when taken as a whole are comparable to or better than those then provided by BOE or Bank of Essex to similarly situated officers and employees; and

following the merger, the stock options held by the officers and directors of BOE will be converted into options to purchase common stock of Community Bankers, with adjustments to the number of shares and the exercise price to reflect the exchange ratio.

Each board member was aware of these and other interests and considered them before approving and adopting the merger proposal.

Federal Income Tax Consequences (page 69)

We have structured the merger so that it will be considered a reorganization for United States federal income tax purposes. If the merger is a reorganization for United States federal income tax purposes, BOE s stockholders generally will not recognize any gain or loss on the exchange of shares of BOE common stock for shares of Community Bankers common stock. Any gain or loss which is recognized will be a capital gain or loss, provided that such shares were held as capital assets of the BOE stockholder at the effective time of the merger.

Determining the actual tax consequences of the merger to a BOE stockholder may be complex. These tax consequences will depend on each stockholder s specific situation and on factors not within our control. BOE s stockholders should consult their own tax advisors for a full understanding of the tax consequences of their participation in the merger.

Comparative Rights of Stockholders (page 192)

The rights of Community Bankers stockholders are currently governed by Delaware corporate law and Community Bankers certificate of incorporation and bylaws. The rights of BOE s stockholders are currently governed by Virginia corporate law and BOE s articles of incorporation and bylaws. Upon consummation of the merger, the stockholders of BOE will become stockholders of Community Bankers and the certificate of incorporation, as proposed to be further amended and restated, and bylaws of Community Bankers and

Delaware law will govern their rights. Community Bankers certificate of incorporation and bylaws differ somewhat from the articles of incorporation and bylaws of BOE. Material differences include:

Community Bankers bylaws provide that any director may be removed, with or without cause, by holders of a majority of the shares entitled to vote at the election of directors; in comparison BOE s articles of incorporation and bylaws provide that a director may be removed from office by the stockholders of a majority of the votes entitled to be cast at an election of directors only with cause.

Community Bankers bylaws provide that the election of directors is determined by a vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote, at a meeting of stockholders at which a quorum is present; in comparison BOE s bylaws provide that all elections are determined by a plurality of the votes cast, in person or by proxy, at a meeting of stockholders at which a quorum is present.

Community Banker s bylaws provide that stockholder action may be taken by written consent, without prior notice and without a vote, if the written consent is signed by the holders of outstanding stock having at least the minimum number of votes that would be necessary to take such action at a meeting at which all shares entitled to vote thereon were present and voted; in comparison BOE s bylaws provide that stockholder action may be taken by written consent if the action is unanimous.

Community Bankers bylaws provide that special meetings of the stockholders may be called by a majority of the board of directors or by the Chairman, the Chief Executive Officer or the President and will be called by the Secretary at the request in writing of stockholders owning a majority of the shares of capital stock of Community Bankers issued and outstanding and entitled to vote; in comparison BOE s bylaws provide that a special meeting of the stockholders may be called only by the Chairman, the President or the board of directors.

Community Bankers has elected not to be governed by Section 203 of the DGCL, which limits engaging in a business combination with any interested stockholder; in comparison BOE is subject to 13.1-725.1 and related provisions of the Virginia Stock Corporation Act known as the Affiliated Transaction Statute, which limits engaging in a business combination with any interested stockholder. BOE is also subject to 13.1-728.4 of the Virginia Stock Corporation Act, which provides that certain notice and informational filings and special stockholder meetings and voting procedures must occur prior to consummation of a proposed control share acquisition.

Termination of the Merger Agreement (page 76)

Notwithstanding the approval of the merger proposal by Community Bankers and BOE stockholders, Community Bankers and BOE can mutually agree at any time to terminate the merger agreement before completing the merger.

Either Community Bankers or BOE can also terminate the merger agreement:

if the other party is in breach of any of its representations or warranties under the merger agreement and fails to cure the violation and the breach relates to an inaccuracy that, without considering any qualification in such representation, is likely to have a material adverse effect on the breaching party;

if required regulatory approval is denied by final nonappealable action of a regulatory authority or if any action taken by such authority is not appealed within the time limit for appeal;

if any law or order permanently restraining, enjoining, or otherwise prohibiting the consummation of the merger has become final and nonappealable;

if the approval of the stockholders of Community Bankers and BOE is not obtained;

if we do not complete the merger by June 30, 2008;

if a party s board of directors fails to reaffirm its approval upon the other party s request for such reaffirmation of the merger or if the party s board of directors resolves not to reaffirm the merger; or

if the Community Bankers or the BOE board of directors withdraws, modifies, or changes in a manner adverse to the other party, its recommendation that the stockholders approve the merger in certain instances where failure to do so would likely result in a breach of the board of directors respective fiduciary duties.

Stock Ownership of Existing Community Bankers, TransCommunity and BOE Stockholders After the Merger ***(page 81)***

The table below outlines the effect of the various scenarios on the percentage of Community Bankers voting interests that existing Community Bankers, TransCommunity and BOE stockholders will own after the merger with BOE is completed, based on the number of shares of each of Community Bankers, TransCommunity and BOE issued and outstanding as of the date of their respective merger agreements. Depending on the scenario, Community Bankers stockholders will own from 36.93% to 57.13% of Community Bankers voting interests after the merger, TransCommunity stockholders will own from 20.76% to 30.54% of Community Bankers voting interests after the merger and BOE stockholders will own from 22.11% to 32.53% of Community Bankers voting interests after the merger. The table assumes that none of the TransCommunity stockholders exercised appraisal rights in Community Bankers merger with TransCommunity and that Community Bankers existing stockholders continue to own the warrants to be exercised. The unit purchase option refers to the unit purchase option to purchase 525,000 units (each unit comprised of one share of common stock and one warrant to purchase one share of common stock) held by I-Bankers Securities, Inc., Maxim Group LLC and Legend Merchant Group, Inc., the representatives of the underwriters in Community Bankers initial public offering.

Percent Ownership							
Community Bankers	**TransCommunity**	**BOE**	**Total**	**19.99% of Community Bankers Conversion Rights are Exercised**	**Community Bankers 7,500,000 Warrants are Exercised**	**525,000 Units Issuable Upon Exercise of the Unit Purchase Option are Exercised**	**The 525,000 Warrants Included in the Units Issuable Upon Exercise of the Unit Purchase Option are Exercised**
57.13%	20.76%	22.11%	100.00%		X	X	X
56.40%	21.11%	22.49%	100.00%		X	X	
55.65%	21.48%	22.88%	100.00%		X		
54.98%	21.80%	23.22%	100.00%	X	X	X	X
54.17%	22.19%	23.64%	100.00%	X	X	X	
53.34%	22.59%	24.07%	100.00%	X	X		
43.66%	27.28%	29.06%	100.00%			X	X
42.40%	27.89%	29.71%	100.00%			X	
41.07%	28.53%	30.39%	100/00%				
39.89%	29.11%	31.00%	100.00%	X		X	X
38.44%	29.81%	31.75%	100.00%	X		X	
36.93%	30.54%	32.53%	100.00%	X			

X-denotes that event occurred

The Merger is Expected to Occur in the Second Quarter of 2008 (page 45)

The merger will occur shortly after all of the conditions to its completion have been satisfied or waived. Currently, we anticipate that the merger will occur in the second quarter of 2008. However, we cannot assure you when or if the merger will occur. We must first obtain the approval of the Community Bankers stockholders and BOE s stockholders at their respective special meetings and all the necessary regulatory approvals. In addition, Community Bankers must complete its merger with TransCommunity prior to closing its merger with BOE. If Community Bankers does not complete its merger with TransCommunity by June 7, 2008, Community Bankers will be forced to dissolve and liquidate and will not be able to close the merger with BOE.

Accounting Treatment (page 82)

The merger will be accounted for using the purchase method of accounting, with Community Bankers being treated as the acquiring entity for accounting purposes. Under the purchase method of accounting, the assets and liabilities of BOE as of the effective time of the merger will be recorded at their respective fair values and added to those of Community Bankers.

Completion of the Merger is Subject to Certain Conditions (page 74)

Completion of the merger is subject to a number of conditions, including the approval of the merger proposal by the Community Bankers and BOE stockholders and the receipt of all the regulatory consents and approvals that are necessary to permit the completion of the merger and the completion of the merger with TransCommunity. Certain conditions to the merger may be waived by Community Bankers or BOE, as applicable; *however*, the merger with TransCommunity must be completed by June 7, 2008, or Community Bankers will be forced to dissolve and liquidate and will not be able to close the merger with BOE.

Comparative Market Value of Securities (page 200)

The following table sets forth the closing price per share of Community Bankers common stock and the closing price per share of BOE common stock on December 13, 2007 (the last business day preceding the public announcement of the merger) and March 25, 2008 (the most recent practicable trading date prior to the mailing this joint proxy statement/prospectus). The table also presents the equivalent market value per share of BOE common stock based on the exchange ratio of 5.7278 shares of Community Bankers common stock for each share of BOE common stock. In the event the average of the daily closing prices of Community Bankers common stock as reported on the American Stock Exchange for the 20 consecutive full trading days ending on the fifth day before the anticipated closing date of the merger is less than $7.42, the exchange ratio will be increased to equal the quotient obtained by dividing $42.50 by the average of the daily closing prices during those 20 consecutive full trading days, rounded to the nearest one-ten thousandth. You are urged to obtain current market quotations for shares of Community Bankers and BOE common stock before making a decision with respect to the merger. Community Bankers common stock is listed on the American Stock Exchange under the symbol BTC, and BOE common stock is quoted on the Nasdaq Capital Market under the symbol BSXT.

	Community Bankers Common Stock	BOE Common Stock	Equivalent Price Per Share of BOE Common Stock(1)
December 13, 2007	$ 7.42	$ 26.47	$ 42.50
March 25, 2008	$ 7.49	$ 26.75	$ 42.90

(1) The equivalent prices per share of BOE common stock have been calculated by multiplying the closing price per share of Community Bankers common stock on each of the two dates by the exchange ratio of 5.7278.

Because the market price of Community Bankers common stock is subject to fluctuation, the market value of the shares of Community Bankers common stock that you may receive in the merger may increase or decrease

prior to and following the merger. You are urged to obtain current market quotations for Community Bankers common stock.

RISK FACTORS

If the merger is consummated, BOE stockholders will receive shares of Community Bankers common stock in exchange for their shares of BOE common stock. An investment in Community Bankers common stock is subject to a number of risks and uncertainties, many of which also apply to an existing investment in BOE common stock. Risks and uncertainties relating to general economic conditions are not summarized below. Those risks, among others, are highlighted on page 30 under the heading A Warning About Forward-Looking Statements.

However, there are a number of other risks and uncertainties relating to Community Bankers and your decision on the merger proposal that you should consider in addition to the risks and uncertainties associated with financial institutions generally. Many of these risks and uncertainties could affect Community Bankers future financial results and may cause Community Bankers future earnings and financial condition to be less favorable than expected. This section summarizes those risks.

Risks Related To The Merger

If Community Bankers does not complete the merger with TransCommunity by June 7, 2008, Community Bankers must dissolve and liquidate. In that event, Community Bankers will not close the merger with BOE.

The merger with TransCommunity is an initial business combination under Community Bankers certificate of incorporation and therefore must be completed prior to the closing of the merger with BOE. As Community Bankers must dissolve and liquidate if the merger with TransCommunity is not completed by June 7, 2008, it would not be advisable to complete the merger with BOE prior to completing the merger with TransCommunity, and we would not proceed with the merger.

Community Bankers may not be able to successfully integrate TransCommunity s businesses with BOE s.

There are uncertainties in integrating the operations of TransCommunity with BOE, and the operations of TransCommunity Bank into Bank of Essex, that could affect whether the merger will enhance the earnings of surviving corporation. The surviving corporation s failure to successfully integrate TransCommunity and BOE may harm our financial condition and results of operations, and, accordingly, our stock price. The success of the mergers will depend on a number of factors, including, but not limited to, the surviving corporation s ability to:

- integrate the operations of TransCommunity and BOE and TransCommunity Bank and Bank of Essex;
- maintain existing relationships with TransCommunity s and BOE s depositors to minimize withdrawals of deposits subsequent to the acquisition;
- maintain and enhance existing relationships with borrowers to limit unanticipated losses from TransCommunity s and BOE s loans;
- achieve expected cost savings and revenue enhancements from the surviving corporation;
- control the incremental non-interest expense to maintain overall operating efficiencies;
- retain and attract qualified personnel; and

compete effectively in the communities served by TransCommunity and BOE, and in nearby communities.

Community Bankers may not be able to successfully deploy its capital.

Upon consummation of the merger with TransCommunity, the funds currently held in the trust account, less any amounts paid to stockholders who exercise their conversion rights and the deferred underwriting compensation, will be released to Community Bankers. Community Bankers intends to pay any additional expenses related to the mergers with TransCommunity and BOE and hold the remaining funds as capital at the holding company level pending use for general corporate and strategic purposes. Such purposes could include increasing the capital of Bank of Essex, future mergers and acquisitions, branch construction, asset purchases, payment of dividends, repurchases of shares of Community Bankers common stock and general corporate purposes. Until such capital is fully leveraged or deployed, Community Bankers may not be able to successfully deploy such capital and Community Bankers return on equity could be negatively impacted.

To implement its growth strategy following the merger, Community Bankers must successfully identify opportunities for expansion.

Following the merger, Community Bankers intends to continue to implement a growth strategy of entering underserved or over-consolidated markets in Virginia by opportunistically acquiring or merging with other banking institutions or establishing new branches of Bank of Essex or any successor bank subsidiary. If following the merger, Community Bankers is unable to identify additional attractive markets to enter or suitable acquisition or merger candidates, an important component of our growth strategy may be lost. Additionally, any future expansion or acquisition efforts may entail substantial costs and may not produce the revenue, earnings or synergies that Community Bankers had anticipated. Any future expansion or acquisitions that Community Bankers undertakes will involve operational risks and uncertainties. Acquired companies may have unforeseen liabilities, exposure to asset quality problems, key employee and customer retention problems and other problems that could negatively affect Community Bankers.

A substantial number of Community Bankers shares will be issued in the merger and will be eligible for future resale in the public market after the merger, which could result in dilution and have an adverse effect on the market price of those shares.

If the merger with BOE is consummated, assuming the exchange ratio is not adjusted, up to 7,105,942 shares of Community Bankers common stock will be issued to the former stockholders of BOE common stock. When the merger with TransCommunity is consummated, assuming the exchange ratio is not adjusted, up to 6,956,213 shares of Community Bankers common stock will be issued to the former stockholders of TransCommunity common stock.

Additionally:

- warrants to purchase 7,500,000 shares of Community Bankers common stock that were issued in Community Bankers initial public offering will become exercisable at $5.00 per share upon consummation of the merger with TransCommunity, as described under Description of Securities of Community Bankers ;

- Community Bankers has issued to I-Bankers Securities, Inc., Maxim Group LLC and Legend Merchant Group, Inc., the representatives of the underwriters in Community Bankers initial public offering, unit purchase options to acquire 525,000 units (each unit comprised of one share of common stock and one warrant to purchase one share of common stock), including 525,000 warrants; and

- 1,875,000 shares of Community Bankers common stock purchased by stockholders prior to its initial public offering will be released from escrow on June 2, 2009 and thereby be eligible for resale in the public market subject to compliance with applicable law.

Gary A. Simanson, president and chief executive officer of Community Bankers, and David Zalman, a stockholder, agreed as part of Community Bankers initial public offering, pursuant to an agreement with the representatives of the underwriters in the initial public offering, that they or their affiliates or designees, would purchase up to 1,000,000 warrants in the aggregate in open market transactions at market prices not to exceed $0.80 per warrant. Under this agreement, the representatives of the underwriters also agreed to place an irrevocable order for the purchase by them, or their affiliates or designees, of up to 500,000 warrants in the aggregate under identical terms and conditions as the purchases by Mr. Simanson and Mr. Zalman. As a result of the agreement, Community Bankers Acquisition LLC, an affiliate of Mr. Simanson, acquired an aggregate of 349,724 warrants and the representatives of the underwriters acquired an aggregate of 300,000 warrants. Warrants acquired by any of these parties pursuant to these purchases cannot be sold or transferred in the open market until after the consummation of the merger with TransCommunity and are not callable by Community Bankers while held by the purchasers.

In addition, Community Bankers plans to pursue other acquisition opportunities following completion of the merger with BOE. Community Bankers is likely to issue shares of common stock as consideration in any such future acquisitions.

Consequently, at various times after the date of this joint proxy statement/prospectus, a substantial number of additional shares of Community Bankers common stock will be eligible for resale in the public market. Sales of substantial numbers of such shares in the public market could cause dilution and adversely affect the market price of such shares and of the warrants.

Stockholders of both Community Bankers and BOE will incur immediate and substantial dilution of their ownership and voting interests upon completion of the merger.

Community Bankers existing stockholders voting interest would be diluted from 100% to as little as 36.93% or as much as 57.13%, and BOE s existing stockholders voting interest would be diluted to as little as 22.11% or as much as 32.53% after the merger with BOE, assuming that no TransCommunity stockholders exercise appraisal rights, based on the number of shares of each of Community Bankers, TransCommunity and BOE issued and outstanding as of the date of their respective merger agreements. Factors that would affect the percentage of Community Bankers voting interests that existing Community Bankers and BOE stockholders would own after the merger include:

- whether any of Community Bankers 7,500,000 outstanding warrants are exercised;
- whether the 525,000 units issuable to the representatives of the underwriters in Community Bankers initial public offering upon exercise of their unit purchase options are issued; and
- whether any Community Bankers stockholders exercise their right to convert their shares into cash equal to a pro rata portion of the Community Bankers trust account.

For a table outlining the effect of the various scenarios on the percentage of Community Bankers voting interests that existing Community Bankers and BOE stockholders will own after the merger with BOE is completed, see The Merger Stock Ownership of Existing Community Bankers and BOE Stockholders After the Merger.

If the mergers benefits do not meet the expectations of financial or industry analysts, the market price of Community Bankers common stock may decline.

The market price of Community Bankers common stock may decline as a result of the mergers if:

- Community Bankers does not achieve the perceived benefits of the merger as rapidly, or to the extent anticipated by, financial or industry analysts;
- Community Bankers is unable to achieve the perceived benefits of combining TransCommunity Bank with Bank of Essex; or
- the effect of the merger on Community Bankers financial results is not consistent with the expectations of financial or industry analysts.

Accordingly, investors may experience a loss as a result of a decline in the market price of Community Bankers common stock following the merger. A decline in the market price of Community Bankers common stock also could adversely affect its ability to issue additional securities and its ability to obtain additional financing in the future.

Risks Related to the Business of Community Bankers following the Merger with TransCommunity

TransCommunity has a limited operating history upon which to base any estimate of its future success.

TransCommunity was organized in 2001, and it and its subsidiary, TransCommunity Bank, have limited operating histories. As a consequence, there is limited historical financial information on which to base an evaluation of TransCommunity s current business or to make any estimate of its future performance.

Many of the loans in TransCommunity s loan portfolio have been originated in the last five years, which may not be representative of credit defaults in the future.

Approximately 96% of TransCommunity Bank s loans have been originated in the past five years and have a short term maturity. In general, loans do not begin to show signs of credit deterioration or default until they have been outstanding for some period of time. As a result, a portfolio of older loans will usually behave more predictably than a newer portfolio. Because TransCommunity s loan portfolio is relatively new with short term maturities, the current level of delinquencies and defaults may not be representative of the level that will prevail in the event TransCommunity makes loans with longer maturity periods. If delinquencies and defaults increase, TransCommunity may be required to increase its provision for loan losses, which would adversely affect its results of operations and financial condition.

TransCommunity s concentrations of loans may create a greater risk of loan defaults and losses.

TransCommunity has a substantial amount of loans secured by real estate in the central Virginia area, and substantially all of its loans are to borrowers in that area. Additionally, at September 30, 2007, approximately 80% of its loan portfolio consisted of commercial and residential construction loans, commercial real estate loans, commercial business loans and commercial lines of credit. These types of loans typically have a higher risk of default than other types of loans, such as fixed-rate single family residential mortgage loans. In addition, the repayments of these loans, which generally have larger balances than single family mortgage loans, often depend on the successful operation of a business or the sale or development of the underlying property, and as a result are more likely to be adversely affected by deteriorating conditions in the real estate market or the economy in general. These concentrations expose TransCommunity to the risk that adverse developments in the real estate market, or in general economic conditions in the central Virginia/Richmond metropolitan area, could increase the levels of nonperforming loans and charge-offs, and reduce loan demand. In that event, TransCommunity would likely experience additional losses. Additionally, if, for any reason, economic conditions in the area deteriorate, or there is significant volatility or weakness in the economy or any significant sector of the area s economy, TransCommunity s ability to develop its business relationships may be diminished, the quality and collectibility of its loans may be adversely affected, the value of collateral may decline and loan demand may be reduced.

If TransCommunity s allowance for loan losses becomes inadequate, its results of operations may be adversely affected.

TransCommunity maintains an allowance for loan losses that it believes is adequate to absorb the estimated losses in its loan portfolio. Through periodic review of the loan portfolio, management determines the amount of the allowance for loan losses by considering, among other factors, general market conditions, credit quality of the loan portfolio and performance of TransCommunity customers relative to their financial obligations with TransCommunity. The amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates that may be beyond its control, and these future losses may exceed its current estimates. There is no precise method for predicting credit losses since any estimate of loan losses is necessarily subjective and the accuracy depends on the outcome of future events. As a result, charge-offs in future periods may exceed its allowance for loan losses and additional increases in the allowance for loan losses would be required. If TransCommunity needs to make significant and unanticipated increases in its loan loss allowance in the future, its results of operations and financial condition would be materially adversely affected at that time.

The markets for TransCommunity s services are highly competitive, and TransCommunity faces substantial competition.

The banking business is highly competitive. TransCommunity competes with other commercial banks, savings and loan associations, credit unions, finance companies, mutual funds, insurance companies and brokerage and investment banking firms soliciting business from residents of and businesses located in its markets. Many of its competitors enjoy competitive advantages, including greater financial resources, a wider geographic presence or more accessible branch office locations, the ability to offer additional services, more favorable pricing alternatives and lower origination and operating costs. Failure to compete effectively to attract new and to retain existing customers could result in a decrease in loans TransCommunity originates and could negatively affect its results of operations.

In attracting deposits, TransCommunity competes with insured depository institutions such as banks, savings institutions and credit unions, as well as institutions offering uninsured investment alternatives, including money market funds. Traditional banking institutions, as well as entities intending to transact business online, are increasingly using the Internet to attract deposits without geographic or physical limitations. In addition, many non-bank competitors are not subject to the same extensive regulations that govern TransCommunity. These competitors may offer higher interest rates on deposits than TransCommunity offers, which could result in either TransCommunity attracting fewer deposits or increasing its interest rates in order to attract deposits. Increased deposit competition could raise TransCommunity s cost of funds and could adversely affect its ability to generate the funds necessary for its lending operations, which would negatively affect its results of operations.

Changes in interest rates could have an adverse effect on TransCommunity s income.

TransCommunity s profitability depends to a large extent upon its net interest income. Net interest income is the difference between interest income on interest-earning assets, such as loans and investments, and interest expense on interest-bearing liabilities, such as deposits and borrowings. TransCommunity s net interest income will be adversely affected if market interest rates change so that the interest it pays on deposits and borrowings increases faster than the interest it earns on loans and investments. Changes in interest rates also affect the value of its loans. An increase in interest rates could adversely affect borrowers ability to pay the principal or interest on existing loans or reduce their ability to borrow more money. This may lead to an increase in TransCommunity s nonperforming assets or a decrease in loan originations, either of which could have a material and negative effect on TransCommunity s results of operations. A decrease in interest rates could also negatively impact earnings in the event TransCommunity s loans reprice more quickly than its sources of funds. TransCommunity s loans are primarily variable rate assets and TransCommunity relies substantially on fixed-rate certificates of deposits for its funding sources.

Interest rates are highly sensitive to many factors that are partly or completely outside of its control, including governmental monetary policies, domestic and international economic and political conditions and general economic conditions such as inflation, recession, unemployment and money supply. Fluctuations in market interest rates are neither predictable nor controllable and may have a material and negative effect on TransCommunity s business, financial condition and results of operations.

TransCommunity is subject to significant government regulations that affect its operations and may result in higher operating costs or increased competition for TransCommunity.

TransCommunity s success will depend not only on competitive factors, but also on state and federal regulations affecting financial and bank holding companies generally. TransCommunity is subject to extensive regulation by the Board of Governors of the Federal Reserve System, the Office of Comptroller of the Currency and, to a lesser extent, the Bureau of Financial Institutions of the Virginia State Corporation Commission. Supervision, regulation and examination of banks and bank holding companies by bank regulatory agencies are intended primarily for the protection of depositors rather than stockholders. These agencies examine financial and bank holding companies and commercial banks, establish capital and other financial requirements and approve new branches, acquisitions or other changes of control. TransCommunity s ability to establish new banks or branches or make acquisitions is conditioned on receiving required regulatory approvals from the applicable regulators.

Regulations now affecting TransCommunity may change at any time, and these changes could affect it in unpredictable and adverse ways. Such changes could subject TransCommunity to additional costs, limit the types of financial services and products it may offer, increase the ability of non-banks to offer competing financial services and products, and/or assist competitors that are not subject to similar regulation, among other things. Failure to comply with laws, regulations or policies could result in sanctions by regulatory agencies, civil money penalties and damage to TransCommunity s reputation, which could have a material adverse effect on its business, financial condition and results of operation.

TransCommunity s success will depend significantly upon general economic conditions in central Virginia and nationally.

TransCommunity s success will depend significantly upon general economic conditions in central Virginia as well as national economic conditions affecting Virginia. Any prolonged economic downturn or recession affecting central Virginia could impair borrowers ability to repay existing loans, potentially causing an increase in TransCommunity s nonperforming assets and charge-offs; deter customers from incurring more debt, possibly decreasing loan originations; or cause customers to draw down their savings, potentially decreasing deposits. In that event, TransCommunity may experience lower earnings or losses, impaired liquidity and the erosion of capital. Such an economic downturn or recession could result from a variety of causes, including natural disasters, a prolonged downturn in various industries upon which the economy of central Virginia depends, or a national recession.

In addition, one of the focal points of TransCommunity s business is serving the banking and financial services needs of small to medium-sized businesses. These businesses generally have fewer financial resources in terms of capital or borrowing capacity relative to larger entities. As such, the businesses of many of TransCommunity s customers and their ability to repay outstanding loans may be more sensitive to changes in general economic conditions than larger entities. As a consequence, TransCommunity s results of operations and financial condition could be adversely affected by weakening economic conditions in central Virginia and nationally.

TransCommunity could be negatively impacted by recent developments in the mortgage industry.

Industry concerns over asset quality have increased nationally due in large part to issues related to subprime mortgage lending, declining real estate activity and general economic concerns. The markets in which TransCommunity currently operates remain stable and to date there has been no significant deterioration in the quality of TransCommunity s loan portfolio. In addition, TransCommunity closed Main Street Mortgage, its former mortgage brokerage subsidiary, in late 2006. Management will continue to monitor delinquencies, risk rating changes, charge-offs and other indicators of risk in TransCommunity s portfolio, but even with these efforts, TransCommunity may be impacted by negative developments in the mortgage industry and the real estate market.

Concentrations in loans secured by real estate may increase credit losses, which would have a negative affect on TransCommunity s financial results.

Many of TransCommunity s loans are secured by real estate (both commercial and residential) in TransCommunity s market area. A variety of loans secured by real estate are offered, including commercial lines of credit, commercial term loans, real estate, construction, home equity, consumer and other loans. At September 30, 2007, approximately 76% of TransCommunity s loans were secured by real estate. A major change in the real estate market, such as deterioration in value of the property, or in the local or national economy, could adversely affect TransCommunity s customers ability to pay these loans, which in turn could adversely impact TransCommunity.

TransCommunity depends on the services of key personnel, and a loss of any of those personnel could disrupt its operations and could have a material adverse effect on its operations.

TransCommunity is a customer-focused and relationship-driven organization. Its growth and success has been in large part driven by the personal customer relationships maintained by its executives. TransCommunity depends on the performance of its management at the holding company as well as the presidents of each of its bank divisions. Although TransCommunity has entered into change in control agreements with certain of its officers, and Community Bankers intends to enter into employment agreements with certain TransCommunity executive officers, which would become effective at the effective time of the merger, these officers and other key employees may leave the employ of the surviving corporation and seek opportunities elsewhere. Moreover, TransCommunity s does not maintain key man life insurance on any of its executive officers. The loss of services of one or more of these key employees could have a material adverse impact on TransCommunity s operations.

Failure to maintain effective systems of internal and disclosure controls could have a material adverse effect on TransCommunity s results of operation and financial condition.

Effective internal and disclosure controls are necessary for TransCommunity to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If TransCommunity cannot provide reliable financial reports or prevent fraud, its reputation and operating results would be harmed. As part of TransCommunity s ongoing monitoring of internal control it may discover material weaknesses or significant deficiencies in its internal control as defined under standards adopted by the Public Company Accounting Oversight Board, or PCAOB, that require remediation.

TransCommunity has discovered a material weakness and significant deficiency in its internal control over financial reporting. The material weakness relates to TransCommunity s accounting and documentation for loans participated to third parties, and the significant deficiency relates to TransCommunity s accounting and record generation and maintenance for loan origination costs and for amortizing fees. TransCommunity has adopted and implemented measures in connection with its efforts to improve internal control processes, including reviewing and modifying certain loan operating policies to provide guidance on daily operations, providing additional training to loan personnel, hiring a new chief credit officer and centralizing the credit administration function.

Despite efforts to strengthen its internal and disclosure controls, TransCommunity may identify additional other internal or disclosure control deficiencies in the future. Any failure to maintain effective controls or timely effect any necessary improvement of its internal and disclosure controls could, among other things, result in losses from fraud or error, harm its reputation or cause investors to lose confidence in its reported financial information, all of which could have a material adverse effect on its results of operation and financial condition.

The success of TransCommunity s future recruiting efforts will impact its ability to grow.

The implementation of TransCommunity s business strategy will require it to continue to attract, hire, motivate and retain skilled personnel to develop new customer relationships as well as new financial products and services. Many experienced banking professionals employed by TransCommunity s competitors are covered by agreements not to compete or solicit their existing customers if they were to leave their current employment. These agreements make the recruitment of these professionals more difficult. The market for these people is competitive, and TransCommunity s may not be successful in attracting, hiring, motivating or retaining them. The success of TransCommunity s recruiting efforts may impact its ability to grow and its future profitability.

Changes in accounting standards could impact reported earnings.

The accounting standard setters, including the Financial Accounting Standards Board, or the FASB, the Securities and Exchange Commission, or the SEC, and other regulatory bodies, periodically change the financial accounting and reporting standards that govern the preparation of consolidated financial statements.

These changes can materially impact how TransCommunity records and reports its financial condition and results of operations. In some instances, TransCommunity could be required to apply a new or revised standard retroactively, resulting in the restatement of prior period financial statements.

Other Risks Related To Community Bankers

The financial statements included in this proxy statement/prospectus do not take into account the consequences of a failure to complete the merger with TransCommunity by June 7, 2008.

The financial statements included in this joint proxy statement/prospectus have been prepared assuming that Community Bankers would continue as a going concern. As discussed in Note 1 to the Notes to the Community Bankers Financial Statements for the year ended March 31, 2007, Community Bankers is required to complete the merger with TransCommunity by June 7, 2008. The possibility of such business combination not being consummated raises substantial doubt as to Community Bankers ability to continue as a going concern and the financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Community Bankers working capital could be reduced if Community Bankers stockholders exercise their right in the TransCommunity merger to convert their shares into cash equal to a pro rata portion of the Community Bankers trust account or if TransCommunity s stockholders exercise their appraisal rights.

Pursuant to Community Bankers certificate of incorporation, holders of shares issued in Community Bankers initial public offering may vote against the merger with TransCommunity and demand that Community Bankers convert their shares into cash equal to a pro rata portion of the Community Bankers trust account. Community Bankers will not consummate the merger with TransCommunity if holders of 20% or more of the shares of common stock issued in its initial public offering exercise these conversion rights. To the extent the merger with TransCommunity is consummated and holders of less than 20% of the common stock issued in Community Bankers initial public offering have demanded to convert their shares, working capital available to Community Bankers following the merger with TransCommunity will be reduced by the amount paid out of the trust to stockholders exercising their conversion rights. Additionally, if holders demand to convert their shares, there may be a corresponding reduction in the value of each share of common stock of Community Bankers. As of March 25, 2008, assuming the merger proposal with TransCommunity is adopted, the maximum amount of funds that could be disbursed to Community Bankers stockholders upon the exercise of the conversion rights would be approximately $11,577,965, or approximately 19.99% of the funds currently held in trust as of the record date for the Community Bankers annual meeting.

TransCommunity stockholders have the right to assert appraisal rights with respect to the merger with TransCommunity and demand in writing that Community Bankers pay the fair value of their shares of TransCommunity common stock under applicable provisions of Virginia law. To the extent the merger with TransCommunity is consummated and any TransCommunity stockholders have asserted their appraisal rights, working capital available to Community Bankers following the merger will be reduced by the amount paid to stockholders exercising their appraisal rights in the TransCommunity merger.

If Community Bankers does not complete the merger with TransCommunity by June 7, 2008, Community Bankers must dissolve and liquidate. In that event, Community Bankers will not be able to close the merger with BOE.

The merger with TransCommunity is an initial business combination under Community Bankers certificate of incorporation and therefore must be completed prior to the closing of the merger with BOE. As Community Bankers must dissolve and liquidate if the merger with TransCommunity is not completed by June 7, 2008, it would not be advisable to complete the merger with BOE prior to completing the merger with TransCommunity.

Risks Related to the Business of BOE

Fluctuations in interest rates may affect profitability.

BOE s profitability and cash flows depend substantially upon net interest margin. Net interest margin is the difference between interest earned on loans and investments, and rates paid on deposits and other borrowings. The rates described above are highly sensitive to many factors not in BOE s control, such as general economic conditions and policies of regulatory and governmental agencies. Changes in interest rates will affect net interest margin and thus profitability and cash flows. BOE attempts to manage BOE s interest rate risk but cannot eliminate this risk.

BOE s profitability depends upon and may be affected by local economic conditions.

The general economic conditions in the markets in which BOE operates are a key component to BOE s success. This comes from both the rural Middle Peninsula and urban Richmond markets in which BOE operates. Changes in the general economic conditions in these markets, caused by inflation, recession, acts of terrorism, unemployment or other factors beyond BOE s control, may influence the rate of growth experienced for both loans and deposits and negatively affect financial condition, performance and profitability.

BOE s future success is dependent upon its ability to compete effectively in the highly competitive banking industry.

BOE competes for deposits, loans and other financial services in markets with numerous other banks, thrifts and financial institutions. There are many financial institutions in these markets that have been in business for many years and are significantly larger, have customer bases well established and have higher lending limits and greater financial resources.

Concentrations in loans secured by real estate may increase credit losses, which would have a negative affect on BOE s financial results.

Many of BOE s loans are secured by real estate (both commercial and residential) in its market area. A variety of loans secured by real estate are offered, including commercial lines of credit, commercial term loans, real estate, construction, home equity, consumer and other loans. At December 31, 2007, approximately 86.6% of BOE s loans were secured by real estate. A major change in the real estate market, such as deterioration in value of the property, or in the local or national economy, could adversely affect BOE s customer s ability to pay these loans, which in turn could adversely impact BOE.

If BOE s allowance for loan losses becomes inadequate, its results of operations may be adversely affected.

An essential element of BOE s business is to make loans. BOE maintains an allowance for loan losses that it believes is a reasonable estimate of known and inherent losses within the loan portfolio. Experience in the banking industry indicates that some portion of BOE s loans may only be partially repaid or may never be repaid at all. Loan losses occur for many reasons beyond BOE s control. Although BOE believes that it maintains its allowance for loan losses at a level adequate to absorb losses in its loan portfolio, estimates of loan losses are subjective and their accuracy may depend on the outcome of future events. BOE may be required to make significant and unanticipated increases in the allowance for loan and lease losses during future periods, which could materially affect its financial position, results of operations and liquidity. Bank regulatory authorities, as an integral part of their respective supervisory functions, periodically review BOE s allowance for loan losses. These regulatory authorities may require adjustments to the allowance for loan losses or may require recognition of additional loan losses or charge-offs based upon their own judgment. Any change in the allowance for loan losses or charge-offs required by bank regulatory authorities could have an adverse effect on BOE s financial condition, results of operations and liquidity.

BOE s profitability and the value of stockholder s investments may suffer because of rapid and unpredictable changes in the highly regulated environment in which BOE operates.

BOE is subject to extensive supervision by several governmental regulatory agencies at the federal and state levels in the financial services area. Recently enacted, proposed and future legislation and regulations have had, and will continue to have, or may have a significant impact on the financial services industry. These regulations, which are generally intended to protect depositors and not stockholders, and the interpretation and application of them by federal and state regulators, are beyond BOE s control, may change rapidly and unpredictably and can be expected to influence earnings and growth. BOE s success depends on BOE s continued ability to maintain compliance with these regulations. Some of these regulations may increase costs and thus place other financial institutions that are not subject to similar regulation in stronger, more favorable competitive positions.

BOE depends on key personnel for success.

BOE s operating results and ability to adequately manage its growth and minimize loan and lease losses are highly dependent on the services, managerial abilities and performance of BOE s current executive officers and other key personnel. BOE has an experienced management team that the Board of Directors believes is capable of managing and growing BOE s operations. However, losses of or changes in BOE s current executive officers or other key personnel and their responsibilities may disrupt BOE s business and could adversely affect financial condition, results of operations and liquidity. BOE may not be successful in retaining its current executive officers or other key personnel.

If additional capital were needed in the future to continue growth, BOE may not be able to obtain it on terms that are favorable. This could negatively affect performance and the value of BOE s common stock.

BOE s business strategy calls for continued growth. It is anticipated that BOE will be able to support this growth through the generation of additional deposits at branch locations as well as investment opportunities. However, BOE may need to raise additional capital in the future to support continued growth and to maintain capital levels. The ability to raise capital through the sale of additional securities will depend primarily upon its financial condition and the condition of financial markets at that time. BOE may not be able to obtain additional capital in the amounts or on terms satisfactory to it. BOE s growth may be constrained if it is unable to raise additional capital as needed.

Changes in accounting standards could impact reported earnings.

The accounting standard setters, including the FASB, SEC and other regulatory bodies, periodically change the financial accounting and reporting standards that govern the preparation of BOE s consolidated financial statements. These changes can materially impact how BOE records and reports its financial condition and results of operations. In some instances, BOE could be required to apply a new or revised standard retroactively, resulting in the restatement of prior period financial statements.

A WARNING ABOUT FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus contains forward-looking statements with respect to the financial condition, results of operations, plans, objectives, future performance, and business of Community Bankers following the merger. These statements are preceded by, followed by, or include the words believes, expects, anticipates, or estimates, or similar expressions. **Many possible events or factors could affect the future financial results and performance of Community Bankers. This could cause the results or performance of Community Bankers to differ materially from those expressed in the forward-looking statements. You should consider these important factors when you vote on the merger proposal.** Factors that may cause actual results to differ materially from those contemplated by the forward-looking statements include the following:

- we may experience delays in closing the merger whether due to inability to obtain stockholder or regulatory approval or otherwise;
- we could lose key personnel or spend a greater amount of resources attracting, retaining and motivating key personnel than we have in the past;
- competition among depository and other financial institutions may increase significantly;
- changes in the interest rate environment may reduce operating margins;
- general economic conditions, either nationally or in Virginia, may be less favorable than expected resulting in, among other things, a deterioration in credit quality and an increase in credit risk-related losses and expenses;
- loan losses may exceed the level of allowance for loan losses of the surviving corporation;
- the rate of delinquencies and amount of charge-offs may be greater than expected;
- the rates of loan growth and deposit growth may not increase as expected;
- legislative or regulatory changes may adversely affect our businesses;
- Community Bankers may not consummate its merger with TransCommunity and be required to dissolve and liquidate;
- Community Bankers may not find suitable merger or acquisition candidates in addition to TransCommunity and BOE or find other suitable ways in which to invest its excess capital;
- Community Bankers must successfully integrate BOE s operations with its existing operating platforms if the merger is consummated;
- costs related to the merger or the merger with TransCommunity, including conversion and appraisal rights, may reduce Community Bankers working capital; and
- we may fail to obtain the required approvals of Community Bankers, TransCommunity or BOE stockholders.

The forward-looking statements are based on current expectations about future events. Although Community Bankers believes that the expectations reflected in the forward-looking statements are reasonable, Community Bankers cannot guarantee you that these expectations actually will be achieved. Community Bankers is under no duty to update any of the forward-looking statements after the date of this joint proxy statement/prospectus to conform those statements to actual results. In evaluating these statements, you should consider various factors, including the risks outlined in the section entitled Risk Factors, beginning on page 20.

SELECTED HISTORICAL AND PRO FORMA CONSOLIDATED FINANCIAL DATA

Selected Financial Data of Community Bankers

The following table presents for Community Bankers, selected financial data for the year ended March 31, 2007, and the period April 6, 2005 to March 31, 2006, and the six-month periods ended September 30, 2007 and September 30, 2006. On October 29, 2007, Community Bankers board of directors acted pursuant to Community Bankers bylaws to change Community Bankers fiscal year-end from March 31 to December 31, commencing with the nine months ending December 31, 2007. The information is based on the consolidated financial statements of Community Bankers included in this joint proxy statement/prospectus.

You should read the following tables in conjunction with the consolidated financial statements of Community Bankers described above and with the notes to them.

Historical results are not necessarily indicative of results to be expected for any future period. In the opinion of the management of Community Bankers, all adjustments (which include only normal recurring adjustments) necessary to arrive at a fair statement of interim results of operations of Community Bankers have been included. With respect to Community Bankers, results for the six-month period ended September 30, 2007, are not necessarily indicative of results which may be expected for any other interim period or for the year as a whole.

	Six-Months Ended September 30, 2007 (Unaudited)		Six-Months Ended September 30, 2006 (Unaudited)		Year Ended March 31, 2007 (Audited)		For the Period from April 6, 2005 (inception) to March 31, 2006 (Audited)	
Statement of Income Data:								
Interest on cash and short-term investments held in trust	$	1,428,970	$	868,096	$	2,268,760	$	
Operating costs		171,886		93,132		338,661		
Income before taxes		1,257,084		774,964		1,930,099		
Provision for income taxes		477,692		294,486		806,000		
Net income	$	779,392	$	480,478	$	1,124,099	$	
Weighted average shares outstanding-basic		9,375,000		7,520,455		7,997,740		1,807,292
Weighted average shares outstanding-diluted		11,807,432		9,731,315		10,256,708		1,807,292
Net income per share-basic	$	0.08	$	0.06	$	0.14	$	

Net income per share-diluted	$	0.07	$	0.05	$	0.11	$

		September 30, 2007 (Unaudited)		March 31, 2007 (Audited)		March 31, 2006 (Audited)
Balance Sheet Data:						
Total assets	$	59,021,312	$	58,812,412	$	436,957
Total current liabilities		2,344,692		2,915,185		390,082
Common stock, subject to conversion, 1,499,250 shares at conversion value		11,581,624		11,617,934		
Total stockholders equity		45,094,996		44,279,293		46,875
Total liabilities and stockholders equity	$	59,021,312	$	58,812,412	$	436,957

Selected Financial Data of TransCommunity

The following table presents for TransCommunity, selected consolidated financial data for the years ended December 31, 2006, 2005, 2004, 2003, and 2002, and the nine-month periods ended September 30, 2007 and September 30, 2006. The information is based on the consolidated financial statements of TransCommunity included in this joint proxy statement/prospectus.

You should read the following tables in conjunction with the consolidated financial statements of TransCommunity described above and with the notes to them.

Historical results are not necessarily indicative of results to be expected for any future period. In the opinion of the management of TransCommunity, all adjustments (which include only normal recurring adjustments) necessary to arrive at a fair statement of interim results of operations of TransCommunity have been included. With respect to TransCommunity, results for the nine-month period ended September 30, 2007 are not necessarily indicative of results which may be expected for any other interim period or for the year as a whole.

	For the Nine Month Periods Ending September 30,		For the Years Ended December 31,				
	2007	2006	2006	2005	2004	2003	2002
	(numbers in thousands, except Per Share Data)						
Balance sheet data:							
Assets	$ 223,048	$ 193,382	$ 198,445	$ 190,648	$ 150,267	$ 99,752	$ 51,123
Investment securities	16,714	32,533	35,017	31,237	27,775	19,753	4,198
Loans	189,003	140,468	151,399	134,930	112,134	66,120	37,117
Allowance for loan losses	(2,663)	(1,912)	(2,065)	(1,602)	(1,401)	(870)	(527)
Deposits	191,964	160,335	164,973	146,603	123,662	82,675	36,712
Other borrowed funds	0	1,601	2,017	12,787	10,946	1,699	1,448
Stockholders equity	29,932	30,428	30,553	30,370	14,939	14,901	12,471
Summary results of operations data:							
Interest and dividend income	$ 12,649	$ 10,466	$ 14,307	$ 10,957	$ 6,894	$ 3,997	$ 2,283
Interest expense	4,795	3,584	4,958	3,497	1,994	1,159	713
Net interest income	7,884	6,882	9,349	7,460	4,900	2,838	1,570
Provision for loan losses	1,134	311	493	266	549	386	227
Net interest income after provision for loan losses	6,750	6,571	8,856	7,194	4,351	2,452	1,343
Noninterest income	832	768	1,011	791	762	282	175
Noninterest expense	8,272	6,684	8,933	9,334	7,401	4,909	2,670

Income (loss) from continuing operations before income taxes	(690)	655	934	(1,349)	(2,288)	(2,175)	(1,152)
Income tax expense			15				
Net income (loss) from continuing operations	(690)	655	919	(1,349)	(2,288)	(2,175)	(1,152)
Net loss from discontinued operations	(77)	(651)	(802)	(423)	(293)	(62)	(45)
Net income (loss)	$ (767)	$ 4	$ 117	$ (1,772)	$ (2,581)	$ (2,237)	$ (1,197)
Per Share Data:							
Net income (loss) per share from continuing operations- basic and diluted	$ (0.15)	$ 0.14	$ 0.20	$ (0.41)	$ (1.08)	$ (1.19)	$ (1.05)
Net income (loss) per share basic and diluted	$ (0.17)	$ 0.00	$ 0.03	$ (0.53)	$ (1.22)	$ (1.19)	$ (1.05)
Weighted average number of shares outstanding	4,587	4,582	4,582	3,315	2,114	1,887	1,143

	For the Nine Month Periods Ending September 30,		For the Years Ended December 31,				
	2007	2006	2006	2005	2004	2003	2002
	(numbers in thousands, except Per Share Data)						
Operating ratios:							
Income (Loss) on average equity from continuing operations	(2.29)%	2.17%	3.08%	(5.97)%	(17.21)%	(16.22)%	(14.06)%
Income (Loss) on average assets from continuing operations	(0.33)%	0.34%	0.49%	(0.84)%	(0.24)%	(2.96)%	(3.04)%
Income (Loss) on average equity	(2.55)%	0.01%	0.39%	(7.84)%	(19.42)%	(16.22)%	(14.06)%
Income (Loss) on average assets	(0.37)%	0.00%	0.06%	(1.04)%	(2.07)%	(2.96)%	(3.04)%
Net interest margin	5.32%	5.10%	5.14%	4.68%	4.23%	4.16%	4.43%
Loan to deposit ratio:	98.46%	87.61%	91.78%	92.15%	90.68%	79.98%	101.10%
Asset quality ratios:							
Allowance for loan losses to nonperforming loans	255.81%	427.77%	214.86%	970.91%	0.00%	703.52%	0.00%
Allowance for loan losses to total loans	1.41%	1.36%	1.36%	1.19%	1.25%	1.32%	1.42%
Net charge-offs to average loans	0.37%	0.09%	0.02%	0.05%	0.02%	0.00%	0.00%
Nonperforming assets to total loans	0.55%	0.32%	0.63%	0.12%	0.00%	0.00%	0.00%
Capital ratios:							
Average equity to average assets	14.41%	15.86%	15.79%	13.28%	10.67%	18.24%	21.62%
Leverage ratio	13.62%	15.94%	15.86%	17.59%	11.58%	19.72%	30.42%
Tier 1 risk-based capital ratio	13.85%	18.22%	17.16%	18.91%	13.75%	20.29%	46.12%
Total risk-based capital ratio	15.09%	19.37%	18.32%	19.92%	15.10%	21.44%	47.37%

Selected Financial Data of BOE

The following table presents for BOE, selected consolidated financial data for the years ended December 31, 2006, 2005, 2004, 2003 and 2002 and the nine-month periods ended September 30, 2007 and September 30, 2006.

The information is based on the consolidated financial statements of BOE included in this joint proxy statement/prospectus.

You should read the following tables in conjunction with the consolidated financial statements of BOE described above and with the notes to them.

Historical results are not necessarily indicative of results to be expected for any future period. In the opinion of the management of BOE, all adjustments (which include only normal recurring adjustments) necessary to arrive at a fair statement of interim results of operations of BOE have been included. With respect to BOE, results for the nine-month period ended September 30, 2007, are not necessarily indicative of results which may be expected for any other interim period or for the year as a whole.

	For the Nine Month Periods Ending September 30, 2007	2006	For the Years Ended December 31, 2006	2005	2004	2003	2002
	(numbers in thousands, except Per Share Data)						
ATEMENT OF INCOME FORMATION							
erest income	$ 13,847	$ 12,348	$ 16,734	$ 14,343	$ 12,875	$ 13,071	$ 13,741
erest expense	6,417	4,946	6,972	4,469	3,606	4,073	5,695
t interest income	7,430	7,402	9,762	9,874	9,269	8,998	8,046
ovision for loan losses		125	125	240	305	700	1,208
ninterest income	1,423	1,289	2,251	1,601	1,627	1,384	1,078
ninterest expense	6,378	5,684	7,893	7,262	6,882	6,627	5,766
come taxes	463	672	872	872	823	648	368
t income	$ 2,012	$ 2,210	$ 3,123	$ 3,101	$ 2,885	$ 2,407	$ 1,782
R SHARE DATA							
t income, basic	$ 1.66	$ 1.84	$ 2.60	$ 2.60	$ 2.43	$ 2.04	$ 1.52
t income, diluted	1.66	1.83	2.58	2.58	2.42	2.03	1.51
sh dividend	0.60	0.38	0.77	0.73	0.63	0.56	0.53
ok value at period end	24.23	23.34	23.22	21.90	20.76	19.37	18.12
ngible book value at period d	23.87	22.88	22.78	21.36	20.10	18.61	17.25
LANCE SHEET DATA							
tal assets	$ 294,767	$ 278,088	$ 281,378	$ 261,931	$ 237,126	$ 231,840	$ 228,111
ans, net	213,500	187,354	194,491	180,207	157,471	158,381	161,722
curities	54,143	58,490	60,516	56,581	58,788	53,147	46,568
posits	240,990	232,091	230,865	223,132	206,973	203,282	201,261
ockholders equity	29,348	28,101	28,047	26,235	24,681	22,922	21,346
RFORMANCE RATIOS							
turn on average assets	0.94%	1.09%	1.15%	1.24%	1.23%	1.04%	0.80
turn on average equity	9.39%	10.90%	11.47%	12.18%	12.12%	10.80%	8.87
t interest margin	4.03%	4.23%	4.23%	4.55%	4.54%	4.45%	4.13
vidend payout	35.98%	20.36%	29.67%	28.13%	25.90%	27.45%	34.96
SET QUALITY RATIOS							
lowance for loan losses to riod end loans	1.24%	1.25%	1.22%	1.23%	1.31%	1.33%	1.29
lowance for loan losses to nperforming assets	100.56%	113.62%	136.67%	118.93%	68.13%	122.57%	87.76
nperforming assets to total ets	0.80%	0.74%	0.62%	0.72%	1.29%	0.75%	1.06
t chargeoffs to average ans	(0.17)%	0.01%	(0.01)%	0.05%	0.21%	0.42%	0.74
APITAL AND QUIDITY RATIOS							
verage	11.64%	10.21%	11.62%	11.55%	11.50%	10.80%	8.13

er 1 Risk-Based Capital	14.85%	13.49%	15.35%	14.76%	15.31%	13.70%	10.42
tal Risk-Based Capital	15.92%	14.45%	16.35%	15.67%	16.49%	14.88%	11.59

Selected Unaudited Pro Forma Combined Financial Information

The following selected unaudited pro forma condensed combined consolidated balance sheet data combines the pro forma consolidated balance sheets of Community Bankers and TransCommunity as of September 30, 2007 giving effect to the merger of Community Bankers and TransCommunity, as if the merger with TransCommunity had been consummated on September 30, 2007, and combines the pro forma consolidated balance sheets of Community Bankers, TransCommunity and BOE as of September 30, 2007, giving effect to the merger of Community Bankers and TransCommunity and the merger of Community Bankers and BOE, as if the mergers had been consummated on September 30, 2007. The following selected unaudited pro forma condensed combined consolidated income statement data combines the pro forma statements of income of Community Bankers and the historical statements of operations of TransCommunity for the six-month period ended September 30, 2007, and the year ended March 31, 2007, giving effect to the merger with TransCommunity, as if it had occurred at the beginning of all periods presented and combine the pro forma statements of income of Community Bankers and the historic statements of operations of TransCommunity, and the historic statements of income of BOE for the six-month period ended September 30, 2007, and the year ended March 31, 2007, giving effect to both the merger with TransCommunity and the merger with BOE, as if they had occurred at the beginning of all periods presented.

The selected unaudited pro forma condensed combined consolidated balance sheet data at September 30, 2007 and the selected unaudited pro forma condensed combined consolidated income statement data for the periods ended September 30, 2007, and March 31, 2007 have been prepared using two different levels of approval of the merger with TransCommunity by the Community Bankers stockholders, as follows:

Assuming Maximum Approval: This presentation assumes that 100% of Community Bankers stockholders approve the merger with TransCommunity; and

Assuming Minimum Approval: This presentation assumes that only 80.1% of Community Bankers stockholders approve the merger with TransCommunity and the remaining 19.9% all vote against the merger and elect to exercise their conversion rights.

We are providing this information to aid you in your analysis of the financial aspects of the merger. The selected unaudited pro forma condensed combined consolidated financial data described above should be read in conjunction with the historical financial statements of Community Bankers, TransCommunity and BOE and the related notes thereto. The unaudited pro forma information is not necessarily indicative of the financial position or results of operations that may have actually occurred had the merger taken place on the dates noted, or the future financial position or operating results of the combined company. For more information, see Pro Forma Financial Information.

COMMUNITY BANKERS ACQUISITION CORP.
TRANSCOMMUNITY FINANCIAL CORPORATION
BOE FINANCIAL SERVICES OF VIRGINIA, INC.
SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED CONSOLIDATED FINANCIAL DATA

	As of September 30, 2007			
	Assuming Maximum Approval		Assuming Minimum Approval	
	Pro Forma Combined (CBA & TFC)	Pro Forma Combined (CBA, TFC & BOE	Pro Forma Combined (CBA & TFC)	Pro Forma Combined (CBA, TFC & BOE)
	(In thousands, except share and per share data)			
Selected Balance Sheet Data				
Assets	$ 305,292	$ 625,635	$ 293,710	$ 614,053
Loans, net	186,412	399,613	186,412	399,613
Securities	16,670	70,762	16,670	70,762
Deposits	192,255	433,042	192,255	433,042
Borrowings		21,124		21,124
Stockholders equity	108.141	160,868	96,559	149,286
Shares outstanding	15,919,945	22,857,840	14,420,695	21,358,590
Per Share Data				
Book value per share	$ 6.79	$ 7.04	$ 6.70	$ 6.99
Capital Ratios				
Total capital to risk weighted assets	43.35%	28.78%	37.84%	26.13%
Tier 1 capital to risk weighted assets	42.10%	27.62%	36.59%	24.97%
Tier 1 capital to average assets	32.86%	21.61%	28.56%	19.53%

	For the Year Ended March 31, 2007(1)		For the Six Months Ended September 30, 2007(2)	
	Pro Forma Combined (CBA & TFC)	Pro Forma Combined (CBA, TFC & BOE	Pro Forma Combined (CBA & TFC)	Pro Forma Combined (CBA, TFC & BOE)
	(In thousands, except share and per share data)			
Selected Income Statement Data				
Interest income	$ 16,567	$ 33,418	$ 9,557	$ 18,770
Interest expense	4,812	11,886	2,942	7,221
Net interest income	11,755	21,532	6,615	11,549
Provision for loan losses	493	618	512	512
Net interest income after provision for loan losses	11,262	20,914	6,103	11,037
Noninterest income	1,011	3,261	563	1,552
Noninterest expense	9,272	17,165	5,870	10,114
Amortization of intangibles	711	1,924	355	961
Income from continuing operations before income taxes	2,290	5,087	441	1,514
Provision for income taxes	821	1,286	478	574
Net income (loss) from continuing operations	1,469	3,801	(37)	940
Net (loss) from discontinued operations	(802)	(802)	(77)	(77)
Net income (loss)	667	2,999	(114)	863
Per Share Data				
No conversions:				
Net income (loss) per common share basic	$ 0.05	$ 0.14	$ (0.002)	$ 0.04
Net income (loss) per common share diluted	0.04	0.13	(0.002)	0.04
Maximum conversions:				
Net income (loss) per common share basic	$ 0.05	$ 0.15	$ (0.01)	$ 0.04
Net income (loss) per common share diluted	0.04	0.14	(0.01)	0.04
Weighted Average Shares Outstanding				
No conversions:				
Basic	14,503,812	21,385,563	15,588,540	22,811,915
Diluted	16,762,780	23,698,699	18,320,972	25,282,855
Maximum conversions:				
Basic	13,004,562	19,886,313	14,389,290	21,312,665
Diluted	15,263,530	22,199,449	16,821,722	23,783,605

(1) The year ended information for Community Bankers is as of March 31, 2007; the year ended information for TransCommunity and BOE is as of December 31, 2006.

(2) The six month period is as of September 30, 2007 for Community Bankers; the six month period is as of June 30, 2007 for TransCommunity and BOE.

COMPARATIVE PER SHARE DATA

The following table sets forth for Community Bankers common stock, TransCommunity common stock and BOE common stock certain historical, pro forma and pro forma-equivalent per share financial information. The pro forma and pro forma-equivalent per share information gives effect to the merger with TransCommunity as if the merger had been effective at the beginning of all periods presented and gives effect to the mergers with TransCommunity and BOE as if both mergers had been effective at the beginning of all periods presented. The pro forma data in the tables assumes that the merger with TransCommunity is accounted for as an acquisition by Community Bankers of TransCommunity using the purchase method of accounting and the merger with BOE is accounted for as an acquisition by Community Bankers of BOE using the purchase method of accounting. See The Merger Accounting Treatment. The information in the following table is based on, and should be read together with, the historical and pro forma financial information that appears elsewhere in this joint proxy statement/prospectus. See Index to Financial Statements on page F-1 and Pro Forma Financial Information on page 201.

	Community Bankers Acquisition Corp.(1) (CBA)	TransCommunity Financial Corporation(2) (TFC)	Pro Forma Combined (CBA & TFC)	Pro Forma Equivalent(4) (TFC)	BOE Financial Services of Virginia, Inc (BOE)	Pro Forma Combined (CBA, TFC & BOE)	Pro Forma Equivalent(4) (BOE)
Number of shares of common stock outstanding upon consummation of the merger:							
Assuming no conversions	9,375,000	6,544.945	15,919,945		6,937,895	22,857,840	
	58.89%	41.11%					
Assuming maximum conversions	7,875,750	6,544,945	14,420,695		6,937,895	21,358,590	
	54.61%	45.39%					
Net income (loss) per share historical:							
For the year:(1)							
Basic	$ 0.14	$ 0.03			$ 2.60		
Diluted	$ 0.11	$ 0.03			$ 2.58		
Book value per share:							
historical-Year End(2)	$ 5.62	$ 6.67			$ 23.22		
Dividends per share historical Year End(2)(5)	$	$			$ 0.77		
Net Income (loss) per share historical							

For the six month period:(3) Basic	$ 0.08	$ (0.13)			$ 1.14		
Diluted	$ 0.07	$ (0.13)			$ 1.13		
Book value per share historical September 30, 2007	$ 5.73	$ 6.53			$ 24.23		
Dividends per share historical for the six month period(3)(5)	$	$			$ 0.39		
Net income (loss) per share pro forma:							
For the year:(1)							
No conversions:							
Basic			$ 0.05	0.07		$ 0.14	0.80
Diluted			$ 0.04	0.06		$ 0.13	0.74
Maximum conversions:							
Basic			$ 0.05	0.07		$ 0.15	0.86
Diluted			$ 0.04	0.06		$ 0.14	0.80
For the six month period:(3)							
No conversions:							
Basic			$ (0.002)	(0.003)		$ 0.04	0.23
Diluted			$ (0.002)	(0.003)		$ 0.04	0.23
Maximum conversions:							
Basic			$ (0.01)	(0.01)		$ 0.04	0.23
Diluted			$ (0.01)	(0.01)		$ 0.04	0.23
Dividends per share:							
For the year:(1)							
No conversions			$			$ 0.04	0.23
Maximum conversions			$			$ 0.04	0.25
For the six month period:(3)							
No conversions			$			$ 0.02	0.12
Maximum conversions			$			$ 0.02	0.13
Book value per share pro forma September 30, 2007							
No conversions			$ 6.79	9.65		$ 7.04	40.31
Maximum conversions			$ 6.70	9.51		$ 6.99	40.03

(1) The year end is as of March 31, 2007 for Community Bankers; the year end is as of December 31, 2006 for TransCommunity and BOE.

(2) The year ended information for Community Bankers is as of March 31, 2007; the year ended information for TransCommunity and BOE is as of December 31, 2006. Historical book value per share for Community Bankers was calculated by dividing total stockholders equity by total shares outstanding (excluding shares subject to conversion).

(3) The six month period is as of September 30, 2007 for Community Bankers; the six month period is as of June 30, 2007 for TransCommunity and BOE.

(4) TransCommunity stockholders will receive 1.42 shares of Community Bankers common stock for each share of TransCommunity stock. BOE stockholders will receive 5.7278 shares of Community Bankers stock for each share of BOE stock.

(5) If the Community Bankers merger with BOE is consummated, Community Bankers expects to pay quarterly dividends in an amount not less than the quotient of dividing $0.22 by the BOE exchange ratio for the foreseeable future subject to board and regulatory approval.

COMMUNITY BANKERS SPECIAL MEETING

General

The Community Bankers board of directors is providing this joint proxy statement/prospectus to you in connection with its solicitation of proxies for use at the special meeting of Community Bankers stockholders and at any adjournments or postponements of the special meeting.

Your vote is important. Please complete, date and sign the accompanying proxy card and return it in the enclosed, postage prepaid envelope. If your shares are held in street name, you should instruct your broker how to vote by following the directions provided by your broker.

Meeting Date, Time, and Place and Record Date

Community Bankers will hold the special meeting on April 25, 2008, at 2:00 p.m., local time, at the offices of Nelson Mullins Riley & Scarborough LLP, 101 Constitution Avenue, N.W., Suite 900, Washington, D.C. 20001. Only holders of Community Bankers common stock of record at the close of business on March 25, 2008, the Community Bankers record date, will be entitled to receive notice of and to vote at the special meeting. As of the record date, there were 9,375,000 shares of Community Bankers common stock outstanding and entitled to vote, with each such share entitled to one vote.

Matters to be Considered

At the special meeting, Community Bankers stockholders will be asked to:

adopt the Agreement and Plan of Merger, dated as of December 13, 2007, by and between Community Bankers and BOE, pursuant to which BOE will merge with and into Community Bankers and shares of BOE common stock will be converted into the right to receive 5.7278 shares of Community Bankers common stock, subject to possible adjustment as described in this joint proxy statement/prospectus and cash instead of fractional shares as further described in this joint proxy statement/prospectus;

adopt an amendment to the certificate of incorporation of Community Bankers. At the annual meeting of stockholders on April 25, 2008, Community Bankers stockholders are being asked to adopt two amendments to the certificate of incorporation to be effected upon consummation of the merger with TransCommunity: an amendment to reset the terms of the classes of Community Bankers directors and an amendment to change the corporation s name to Community Bankers Trust Corporation. At the special meeting, Community Bankers is asking its stockholders to adopt an additional amendment to the certificate of incorporation, the purpose of which is to further reset the terms of the classes of Community Bankers directors. If Community Bankers stockholders adopt the amendment to the certificate of incorporation, then upon consummation of the merger Community Bankers certificate of incorporation will be amended to continue the staggered board and reset the terms of the various classes of directors; and authorize the board of directors to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes, present in person or represented by proxy at the special meeting, to approve the proposals.

Unless Community Bankers and BOE agree otherwise, the merger will only be consummated if the stockholders of Community Bankers approve the to adopt the amendment to the certificate of incorporation. In addition, the amendment to the certificate of incorporation will only be effected in the event and at the time the merger with BOE is consummated.

Finally, Community Bankers stockholders may also be asked to consider any other business that properly comes before the special meeting. Each copy of this joint proxy statement/prospectus mailed to Community Bankers stockholders is accompanied by a proxy card for use at the special meeting.

Vote Required

Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Community Bankers common stock entitled to vote at the special meeting.

Adoption of the amendment to the certificate of incorporation requires the affirmative vote of the holders of a majority of the outstanding shares of Community Bankers common stock entitled to vote at the special meeting.

Authorization for the board of directors to adjourn the special meeting requires the affirmative vote of the holders of a majority of the shares of Community Bankers common stock, present in person or represented by proxy and entitled to vote at the special meeting, whether or not a quorum is present.

On the record date, there were 9,375,000 outstanding shares of Community Bankers common stock, each of which is entitled to one vote at the special meeting. On that date, the directors and executive officers of Community Bankers and their affiliates beneficially owned a total of approximately 10.8% of the outstanding shares of Community Bankers common stock.

Quorum

The presence in person or representation by proxy, of shares of Community Bankers common stock representing a majority of Community Bankers outstanding shares entitled to vote at the special meeting is necessary in order for there to be a quorum at the special meeting. A quorum must be present in order for the vote on the merger agreement and the proposal to adopt the amendment to the certificate of incorporation. If there is no quorum present at the opening of the meeting, the special meeting may be adjourned by the vote of a majority of the shares of Community Bankers common stock, present in person or represented by proxy and entitled to vote at the special meeting.

Voting of Proxies

Shares of common stock represented by properly executed proxies received at or prior to the Community Bankers special meeting will be voted at the special meeting in the manner specified by the holders of such shares. If you are a stockholder of record (that is, you hold stock certificates registered in your own name), you may vote by following the instructions described on your proxy card. If your shares are held in nominee or street name, you will receive separate voting instructions from your broker or nominee with your proxy materials. If you hold your shares in street name, you can either obtain physical delivery of the shares directly into your name, and then vote your shares yourself, or request a legal proxy directly from your broker and bring it to the special meeting, and then vote your shares yourself. In order to obtain shares directly into your name, you must contact your brokerage house representative. Brokerage firms may assess a fee for your conversion; the amount of such fee varies.

Properly executed proxies that do not contain voting instructions will be voted ***FOR*** approval of the merger agreement, approval of the proposal to adopt the amendment to the certificate of incorporation, and approval of the proposal to authorize adjournment.

Shares of any stockholder present in person or represented by proxy (including broker non-votes, which generally occur when a broker who holds shares in street name for a customer does not have the authority to vote on certain non-routine matters because its customer has not provided any voting instructions with respect to the matter) at the special meeting who abstains from voting will be counted for purposes of determining whether a quorum exists.

Abstaining from voting (including by way of a broker non-vote), either in person or by proxy, will have the same effect as a vote against the adoption of the merger agreement and adoption of the amendment to the certificate of incorporation, but will have no effect on authorization to adjourn the special meeting. Accordingly, Community Bankers board of directors urges its stockholders to complete, date and sign the accompanying proxy card and return it promptly in the enclosed, postage-paid envelope.

Revocability of Proxies

The grant of a proxy on the enclosed proxy card does not preclude you from voting in person or otherwise revoking your proxy. If you are a stockholder of record, there are a number of ways you can change your vote. First, you may send a written notice to the person to whom you submitted your proxy stating that you would like to revoke your proxy. Second, you may complete and submit a later dated proxy with new voting instructions. Third, you may attend the special meeting and vote in person. The latest vote actually received by Community Bankers prior to or at the special meeting will be your vote. Any earlier votes will be revoked. Simply attending the special meeting without voting, however, will not revoke your proxy.

If you have instructed a broker to vote your shares, you must follow the directions you will receive from your broker to change or revoke your proxy.

Solicitation of Proxies

Community Bankers will pay all of the costs of filing the registration statement with the SEC (of which this joint proxy statement/prospectus is a part) and of soliciting proxies in connection with the special meeting. Community Bankers will also pay the costs associated with printing the copies of this joint proxy statement/prospectus that are sent to Community Bankers stockholders and the mailing fees associated with mailing this joint proxy statement/prospectus to Community Bankers stockholders. Solicitation of proxies may be made in person or by mail, telephone, or other electronic means, or other form of communication by directors, officers, and stockholders of Community Bankers who will not be specially compensated for such solicitation. In addition, Community Bankers has engaged Morrow & Co., LLC as its proxy solicitation firm. Such firm will be paid its customary fee of approximately $5,000 plus solicitation and out of pocket expenses. Banks, brokers, nominees, fiduciaries, and other custodians will be requested to forward solicitation materials to beneficial owners and to secure their voting instructions, if necessary, and will be reimbursed for the expenses incurred in sending proxy materials to beneficial owners.

No person is authorized to give any information or to make any representation not contained in this joint proxy statement/prospectus and, if given or made, such information or representation should not be relied upon as having been authorized by Community Bankers, BOE, or any other person. The delivery of this joint proxy statement/prospectus does not, under any circumstances, create any implication that there has been no change in the business or affairs of Community Bankers or BOE since the date of this joint proxy statement/prospectus.

Authorization to Vote on Adjournment

At the special meeting, you are being asked to grant authority to the board of directors to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes present in person or represented by proxy at the special meeting, to approve the proposals to be considered by Community Bankers stockholders. If you do not specify whether authority is granted or withheld, the proxy will be voted to grant authority to adjourn. Community Bankers has no plans to adjourn the special meeting at this time, but intends to do so, if needed, to promote stockholder interests.

Recommendation of the Board of Directors

The Community Bankers board of directors has unanimously determined that the proposals and the transactions contemplated thereby are in the best interests of Community Bankers and its stockholders. The members of the Community Bankers board of directors unanimously recommend that the Community Bankers stockholders vote at the special meeting to adopt the merger agreement, adopt the amendment to the certificate of incorporation and authorize the board of directors to adjourn the special meeting to a later date or dates, if necessary, to allow time for further solicitation of proxies in the event there are insufficient votes present in person or represented by proxy at the special meeting, to approve the proposals.

In the course of reaching its decision to approve the merger agreement and the transactions contemplated thereby, the Community Bankers board of directors, among other things, consulted with its legal advisors, Nelson Mullins Riley & Scarborough LLP, regarding the legal terms of the merger agreement and with its financial advisor, Keefe, Bruyette & Woods, Inc., as to the fairness, from a financial point of view, to Community Bankers, of the consideration to be received by the holders of BOE common stock in the merger. For a discussion of the factors considered by the Community Bankers board of directors in reaching its conclusion, see The Merger Community Bankers Reasons for the Merger and The Merger Opinion of Community Bankers Financial Advisor.

Community Bankers stockholders should note that Community Bankers directors and officers have certain interests in, and may derive benefits as a result of, the merger that are in addition to their interests as stockholders of Community Bankers. See The Merger Certain Benefits of Directors and Officers of Community Bankers and BOE.

BOE SPECIAL MEETING

General

The BOE board of directors is providing this joint proxy statement/prospectus to you in connection with its solicitation of proxies for use at the special meeting of BOE s stockholders and at any adjournments or postponements of the special meeting.

Community Bankers is also providing this joint proxy statement/prospectus to you as a prospectus in connection with the offer and sale by Community Bankers of shares of its common stock to stockholders of BOE in the merger.

Your vote is important. Please complete, date and sign the accompanying proxy card and return it in the enclosed, postage prepaid envelope. If your shares are held in street name, you should instruct your broker how to vote by following the directions provided by your broker.

Meeting Date, Time, and Place and Record Date

BOE will hold the special meeting on April 25, 2008, at 10:00 a.m., local time, at the Tappahannock - Essex Volunteer Fire Department meeting hall at 620 Airport Road, Tappahannock, Virginia 22560. Only holders of BOE common stock of record at the close of business on March 25, 2008, the BOE record date, will be entitled to receive notice of and to vote at the special meeting. As of the record date, there were 1,213,044 shares of BOE common stock outstanding and entitled to vote, with each such share entitled to one vote.

Matters to be Considered

At the special meeting, BOE s stockholders will be asked to:

approve the Agreement and Plan of Merger, dated as of December 13, 2007, by and between Community Bankers and BOE, pursuant to which BOE will merge with and into Community Bankers and shares of BOE common stock will be converted into the right to receive 5.7278 shares of Community Bankers common stock, subject to possible adjustment as described in this joint proxy statement/prospectus and cash instead of fractional shares as further described in this joint proxy statement/prospectus; and

authorize the board of directors to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes present at the special meeting, in person or by proxy, to approve the merger agreement.

Each copy of this joint proxy statement/prospectus mailed to BOE s stockholders is accompanied by a proxy card for use at the special meeting.

Vote Required

Approval of the merger proposal requires approval by more than two-thirds of all votes entitled to be cast by the holders of BOE common stock.

Approval of the proposal to authorize adjournment requires that the votes cast favoring the action to exceed the votes cast opposing the action, whether or not a quorum is present.

On the record date, there were 1,213,044 outstanding shares of BOE common stock, each of which is entitled to one vote at the special meeting. On that date, the directors and executive officers of BOE and their affiliates beneficially owned a total of approximately 5.3% of the outstanding shares of BOE common stock. Each of BOE s directors and executive officers has agreed, subject to several conditions, to vote his or her shares of BOE common stock in favor of the merger agreement.

Quorum

The presence, in person or by proxy, of a majority of the votes entitled to be cast on a matter is necessary in order for there to be a quorum at the special meeting. A quorum must be present in order for the vote on the merger agreement to occur. If there is no quorum present at the opening of the meeting, the special meeting may be adjourned by the vote of a majority of shares voting on the motion to adjourn.

Voting of Proxies

Shares of common stock represented by properly executed proxies received at or prior to the BOE special meeting will be voted at the special meeting in the manner specified by the holders of such shares. If you are a stockholder of record (that is, you hold stock certificates registered in your own name), you may vote by following the instructions described on your proxy card. If your shares are held in nominee or street name, you will receive separate voting instructions from your broker or nominee with your proxy materials. If you hold your shares in street name, you can either obtain physical delivery of the shares directly into your name, and then vote your shares yourself, or request a legal proxy directly from your broker and bring it to the special meeting, and then vote your shares yourself. In order to obtain shares directly into your name, you must contact your brokerage house representative. Brokerage firms may assess a fee for your conversion; the amount of such fee varies.

Properly executed proxies which do not contain voting instructions will be voted ***FOR*** approval of the merger agreement and of the proposal to authorize adjournment.

Shares of any stockholder represented in person or by proxy (including broker non-votes, which generally occur when a broker who holds shares in street name for a customer does not have the authority to vote on certain non-routine matters because its customer has not provided any voting instructions with respect to the matter) at the special meeting who abstains from voting will be counted for purposes of determining whether a quorum exists.

Abstaining from voting (including by way of a broker non-vote), either in person or by proxy, will have the same effect as a vote against approval of the merger agreement. Accordingly, the BOE board of directors urges its stockholders to complete, date and sign the accompanying proxy card and return it promptly in the enclosed, postage-paid envelope.

Revocability of Proxies

The grant of a proxy on the enclosed proxy card does not preclude you from voting in person or otherwise revoking your proxy. If you are a stockholder of record, there are a number of ways you can change your vote. First, you may send a written notice to the person to whom you submitted your proxy stating that you would like to revoke your proxy. Second, you may complete and submit a later dated proxy with new voting instructions. Third, you may attend the special meeting and vote in person. The latest vote actually received by BOE prior to or at the special meeting will be your vote. Any earlier votes will be revoked. Simply attending the special meeting without voting, however, will not revoke your proxy.

If you have instructed a broker to vote your shares, you must follow the directions you will receive from your broker to change or revoke your proxy.

Solicitation of Proxies

BOE will pay all of the costs of soliciting proxies in connection with the BOE special meeting, except that Community Bankers will pay the costs of filing the registration statement with the SEC, of which this joint proxy statement/prospectus is a part. BOE will also pay costs associated with the printing of the copies of this joint proxy statement/prospectus that are sent to BOE stockholders and the mailing fees associated with mailing this joint proxy statement/prospectus to BOE stockholders. Solicitation of proxies may be made in person or by mail, telephone, or facsimile, or other form of communication by directors, officers and employees of BOE who will not be specially compensated for such solicitation. In addition, BOE has engaged Morrow & Co., LLC as its proxy solicitation firm. Such firm will be paid its customary fee of approximately $12,500 plus solicitation and out of pocket expenses. Banks, brokers, nominees, fiduciaries, and other custodians will be requested to forward solicitation materials to beneficial owners and to secure their voting instructions, if necessary, and will be reimbursed for the expenses incurred in sending proxy materials to beneficial owners.

No person is authorized to give any information or to make any representation not contained in this joint proxy statement/prospectus and, if given or made, such information or representation should not be relied upon as having been authorized by BOE, Community Bankers or any other person. The delivery of this joint proxy statement/prospectus does not, under any circumstances, create any implication that there has been no change in the business or affairs of BOE or Community Bankers since the date of this joint proxy statement/prospectus.

Authorization to Vote on Adjournment

At the special meeting, you are being asked to grant authority to the board of directors to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes represented in person or by proxy at the special meeting, to approve the merger agreement. If you do not specify whether authority is granted or withheld, the proxy will be voted to grant authority to adjourn. BOE has no plans to adjourn the special meeting at this time, but intends to do so, if needed, to promote stockholder interests.

Recommendation of the Board of Directors

The BOE board of directors has unanimously determined that the merger proposal and the transactions contemplated thereby are in the best interests of BOE and its stockholders. The members of the BOE board of directors unanimously recommend that the BOE stockholders vote at the special meeting to approve the merger proposal and the proposal to adjourn the special meeting to allow time for further solicitation of proxies in the event there are insufficient votes represented in person or by proxy at the special meeting to approve the merger proposal.

In the course of reaching its decision to approve the merger proposal and the transactions contemplated thereby, the BOE board of directors, among other things, consulted with its legal advisors, LeClairRyan, A Professional Corporation, regarding the legal terms of the merger agreement and with its financial advisor, Feldman Financial Advisors, Inc., as to the fairness, from a financial point of view, to BOE stockholders of the consideration to be received by the holders of BOE common stock in the merger. For a discussion of the factors considered by the BOE board of directors in reaching its conclusion, see The Merger BOE s Reasons for the Merger and The Merger Opinion of BOE s Financial Advisor.

BOE s stockholders should note that BOE directors and officers have certain interests in, and may derive benefits as a result of, the merger that are in addition to their interests as stockholders of BOE. See The Merger Certain Benefits of Directors and Officers of Community Bankers and BOE.

THE MERGER

The descriptions of the terms and conditions of the merger proposal, the merger agreement and any related documents in this joint proxy statement/prospectus are qualified in their entirety by reference to the copy of the merger agreement attached as Appendix A to this joint proxy statement/prospectus, to the registration statement, of which this joint proxy statement/prospectus is a part, and to the exhibits to the registration statement.

Structure of the Merger

The merger agreement provides for the merger of BOE with and into Community Bankers. Community Bankers will be the surviving corporation in the merger. Bank of Essex, a wholly owned subsidiary of BOE, will merge with TransCommunity Bank, which will have become a wholly owned subsidiary of Community Bankers following the merger with TransCommunity, with Bank of Essex as the surviving bank. Each share of BOE common stock issued and outstanding at the effective time of the merger (except for shares held by Community Bankers, BOE and Bank of Essex that are not held in a fiduciary capacity or as a result of previously contracted for debts), will be converted into shares of Community Bankers common stock and cash instead of fractional shares, as described below. The directors of Community Bankers will be comprised of fourteen directors: two directors nominated by Community Bankers, six directors nominated by TransCommunity and six directors nominated by BOE. Following the merger, the directors of the surviving bank also will be comprised of fourteen directors: two nominated by Community Bankers, six nominated by TransCommunity and six nominated by BOE. Alexander F. Dillard, Jr., current chairman of BOE, will be chairman of Community Bankers upon consummation of the merger. We anticipate that the merger will occur in the second quarter of 2008, subject to the conditions described in this joint proxy statement/prospectus.

Upon completion of the merger, Community Bankers expects to pay regular dividends to its stockholders. Subject to board and regulatory approval, Community Bankers expects to pay quarterly cash dividends in an amount not less than the quotient obtained by dividing $0.22 by the BOE exchange ratio, for the foreseeable future.

Following the merger, the surviving corporation will file an amended and restated certificate of incorporation, substantially in the form attached as Appendix B to this joint proxy statement/prospectus, including the amendment being considered by Community Bankers stockholders at the special meeting, assuming it is adopted. In the event the Community Bankers stockholders do not approve the proposal to adopt the amendment to the certificate of incorporation, the merger will not be completed unless Community Bankers and BOE agree otherwise.

Background of the Merger

In early November 2006, Gary A. Simanson, president and chief executive officer of Community Bankers, contacted Alexander F. Dillard, Jr., chairman of BOE, to introduce himself and engage in a general discussion regarding the banking environment in Virginia, the history of BOE and its subsidiary bank, Bank of Essex. Mr. Simanson and Mr. Dillard also discussed Mr. Simanson s experience and the concept of offering community banks in the region a different alternative for consolidating that would still maintain a local identity.

On November 21, 2006, Mr. Simanson met with Mr. Dillard at his offices in Tappahannock, Virginia, to continue their general discussion. Based on this meeting, Mr. Dillard invited Mr. Simanson to return to Tappahannock to meet with the executive management team of BOE.

On November 30, 2006, Mr. Simanson met with Mr. Dillard, together with the executive management of BOE that included George M. Longest, Jr., president and chief executive officer of BOE, Bruce E. Thomas, chief financial officer of BOE, and William E. Saunders, Jr., chief risk and compliance officer of BOE, to discuss further their backgrounds and views on the banking industry in Virginia and to explore on a preliminary basis the advisability of a possible business combination between Community Bankers and BOE.

Based on this meeting, Mr. Simanson contacted Keefe, Bruyette & Woods, Inc. to serve as financial advisor for Community Bankers in connection with a potential transaction with BOE. Mr. Simanson also contacted Nelson Mullins Riley & Scarborough LLP to serve as legal counsel to Community Bankers.

On January 16, 2007, Messrs. Simanson, Dillard, Longest, Thomas and Saunders met in Richmond, Virginia, at the offices of BOE s legal counsel to discuss the relative merits and risks of a possible merger transaction. At this meeting, Mr. Simanson presented a proposal for a merger of the companies and the basic proposed terms of a definitive merger agreement. Subsequent to this meeting, the parties held a number of further discussions and meetings and reviewed the proposed transaction with their respective legal and financial advisors and boards of directors.

In March 2007, the parties determined that BOE, at that time, was not interested in entering into a merger upon the general terms proposed by Community Bankers, and the parties discontinued any further discussions.

In June 2007, Community Bankers initiated discussions with TransCommunity, which ultimately led to Community Bankers and TransCommunity entering into a definitive agreement, dated September 5, 2007, whereby TransCommunity would merge with and into Community Bankers.

Shortly after the announcement of the proposed transaction with TransCommunity, Mr. Simanson contacted Messrs. Dillard and Longest to discuss the TransCommunity transaction and to inquire about arranging a meeting with representatives of TransCommunity, BOE and Mr. Simanson. On September 27, 2007, Mr. Simanson advised TransCommunity of the interest of Community Bankers in exploring a merger with BOE and in having representatives of management of TransCommunity attend a meeting with BOE.

At its monthly meeting on September 27, 2007, Mr. Longest advised the BOE board of directors that Mr. Simanson had contacted him regarding the announced transaction with TransCommunity and the interest of Community Bankers in pursuing further discussions with BOE. The BOE board of directors appointed a special committee to explore whether BOE should engage in further discussions with Community Bankers concerning a possible merger. The BOE special committee included Messrs. Dillard and Longest, together with L. McCauley Chenault, Page Emerson Hughes, Jr., and Philip T. Minor. The BOE special committee determined that it would be advisable for BOE to engage in further discussions with Community Bankers and to obtain the information necessary to make an informed recommendation to the full board of directors.

On October 1, 2007, Mr. Simanson met with Mr. Longest to convey Community Bankers interest in re-examining a potential merger with BOE and how such a merger would fit in with the proposed merger of TransCommunity and Community Bankers.

On October 4, 2007, Mr. Simanson, along with Bruce B. Nolte, president and chief executive officer of TransCommunity, and M. Andrew McLean, president of TransCommunity Bank, met with Messrs. Dillard and Longest. A general discussion was shared regarding the proposed merger of Community Bankers with

TransCommunity and the common experiences of BOE and TransCommunity in the Richmond banking market.

On October 10, 2007, Messrs. Simanson, Dillard and Longest met with representatives of the Federal Reserve Bank of Richmond and the Bureau of Financial Institutions of the Virginia State Corporation Commission with respect to the regulatory and related issues involved in a potential merger of BOE and Community Bankers and the impact such a transaction may have on the proposed merger of TransCommunity and Community Bankers. Mr. Simanson also met with Mr. Nolte on October 10, 2007, to discuss the potential merits of a merger transaction with BOE. Discussions between representatives of BOE and Community Bankers continued over the next couple of weeks.

In a conference call on October 23, 2007 with the BOE special committee, Mr. Longest brought the committee up to date on management s analysis of Community Bankers and TransCommunity. The BOE special committee determined that the full board of directors should be informed and brought up to date concerning the developments with Community Bankers, with a recommendation that BOE continue its discussions with Community Bankers.

At its regular monthly meeting on October 24, 2007, the BOE board of directors was advised of the work of the special committee and management s analysis of a potential merger with Community Bankers. The BOE board of directors authorized management to continue discussions with Community Bankers, to proceed with the necessary and appropriate on-site due diligence investigations, and to retain a financial advisory firm and legal counsel. Feldman Financial Advisors, Inc. was retained to serve as the financial advisor for BOE, and LeClairRyan, A Professional Corporation, was retained as legal counsel.

During Community Bankers regularly scheduled board of directors meeting on October 29, 2007, Mr. Simanson apprised the board of directors of the developments in the discussions with BOE and requested formal approval of and authority to continue discussions with BOE. The Community Bankers board of directors unanimously authorized Mr. Simanson to continue to pursue discussions with BOE to the end that a definitive agreement be presented to the board of directors for further consideration.

On November 4, 2007, members of BOE s and TransCommunity s respective special committees, along with Mr. Simanson, held a dinner meeting at the offices of Mr. Dillard to discuss further a potential merger of BOE with Community Bankers and to get acquainted socially.

On November 5, 2007, counsel for Community Bankers delivered to BOE and its counsel a draft of the definitive merger agreement. Negotiations began immediately between counsel for Community Bankers and BOE over the terms and conditions of the draft merger agreement.

During the weekend of November 9-11, 2007, Community Bankers, TransCommunity and Keefe, Bruyette & Woods, Inc. conducted on-site due diligence investigation of BOE. During the following weekend, BOE and its financial and legal advisors performed an on-site due diligence investigation of TransCommunity that included interviews with Mr. Simanson and members of management of TransCommunity.

On November 20, 2007, the BOE special committee held a conference call with its financial and legal advisors. The BOE special committee agreed on a price range that represented what they considered a fair price and directed Trent R. Feldman, of Feldman Financial, to negotiate directly with Community Bankers on the its behalf with respect to certain financial issues. Negotiations continued between counsel concerning various other terms and conditions set forth in the merger agreement, including the terms and conditions of the proposed employment agreements between Community Bankers and Messrs. Longest and Thomas that would become effective upon the closing of the merger.

On November 28, 2007, the BOE special committee met with BOE s financial and legal advisors. Mr. Feldman presented certain financial information and indicated that Community Bankers was willing to offer $42.50 for each share of BOE common stock, which corresponded to 5.7278 shares of Community Bankers common stock based on an agreed value of $7.42 for each share of such stock. After discussion, the BOE special committee requested that management call a special board meeting on November 30, 2007, to bring the BOE board of directors up to date and hear the presentations from BOE s financial and legal advisors.

On November 30, 2007, the BOE board of directors met to consider the proposed merger. Representatives from LeClairRyan, A Professional Corporation, and Feldman Financial were present. Management reviewed for the BOE board of directors the progress of its negotiations with Community Bankers and reported on the status of its due diligence investigation of Community Bankers and TransCommunity. Counsel for BOE discussed with the board of directors the legal standards applicable to its decisions and actions with respect to its consideration of the proposed merger, and reviewed the structure and legal terms and conditions of the proposed merger agreement and related agreements, including the terms of the proposed employment agreements for Messrs. Longest and Thomas. Representatives of Feldman Financial reviewed with the BOE board of directors the financial terms of the merger and financial information regarding Community Bankers, TransCommunity, BOE and the merger, as well as information regarding peer companies and comparable transactions. Representatives from Feldman Financial indicated to the BOE board of directors that it would be prepared to render an opinion that the exchange ratio was fair, from a financial point of view, to BOE s stockholders. After discussion, the BOE board of directors decided to meet on December 3, 2007, without the participation of its financial and legal advisors, to discuss further the potential merger.

On November 30, 2007, the Community Bankers board of directors held a special meeting. At that meeting, Mr. Simanson apprised the board of directors that he believed that substantial agreement with BOE had been reached and that BOE s board of directors was expected to meet on December 5, 2007, and approve the transaction with Community Bankers. Among other things, the Community Bankers board of directors discussed the BOE transaction as well as the strategic implications with respect to the merger with TransCommunity, financial statements required for the mergers as a whole and the impact on the timing and cost of the mergers.

The BOE board of directors met on the afternoon of December 3, 2007, with Messrs. Longest and Thomas to discuss and consider the information presented at its meeting on November 30, 2007. The BOE board of directors discussed the history of BOE, its potential for growth going forward considering the current banking environment, and the structure of the combined company after consummation of the merger. There was also a discussion regarding alternatives and how the interest of the stockholders would be best served. After further discussion, the BOE board of directors decided to meet on December 5, 2007, to receive the final reports from its financial and legal advisors.

On December 5, 2007, Community Bankers board of directors held a special meeting. At its meeting the Community Bankers board of directors received presentations from Nelson Mullins Riley & Scarborough LLP on the legal terms of the merger and merger agreement. The Community Bankers board of directors also received a presentation by Keefe, Bruyette & Woods, Inc. on the economics of the proposed BOE transaction. Keefe, Bruyette & Woods, Inc. advised the Community Bankers board of directors that his firm was prepared to issue an opinion that the transaction was fair from a financial point of view to Community Bankers. Community Bankers board of directors thereupon approved the form of the BOE merger agreement and authorized the chief executive officer to execute and deliver the merger agreement, subject to the consent of TransCommunity.

Also on December 5, 2007, the BOE board of directors continued its consideration of the proposed merger agreement. Representatives from its financial and legal advisory firms were present. In connection with its deliberations, Feldman Financial rendered to the BOE board of directors its oral opinion that, as of that date, the exchange ratio was fair, from a financial point of view, to BOE s stockholders. After further review and discussion, the BOE board of directors determined that the transaction contemplated by the merger agreement and the related agreements are advisable and in the best interests of BOE and its stockholders, and the directors voted unanimously to approve the merger with Community Bankers, to approve the merger agreement, and to approve the related agreements. The approvals were made expressly subject to, and contingent upon, the receipt from TransCommunity of its consent to the merger. Accordingly, no executed copies of the merger agreement and related agreements were exchanged with Community Bankers and no public announcement was made.

Over the course of the following week, discussions continued between Community Bankers and TransCommunity concerning the delivery of its consent to the BOE transaction.

On December 12, 2007, Community Bankers board of directors held a special meeting at which Community Bankers chief executive officer reported on the status of the proposed merger with BOE. Mr. Simanson also reported that, subject to Community Bankers board of directors approval, he had consented to the payment by TransCommunity of a one-time special dividend payable to its stockholders immediately prior to the closing of the merger with Community Bankers. Community Bankers board of directors reaffirmed its approval on December 5, 2007, of the BOE merger agreement and approved Community Bankers consent to the payment of the special dividend by TransCommunity.

On December 12, 2007, the BOE board of directors met to receive an update by from management and its financial and legal advisors on the status of the consent from TransCommunity. The meeting was adjourned and reconvened at 5:30 p.m. Management reported that the TransCommunity board of directors voted unanimously to consent to the proposed merger between BOE and Community Bankers and that in anticipation of the mergers, TransCommunity planned to declare a one-time special dividend in the amount of $0.25 per share to TransCommunity stockholders, which would be paid immediately prior to the effective time of the merger with TransCommunity and after all conditions to the closing are satisfied. Representatives of Feldman Financial provided an updated financial analysis of the transaction after taking into account the effect of the payment of the proposed special dividend. Feldman Financial rendered to the BOE board of directors its updated oral opinion, which was subsequently confirmed in writing, as described under Opinion of BOE s Financial Advisor, that, as of the date of its opinion, the exchange ratio was fair, from a financial point of view, to BOE s stockholders. After further review and discussion, the BOE board of directors unanimously approved and adopted the merger agreement, dated as of December 13, 2007, and the related agreements, provided that TransCommunity deliver its consent to Community Bankers by 5:00 p.m. on December 13, 2007, with such consent to be in form and substance satisfactory to management of BOE and its counsel.

On December 13, 2007, TransCommunity delivered its consent to Community Bankers approving the merger with BOE, and Community Bankers delivered its consent to TransCommunity to pay the special dividend. Community Bankers and BOE executed the merger agreement on that date and the following day issued a joint press release announcing the transaction.

The Proposed Merger between Community Bankers and TransCommunity

On September 5, 2007, Community Bankers entered into the agreement and plan of merger with TransCommunity. TransCommunity is a registered financial holding company incorporated under the laws of Virginia and is the holding company of TransCommunity Bank. TransCommunity is headquartered in Glen Allen, Virginia and TransCommunity Bank operates five full service offices in its four operating divisions in Goochland, Powhatan, Louisa and Rockbridge, Virginia. TransCommunity Bank had deposits of $192.0 million, loans of $189.0 million, assets of $223.0 million and equity of $29.9 million, at September 30, 2007. The merger agreement by and between Community Bankers and TransCommunity provides for the merger of TransCommunity with and into Community Bankers with Community Bankers as the surviving corporation. The headquarters of the surviving corporation will be the current headquarters of TransCommunity. Following the merger with BOE, TransCommunity Bank will merge with and into Bank of Essex which will be a wholly-owned subsidiary bank of Community Bankers, and will operate each bank division of Bank of Essex under their current names. Community Bankers must complete its merger with TransCommunity by June 7, 2008 or under its certificate of incorporation it must dissolve and liquidate.

Based on the respective companies balance sheet at September 30, 2007, assuming no Community Bankers stockholders exercise their conversion rights in the merger with TransCommunity, by combining Community Bankers with TransCommunity and BOE, the resulting company would have approximately $625.6 million in assets, $399.6 million in loans, $433.0 million in deposits and have stockholders equity of approximately $160.9 million. As a result of the proposed merger of Community Bankers and TransCommunity, each share of TransCommunity common stock will be converted into 1.4200 shares of Community Bankers common stock, subject to possible adjustment. If the daily average closing price for Community Bankers common stock for the 20 consecutive days of trading in such stock ending five days before the closing date is less than $7.42, Community Bankers will increase the exchange ratio to the quotient obtained by dividing $10.5364 by such daily average closing price. The aggregate consideration to be paid to the stockholders of TransCommunity will be approximately $48.7 million. Upon completion of Community Bankers merger with TransCommunity, each award, option, or other right to purchase or acquire shares of TransCommunity common stock pursuant to stock options, stock appreciation rights, or stock awards granted by TransCommunity under TransCommunity s stock incentive plans, equity compensation plans and stock option plans, which are outstanding immediately prior to the merger, whether or not exercisable, will be converted into and become rights with respect to Community Bankers common stock, and Community Bankers will assume each right, in accordance with the terms of the relevant TransCommunity stock plan and stock option agreement.

In reaching its decision to approve the merger agreement and recommend the merger to its stockholders, the Community Bankers board of directors reviewed various financial data and due diligence and evaluation materials and made an independent determination of fair market value. In addition, in reaching its decision to approve the merger agreement, the board of directors considered a number of factors, both positive and negative. It believes that the non-exhaustive list of factors below strongly supports its determination to approve the merger agreement and recommendation that its stockholders adopt the merger agreement. The positive factors included:

- the markets in which TransCommunity operates;
- the growth prospects associated with TransCommunity;
- the balance sheet make-up and product mix, including the loan and deposit mix of TransCommunity;
- opportunities to grow existing revenue streams and create new revenue streams associated with TransCommunity;
- the competitive position of TransCommunity within its operating markets;
- the industry dynamics, including barriers to entry;
- the experience of the TransCommunity s board of directors and management, including Bruce Nolte, the current president and chief executive officer of TransCommunity who will become president and chief executive officer of Community Bankers, including their recent experience in consolidating TransCommunity s subsidiary bank s charters and existing non-core business lines;
- acquisition opportunities in the industry;
- the opportunity for further consolidation and cost savings in the banking industry;
- the valuation of comparable companies;
- the companies similar community banking philosophies;
- the financial results of TransCommunity, including potential for revenue growth, enhanced operating margins and operating efficiencies; and
- Keefe, Bruyette & Woods, Inc. s fairness opinion that the merger is fair to Community Bankers from a financial point of view.

Negative factors that Community Bankers board of directors considered included:

- TransCommunity s poor earnings history;
- the disruption that TransCommunity had experienced with its management and board of directors;

- the reputational risk that these issues could raise;
- TransCommunity s ability to successfully integrate its subsidiary banks; and
- whether other banks would be attracted to join the franchise, although there were and are no plans, arrangements, agreements or understandings other than Community Bankers proposed merger with BOE.

After reviewing all of these factors, the Community Bankers board of directors unanimously determined that the merger proposal and the transactions contemplated thereby are in the best interests of Community Bankers and unanimously recommended that Community Bankers stockholders vote at the annual meeting to adopt the merger agreement.

In reaching its decision to approve the merger agreement and recommend the merger to its stockholders, the TransCommunity board of directors relied heavily on a special committee comprised of three independent directors who have substantial experience in financial and strategic matters involving public companies. The board also consulted with TransCommunity management, engaged legal and financial advisors, reviewed various financial data, due diligence and evaluation materials, and made an independent determination that the proposed merger with Community Bankers was fair to TransCommunity s stockholders from a financial point of view. The board of directors considered a number of factors, positive and negative, in determining whether to recommend that TransCommunity s stockholders approve the merger agreement. The positive factors included:

the premium over the company s prevailing stock price to be received by TransCommunity s stockholders;

the value of the consideration TransCommunity s stockholders will receive relative to the projected book value and earnings per share of TransCommunity common stock;

Sandler O Neill s opinion that the consideration TransCommunity s stockholders will receive as a result of the merger is fair from a financial point of view;

the fact that TransCommunity s stockholders will receive shares in a larger company traded on the American Stock Exchange, which will potentially provide greater liquidity for TransCommunity stockholders to sell their shares quickly and efficiently than under the existing OTC Bulletin Board system;

the fact that the exchange ratio is fixed in the event that Community Banker s stock price increases before closing, but is adjustable in the event that Community Banker s stock price decreases, thereby affording TransCommunity s stockholders a combination of upside participation and downside protection;

the additional capital to support a larger bank;

the potential for the combined company to attract merger candidates that TransCommunity would not be likely to attract on its own;

the proposed merger would be a strategic merger of equals in which the combined companies may achieve a level of growth that neither company could achieve on its own;

the financial terms of recent business combinations in the financial services industry and a comparison of the multiples of selected combinations with the terms of the merger;

the skills and experience offered by the Community Bankers management and board of directors;

the anticipated compatibility of management and business philosophy of Community Bankers and TransCommunity;

the projected positive value of Community Bankers shares offered to TransCommunity s stockholders in relation to the estimated market value, book value, and earnings per share of TransCommunity common stock;

the competitive and regulatory environment for financial institutions generally; and

the fact that the merger will enable TransCommunity s stockholders to exchange their shares of common stock in a tax-free transaction.

The negative factors included:

- the dilution of ownership rights of TransCommunity s stockholders;
- the reduction in the level of control that TransCommunity s stockholders would have in the surviving corporation;
- no special purposes acquisition company transactions have been completed in the banking industry;

- TransCommunity was enjoying progress with its strategic plan, including recently consolidating its subsidiary banks into one subsidiary; and
- potential stockholder opposition to the merger.

After reviewing all of these factors, the TransCommunity board of directors unanimously determined that the merger proposal and the transactions contemplated thereby are in the best interests of TransCommunity and unanimously recommended that TransCommunity s stockholders vote at the special meeting to approve the merger proposal.

Under the merger agreement by and between Community Bankers and TransCommunity, each of Community Bankers and TransCommunity has agreed, except as otherwise contemplated by the merger agreement or with the prior written consent of the other party, and to cause its subsidiaries to:

- operate its business only in the usual, regular, and ordinary course;
- use reasonable efforts to preserve intact its business organization and assets and maintain its rights and franchises;
- use reasonable efforts to cause its representations and warranties to be correct at all times;
- in the case of TransCommunity only, use reasonable efforts to provide all information requested by Community Bankers related to loans or other transactions made by TransCommunity with a value equal to or exceeding $250,000;
- in the case of TransCommunity only, consult with Community Bankers prior to entering into or making any loans or other transactions with a value equal to or exceeding $500,000; and
- take no action which would (1) adversely affect the ability of any party to obtain any consents required for the transactions contemplated by the merger agreement without imposition of a condition or restriction which, in the reasonable judgment of the board of directors of Community Bankers or the board of directors of TransCommunity, would so materially adversely impact the economic or business benefits of the transactions contemplated by the merger agreement as to render inadvisable the consummation of the merger, or (2) materially adversely affect the ability of either party to perform its covenants and agreements under the merger agreement.

Consummation of Community Bankers merger with TransCommunity is subject to a number of conditions, including receipt of the required stockholder approval from both Community Bankers and TransCommunity stockholders, regulatory (Federal Reserve Board and Virginia State Corporation Commission s Bureau of Financial Institutions) approvals as well as satisfaction of certain other customary closing conditions.

Community Bankers and TransCommunity have prepared a separate joint proxy statement/prospectus relating to the merger of Community Bankers and TransCommunity, which has been mailed to Community Bankers and TransCommunity stockholders in connection with the annual meeting of the stockholders of Community Bankers and the special meeting of the stockholders of TransCommunity at which a proposal to approve the merger of Community Bankers and TransCommunity will be considered.

The merger with TransCommunity is Community Bankers initial business combination, and Community Bankers certificate of incorporation mandates certain voting requirements for its initial business combination. Pursuant to

Community Bankers certificate of incorporation, adoption of the merger agreement relating to the initial business combination requires the affirmative vote of holders of a majority of Community Bankers outstanding shares of common stock issued in Community Bankers initial public offering and voted at the meeting.

In addition, for an initial business combination, the holders of the shares of common stock issued in Community Bankers initial public offering have the right to convert their shares into cash equal to a pro rata portion of the Community Bankers trust account if they vote against the merger. For Community Bankers to complete its merger with TransCommunity, the holders of less than 20% of the outstanding shares of common stock issued in the Community Bankers initial public offering must have exercised their conversion rights.

Also pursuant to Delaware law, adoption of the merger agreement with TransCommunity requires the affirmative vote of the holders of a majority of the outstanding shares of Community Bankers common stock entitled to vote at the annual meeting.

Community Bankers Reasons for the Merger with BOE

In reaching its decision to approve the merger agreement and recommend the merger to its stockholders, the Community Bankers board of directors reviewed various financial data and due diligence and evaluation materials. In addition, in reaching its decision to approve the merger agreement, the board of directors considered a number of factors and believes that the non-exhaustive list of factors below strongly supports its determination to approve the merger agreement and recommendation that its stockholders adopt the merger agreement:

- the attractive nature of the markets in which BOE operates and its branch network;
- BOE s demonstrated deposit and loan growth and history of consistent earnings;
- BOE s attractive balance sheet make-up and product mix, including the loan and deposit mix of BOE and the compatibility of that mix with TransCommunity s balance sheet;
- opportunities to grow existing revenue streams and create new revenue streams associated with BOE and the strength of the combined balance sheets, equity levels, and projected market capitalization of Community Bankers, TransCommunity and BOE;
- the competitive position and market share of BOE within its operating markets and the likely ability for Bank of Essex, following its merger with TransCommunity Bank, to increase its market share;
- the experience of BOE s board of directors and management, including George M. Longest, Jr., the current president and chief executive officer of BOE who will become president of Community Bankers after the merger and chief executive officer commencing on January 1, 2010;
- the potential operating efficiencies and management enhancements of merging Bank of Essex with TransCommunity Bank, and the compatibility of management of Community Bankers, TransCommunity and BOE;
- the valuation of comparable companies and the reasonable pricing of the transaction;
- the similar operating philosophies and community banking culture of Community Bankers, TransCommunity and BOE;
- the all stock for stock nature of the merger consideration, preserving capital for future growth and acquisitions;
- the attractiveness of the surviving corporation following the merger to additional merger candidates;
- the strong desire of management and the board of directors of BOE to stay involved in future growth of the company; and

Keefe, Bruyette & Woods, Inc. s fairness opinion that the merger is fair to Community Bankers from a financial point of view.

The board of directors of Community Bankers did not ascertain any negative factors related to the proposed merger with BOE other than the risk of the ability to successfully integrate BOE with TransCommunity and achieve the associated cost savings and efficiencies.

After reviewing all of these factors, the Community Bankers board of directors unanimously determined that the merger proposal and the transactions contemplated thereby are in the best interests of Community

Bankers and unanimously recommended that Community Bankers stockholders vote at the special meeting to adopt the merger agreement.

In addition, Community Banker s board knew and considered the financial interests of certain Community Bankers directors and executives when it approved the merger agreement. These financial interests are addressed in greater detail under the heading Certain Benefits of Directors and Officers of Community Bankers and BOE.

The foregoing discussion of the factors considered by Community Bankers board of directors is not intended to be exhaustive but is believed to include all material factors considered by Community Bankers board of directors. In view of the wide variety of factors considered in connection with its evaluation of the merger and the complexity of these matters, Community Bankers board of directors did not find it useful and did not attempt to quantify or assign any relative or specific weight to the various factors that it considered in reaching its determination to approve the merger.

The Community Bankers board of directors believes the merger is in the best interests of Community Bankers and its stockholders. The Community Bankers board of directors recommends that Community Bankers stockholders vote FOR the approval of the merger proposal and the consummation of the transactions contemplated thereby.

BOE s Reasons for the Merger

In reaching its decision to approve the merger agreement and recommend the merger to its stockholders, the BOE board of directors consulted with BOE management, as well as with its outside financial and legal advisors, reviewed various financial data, due diligence and evaluation materials and made an independent determination that the proposed merger with Community Bankers was in the best interests of BOE and its stockholders. The board of directors considered a number of positive factors that it believes support its recommendation that BOE s stockholders approve the merger agreement, including:

the premium over BOE s prevailing stock price to be received by BOE s stockholders;

the financial analysis and presentation of Feldman Financial, and its oral opinion that, as of December 12, 2007, the exchange ratio was fair, from a financial point of view, to BOE s stockholders. For more information, see Opinion of BOE s Financial Advisor ;

the fact that the exchange ratio is fixed in the event that Community Bankers stock price increases before closing, but is adjustable in the event that Community Bankers stock price decreases, thereby affording BOE s stockholders a combination of upside participation and downside protection;

its belief that the surviving corporation s increased size and scale, including its significantly larger pro forma capital base, would better position it to compete and grow its business and to attract other high quality merger candidates;

its belief that the surviving corporation will be positioned to benefit from increased credit portfolio diversity and increased lending capacity;

the corporate governance provisions established for the merger, including the composition of the surviving corporation s board of directors and the designation of key senior management of the surviving corporation and their proposed employment arrangements;

its knowledge and analysis of the current competitive and regulatory environment for financial institutions generally, BOE s current competitive position and the other potential strategic alternatives available to BOE, including remaining independent, accelerating branch growth, making acquisitions, developing or acquiring non-bank businesses and selling BOE to a larger financial institution;

the skills and experience offered by the Community Bankers management;

its review of Community Bankers financial condition and TransCommunity s financial condition, earnings, business operations and prospects, taking into account the results of BOE s due diligence investigation of Community Bankers and TransCommunity, and the anticipated compatibility of management and shared business philosophy of Community Bankers, TransCommunity, and BOE;

the assessment of the likelihood that the merger would be completed in a timely manner without unacceptable regulatory conditions or requirements, including that no branch divestitures would likely be required, and the ability of the management team to successfully integrate and operate the business of the surviving corporation after the merger; and

the fact that the merger will enable BOE s stockholders to exchange their shares of BOE, in a tax-free transaction, for registered shares of common stock of a company that will have a significantly larger pro forma market capitalization.

The BOE board also considered the risks and potentially negative factors outlined below, but concluded that the anticipated benefits of combining with Community Bankers were likely to outweigh substantially these risks and factors. The risks and factors included:

the dilution of ownership rights of BOE s stockholders;

no special purposes acquisition company transactions have been completed in the banking industry;

the risk that Community Bankers may not be able to close the proposed merger with TransCommunity due to potential stockholder opposition;

whether other banks would be attracted to join the franchise;

the poor earnings history of TransCommunity;

the possibility that the merger and the related integration process could result in the loss of key employees, in the disruption of BOE s on-going business, and in the loss of customers; and

the risks of the type and nature described under A Warning about Forward-Looking Statements and Risk Factors.

After reviewing all of these factors, the BOE board of directors unanimously determined that the merger proposal and the transactions contemplated thereby are in the best interests of BOE and unanimously recommended that BOE s stockholders vote at the special meeting to adopt the merger agreement.

BOE s board of directors knew and considered the financial interests of certain BOE directors and executives when it approved the merger agreement. These financial interests are addressed in greater detail under the heading Certain Benefits of Directors and Officers of Community Bankers and BOE.

The foregoing discussion of the factors considered by BOE s board of directors is not intended to be exhaustive but is believed to include all material factors considered by BOE s board of directors. In view of the wide variety of factors considered in connection with its evaluation of the merger and the complexity of these matters, the BOE board of directors did not find it useful and did not attempt to quantify or assign any relative or specific weight to the various factors that it considered in reaching its determination to approve the merger.

Based on the foregoing, the BOE board of directors believes the merger is in the best interests of BOE and its stockholders. The BOE board of directors recommends that BOE s stockholders vote FOR the approval of the

merger proposal and the consummation of the transactions contemplated thereby.

Opinion of Community Bankers Financial Advisor

On January 10, 2007, Community Bankers executed an engagement agreement with Keefe, Bruyette & Woods, Inc. Keefe, Bruyette & Woods, Inc. s engagement encompassed assisting Community Bankers in analyzing, structuring, negotiating and effecting a transaction with BOE. Community Bankers selected Keefe, Bruyette & Woods, Inc. because Keefe, Bruyette & Woods, Inc. is a nationally recognized investment-banking firm with substantial experience in transactions similar to the merger and is familiar with Community Bankers and its business. As part of its investment banking business, Keefe, Bruyette & Woods, Inc. is continually engaged in the valuation of financial businesses and their securities in connection with mergers and acquisitions.

On December 5, 2007, the Community Bankers board of directors held a meeting to evaluate the proposed merger of BOE with and into Community Bankers. At this meeting, Keefe, Bruyette & Woods, Inc. reviewed the financial aspects of the proposed merger. On December 13, 2007, Keefe, Bruyette & Woods, Inc. rendered a written opinion to Community Bankers as to the fairness to Community Bankers, from a financial point of view, of the exchange ratio to be paid in the merger.

The full text of Keefe, Bruyette & Woods, Inc. s written opinion is attached as Appendix C to this joint proxy statement/prospectus and is incorporated herein by reference. Community Bankers stockholders are urged to read the opinion in its entirety for a description of the procedures followed, assumptions made, matters considered, and qualifications and limitations on the review undertaken by Keefe, Bruyette & Woods, Inc. The description of the opinion set forth herein is qualified in its entirety by reference to the full text of such opinion.

Keefe, Bruyette & Woods, Inc. s opinion speaks only as of the date of the opinion. The opinion is directed to the Community Bankers board and addresses only the fairness, from a financial point of view to Community Bankers, of the exchange ratio offered in the merger. It does not address the underlying business decision to proceed with the merger and does not constitute a recommendation to any Community Bankers stockholder as to how the stockholder should vote at the Community Bankers special meeting on the merger or any related matter.

During the past two years Keefe, Bruyette & Woods, Inc. acted as financial advisor to Community Bankers in its proposed acquisition of TransCommunity.

In rendering its opinion, Keefe, Bruyette & Woods, Inc.:

reviewed, among other things,

the merger agreement,

annual reports to stockholders and annual reports on Form 10-K of BOE,

quarterly reports on Form 10-Q of BOE,

annual reports to stockholders and annual reports on Form 10-K of Community Bankers, and

quarterly reports on Form 10-Q of Community Bankers;

held discussions with members of senior management of Community Bankers and BOE regarding,

past and current business operations,

regulatory relationships,

financial condition, and

future prospects of the respective companies;

reviewed the market prices, valuation multiples, publicly reported financial condition and results of operations for BOE and compared them with those of certain publicly traded companies that Keefe, Bruyette & Woods, Inc. deemed to be relevant;

compared the proposed financial terms of the merger with the financial terms of certain other transactions that Keefe, Bruyette & Woods, Inc. deemed to be relevant;

evaluated the potential pro forma impact of the merger with Community Bankers, including cost savings, that management of Community Bankers expects to result from a combination of the businesses of Community Bankers and BOE; and

performed other studies and analyses that it considered appropriate.

In conducting its review and arriving at its opinion, Keefe, Bruyette & Woods, Inc. relied upon and assumed the accuracy and completeness of all of the financial and other information provided to or otherwise made available to Keefe, Bruyette & Woods, Inc. or that was discussed with, or reviewed by Keefe, Bruyette & Woods, Inc., or that was publicly available. Keefe, Bruyette & Woods, Inc. did not attempt, or assume any responsibility, to verify such information independently. Keefe, Bruyette & Woods, Inc. relied upon the management of BOE and Community Bankers as to the reasonableness and achievability of the financial and operating forecasts and projections (and assumptions and bases therefor) provided to Keefe, Bruyette & Woods, Inc. Keefe, Bruyette & Woods, Inc. assumed, without independent verification, that the aggregate allowances for loan and lease losses for BOE are adequate to cover those losses. Keefe, Bruyette & Woods, Inc. did not make or obtain any evaluations or appraisals of any assets or liabilities of BOE or Community Bankers, nor did they examine or review any individual credit files.

At the direction of Community Bankers board of directors, Keefe, Bruyette & Woods, Inc. was not asked to, and it did not, offer any opinion as to the terms of the merger agreement or the form of the merger, other than the exchange ratio, to the extent expressly specified in Keefe, Bruyette & Woods, Inc. s opinion. Keefe, Bruyette & Woods, Inc. expressed no opinion as to what the value of Community Bankers common stock would be when issued pursuant to the merger or the prices at which Community Bankers common stock or BOE common stock would trade at any time. Additionally, Keefe, Bruyette & Woods, Inc. s opinion did not address the relative merits of the merger as compared to any alternative business strategies that might exist for Community Bankers, nor did it address the effect of any other business combination in which Community Bankers might engage.

For purposes of rendering its opinion, Keefe, Bruyette & Woods, Inc. assumed that, in all respects material to its analyses:

- the merger will be completed substantially in accordance with the terms set forth in the merger agreement;
- the representations and warranties of each party in the merger agreement and in all related documents and instruments referred to in the merger agreement are true and correct;
- each party to the merger agreement and all related documents will perform all of the covenants and agreements required to be performed by such party under such documents;
- all conditions to the completion of the merger will be satisfied without any waivers; and
- in the course of obtaining the necessary regulatory, contractual, or other consents or approvals for the merger, no restrictions, including any divestiture requirements, termination or other payments or amendments or modifications, that may be imposed, will have a material adverse effect on the future results of operations or financial condition of the combined entity or the contemplated benefits of the merger, including the cost savings, revenue enhancements and related expenses expected to result from the merger.

Keefe, Bruyette & Woods, Inc. further assumed that the merger will be accounted for as a purchase transaction under generally accepted accounting principles, and that the merger will qualify as a tax-free reorganization for United States federal income tax purposes. Keefe, Bruyette & Woods, Inc. s opinion is not an expression of an opinion as to the prices at which shares of BOE common stock or Community Bankers common stock will trade since the announcement of the proposed merger or the actual value of the Community Bankers common shares when issued pursuant to the merger, or the prices at which the Community Bankers common shares will trade following the completion of the merger.

In performing its analyses, Keefe, Bruyette & Woods, Inc. made numerous assumptions with respect to industry performance, general business, economic, market and financial conditions and other matters, which are beyond the control of Keefe, Bruyette & Woods, Inc., BOE and Community Bankers. Any estimates contained in the analyses performed by Keefe, Bruyette & Woods, Inc. are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than suggested by these analyses. Additionally, estimates of the value of businesses or securities do not purport to be appraisals or to reflect the prices at which such businesses or securities might actually be sold. Accordingly, these analyses and estimates are inherently subject to substantial uncertainty.

The exchange ratio was determined through negotiation between Community Bankers and BOE and the decision to enter into the merger was made solely by Community Bankers board of directors. In addition, the Keefe, Bruyette & Woods, Inc. opinion was among several factors taken into consideration by the Community Bankers board in making its determination to approve the merger agreement and the merger. Consequently, the analyses described below should not be viewed as determinative of the decision of the Community Bankers board with respect to the fairness of the consideration to be paid in the merger.

Summary of Analysis by Keefe, Bruyette & Woods, Inc.

The following is a summary of the material analyses presented by Keefe, Bruyette & Woods, Inc. to the Community Bankers board, in connection with its written fairness opinion. The summary is not a complete description of the analyses underlying the Keefe, Bruyette & Woods, Inc. opinion or the presentation made by Keefe, Bruyette & Woods, Inc. to the Community Bankers board, but summarizes the material analyses performed and presented in connection with such opinion. The preparation of a fairness opinion is a complex analytic process involving various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances. Therefore, a fairness opinion is not readily susceptible to partial analysis or summary description. In arriving at its opinion, Keefe, Bruyette & Woods, Inc. did not attribute any particular weight to any analysis or factor that it considered, but rather made qualitative judgments as to the significance and relevance of each analysis and factor. The financial analyses summarized below include information presented in tabular format. Accordingly, Keefe, Bruyette & Woods, Inc. believes that its analyses and the summary of its analyses must be considered as a whole and that selecting portions of its analyses and factors or focusing on the information presented below in tabular format, without considering all analyses and factors or the full narrative description of the financial analyses, including the methodologies and assumptions underlying the analyses, could create a misleading or incomplete view of the process underlying its analyses and opinion. The tables alone do not constitute a complete description of the financial analyses.

Summary of Proposal. BOE stockholders will receive 5.7278 shares of Community Bankers common stock, subject to possible adjustment. Based on Community Bankers closing stock price on December 4, 2007 of $7.44, the exchange ratio represented a value of $42.61 per share to BOE.

Selected Peer Group Analysis. Using publicly available information, Keefe, Bruyette & Woods, Inc. compared the financial performance, financial condition and market performance of BOE to the following depository institutions that Keefe, Bruyette & Woods, Inc. considered comparable to BOE.

Companies included in BOE s peer group were:

Fauquier Bankshares, Inc.

Chesapeake Financial Shares, Inc.

Central Virginia Bankshares, Inc.

Monarch Financial Holdings, Inc.

F & M Bank Corp.

Village Bank and Trust Financial Corp.

Southern National Bancorp of Virginia, Inc.

Grayson Bankshares, Inc.

Benchmark Bankshares, Inc.

Bay Banks of Virginia, Inc.

Virginia National Bank

First Capital Bancorp, Inc.

Citizens Bancorp of Virginia, Inc.

Botetourt Bankshares, Inc.

Pinnacle Bankshares Corporation

Shore Financial Corporation

Bank of the James Financial Group, Inc.

Heritage Bankshares, Inc.

Cardinal Bankshares Corporation

MainStreet BankShares, Inc.

To perform this analysis, Keefe, Bruyette & Woods, Inc. used financial information as of or for the three or twelve month period ended September 30, 2007. Market price information was as of December 4, 2007. Certain financial data prepared by Keefe, Bruyette & Woods, Inc., and as referenced in the tables presented below may not correspond to the data presented in BOE s historical financial statements, or to the data prepared by Feldman Financial Advisors, Inc. presented under the section Opinion of BOE s Financial Advisor, as a result of the different periods, assumptions and methods used by Keefe, Bruyette & Woods, Inc. to compute the financial data presented.

Keefe, Bruyette & Woods, Inc. s analysis showed the following concerning BOE s financial performance:

Financial Performance Measures:	**BOE**	**BOE Peer Group Median**	**BOE Peer Group Maximum**	**BOE Peer Group Minimum**
Latest Twelve Months Core Return on Average Equity(1)	10.54%	10.13%	13.82%	1.22%
Latest Twelve Months Core Return on Average Assets(1)	1.06%	0.94%	1.27%	0.13%
Most Recent Quarter Net Interest Margin	3.82%	3.85%	4.68%	3.54%
Latest Twelve Months Efficiency Ratio	68%	68%	94%	56%

(1) Core income is defined as net income before extraordinary items, less the after-tax portion of investment securities gains or losses and nonrecurring items

Keefe, Bruyette & Woods, Inc. s analysis showed the following concerning BOE s financial condition:

Financial Condition Measures:	**BOE**	**BOE Peer Group Median**	**BOE Peer Group Maximum**	**BOE Peer Group Minimum**

Tangible Equity / Tangible Assets	9.82%	9.26%	17.02%	6.95%
Loans / Deposits	90%	94%	113%	66%
Latest Twelve Months				
Net Charge-offs / Avg. Loans	(0.15)%	0.07%	0.31%	(0.04)%
Loan Loss Reserves / Loans	1.24%	1.03%	1.45%	0.59%

Keefe, Bruyette & Woods, Inc. s analysis showed the following concerning BOE s market performance:

Market Performance Measures:	**BOE**	**BOE Peer Group Median**	**BOE Peer Group Maximum**	**BOE Peer Group Minimum**
Price to earnings multiple, based on Last Twelve Months GAAP estimated earnings	11.0x	14.6x	50.0x	10.3X
Price to book multiple value	1.09x	1.30x	1.96x	0.94X
Price to tangible book multiple value	1.11x	1.37x	2.13x	0.94X
Dividend Yield	3.8%	2.5%	5.0%	0.0%

Selected Transaction Analysis. Keefe, Bruyette & Woods, Inc. reviewed publicly available information related to selected comparably sized acquisitions of bank holding companies announced after January 1, 2005, with headquarters in Virginia, Maryland and North Carolina with aggregate transaction values between $25 million and $100 million. The transactions included in the group were:

Acquiror:	**Acquired Company:**
Community Bankers Acquisition Corp.	TransCommunity Financial Corporation
SCBT Financial Corporation	TSB Financial Corporation
Yadkin Valley Financial Corporation	Cardinal State Bank
Bradford Bancorp, Inc.	Patapsco Bancorp, Inc.
Gateway Financial Holdings, Inc.	Bank of Richmond, N.A.
Sandy Spring Bancorp, Inc.	CN Bancorp, Inc.
Sandy Spring Bancorp, Inc.	Potomac Bank of Virginia
Crescent Financial Corporation	Port City Capital Bank
BNC Bancorp	SterlingSouth Bank & Trust Company
Premier Community Bankshares, Inc.	Albemarle First Bank
Union Bankshares Corporation	Prosperity Bank & Trust Company
American National Bankshares, Inc.	Community First Financial Corporation
Citizens South Banking Corporation	Trinity Bank

Transaction multiples for the merger were derived from an offer price of $42.61 per share for BOE. For each precedent transaction, Keefe, Bruyette & Woods, Inc. derived and compared, among other things, the implied ratio of price per common share paid for the acquired company to:

the earnings per share of the acquired company for the latest 12 months of results publicly available prior to the time the transaction was announced;

book value per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition.

tangible book value per share of the acquired company based on the latest publicly available financial statements of the company available prior to the announcement of the acquisition.

Additionally, for each precedent transaction, Keefe, Bruyette & Woods, Inc. derived and compared the premium paid in aggregate consideration over tangible book value to core deposits. Core deposits were defined as total deposits less jumbo CDs (CDs with balances greater than $100,000).

market premium based on the latest closing price 1-day prior to the announcement of the acquisition.

The results of the analysis are set forth in the following table:

	Community Bankers/ BOE	**Comparable Transactions Median**	**Comparable Transactions Maximum**	**Comparable Transactions Minimum**

Price / Trailing 12 months earnings per share	17.8x	30.1x	41.2x	17.4x
Price / Book value	176%	235%	336%	161%
Price / Tangible Book value	178%	254%	336%	161%
Core Deposit Premium	12.0%	20.4%	32.8%	13.9%
Market Premium(1)	61.5%	45.4%	91.0%	21.9%

(1) Based on BOE s closing price of $26.38 on December 4, 2007

No company or transaction used as a comparison in the above analysis is identical to Community Bankers, BOE or the proposed merger. Accordingly, an analysis of these results is not mathematical. Rather, it involves complex considerations and judgments concerning differences in financial and operating characteristics of the companies involved.

Discounted Cash Flow Analysis. Keefe, Bruyette & Woods, Inc. performed a discounted cash flow analysis to estimate a range for the implied equity value per share of BOE common stock. In this analysis, Keefe, Bruyette & Woods, Inc. assumed discount rates ranging from 11.0% to 14.0% to derive (1) the present value of the estimated free cash flows that BOE could generate over a five year period, including certain cost savings forecasted as a result of the merger, and (2) the present value of BOE s terminal value at the end of year five. Terminal values for BOE were calculated based on a range of 13.0x to 15.0x estimated year six earnings per share. In performing this analysis, Keefe, Bruyette & Woods, Inc. used BOE s management s estimates for the first year. Based on management s estimates, Keefe, Bruyette & Woods, Inc. assumed 8% earnings per share growth thereafter. Certain data was adjusted to account for certain restructuring charges anticipated by management to result from the merger. Keefe, Bruyette & Woods, Inc. assumed that BOE would maintain a tangible equity / tangible asset ratio of 6.00% and would retain sufficient earnings to maintain that level. Any earnings in excess of what would need to be retained represented dividendable cash flows for BOE.

Based on these assumptions, Keefe, Bruyette & Woods, Inc. derived a range of implied equity values per share of BOE common stock of $40.96 to $51.62.

The discounted cash flow analysis is a widely used valuation methodology, but the results of such methodology are highly dependent on the assumptions that must be made, including asset and earnings growth rates, terminal values, dividend payout rates, and discount rates. The analysis did not purport to be indicative of the actual values or expected values of BOE common stock.

Forecasted Pro Forma Financial Analysis. Keefe, Bruyette & Woods, Inc. analyzed the estimated financial impact of the merger on Community Bankers 2008 estimated earnings per share. For both Community Bankers and BOE, Keefe, Bruyette & Woods, Inc. used management estimates of earnings per share for 2008, which assumed net income of $2.8 million or $2.31 per share for BOE. In addition, Keefe, Bruyette & Woods, Inc. assumed that the merger will result in cost savings equal to Community Bankers management s estimates. Based on its analysis, Keefe, Bruyette & Woods, Inc. determined that the merger would be accretive to Community Bankers estimated GAAP earnings per share in 2008.

Furthermore, the analysis indicated that Community Bankers Leverage Ratio, Tier 1 Risk-Based Capital Ratio and Total Risk Based Capital Ratio would all remain well capitalized by regulatory standards. This analysis was based on internal projections provided by Community Bankers and BOE s senior management teams. For all of the above analysis, the actual results achieved by Community Bankers following the merger may vary from the projected results, and the variations may be material.

Other Analyses. Keefe, Bruyette & Woods, Inc. reviewed the relative financial and market performance BOE to a variety of relevant industry peer groups and indices. Keefe, Bruyette & Woods, Inc. also reviewed earnings estimates, balance sheet composition, historical stock performance and other financial data for BOE.

The Community Bankers board retained Keefe, Bruyette & Woods, Inc. as an independent contractor to act as financial adviser to Community Bankers regarding the merger. As part of its investment banking business, Keefe, Bruyette & Woods, Inc. is continually engaged in the valuation of banking businesses and their securities in connection with mergers and acquisitions, negotiated underwritings, competitive biddings, secondary distributions of listed and unlisted securities, private placements and valuations for estate, corporate and other purposes. As specialists in the securities of banking companies, Keefe, Bruyette & Woods, Inc. has experience in, and knowledge of, the valuation of banking enterprises. In the ordinary course of its business as a broker-dealer, Keefe, Bruyette & Woods, Inc. may, from time to time, purchase securities from, and sell securities to, Community Bankers and BOE. As a market maker in securities Keefe, Bruyette & Woods, Inc. may from time to time have a long or short position in, and buy or sell, debt or equity securities of Community Bankers and BOE for Keefe, Bruyette & Woods, Inc. s own account and for the accounts of its customers.

Community Bankers and Keefe, Bruyette & Woods, Inc. have entered into an agreement relating to the services to be provided by Keefe, Bruyette & Woods, Inc. in connection with the merger. Community Bankers paid to Keefe, Bruyette & Woods, Inc. at the time Keefe, Bruyette & Woods, Inc. issued the fairness opinion in connection with the proposed merger with BOE, a cash fee of $125,000 and has agreed to pay to Keefe, Bruyette & Woods, Inc. an additional cash fee of $375,000 at the time of and contingent upon the closing of the proposed merger with BOE. Pursuant to the Keefe, Bruyette & Woods, Inc. engagement agreement, Community Bankers also agreed to reimburse Keefe, Bruyette & Woods, Inc. for reasonable out-of-pocket expenses and disbursements incurred in connection with its retention and to indemnify Keefe, Bruyette & Woods, Inc. and related parties against certain liabilities, including liabilities under federal securities laws, relating to, or arising out of, its engagement.

Separately, Community Bankers and Keefe, Bruyette & Woods, Inc. have entered into an agreement relating to the services to be provided by Keefe, Bruyette & Woods, Inc. in connection with Community Bankers proposed merger with TransCommunity. Community Bankers paid to Keefe, Bruyette & Woods, Inc. at the time Keefe, Bruyette & Woods, Inc. issued the fairness opinion in connection with the proposed merger with TransCommunity, a cash fee of $125,000 and has agreed to pay to Keefe, Bruyette & Woods, Inc. an additional cash fee of $375,000 at the time of and contingent upon the closing of the proposed merger with TransCommunity. Pursuant to the Keefe, Bruyette & Woods, Inc. engagement agreement, Community Bankers also agreed to reimburse Keefe, Bruyette & Woods, Inc. for reasonable out-of-pocket expenses and disbursements incurred in connection with its retention and to indemnify it against certain liabilities, including liabilities under the federal securities laws. In addition, pursuant to an amendment to this engagement agreement, Keefe, Bruyette & Woods, Inc. has agreed to assist Community Bankers in organizing meetings with third parties not currently stockholders in Community Bankers to discuss the merger. For its assistance in organizing such meetings, Community Bankers has agreed to pay Keefe, Bruyette & Woods a fee of $750,000 contingent upon consummation of the merger with TransCommunity. Such fee is in addition to the other cash fees due to Keefe, Bruyette & Woods, Inc. at the time of and contingent upon closing of the merger with BOE and the merger with TransCommunity.

Opinion of BOE s Financial Advisor

BOE retained Feldman Financial on November 16, 2007 to provide strategic financial advice to the BOE board on various matters, including the evaluation of a strategic business combination and the potential enhancement of stockholder value. At the December 13, 2007 meeting of the BOE board of directors, Feldman Financial delivered an oral opinion to the BOE board, which opinion was subsequently confirmed in writing, that as of such date and subject to certain considerations set forth in such opinion, the merger consideration to be received by the holders of BOE common stock was fair, from a financial point of view, to BOE s stockholders.

The full text of Feldman Financial s written opinion dated December 13, 2007, which sets forth a description of the procedures followed, assumptions made, matters considered and limitations on the review undertaken, is attached as Appendix D to this document. You should read the opinion carefully and in its entirety. Feldman Financial s opinion is directed to the BOE board and addresses only the merger consideration. The opinion does not address the underlying business decision of BOE to engage in the transaction and does not constitute a recommendation to you as to how to vote at the special meeting. The summary of Feldman Financial s opinion set forth in this joint proxy statement/prospectus is qualified in its entirety by reference to the full text of such opinion.

In rendering its opinion, Feldman Financial, among other things:

- reviewed the merger agreement;

analyzed audited and unaudited historical financial information contained in Forms 10-K and 10-Q concerning BOE and TransCommunity for the last three fiscal years ending December 31, 2006 and monthly and quarterly financial information through September 30, 2007;

analyzed audited and unaudited historical financial information contained in Forms 10-K and 10-Q concerning Community Bankers from its inception on April 6, 2005 through September 30, 2007;

the merger agreement by and between Community Bankers and TransCommunity dated September 5, 2007 and the written consent and waiver by and between Community Bankers and TransCommunity dated December 13, 2007 relating to Community Bankers entering into the merger agreement with BOE;

discussed past, present, and future financial performance and operating philosophies with the senior management of BOE and TransCommunity;

reviewed certain internal financial data and financial projections of BOE and TransCommunity;

compared the financial condition, operating performance and market trading characteristics of BOE and TransCommunity to similar financial institutions;

reviewed the stock price trading history of BOE, TransCommunity and Community Bankers;

reviewed the terms of recent acquisitions of companies which we deemed appropriate; and

conducted such other studies, analyses, inquiries, and investigations as we deemed appropriate for the purposes of this opinion.

In preparing its opinion, Feldman Financial assumed and relied upon the accuracy and completeness of all financial and other information that it received, reviewed, or discussed. With respect to certain financial forecasts, Feldman Financial assumed that such forecasts were reasonably prepared on bases reflecting the best currently available estimates and judgments of the management of BOE and TransCommunity. Neither BOE nor TransCommunity publicly discloses internal financial projections of the type provided to Feldman Financial and, as a result, such projections were not prepared with a view towards public disclosure. The projections were based on numerous variables and assumptions which are inherently uncertain, including, without limitation, factors related to general economic and competitive conditions, and accordingly, actual results could vary significantly from those set forth in such projections. Feldman Financial did not assume any responsibility for independently verifying such information, did not undertake an independent evaluation or appraisal of the assets or liabilities of BOE, TransCommunity or Community Bankers, and was not furnished with any such appraisal or evaluation. Feldman Financial was not retained to and did not review any individual loan credit files. Feldman Financial s opinion was necessarily based upon financial, economic, market and other conditions as they existed and could be evaluated on the date of its opinion.

In formulating its opinion to the BOE board, Feldman Financial prepared a variety of financial and comparative analyses, including those described below. The following is a summary of the material financial analyses performed by Feldman Financial and reviewed with the BOE board in connection with its opinion dated December 13, 2007, and does not purport to be a comprehensive description of the analyses underlying Feldman Financial s opinion. The preparation of a fairness opinion is a complex process, involving various determinations as to the most relevant and appropriate methods of financial analyses and the application of these methods to the particular circumstances. Therefore, such an opinion is not readily susceptible to partial analysis or summary description. Accordingly, Feldman Financial believes that its analyses must be considered as a whole, and selecting portions of the analyses and factors, without considering all factors and analyses, could create a misleading or incomplete view of the processes underlying such analyses and its opinion.

Calculation of Implied Value of the Merger Consideration. Feldman Financial calculated the implied value of the consideration to be received by the stockholders of BOE. As detailed in the merger agreement, as consideration for the merger, each issued and outstanding share of BOE Common Stock shall be converted into the right to receive 5.7278 shares of Community Bankers common stock, subject to adjustment if the average closing price, as defined in the merger agreement, of Community Bankers common stock is less than $7.42. Assuming an average closing price of $7.42 for the Community Bankers common stock, the exchange ratio implies merger consideration of $42.50 for each BOE share of common stock. Given the capital structure of BOE at September 30, 2007 comprised of 1,211,267 shares of common stock outstanding and options to purchase BOE common stock totaling 29,359 as of the same date, the aggregate merger consideration approximates $52.0 million. This aggregate merger consideration equated to multiples for BOE of 177.3% of stated book value and 179.9% of tangible book value as of September 30, 2007. The aggregate merger consideration was 17.8x earnings for the most recent twelve month period ended September 30, 2007 and 17.7% of total assets at September 30, 2007. In comparison to BOE s core deposits at September 30, 2007, the premium in excess of tangible book value as a percentage of such core deposits was 12.0%.

Calculation of Implied Value of the Exchange Ratio. Feldman Financial calculated the implied value of the consideration to be received by the stockholders of BOE based upon changes in the market value of the Community Bankers common stock. For purposes of this analysis, Feldman Financial assumed a range of Community Bankers trading prices of $5.92 to $8.92 per share. In applying this range of trading prices, the implied value of the merger consideration ranged from $42.50 to $51.09 for each share of BOE common stock outstanding. The results of this analysis are summarized in the table below.

$ 5.92	$ 6.22	$ 6.52	$ 6.82	$ 7.12	**$ 7.42**	$ 7.72	$ 8.02	$ 8.32	$ 8
$ 42.50	$ 42.50	$ 42.50	$ 42.50	$ 42.50	**$ 42.50**	$ 44.22	$ 45.94	$ 47.65	$ 49
7.1791	6.8328	6.5184	6.2317	5.9691	**5.7278**	5.7278	5.7278	5.7278	5.72
$ 52.0	$ 52.0	$ 52.0	$ 52.0	$ 52.0	**$ 52.0**	$ 54.2	$ 56.3	$ 58.4	$ 6
177.27%	177.27%	177.27%	177.27%	177.27%	**177.27%**	184.54%	191.80%	199.06%	206
179.91%	179.91%	179.91%	179.91%	179.91%	**179.91%**	187.28%	194.65%	202.02%	209
17.79	17.79	17.79	17.79	17.79	**17.79**	18.52	19.24	19.97	20

Comparable Company Analysis. As part of its analysis, Feldman Financial compared certain financial performance and market valuation data of BOE and TransCommunity with corresponding publicly available information for two groups of comparable community banks comprised of (1) 14 publicly traded community banks headquartered in the Southeast region with assets between $150 and $500 million and equity ratios as a percent of assets in excess of 8.0% (Small Southeastern Banks) and (2) eight publicly traded community banks based in Virginia with total assets less than $500 million (Small Virginia Banks). The historical financial data used in connection with the ratios provided below was the latest available as of September 30, 2007 and market price data was as of November 27, 2007. The results of the comparisons between BOE, TransCommunity and the median values of the comparative groups are outlined below.

	BOE Financial	TransCommunity Financial	Small Southeastern Banks	Small Virginia Banks
Total Assets ($ Mil.)	$ 294.8	$ 223.0	$ 329.0	$ 319.8
Equity/Assets	9.96%	13.42%	9.26%	9.26%
Tangible Equity/Assets	9.82%	13.42%	9.03%	9.17%
Loans/Assets	72.68%	83.74%	77.30	79.27%
Deposits/Assets	81.76%	86.06%	82.44%	79.57%
ROAA	1.03%	(0.32)%	0.78%	0.83%
ROAE	10.30%	(2.16)%	7.71%	8.19%
NPAs/Assets	0.07%	0.47%	0.58%	0.27%
Reserves/NPAs	1,297.09%	255.81%	135.80%	186.35%

Market Value ($ Mil.)	$ 31.1	$ 33.7	$ 36.2	$ 36.2
Price/LTM Earnings	10.7x	NMx	13.9x	16.5x
Price/QTR Annualized Earnings	12.1x	NMx	15.6x	15.6x
Price/Book Value	105.99%	112.56%	110.58%	113.81%
Price/Tangible Book	107.56%	112.56%	111.11%	121.88%
Price/Assets	10.55%	15.10%	10.19%	11.44%

Comparable Transaction Analysis. Feldman Financial reviewed publicly available information for announced acquisitions of financial institutions comprising two comparable groups. Feldman Financial reviewed nine transactions that were announced after January 1, 2006 that involved acquisitions of financial institutions headquartered in Virginia (Virginia Transactions). In addition, Feldman Financial reviewed publicly available information for sales of 18 financial institutions operating in rural areas of the Southeast region having assets less than $400 million (Non-Urban Transactions). The various offer price ratios analyzed were based upon information available at the time of announcement. Feldman Financial compared the median ratios of price-to-book value, price-to-tangible book value, price-to-last twelve months earnings, price-to-assets, tangible book premium-to-core deposits and premium in relation to previous trading prices as offered in the comparable transactions to the corresponding ratios offered in the merger to BOE. The analysis medians of the comparable transactions yielded the ratios shown below.

	BOE Transaction	Virginia Transactions	Non-Urban Transactions
Total Assets ($ Mil.)	$ 294.8	$ 247.4	$ 86.7
Tangible Equity/Assets	9.82%	8.71%	13.10%
NPAs/Assets	0.07%	0.06%	0.39%
ROAA	1.03%	0.66%	0.74%
ROAE	10.30%	6.37%	6.33%
Deal Value ($ Mil.)	$ 52.0	$ 55.8	$ 18.1
Deal Value/Book Value	177.27%	246.03%	166.13%
Deal Value/Tangible Book	179.91%	246.12%	166.13%
Deal Value/LTM Earnings	17.79x	29.87x	23.68x
Deal Value/Assets	17.65%	23.26%	21.92%
Premium/Core Deposits	11.96%	22.65%	13.12%
Premium/prior day market price	65.50%	33.81%	60.77%

The acquisition transaction ratios for BOE were based on aggregate merger consideration of $52.0 million as of December 13, 2007, as described in the discussion entitled Calculation of Implied Value of the Merger Consideration.

No company or transaction used in the comparable company or comparable transaction analysis is identical to BOE or the merger. Accordingly, an analysis of the results involves complex considerations and judgments concerning differences in financial and operating characteristics of the various companies as well as other factors that may affect trading values or announced merger values of BOE or the comparable companies.

Discounted Dividend Stream and Terminal Value Analysis. Feldman Financial performed a discounted cash flow analysis to determine a range of present values of BOE on an acquisition basis, assuming BOE continued to operate as an independent company for a five-year period and sold at the end of the period. This range was determined by adding (1) the present value of the estimated future dividend stream that BOE would generate over the five-year period from 2008 through 2012, and (2) the present value of the terminal value of BOE at the end of year 2012. The terminal values of BOE at the end of the period were determined by applying a range of market valuation ratios representing pricing ratios in relation to earnings ranging from 20.0x to 25.0x and pricing ratios in relation to book value ranging from 160% to 260%. The dividend stream and terminal values were discounted to present values using discount rates from 11% to 15%.

Present Values Based on Price/Earnings Multiple in Year 5

Price/ Earnings Multiple	(Dollars Per Share) Discount Rate

	11.0%	12.0%	13.0%	14.0%	15.0%
20.0x	$ 36.22	$ 34.65	$ 33.16	$ 31.75	$ 30.41
21.0x	$ 37.99	$ 36.34	$ 34.78	$ 33.29	$ 31.89
22.0x	$ 39.76	$ 38.03	$ 36.39	$ 34.84	$ 33.37
23.0x	$ 41.52	$ 39.72	$ 38.01	$ 36.39	$ 34.85
24.0x	$ 43.29	$ 41.41	$ 39.62	$ 37.93	$ 36.33
25.0x	$ 45.06	$ 43.10	$ 41.24	$ 39.48	$ 37.81

Present Values Based on Price/Book Multiple in Year 5

Price/ Earnings Multiple	(Dollars Per Share) Discount Rate				
	11.0%	12.0%	13.0%	14.0%	15.0%
160 %	$ 35.34	$ 33.80	$ 32.35	$ 30.97	$ 29.66
180 %	$ 39.64	$ 37.92	$ 36.29	$ 34.74	$ 33.27
200 %	$ 43.95	$ 42.04	$ 40.23	$ 38.51	$ 36.88
220 %	$ 48.25	$ 46.15	$ 44.16	$ 42.28	$ 40.48
240 %	$ 52.56	$ 50.27	$ 48.10	$ 46.04	$ 44.09
260 %	$ 56.87	$ 54.39	$ 52.04	$ 49.81	$ 47.70

Pro Forma Merger Analysis. Feldman Financial performed a pro forma merger analysis that analyzed certain pro forma effects of the merger with Community Bankers assuming a simultaneous closing with TransCommunity. Using financial data as of September 30, 2007 for Community Bankers, BOE and TransCommunity, the respective management s earnings estimates for 2008 and an estimated cost savings of 5.0% of the combined expense base of BOE and TransCommunity, the Feldman Financial analysis showed that the merger would be accretive to Community Bankers earnings per share and accretive to Community Bankers book value per share on a pro forma basis in 2008. Feldman Financial indicated in its analysis that actual results achieved in the merger may vary significantly from the pro forma results.

In performing its analyses, Feldman Financial made numerous assumptions with respect to industry performance, general business and economic conditions and other matters, many of which are beyond the control of BOE, TransCommunity or Community Bankers. The analyses performed by Feldman Financial are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than suggested by such analyses. Such analyses were prepared solely as a part of Feldman Financial s evaluation of the fairness from a financial point of view of the merger consideration and were conducted in connection with the rendering of Feldman Financial s opinion. As described above, Feldman Financial s opinion and the information provided by Feldman Financial to the BOE board were among various factors taken into consideration by the BOE board in making its determination to approve the merger agreement. The merger consideration was determined through negotiations between BOE and Community Bankers, and was approved by the BOE board.

BOE s board of directors retained Feldman Financial to act as financial advisor to BOE in connection with the merger based upon Feldman Financial s experience and expertise and its familiarity with transactions similar to the acquisition. As part of its business, Feldman Financial is regularly engaged in the valuation of businesses and securities in connection with mergers and acquisitions, initial public offerings, private placements, and recapitalizations. Pursuant to a letter agreement signed November 16, 2007 by and between BOE and Feldman Financial, BOE has agreed to pay Feldman Financial a financial advisory fee of $150,000. To date, BOE has paid Feldman Financial a $10,000 retainer fee and $25,000 in connection with its issuance of the financial fairness opinion, and the balance of which is payable upon the closing of the merger. The letter agreement with Feldman Financial also provides that BOE will reimburse Feldman Financial for its reasonable out-of-pocket expenses incurred in connection with its engagement and indemnify Feldman Financial and any related parties against certain expenses and liabilities, which may include certain liabilities under securities laws. Prior to its engagement on November 16, 2007, Feldman had no prior professional relationship with BOE, Community Bankers or TransCommunity.

Merger Consideration

If you are a BOE stockholder, as a result of the merger, each share of BOE common stock you own immediately prior to the completion of the merger will be automatically converted into the right to receive 5.7278 shares of Community Bankers common stock (subject to possible adjustment, as further described below and cash instead of fractional shares.

As of the record date for the BOE special meeting, BOE had 1,213,044 shares of common stock issued and outstanding and 28,591 shares of common stock subject to options. Based on the exchange ratio of 5.7278, Community Bankers would issue approximately 6,948,073 shares of Community Bankers common stock in consideration of the merger, excluding shares subject to BOE options that are converted to options with respect to Community Bankers common stock. Accordingly, Community Bankers would have then issued and outstanding approximately 22,868,018 shares of Community Bankers common stock based on the number of shares of Community Bankers common stock issued and outstanding on the record date for Community Bankers special meeting and assuming that the merger with TransCommunity has been consummated. Based on the closing price of Community Bankers common stock of $7.49 on March 25, 2008, the total value of the consideration Community Bankers will pay in the merger to the stockholders of BOE is approximately $52.0 million.

In the event the average of the daily closing prices of Community Bankers common stock as reported on the American Stock Exchange for the 20 consecutive full trading days ending on the fifth day before the anticipated closing date of the merger is less than $7.42, the exchange ratio will be increased to equal the quotient obtained by dividing $42.50 by the average of the daily closing prices during those 20 consecutive full trading days, rounded to the nearest one-ten thousandth.

No assurance can be given that the current fair market value of Community Bankers common stock will be equivalent to the fair market value of Community Bankers common stock on the date that stock is received by a BOE stockholder or at any other time. The fair market value of Community Bankers common stock received by a BOE stockholder may be greater or less than the current fair market value of Community Bankers due to numerous market factors.

Fractional Shares

No fractional shares of Community Bankers common stock will be issued to any holder of BOE common stock in the merger. Each holder of shares of BOE common stock exchanged pursuant to the merger who would otherwise have been entitled to receive a fraction of a share of Community Bankers common stock (after taking into account all certificates delivered by such holder) shall receive, instead of such fraction of a share, cash (without interest) in an amount equal to such fractional part of a share of Community Bankers common stock multiplied by the market value of one share of Community Bankers common stock at the effective time of the merger. The market value of one share of Community Bankers common stock at the effective time of the merger will be the closing price on the American Stock Exchange (as reported by *The Wall Street Journal* or, if not reported thereby, any other authoritative source selected by Community Bankers) on the last trading day preceding the effective time of the merger.

Treatment of Options

Upon completion of the merger, each award, option, or other right to purchase or acquire shares of BOE common stock pursuant to stock options, stock appreciation rights, or stock awards granted by BOE under BOE s stock incentive plans, equity compensation plans and stock option plans, which are outstanding immediately prior to the merger, whether or not exercisable, will be converted into and become rights with respect to Community Bankers common stock, and Community Bankers will assume each right, in accordance with the terms of the relevant BOE stock plan and stock option agreement. Each of BOE s options has vested and is exercisable and will remain vested and exercisable upon completion of the merger with BOE. Community Bankers and BOE anticipate that the fair value of the old options and the fair value of the new options will be the same because the number of shares which are subject to exercise under the predecessor BOE stock options will be converted into a number of shares under the Community Bankers stock options based on the same conversion ratio used to convert BOE stock into Community Bankers stock pursuant to the merger.

Upon completion of the merger, each award, option, or other right to purchase or acquire shares of TransCommunity common stock pursuant to stock options, stock appreciation rights, or stock awards granted by TransCommunity under TransCommunity s stock incentive plans, equity compensation plans and stock option plans, which are outstanding immediately prior to the merger, whether or not exercisable, will be converted into and become rights with respect to Community Bankers common stock, and Community Bankers will assume each right, in accordance with the terms of the relevant TransCommunity stock plan and stock option agreement. Each of TransCommunity s stock options will vest and become immediately exercisable upon completion of the merger, as the merger constitutes a change in control under TransCommunity s stock plan. Community Bankers and TransCommunity anticipate that the fair value of the old options and the fair value of the new options will be the same because the number of shares which are subject to exercise under the predecessor TransCommunity stock options will be converted into a number of shares under the Community Bankers stock options based on the same conversion ratio used to convert TransCommunity stock into Community Bankers stock pursuant to the merger. Additionally, each outstanding share of TransCommunity restricted stock under any of TransCommunity s stock plans shall vest pursuant to its terms and shall be converted into and become rights with respect to Community Bankers common stock.

Exchange of Certificates

As soon as reasonably practicable after the effective time of the merger, Community Bankers will mail appropriate transmittal materials to each record holder of BOE common stock for use in effecting the surrender and cancellation of those certificates in exchange for Community Bankers common stock. Risk of loss and title to the certificates will remain with the holder until proper delivery of such certificates to Community Bankers by BOE s stockholders. **BOE s stockholders should not surrender their certificates for exchange until they receive a letter of transmittal and instructions from Community Bankers.** After the effective time of the merger, each holder of shares of BOE common stock issued and outstanding at the effective time must surrender the certificate or certificates representing their shares of BOE common stock to Community Bankers and will, as soon as reasonably practicable after surrender, receive the consideration they are entitled to under the merger agreement, together with all undelivered dividends or distributions in respect of such shares (without interest). Community Bankers will not be obligated to deliver the consideration to which any former holder of BOE common stock is entitled until the holder surrenders the certificate or certificates representing his or her shares for exchange. The certificate or certificates so surrendered must be duly endorsed as Community Bankers may require. Community Bankers will not be liable to a holder of BOE common stock for any property delivered in good faith to a public official pursuant to any applicable abandoned property law.

After the effective time of the merger (and prior to the surrender of certificates of BOE common stock to Community Bankers), record holders of certificates that represented outstanding BOE common stock immediately prior to the effective time of the merger will have no rights with respect to the certificates for BOE common stock other than the right to surrender the certificates and receive the merger consideration in exchange for the certificates.

In the event that any dividend or distribution, the record date for which is on or after the effective time of the merger, is declared by Community Bankers on Community Bankers common stock, no such dividend or other distributions will be delivered to the holder of a certificate representing shares of BOE common stock immediately prior to the effective time of the merger until such holder surrenders such certificate as set forth above.

In addition, holders of certificates that represent outstanding BOE common stock immediately prior to the effective time of the merger will be entitled to vote after the effective time of the merger at any meeting of Community Bankers stockholders the number of whole shares of Community Bankers common stock into which such shares have been converted, even if such holder has not surrendered such certificates for exchange as described above.

Community Bankers stockholders will not be required to exchange certificates representing their shares of Community Bankers common stock or otherwise take any action after the merger is completed.

Expected Tax Treatment as a Result of the Merger

Community Bankers and BOE have not and do not intend to seek a ruling from the Internal Revenue Service, or IRS, as to the federal income tax consequences of the merger. The following discussion describes the anticipated tax consequences of the merger, but does not address, among other matters:

- state, local, or foreign tax consequences of the merger;
- federal income tax consequences to BOE stockholders who are subject to special rules under the Internal Revenue Code, such as foreign persons, tax-exempt organizations, insurance companies, financial institutions, dealers in stocks and securities, and persons who hold their stock as part of a straddle or conversion transaction;
- federal income tax consequences affecting shares of BOE common stock acquired upon the exercise of stock options, stock purchase plan rights, or otherwise as compensation;
- the tax consequences to holders of options to acquire shares of BOE common stock; and
- the tax consequences to Community Bankers and BOE of any income and deferred gain recognized pursuant to Treasury Regulations issued under Section 1502 of the Internal Revenue Code.

Assuming that the merger is consummated in accordance with the merger agreement, it is anticipated that the following federal income tax consequences will occur:

- the merger will constitute a reorganization within the meaning of Section 368(a) of the Internal Revenue Code;
- no gain or loss will be recognized by Community Bankers or BOE as a result of the merger;
- no gain or loss will be recognized by the stockholders of BOE as a result of the exchange of all of the shares of BOE common stock that they own for Community Bankers common stock pursuant to the merger, except that gain or loss will be recognized on the receipt of any cash instead of a fractional share;
- the tax basis of Community Bankers common stock to be received by the BOE stockholders, who exchange all of their BOE common stock for Community Bankers common stock in the merger, will be the same as the tax basis of the BOE common stock surrendered in exchange therefore (reduced by any amount allocable to a fractional share interest for which cash is received);
- the holding period of the Community Bankers common stock to be received by BOE stockholders, who exchange all of their BOE common stock for Community Bankers common stock in the merger (and cash received instead of fractional shares of Community Bankers common stock), will include the holding period of the BOE common stock surrendered in exchange therefore, provided the BOE shares were held as a capital asset by the BOE stockholders on the date of the exchange; and
- the payment of cash to BOE stockholders instead of fractional share interests of Community Bankers common stock will be treated for federal income tax purposes as if the fractional shares were distributed as part of the exchange and then were redeemed by Community Bankers. These cash payments will be treated as having been received as distributions in full payment in exchange for the Community Bankers common stock

redeemed, as provided in Section 302 of the Internal Revenue Code.

The obligation of Community Bankers and BOE to complete the merger is conditioned on, among other things, receipt by Community Bankers of an opinion of Nelson Mullins Riley & Scarborough LLP and receipt by BOE of an opinion of LeClairRyan, A Professional Corporation, with respect to certain of the federal income tax consequences of the merger. The conditions relating to receipt of the tax opinion may be waived by both Community Bankers and BOE. Neither Community Bankers nor BOE currently intends to waive the conditions relating to the receipt of the tax opinion. If the conditions relating to the receipt of the tax opinion were waived and the material federal income tax consequences of the merger were substantially different from those described in this joint proxy statement/prospectus, Community Bankers and BOE would resolicit the approval of its stockholders prior to completing the merger.

Tax consequences of the merger may vary depending upon the particular circumstances of each BOE stockholder. Accordingly, BOE stockholders are urged to consult their own tax advisors as to the specific tax consequences to them of the merger, including the applicability and effect of state, local, and foreign tax laws.

Certain Benefits of Directors and Officers of Community Bankers and BOE

General. Some of the officers and directors of Community Bankers and BOE may be deemed to have interests in the merger in addition to their interests as stockholders of BOE generally. These interests include, among others, proposed employee benefits for those who become employees of Community Bankers or a Community Bankers subsidiary after the merger, proposed employment agreements with two of BOE s current executive officers and one of Community Bankers executive officers, the appointment of six current BOE directors to the board of directors of Community Bankers and the continuation of two directors of Community Bankers as directors of Community Bankers after the merger, the appointment of six directors designated by BOE and two directors designated by Community Bankers to the board of directors of the surviving bank and insurance coverage for BOE s directors and officers, as described below.

Employee Benefits. Following the merger Community Bankers will provide generally to officers and employees of BOE and Bank of Essex employee benefits under benefit and welfare plans, other than stock plans, on terms and conditions which when taken as a whole are comparable to or better than those then provided by BOE or Bank of Essex to similarly situated officers and employees. For purposes of participation, vesting and benefit accrual under Community Bankers employee benefit plans, service with BOE prior to the effective time of the merger will be treated as service with Community Bankers or its subsidiaries.

Director Retention Agreements. In connection with the merger, each of the current directors of BOE has entered into a retention agreement with Community Bankers.

Employment Agreements. Prior to the completion of the merger, Community Bankers will enter into employment agreements with each of George M. Longest, Jr. and Bruce E. Thomas. Mr. Longest will become president of the surviving corporation and, commencing on January 1, 2010, will also become chief executive officer of the surviving corporation. Mr. Thomas will become chief financial officer of the surviving corporation. The term of their employment agreements is for three years after the merger date. On each anniversary of the merger date, upon the review and approval of the board of directors, the terms of the agreements will be extended by an additional year unless the surviving corporation or the employee gives written notice at least 30 days prior to an anniversary date that no further extensions should occur. The employment agreements provide for the payment of two months salary if the employee dies. In the case of termination by the surviving corporation without cause or by the employee for good reason, the agreements require that the employee receive his base salary and certain health benefits for 24 months following the date of termination. The agreements also provide that within two years following a change in control, if employment is terminated by the surviving corporation without cause or by the employee for good reason within 120 days after the occurrence of good reason, the employee will be entitled to accrued obligations, a salary continuance benefit equal to 2.99 times the employee s final compensation and health care continuance. The employment agreements impose certain limitations on each employee, precluding the employee from soliciting the surviving corporation s or surviving bank s employees and customers and, without prior written consent of the surviving corporation, competing with the surviving corporation or the surviving bank by forming, serving as an organizer, director, officer or consultant to, or maintaining more than one percent passive investment in a depository financial institution or holding company if such entity has one or more offices or branches located within a 10-mile radius of the headquarters or any branch banking office of the surviving corporation or surviving bank. This limitation will be for a period of two years from the date on which the employee ceased to be an employee of the surviving corporation except that in the case of a termination without cause or for good reason following a change in control, the non-compete and customer solicitation restrictions will be in force for only one year.

Directors. Community Bankers has agreed to expand the board of directors to 14 members and appoint six directors selected by BOE to its board of directors as soon as practicable following the effective time of the merger. BOE will also nominate six directors and Community Bankers will nominate two directors to the board of the surviving bank following the merger. For more information, see The Merger Management and Operations After the Merger.

Indemnification and Insurance. For six years following the merger, Community Bankers will generally provide indemnification to the present directors and officers of BOE and Bank of Essex against all liabilities arising out of actions or omissions arising out of their service or services as directors and officers of BOE and Bank of Essex. In addition, Community Bankers has agreed to use its reasonable efforts to maintain in effect for a period of up to three years after the effective time of the merger BOE s current policy for directors and officers, provided that Community Bankers may (1) substitute policies of substantially the same coverage and amounts containing terms and conditions which are substantially no less advantageous as BOE s current policy for directors and officers or (2), with the consent of BOE prior to the effective time of the merger, substitute any other policy with respect to claims arising from facts or events which occurred prior to the effective time of the merger and covering persons covered by such insurance on the date of the merger agreement. Community Bankers has agreed to make premium payments in an amount not to exceed $114,480 during the three-year period. If the amount of premiums necessary to maintain directors and officers insurance coverage exceeds $114,480, Community Bankers will use its reasonable efforts to maintain the most advantageous policies of directors and officers liability insurance obtainable for a premium equal to $114,480 but is not obligated to maintain coverage to the extent the cost of such coverage exceeds that amount.

Stock Options. Certain of the directors and executive officers of BOE hold stock options granted to them under BOE s option plans. BOE has two stock option plans: the BOE Stock Incentive Plan for employees and the BOE Stock Option Plan for Outside Directors. Upon completion of the merger, each option to purchase or acquire shares of BOE common stock granted by BOE under BOE s stock option plans, which are outstanding immediately prior to the merger, whether or not exercisable, will be converted into and become rights with respect to Community Bankers common stock, and Community Bankers will assume each right, in accordance with the terms of the relevant BOE stock option plan and stock option agreement. The number of shares of Community Bankers common stock for which each option will be exercisable will be equal to the number of shares of BOE common stock for which such option was exercisable multiplied by the exchange ratio. The per share exercise price of Community Bankers common stock at which the option will be exercisable will be determined by dividing the exercise price per share of BOE common stock at which the option was exercisable by the exchange ratio and rounding up to the nearest cent.

At September 30, 2007, options to acquire 29,359 shares were outstanding, of which 29,359 were exercisable at that date.

The table below sets forth, as of January 28, 2008, information with respect to options under the various BOE stock option plans held by each of BOE s current directors and officers. All of the stock options are fully vested.

Name(1)	Number of Options Held
George M. Longest, Jr.	2,129
Bruce E. Thomas	831
K. Wayne Aylor	0
Terrell D. Vaughan	1,192
R. Tyler Bland, III	260
L. McCauley Chenault	470
Alexander F. Dillard, Jr.	520
George B. Elliott	470
Frances H. Ellis	380
Page Emerson Hughes, Jr.	150
Philip T. Minor	600
L. Edelyn Dawson	0

(1) The table sets forth the aggregate total number of options granted by BOE to the individuals listed. Each of the individuals received multiple option grants from BOE, at various exercise prices depending on the date of the grant. The exercise prices for the option grants range from $12.25 per share to $28.70 per share.

Management and Operations After the Merger

At the completion of the merger, the board of directors, executive officers and significant employees of Community Bankers will be as set forth below.

The board of directors will be comprised of 14 members, including six directors to be nominated by BOE, two directors nominated by Community Bankers, and six directors nominated by TransCommunity. Alexander F. Dillard, Jr. the current chairman of the board of BOE, would be chairman of the surviving corporation, with Troy A. Peery, Jr. the current chairman of the board of TransCommunity, and Gary A. Simanson, the current president and chief executive officer of Community Bankers, each serving as vice chairman. Chris A. Bagley and Keith Walz would resign as members of the board of directors of Community Bankers after consummation of the merger with BOE.

Following the merger with BOE, the president and chief executive officer of TransCommunity, Bruce B. Nolte, would become the chief executive officer of the surviving corporation through December 31, 2009. The president and chief executive officer of BOE, George M. Longest, Jr., would become the president of the surviving corporation and chief executive officer of the surviving bank and, commencing on January 1, 2010, would become president and chief executive officer of the surviving corporation and would remain the chief executive officer of the surviving bank. The current chief financial officer of BOE, Bruce E. Thomas, would become the chief financial officer of the surviving corporation and the surviving bank. The current chief financial officer of TransCommunity, Patrick J. Tewell, would become the chief accounting officer of the surviving bank. Gary A. Simanson would serve as chief strategic officer of the surviving corporation.

The following table sets forth the board of directors, executive officers and significant employees following the completion of the merger with BOE. The directors noted in the following table as TransCommunity directors, will be appointed to the Community Bankers board of directors upon completion of the merger with TransCommunity.

Name	**Age**	**Original Entity**	**Position**
Bruce B. Nolte	61	TransCommunity	Chief Executive Officer through December 31, 2009 and Director
George M. Longest, Jr.	47	BOE	President, Chief Executive Officer after December 31, 2009, Director
Bruce E. Thomas	44	BOE	Chief Financial Officer
Patrick J. Tewell	43	TransCommunity	Chief Accounting Officer
Gary A. Simanson	47	Community Bankers	Chief Strategic Officer and Vice Chairman
Alexander F. Dillard, Jr.	69	BOE	Chairman
Troy A. Peery, Jr.	61	TransCommunity	Vice Chairman
Richard F. Bozard	61	TransCommunity	Director
L. McCauley Chenault	56	BOE	Director
George B. Elliot	73	BOE	Director
Page Emerson Hughes, Jr.	64	BOE	Director
Christopher G. Miller	49	TransCommunity	Director
Philip T. Minor	73	BOE	Director
Eugene S. Putnam, Jr.	48	Community Bankers	Director
Robin Traywick Williams	57	TransCommunity	Director
Jack C. Zoeller	59	TransCommunity	Director

Mr. Simanson is currently president, chief executive officer and director of Community Bankers, and Mr. Putnam is currently a director of Community Bankers. For more information see Information About Community Bankers Acquisition Corp. Current Directors.

Messrs. Longest and Thomas are currently the chief executive officer and chief financial officer, respectively, of BOE. Messrs. Longest, Dillard, Chenault, Elliott, Hughes and Minor are currently directors of BOE. For more information see Information about BOE Directors and Executive Officers.

Certain information regarding TransCommunity s executive officers and directors who will become executive officers and directors of Community Bankers following the merger with TransCommunity is set forth below:

Name	Principal Occupation During Past Five Years
Bruce B. Nolte	Chief Executive Officer and President, TransCommunity since January 1, 2006; President, TransCommunity since May 1, 2001.
Patrick J. Tewell	Chief Financial Officer since March 12, 2007; Senior Financial/IT Auditor of the Federal Reserve Bank, Richmond, Virginia, from 2004 to 2007; Vice President and Controller, Hanover Bank, from 2002 to 2004; and Vice President and Controller, Commerce Bank, from 2000 to 2002.
Troy A. Peery, Jr.	Chairman of the Board of TransCommunity since January 1, 2006; President, Peery Enterprises (real estate development), Manakin-Sabot, Virginia, since October 1998.
Richard F. Bozard	Vice President and Treasurer, Owens & Minor, Inc. (medical and surgical supplies distributor), Mechanicsville, Virginia, since 1991; Senior Vice President and Treasurer of Owens & Minor Medical, Inc., a subsidiary of Owens & Minor, since 2004.
Robin Traywick Williams	Chairman, Virginia Racing Commission, Richmond, Virginia, from 1998 to 2003; Chief of Staff, Lieutenant Governor of Virginia, during 2001; Director, Bank of Goochland, N.A., Goochland, Virginia
Christopher G. Miller	Chief Financial Officer, Bio-Star Ventures (manager of biotechnology funds), InteliTap LLC, CodeBlue Solutions, LLC, and MileFile, LLC, since 2007. Chief Financial Officer, Star Scientific Inc. (tobacco company), Chester, Virginia, from 2000 to 2007; Chief Executive Officer, The Special Opportunities Group LLC (technology venture capital fund), since 1999.
Jack C. Zoeller	Visiting Research Professor, George Washington University, since 2005; President and Chief Executive Officer, AtlantiCare Risk Management Corp., Vienna, Virginia and Barbados, 1995 to 2005; President and Chief Executive Officer, North American Health & Life Insurance Co., since 1996.

Community Bankers believes that Messrs. Peery, Putnam, Bozard, Miller, Zoeller, Elliott, Hughes and Minor and Ms. Williams are independent as that term is defined under the rules of the American Stock Exchange and the rules and regulations of the SEC. After the consummation of the merger, the board of directors of Community Bankers will make a formal determination with respect to the independence of each of its directors.

Following the merger of TransCommunity Bank and Bank of Essex, the board of directors of the surviving bank will be comprised of fourteen directors: two nominated by Community Bankers, six nominated by TransCommunity and six nominated by BOE. George M. Longest, Jr. will become the chief executive officer of the surviving bank, Bruce E. Thomas will become the chief financial officer of the surviving bank, Patrick J. Tewell will become the chief accounting officer of the surviving bank and M. Andrew McLean, the current president of TransCommunity Bank, will become president of the surviving bank.

Conditions to Consummation

The obligations of Community Bankers and BOE to consummate the merger are subject to the satisfaction or waiver (to the extent permitted) of several conditions, including:

the holders of more than two-thirds of all votes entitled to be cast by the holders of BOE common stock must have approved the merger proposal and the holders of a majority of the outstanding shares of Community Bankers common stock entitled to vote at the special meeting must have approved the merger proposal;

the required regulatory approvals described under Regulatory Approvals must have been received, generally without any conditions or restrictions which would, in the reasonable judgment of the board of directors of Community Bankers or the board of directors of BOE, so materially adversely affect the economic or business benefits of the transactions contemplated by the merger agreement that, had the conditions or requirements been known, Community Bankers or BOE would not have entered into the merger agreement;

each party must have received all consents (other than those described in the preceding paragraph) required for consummation of the merger and for the prevention of a default under any contract or permit of such party which, if not obtained or made, is reasonably likely to have, individually or in the aggregate, a material adverse effect on such party, generally without any conditions or restrictions which would, in the reasonable judgment of the board of directors of Community Bankers or the board of directors of BOE, as applicable, so materially adversely affect the economic or business benefits of the transactions contemplated by the merger agreement that, had the conditions or requirements been known, Community Bankers or BOE would not have entered into the merger agreement;

no court or governmental authority may have taken any action which prohibits, restricts, or makes illegal the consummation of the transactions contemplated by the merger agreement;

the shares of Community Bankers common stock to be issued as consideration in the merger will have been approved for listing on the American Stock Exchange or the Nasdaq Global Market, subject to official notice of issuance;

the representations and warranties of Community Bankers and BOE in the merger agreement must be accurate, without any qualifications, subject to an exception generally for inaccuracies with an aggregate effect not reasonably likely to have a material adverse effect on the applicable party, and the other party must have performed in all material respects all of the agreements and covenants to be performed by it pursuant to the merger agreement, and must have delivered certificates confirming satisfaction of the foregoing requirements and certain other matters;

Community Bankers must have received from each affiliate of BOE an agreement stating, among other things, that he or she will comply with federal securities laws when transferring any shares of Community Bankers common stock received in the merger (see Resales of Community Bankers Common Stock);

each of the persons serving as directors of Community Bankers from and after the effective time of the merger will have executed and delivered to Community Bankers a retention agreement as described elsewhere in this proxy statement prospectus (see Certain Benefits of Directors and Officers of Community Bankers and BOE);

there must not have been since the date of the merger agreement any material changes in the members of the board of directors or management of BOE;

each party will have received certain legal opinions and tax opinions from its outside counsel and opinions as to the fairness from a financial point of view of the merger consideration; and

Community Bankers must have completed its merger with TransCommunity.

No assurances can be provided as to when or if all of the conditions precedent to the merger can or will be satisfied or waived by the appropriate party. As of the date of this joint proxy statement/prospectus, the parties know of no reason to believe that any of the conditions set forth above will not be satisfied.

The conditions to consummation of the merger may be waived, in whole or in part, to the extent permissible under applicable law and Community Bankers certificate of incorporation, by the party for whose benefit the condition has been imposed, without the approval of such party s stockholders.

Regulatory Approvals

Community Bankers and BOE have agreed to use their reasonable best efforts to obtain all regulatory approvals required to consummate the transactions contemplated by the merger agreement, which include approval from the Federal Reserve, as detailed below, and the Bureau of Financial Institutions of the Virginia

State Corporation Commission. The merger cannot proceed in the absence of these regulatory approvals. Although Community Bankers and BOE expect to obtain these required regulatory approvals, there can be no assurance as to if and when these regulatory approvals will be obtained.

The merger is subject to the prior approval of the Federal Reserve. Community Bankers filed an application with the Federal Reserve on January 25, 2008. In evaluating the merger, the Federal Reserve is required to consider, among other factors, the financial and managerial resources and future prospects of the institutions and the convenience and needs of the communities to be served. The Bank Holding Company Act of 1956, as amended, and Regulation Y promulgated thereunder, collectively, the BHCA, by the Federal Reserve prohibits the Federal Reserve from approving the merger if:

it would result in a monopoly or be in furtherance of any combination or conspiracy to monopolize or attempt to monopolize the business of banking in any part of the United States; or

its effect in any section of the country could be to substantially lessen competition or to tend to create a monopoly, or if it would result in a restraint of trade in any other manner, unless the Federal Reserve should find that any anti-competitive effects are outweighed clearly by the public interest and the probable effect of the merger in meeting the convenience and needs of the communities to be served.

The merger may not be consummated any earlier than the 15th day following the date of approval of the merger by the Federal Reserve, during which time the United States Department of Justice is afforded the opportunity to challenge the merger on antitrust grounds. The commencement of any antitrust action would stay the effectiveness of the approval of the Federal Reserve, unless a court of competent jurisdiction should specifically order otherwise.

The merger also is subject to the prior approval of the Bureau of Financial Institutions of the Virginia State Corporation Commission. Community Bankers also filed an application with the Bureau of Financial Institutions of the Virginia State Corporation Commission on January 25, 2008. In evaluating the merger, the Bureau of Financial Institutions of the Virginia State Corporation Commission will determine if:

the proposed acquisition would be detrimental to the safety and soundness of Community Bankers, BOE or Bank of Essex;

Community Bankers, its directors and officers, and any proposed new directors and officers of BOE or Bank of Essex are qualified by character, experience and financial responsibility to control and operate a Virginia financial institution;

the proposed acquisition would be prejudicial to the interests of the depositors, creditors, beneficiaries of fiduciary accounts or stockholders of the Community Bankers, BOE or Bank of Essex; and

the acquisition is in the public interest.

Other than as summarized above, we are not aware of any governmental approvals or actions that may be required for consummation of the merger. Should any other approval or action be required, we currently contemplate that we would seek such approval or action. To the extent that the above summary describes statutes and regulations, it is qualified in its entirety by reference to those particular statutes and regulations.

Representations and Warranties Made by Community Bankers and BOE in the Merger Agreement

Community Bankers and BOE have made certain customary representations and warranties to each other in the merger agreement. For information on these representations and warranties, please refer to the merger agreement attached as Appendix A.

Termination of the Merger Agreement

Notwithstanding the approval of the merger proposal by BOE s stockholders, we can mutually agree at any time to terminate the merger agreement before completing the merger.

Either BOE or Community Bankers can also terminate the merger agreement:

if the other party is in breach any of its representations, warranties, covenants or agreements under the merger agreement and fails to cure the violation and the breach relates to an inaccuracy that without considering any qualification in such representation, is likely to have a material adverse effect on the breaching party;

if required regulatory approval is denied by final nonappealable action of such regulatory authority or if any action taken by such authority is not appealed within the time limit for appeal;

if any law or order permanently restraining, enjoining, or otherwise prohibiting the consummation of the merger has become final and nonappealable;

if Community Bankers or BOE stockholder approval is not obtained;

if we do not complete the merger by June 30, 2008;

if a party s board of directors fails to reaffirm its approval upon the other party s request for such reaffirmation of the merger or if the party s board of directors resolves not to reaffirm the merger;

if a party s board of directors fails to include in this joint proxy statement/prospectus its recommendation, without modification or qualification, that the stockholders approve the merger or if the party s board of directors withdraws, qualifies, modifies, proposes publicly to withdraw, qualify, or modify, in a manner adverse to the other party, the recommendation that the stockholders approve the merger;

if a party s board of directors affirms, recommends, or authorizes entering into any acquisition transaction other than the merger or, within 10 business days after commencement of any tender or exchange offer for any shares of its common stock, the party s board of directors fails to recommend against acceptance of such tender or exchange offer or takes no position with respect to such tender or exchange offer; or

if a party s board of directors negotiates or authorizes the conduct of negotiations (and five business days have elapsed without such negotiations being discontinued) with a third party regarding an acquisition proposal other than the merger.

Either party can also terminate the merger agreement, provided that the party terminating is not in material breach of any representation, warranty, or covenant, or other agreement in the merger agreement, if prior to the adoption of the merger proposal by the stockholders, the other party s board of directors has (1) withdrawn or modified or changed its recommendation of approval of the merger agreement in a manner adverse to the terminating party in order to approve and permit the other party to accept a superior proposal and (2) determined, after consultation with, and the receipt of advice from outside legal counsel to the other party, that the failure to take such action as described in the preceding clause (1) would be likely to result in a breach of the board of directors fiduciary duties under applicable law, provided, however, that at least five business days prior to any such termination, the other party shall, and shall cause its advisors to, negotiate with the terminating party, if such party elects to do so, to make such adjustments in the terms and conditions of the merger agreement as would enable the other party to proceed with the merger on the adjusted terms.

Amendment and Waiver

To the extent permitted by law, Community Bankers and BOE, with the approval of their respective boards of directors, may amend the merger agreement by written agreement at any time without the approval of BOE stockholders or Community Bankers stockholders. However, after the approval of the merger proposal by BOE s stockholders, no amendment may reduce or modify the consideration to be received by BOE s stockholders.

Prior to or at the effective time of the merger, either BOE or Community Bankers may waive any default in the performance of any term of the merger agreement by the other party, may waive or extend the time for the fulfillment by the other party of any of its obligations under the merger agreement, and may waive any of the conditions precedent to the obligations of such party under the merger agreement, except any condition that, if not satisfied, would result in the violation of an applicable law.

Conduct of Business Pending the Merger

Under the merger agreement, each of Community Bankers and BOE has agreed, except as otherwise contemplated by the merger agreement or with the prior written consent of the other party, and to cause its subsidiaries to:

operate its business only in the usual, regular, and ordinary course;

use commercially reasonable efforts to preserve intact its business organization and assets and maintain its rights and franchises;

use commercially reasonable efforts to cause its representations and warranties to be correct at all times;

in the case of BOE only, use best efforts to provide all information requested by Community Bankers related to loans or other transactions made by BOE with a value equal to or exceeding $250,000;

in the case of BOE only, consult with Community Bankers prior to entering into or making any loans or other transactions with a value equal to or exceeding $500,000; and

take no action which would (1) adversely affect the ability of any party to obtain any consents required for the transactions contemplated by the merger agreement without imposition of a condition or restriction which, in the reasonable judgment of the board of directors of Community Bankers or the board of directors of BOE, would so materially adversely impact the economic or business benefits of the transactions contemplated by the merger agreement as to render inadvisable the consummation of the merger, or (2) materially adversely affect the ability of either party to perform its covenants and agreements under the merger agreement.

In addition, each of Community Bankers and BOE has agreed in the merger agreement not to take certain actions or agree or commit to take certain actions, or permit its subsidiaries to take or agree or commit to take certain actions pending consummation of the merger without the prior consent of the other party and except as otherwise expressly contemplated by the merger agreement. Such actions include, without limitation:

amending its certificate of incorporation, articles of incorporation, bylaws, or other governing corporate instruments, except that either party may restate its certificate of incorporation or articles of incorporation without amendment thereto and Community Bankers may amend its certificate of incorporation as contemplated by the merger agreement with TransCommunity;

in the case of BOE only, modifying Bank of Essex s lending policy;

incurring any obligation for borrowed money in excess of an aggregate of $100,000, except in the ordinary course of business consistent with past practices and that are prepayable without penalty, charge or other payment, or imposing or suffering the imposition of any lien on any asset or permit a lien to exist, with certain limited exceptions;

acquiring or exchanging (other than exchanges in the ordinary course under employee benefit plans) any shares, or securities convertible into any shares, of the capital stock of Community Bankers or BOE or any BOE subsidiary or declaring or paying any dividend or making any other distribution in respect of either party s common stock, provided that BOE may (to the extent legally and contractually permitted to do so) but will not be obligated to, declare and pay regular quarterly cash dividends on shares of BOE common stock at a rate not in excess of $0.22 per share with usual and regular record and payment dates in accordance with past practice;

subject to certain limited exceptions, issuing, selling, or pledging, encumbering, authorizing the issuance of, sell, pledge, encumber, or authorize the issuance of, or otherwise permit to become outstanding any additional shares of Community Bankers or BOE common stock, any capital stock of any of BOE s subsidiaries or any rights to acquire any such shares;

adjusting, splitting, combining or reclassifying any Community Bankers or BOE capital stock, or issuing or authorizing the issuance of any other securities in respect of, or in substitution for, shares of Community Bankers or BOE common stock, or selling, leasing, mortgaging or otherwise disposing of, in the case of BOE only, any shares of capital stock of any subsidiary, and, in the case of either Community Bankers or BOE, any asset, other than in the ordinary course for reasonable and adequate consideration;

purchasing any securities or making any material investments in any person or otherwise acquiring, or entering into any agreement to acquire, direct or indirect control over any person, except in the ordinary course of business consistent with past practice, subject to certain limited exceptions;

granting any bonus or increase in compensation or benefits to the employees, officers or directors of Community Bankers or BOE or any BOE subsidiary, except in the case of officers and employees, normal individual increases in compensation in the ordinary course of business consistent with past practice and for any bonuses earned pursuant to any incentive plan duly adopted, approved and existing on the date of the merger agreement;

committing or agreeing to pay any severance or termination pay, or any stay or other bonus to any Community Bankers or BOE director, officer or employee, as applicable;

entering into or amending any severance agreements with officers, employees, directors, independent contractors or agents of Community Bankers or BOE or any BOE subsidiary;

changing any fees or other compensation or other benefits to directors of BOE or any BOE subsidiary;

waiving any stock repurchase rights, accelerating, amending or changing the period of exercisability of any rights or restricted stock, as applicable, or in the case of BOE, repricing rights granted under its stock incentive plans, equity compensation plans and stock option plans or authorizing cash payments in exchange for any rights, or accelerating or vesting or committing or agreeing to accelerate or vest any amounts, benefits or rights payable by Community Bankers or BOE or any BOE subsidiary, except as permitted under the terms of the agreement evidencing such right;

except as contemplated by the merger agreement, entering into or amending (unless required by law) any employment contract that does not give Community Bankers, BOE or the BOE subsidiary the unconditional right to terminate the agreement following the effective time of the merger without liability other than for services already rendered;

except for Community Bankers adoption of TransCommunity s benefit plans as contemplated by the merger agreement with TransCommunity and subject to certain limited exceptions relating to requirements of law and maintaining tax qualified status, adopting any new employee benefit plan or terminating or withdrawing from or materially changing any existing employee benefit plans, welfare plans, insurance, stock or other plans, or making any distributions from such employee benefit or welfare plans, except as required by law, the terms of such plans or consistent with past practice;

making any change in any tax or accounting methods or systems of internal accounting controls, except, as may be appropriate and necessary to conform to changes in tax laws, regulatory accounting requirements or generally accepted accounting principles or file any amended tax return, enter into any closing agreement, settle any tax claim or assessment relating to Community Bankers or BOE or any BOE subsidiary, as applicable, surrender any right to claim a refund of taxes, consent to any extension or waiver of the limitation period applicable to any tax claim or assessment relating to Community Bankers or BOE and any BOE subsidiary, as applicable, or take any other similar action relating to the filing of any tax return or the payment of any tax;

commencing any litigation other than in accordance with past practice or settling any litigation for money damages or restrictions on the operations of Community Bankers or BOE or any BOE subsidiary;

entering into, modifying, amending, or terminating any material contract (including any loan contract respect to any extension of credit with an unpaid balance exceeding $500,000) or waiving, releasing, compromising or assigning any material rights or claims, or, in the case of BOE, making any adverse changes in the mix, rates, terms, or maturities of Bank of Essex s deposits and other liabilities, and including, in the case of Community Bankers, any material amendment to the merger agreement with TransCommunity and the waiver of any material obligation of TransCommunity or right of Community Bankers under such agreement; or

taking any action or failing to take any action that at the time of such action or inaction is reasonably likely to prevent, or would be reasonably likely to materially interfere with, the consummation of the merger.

In addition, the merger agreement provides that neither Community Bankers nor BOE nor any of their respective affiliates and representatives will solicit any acquisition proposal (generally, a tender offer or proposal for a merger, asset acquisition or other business combination which would compete with the merger). Community Bankers and BOE have also agreed not to and not to permit their respective affiliates and representatives to furnish any confidential information, negotiate, or enter into any contract, with respect to any acquisition proposal.

However, the merger agreement also provides that either party may furnish nonpublic information regarding itself and may enter into a confidentiality agreement or discussions or negotiations in response to a *bona fide* unsolicited written acquisition proposal if:

such party has not violated any of the restrictions against soliciting acquisition proposals;

its board of directors, in its good faith judgment believes (based on, among other things, the advice of its financial advisor) that such acquisition proposal constitutes a superior proposal;

its board of directors concludes in good faith, after consultation with and receipt of a written opinion from its outside legal counsel, that the failure to take such action would be inconsistent with its fiduciary duties, to its stockholders;

(1) at least five business days prior to furnishing any such nonpublic information to, or entering into discussions or negotiations, the party gives the other party written notice of such party s intention to furnish nonpublic information to, or enter into discussions or negotiations and the identity of such prospective purchaser, and (2) such party receives from such prospective purchaser an executed confidentiality agreement containing terms no less favorable to the disclosing party than the confidentiality terms of the merger agreement; and

contemporaneously with furnishing any such nonpublic information, such party furnishes such nonpublic information to the other party (to the extent such nonpublic information has not been previously furnished by such party).

In addition, each of Community Bankers and BOE have agreed to provide the other party with at least five business days prior written notice of a meeting of its board of directors at which meeting such board of directors is reasonably expected to resolve to recommend the acquisition proposal to its stockholders and together with such notice, a copy of the most recently proposed documentation or revisions relating to the acquisition proposal.

Notwithstanding these provisions, the merger agreement contemplates that Community Bankers may enter into additional merger agreements, subject to receiving the prior consent of TransCommunity and BOE.

Expenses and Termination Fees

The merger agreement provides that each party will be responsible for its own direct costs and expenses incurred in connection with the transactions contemplated by the merger agreement. In the case of BOE, these expenses will be paid at closing and prior to the effective time of the merger.

The merger agreement provides that if either party terminates the merger agreement because of a material breach of the merger agreement by the other party, a termination fee of $500,000 would be payable by the breaching party to the non-breaching party. Further, if either party terminates because the stockholders of the other party fail to approve the merger or if either party terminates because the transactions contemplated are not consummated by the June 30, 2008, and another acquisition transaction, involving a change in control, is announced and results in a definitive agreement or a consummated acquisition transaction with the terminating party within 12 months of termination, then the party entering into the definitive agreement or consummating the acquisition transaction will owe the other party a termination fee of $500,000.

If a party terminates the agreement due to a material breach of the other party or the failure of the other party to recommend the merger to its stockholders, the termination fee of $500,000 is payable upon termination. In the case of a termination involving a competing acquisition transaction, the termination fee of $500,000 is payable upon the earlier of the execution of a definitive agreement or the consummation of the transaction. In those cases where a competing acquisition transaction with a third party is consummated, an additional termination fee of $1,200,000 will also be payable upon consummation of the acquisition transaction.

Stock Ownership of Existing Community Bankers, TransCommunity and BOE Stockholders After the Merger

The table below outlines the effect of the various scenarios on the percentage of Community Bankers voting interests that existing Community Bankers, TransCommunity and BOE stockholders will own after the merger with BOE is completed, based on the number of shares of each of Community Bankers, TransCommunity and BOE issued and outstanding as of the date of their respective merger agreements. Depending on the scenario, Community Bankers stockholders will own from 36.93% to 57.13% of Community Bankers voting interests after the merger, TransCommunity stockholders will own 20.76% to 30.54% of Community Bankers voting interests after the merger and BOE stockholders will own from 22.11% to 32.53% of Community Bankers voting interests after the merger. The table assumes that none of the TransCommunity stockholders exercised appraisal rights in Community Bankers merger with TransCommunity and that Community Bankers existing stockholders continue to own the warrants to be exercised. The unit purchase option refers to the unit purchase option to purchase 525,000 units (each unit comprised of one share of common stock and one warrant to purchase one share of common stock) held by I-Bankers Securities, Inc., Maxim Group LLC and Legend Merchant Group, Inc., the representatives of the underwriters in Community Bankers initial public offering.

Percent Ownership				19.99% of Community Bankers Conversion Rights are Exercised	Community Bankers 7,500,000 Warrants are Exercised	525,000 Units Issuable Upon Exercise of the Unit Purchase Option are Exercised	The 525,000 Warrants Included in the Units Issuable Upon Exercise of the Unit Purchase Option are Exercised
Community Bankers	TransCommunity	BOE	Total				
57.13%	20.76%	22.11%	100.00%		X	X	X
56.40%	21.11%	22.49%	100.00%		X	X	
55.65%	21.48%	22.88%	100.00%		X		
54.98%	21.80%	23.22%	100.00%	X	X	X	X
54.17%	22.19%	23.64%	100.00%	X	X	X	
53.34%	22.59%	24.07%	100.00%	X	X		
43.66%	27.28%	29.06%	100.00%			X	X
42.40%	27.89%	29.71%	100.00%			X	
41.07%	28.53%	30.39%	100/00%				
39.89%	29.11%	31.00%	100.00%	X		X	X
38.44%	29.81%	31.75%	100.00%	X		X	
36.93%	30.54%	32.53%	100.00%	X			

X - denotes that event occurred

Resales of Community Bankers Common Stock

The issuance of the shares of Community Bankers common stock to be issued to BOE s stockholders in the merger has been registered under the Securities Act of 1933, or the Securities Act. These shares may be traded freely and without restriction by those stockholders not deemed to be affiliates of BOE or Community Bankers as that term is defined under the Securities Act. Any subsequent transfer of such shares, however, by any person who is an affiliate of BOE at the time the merger is submitted for a vote or consent of the stockholders of BOE will, under existing law, require either:

- the registration under the Securities Act of the subsequent transfer of the shares of Community Bankers common stock;
- compliance with Rule 145 promulgated under the Securities Act (permitting limited sales under certain circumstances); or
- the availability of another exemption from registration.

An affiliate of BOE, as defined by the rules promulgated pursuant to the Securities Act, is a person who directly, or indirectly through one or more intermediaries, controls, is controlled by, or is under common control with BOE. BOE has agreed that it will use its reasonable efforts to cause each person or entity that is an affiliate for purposes of complying with Rule 145 to enter into a written agreement relating to such restrictions on sale or other transfer.

Accounting Treatment

The merger will be accounted for using the purchase method of accounting, with Community Bankers being treated as the acquiring entity for accounting purposes. Under the purchase method of accounting, the assets and liabilities of Community Bankers will be adjusted to include the fair value of the assets and liabilities of BOE as of the effective time. Financial statements issued after consummation of an acquisition accounted for as a purchase would reflect such values and would not be restated retroactively to reflect the historical financial position or results of operations of the acquired company.

Appraisal Rights of BOE Stockholders

BOE stockholders do not have appraisal rights in connection with the merger under applicable Virginia law.

PROPOSAL TO AMEND THE CERTIFICATE OF INCORPORATION OF COMMUNITY BANKERS

At the annual meeting of stockholders on April 25, 2008, Community Bankers stockholders are being asked to adopt two amendments to the certificate of incorporation to be effected upon consummation of the merger with TransCommunity: an amendment to reset the terms of the classes of Community Bankers directors and an amendment to change the corporation s name to Community Bankers Trust Corporation. At the special meeting, Community Bankers is asking its stockholders to adopt an additional amendment to the certificate of incorporation. Unless Community Bankers and BOE agree otherwise, the merger will only be consummated if the stockholders of Community Bankers adopt an amendment to the certificate of incorporation. In addition, the amendment to the certificate of incorporation will only be effected in the event and at the time the merger with BOE is consummated. Assuming the amendment is adopted, the surviving corporation will file an amended and restated certificate of incorporation, substantially in the form attached as Appendix B.

Proposed Amendment

Community Bankers is proposing to amend the certificate of incorporation to adjust the terms of its three classes of directors. Community Bankers certificate of incorporation provides for a staggered board of directors with three classes of directors, with each class being elected at successive annual meetings following the closing of Community Bankers merger with TransCommunity. In order to comply with the requirements set forth in the merger agreement with BOE, Community Bankers is seeking approval for an amended Section F of Article SIXTH, in which each of the three classes of the staggered board of directors is elected as successive annual meetings. The directors in Class I shall be elected for a term expiring at the 2009 Annual Meeting of stockholders, the directors in Class II shall be elected for a term expiring at the 2010 Annual Meeting of stockholders, and the directors in Class III shall be elected for a term expiring at the 2011 Annual Meeting of stockholders. Commencing at the 2009 Annual Meeting of stockholders and at each annual meeting thereafter, directors elected to succeed those directors whose terms expire shall be elected for a term of office to expire at the third succeeding annual meeting of stockholders after their election.

Vote Required

Adoption of the amendment to the certificate of incorporation requires the affirmative vote of a majority of the shares of Community Bankers common stock entitled to vote at the special meeting. Abstaining from voting or not voting on this proposal (including broker non-votes), either in person or by proxy, will have the same effect as a vote against adoption of the amendment to the certificate of incorporation.

Board Recommendation

The Community Bankers Board of Directors recommends a vote FOR adoption of the amendment to the certificate of incorporation.

INFORMATION ABOUT COMMUNITY BANKERS ACQUISITION CORP.

General

Community Bankers is a blank check company organized under the laws of the State of Delaware on April 6, 2005. As a Targeted Acquisition Corporation^{sm} or TAC,^{sm} Community Bankers was formed to effect a merger, capital stock exchange, asset acquisition or other similar business combination with an operating business in the banking industry. Prior to executing the merger agreement with TransCommunity,

Community Bankers activities were limited to organizational matters, completing its initial public offering and seeking and evaluating possible business combination opportunities.

In addition to the merger with BOE, Community Bankers has entered into an agreement and plan of merger, dated as of September 5, 2007, with TransCommunity, a financial holding company based in Glen Allen, Virginia. The merger agreement by and between Community Bankers and TransCommunity provides for the merger of TransCommunity with and into Community Bankers. As a result of the merger, each share of TransCommunity common stock will be converted into 1.4200 shares of Community Bankers common stock, subject to adjustment as further described elsewhere in this joint proxy statement/prospectus. We anticipate that Community Bankers merger with TransCommunity will be consummated before Community Bankers merger with BOE.

On June 8, 2006, Community Bankers consummated its initial public offering of 7,500,000 units, which commenced trading on the American Stock Exchange under the symbol BTC.U. Each unit consisted of one share of common stock and one redeemable common stock purchase warrant. Each warrant entitles the holder to purchase from Community Bankers one share of Community Bankers common stock at an exercise price of $5.00 per share beginning upon the consummation of an initial business combination. As such the warrants will become exercisable upon the completion of the merger with TransCommunity. Community Bankers common stock and warrants started trading separately on the American Stock Exchange as of September 5, 2006, under the symbols BTC and BTC.WS, respectively.

Recent Developments

On February 15, 2008, Community Bankers announced its results of operations for the period from April 1, 2007 to December 31, 2007. For the period from April 1, 2007 until December 31, 2007, interest income on its trust fund investments, including interest allocable to shares subject to possible conversion, amounted to $1,933,962. This resulted in net income for the period from April 1, 2007 until December 31, 2007 of $1,105,034 or net income per share, basic and diluted, of $0.12 and $0.09, respectively. The aggregate amount of cash and United States treasury securities held in the trust fund as of December 31, 2007, was $58,452,512.

BALANCE SHEETS

	December 31, 2007 (Unaudited)	March 31, 2007 (Audited)
ASSETS		
Current assets:		
Cash	$ 162,154	$ 676,183
Cash and United States Treasury securities held in trust fund	58,452,512	58,118,729
Prepaid expenses	178,799	17,500
Deferred Acquisition Costs	647,487	
Total current assets	59,440,952	58,812,412
Total Assets	$ 59,440,952	$ 58,812,412
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities:		
Income taxes payable	$ 338,690	$ 806,000
Deferred payment to underwriter	2,100,000	2,100,000
Accrued expenses		9,185
Total Current Liabilities	2,438,690	2,915,185
Common stock, subject to conversion, 1,499,250 shares at conversion value	11,690,502	11,617,934
Commitments		
STOCKHOLDERS EQUITY		
Preferred stock, $0.01 par value		
Authorized 5,000,000 shares; none issued		
Common stock, $0.01 par value		
Authorized 50,000,000 shares issued and outstanding, 9,375,000 shares (which includes 1,499,250 shares subject to conversion)	93,750	93,750
Additional paid-in capital	42,988,876	43,061,444
Earnings accumulated during the development stage	2,229,134	1,124,099
Total Stockholders Equity	45,311,760	44,279,293
Total Liabilities and Stockholders Equity	$ 59,440,952	$ 58,812,412

STATEMENTS OF INCOME
(Unaudited)

	Nine Months Ended December 31, 2007	Year Ended March 31, 2007 (derived from the audited financial statements)	Cumulative Period from April 6, 2005 (inception) to December 31, 2007
Interest on cash and short-term investments held in trust	$ 1,944,395	$ 2,268,760	$ 4,213,155
Operating costs	263,142	338,661	601,803
Income before taxes	1,681,253	1,930,099	3,611,352
Provision for income taxes	576,218	806,000	1,382,218
Net income	$ 1,105,035	$ 1,124,099	2,229,134
Weighted average shares outstanding-basic	9,375,000	7,997,740	6,140,625
Weighted average shares outstanding-diluted	11,807,432	10,256,708	8,573,075
Net income per share-basic	$ 0.12	$ 0.14	$ 0.36
Net income per share-diluted	$ 0.09	$ 0.11	$ 0.26

Trust Account

The net proceeds from the sale of Community Bankers units were approximately $54,950,000. Of this amount, $54,350,000 of the net proceeds, plus $2,100,000 attributable to the underwriters discount that I-Bankers Securities, Inc., Maxim Group LLC and Legend Merchant Group, Inc., the representatives of the underwriters in Community Bankers initial public offering agreed to defer until Community Bankers consummated its initial business combination, was deposited in an interest-bearing trust account at JPMorgan Chase NY Bank maintained by Continental Stock Transfer & Trust Company, as trustee, pursuant to an agreement signed on June 8, 2006. Except for a portion of the interest earned on the Community Bankers trust account which may be released to Community Bankers, these proceeds will not be released until the earlier of the completion of the merger with TransCommunity or Community Bankers liquidation. The remaining $600,000 in net proceeds, together with any interest released to Community Bankers to cover operating expenses, were made available to be used by Community Bankers to provide for business, legal and accounting due diligence on prospective business combinations and continuing general and administrative expenses. Substantially all of the net proceeds not held in the trust account of Community Bankers initial public offering were intended to be used to acquire a target business, including identifying and evaluating prospective acquisition candidates, selecting the target business, and structuring, negotiating and consummating the business combination. Upon consummation of the merger with TransCommunity, the funds currently held in the trust account, less any amounts paid to stockholders who exercise their conversion rights and the deferred underwriting compensation, will be released to Community Bankers. Community Bankers intends to pay any additional expenses related to the mergers with TransCommunity and BOE and hold the remaining funds as capital at the holding company level pending use for general corporate and strategic purposes. Such purposes could include increasing the capital of Bank of Essex, future mergers and acquisitions, branch construction, asset purchases, payment of dividends, repurchases of shares of Community Bankers common stock and general corporate purposes. Until such capital is fully leveraged or deployed, Community Bankers may not be able to successfully deploy such capital and Community Bankers return on such equity could be negatively impacted.

Fair Market Value of Target Business

The initial target business or businesses Community Bankers acquires must have a collective fair market value equal to at least 80% of Community Bankers net assets at the time of the business combination (excluding the portion of the trust account attributable to the underwriters discount). The fair market value of such business or businesses is determined by Community Bankers board of directors based upon standards generally accepted by the financial community, such as actual and potential revenues, net income, assets, cash flow and book value. Community Bankers is not required to obtain an opinion from an investment banking firm as to the fair market value if Community Bankers board of directors independently determines that the target business has sufficient fair market value, but may do so.

As the merger with TransCommunity will be Community Bankers initial business combination, the fair market value of TransCommunity must meet the fair market value requirements described above. Based on the financial analyses undertaken or reviewed by Community Bankers board of directors generally in evaluating and approving the merger agreement by and between Community Bankers and TransCommunity, the board of directors determined that the merger with TransCommunity meets this requirement.

Stockholder Approval of Business Combination

As Community Bankers will be issuing shares of Community Bankers common stock in the merger with BOE totaling more than 20% of the outstanding shares of Community Bankers common stock immediately prior to the effective time of the merger, Delaware law requires that the Community Bankers stockholders adopt the merger agreement for the merger to be consummated. Delaware law requires that the holders of a majority of the outstanding shares of Community Bankers common stock entitled to vote at the special meeting adopt the merger agreement for the merger with BOE to be consummated.

In addition, Community Bankers certificate of incorporation requires that it submit the merger with TransCommunity to Community Bankers stockholders for approval, even if stockholder approval were not required under Delaware law. Further, as required by its certificate of incorporation, Community Bankers will proceed with the merger with TransCommunity only:

- if the holders of a majority of the outstanding shares of Community Bankers common stock issued in Community Bankers initial public offering and voted at the annual meeting vote in favor of the merger proposal; and

- the holders of less than 20% of the outstanding shares of Community Bankers stock issued in Community Bankers initial public offering vote against the business combination and exercise their conversion rights.

All of Community Bankers insiders, including all of Community Bankers officers, directors and initial stockholders, have agreed to vote the 1,875,000 shares of Community Bankers common stock acquired by them before Community Bankers initial public offering either for or against the merger with TransCommunity consistent with the majority of the votes cast by the holders of the shares of common stock issued in the initial public offering. This voting arrangement shall not apply to shares included in units purchased in Community Bankers initial public offering or purchased following Community Bankers initial public offering in the open market by any of Community Bankers initial stockholders, officers or directors. Accordingly, they may vote on the merger with TransCommunity with respect to shares of common stock acquired in or after the consummation of Community Bankers initial public offering any way they choose. Regarding the merger with BOE, the Community Bankers insiders may vote all of their shares any way they choose. All of Community Bankers directors and executive officers have indicated they will vote in favor of the merger and each of the other proposals to be considered at the special meeting.

Liquidation If the Merger with TransCommunity Does Not Close

If Community Bankers does not complete the merger with TransCommunity by June 7, 2008, Community Bankers certificate of incorporation (1) provides that Community Bankers corporate powers would automatically thereafter be limited to acts and activities relating to dissolving and winding up its affairs, including liquidation, and Community Bankers would not be able to engage in any other business activities and (2) requires that Community Bankers board of directors within 15 days adopt a resolution finding Community Bankers dissolution advisable and provide notice as soon as possible thereafter of a special meeting of stockholders to vote on Community Bankers dissolution. Pursuant to Delaware law, Community Bankers dissolution would require the affirmative vote of stockholders owning a majority of the then outstanding shares of Community Bankers common stock. Community Bankers would promptly prepare a proxy statement and notice of special meeting of stockholders in accordance with the requirements of Delaware law and the federal securities laws, which proxy statement would be required to be submitted to and reviewed by the SEC, and thereafter forward the proxy statement and notice of meeting to Community Bankers stockholders no less than 10 nor more than 60 days prior to Community Bankers special meeting of stockholders soliciting stockholder votes with respect to its dissolution. In the event that Community Bankers does not initially obtain approval for such dissolution by stockholders owning a majority of the then outstanding shares of Community Bankers common stock, Community Bankers would continue to take all reasonable actions to obtain such approval, which may include adjourning the meeting from time to time to allow Community Bankers to obtain the required vote and retaining a proxy solicitation firm to assist Community Bankers in obtaining such vote. Community Bankers insiders (including all of its directors, officers and initial stockholders) have agreed to vote all shares of Community Bankers common stock owned by them that were purchased prior to or issued in Community Bankers initial public offering in favor of such dissolution. However, there can be no assurance that Community Bankers stockholders would approve a dissolution in a timely manner or ever approve a dissolution. If Community Bankers is not able to obtain the approval from a majority of the then outstanding shares of Community Bankers common stock, Community Bankers would not be able to dissolve and liquidate and Community Bankers would not be able to distribute funds from its trust account to public stockholders and these funds would not be available for any other corporate purpose.

Community Bankers anticipates that any liquidation would occur pursuant to Section 281(b) of the DGCL and, in this event, its board of directors would be required under Section 281(b) of the DGCL to adopt, within a three year period, a plan of distribution pursuant to which Community Bankers would pay or make reasonable provision to pay all of Community Bankers existing claims and obligations, all contingent, conditional or unmatured contractual claims, claims subject of a pending suit, and claims that are likely to arise or become known within 10 years after its dissolution. Community Bankers plan of distribution will provide that Community Bankers will pay or reserve for such claims from its funds not held in trust. Community Bankers board of directors intends to adopt a plan of distribution and to distribute the funds held in trust and any of its remaining assets to public stockholders as promptly as practicable following Community Bankers dissolution. Until adoption of Community Bankers plan of distribution and distribution of the funds held in trust, which Community Bankers anticipates would be accomplished within six months following board approval of Community Bankers dissolution, the funds would remain in trust and held by the trustee in permitted investments.

Assuming Community Bankers dissolution were submitted to and approved by its stockholders in accordance with Delaware law, the holders of Community Bankers common stock issued in Community Bankers initial public offering would, in that event, be entitled to receive their proportionate share of the trust account (including any interest not released to Community Bankers, net of taxes, and the deferred underwriting discount). In addition, such holders would be entitled to receive a pro rata portion of Community Bankers remaining assets not held in trust, less amounts Community Bankers would pay, or reserve to pay, for all of Community Bankers liabilities and obligations. These liabilities and obligations include Community Bankers corporate expenses arising during Community Bankers remaining existence and the costs associated with its dissolution and liquidation. Community Bankers corporate expenses are expected to be primarily associated with preparation for and conduct of Community Bankers special meeting of stockholders and Community Bankers continuing public reporting obligations, including legal services, proxy soliciting firms, services of Community Bankers independent public accounting firm and legal fees it may incur in the event of disputes with any claimants or creditors. Gary A. Simanson, Community Bankers president and chief executive officer, and David Zalman, an initial stockholder, would be personally liable for ensuring that the trust account is not reduced by claims of Community Bankers vendors and service providers in the event of

Community Bankers dissolution and liquidation. Messrs. Simanson and Zalman will not be liable for and will not pay any termination fees that may be payable by Community Bankers to TransCommunity or BOE under the respective merger agreements. These termination fees may be as little as $500,000 or as much as $1,700,000 and if sufficient operating funds are unavailable, the termination fees will not be paid out of the trust account. To the extent funds reserved to pay liabilities or obligations are not subsequently used for such purpose, the funds would be available for distribution to Community Bankers public stockholders or for ongoing corporate expenses including costs of its liquidation during its remaining existence.

Community Bankers initial stockholders have waived their rights to participate in any distribution with respect to shares of common stock owned by them before Community Bankers initial public offering upon its liquidation prior to a business combination. In addition, the representatives of the underwriters in Community Bankers initial public offering have agreed to forfeit any rights to or claims against the portion of the trust account attributable to the contingent underwriting discount in the event Community Bankers does not timely complete a business combination and dissolve and distribute the funds held in the trust account upon its liquidation. There will be no distribution from the trust account with respect to Community Bankers warrants, which will expire without value in the event of Community Bankers liquidation.

Community Bankers currently estimates that if a liquidation were to occur by approximately September 30, 2008, there would be approximately $150,000 in Delaware franchise taxes and income taxes not waived by taxing authorities and for which Messrs. Simanson and Zalman have not agreed to indemnify Community Bankers. Thus, Community Bankers management believes that the total amount available for distribution upon liquidation to the holders of the 7,500,000 shares of common stock issued in Community Bankers initial public offering, including deferred underwriting discounts and accrued interest through September 30, 2008, would be approximately $57,995,000 or $7.73 per share.

Under the DGCL, stockholders may be held liable for claims by third parties against a corporation to the extent of distributions received by them in a dissolution. If a corporation, following its dissolution, complies with the statutory procedures set forth in Section 280 of the DGCL, intended to ensure that the corporation makes reasonable provision for all claims against it, any liability of stockholders with respect to a liquidating distribution is limited to the lesser of such stockholder s pro rata share of the claim or the amount distributed to the stockholder, and any liability of the stockholder would be barred after the third anniversary of the dissolution. The procedures in Section 280 include a 60-day notice period during which any third-party claims can be brought against the corporation, a 90-day period during which the corporation may reject any claims brought, and an additional 150-day waiting period before any liquidating distributions may be made to stockholders. However, it is Community Bankers intention to seek approval of its stockholders to make liquidating distributions to its public stockholders as soon as reasonably practicable following Community Bankers dissolution in accordance with Section 281(b) of the Delaware statute. Therefore, Community Bankers stockholders could potentially be liable for any claims to the extent of distributions received by them in a dissolution and any liability of Community Bankers stockholders may extend beyond the third anniversary of such dissolution.

In addition, the proceeds deposited in the trust account could become subject to the claims of Community Bankers creditors and Community Bankers could be required to pay its creditors prior to making any distributions to the holders of shares of Community Bankers common stock that were issued in the initial public offering. Community Bankers has prepaid certain of its material legal, printing, accounting, administrative and financial advisory fees and intends to prepay or to obtain waiver agreements from vendors and service providers it may engage in the future for any material amounts. Any such waiver agreements will provide that the applicable vendor or service provider waives any right, title, interest or claim of any kind in or to any monies held in the trust account for the benefit of Community Bankers and the holders of shares of Community Bankers common stock that were issued in the initial public offering. If any potential vendor or service provider objects to being prepaid or refuses to enter into a waiver agreement, Community Bankers will consider whether there is a suitable alternative provider, the expected aggregate contract amount and Community Bankers assessment of the potential risk to the trust account before engaging such person. However, because Community Bankers is a blank check company, rather than an operating company, and Community Bankers operations are limited to searching for prospective target businesses to acquire, the only likely claims to arise would be from Community Bankers vendors or service providers (such as accountants, lawyers or investment bankers) or potential target businesses. In addition, TransCommunity and BOE have agreed and Community Bankers will require any other target business to agree as part of any definitive acquisition agreement that it will not pursue any claim or enforce any right, title, interest or claim of any kind in or to any monies held in the trust account. As a result of these efforts coupled with Messrs. Simanson s and Zalman s agreement to be responsible to ensure that the proceeds in the trust account are not reduced by the claims of any vendor or service provider, management believes the claims that could be made against Community Bankers is significantly limited and the likelihood that any claim that would result in any liability extending to the trust is remote. However, there can be no guarantee that persons will not seek recourse against the trust account. Accordingly, Community Bankers cannot assure you that the actual per share liquidation price will not be less than $7.72 per share as of March 25, 2008, due to claims of creditors.

Competition

If Community Bankers succeeds in effecting the mergers with TransCommunity and BOE, there will be, in all likelihood, intense competition from competitors of the target business in the commercial banking industry and other financial service businesses. Community Bankers cannot assure you that, subsequent to the mergers, Community Bankers will have the resources or ability to compete effectively.

Employees

Community Bankers officers and directors are not obligated to contribute any specific number of hours to Community Bankers matters and devote only as much time as they deem necessary to its affairs. Community Bankers executive officers are also involved with business ventures other than Community Bankers. The amount of time they devote in any time period varies based on the availability of suitable target businesses to investigate although Mr. Simanson devotes the majority of his professional time to Community Bankers business. Community Bankers does not currently have and does not intend to have any full time employees prior to the consummation of the merger with TransCommunity. In the event the mergers with TransCommunity and BOE are consummated, Community Bankers will have an estimated 169 employees.

Properties

Community Bankers maintains its executive offices at 9912 Georgetown Pike, Suite D-203, Great Falls, Virginia 22066. The cost for this space is included in the $7,500 per-month fee Community Bankers Acquisition, LLC charges Community Bankers for general and administrative services pursuant to a letter agreement between Community Bankers and Community Bankers Acquisition, LLC. The $7,500 per month fee will no longer be payable following consummation of the merger with TransCommunity. We believe, based on rents and fees for similar services in the Great Falls, Virginia metropolitan area, that the fee charged by Community Bankers Acquisition, LLC is at least as favorable as Community Bankers could have obtained from an unaffiliated person. Community Bankers considers its current office space adequate for its current activities. In the event the merger with TransCommunity is consummated, Community Bankers executive offices will be in Glen Allen, Virginia.

Legal Proceedings

To the knowledge of management there is no litigation pending or contemplated against Community Bankers or any of Community Bankers officers or directors in their capacity as such.

Periodic Reporting and Financial Information

Community Bankers has registered its units, common stock and warrants under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and has reporting obligations, including the requirement that it file annual and quarterly reports with the SEC. In accordance with the requirements of the Exchange Act, Community Bankers has filed with the SEC an Annual Report on Form 10-K for its fiscal year ended March 31, 2007 and a Quarterly Report on Form 10-Q for its quarter ended September 30, 2007.

Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

As reported on a Current Report on Form 8-K filed May 18, 2007, Community Bankers advised Yount, Hyde & Barbour, P.C. on May 15, 2007, that the Audit Committee of Community Bankers board of directors had determined to engage Miller, Ellin & Company LLP on that date as Community Bankers independent registered public accounting firm to audit Community Bankers financial statements as of and for the fiscal year ended March 31, 2007, and to serve as Community Bankers independent registered public accounting firm for the fiscal year ending March 31, 2008. As reported on a Current Report on Form 8-K filed November 2, 2007, on October 29, 2007, Community Bankers board of directors acted in accordance with Community Bankers bylaws to change Community Bankers fiscal year to end on December 31, commencing with the fiscal year ending December 31, 2007. The reports of Yount, Hyde & Barbour, P.C. on Community Bankers consolidated financial statements as of and for the fiscal year ended March 31, 2006, did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principle. During the period from inception through the fiscal year ended March 31, 2006, and through May 15, 2007, there were no (1) disagreements with Yount, Hyde and Barbour, P.C. on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to Yount, Hyde and Barbour s satisfaction, would have caused Yount, Hyde and Barbour to make reference thereto in its report on the financial statements for such years, or (2) reportable events described under Item 304(a)(1)(v) of Regulation S-K.

Community Bankers Management s Discussion and Analysis of Financial Condition and Results of Operations for the Six Months Ended September 30, 2007

General

Community Bankers was incorporated on April 6, 2005, to serve as a vehicle to effect a merger, capital stock exchange, asset acquisition or other similar business combination with an operating commercial bank or bank holding company. Community Bankers first business combination or series of such transactions must have a fair market value of at least 80% of Community Bankers net assets (excluding the amount held in the trust account representing a portion of the underwriters discount) at the time of such transaction(s). Community Bankers consummated Community Bankers initial public offering on June 8, 2006. Community Bankers have neither engaged in any operations nor generated any revenues to date other than interest income. Community Bankers entire activity since inception has been to prepare for and consummate Community Bankers initial public offering and to identify and investigate targets for an initial business combination.

Until the announcement on September 6, 2007, that Community Bankers had entered into the agreement and plan of merger with TransCommunity, Community Bankers efforts had been primarily organizational, activities relating to Community Bankers offering and searching for and identifying targets for an initial business combination. Until the consummation of a business combination, Community Bankers expects interest earned on the offering proceeds held in trust to be Community Bankers primary source of income.

Community Bankers entered into the merger agreement with TransCommunity on September 5, 2007. The merger agreement sets forth the terms and conditions of Community Bankers acquisition of TransCommunity through the merger of TransCommunity with and into Community Bankers. TransCommunity Bank, a wholly owned subsidiary of TransCommunity, will become a wholly owned subsidiary of the surviving company in the merger.

Under the terms of the merger agreement with TransCommunity, Community Bankers will issue to the stockholders of TransCommunity, for each share of TransCommunity s common stock that they own, 1.4200 shares of Community

Bankers common stock, subject to adjustment as described below. If the daily average closing price for Community Bankers common stock for the 20 consecutive days of trading in such stock ending five days before the closing date is less than $7.42, Community Bankers will increase the exchange ratio to the quotient obtained by dividing $10.5364 by such daily average closing price.

In addition, at the effective time of the merger, each outstanding option to purchase shares of TransCommunity s common stock under any of TransCommunity s stock plans shall vest pursuant to its terms and shall be converted into an option to acquire the number of shares of Community Bankers common stock equal to the number of shares of common stock underlying the option multiplied by the exchange ratio. The exercise price of each option will be adjusted accordingly. Additionally, each outstanding share of TransCommunity restricted stock under any of TransCommunity s stock plans shall vest pursuant to its terms and shall be converted into and become rights with respect to Community Bankers common stock. Each share of TransCommunity restricted stock will be converted into 1.4200 shares of Community Bankers common stock.

Consummation of the merger with TransCommunity is subject to a number of customary conditions including the approval of the merger by the stockholders of each of TransCommunity and Community Bankers and the receipt of all required regulatory approvals. In addition, closing of the transaction is also conditioned on holders of fewer than 20% of the shares of Community Bankers common stock voting against the transaction and electing to convert their shares of Community Bankers common stock into cash. Pursuant to the agreement and plan of merger either party may terminate the agreement in the event the merger is not consummated by May 31, 2008.

Due to regulatory and stockholder approvals as well as the closing conditions associated with the transaction, Community Bankers cannot assure stockholders and investors that Community Bankers will consummate the merger in the allotted time. If Community Bankers does not effect the merger with TransCommunity by June 7, 2008, Community Bankers will be forced to dissolve and liquidate.

Community Bankers entered into the merger agreement with BOE on December 13, 2007. The merger agreement sets forth the terms and conditions of Community Bankers acquisition of BOE through the merger of BOE with and into Community Bankers. Bank of Essex, a wholly owned subsidiary of BOE, will become a wholly owned subsidiary of the surviving company in the merger.

Under the terms of the merger agreement with BOE, Community Bankers will issue to the stockholders of BOE, for each share of BOE s common stock that they own, 5.7278 shares of Community Bankers common stock, subject to adjustment as described below. If the daily average closing price for Community Bankers common stock for the 20 consecutive days of trading in such stock ending five days before the closing date is less than $7.42, Community Bankers will increase the exchange ratio to the quotient obtained by dividing $42.50 by such daily average closing price.

In addition, at the effective time of the merger, each outstanding option to purchase shares of BOE s common stock under any of BOE s stock plans shall vest pursuant to its terms and shall be converted into an option to acquire the number of shares of Community Bankers common stock equal to the number of shares of common stock underlying the option multiplied by the exchange ratio. The exercise price of each option will be adjusted accordingly.

Consummation of the merger with BOE is subject to a number of customary conditions including the approval of the merger by the stockholders of each of BOE and Community Bankers and the receipt of all required regulatory approvals. Pursuant to the agreement and plan of merger either party may terminate the agreement in the event the merger is not consummated by June 30, 2008.

Results of Operations for the Three Months Ended September 30, 2007. For the three months ended September 30, 2007, operating costs of $111,605 consisted primarily of $31,167 in legal and other professional fees, $26,813 for office and administrative services, $23,625 for amortization of prepaid insurance and $30,000 for travel and due diligence. Interest income on the trust fund investments, including interest allocable to shares subject to possible conversion, amounted to $712,368. This resulted in net income for the three months ended September 30, 2007 of $372,550, net of $228,338 of provision for income taxes.

Results of Operations for the Six Months Ended September 30, 2007. For the six months ended September 30, 2007, operating costs of $171,887 consisted primarily of $36,516 in legal and other professional fees, $55,871 for office and administrative services and $49,000 for amortization of prepaid insurance and $30,500 for travel and due diligence. Interest income on the trust fund investments, including interest allocable to shares subject to possible conversion, amounted to $1,418,538. This resulted in net income for the six months ended September 30, 2007 of $779,392, net of $477,691 of provision for income taxes.

Liquidity and Capital Resources. The net proceeds of Community Bankers initial public offering, after deducting the underwriters discount and initial public offering expenses, was $54,950,000. Of these net proceeds, $54,350,000 has been placed in a trust account at J.P. Morgan Chase Bank maintained by Continental Stock Transfer & Trust Company, New York, New York, as trustee, and invested in U.S. government securities together with an additional $2,100,000 of deferred underwriting compensation. The funds held in the trust account, other than the deferred underwriting compensation, may be used as consideration to pay the sellers of a target business with which Community Bankers ultimately completes a business combination. One-half of the interest earned on the trust account, net of taxes, will be retained in the trust account for distribution to public stockholders under certain circumstances. The remaining interest earned on the trust account, net of taxes, up to $1,129,000 may be released to us periodically to fund Community Bankers working capital requirements. Upon the consummation of a business combination, Community Bankers will pay the deferred underwriting compensation to the underwriters out of the proceeds of the initial public offering held in trust. Any amounts not paid as consideration to the sellers of the target business or to the underwriters as deferred underwriting fees may be used to finance the operations of the target business, pay expenses associated with the merger, make capital contributions, repurchase Community Bankers securities or to engage in subsequent acquisitions.

As of September 30, 2007, Community Bankers had cash not held in trust of $397,225, including interest released to us from the trust account. During the balance of 2007 and in 2008 until consummation of a business combination, Community Bankers will generate interest income on Community Bankers cash outside of the trust account which can also be used to pay part of Community Bankers costs and expenses. Community Bankers will be using the funds not held in trust together with interest released to us from the trust account from time to time for identifying and evaluating prospective acquisition candidates, performing business due diligence on prospective target businesses, traveling to and from the offices of prospective target businesses, reviewing corporate documents and material agreements of prospective target businesses, selecting the target business to acquire and structuring, negotiating and consummating the business combination. Community Bankers cash requirements are expected to change based on the timing, nature and outcome of Community Bankers intended business combination.

Community Bankers is obligated, commencing June 5, 2006, and ending upon the acquisition of a target business, to pay to Community Bankers Acquisition, LLC, an affiliate of one of Community Bankers directors and executive officers and a stockholder, a monthly fee of $7,500 for office space and general and administrative services. Community Bankers anticipates that Community Bankers will incur, in addition to the administrative fee to Community Bankers Acquisition LLC, expenses for legal, accounting and other expenses attendant to the structuring, negotiating and completing of Community Bankers initial business combination, due diligence of prospective target businesses, expenses in legal and accounting fees relating to bank regulatory compliance, SEC reporting obligations and internal controls and for general working capital that will be used for miscellaneous expenses and reserves, including director and officer liability insurance premiums. Community Bankers has prepaid $687,000 in expenses for professional fees, administrative services and insurance and believes that Community Bankers has sufficient capital to meet Community Bankers day-to-day operating expenses until consummation of Community Bankers initial business combination. However, Community Bankers may need to raise additional funds through a private offering or debt or equity securities if it is required to consummate a business combination that is presented to us. Community Bankers would only consummate such a fundraising simultaneously with the consummation of a business combination.

Quantitative and Qualitative Disclosures About Market Risk

Market risk is a broad term for the risk of economic loss due to adverse changes in the fair value of a financial instrument. These changes may be the result of various factors, including interest rates, foreign exchange rates, commodity prices and/or equity prices. Community Bankers exposure to market risk is limited to interest income sensitivity with respect to the funds placed in the trust account. However, the funds held in Community Bankers trust account have been invested only in U.S. government securities, defined as any Treasury Bill issued by the United States having a maturity of one hundred and eighty days or less or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act of 1940, so Community Bankers is not deemed to be an investment company under the Investment Company Act. Thus, Community Bankers is subject to market risk primarily through the effect of changes in interest rates on government securities. The effect of other changes, such as foreign exchange rates, commodity prices and/or equity prices, does not pose significant market risk to us.

Community Bankers Management s Discussion and Analysis of Financial Condition and Results of Operations for the Year Ended March 31, 2007 and the Period April 6, 2005 to March 31, 2006

The following discussion of Community Bankers financial condition and results of operations should be read in conjunction with Community Bankers financial statements included in this joint proxy statement/prospectus, the accuracy of which involves risks and uncertainties. Community Bankers actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including the risks faced by Community Bankers described in Risk Factors on page 20.

General

Community Bankers was incorporated on April 6, 2005, to serve as a vehicle to effect a merger, capital stock exchange, asset acquisition or other similar business combination with an operating commercial bank or bank holding company. Community Bankers first business combination or series of such transactions must have a fair market value of at least 80% of Community Bankers net assets (excluding the amount held in the trust account representing a portion of the underwriters discount) at the time of such transaction(s). Community Bankers consummated its initial public offering on June 8, 2006. Community Bankers neither engaged in any operations nor generated any revenues, other than interest income, nor incurred any debt or expenses during the period ended March 31, 2007, other than in connection with Community Bankers initial public offering, meeting Community Bankers regulatory reporting requirements including legal and accounting and certain legal and other expenses related to pursuing acquisitions of targets. Community Bankers entire activity since inception has been to prepare for and consummate our initial public offering and to identify and investigate targets for an initial business combination.

Community Bankers is not presently engaged in, and will not engage in, any substantive commercial business until it consummates the merger with TransCommunity or another business combination. Community Bankers intends to utilize cash derived from the proceeds of its initial public offering, its capital stock, debt or a combination of cash, capital stock and debt, in effecting the merger with TransCommunity or another business combination. If Community Bankers is unable to consummate the merger with TransCommunity by June 7, 2008, Community Bankers will be required to dissolve and liquidate.

Results of Operations for the Period April 6, 2005 (inception) to March 31, 2006

For the period ended March 31, 2006, Community Bankers had no operating costs or income.

Results of Operations for the Year Ended March 31, 2007

For the year ended March 31, 2007, operating costs of $338,661 consisted primarily of $117,222 in legal and professional fees, $75,000 for office and administrative services, $87,500 for amortization of prepaid insurance and $7,748 in travel expenses. Interest income on the trust account investments, including interest allocable to shares subject to possible conversion, amounted to $2,268,760. This resulted in net income for the year ended March 31, 2007 of $1,124,099.

Liquidity and Capital Resources

The net proceeds of Community Bankers initial public offering, after deducting the underwriters discount and offering expenses, was $54,950,000. Of these net proceeds, $54,350,000 was placed in a trust account at J.P. Morgan Chase Bank maintained by Continental Stock Transfer & Trust Company, New York, New York, as trustee, and invested in United States government securities together with an additional

$2,100,000 of deferred underwriting compensation. The funds held in the trust account, other than the deferred underwriting compensation, may be used as consideration to pay the sellers of a target business with which Community Bankers ultimately completes a business combination. One-half of the interest earned on the trust account, net of taxes, will be retained in the trust account for distribution to the holders of shares of Community Bankers common stock that was issued in the initial public offering under certain circumstances. The remaining interest earned on the trust account, net of taxes, up to $1,129,000 may be released to Community Bankers periodically to fund its working capital requirements. Upon the consummation of the merger with TransCommunity or another business combination, Community Bankers will pay the deferred underwriting compensation to the underwriters in its initial public offering out of the proceeds of its initial public offering held in trust. Any amounts not paid as consideration to the sellers of the target business or to the underwriters in Community Bankers initial public offering as deferred underwriting fees may be used to finance the operations of the target business or for subsequent acquisitions.

As of March 31, 2007, Community Bankers had cash not held in trust of $676,183, including $600,000 of interest released to Community Bankers from the trust account. In 2007, Community Bankers will generate interest income on its cash outside of the trust account which can also be used to pay part of its costs and expenses. Community Bankers uses the funds not held in trust together with interest released to Community Bankers from the trust account from time to time for identifying and evaluating prospective acquisition candidates, performing business due diligence on prospective target businesses, traveling to and from the offices of prospective target businesses, reviewing corporate documents and material agreements of prospective target businesses, selecting the target business to acquire and structuring, negotiating and consummating the business combination. Community Bankers cash requirements are expected to change based on the timing, nature and outcome of our intended business combination.

Off Balance Sheet Arrangements

As of March 31, 2007, Community Bankers did not have any off balance sheet arrangements.

Contractual Obligations

The following table shows the amounts due in connection with Community Bankers contractual obligations as of March 31, 2007.

	Payments Due by Period				
	Total	**Less Than 1 Year**	**1-3 Years**	**3-5 Years**	**More Than 5 Years**
Long-term contractual obligations (1)(2)	$ 105,000	$ 90,000	$ 15,000		

(1) Represents sums payable to Community Bankers Acquisition LLC, an affiliate of Community Bankers president and a stockholder, for office space, office and secretarial services commencing June 5, 2006 and continuing at $7,500 per month through the acquisition of a target business.

(2) Does not include $2,100,000 which the underwriters in Community Bankers initial public offering deposited in the trust account at JP Morgan Chase NY Bank maintained by Continental Stock Transfer & Trust Co., as trustee, and which fees will be deferred and paid to such underwriters only upon consummation of a business combination within 18 months after June 8, 2006 (or 24 months in the event a letter of intent, agreement in

principle or definitive agreement has been executed within 18 months after June 8, 2006 and the business combination has not yet been consummated within such 18 month period). In the event a business combination is not timely completed, such funds will be forfeited by such underwriters and available for distribution upon Community Bankers liquidation.

Quantitative and Qualitative Disclosures About Market Risk

Market risk is a broad term for the risk of economic loss due to adverse changes in the fair value of a financial instrument. These changes may be the result of various factors, including interest rates, foreign exchange rates, commodity prices and/or equity prices. Community Bankers exposure to market risk is limited to interest income sensitivity with respect to the funds placed in the trust account. However, the funds held in the Community Bankers trust account have been invested only in U.S. government securities, defined as any Treasury Bill issued by the United States having a maturity of 180 days or less or in money market funds meeting certain conditions under Rule 2a-7 promulgated under the Investment Company Act of 1940, so Community Bankers is not deemed to be an investment company under the Investment Company Act. Thus, Community Bankers is subject to market risk primarily through the effect of changes in interest rates on government securities. The effect of other changes, such as foreign exchange rates, commodity prices and/or equity prices, does not pose significant market risk to Community Bankers.

Current Directors

The Community Bankers board of directors includes the following incumbent directors.

Eugene S. Putnam, Jr. has served as chairman of the board of directors of Community Bankers since June 2005. Mr. Putnam has over twenty years of experience in the financial services industry. Mr. Putnam began his financial services career in Los Angeles in 1986 as an operations and corporate cash manager with First Interstate Bank of California. In 1988, Mr. Putnam joined Crestar Financial Corporation ($26 billion in assets) in Richmond, Virginia. At Crestar, Mr. Putnam was a senior vice president, serving in various capacities with responsibility for corporate finance, treasury, mergers and acquisition financing, capital planning, balance sheet management and investor relations. In 1998, SunTrust Banks Inc. ($103 billion in assets) acquired Crestar and Mr. Putnam joined SunTrust in Atlanta as senior vice president and director of investor relations and corporate communications. In 2001, Mr. Putnam was recruited to Houston and joined Sterling Bancshares Inc. ($3.5 billion in assets) as executive vice president and chief financial officer where he served until 2003. From August 2003 until June 2005 he served as president of Coastal Securities LP, a registered broker-dealer. From June 2005 until June 2007, he served as executive vice president and chief financial officer of Aegis Mortgage Corporation, formerly one of the largest mortgage production franchises in the U.S. which filed for bankruptcy protection in August 2007. Since January 2008 he has served as Interim Chief Financial Officer for Universal Technical Institute, Inc., a post-secondary education provider, through Resources Global Professionals. Mr. Putnam graduated from UCLA with a Bachelor of Science degree in economics and earned a MBA with a concentration in finance from The University of North Carolina at Chapel Hill. Mr. Putnam is 48 years old.

Gary A. Simanson has served as Community Bankers president, chief executive and financial officer, secretary and director since its inception in April 2005. Mr. Simanson has been managing director of First Capital Group, L.L.C., an investment banking advisory firm specializing in bank mergers and acquisitions, from March 1997 to the present. In such capacity, Mr. Simanson has both initiated and advised on bank merger and acquisition transactions around the country and has spoken nationally on bank mergers and acquisitions. In addition to serving as managing director of First Capital Group, Mr. Simanson also served as Senior Vice President concentrating in bank mergers and acquisitions and capital markets with FTN Financial Capital Markets, a wholly owned investment banking and financial services subsidiary of First Horizon National Corporation (NYSE: FHS) from 1998 to 1999. From 1992 to 1995, Mr. Simanson was an associate general counsel at Union Planters Corporation, then a NYSE-traded bank holding company (presently part of Regions Financial Corporation (NYSE: RF)), where his duties included the negotiation and preparation of all bank merger and acquisition transaction documents, due diligence, regulatory filings, registration statements and other securities filings and other bank regulatory matters. From 1989 to 1992 he was a practicing attorney, specializing in the securities, bank regulatory and bank merger and acquisition areas. Mr. Simanson received a Bachelor of Arts degree majoring in economics from George Washington University in 1981, writing his thesis on the Monetary Control Act of 1980; Masters of Business Administration majoring in finance from George Washington University in 1984; and a Juris Doctor from Vanderbilt University in 1989, writing his thesis on money laundering and the Bank Secrecy Act. Mr. Simanson is licensed to practice law in the states of New York, Tennessee and Colorado. Mr. Simanson is 47 years old.

Chris A. Bagley has been a director of Community Bankers since October 2007. Mr. Bagley has been chief credit officer with Prosperity Bank since 2001. From 1997 to 2001, Mr. Bagley served as banking center president at Prosperity Bank. Prosperity Bank is a bank subsidiary of Prosperity Bancshares, Inc. (Nasdaq:

PRSP) a $6 billion in asset bank holding company headquartered in Houston, Texas, which operates 105 banking centers in Texas under a community banking philosophy. Mr. Bagley received a Bachelor of Business Administration in finance from Stephen F. Austin State University and a Masters of Business Administration in finance from the University of Houston. Mr. Bagley is 46 years old.

Keith Walz has been a director of Community Bankers since April 2005. Mr. Walz is managing partner at Kinsale Capital Partners, a leveraged buy-out private equity investment firm, which he co-founded in January 2006. From March 1996 to January 2006, Mr. Walz served as president of ABN AMRO Capital (USA), a small business investment company (SBIC) subsidiary of the ABN AMRO Bank N.V. (NYSE:ABN) group of companies, an international banking group with 3,000 banks in 60 countries. During his tenure with the firm, Mr. Walz also served as a managing director in ABN AMRO s Global Private Equity division, a private equity firm with over $2 billion in invested capital. As a senior partner with the firm, Mr. Walz participated in the sourcing, evaluation, and monitoring of over 35 investments, representing $200 million of capital invested. Mr. Walz specializes in Enterprise Software and Network Infrastructure investments and has served on the board of directors of over a dozen companies in which ABN AMRO has invested. He has also held operating roles with ABN AMRO portfolio companies, including chairman and chief executive officer of Worldweb.net, a provider of content management solutions for enterprise web sites. Prior to joining ABN AMRO Capital, Mr. Walz was a vice president from 1991 to 1996 in ABN AMRO s Investment Banking division, responsible for financial reporting, analysis, and systems. From 1989 to 1991 he served as a finance associate with Tyson Foods, Inc., a processor and distributor of chicken, pork and other food products, where he focused on enhancing enterprise business processes and systems through the use of client/server computing technologies. He received a Masters of Business Administration from DePaul University and a Bachelor of Science degree in finance from the University of Arkansas. Mr. Walz is 40 years old.

Special Advisors

Community Bankers also may consult, from time to time, with certain individuals who have experience in the financial and/or banking sectors, who Community Bankers calls its special advisors, each of whom may also be a stockholder, who may assist Community Bankers in its search for, and evaluation of, its target business and other matters relating to its operations. However, no compensation of any kind, including finder s and consulting fees, other than reimbursement for any out-of-pocket expenses incurred in connection with activities on Community Bankers behalf, such as identifying potential target businesses and performing due diligence on suitable business combinations, will be paid to any of Community Bankers existing stockholders, including its special advisors, or any of their affiliates, for services rendered to Community Bankers prior to or in connection with the consummation of the business combination. Community Bankers special advisor is as follows:

David W. Spainhour has served as a special advisor to the board of directors since June 2005. He is Chairman Emeritus of Pacific Capital Bancorp, (Nasdaq: PCBC) which is the holding company for Pacific Capital Bank, a nationally chartered bank. With 48 branches and $7.0 billion in assets, Pacific Capital Bancorp is the largest independent banking company headquartered on the Central Coast of California and operates under the local brand names of Santa Barbara Bank & Trust, First Bank of San Luis Obispo, First National Bank of Central California, South Valley National Bank, San Benito Bank, and Pacific Capital Bank. Mr. Spainhour joined the bank in 1966 as controller, was named senior vice president in 1972, elected to the board of directors in 1974 and served as president and chief executive officer from 1989 until being named chairman of the board of directors of Santa Barbara Bank & Trust in 1996. He served as chairman of the board of directors of the holding company, Pacific Capital Bancorp, from April 2000 until his retirement in 2004. Prior to joining Santa Barbara Bank & Trust, he spent 12 years with the former Security Pacific National Bank in Los Angeles. Additionally, he serves on a variety of community boards and has received numerous honors and awards, including most recently the Santa Barbara News-Press Lifetime Achievement Award in 2000. He attended Glendale College, UCLA, the National School of Bank Investments, and the University of Southern California s Managerial Policy Institute. In 1970 he graduated from the Pacific Coast

Banking School, University of Washington, where he was named to the school s Hall of Fame in 1998 for his personal achievements and contributions to the financial services community.

Community Bankers may identify, from time to time, additional individuals to serve as special advisors if those individuals possess a level of experience within the financial or banking sectors that Community Bankers believes may be beneficial to it.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires Community Bankers executive officers and directors, and persons who own more than 10% of any publicly traded class of Community Bankers equity securities, to file reports of ownership and changes in ownership of equity securities of Community Bankers with the SEC and the American Stock Exchange. Officers, directors, and greater-than-10% stockholders are required by the SEC s regulations to furnish the Company with copies of all Section 16(a) forms that they file.

Based solely upon a review of Forms 3 and Forms 4 furnished to Community Bankers during the most recent fiscal year, and Forms 5 with respect to its most recent fiscal year, Community Bankers believes that all such forms required to be filed pursuant to Section 16(a) of the Exchange Act were timely filed, as necessary, by the officers, directors, and security holders required to file the same during the fiscal year ended March 31, 2007.

Board of Directors

The board of directors oversees the business affairs of Community Bankers and monitors the performance of management. Pursuant to Community Bankers bylaws, the board of directors has established that the board of directors shall consist of five members. Community Bankers board of directors is divided into three classes with only one class of directors being elected in each year and each class serving a three-year term. The term of office of the first class of directors, consisting of Messrs. Bagley and Walz, will expire at Community Bankers first special meeting of stockholders following completion of the initial public offering. The term of office of the second class of directors, consisting of Mr. Paperin until his resignation on March 18, 2008, will expire at the second special meeting following completion of the initial public offering. The term of office of the third class of directors, consisting of Mr. Simanson and Mr. Putnam, will expire at the third special meeting following completion of the initial public offering.

During the fiscal year ended March 31, 2007, Community Bankers board of directors acted through one meeting and through unanimous written consent. During 2007, all directors attended at least 75% of the meetings of Community Bankers board of directors and the committees on which they served except that Mr. Paperin did not attend one of the two meetings of the audit committee during that period.

Community Bankers board of directors has established policies regarding meetings and executive sessions. Under such policies, Community Bankers board of directors is to meet at least quarterly and the independent directors of Community Bankers board of directors shall meet in executive session without management on a regularly scheduled basis, but no less than once annually. Community Bankers board of directors encourages all current board of directors members to attend the special meeting of stockholders; *provided, however*, attendance shall not be required if personal circumstances affecting the board of directors member or director nominee make his or her attendance impracticable or inappropriate.

Committees of the Board of Directors

Community Bankers board of directors has an audit committee, a nominating committee and compensation committee, each consisting of Eugene S. Putman, Jr. and Keith Walz. Stewart J. Paperin was also a member of the audit committee, nominating committee and compensation committee until his resignation on March 18, 2008.

Audit Committee

Each of the directors Community Bankers appointed to its audit committee are independent as defined by the rules of the American Stock Exchange and the rules and regulations of the SEC. Each member of Community Bankers audit committee is financially literate under the current listing standards of the American

Stock Exchange, one of whom qualifies as an audit committee financial expert, as such term is defined by SEC rules.

The audit committee, in accordance with its charter, reviews the professional services and independence of Community Bankers independent registered public accounting firm and Community Bankers accounts, procedures and internal controls. The audit committee also recommends the firm selected to be Community Bankers independent registered public accounting firm, reviews and approves the scope of the annual audit, reviews and evaluates with the independent public accounting firm Community Bankers annual audit and annual consolidated financial statements, reviews with management the status of internal accounting controls, evaluates problem areas having a potential financial impact on Community Bankers that may be brought to the committee s attention by management, the independent registered public accounting firm or the board of directors, and evaluates all of Community Bankers public financial reporting documents. The audit committee also monitors compliance on a quarterly basis with the terms of Community Bankers initial public offering. If any noncompliance is identified, then the audit committee is charged with the responsibility to take immediately all action necessary to rectify such noncompliance or otherwise cause compliance with the terms of Community Bankers initial public offering. The audit committee held two meetings during the fiscal year ended March 31, 2007, and two meetings during the transition year April 1, 2007 to December 31, 2007.

Nominating Committee

Community Bankers board of directors has also established a nominating committee, consisting of Eugene S. Putnam, Jr. and Keith Walz, and has adopted a charter for this committee. The nominating committee is responsible for making recommendations to the board of directors regarding the membership of Community Bankers board of directors, including; (1) recommending to the board of directors the slate of director nominees for election at the special meeting of stockholders; (2) considering, recommending and recruiting candidates to fill any vacancies or new positions on the board of directors, including candidates that may be recommended by stockholders; (3) establishing criteria for selecting new directors; and (4) reviewing the backgrounds and qualifications of possible candidates for director positions. The nominating committee held one meeting during the transition year April 1, 2007 to December 31, 2007.

The nominating committee will evaluate a candidate proposed by any single stockholder or group of stockholders that beneficially owned more than 5% of Community Bankers common stock for at least one year (and will hold the required number of shares through the meeting of stockholders at which the election will occur) and that satisfies the notice, information and consent procedures set forth below.

Community Bankers bylaws require that all nominations for persons to be elected as a director, other than those made by the board of directors, be made pursuant to written notice to Community Bankers Secretary. The notice must be received not less than 60 nor more than 90 days prior to the meeting at which the election will take place (or not later than 10 days after notice or public disclosure of such meeting date if such disclosure occurs less than 70 days prior to the date of such meeting). The notice must set forth:

- as to each person whom the stockholder proposes to nominate for election or reelection as a director:
  - the name, age, business address and residence address of the person;
  - the principal occupation or employment of the person;
  - the class and number of shares of capital stock of the Corporation which are beneficially owned by the person; and

any other information relating to the person that is required to be disclosed in solicitations for proxies for election of directors pursuant to the Rules and Regulations of the Securities and Exchange Commission under Section 14 of Exchange Act; and

as to the stockholder giving the notice:

the name and record address of the stockholder; and the class and number of shares of capital stock of the Corporation which are beneficially owned by the stockholder.

No material changes have been made to the procedures by which stockholders may recommend nominees to Community Bankers board of directors.

Compensation Committee

Community Bankers board of directors has also established a compensation committee, consisting of Eugene S. Putnam, Jr. and Keith Walz, in order to comply with the American Stock Exchange corporate governance listing requirements. Community Bankers compensation committee does not currently have a charter, as management will receive no compensation until completion of a business combination and held no meetings during the fiscal year ended March 31, 2007, or the transition year April 1, 2007 to December 31, 2007.

Code of Conduct and Ethics

Community Bankers has adopted a Code of Conduct and Ethics that applies to all employees as well as its principal executive, financial and accounting officers. Community Bankers will provide a copy of its Code of Conduct and Ethics free of charge to any person who submits a written request to Gary A. Simanson, President and Chief Executive Officer, Community Bankers Acquisition Corp., 9912 Georgetown Pike, Suite D-203, Great Falls, Virginia 22066.

Communicating with the Board of Directors

Community Bankers board of directors has established a policy regarding stockholder communications. Communications from security holders should be in the form of written correspondence, and should be sent via registered mail or overnight delivery service to Community Bankers corporate office, care of the corporate secretary. The correspondence shall include supporting documentation evidencing the security holder s security holdings in Community Bankers. Community Bankers board of directors will not respond to or act upon any security holder correspondence that pertains to the solicitation of services or products (for use by Community Bankers or its board of directors) conducted by or obtained from the security holder or any entity with which the security holder has an affiliation. Security holders should follow the rules adopted under the Exchange Act and the procedures disclosed within the Community Bankers bylaws and proxy statement to submit stockholder proposals intended for inclusion in Community Bankers proxy statement for the next annual meeting of stockholders and should follow the procedures described within Community Bankers proxy statement or other Exchange Act filings to submit board of director nominations. See procedure for stockholder nominations set forth above.

Executive Compensation

No executive officer or director has received any cash compensation for services rendered. Commencing on June 5, 2006, through the acquisition of a target business, Community Bankers will pay Community Bankers Acquisition, LLC, an affiliate of Mr. Simanson, Community Bankers president and chief executive officer, and Mr. Zalman, a stockholder, a fee of $7,500 per month for providing Community Bankers with office space and certain office and secretarial services.

Other than this $7,500 per-month fee, no compensation of any kind, including finder s and consulting fees, will be paid to any of Community Bankers existing stockholders, or any of their respective affiliates, including First Capital Group, an entity owned by Mr. Simanson, for services rendered to Community Bankers with respect to the initial business combination. However, Community Bankers existing stockholders will be reimbursed for any out-of-pocket expenses incurred in connection with activities on Community Bankers behalf such as identifying potential target businesses and performing due diligence on suitable business combinations. Such individuals may be paid consulting, management or other fees from target businesses, either prior to or as a result of the business combination, with such amounts being fully disclosed to stockholders, to the extent then known, in the proxy materials furnished to the stockholders. There is no limit on the amount of these out-of-pocket expenses and there will be no review of the reasonableness of the expenses by anyone other than Community Bankers board of directors, which includes persons who may seek reimbursement, or a court of competent jurisdiction if such reimbursement is challenged.

Employment Agreements

Currently, Community Bankers does not have an employment agreement with Gary A. Simanson, its sole executive officer. Community Bankers expects to enter into employment agreements with each of Bruce B. Nolte, Patrick J. Tewell, Richard C. Stonbraker, M. Andrew McLean and Gary A. Simanson prior to the completion of the merger with TransCommunity. Upon completion of the proposed merger with BOE, Community Bankers also expects to enter into employment agreements with George M. Longest, Jr. and Bruce E. Thomas. For more information, see The Merger Certain Benefits of Directors and Officers of Community Bankers and BOE Employment Agreements.

Director Compensation

None of Community Bankers directors received compensation for their service to Community Bankers since inception through December 31, 2007, nor have there been any grants of stock based awards or stock options to directors. Compensation has not been determined for directors of the surviving corporation following the merger with TransCommunity or following the merger with BOE.

Indemnification Matters

Community Bankers certificate of incorporation provides for indemnification of agents including directors, officers and employees to the maximum extent allowed by Delaware law. Community Bankers certificate of incorporation requires indemnification of any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent if Community Bankers board of directors (or other committee or entity empowered to make such a determination) formally determines that he acted in good faith and in a manner reasonably deemed consistent with, or not opposed to, Community Bankers best interests. With respect to any criminal action or proceeding, Community Bankers board of directors (or other committee or entity empowered to make such a determination) must formally determine that he had no reasonable cause to believe his conduct was unlawful. In the case of any action, suit or proceeding by or in the right of Community Bankers, no indemnification shall be made if such person is determined to be liable to Community Bankers, unless and only to the extent that the court in which such proceeding was brought determines upon application that such person is fairly and reasonably entitled to indemnity. To the extent that a director, officer, employee or agent has prevailed in defense of any such action, suit or proceeding, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him. The indemnification provided by Community Bankers certificate of incorporation is not exclusive of any other rights to which those seeking indemnification may be entitled under any statute, bylaw, agreement, vote of uninvolved stockholders, directors or otherwise.

Community Bankers certificate of incorporation also provides that Community Bankers may purchase and maintain insurance covering its directors, officers, employees and agents against any liability asserted against any of them and incurred by any of them, whether or not Community Bankers would have the power to indemnify them against such liability under the provisions of Community Bankers certificate of incorporation and applicable Delaware law.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to Community Bankers directors, officers or controlling persons pursuant to the provisions described above, or otherwise, Community Bankers has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Community Bankers Related Party Transactions

Prior to the date of Community Bankers initial public offering, Community Bankers sold an aggregate of 1,875,000 shares of its common stock at a purchase price of $0.025 per share or an aggregate of $46,875 (sale transactions as to 1,850,000 of these shares occurred in April 2005 and as to the 25,000 shares beneficially issued to David Spainhour in June 2005) to the following holders of Community Bankers outstanding common stock:

Name	Number of Shares	Relationship to Us
Gary A. Simanson	575,000	President, Chief Executive and Financial Officer, Secretary and Director
Community Bankers Acquisition, LLC	575,000	Affiliate of Messrs. Simanson and Zalman
The David and Vicki Jo Zalman 2006 Children s Trust	475,000	Stockholder
Eugene S. Putnam, Jr. 2004 Irrevocable Trust	75,000	Chairman of the Board
Stewart J. Paperin	75,000	Former Director and Stockholder
Keith Walz	75,000	Director
David W. Spainhour and Carolyn E. Spainhour, Trustees of the Spainhour Family Trust U/A dated 8/22/97	25,000	Special advisor

All of the shares owned by Community Bankers initial stockholders are held in escrow by Continental Stock Transfer & Trust Company as escrow agent. These shares will be released from escrow on June 2, 2009, but only if the merger with TransCommunity or another business combination is completed on or before the deadlines contained in Community Bankers certificate of incorporation. The holders of the majority of these shares are entitled to make up to two demands that Community Bankers register these shares for resale pursuant to an agreement signed concurrently with the consummation of Community Bankers initial public offering. The holders of the majority of these shares are entitled to elect to exercise these registration rights at any time after the date on which these shares of common stock are released from escrow. In addition, these stockholders will have certain piggy-back registration rights on registration statements filed subsequent to the date on which these shares of common stock are released from escrow. Community Bankers will bear the expenses incurred in connection with the filing of any such registration statements.

In addition, Gary A. Simanson, president and chief executive officer of Community Bankers, and David Zalman, a stockholder, agreed as part of Community Bankers initial public offering, pursuant to an agreement with the representatives of the underwriters in the initial public offering, that they or their affiliates or designees, would purchase up to 1,000,000 warrants in the aggregate in open market transactions at market prices not to exceed $0.80 per warrant. Under this agreement, I-Bankers Securities, Inc., Maxim Group LLC and Legend Merchant Group, Inc., the representatives of the underwriters, also agreed to place an irrevocable order for the purchase by them, or their affiliates or designees, of up to 500,000 warrants in the aggregate under identical terms and conditions as the purchases by Mr. Simanson and Mr. Zalman. As a result of the agreement, Community Bankers Acquisition LLC, an affiliate of Mr. Simanson, acquired an aggregate of 349,724 warrants and the representatives of the underwriters acquired an aggregate of 300,000 warrants.

Community Bankers Acquisition, LLC, an affiliate of Mr. Simanson, Community Bankers president and chief executive officer, has agreed that, commencing on the effective date of Community Bankers initial public offering prospectus through the acquisition of a target business, it will make available to Community Bankers a small amount of office space and certain office and secretarial services, as Community Bankers may require from time to time. Community Bankers has agreed to pay Community Bankers Acquisition, LLC $7,500 per month for these services. An aggregate of $180,000, including a prepaid amount of $37,500, has been paid through December 31, 2007.

Community Bankers will reimburse its officers, directors and stockholders for any reasonable out-of-pocket business expenses incurred by them in connection with certain activities on Community

Bankers behalf such as identifying and investigating possible target businesses and business combinations. There is no limit on the amount of accountable out-of-pocket expenses reimbursable by Community Bankers, which will be reviewed only by Community Bankers board of directors or a court of competent jurisdiction if such reimbursement is challenged. As of the date of this joint proxy statement/prospectus, the out-of-pocket expenses currently owed by Community Bankers to its officers and directors is estimated to be less than $20,000.

Other than the $7,500 per month administrative fees and reimbursable out-of-pocket expenses payable to Community Bankers officers, directors and stockholders, no compensation or fees of any kind, including finders and consulting fees, will be paid to any of Community Bankers existing stockholders, officers or directors who owned Community Bankers common stock prior to Community Bankers initial public offering, or to any of their respective affiliates, including First Capital Group which is affiliated with Mr. Simanson, for services rendered to Community Bankers with respect to the initial business combination.

All ongoing and future material transactions between Community Bankers and any of its officers and directors or their respective affiliates will be on terms believed by Community Bankers to be no less favorable than are available from unaffiliated third parties and will require prior approval in each instance by a majority of the members of Community Bankers board of directors who do not have an interest in the transaction. In their consideration of each transaction, these members of the board of directors will be provided with access, should they so request and at Community Bankers expense, to Community Bankers attorneys or independent legal counsel selected by them. Moreover, Community Bankers shall endeavor to obtain and present to the directors considering such transaction estimates obtained from unaffiliated third parties for similar goods or services to ascertain whether such transaction is on terms that are no less favorable to Community Bankers than is otherwise available from such unaffiliated third parties. If a transaction with an affiliated third party is found to be on terms less favorable to Community Bankers than with an unaffiliated third party, Community Bankers will not engage in such transaction.

Principal Stockholders of Community Bankers

Beneficial Owners of at Least Five Percent of Community Bankers Common Stock

The following table shows, as of March 25, 2008, and to the best of Community Bankers knowledge, all beneficial owners of 5% or more of the voting securities of Community Bankers.

Name and Address of Beneficial Owner	Common Stock Beneficially Owned(1)	Percent of Class(1)
Daniel B. Zwirn Zwirn Holdings, LLC DBZ GP, LLC D.B. Zwirn and Co. L.P. D.B. Zwirn Spec. Opportunities Fund, Ltd. D.B. Zwirn Spec. Opportunities Fund, L.P. 745 Fifth Ave, 18th Floor New York, NY 10151	963,674(2)	10.28%
Baupost Group, L.L.C. SAK Corporation Seth A. Klarman 10 St. James Avenue, Suite 2000 Boston, MA 02116	927,400(3)	9.9%
HBK Investments LP HBK Services LLC HBK Partners II LP HBK Management LLC HBK Master Fund LP 300 Crescent Court, Ste 700 Dallas, TX 75201	926,600(4)	9.9%
Gary A. Simanson Community Bankers Acquisition LLC 9912 Georgetown Pike, Suite D-203 Great Falls, Virginia 22066	862,500(5)	9.2%
Andrew Weiss, PH.D. Weiss Capital, LLC Weiss Asset Management, LLC 29 Commonwealth Ave, 10th Floor Boston, MA 02116	815,585(6)	8.7%
Polar Securities, Inc. North Pole Capital Master Fund 372 Bay Street, 21st Floor Toronto, Ontario M5H 2W9, Canada	607,300(7)	6.5%
Azimuth Opportunity, LLC	539,990(8)	5.76%

c/o Wsmiths Finance Nemours Chambers P.O. Box 3170 Road Town, Tortola, British Virgin Islands		
The David and Vicki Jo Zalman 2006 Children s Trust c/o New ICM 220 Sam Biskin El Campo, TX 77437	475,000(9)	5.1%

(1) Unless otherwise noted in these footnotes, Community Bankers believes that all shares referenced in this table are owned of record by each person named as beneficial owner and that each person has sole voting and dispositive power with respect to the shares of common stock owned by each of them.

(2) Based on information derived from a jointly filed Form 4 filed on October 18, 2007, by such persons with the SEC. As of the date of the filing, D.B. Zwirn & Co., L.P.; DBZ GP, LLC; Zwirn Holdings, LLC; and Daniel B. Zwirn may each be deemed the beneficial owner of(1) 355,282 shares owned by D.B. Zwirn Special Opportunities Fund, L.P. and (2) 608,392 shares owned by D.B. Zwirn Special Opportunities Fund, Ltd. (the Funds). D.B. Zwirn & Co., L.P. is the manager of each of the Funds, and consequently has voting control and investment discretion over the shares held by each of the Funds. Daniel B. Zwirn is the managing member of and thereby controls Zwirn Holdings, LLC, which in turn is the managing member of and thereby controls DBZ GP, LLC, which in turn is the general partner of and thereby controls D.B. Zwirn & Co., L.P. In addition, each of D.B. Zwirn & Co., L.P.; DBZ GP, LLC; Zwirn Holdings, LLC; and Daniel B. Zwirn disclaims beneficial ownership of the shares held by the Funds. The business address of D.B. Zwirn Special Opportunities Fund, Ltd. is P.O. Box 896 GeorgeTown Harbour Centre, 2nd Floor Grand Cayman, Cayman Islands, British West Indies.

(3) Based on information derived from a Schedule 13G, dated February 13, 2007, filed by such entities with the SEC. Baupost Group, LLC (Baupost) is a registered investment adviser. SAK Corporation is the manager of Baupost and has sole voting and dispositive power with respect to the shares set forth above; however, Seth A. Klarman, as the sole director SAK Corporation and a controlling person of Baupost, may be deemed to have beneficial ownership under Section 13(d) of the securities beneficially owned by Baupost.

(4) Based on information derived from a Schedule 13G, dated February 4, 2008, filed by such entities with the SEC. Jamiel A. Akhtar, Richard L. Booth, David C. Haley, Lawrence H. Lebowitz and William E. Rose are each managing members of HBK Management, LLC and may be deemed to have control over such entities.

(5) Based on information derived from a Schedule 13G/A, dated January 7, 2008, filed by such entities with the SEC. As of the date of the filing, Gary A. Simanson beneficially owned 862,500 shares, including 287,500 shares held by Community Bankers Acquisition, LLC, of which Gary A. Simanson is the sole manager and has sole voting and dispositive power with respect to such shares.

(6) Based on information derived from a Schedule 13G, dated February 9, 2007, filed by such entities with the SEC. Andrew M. Weiss, Ph.D., as the managing member of Weiss Asset Management, LLC and managing member of Weiss Capital, LLC, may be deemed to have control over both entities. Mr. Weiss disclaims beneficial ownership of the shares reported above, except to the extent of his pecuniary interest.

(7) Based on information derived from a Schedule 13G, dated February 29, 2008, filed by such entities with the SEC. Polar Securities Inc. serves as investment manager to North Pole Capital Master Fund and a number of discretionary accounts with respect to which it has voting and discretionary authority over the shares reported here.

(8) Based on information derived from a Schedule 13G, dated September 20, 2007, filed with the SEC.

(9) Daniel Zalman, the trustee of the trust for which David Zalman s minor children are beneficiaries, exercises sole dispositive, voting and investment power for such shares based on information derived from a schedule 13G, filed with the SEC. David Zalman disclaims beneficial ownership of such shares. David Zalman was one of Community Bankers initial stockholders.

Security Ownership of Directors and Executive Officers

The following table sets forth information regarding the beneficial ownership of Community Bankers common stock as of the date hereof by:

each of Community Bankers executive officers and directors; and

all Community Bankers executive officers and directors as a group.

Unless otherwise indicated, Community Bankers believes that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them.

Name and Address of Beneficial Owner(1)	Amount and Nature of Beneficial Ownership	Approximate Percentage of Outstanding Common Stock
Gary A. Simanson	862,500(2)	9.2%
Eugene S. Putnam, Jr.	75,000(3)	*%
Keith Walz	75,000	*%
Chris Bagley	0	*%
All executive officers and directors as a group (4 individuals)	1,012,500	10.8%

* Less than 1%

(1) Unless otherwise noted in these footnotes, Community Bankers believes that all shares referenced in this table are owned of record by each person named as beneficial owner and that each person has sole voting and dispositive power with respect to the shares of common stock owned by each of them. Except as otherwise indicated, the business address of each of the following is c/o Community Bankers, 9912 Georgetown Pike, Ste. D203, Great Falls, Virginia 22066. All of Community Bankers officers and directors have agreed (1) to vote all of their respective shares of common stock beneficially owned by them and acquired prior to the initial public offering either for or against Community Bankers initial business combination as determined by the majority of the votes cast by the holders of the shares of Community Bankers common stock issued in Community Bankers initial public offering and (2) to vote all shares then beneficially owned by them in the event Community Bankers is unable to timely complete a business combination in favor of its dissolution and liquidation.

(2) Includes 575,000 shares held by Mr. Simanson and 287,500 shares held by Community Bankers Acquisition, LLC, of which Mr. Simanson is the sole manager and has sole voting and dispositive power with respect to such shares. Does not include an aggregate of 349,724 warrants held by Community Bankers Acquisition LLC, which are not exercisable.

(3) The shares are held by the Eugene S. Putnam, Jr. 2004 Irrevocable Trust, of which Mr. Putnam serves as the trustee and has sole voting and dispositive power.

INFORMATION ABOUT BOE FINANCIAL SERVICES OF VIRGINIA, INC.

General

BOE owns all of the stock of its sole direct subsidiary, Bank of Essex. BOE was incorporated under Virginia law in 2000 to become the holding company for the Bank of Essex. The headquarters of BOE is located in Tappahannock, Virginia.

Bank of Essex was established in 1926 and is headquartered in Tappahannock, Virginia. Bank of Essex operates eight full-service offices in Virginia, engages in a general commercial banking business and provides a wide range of financial services primarily to individuals and small businesses, including individual and commercial demand and time deposit accounts, commercial and consumer loans, travelers checks, safe deposit box facilities, investment services and fixed rate residential mortgages. Two offices are located in Tappahannock, one each in Manquin, Mechanicsville, West Point, Glen Allen, Burgess and Callao, Virginia, respectively.

Essex Services, Inc. is a wholly owned subsidiary of Bank of Essex and was formed to sell title insurance to Bank of Essex s mortgage loan customers. Essex Services, Inc. also offers insurance products through an ownership interest in Bankers Insurance, LLC and investment products through an affiliation with VBA Investments, LLC.

BOE recently constructed a new headquarters facility which is located at 1325 Tappahannock Boulevard, approximately one mile from its former Main Office at 323 Prince Street. Upon the opening of this office BOE simultaneously closed a branch bank located across the highway from the new headquarters and redesignated the current main office as a branch bank. The former main office also houses Bank of Essex s data processing department and loan processing center. BOE began operating from this new location and closed the branch bank on June 12, 2006.

BOE s expansion efforts have contributed to its growth and improved profitability. Total assets have increased from $115.5 million at the end of 1996 to $281.4 million at December 31, 2006. Net income has grown from $947,000 in 1996 to $3.1 million in 2006. Diluted earnings per share were $1.01 in 1996 versus $2.58 in 2006. BOE s return on assets was 0.85% in 1996 and 1.15% in 2006. Return on equity was 10.57% in 1996 and 11.47% in 2006.

Loan growth since BOE expanded into metropolitan Richmond has come principally from rate sensitive commercial loans which have served to mitigate BOE s interest rate risk. At the same time this growth in commercial loans has increased Bank of Essex s credit risk.

Recent Developments

On February 4, 2008, BOE announced its results of operations for the fourth quarter of 2007. Net income for the fourth quarter of 2007 was $596,000, a decrease of $317,000, or 34.7%, from net income of $913,000 for the same period in 2006. The decrease to net income for the fourth quarter of 2007 compared to the same period in 2006 was due to a December 2006 sale of a former branch banking facility. This nonrecurring item caused gain on sale of other properties to be $477,000 in the fourth quarter of 2006 compared to $0 for the same period in 2007. Additionally, there was an increase of $187,000 in noninterest expenses, from $2.209 million in the fourth quarter of 2006 to $2.396 million in the fourth quarter 2007. Offsetting these decreases to net income was an increase of 8.9%, or $209,000, in net interest income. Net interest income was $2.569 million for the fourth quarter 2007 compared to $2.360 million for the fourth quarter of 2006. Also, there was an increase of $55,000, or 11.5%, in noninterest income, from $479,000 in the fourth quarter of 2006, to $534,000 for the same period in 2007. Income tax expense declined 42.0%, or $84,000, from $200,000 in the fourth quarter of 2006 to $116,000 in the fourth quarter of 2007. Additionally, strong asset quality resulted in no additional expense in provision for loan losses for the fourth quarter of both years. On December 31, 2007 loans past due 90 days or more and accruing interest was $17,000 and loans not accruing interest totaled $96,000. For the year ending December 31, 2007 charged-off loans were $272,000 against recoveries of $461,000. Earnings per common share were $0.49 for the fourth quarter in 2007 compared to $0.75 for the same period in 2006.

For the year ended December 31, 2007, BOE reported net income of $2.608 million, compared to net income of $3.123 million for 2006, a decrease of $515,000, or 16.5%. This decrease in earnings was primarily the result of an increase of $876,000, or 11.1%, in noninterest expenses. Salaries was the largest component of this increase, $432,000, which increased primarily from the addition of staff that was hired and trained in 2007 to operate two new full service offices of Bank of Essex in Northumberland County, Virginia.

The year 2007 was the first full year of operations for BOE s corporate headquarters and branch banking facility that opened in June 2006, accounting for the majority of increases in occupancy expenses of $159,000. Gain on sale of other properties decreased $467,000 from 2006 to 2007 due to the sale of bank property referred to above. Additionally, legal and professional fees increased $236,000 in 2007 compared to 2006 as a result of BOE s due diligence process prior to announcing the merger agreement with Community Bankers. Offsetting these decreases to net income was an increase of $237,000, or 2.4%, in net interest income, from $9.762 million in 2006 to $9.999 million in 2007. Noninterest income increased $204, 000, or 11.4%, from $1.796 million in 2006 to $2.000 million in 2007. Also improving net income was a 95.2%, or $119,000, reduction in provision for loan losses and a 33.5%, or $292,000, decrease in income tax expense for 2007 compared to 2006. Earnings per common share were $2.15 for the full year 2007 compared to $2.58 for the same period in 2006. Average diluted shares outstanding increased by 5,143 during 2007.

Loans, net of allowance for loan losses, increased 12.6%, or $24.463 million, and were $218.954 million on December 31, 2007. Total deposits grew 5.9%, or $13.728 million, to end 2007 at $244.593 million.

Balance Sheet

	12/31/2007 (Unaudited)	12/31/2006	Percent Change
	(In thousands)		
ASSETS			
Cash and due from banks	$ 4,100	$ 5,520	(25.7)%
Federal funds sold			0.0%
Securities available for sale, at fair value	52,543	55,963	6.1%
Securities held to maturity (fair value approximately $3,010 in 2007 and $2,949 in 2006)	3,000	3,000	0.0%
Equity securities, restricted, at cost	1,761	1,553	13.4%
Loans, net of allowance for loan losses ($2,595 in 07 and $2,400 in 06)	218,954	194,491	12.6%
Bank premises and equipment, net	10,663	10,454	2.0%
Accrued interest receivable	1,514	1,363	11.1%
Intangible assets	398	524	(24.0)%
Other assets	9,498	8,510	11.6%
Total assets	$ 302,431	$ 281,378	7.5%
LIABILITIES			
Non-interest bearing deposits	$ 26,220	$ 27,809	(5.7)%
Interest bearing deposits	218,373	203,056	7.5%
Total deposits	244,593	230,865	5.9%
Federal funds purchased	3,152	3,207	(1.7)%
Federal Home Loan Bank advances	17,000	12,000	41.7%
Accrued interest payable	1,007	851	18.3%
Other liabilities	2,445	2,284	7.0%
Trust preferred capital notes	4,124	4,124	0.0%
Total liabilities	$ 272,321	$ 253,331	7.5%
STOCKHOLDERS EQUITY			
Common stock	6,061	6,041	0.3%
Surplus	5,576	5,477	1.8%
Retained earnings	18,874	17,256	9.4%
Accumulated other comprehensive income (loss)	(401)	(727)	(44.8)%
Total stockholders equity	$ 30,110	$ 28,047	7.4%
Total liabilities and stockholders equity	$ 302,431	$ 281,378	7.5%

BOE FINANCIAL SERVICES OF VIRGINIA, INC.

INCOME STATEMENT

	For the Quarter Ended 12/31/2007 (Unaudited)	For the Quarter Ended 12/31/2006	Percent Change
		(In thousands)	
Interest and fee income	$ 4,848	$ 4,386	10.5%
Interest expense	2,279	2,026	12.5%
Net interest income	$ 2,569	$ 2,360	8.9%
Provision for loan losses			0.0%
Net interest income after provision for loan losses	$ 2,569	$ 2,360	8.9%
Noninterest income	534	479	11.5%
Securities gain/(loss)	5	6	(16.7)%
Gain/(loss) other properties		477	(100.0)%
Noninterest expenses	2,396	2,209	8.5%
Income taxes	116	200	(42.0)%
Net income	$ 596	$ 913	(34.7)%
Earnings per share, fully diluted	$ 0.49	$ 0.75	(34.7)%

BOE FINANCIAL SERVICES OF VIRGINIA, INC.

INCOME STATEMENT

	For the Year Ended 12/31/2007 (Unaudited)	For the Year Ended 12/31/2006	Percent change
		(In thousands)	
Interest income	$ 18,694	$ 16,734	11.7%
Interest expense	8,695	6,972	24.7%
Net interest income	$ 9,999	$ 9,762	2.4%
Provision for loan losses	6	125	(95.2)%
Net interest income after provision for loan losses	$ 9,993	$ 9,637	3.7%
Noninterest income	2,000	1,796	11.4%

Securities gain/(loss)	(37)	(13)	184.6%
Gain/(loss) other properties		467	(100.0)%
Noninterest expenses	8,768	7,892	11.1%
Income taxes	580	872	(33.5)%
Net income	$ 2,608	$ 3,123	(16.5)%
Earnings per share, fully diluted	$ 2.15	$ 2.58	(16.7)%

Employees

At September 30, 2007, BOE had 96 full-time equivalent employees. None of its employees is represented by any collective bargaining unit. BOE considers relations with its employees to be excellent.

SEC Filings

BOE maintains an internet website at www.bankofessex.com. This website contains information relating to BOE and its business. Stockholders of BOE and the public may access BOE s periodic and current reports, including annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K, and any amendments to those reports, filed with or furnished to the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, through the Investors section of BOE s website. The reports are made available on this website as soon as practicable following the filing of the reports with the SEC. This information is free of charge and may be reviewed, downloaded and printed from the website at any time.

Market Area

BOE s eight offices serve a diverse market from the edge of the City of Richmond in Hanover and Henrico Counties to Tappahannock, Virginia on the Rappahannock River in Essex County and into the Northern Neck. From suburban Hanover and Henrico Counties, the market area is primarily rural along Route 360 through King William and King and Queen Counties into Essex County and two recently opened offices in Northumberland County in the Northern Neck of Virginia. BOE s management believes Route 360 is a developing growth corridor from Richmond to the east. Tappahannock is approximately 40 miles from downtown Richmond and about one hour from Fredericksburg. Through its Tappahannock branches, BOE also serves the central portions of the Middle Peninsula and the Northern Neck of Virginia. Through its West Point office, BOE serves portions of the Middle Peninsula of Virginia.

BOE made application in 2007 with the State Corporation Commission s Bureau of Financial Institutions and received approval to establish two branches in Northumberland County, Virginia. One location will be constructed in Callao and one in Burgess. Route 360 runs through Northumberland County, which is located in the Northern Neck of Virginia and has experienced significant growth in total deposits the last ten years as the area has evolved from an area dependent upon agricultural and industrial seafood production to a growing waterfront retirement community with associated service businesses. These two offices are currently open in temporary mobile banking units and construction of permanent facilities is expected to begin in mid-year 2008.

Competition

Within the Richmond, Middle Peninsula and Northern Neck areas, BOE operates in a highly competitive environment, competing for deposits and loans with commercial corporations, savings and loans and other financial institutions, including non-bank competitors, many of which possess substantially greater financial resources than those available to BOE. Many of these institutions have significantly higher lending limits than BOE. In addition, there can be no assurance that other financial institutions, with substantially greater resources than BOE, will not establish operations in BOE s service area. The financial services industry remains highly competitive and is constantly evolving.

In Essex County, BOE commands 38.7% of the deposits in the market, according to the most recently available survey of deposits by the FDIC (June 30, 2007). Serving King William County, the branches at Central Garage and West Point have experienced steady growth, reaching 21.5% of the deposits in the King William County market as of the June 30, 2007 FDIC survey of deposits, while competing with previously established branches. BOE s office located on Route 360 in eastern Hanover County had $37.7 million in total deposits on June 30, 2007. In Henrico County BOE s office located near Virginia Center Commons Mall has experienced strong growth while competing against other community banks and established offices of statewide banks in the vicinity. This office had $47.2 million in total deposits on June 30, 2007.

Factors such as rates offered on loan and deposit products, types of products offered, the number and location of branch offices, as well as the reputation of institutions in the market, affect competition for loans and deposits. BOE emphasizes customer service, establishing long-term relationships with its customers, thereby creating customer loyalty, and providing adequate product lines for individuals and small-to-medium size business customers.

BOE would not be materially or adversely impacted by the loss of a single customer. BOE is not dependent upon a single or a few customers.

Credit Policies

BOE follows written policies and procedures to enhance management of credit risk. The loan portfolio is managed under a specifically defined credit process. This process includes formulation of portfolio management strategy, guidelines for underwriting standards and risk assessment, procedures for ongoing identification and management of credit deterioration, and regular portfolio reviews to estimate loss exposure and ascertain compliance with BOE s policies. Lending authority is granted to individual lending officers with the current highest limit being $500,000 if secured by conforming real estate. A Loan Committee compromised of five loan officers can approve credits of up to $500,000. Approval of such credits requires a majority vote of the Loan Committee. The Executive Committee of the board of directors, meeting monthly, can approve loans up to Bank of Essex s legal lending limit. The board of directors meets monthly as well and it too may approve loans up to Bank of Essex s legal lending limit.

BOE s management generally requires that secured loans have a loan-to-value ratio of 85% or less. Management believes that when a borrower has significant equity in the assets securing the loan, the borrower is less likely to default on the outstanding loan balance.

A major element of credit risk management is diversification. BOE s objective is to maintain a diverse loan portfolio to minimize the impact of any single event or set of circumstances. Concentration parameters are based on factors of individual risk, policy constraints, economic conditions, collateral and product type.

Lending activities include a variety of consumer, real estate and commercial loans with a strong emphasis on serving the needs of customers within BOE s market territory. Consumer loans are made primarily on a secured basis in the form of installment obligations or personal lines of credit. The focus of real estate lending is single family residential mortgages, but also includes home improvement loans, construction lending and home equity lines of credit. Commercial lending is provided to businesses seeking credit for working capital, the purchase of equipment and facilities and commercial development.

Properties

The principal office of BOE and Bank of Essex is located at 1325 Tappahannock Boulevard, Tappahannock, Virginia 22560. Bank of Essex operated a branch in the Tappahannock Towne Center in Tappahannock from 1981-2006. In November 1988, Bank of Essex opened the King William office at Central Garage in King William County. The fourth facility, the East Hanover office, opened in August 1992, on Route 360 east of Mechanicsville in Hanover County. In February 1996, Bank of Essex opened its fifth office in West Point, Virginia in King William County. In June 1999, Bank of Essex opened its sixth office in Henrico County near Virginia Center Commons. This office houses other lines of business such as the commercial loan department and fixed rate mortgages. In June 1990, Bank of Essex purchased land in Tappahannock, Virginia. An additional adjoining parcel was purchased in 2004 and the Virginia State Corporation Commission Bureau of Financial Institutions approved the building of a new facility that houses executive offices of BOE as well as a branch office. When this new facility opened the Tappahannock Towne Center Office was closed and sold. The new facility was opened on June 12, 2006. Simultaneous to the opening of the new Main Office the Prince Street Office was redesignated from the Main Office to a branch. In November 2007, Bank of Essex opened its seventh office on Route 360 in Burgess, Virginia which is the lower end of Northumberland County. In January 2008, Bank of Essex opened its eighth office in Callao, Virginia, also located on Route 360 in the upper end of Northumberland County. Bank of Essex is currently operating in temporary facilities but has purchased sites in both locations and expects to be in permanent full-service facilities sometime in 2008. In October 2002 Bank of Essex purchased a small parcel of land adjoining the King William Office.

BOE or Bank of Essex owns all of its properties.

Legal Proceedings

In the course of its operations, BOE is party to various legal proceedings. Based upon information currently available, and after consultation with its general counsel, management believes that such legal proceedings, in the aggregate, will not have a material adverse effect on BOE s business, financial position or results of operations.

BOE Management s Discussion and Analysis of Financial Condition and Results of Operations for the Nine Months Ended September 30, 2007

General

BOE s financial statements are prepared in accordance with accounting principles generally accepted in the United States (GAAP). The financial information contained within BOE s statements is, to a significant extent, financial information that is based on measures of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained either when earning income, recognizing an expense, recovering an asset or relieving a liability. BOE uses historical loss factors as one factor in determining the inherent loss that may be present in its loan portfolio. Actual losses could differ significantly from the historical factors that BOE uses. In addition, GAAP itself may change from one previously acceptable method to another method. Although the economics of BOE s transactions would be the same, the timing of events that would impact its transactions could change.

Critical Accounting Policies

Allowance for Loan Losses. The allowance for loan losses is an estimate of the losses that may be sustained in BOE s loan portfolio. The allowance is based on two basic principles of accounting: (i) SFAS 5, *Accounting for Contingencies,* which requires that losses be accrued when they are probable of occurring and estimatable and (ii) SFAS 114, *Accounting by Creditors for Impairment of a Loan,* which requires that losses be accrued based on the differences between the value of collateral, present value of future cash flows or values that are observable in the secondary market and the loan balance. The use of these values is inherently subjective and BOE s actual losses could be greater or less than the estimates.

The allowance for loan losses is increased by charges to income and decreased by charge-offs (net of recoveries). Management s periodic evaluation of the adequacy of the allowance is based on past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower s ability to repay, the estimated value of any underlying collateral, and current economic conditions.

The following discussion is intended to assist readers in understanding and evaluating the financial condition and results of operations of BOE and Bank of Essex. This section should be read in conjunction with BOE s consolidated financial statements and accompanying notes included elsewhere in this report.

Overview

On September 30, 2007 BOE had total assets of $294.767 million, an increase of $13.389 million, or 4.76% from $281.378 million at December 31, 2006. Total assets at September 30, 2006 were $278.088 million. The September 30, 2007 total assets figure represents an increase of 6.00%, or $16.679 million over one year ago. Total loans amounted to $216.172 million on September 30, 2007, an increase of $19.281 million, or 9.79%, over December 31, 2006 total loans of $196.891 million. The September 30, 2007 figure represents an increase of

$26.452 million, or 13.94% over total loans of $189.720 million on September 30, 2006. BOE s available-for-sale securities portfolio decreased $6.581 million, or 11.76%, from $55.963 million at December 31, 2006 to $49.382 million at September 30, 2007.

Total available-for-sale securities were $53.937 million on September 30, 2006. BOE had federal funds sold of $966,000 on September 30, 2007, federal funds purchased of $3.207 million on December 31, 2006 and federal funds sold of $6.016 million on September 30, 2006.

BOE is required to account for the effect of market changes in the value of securities available-for-sale under SFAS 115. The market value of the September 30, 2007 securities available-for-sale portfolio was $49.382 million compared to a book value $49.548 million. At December 31, 2006 market value of the available-for-sale portfolio was $55.963 compared to a book value of $56.018 million. On September 30, 2006 the market value of the available-for-sale portfolio was $53.937 million with an associated book value of $54.118 million. The impact of the change in market value of available-for-sale securities, net of deferred income taxes, is reflected in the Statement of Changes in Stockholder s Equity under Accumulated Other Comprehensive Income (Loss).

Total deposits at September 30, 2007 were $240.990 million. This $10.125 million increase is 4.39% greater than total deposits of $230.865 million at December 31, 2006 and $8.899 million, or 3.83% greater than total deposits of $232.091 million at September 30, 2006.

Stockholders equity at September 30, 2007 was $29.348 million and represented 9.96% of total assets. Stockholders equity was $28.047 million, or 9.97% of total assets at December 31, 2006 and $28.101 million, or 10.11% of total assets at September 30, 2006.

Results of Operations

Net Income. Net income was $640,000 for the third quarter of 2007, or $0.53 per diluted share. This compares to net income of $706,000, or $0.58 per diluted share in the third quarter of 2006. The decrease in earnings in the third quarter of 2007 compared to 2006 was $66,000, or 9.35%.

The decrease in earnings was primarily attributable to a $284,000, or 14.57%, increase in noninterest expenses for the third quarter of 2007. Noninterest expenses were $2.233 million for the third quarter of 2007 compared to $1.949 million for the same period in 2006. Salaries were the largest component of this increase, up $140,000, or 16.93%, for the third quarter of 2007 compared to the same period in 2006. This increase in salaries was largely composed of adding additional banking staff to operate two new branches in Northumberland County, Virginia, both of which BOE anticipates opening in the fourth quarter of 2007.

Offsetting this decrease to net income for the quarter ended September 30, 2007 were an increase of $138,000, or 5.63%, to net interest income after provision for loan losses, an increase of $9,000 to total noninterest income and a decrease of $71,000, or 30.21%, to income tax expense.

For the nine months ended September 30, 2007, net income was $2.012 million, down 8.96%, or $198,000, from net income of $2.210 million for the same period in 2006. This represents a decrease in earnings per share, on a diluted basis of $0.17, or 9.29%, from $1.83 to $1.66. Noninterest expenses increased 12.21%, or $694,000, primarily due to a full year of expenses associated with BOE s new headquarters and branch banking facility that opened mid-year 2006 and from additional staffing and operating expense mentioned above in relation to entering new banking markets. Total noninterest expenses were $6.378 million through nine months of 2007 compared to $5.684 million for the same period in 2006.

Offsetting this decrease to net income was an increase of $28,000 to net interest income, an increase of $134,000 to total noninterest income, a decrease of $125,000 to provision for loan losses and a reduction of income tax expense of $209,000 for the nine month period ended September 30, 2007.

Net Interest Income. BOE s results of operations are significantly affected by its ability to manage effectively the interest rate sensitivity and maturity of its interest-earning assets and interest-bearing liabilities. At September 30, 2007, BOE s interest-earning assets exceeded its interest-bearing liabilities by approximately $35.463 million, compared with a $33.452 million excess one year ago. Net interest margins on a fully tax equivalent basis were 3.96%

through September 30, 2007 compared to 4.24% through September 30, 2006. The decrease in net interest margin was the result of an increase of 30 basis points in yield on total earning assets coupled with an increase of 59 basis points in the cost of total sources of funds. BOE s yield on average earning assets, on a fully tax equivalent and annualized basis, was 7.10% for the first nine months of 2007 compared to 6.80% for the first nine months of 2006. Total cost of funds was 3.15% for the first nine months of 2007 compared to 2.56% for the same period in 2006.

BOE s loan-to-deposit ratio was 87.53%, on average, through the first nine months of 2007 compared to 84.10% for the same period in 2006. On September 30, 2007, BOE s loan-to-deposit ratio was 89.70% compared to 85.28% on December 31, 2006 and 81.74% on September 30, 2006.

Provision for Loan Losses. BOE s provision for loan losses was $0 for the third quarter of 2007 and also in the third quarter of 2006. During the third quarter of 2007 BOE realized a recovery of $400,000 of a loan charged-off in 2002. This has bolstered BOE s allowance for loan losses. Allowance for loan losses was $2.672 million on September 30, 2007 compared to $2.400 million on December 31, 2006 and $2.366 million on September 30, 2006. This was 1.24%, 1.22% and 1.25% of total loans for September 30, 2007, December 31, 2006 and September 30, 2006, respectively.

For the third quarter of 2007 BOE had net recoveries of $309,000 represented by charged-off loans of $97,000 and recoveries of $406,000. For the nine months ended September 30, 2007 BOE had net recoveries of $268,000 represented by charged-off loans of $150,000 and recoveries of $418,000. This compares to net charged-off loans of $16,000 for the third quarter of 2006 and net charged-off loans of $8,000 for the first nine months of 2006.

Noninterest Income. Noninterest income was $446,000 in the third quarter of 2007 compared to $437,000 in the same period of 2006. This represents an increase of 2.06%, or $9,000. Service charges on deposit accounts were $284,000 in the third quarter of 2007 and $258,000 in the third quarter of 2006. This is an increase of 1.01%, or $26,000. Securities losses were $39,000 in the third quarter of 2007 and $0 for the same period in 2006. Other noninterest income increased 9.58% or $16,000, from $167,000 in the third quarter of 2006 to $183,000 in the third quarter of 2007.

For the nine month period ended September 30, 2007 noninterest income of $1,423,000 was an increase of $134,000, or 10.40%, from noninterest income of $1,289,000 for the first nine months of 2006. Service charges on deposit accounts were $797,000 for the period compared to $779,000 in 2006. This is an increase of 2.31%, or $18,000. Other income increased $153,000, or 30.97% and was $647,000 for the first nine months of 2007 compared to $494,000 for the same period in 2006.

Noninterest Expenses. Noninterest expenses were $2.233 million and increased $284,000, or 14.57%, in the third quarter of 2007 compared to 2006. Salaries increased, $140,000, from $827,000 in the third quarter of 2006 to $967,000 in the third quarter of 2007. Other operating expenses increased $80,000, or 23.23%, in the third quarter of 2007 and were $426,000 compared to $346,000 for the same period in 2006. Employee benefits and postage expenses each increased $19,000 and data processing expenses as well as stationery and printing expenses increased $16,000 each for the third quarter of 2007 compared to the same period in 2006.

For the nine month period ended September 30, 2007 noninterest expenses were $6.378 million, a $694,000, or 12.21%, increase over noninterest expenses of $5.684 million for the first nine months of 2006. Salaries increased $309,000, or 12.83%, and were $2.717 million for the first nine months of 2007 compared to $2.408 million for the same period in 2006. Other operating expenses increased $161,000, or 15.22%, and were $1.219 million for the nine months ended September 30, 2007 compared to $1.058 million for the same period in 2006. Additional noninterest expense increases for the nine month period ended September 30, 2007 compared to the same period in 2006 were an $87,000 increase in employee benefits and costs, a $64,000 increase in occupancy expenses, an increase of $38,000 increase in data processing expenses a $15,000 increase in stationery and printing costs, a $10,000 increase in furniture and equipment related expenses and a $5,000 increase in both postage expenses and Bank of Essex franchise tax expense.

Income Taxes. Income tax expense was $164,000 in the third quarter of 2007. This represents a decrease of $71,000 compared to $235,000 of income tax expense in the third quarter of 2006. Income tax expense for the nine month period ended September 30, 2007 was $463,000 compared to $672,000 for the same period in 2006. This represents a decrease of $209,000 and is primarily the result of a lower effective tax rate due to the addition of $5.500 million in Bank Owned Life Insurance and tax exempt municipal income.

Asset Quality. BOE s allowance for loan losses totaled $2.672 million on September 30, 2007, or 1.24% of total loans. On December 31, 2006, the allowance for loan losses totaled $2.400 million and was 1.22% of total loans. On September 30, 2006, the allowance for credit losses was $2.366 million and was 1.25% of total loans.

On September 30, 2007, BOE had nonaccruing assets of $206,000 compared to $34,000 on September 30, 2006. Loans past due and still accruing interest totaled $13,000 on September 30, 2007 compared to $78,000 on September 30, 2006.

Capital Requirements. The determination of capital adequacy depends upon a number of factors, such as asset quality, liquidity, earnings, growth trends and economic conditions. BOE seeks to maintain a strong capital base to support its growth and expansion plans, provide stability to current operations and promote public confidence in BOE.

The federal banking regulators have defined three tests for assessing the capital strength and adequacy of banks, based on two definitions of capital. Tier 1 Capital is defined as a combination of common and qualifying preferred stockholders equity less goodwill. Tier 2 Capital is defined as qualifying subordinated debt and a portion of the allowance for loan losses. Total Capital is defined as Tier 1 Capital plus Tier 2 Capital.

Three risk-based capital ratios are computed using the above capital definitions, total assets and risk-weighted assets and are measured against regulatory minimums to ascertain adequacy. All assets and off-balance sheet risk items are grouped into categories according to degree of risk and assigned a risk-weighting and the resulting total is risk-weighted assets. Tier 1 Risk-based Capital is Tier 1 Capital divided by risk-weighted assets. Total Risk-based Capital is Total Capital divided by risk-weighted assets. The Leverage ratio is Tier 1 Capital divided by total average assets.

BOE s ratio of Total Capital to risk-weighted assets was 15.92% on September 30, 2007 compared to 14.45% on September 30, 2006. Its ratio of Tier 1 Capital to risk-weighted assets was 14.85% on September 30, 2007 and 13.49% on September 30, 2006. BOE s leverage ratio (Tier I Capital to average adjusted total assets) was 11.64% on September 30, 2007 and 10.21% on September 30, 2006. These ratios exceed regulatory minimums. BOE issued trust preferred subordinated debt that qualifies as regulatory capital in the fourth quarter of 2003. This trust preferred debt has a 30-year maturity with a 5-year call option and was issued at a rate of three month LIBOR plus 3.00% and was priced at 8.36% in the third quarter of 2007.

Liquidity

Liquidity represents BOE s ability to meet present and future financial obligations through either the sale or maturity of existing assets or the acquisition of additional funds through liability management. Liquid assets include cash, interest-bearing deposits with banks, federal funds sold, and certain investment securities. As a result of BOE s management of liquid assets and the ability to generate liquidity through liability funding, management believes that BOE maintains overall liquidity sufficient to satisfy its depositors requirements and meet its customer s credit needs.

Financial Instruments With Off-Balance Sheet Risk and Credit Risk and Contractual Obligations

Bank of Essex is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its clients and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet. The contract or notional amounts of those instruments reflect the extent of involvement Bank of Essex has in particular classes of financial instruments.

Bank of Essex s exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. Bank of Essex uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

Recent Accounting Pronouncements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements but may change current practice for some entities. SFAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those years. BOE does not expect the implementation of SFAS 157 to have a material impact on its consolidated financial statements.

In February 2007, the FASB issued Statement of Financial Accounting Standards No. 159, The Fair Value Option for Financial Assets and Financial Liabilities (SFAS 159). This statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective of SFAS 159 is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. The fair value option established by this Statement permits all entities to choose to measure eligible items at fair value at specified election dates. A business entity shall report unrealized gains and losses on items for which the fair value option has been elected in earnings at each subsequent reporting date. The fair value option may be applied instrument by instrument and is irrevocable. SFAS 159 is effective as of the beginning of an entity s first fiscal year that begins after November 15, 2007. BOE is in the process of evaluating the impact SFAS 159 may have on its consolidated financial statements.

Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments due to changes in interest rates, exchange rates and equity prices. BOE s market risk is composed primarily of interest rate risk. BOE s ALCO is responsible for reviewing the interest rate sensitivity position and establishing policies to monitor and limit exposure to this risk. The board of directors reviews and approves the guidelines established by ALCO.

Earnings Simulation Analysis. Interest rate risk is monitored through the use of two complimentary modeling tools: earnings simulation modeling and economic value simulation (net present value estimation). Each of these models measure changes in a variety of interest rate scenarios. While each of the interest rate risk measures has limitations, taken together they represent a reasonably comprehensive view of the magnitude of interest rate risk in BOE, the distribution of risk along the yield curve, the level of risk through time, and the amount of exposure to changes in certain interest rate relationships. Earnings simulation and economic value models, which more effectively measure the cash flow and optionality impacts, are utilized by management on a regular basis and are explained below.

Management uses simulation analysis to measure the sensitivity of net interest income to changes in interest rates. The model calculates an earnings estimate based on current and projected balances and rates. This method is subject to the accuracy of the assumptions that management has input, but it provides a better analysis of the sensitivity of earnings to changes in interest rates than other potential analyses.

Assumptions used in the model are derived from historical trends and management s outlook and include loan and deposit growth rates and projected yields and rates. Such assumptions are monitored and periodically adjusted as appropriate. All maturities, calls and prepayments in the securities portfolio are assumed to be reinvested in like instruments. Mortgage loans and mortgage backed securities prepayment assumptions are based on industry estimates of prepayment speeds for portfolios with similar coupon ranges and seasoning. Different interest rate scenarios and yield curves are used to measure the sensitivity of earnings to changing interest rates. Interest rates on different asset and liability accounts move differently when the prime rate changes and are reflected in the different rate scenarios.

BOE uses its simulation model to estimate earnings in rate environments where rates ramp up or down around a most likely rate scenario, based on implied forward rates. The analysis assesses the impact on net interest income over a 12 month time horizon by applying 12-month shock versus the implied forward rates of

200 basis points up and down. The following table represents the interest rate sensitivity on net interest income for BOE across the rate paths modeled as of September 30, 2007:

Change in Yield Curve	Change in Net Interest Income (Percent)	($ in thousands)
+ 200 basis points	2.46%	$ 278
Most likely rate scenario	0.00%	
−200 basis points	(2.96)%	(334)

Economic Value Simulation. Economic value simulation is used to determine the estimated fair value of assets and liabilities over different interest rate scenarios. Economic values are calculated based on discounted cash flow analysis. The net economic value of equity is the economic value of all assets minus the economic value of all liabilities. The change in net economic value over different rate scenarios is an indication of the longer term earnings sensitivity capability of the balance sheet. The same assumptions are used in the economic value simulation as in the earnings simulation. The economic value simulation uses simultaneous rate shocks to the balance sheet, whereas the earnings simulation uses rate shock over 12 months. The following chart reflects the estimated change in net economic value over different rate environments using economic value simulation as of September 30, 2007:

Change in Yield Curve	Change in Economic Value of Equity (Percent)	($ in thousands)
+ 200 basis points	(11.48)%	$ (4,405)
Most likely rate scenario	0.00%	
−200 basis points	12.06%	4,627

BOE Management s Discussion and Analysis of Financial Condition and Results of Operations for the Years Ended December 31, 2006 and December 31, 2005

The following discussion is intended to assist the readers in understanding and evaluating the financial condition and results of operation of BOE. This review should be read in conjunction with BOE s consolidated financial statements and accompanying notes included elsewhere in this Annual Report. This analysis provides an overview of the significant changes that occurred during the periods presented.

Critical Accounting Policies

General. BOE s financial statements are prepared in accordance with GAAP. The financial information contained within our statements is, to a significant extent, based on measures of the financial effects of transactions and events that have already occurred. A variety of factors could affect the ultimate value that is obtained either when earning income, recognizing expense, recovering an asset or relieving a liability. We use historical loss factors as one factor in determining the inherent loss that may be present in our loan portfolio. Actual losses could differ significantly from the historical factors that BOE uses. In addition, GAAP itself may change from one previously acceptable method to another method. Although the economics of our transactions would be the same, the timing of events that would impact BOE s transactions could change.

Allowance for Loan Losses. The allowance for loan losses is an estimate of the losses that may be sustained in BOE s loan portfolio. The allowance is based on two basic principles of accounting: (i) SFAS 5, Accounting for Contingencies, which requires that losses be accrued when they are probable of occurring and estimatable and (ii) SFAS 114, Accounting by Creditors for Impairment of a Loan, which requires that losses be accrued based on the differences between the value of collateral, present value of future cash flows or values that are observable in the secondary market and the loan balance. The use of these values is inherently subjective and our actual losses could be greater or less than the estimates.

The allowance for loan losses is increased by charges to income and decreased by charge-offs (net of recoveries). Management s periodic evaluation of the adequacy of the allowance is based on past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower s ability to repay, the estimated value of any underlying collateral, and current economic conditions.

Overview

BOE s strategic plan is directed toward the enhancement of its franchise value and operating profitability by increasing its asset size and expanding its customer base. BOE operates eight full service offices mainly along the U.S. 360 corridor from Burgess, Virginia to the Richmond, Virginia metropolitan market, a span of about 75 miles. Management believes that its most significant profitable growth opportunities will continue to be within one hour of Tappahannock. (See Information About BOE Business General for further explanation on BOE s strategic plan.)

Year 2006 Compared to Year 2005. On December 31, 2006, BOE had total assets of $281.378 million, total loans of $196.891 million, total deposits of $230.865 million and total stockholder s equity of $28.047 million. BOE had net income of $3.123 million in 2006, a $22,000, or 0.7% increase from $3.101 million in net income in 2005. This resulted in a return on average equity of 11.47% in 2006 compared to 12.18% in 2005. Return on average assets in 2006 was 1.15%, compared to 1.24% in 2005. BOE s total loans increased 7.9%, or $14.435 million, in 2006 over 2005. Total loans were $196.891 million at December 31, 2006 compared to $182.456 million at December 31, 2005. Loan increases came from loans secured by real estate, including loans secured by 1 4 family properties and commercial lending. This is due to continued growth in and around the corridor surrounding Richmond, Virginia, including the area in and around Essex County. At December 31, 2006, the ratio of non-performing assets to total assets was 0.62% compared to 0.72% at December 31, 2005. Net recoveries to average loans were 0.01% in 2006 compared to net charge offs of 0.05% in 2005. Loans past due 90 days or more and still accruing interest at December 31, 2006 were $102,000 and $260,000 at December 31, 2005. BOE s allowance for loan losses to period end loans at December 31, 2006 was 1.22% compared to 1.23% at December 31, 2005.

Year 2005 Compared to Year 2004. On December 31, 2005, BOE had total assets of $261.931 million, total loans of $182.456 million, total deposits of $223.132 million and total stockholder s equity of $26.235 million. BOE had net income of $3.101 million in 2005, a $215,000, or 7.5% increase from $2.885 million in net income in 2004. This resulted in a return on average equity of 12.18% in 2005 compared to 12.12% in 2004. Return on average assets in 2005 was 1.24%, compared to 1.23% in 2004. BOE s total loans increased 14.3%, or $22.896 million, in 2005 over 2004. Total loans were $182.456 million at December 31, 2005 compared to $159.560 million at December 31, 2004. Loan increases came from loans secured by real estate, including loans secured by 1 4 family properties, commercial real estate and construction lending. At December 31, 2005, the ratio of non-performing assets to total assets was 0.72% compared to 1.29% at December 31, 2004. Net charge offs to average loans were 0.05% in 2005 compared to 0.21% in 2004. Loans past due 90 days or more and still accruing interest at December 31, 2005 were $260,000 and $100,000 at December 31, 2004. BOE s allowance for loan losses to period end loans at December 31, 2005 was 1.23% compared to 1.31% at December 31, 2004.

Results of Operations

Net Income

Year 2006 Compared to Year 2005. BOE had net income of $3.123 million in 2006 compared to $3.101 million in 2005. This represented an increase of 0.7%, or $22,000. Diluted earnings per share in 2006 were $2.58, compared to diluted earnings per share in 2005 of $2.58. These earnings per share are based on average shares outstanding of 1,210,922 in 2006 and 1,203,725 in 2005. The increase in net income included a $490,000 increase in total profits (losses) on other properties resulting from a $485,000 gain on the sale of a bank building. Also improving net income was $160,000 in increases in other categories of noninterest income and a $115,000 reduction in provision for loan losses. Offsetting these increases in net income for 2006 compared to 2005 was a decrease of $112,000, or 1.1%, in net interest income. Comprising net interest income was a $2.391 million, or 16.7%, increase in interest income which was offset by an increase of $2.503 million, or 56.0%, in interest expenses caused by fierce competition among banks for funding and an inverted yield curve throughout much of 2006. Also affecting net income was an increase of $631,000, or 8.7%, in noninterest expenses, $93,000 of which was related to the opening of a new headquarters during 2006.

Year 2005 Compared to Year 2004. BOE had net income of $3.101 million in 2005 compared to $2.885 million in 2004. This represented an increase of 7.5%, or $215,000. Diluted earnings per share in 2005 were $2.58, compared to diluted earnings per share in 2004 of $2.42. These earnings per share are based on average shares outstanding of 1,203,725 in 2005 and 1,194,511 in 2004.

BOE s profitability increased in 2005 in comparison to 2004 due to an increase of $605,000, or 6.5%, in net interest income. Net interest income increased from $9.269 million in 2004 to $9.874 million in 2005.

Additionally, provision for loan losses decreased by $65,000, or 21.2%, in 2005 compared to 2004. Provision for loan losses was $240,000 in 2005 compared to $305,000 in 2004. Provision for loan losses decreased in 2005 compared to 2004 due to a reduction in net charged-off loans. Net charged-off loans were $80,000 in 2005 compared to $345,000 in 2004. This combination resulted in a net interest income after provision for loan losses increase of $670,000, or 7.5%.

Offsetting these increases in net income was a $380,000, or 5.5% increase for 2005 compared to 2004 in noninterest expenses. Noninterest expenses were $7.262 million in 2005 and $6.882 million in 2004. Also offsetting net income increases was an increase of $49,000, or 5.9%, in income tax expenses. Income tax expense totaled $872,000 in 2005 and $823,000 in 2004. Noninterest income decreased $26,000, or 1.6%, and was $1.601 million in 2005 compared to $1.627 million in 2004.

Net Interest Income

Year 2006 Compared to Year 2005. Net interest income is the major component of BOE s earnings and is equal to the amount by which interest income exceeds interest expense. BOE s earning assets are composed primarily of loans and securities, while deposits and short-term borrowings represent the major portion of interest-bearing liabilities. Changes in the volume and mix of these assets and liabilities, as well as changes in the yields earned and rates paid, determine changes in net interest income.

Net interest income, on a fully tax equivalent basis, was $10.514 million in 2006, $53,000 less than the $10.567 million reported for 2005. BOE s level of earning assets increased $16.169 million, or 7.0%, on average, in 2006 to $248.586 million compared to $232.417 million in 2005. Loans receivable were $189.837 million, on average, in 2006 compared to $172.367 million in 2005, an increase of $17.470 million, or 10.1%. The yield on loans receivable increased from 6.93% in 2005 to 7.52% in 2006. On a fully tax equivalent basis the yield on loans receivable increased $2.338 million in 2006, to $14.282 million in 2006 from $11.944 million in 2005. This represents an increase of 19.6%. Investment securities and federal funds sold decreased, on average, 2.2% in 2006 to $58.749 million, down from $60.050 million, on average, in 2005. The tax equivalent yield on investment securities, including equity securities and federal funds sold was 5.45% in 2006 compared to 5.15% in 2005. On a fully taxable equivalent basis, income on investment securities and federal funds sold income increased 3.6%, or $111,000, from $3.092 million in 2005 to $3.203 million in 2006. This earning asset rate and volume activity resulted in a yield on earning assets of 7.03% in 2006 based on $17.485 million in fully taxable equivalent income compared to 6.47% in 2005 based on $15.036 million in fully taxable equivalent income. This is a $2.449 million increase from 2005 to 2006, or 16.3%. BOE s interest-bearing liabilities increased $20.413 million, on average, from $194.364 million in 2005 to $214.777 million in 2006, an increase of 10.5%. The cost of interest-bearing liabilities increased from 2.30% in 2005 to 3.25% in 2006.

The increase in yield on earning assets of 56 basis points coupled with the increased cost of interest-bearing liabilities of 95 basis points resulted in a net interest margin for BOE of 4.23% in 2006 compared to a net interest margin of 4.55% in 2005. Net interest margin is calculated by dividing BOE s net interest income on a tax equivalent basis by the average earning assets. Volume increases in loans, coupled with higher rate and volume increases on interest-bearing liabilities resulted in a decrease in the interest spread. BOE s net interest spread decreased 39 basis points from 4.17% in 2005 to 3.78% in 2006. Spread is calculated by subtracting the cost of interest-bearing liabilities from the yield on earning assets.

Year 2005 Compared to Year 2004. Net interest income, on a fully tax equivalent basis, was $10.567 million in 2005, 6.7% higher than the $9.902 million reported for 2004. BOE s level of earning assets increased $14.368 million, or 6.6%, on average, in 2005 to $232.417 million compared to $218.049 million in 2004. Loans receivable were $172.367 million, on average, in 2005 compared to $162.507 million in 2004, an increase of $9.860 million, or 6.1%. The yield on loans receivable increased from 6.56% in 2004 to 6.93% in 2005. On a fully tax equivalent basis the yield on loans receivable increased $1.280 million in 2005, to $11.944 million in 2005 from $10.664 million in 2004. This represents an increase of 12.0%. Investment securities and federal funds sold increased, on average, 8.1% in 2005 to $60.050 million, up from $55.542 million, on average, in 2004. The tax equivalent yield on investment securities, including equity securities and federal funds sold was 5.15% in 2005 compared to 5.12% in 2004. On a fully taxable equivalent basis, income on investment securities and federal funds sold income increased 8.7%, or $248,000, from $2.844 million in 2004 to $3.092 million in 2005. This earning asset rate and volume activity resulted in a yield on earning assets of 6.47% in 2005 based on $15.036 million in fully taxable equivalent income compared to 6.19% in 2004 based on $13.508 million in fully taxable equivalent income. This is a $1.528 million increase from 2004 to 2005, or 11.3%. BOE s interest-bearing liabilities increased $8.971 million, on average, from $185.393 million in 2004 to $194.364 million in 2005. The cost of interest-bearing liabilities increased from 1.95% in 2004 to 2.30% in 2005, an increase of 18.0%.

The increase in yield on earning assets of 28 basis points coupled with the increased cost of interest-bearing liabilities of 35 basis points resulted in a net interest margin for BOE of 4.55% in 2005 compared to a net interest margin of 4.54% in 2004. Net interest margin is calculated by dividing BOE s net interest income on a tax equivalent basis by the average earning assets. Volume increases in loans and in securities, coupled with lower rate and volume increases in interest-bearing liabilities resulted in a decrease in the interest spread. BOE s net interest spread decreased 8 basis points from 4.25% in 2004 to 4.17% in 2005. Spread is calculated by subtracting the cost of interest-bearing liabilities from the yield on earning assets.

BOE s net interest margin is affected by changes in the amount and mix of earning assets and interest-bearing liabilities, referred to as a volume change. It is also affected by changes in yields earned on earning assets and rates paid on interest-bearing deposits and other borrowed funds, referred to as a rate change. The following table sets forth for each category of earning assets and interest-bearing liabilities, the average amounts outstanding, the interest earned or incurred on such amounts and the average rate earned or incurred for the years ended December 31, 2006, 2005 and 2004. The table also sets forth the average rate earned on total earning assets, the average rate paid on total interest-bearing liabilities, and the net interest margin on average total earning assets for the same periods.

BOE FINANCIAL SERVICES OF VIRGINIA, INC.

AVERAGE BALANCES, INTEREST INCOME AND EXPENSES, AND AVERAGE YIELDS AND RATES
Years Ended December 31,

	2006			2005			2004		
	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Avera Yield/I
				(Dollars in thousands)					
ning Assets:									
s receivable	$ 189,837	14,282	7.52%	$ 172,367	11,944	6.93%	$ 162,507	$ 10,664	6.5
rities, taxable(1)	20,546	951	4.63%	22,714	965	4.25%	20,232	890	4.4
rities, non-taxable	35,274	2,091	5.93%	34,849	2,039	5.85%	31,448	1,861	5.9
ty securities	1,484	84	5.66%	1,039	49	4.72%	935	40	4.2
ral funds sold	1,445	77	5.33%	1,448	39	2.69%	2,927	53	1.8
earning assets	$ 248,586	$ 17,485	7.03%	$ 232,417	$ 15,036	6.47%	$ 218,049	$ 13,508	6.1
-Earning Assets:									
and due from banks	6,023			6,327			8,964		
wance for loan losses.	(2,339)			(2,205)			(2,060)		
r assets	20,246			13,441			10,689		
non-earning assets	23,930			17,563			17,593		
assets	$ 272,516			$ 249,980			$ 235,642		
rest-Bearing Liabilities:									
osits:									
est-bearing demand W) deposits	26,218	90	0.34%	28,872	99	0.34%	$ 27,387	$ 95	0.3
ey market deposits	14,750	226	1.53%	15,306	154	1.01%	17,085	143	0.8
ngs deposits	21,143	179	0.85%	23,857	190	0.80%	22,767	174	0.7
deposits	135,760	5,560	4.10%	116,592	3,542	3.04%	112,749	2,987	2.6
ral funds purchased	2,048	102	4.98%	2,503	101	4.03%	1,405	20	1.4
B advances & other owings	14,858	814	5.48%	7,234	382	5.29%	4,000	187	4.6
interest-bearing ities	$ 214,777	$ 6,971	3.25%	$ 194,364	$ 4,469	2.30%	$ 185,393	$ 3,606	1.9
-Interest Bearing ilities:									
and deposits	28,259			28,730			25,139		
r liabilities	2,245			1,417			1,290		

non-interest bearing ities.	30,504			30,147			26,429		
liabilities	245,281			224,511			211,822		
kholders equity	27,235			25,469			23,820		
liabilities and holders equity	$ 272,516	$ 10,514		$ 249,980	$ 10,567		$ 235,642		
est spread			3.78%			4.17%			4.
nterest margin			4.23%			4.55%		$ 9,902	4.

(1) Income and yields are reported on a tax-equivalent basis assuming a federal tax rate of 34%.

Net interest income is affected by both (1) changes in the interest rate spread (the difference between the weighted average yield on interest earning assets and the weighted average cost of interest-bearing liabilities) and (2) changes in volume (average balances of interest earning assets and interest-bearing liabilities).

For each category of interest-earning assets and interest-bearing liabilities, information is provided regarding changes attributable to (1) changes in volume of balances outstanding (changes in volume multiplied by prior period interest rate) (2) changes in the interest earned or paid on the balances (changes in rate multiplied by prior period volume) and (3) a combination of changes in volume and rate allocated pro rata.

RATE AND VOLUME ANALYSIS

	Year Ended December 31, 2006 Compared to December 31, 2005 Increase (Decrease) Due to			Year Ended December 31, 2005 Compared to December 31, 2004 Increase (Decrease) Due to		
	Rate	**Volume**	**Total**	**Rate**	**Volume**	**Total**
	(Dollars in thousands)					
Interest Earned On:						
Loans receivable	$ 1,071	$ 1,267	$ 2,338	$ 614	$ 666	$ 1,280
Securities, taxable	$ 210	$ (224)	$ (14)	(29)	104	$ 75
Securities, non-taxable	$ 26	$ 25	$ 52	(20)	199	$ 179
Equity securities	$ 11	$ 24	$ 35	4	5	$ 9
Federal funds sold	$ 38	$ (0)	$ 38	382	(396)	$ (14)
Total interest income	$ 1,356	$ 1,092	$ 2,448	$ 951	$ 578	$ 1,529
Interest Paid On:						
Interest bearing demand (NOW) deposits	$ (0)	$ (9)	$ (9)	$ (1)	$ 5	$ 4
Money market deposits	$ 77	$ (5)	$ 72	$ 23	(12)	$ 11
Savings deposits	$ 13	$ (26)	$ (12)	8	9	$ 16
Time deposits	$ 1,371	$ 647	$ 2,018	450	105	$ 555
Federal funds purchased	$ 5	$ (4)	$ 1	57	24	$ 81
Federal Home Loan Bank advances and other borrowings	$ 14	$ 417	$ 432	27	168	$ 195
Total interest expense	$ 1,480	$ 1,020	$ 2,500	$ 564	$ 299	$ 862
Net interest income	$ (124)	$ 72	$ (52)	$ 387	$ 279	$ 667

Interest Rate Sensitivity

An important component of both earnings performance and liquidity is management of interest rate sensitivity. Interest rate sensitivity reflects the potential effect on net interest income of a movement in market interest rates. BOE is subject to interest rate sensitivity to the degree that its interest earning assets mature or reprice at a different time interval from that of its interest-bearing liabilities.

INTEREST SENSITIVITY ANALYSIS

December 31, 2006

	Maturing or Repricing In:			
	< 3 Months	3-12 Months	Over 1 Year	Total
	(Dollars in thousands)			
Interest-sensitive assets:				
Cash	$ 5,520	$	$	$ 5,520
Loans	69,350	26,484	101,057	196,891
Securities	1,015	7,114	52,387	60,516
Total interest-sensitive assets	$ 75,885	$ 33,598	$ 153,444	$ 262,927
Interest-sensitive liabilities:				
Non-interest bearing deposits	$	$	$ 27,809	$ 27,809
Certificates of deposit	22,067	91,695	28,208	141,970
Interest-bearing checking, money market deposits, NOW and savings accounts	17,843		43,243	61,086
Federal funds purchased	3,207			3,207
FHLB advances		7,000	5,000	12,000
Trust Preferred Securities			4,124	4,124
Total interest sensitive liabilities	$ 43,117	$ 98,695	$ 108,384	$ 250,196
Period gap	32,768	(65,097)	45,060	12,731
Cumulative gap	32,768	(32,329)	12,731	
Ratio of cumulative interest sensitive assets to interest sensitive liabilities	176.0%	77.2%	105.1%	
Ratio of cumulative gap to interest sensitive assets	12.5%	(12.3)%	4.8%	

Provision For Loan Losses

The provision for loan losses is charged to income to bring the total allowance for loan losses to a level deemed appropriate by management of BOE based on such factors as historical experience, the volume and type of lending conducted by BOE, the amount of non-performing assets, regulatory policies, generally accepted accounting principles, general economic conditions, and other factors related to the collectibility of loans in BOE s portfolio.

The provision for loan losses was $125,000 in 2006, a decrease of $115,000, or 48.0%, compared to the $240,000 in provision for 2005. The provision for loan losses reflects a decrease in net charged-off loans in 2006. Charged-off loans were in a net recovery position in 2006 of $26,000 after charging off $138,000 and recovering a total of $164,000. This compares to $80,000 in net charge-offs in 2005 after charging off $159,000 in loans and recognizing $79,000 in recoveries.

Management believes the allowance for loan losses is adequate to absorb losses inherent in the loan portfolio. In view of BOE s plans to continue its loan growth, management will continue to closely monitor the performance of its portfolio and make additional provisions as necessary.

Non-Interest Income

Non-interest income in 2006 was $2.250 million, an increase of 40.6%, or $650,000, from non-interest income of $1.601 million in 2005. Net gains (losses) on sale of premises and equipment was the largest component of this increase, $490,000. Of this amount, $485,000 was the result of the sale of a former branch banking facility. Net gains (losses) on sale of premises and equipment was a loss of $23,000 in 2005 compared to a gain of $467,000 in 2006. Other income increased $114,000, or 19.6%, and was $693,000 in 2006 compared to $579,000 in 2005. Service charge income increased 5.7%, or $56,000, and was $1.043 million in 2006 compared to $986,000 in 2005. Net gains on sales of loans was $61,000, an 8.9%, or $5,000, increase over the 2005 total of $56,000. Net security gains (losses) were $16,000 less in 2006 than 2005. Net security gains (losses) were a loss of $13,000 in 2006 compared to a gain of $3,000 in 2005.

Non-interest income in 2005 was $1.601 million, a decrease of $26,000, or 1.6%, from non-interest income of $1.627 million in 2004. Service charges on deposit accounts decreased $8,000, or 0.8%, to $986,000 in 2005 from $994,000 in 2004. Other income increased 25.4%, or $117,000, in 2005. Other income was $579,000 in 2005 and $462,000 in 2004. Securities gains were $3,000 in 2005, a $63,000 decrease from securities gains of $66,000 in 2004. Gains on sales of loans were $56,000 in 2005 and $57,000 in 2004, a $1,000 decrease. Net gains/(losses) on sales of other properties decreased $72,000, or 147.2%, from a $49,000 gain in 2004 to a $23,000 loss in 2005.

Non-Interest Expense

Non-interest expense was $7.893 million in 2006, a $631,000, or 8.7% increase, over non-interest expense of $7.262 million in 2005. Salaries were $3.247 million in 2006 and were the largest component of this increase, $193,000, or 6.3%, over salaries of $3.054 million in 2005. Employee benefits were up $152,000, or 15.5%, higher than employee benefits in 2005 of $982,000. This increase was due to continued increases in health industry costs provided to employees. Data processing expense of $555,000 in 2006 was 4.7%, or $25,000, higher than data processing expense of $530,000 in 2005. Other operating expenses of $1.499 million were $62,000, or 4.3%, higher than other operating expenses of $1.437 million in 2005. Bank franchise tax increased $16,000, or 7.3%, in 2006 and was $238,000 compared to $222,000 in 2005. Stationary and printing expenses increased $34,000, or 24.6%, and were $138,000 in 2005 compared to $172,000 in 2006. Furniture and equipment related expenses were $449,000 in 2006 compared to $415,000 in 2005, an increase of $34,000, or 8.2%. Postage expense increased $22,000, or 14.3%, and was $175,000 in 2006 compared to $153,000 in 2005. Occupancy expenses increased $93,000, or 28.0% and were $423,000 in 2006 compared to $330,000 in 2005.

Non-interest expense was $7.262 million in 2005, a $380,000, or 5.5%, increase, over non-interest expense of $6.882 million in 2004. Salaries were $3.054 million in 2005 and were the largest component of this increase, $196,000, or 6.9%, over salaries of $2.858 million in 2004. This increase was due to an increase in full-time equivalent employees from 88 in 2004 to 93 in 2005. Employee benefits were $982,000, up $178,000, or 22.1% higher than employee benefits in 2004 of $804,000. This increase was due to the increase in full-time equivalent employees described above and continued increases in health industry costs provided to employees. Data processing expense of $530,000 in 2005 was 12.4%, or $59,000, higher than data processing expense of $471,000 in 2004. Other operating expenses of $1.404 million were $32,000, or 2.3%, higher than other operating expenses of $1.437 million in 2004. Bank franchise tax increased $7,000, or 3.5%, in 2005 and was $222,000 compared to $214,000 in 2004.

Analysis of Financial Condition

Loan Portfolio

The loan portfolio is the largest category of BOE s earning assets and is comprised of commercial loans, agricultural loans, real estate loans, home equity loans, construction loans, consumer loans, and participation loans with other financial institutions. The primary markets in which BOE makes loans include the counties of Essex, King and Queen, King William, Hanover, Henrico, Northumberland and the City of Richmond. The mix of the loan portfolio is weighted toward loans secured by real estate and commercial loans.

Net loans consist of total loans minus the allowance for loan losses, unearned discounts and deferred loan fees. BOE s net loans were $194.491 million at December 31, 2006, representing an increase of 7.9%, or $14.284 million more than net loans of $180.207 million at December 31, 2005. The average balance of loans as a percentage of average earning assets was 76.4% in 2006, up slightly from 74.2% in 2005.

In the normal course of business, BOE makes various commitments and incurs certain contingent liabilities, which are disclosed but not reflected in the consolidated financial statements contained in this Annual Report, including standby letters of credit and commitments to extend credit. At December 31, 2006, commitments for standby letters of credit totaled $4.971 million and commitments to extend credit totaled $45.251 million. Commitments for standby letters of credit totaled $4.602 million at December 31, 2005 and commitments to extend credit totaled $40.381 million.

LOAN PORTFOLIO
December 31,

	2006	2005	2004	2003	2002
	(Dollars in thousands)				
Loans:					
Commercial	$ 22,934	$ 22,873	$ 23,534	$ 26,099	$ 33,428
Real Estate	138,008	121,296	103,387	106,212	121,570
Real Estate construction	29,984	32,084	25,924	21,505	1,465
Installment & other	5,965	6,203	6,714	6,693	7,375
Total loans	$ 196,891	$ 182,456	$ 159,559	$ 160,509	$ 163,838
Allowance for loan losses	(2,400)	(2,249)	(2,088)	(2,128)	(2,116)
Net loans	$ 194,491	$ 180,207	$ 157,471	$ 158,381	$ 161,722

Remaining Maturities of Selected Loan Categories

	Commercial	Real Estate Construction
	(In thousands)	
within one year	$ 7,546	$ 22,207
Variable Rate		
One to five years	$ 8,198	$ 468
After five years	$ 3,951	63
Total	$ 12,149	$ 531
Fixed Rate		
One to five years	$ 2,632	$ 6,129
After five years	$ 607	$ 1,117
Total	$ 3,239	$ 7,246
Total Maturities	$ 22,934	$ 29,984

Asset Quality

Generally, interest on loans is accrued and credited to income based upon the principal balance outstanding. It is typically BOE s policy to discontinue the accrual of interest income and classify a loan on non-accrual when principal or interest is past due 90 days or more and the loan is not well-secured and in the process of collection, or when, in the opinion of management, principal or interest is not likely to be paid in accordance with the terms of the obligation.

BOE will generally charge-off loans after 120 days of delinquency unless they are adequately collateralized, in the process of collection and, based on a probable specific event, management believes that the loan will be repaid or brought current within a reasonable period of time. Loans will not be returned to accrual status until future payments of principal and interest appear certain. Interest accrued and unpaid at the time a loan is placed on non-accrual status is charged against interest income. Subsequent payments received are applied to the outstanding principal balance.

Real estate acquired by BOE as a result of foreclosure or in-substance foreclosure is classified as other real estate owned (OREO). Such real estate is recorded at the lower of cost or fair market value less estimated selling costs, and the estimated loss, if any, is charged to the allowance for loan losses at that time. Further allowances for losses are recorded as charges to other expenses at the time management believes additional deterioration in value has occurred. BOE had no OREO at December 31, 2006 or 2005.

BOE s credit policies generally require a loan-to-value ratio of 85% for secured loans. At December 31, 2006, loans past due 90 days or more and still accruing interest totaled $102,000, of which $7,000 was secured by real estate and the remainder was secured and unsecured commercial and installment loans. As of December 31, 2005, loans past due 90 days or more and still accruing totaled $260,000. Non-accrual loans at December 31, 2006 were $0 and at December 31, 2005 non-accrual loans were $174,000.

NON-PERFORMING ASSETS
December 31,

	2006	2005	2004	2003	2002
			(Dollars in thousands)		
Nonaccrual and impaired loans	$ 1,756	$ 1,891	$ 3,065	$ 1,737	$ 2,411
Restructured loans	0	0	0		
Total nonperforming loans	$ 1,756	$ 1,891	$ 3,065	$ 1,737	$ 2,411
Foreclosed assets	0	0	0		
Total nonperforming assets	$ 1,756	$ 1,891	$ 3,065	$ 1,737	$ 2,411
Loans past due 90 or more days accruing interest	$ 102	$ 260	$ 100	$ 285	$ 102
Nonperforming loans to total loans, at period end	0.89%	1.04%	1.92%	1.08%	1.47%
Nonperforming assets to period end assets	0.62%	0.72%	1.29%	0.75%	1.06%

Allowance for Loan Losses

In originating loans, BOE recognizes that credit losses will be experienced and the risk of loss will vary with, among other things, general economic conditions, the type of loan being made, the creditworthiness of the borrower over the term of the loan and, in the case of a collateralized loan, the quality of the collateral for such loan. BOE maintains an allowance for loan losses based upon, among other things, historical experience, the volume and type of lending conducted by BOE, the amount of non-performing assets, regulatory policies, generally accepted accounting principles, general economic conditions, and other factors related to the collectibility of loans in BOE s portfolios. In addition to general allowances, specific allowances are provided for individual loans when ultimate collection is considered questionable by management after reviewing the current status of loans, which are contractually past due and after considering the net realizable value of any collateral for the loan.

Management actively monitors BOE s asset quality in a continuing effort to charge-off loans against the allowance for loan losses when appropriate and to provide specific loss allowances when necessary. Although management believes it uses the best information available to make determinations with respect to the allowance for loan losses, future adjustments may be necessary if economic conditions differ from the assumptions used in making the initial determinations. As of December 31, 2006, the allowance for loan losses amounted to $2.400 million, or 1.22% of total loans. BOE s allowance for loan losses was $2.249 million at December 31, 2005, or 1.23% of total loans.

The allowance for loan losses as a percentage of non-performing assets was 136.67% at December 31, 2006. The ratio of allowance for loan losses as a percentage of non-performing assets at December 31, 2005 was 118.93%.

ALLOWANCE FOR LOAN LOSSES
Years ended December 31,

	2006	2005	2004	2003	2002
			(Dollars in thousands)		
Balance, beginning of period	$ 2,249	$ 2,088	$ 2,129	$ 2,116	$ 2,084
Less chargeoffs:					
Commercial	0	35	128	613	943
Installment	138	124	265	203	262
Real estate	0	0	38	13	39
Total chargeoffs	138	159	431	829	1,244
Plus recoveries					
Commercial	103	15	24	98	17
Installment	59	54	55	44	51
Real estate	2	11	6		
Total recoveries	164	80	85	142	68
Net chargeoffs	(26)	79	346	687	1,176
Provision for loan losses	125	240	305	700	1,208
Balance, end of period	$ 2,400	$ 2,249	$ 2,088	$ 2,129	$ 2,116
Allowance for loan losses to period end loans	1.22%	1.23%	1.31%	1.33%	1.29%
Allowance for loan losses to non performing assets	136.67%	118.93%	614.12%	122.57%	87.76%
Net chargeoffs to average loans	(0.01)%	0.05%	0.21%	0.42%	0.74%

ALLOCATION OF ALLOWANCE FOR LOAN LOSSES
December 31,

	2006	Percent(1)	2005	Percent(1)	2004	Percent(1)	2003	Percent(1)	2002	Percent(1)
					(Dollars in thousands)					
Commercial	$ 437	11.6%	$ 524	12.5%	$ 428	14.7%	$ 346	16.3%	$ 432	20.4%
Installment	188	3.1%	141	3.4%	180	4.2%	89	4.2%	95	4.5%
Real Estate	1,775	85.3%	1,584	84.1%	1,480	81.1%	1,694	79.6%	1,589	75.1%
	$ 2,400	100.0%	$ 2,249	100.0%	$ 2,088	100.0%	$ 2,129	100.0%	$ 2,116	100.0%

(1) Percent of loans in each category to total loans.

Investment Activities

Securities available-for-sale are used as part of BOE s interest rate risk management strategy and may be sold in response to interest rate, changes in prepayment risk, liquidity needs, the need to increase regulatory capital and other factors. The fair value of BOE s securities available-for-sale totaled \$55.963 million at December 31, 2006, compared to \$52.393 million at December 31, 2005.

BOE is required to account for the effect of market changes in the value of securities available-for-sale (AFS) under Statement of Financial Accounting Standard #115 (SFAS 115). The market value of the December 31, 2006 securities available-for-sale portfolio was $54,000 less than the associated book value of these securities. On December 31, 2005 the market value of securities available-for-sale exceeded their book value by $121,000.

As of December 31, 2006 the book value of the available-for-sale investment portfolio increased $3.505 million, or 6.7%, from $52.514 million at December 31, 2005 to $56.018 million at December 31, 2006.

SECURITIES PORTFOLIO

	2006		2005		2004	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(Dollars in thousands)					
Held-to-Maturity:						
U.S. Treasury Issue and other U.S. Government agencies	$ 3,000	$ 2,949	$ 3,000	$ 2,933	$ 3,000	$ 3,000
State, county and municipal	0	0	0	0	0	0
Other	0	0	0	0	0	0
Total Held-to-Maturity	$ 3,000	$ 2,949	$ 3,000	$ 2,933	$ 3,000	$ 3,000
Available-for-Sale						
U.S. Treasury Issue and other U.S. Government agencies	$ 16,373	$ 16,105	$ 14,633	$ 14,233	$ 17,129	$ 17,057
State, county and municipal	38,299	38,226	36,834	36,849	33,720	34,733
Other	1,346	1,632	1,047	1,311	2,904	3,185
Total Available-for-Sale	$ 56,018	$ 55,963	$ 52,514	$ 52,393	$ 53,753	$ 54,955

SECURITIES PORTFOLIO MATURITY AND YIELDS
December 31, 2006

	Under 1 Year	1 to 5 Years	5 to 10 Years	Over 10 Years	Total
			(Dollars in thousands)		
Maturity Distribution:					
U.S. Treasury Issue and other U.S. Government agencies	$ 4,528	$ 10,278	$ 1,299	$ 3,000	$ 19,105
State, county and municipal-tax exempt	4,338	16,455	14,294	1,276	36,363
State, county and municipal-taxable	203	1,323	337		1,863
Other		1,289		343	1,632
Total Investment Securities	$ 9,069	$ 29,345	$ 15,930	$ 4,619	$ 58,963
Weighted Average Yield:					
U.S. Treasury Issue and other U.S. Government agencies	4.43%	4.07%	5.49%	6.00%	4.55%
State, county and municipal-tax exempt	5.65%	5.58%	5.29%	5.69%	5.48%
State, county and municipal-taxable	5.00%	5.25%	4.65%	0.00%	5.12%
Other	0.00%	6.01%	0.00%	4.36%	5.66%
Weighted Average Yield by Category	5.03%	5.06%	5.29%	5.79%	5.17%

Deposits

BOE primarily uses deposits to fund its loans and investment portfolio. In 2006, BOE s deposits grew $7.733 million, or 3.5%. Total deposits at December 31, 2006 were $230.865 million compared to $223.132 million at December 31, 2005. Certificates of deposit increased $14.359 million, or 11.3%, from $127.545 million at December 31, 2005 to $141.910 million at December 31, 2006. This was the largest component of growth in deposits in 2006. Non-interest bearing deposits were $27.809 million at December 31, 2006, a $2.982 million, or 9.7%, decrease from $30.791 million at December 31, 2005. Additionally, there was a $2.048 million, or 9.2%, decrease in savings deposits. Savings deposits were $20.103 million at December 31, 2006 compared to $22.151 million at December 31, 2005. NOW accounts decreased $706,000, or 2.6%, from $27.689 million at December 31, 2005 to $26.983 million at December 31, 2006. Money Market Deposit Accounts decreased $889,000, or 5.9%, from $14.955 million at December 31, 2005 to $14.066 million at December 31, 2006.

In 2005, BOE s deposits grew $16.159 million, or 7.8%. Total deposits at December 31, 2005 were $223.132 million compared to $206.973 million at December 31, 2004. Certificates of deposit increased $14.243 million, or 12.6%, from $113.302 million at December 31, 2004 to $127.545 million at December 31, 2005. This was the largest component of growth in deposits in 2005. Non-interest bearing demand deposits were the only other deposit category experiencing growth in 2005. Non-interest bearing deposits were $30.791 million at December 31, 2005, a $5.186 million, or 20.3%, increase from $25.605 million at December 31, 2004. Offsetting these increases to deposit growth was a $3.165 million, or 12.5%, decrease in savings deposits. Savings deposits were $25.316 million at December 31, 2004 compared to $22.151 million at December 31, 2005. NOW accounts decreased $337,000, or 1.2%, from $28.026 million at December 31, 2004 to $27.689 million at December 31, 2005. Money Market Deposit Accounts increased $232,000, or 1.6%, from $14.723 million at December 31, 2004 to $14.955 million at December 31, 2005.

BOE offers a variety of deposit accounts to individuals and small-to-medium sized businesses. Deposit accounts include checking, savings, money market deposit accounts and certificates of deposit. Certificates of deposit of $100,000 or more totaled $43.980 million at December 31, 2006 and $39.864 million at December 31, 2005, an increase of $8.774 million, or 22.0%.

AVERAGE DEPOSITS AND AVERAGE RATES PAID
Year Ended December 31,

	2006		2005		2004	
	Average Balance	Average Rate	Average Balance	Average Rate	Average Balance	Average Rate
			(Dollars in thousands)			
Interest bearing deposits:						
NOW accounts	$ 26,218	0.34%	$ 28,872	0.34%	$ 27,387	0.35%
Money market deposits	14,750	1.53%	15,306	1.01%	17,085	0.84%
Regular savings	21,143	0.85%	23,857	0.80%	22,767	0.76%
Certificates of deposit	135,760	4.10%	116,592	3.04%	112,749	2.65%
Total interest bearing deposits	$ 197,871	3.06%	$ 184,627	2.16%	$ 179,988	1.89%
Noninterest bearing deposits	28,259		28,730		25,139	
Total deposits	$ 226,130		$ 213,357		$ 205,127	

MATURITIES OF CERTIFICATES OF DEPOSIT OF $100,000 OR MORE
AT DECEMBER 31, 2006

	Dollars	Percent
	{(Dollars in thousands)	
Three months or less	$ 10,141	23.06%
Over three months to six months	8,883	20.20%
Over six months to one year	17,228	39.17%
Over one year	7,728	17.57%
	$ 43,980	100.00%

Short-Term Borrowings

BOE occasionally finds it necessary to purchase funds on a short-term basis due to fluctuations in loan and deposit levels. BOE has several arrangements under which it may purchase funds. Federal Funds guidance facilities are maintained with correspondent banks totaling $16.500 million for the year ending December 31, 2006. $3.207 million was drawn on these facilities at December 31, 2005. As another means of borrowing funds, BOE may borrow from the Federal Home Loan Bank of Atlanta. Total expense on Federal Home Loan Bank of Atlanta borrowings in 2006 was $476,000 and in 2005 was $119,000. Total expense on Federal Funds purchased and other borrowings was $102,000 in 2006 and $101,000 in 2005.

Capital Requirements

The determination of capital adequacy depends upon a number of factors, such as asset quality, liquidity, earnings, growth trends and economic conditions. BOE seeks to maintain a strong capital base to support its growth and expansion plans, provide stability to current operations and promote public confidence in BOE.

BOE s capital position exceeds all regulatory minimums. The federal banking regulators have defined three tests for assessing the capital strength and adequacy of banks, based on two definitions of capital. Tier 1 Capital is defined as a combination of common and qualifying preferred stockholders equity less goodwill. Tier 2 Capital is defined as qualifying subordinated debt and a portion of the allowance for loan losses. Total Capital is defined as Tier 1 Capital plus Tier 2 Capital. Three risk-based capital ratios are computed using the above capital definitions, total assets and risk-weighted assets and are measured against regulatory minimums to ascertain adequacy. All assets and off-balance sheet risk items are grouped into categories according to degree of risk and assigned a risk-weighting and the resulting total is risk-weighted assets. Total

Risk-based Capital is Total Capital divided by risk-weighted assets. The Leverage ratio is Tier 1 Capital divided by total average assets.

During the fourth quarter of 2003 BOE engaged in a trust preferred offering, raising $4.124 million in trust preferred subordinated debt which qualifies as capital for regulatory purposes. This trust preferred debt has a 30-year maturity with a 5-year call option and was issued at a rate of three month LIBOR plus 3.00% for a weighted average rate of 8.10% during 2006.

The following table shows BOE s capital ratios:

CAPITAL RATIOS
December 31,

	2006	**2005**	**2004**
Tier 1 Risk-based Capital	15.35%	14.76%	15.31%
Total Risk-based Capital	16.35%	15.67%	16.49%
Leverage Ratio	11.62%	11.55%	11.50%

Liquidity

Liquidity represents BOE s ability to meet present and future financial obligations through either the sale or maturity of existing assets or the acquisition of additional funds through liability management. Liquid assets include cash, interest-bearing deposits with banks, federal funds sold, and certain investment securities. As a result of BOE s management of liquid assets and the ability to generate liquidity through liability funding, management believes that BOE maintains overall liquidity sufficient to satisfy its depositors requirements and meet its customer s credit needs.

As of December 31, 2006, cash, federal funds sold and available-for-sale securities represented 25.90% of deposits and other liabilities compared to 26.37% at December 31, 2005. Managing loan maturities also provides asset liquidity. At December 31, 2006 approximately $95.834 in loans would mature or reprice with a one-year period.

The following table summarizes BOE s liquid assets for the periods indicated:

SUMMARY OF LIQUID ASSETS
December 31,

	2006	**2005**	**2004**
		(Dollars in thousands)	
Cash and due from banks	$ 5,520	$ 7,365	$ 4,354
Federal funds sold	0	0	5,064
Available for sale securities, at fair value	55,963	52,393	54,955
Total liquid assets	$ 61,483	$ 59,758	$ 64,373
Deposits and other liabilities	$ 237,358	$ 226,572	$ 208,657
Ratio of liquid assets to deposits and other liabilities	25.90%	26.37%	30.85%

Financial Ratios

Financial ratios give investors a way to compare BOE s within industries to analyze financial performance. Return on average assets is net income as a percentage of average total assets. It is a key profitability ratio that indicates how effectively a bank has used its total resources. Return on average assets was 1.15% in 2006 and 1.24% in 2005. Return on average equity is net income as a percentage of average stockholders equity. It provides a measure of how productively a corporation s equity has been employed.

BOE s return on average equity was 11.47% in 2006 and 12.18% in 2005. Dividend payout ratio is the percentage of net income paid to stockholders as cash dividends during a given period. It is computed by dividing dividends per share by net income per share. BOE has a dividend payout ratio of 29.67% in 2006 and 28.13% in 2005. BOE utilizes leverage within guidelines prescribed by federal banking regulators as described in the section Capital Requirements in the preceding section. Leverage is average stockholders equity divided by total quarterly average assets. This ratio was 9.99% in 2006 and 10.19% in 2005.

FINANCIAL RATIOS

Years Ended December 31,

	2006	2005	2004
Return on average assets	1.15%	1.24%	1.23%
Return on average equity	11.47%	12.18%	12.12%
Dividend payout ratio	29.67%	28.13%	25.90%
Average equity to average asset ratio	9.99%	10.19%	10.11%

Financial Instruments With Off-Balance Sheet Risk and Credit Risk and Contractual Obligations

Bank of Essex is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its clients and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet. The contract or notional amounts of those instruments reflect the extent of involvement Bank of Essex has in particular classes of financial instruments.

Bank of Essex s exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. Bank of Essex uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

A summary of the contract amount of Bank of Essex s exposure to off-balance-sheet risk as of December 31, 2006 and 2005, is as follows:

	2006	2005
	(In thousands)	
Financial instruments whose contract amounts represent credit risk:		
Commitments to extend credit	$ 45,251	$ 40,381
Standby letters of credit	4,971	4,602

Commitments to extend credit are agreements to lend to a client as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Bank of Essex evaluates each client s credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by Bank of Essex upon extension of credit, is based on management s credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property and equipment, and income-producing commercial properties.

Unfunded commitments under lines of credit are commitments for possible future extensions of credit to existing clients. Those lines of credit may not be drawn upon to the total extent to which Bank of Essex is committed.

Standby letters of credit are conditional commitments issued by Bank of Essex to guarantee the performance of a client to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing, and similar transactions. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to clients. Bank of Essex holds certificates of deposit, deposit accounts, and real estate as collateral supporting those commitments for which collateral is deemed necessary.

A summary of BOE s contractual obligations at December 31, 2006 is as follows:

Payment Due by Period

	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
			(In thousands)		
Contractual Obligations					
Federal Funds Purchased	$ 3,207	$ 3,207	$ 0	$ 0	$ 0
FHLB Advances	12,000	7,000	0	0	5,000
Trust Preferred Capital Notes	4,124				4,124
Total Obligations	$ 19,331	$ 10,207	$ 0	$ 0	$ 9,124

BOE does not have any capital lease obligations, as classified under applicable FASB statements, or other purchase or long-term obligations.

Recent Accounting Pronouncements

In September 2006, the SEC released Staff Accounting Bulletin No. 108 (SAB 108). SAB 108 expresses the SEC staff s views regarding the process of quantifying financial statement misstatements. SAB 108 expresses the SEC staff s view that a registrants materiality evaluation of an identified unadjusted error should quantify the effects of the error on each financial statement and related financial statement disclosures and that prior year misstatements should be considered in quantifying misstatements in current year financial statements. SAB 108 also states that correcting prior year financial statements for immaterial errors would not require previously filed reports to be amended. Such correction may be made the next time the registrant files the prior year financial statements. The cumulative effect of the initial application should be reported in the carrying amounts of assets and liabilities as of the beginning of that fiscal year and the offsetting adjustment should be made to the opening balance of retained earnings for that year. Registrants will disclose the nature and amount of each individual error being corrected in the cumulative adjustment. The SEC staff encourages early application of the guidance in SAB 108 for interim periods of the first fiscal year ending after November 15, 2006. period ended December 31, 2006, BOE does not anticipate the implementation of SAB 108 will have a material impact on its consolidated financial statements.

In February 2006, the FASB issued Statement of Financial Accounting Standards No. 155, Accounting for Certain Hybrid Financial Instruments an amendment of FASB Statements No. 133 and 140 (SFAS 155). SFAS 155 permits fair value measurement of any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation. The Statement also clarifies which interest-only strips and principal-only strips are not subject to the requirements of Statement 133. It establishes a requirement to evaluate interests in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation. SFAS 155 also clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives. SFAS 155 is effective for all financial instruments acquired or issued after the beginning of an entity s first fiscal year that begins after September 15, 2006. BOE does not expect the implementation of SFAS 155 to have a material impact on its consolidated financial statements.

In March 2006, the FASB issued Statement of Financial Accounting Standards No. 156, Accounting for Servicing of Financial Assets an amendment of FASB Statement No. 140 (SFAS 156). SFAS 156 requires an entity to recognize a servicing asset or servicing liability each time it undertakes an obligation to service a financial asset by entering into certain servicing contracts. The Statement also requires all separately recognized servicing assets and servicing liabilities to be initially measured at fair value, if practicable.

SFAS 156 permits an entity to choose between the amortization and fair value methods for subsequent measurements. At initial adoption, the Statement permits a one-time reclassification of available for sale securities to trading securities by entities with recognized servicing rights. SFAS 156 also requires separate presentation of servicing assets and servicing liabilities subsequently measured at fair value in the statement of financial position and additional disclosures for all separately recognized servicing assets and servicing liabilities. This Statement is effective as of the beginning of an entity s first fiscal year that begins after September 15, 2006. BOE does not expect the implementation of SFAS 156 to have a material impact on its consolidated financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements (SFAS 157). SFAS 157 defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements but may change current practice for some entities. This Statement is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those years. BOE does not expect the implementation of SFAS 157 to have a material impact on its consolidated financial statements.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106, and 132(R) (SFAS 158). SFAS 158 requires an employer to recognize the overfunded or underfunded status of a defined benefit postretirement plan as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income. The funded status of a benefit plan will be measured as the difference between plan assets at fair value and the benefit obligation. For a pension plan, the benefit obligation is the projected benefit obligation. For any other postretirement plan, the benefit obligation is the accumulated postretirement benefit obligation. SFAS 158 also requires an employer to measure the funded status of a plan as of the date of its year-end statement of financial position. The Statement also requires additional disclosure in the notes to financial statements about certain effects on net periodic benefit cost for the next fiscal year that arise from delayed recognition of the gains or losses, prior service costs or credits, and transition asset or obligation. BOE is required to initially recognize the funded status of a defined benefit postretirement plan and to provide the required disclosures as of the end of the fiscal year ending after December 15, 2006. The requirement to measure plan assets and benefit obligations as of the date of the employers fiscal year-end statement of financial position is effective for fiscal years ending after December 15, 2008. See Note 8 for more information on the impact of SFAS 158.

In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes: An Interpretation of FASB Statement No. 109* (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an entity s financial statements in accordance with SFAS 109. The Interpretation prescribes a recognition threshold and measurement principles for the financial statement recognition and measurement of tax positions taken or expected to be taken on a tax return that are not certain to be realized. FIN 48 is effective for fiscal years beginning after December 15, 2006. BOE does not expect the implementation of FIN 48 to have a material impact on its consolidated financial statements.

In September 2006, the Emerging Issues Task Force issued EITF 06-4, Accounting for Deferred Compensation and Postretirement Benefit Aspects of Endorsement Split-Dollar Life Insurance Arrangements. This consensus concludes that for a split-dollar life insurance arrangement within the scope of this Issue, an employer should recognize a liability for future benefits in accordance with FASB Statement No. 106 (if, in substance, a postretirement benefit plan exits) or APB Opinion No. 12 (if the arrangement is, in substance, an individual deferred compensation contract) based on the substantive agreement with the employee. The consensus is effective for fiscal years beginning after December 15, 2007. BOE is currently evaluating the effect that EITF No. 06-4 will have on its consolidated financial statements when implemented.

In September 2006, The Emerging Issues Task Force issued EITF 06-5, Accounting for Purchases of Life Insurance-Determining the Amount That Could Be Realized in Accordance with FASB Technical Bulletin No. 85-4. This consensus concludes that a policyholder should consider any additional amounts included in the contractual terms of the insurance policy other than the cash surrender value in determining the amount that could be realized under the insurance contract. A consensus also was reached that a policyholder should determine the amount that could be realized under the life insurance contract assuming the surrender of an individual-life by individual-life policy (or certificate by certificate in a group policy). The consensuses are effective for fiscal years beginning after December 15, 2006. BOE is currently evaluating the effect that EITF No. 06-5 will have on its consolidated financial statements when implemented.

Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss arising from adverse changes in the fair value of financial instruments due to changes in interest rates, exchange rates and equity prices. BOE s market risk is composed primarily of interest rate risk. BOE s ALCO is responsible for reviewing the interest rate sensitivity position and establishing policies to monitor and limit exposure to this risk. The board of directors reviews and approves the guidelines established by ALCO.

Interest rate risk is monitored through the use of two complimentary modeling tools: earnings simulation modeling and economic value simulation (net present value estimation). Each of these models measures changes in a variety of interest rate scenarios. While each of the interest rate risk measures has limitations, taken together they represent a reasonably comprehensive view of the magnitude of interest rate risk in BOE, the distribution of risk along the yield curve, the level of risk through time, and the amount of exposure to changes in certain interest rate relationships. Earnings simulation and economic value models, which more effectively measure the cash flow and optionality impacts, are utilized by management on a regular basis and are explained below.

Earnings Simulation Analysis

Management uses simulation analysis to measure the sensitivity of net interest income to changes in interest rates. The model calculates an earnings estimate based on current and projected balances and rates. This method is subject to the accuracy of the assumptions that management has input, but it provides a better analysis of the sensitivity of earnings to changes in interest rates than other potential analyses.

Assumptions used in the model are derived from historical trends and management s outlook and include loan and deposit growth rates and projected yields and rates. Such assumptions are monitored and periodically adjusted as appropriate. All maturities, calls and prepayments in the securities portfolio are assumed to be reinvested in like instruments. Mortgage loans and mortgage backed securities prepayment assumptions are based on industry estimates of prepayment speeds for portfolios with similar coupon ranges and seasoning. Different interest rate scenarios and yield curves are used to measure the sensitivity of earnings to changing interest rates. Interest rates on different asset and liability accounts move differently when the prime rate changes and are reflected in the different rate scenarios.

BOE uses its simulation model to estimate earnings in rate environments where rates ramp up or down around a most likely rate scenario, based on implied forward rates. The analysis assesses the impact on net interest income over a 12 month time horizon by applying 12-month shock versus the implied forward rates of 200 basis points up and down. The following table represents the interest rate sensitivity on net interest income for BOE across the rate paths modeled as of December 31, 2006:

	Change in Net Interest Income	
	(Percent)	**($ in thousands)**
Change in Yield Curve		

+200 basis points	0.17%	$	19
Most likely rate scenario	0.00%		
-200 basis points	(1.17)%		(129)

Economic Value Simulation

Economic value simulation is used to determine the estimated fair value of assets and liabilities over different interest rate scenarios. Economic values are calculated based on discounted cash flow analysis. The net economic value of equity is the economic value of all assets minus the economic value of all liabilities. The change in net economic value over different rate scenarios is an indication of the longer term earnings sensitivity capability of the balance sheet. The same assumptions are used in the economic value simulation as in the earnings simulation. The economic value simulation uses simultaneous rate shocks to the balance sheet, whereas the earnings simulation uses rate shock over 12 months. The following chart reflects the estimated change in net economic value over different rate environments using economic value simulation as of December 31, 2006:

	Change in Economic Value of Equity		
	(Percent)	**($ in thousands)**	
Change in Yield Curve			
+200 basis points	(13.09)%	$	(4,794)
Most likely rate scenario	0.00%		
-200 basis points	9.67%		3,541

Directors

Certain information regarding BOE s directors is set forth below:

Name	**Age**	**Served as Director Since**	
George M. Longest, Jr.	47	1999	President/CEO of BOE since January 1, 1999. Employed by BOE in various capacities since February 1989
George B. Elliott	73	1982	Real estate developer & consultant
L. McCauley Chenault	56	1987	Managing attorney-Chenault Law Offices PLC & practicing law since 1980
R. Tyler Bland, III	64	1996	President and Agent for Tidewater Realty
Page Emerson Hughes, Jr.	64	2004	President/Operator of Holiday Barn, Ltd., Glen Allen, Virginia
Philip T. Minor	73	1974	Partner in Philip Minor Farms in St. Stephens Church, Virginia
Alexander F. Dillard, Jr.	69	1982	A Partner in the law firm of Dillard & Katona, in Tappahannock, Virginia
Frances H. Ellis	63	1995	Owner and operator of landscaping business
L. Edelyn Dawson, Jr.	67	2007	

	Retired bank executive officer and director

Committees

General

The business and affairs of BOE are managed under the direction of the board of directors in accordance with the Virginia Stock Corporation Act and BOE s Articles of Incorporation and Bylaws. Members of the board of directors are kept informed of BOE s business through discussions with the chairman, the president and chief executive officer and other officers, by reviewing materials provided to them and by participating in meetings of the board of directors and its committees.

The board of directors has determined that the following six members of the Board are independent as that term is defined under the applicable NASDAQ listing standards: L. Edelyn Dawson, Jr., R. Tyler Bland, III, George B. Elliott, Frances H. Ellis, P. Emerson Hughes, Jr. and Philip T. Minor. In addition, the board of directors has determined that for other committee membership all directors, except Mr. Longest, are independent under the general independence standards.

Codes of Business Conduct and Ethics

The Audit Committee of the board of directors has approved a Code of Business Conduct and Ethics for the directors and employees of BOE and its subsidiaries and a separate Code of Ethics for BOE s chief executive officer and senior financial officers. The Codes address such topics as protection and proper use of BOE s assets, compliance with applicable laws and regulations, accuracy and preservation of records, accounting and financial reporting and conflicts of interest. The Code of Business Conduct and Ethics and the Code of Ethics are available without charge upon request by contacting BOE s corporate secretary in writing at BOE Financial Services of Virginia, Inc., Post Office Box 965, 1325 Tappahannock Boulevard, Tappahannock, Virginia 22560 or by visiting BOE s website www.boefinancial.com.

Board of Director and Committee Meeting Attendance

There were thirteen meetings of the board of directors of BOE in 2006. Each incumbent director attended greater than 75% of the aggregate number of meetings of the board of directors. Additionally, each incumbent director attended greater than 75% of its committees of which he/she was a member in 2006, except R. Harding Ball who attended 50% of the meetings held of the Audit Committee. There are no family relationships among any of the directors or among any directors and any officer. None of the directors serve as directors of other publicly held companies. It is BOE s policy that each of the directors is expected to attend BOE s annual stockholder meeting. All of BOE s nine directors attended the 2006 Annual Meeting.

The board of directors has, among others, a standing Executive Committee, Audit Committee and Compensation Committee.

Executive Committee. The executive committee was composed of Alexander F. Dillard, Jr., George B. Elliott, George M. Longest, Jr., and Philip T. Minor as permanent members with other members rotating quarterly. The rotating members were Mr. R. Harding Ball for the first quarter of 2006, Mr. L. McCauley Chenault for the second quarter of 2006, Mrs. Frances H. Ellis and Mr. P. Emerson Hughes, Jr. for the third quarter of 2006 and Mr. R. Tyler Bland, III for the fourth quarter of 2006. The executive committee is charged with counseling management on current practices, approving loans, either secured or unsecured, and reviewing all loans made and accounts opened. The executive committee met twelve times in 2006.

Audit Committee. The audit committee was composed of Mrs. Frances H. Ellis, Mr. R. Harding Ball, Mr. Philip T. Minor and Mr. R. Tyler Bland, III in 2006. The same directors are currently serving on this committee. The board of directors has determined that each of the members of the audit committee is independent as defined by applicable NASDAQ listing standards and is financially literate. The principal responsibilities of the audit committee are to ensure that the board of directors receives objective information in fulfilling the board of directors oversight responsibility to the stockholders relating to the integrity of BOE s financial statements, BOE s compliance with legal and regulatory requirements, the qualifications, independence and performance of BOE s independent auditors and the performance of the internal audit function. The audit committee is directly responsible for the appointment, compensation, retention and oversight of the work of the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for BOE. The board of directors has adopted a written charter for the audit committee, a current copy of which is available on BOE s website www.boefinancial.com.

The audit committee met four times in 2006.

Compensation Committee. The compensation committee consists of Mr. R. Tyler Bland, III, Mr. L. McCauley Chenault, Mrs. Frances H. Ellis and Mr. P. Emerson Hughes, Jr. The members of the compensation committee are independent directors as defined by applicable NASDAQ listing standards. The compensation committee reviews and recommends the levels and types of compensation of directors, officers and employees. Mr. Minor and Mr. Hughes serve as a subcommittee that administers all incentive and stock option plans for the benefit of employees and directors eligible to participate in such plans. The compensation committee met three times in 2006. The compensation committee has not adopted a written charter.

Compensation Committee Interlocks and Insider Participation

During 2006 and up to the present time, there were transactions between Bank of Essex and certain members of the compensation committee or their associates, all consisting of extensions of credit by Bank of Essex in the ordinary course of business. Each transaction was made on substantially the same terms, including interest rates, collateral and repayment terms, as those prevailing at the time for comparable transactions with the general public. In the opinion of management, none of the transactions involved more than the normal risk of collectibility or presented other unfavorable features.

Director Nomination Process

The Company currently does not have a separate nominating committee. The board of directors does not believe it needs a separate nominating committee because the full board is comprised of a majority of independent directors (as that term is defined in the applicable Nasdaq listing standards) and has the time and resources to perform the function of selecting board nominees. When the board of directors performs its nominating function, the board of directors acts in accordance with BOE s articles of incorporation and bylaws but does not have a separate charter related to the nomination process.

Stockholders entitled to vote for the election of directors may submit names of candidates for consideration by the board of directors if BOE receives timely written notice, in proper form, for each such recommended director nominee. To be in proper form, the notice must include each nominee s written consent to be named as a nominee and to serve, if elected, and information about the stockholder making the nomination and the person nominated for election. These requirements are more fully described in Article II, Section 2.3 of BOE s bylaws, a copy of which will be provided, without charge, to any stockholder upon written request to the Corporate Secretary of BOE, whose address is BOE Financial Services of Virginia, Inc., Post Office Box 965, 1325 Tappahannock Boulevard, Tappahannock, Virginia 22560.

In the consideration of director nominees, including any nominee that a stockholder may submit, the board of directors considers, at a minimum, the following factors for new directors, or the continued service of existing directors:

- the ability of the prospective nominee to represent the interests of the stockholders of BOE;
- the prospective nominee s standards of integrity, commitment and independence of thought and judgment;
- the prospective nominee s ability to dedicate sufficient time, energy and attention to the diligent performance of his or her duties, including the prospective nominee s service on other public company boards; and

the extent to which the prospective nominee contributes to the range of talent, skill and expertise appropriate for the board of directors and meets the applicable Sarbanes-Oxley Act and NASDAQ director standards.

Communications with Directors

Any director may be contacted by writing to him or her c/o BOE Financial Services of Virginia, Inc., Post Office Box 965, 1325 Tappahannock Boulevard, Tappahannock, Virginia 22560. Communications to the non-management directors as a group may be sent to the same address, c/o the Corporate Secretary of BOE. BOE promptly forwards, without screening, all such correspondence to the indicated directors.

Executive Officers

Set forth below is certain information with respect to BOE s principal executive officers:

K. Wayne Aylor, 66, is Senior Vice President and Senior Credit Officer with BOE. Mr. Aylor joined BOE in February 2002. Prior to joining the Company, Mr. Aylor served as Vice President and Senior Credit Officer with The Community Bankers Bank in Richmond, Virginia since February 1989.

Bonnie S. Courtney, 54, is Vice President of Operations and Information Technology. Mrs. Courtney has held various positions with BOE since 1981.

George M. Longest, Jr., 47, became President and Chief Executive Officer of BOE on January 1, 1999. Prior to assuming his present position, Mr. Longest had been Senior Vice President and Senior Loan Officer with BOE. Mr. Longest has served as a director of BOE since 1999 and has been with BOE since February 1989.

Suzanne S. Rennolds, 58, is Senior Vice President, Human Resources and Compliance and has been employed by BOE since December 1980.

William E. Saunders, Jr., 45, is Vice President, Risk Management and has been employed by BOE since August 2004. From May 2001 to August 2004, Mr. Saunders was a bank examiner with the Commonwealth of Virginia State Corporation Commission. Prior to May 2001, Mr. Saunders was employed as Operations Officer for e-focust, Inc. and Southside Bank.

Bruce E. Thomas, 44, is Senior Vice President, Chief Financial Officer and Corporate Secretary and has been employed by BOE since October 1990.

Terrell D. Vaughan, 61, is Senior Vice President, Commercial Lending and has been employed by BOE since April 1, 1998.

Interests of Directors and Officers in Certain Transactions

Indebtedness and Other Transactions

Certain directors and executive officers of BOE (defined in this section to include its wholly-owned subsidiary, Bank of Essex), members of their immediate families and corporations, partnerships and other entities with which such persons are associated are customers of BOE. As such, they had transactions in the ordinary course of business with BOE during 2006 and may have additional transactions with BOE in the future. Any loans and commitments to lend included in such transactions were made in the ordinary course of business and upon substantially the same terms, including interest rates, collateral and repayment terms, as those prevailing at the time for comparable transactions with the general public. In the opinion of management, none of the transactions involved more than the normal risk of collectibility or presented other unfavorable features. At December 31, 2007 and December 31, 2006, loans from BOE to all executive officers and directors, their immediate families and/or affiliated companies in which they are principals amounted to approximately $3,198,695 and $2,885,032, respectively. These amounts represented approximately 9.5% and 10.3% of the total equity capital of BOE as of December 31, 2007 and December 31, 2006, respectively. During 2007 and 2006, no lending relationship between BOE and any one of its executive officers or directors, their immediate families and/or corporations or other entities in which they are principal stockholders, exceeded 15% of BOE s total equity.

Regulation O promulgated by the Federal Reserve Board and the provisions of the Federal Deposit Insurance Corporation Act of 1991 impose limitations on the amount of credit that may by extended by a state banking company such as BOE s subsidiary, Bank of Essex, to its directors, executive officers and related persons. Management believes it is in compliance with these limitations.

Chenault Law Offices, PLC serves as counsel to BOE. L. McCauley Chenault, a principal of Chenault Law Offices, PLC, is a director of BOE.

The law firm of Dillard & Katona also serves as counsel to BOE. Alexander F. Dillard, Jr., a partner in the firm, is a director of BOE and currently serves as the Chairman of the board of directors.

Compensation Discussion and Analysis

The Company s Executive Compensation Philosophy

The compensation committee of the board of directors is responsible for establishing and approving the compensation of executive officers of BOE. The compensation committee considers a variety of factors and criteria in arriving at its decisions and recommendations for compensation. The compensation committee s objective is to align the interests of BOE s executive officers with those of compensation committee and its stockholders. The compensation committee believes that increases in earnings per share, dividends, and stockholder s equity improve stockholder market value.

Objectives

BOE s compensation program generally consists of salary, bonus, and benefits. Benefits include BOE s defined benefit pension plan, supplemental retirement plan, participation in BOE s 401(k) plan and health insurance benefits. In addition, BOE offers perquisites to certain executive officers such as use of BOE- owned vehicles. BOE recognizes that competitive compensation is critical for attracting, motivating, and rewarding qualified executives. Therefore, one of the fundamental objectives of BOE s compensation program is to offer competitive compensation and benefits for all employees, including executive officers, to compete for and retain talented personnel who will lead us in achieving levels of financial performance that enhance stockholder value.

Salary

The base salary of each executive officer named in the Summary Compensation Table below (the named executive officers) is designed to be competitive with that of BOE s peer banks. In establishing the base salary for the named executive officers, the compensation committee relies on an evaluation of the officers level of responsibility and performance and on comparative information, including the Virginia Bankers Association s Salary Survey of Virginia Banks. In establishing the base salary, other than for the chief executive officer, the compensation committee also receives and takes into account the individual compensation recommendations from the chief executive officer. The salary of the chief executive officer is approved by the independent members of the board of directors, upon recommendation of the compensation committee.

Bonus

BOE does not have a formal bonus plan that specifies potential bonus amounts in terms of a percentage of base salary. Cash bonus awards are entirely at the discretion of the compensation committee. In determining whether or not to award cash bonuses and the level of such bonuses for a given year, the Committee considers the overall performance of BOE, including but not limited to, such factors as earnings per share, return on equity, growth and stockholder value, as well as their subjective evaluation of the executive officer s individual performance. Cash bonus awards for similar executives in market comparisons are also considered.

Stock Incentive Plan and Stock Option Plan for Outside Directors

BOE maintains two stock option plans designed to attract and retain qualified personnel in key positions, provide employees and directors with a proprietary interest in BOE as an incentive to contribute to the success of BOE and reward employees and directors for outstanding performance and the attainment of targeted goals. The stock option plans were approved by stockholders at the May 2000 Annual Meeting, became effective July 1, 2000 and will expire July 1, 2010. The employee plan is the BOE Financial Services of Virginia, Inc. Stock Incentive Plan and provides for the grant of 100,000 incentive stock options to employees intended to comply with the requirements of Section 422 of the Internal Revenue Code of 1986. The director plan is administered under the BOE Financial Services of Virginia, Inc. Stock Option Plan for Outside Directors and authorizes the grant of 10,000 non-qualified stock options for directors.

The stock option plans are administered by Mr. Minor and Mr. Hughes, a subcommittee of the compensation committee. Under the plans, the subcommittee determines which employees and directors will be granted options, whether such options will be incentive or non-qualified options, the number of shares subject to each option, whether such options may be exercised by delivering other shares of common stock and when such options will become exercisable. In general, the per share exercise price of an incentive stock option and a non-qualified stock option must be at least equal to the fair market value of a share of common stock on the date the option is granted.

Stock options become vested and exercisable in the manner specified by the compensation committee. Each stock option or portion thereof is exercisable at any time on or after it vests until ten years after its date of grant. A review was performed in 2007 of all stock option grants. The review verified that all options were priced at or above the closing stock price on the day the option was approved by the board of directors and granted.

There were no stock options awarded during 2006 or 2007, due primarily to changes in accounting standards for stock options and the impact of those changes on reported earnings. Additionally, on December 22, 2005, the board of directors voted to accelerate the vesting on all outstanding options in order to eliminate the recognition of compensation expense associated with the affected options under SFAS 123R, which became applicable to BOE beginning in the first quarter of 2006. The compensation committee s ongoing review of executive compensation will include a determination as to whether use of stock option plans or other equity awards is to be recommended.

Pension Plan

The Bank of Essex maintains a noncontributory defined benefit pension plan for all full-time employees who are 21 years of age or older and who have completed one year of eligibility service. Benefits payable under the plan are based on years of credited service, average compensation over the highest consecutive five years, and the plan s benefit formula (1.60% of average compensation times years of credited service in excess of 20 years but not in excess of 35 years plus .65% (70% if SSNRA is 66) of average compensation in excess of Social Security Covered Compensation times years of credited service up to a maximum of 35 years). For 2006, the maximum allowable annual benefit payable by the plan at age 65 (the plan s normal retirement age) was $175,000 and the maximum compensation covered by the plan was $220,000. Reduced early retirement benefits are payable on or after age 55 upon completion of 10 years of credited service. Amounts payable under the plan are not subject to reduction for Social Security benefits.

Supplemental Executive Retirement Plan

Bank of Essex has adopted a non-tax qualified Supplemental Executive Retirement Plan (SERP) for certain executives to supplement the benefits such executives can receive under Bank of Essex s other retirement programs and social security. Retirement benefits under the SERP vary by individual and are payable at age 65 for 15 years or life, whichever is longer. In the event of termination prior to age 65 (for reasons other than death, subsequent to a change of control or for cause), benefits still commence at age 65, but are substantially reduced. Benefits payable in the event of termination following a change of control or death commence upon termination or death, and are the approximate actuarial equivalent of the value of normal retirement benefits. No benefits are payable in the event that termination is for cause.

Directors Supplemental Retirement Plan

In 2006, BOE established the Directors Supplemental Retirement Plan for its non-employee directors. The Directors Supplemental Retirement Plan is designed to retain the future services of directors. This plan provides for a benefit upon the later of October 1, 2010 or retirement from service on the board of directors at the normal retirement age of 75. Benefits under this plan are payable at retirement for a period of 10 years. The Director s Supplemental Retirement Plan also contains provisions for change of control, as defined, which allow the directors to retain benefits under the plan in the event of a termination of service subsequent to a change of control, other than for cause.

401(k) Employee Savings Plan

BOE sponsors a 401(k) Employee Savings Plan, for which all full-time employees who are 21 years of age or older are eligible to participate. BOE matches 50% of employee contributions on the first 4% of earned compensation. While employee contributions are immediately vested, BOE contributions are subject to a stated vesting schedule.

Employment Continuity Agreements

BOE has entered into employment continuity agreements with each of George M. Longest, Jr., Bruce E. Thomas, K. Wayne Aylor, Terrell D. Vaughan, Suzanne S. Rennolds, Bonnie S. Courtney and William E. Saunders, Jr. in order to secure their continued services and enable them to devote their full efforts to BOE in the event of a change of control of BOE. Under the continuity agreements, each executive is entitled to certain salary continuance benefits, welfare continuance benefits and outplacement services if BOE terminates his or her employment for any reason other than cause, or if the executive terminates for certain specific reasons, set forth below, within two years following a change of control.

The salary continuance benefit is an amount equal to two times, in the case of Messrs. Longest and Thomas, and one time, in the case of the other executives, the sum of the executive s base salary in effect as of the change of control date plus the maximum cash bonus payable to him or her. If the executive applies for or accepts employment with BOE within five years of his or her termination of employment, the executive is required to repay to BOE the entire amount of the salary continuance benefit.

Under the welfare continuance benefit, the executive and his or her dependents will continue to be covered, for a one-year period following the executive s termination of employment, under all welfare plans in which the executive and his or her dependents were participating prior to the date of termination. Welfare plans include any health or dental plans, disability plans, survivor income plans or life insurance plans maintained by BOE. BOE will pay all or a portion of the costs of the benefit on the same basis as is applicable to active employees. The welfare continuance benefit will cease if the executive obtains coverage under one or more welfare plans of a subsequent employer and that provide equal or greater benefits to the executive and his or her dependents.

The outplacement services provided for under the continuity agreements include job search and interview skill services. The services will be provided by a regionally recognized outplacement organization selected by the executive with approval of BOE. The services are available for up to one year after the executive s termination of employment.

In order for the executive to be entitled to receive benefits in the case of voluntary termination of employment, he or she must voluntarily terminate employment within 90 days after one of the following events: (a) a decrease in his or her aggregate base salary and incentive bonus opportunity or a significant reduction in the amount of additional benefits or perquisites provided to him or her as of the date of the change of control, (b) a decrease in his or her authority, duties or responsibilities as determined as of the date of the change of control, or (c) the assignment of duties to him or her that are inconsistent with his or her duties and responsibilities as of the date of change of control. Benefits will not be payable if the action is isolated, insubstantial or inadvertent and not taken in bad faith, and remedied by BOE within 15 days after receipt of notice thereof given by the executive.

A change of control of BOE will be deemed to occur if (i) any person or group becomes a beneficial owner of 20% or more of the combined voting power of BOE s outstanding securities that may be cast for election of directors, other than as a result of an issuance of securities initiated by BOE or open market purchases approved by the board of directors, so long as the majority of the board of directors approving the purchases is also the majority at the time the purchases are made, or (ii) if as a direct or indirect result of, or in connection with, a cash tender or exchange offer, merger or other business combination, sale of assets, or contested election, the directors constituting the board of directors before any such transactions cease to constitute a majority of the board of directors or its successor s board within two years of the last such transactions.

In return for payment of benefits under the continuity agreements, each executive agrees to execute a written release, in such form as provided by the Company, of any and all claims the executive may have against BOE.

Other Benefit Plans

Executives participate in BOE s benefit plans on the same terms as other employees. These plans include medical, dental, life, and disability insurance. BOE provides life insurance coverage equal to three times the employee s salary for all eligible employees. A guaranteed issue cap on this coverage of $500,000 is dictated by the plan. Coverage in excess of $50,000 is subject to taxation based on Internal Revenue Service guidelines.

Perquisites

BOE provides perquisites to certain executive officers, such as an automobile allowance; however, such amounts are not included in the Summary Compensation Table below because such amounts are less than $10,000.

Summary Compensation Table

The following table reflects total compensation paid or earned during 2006 for the named executive officers.

Name and Principal Position	Salary ($)	Bonus ($)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ($)	All Other Compensation ($)(1)	Total ($)
George M. Longest, Jr. *President and Chief Executive Officer of BOE and Bank of Essex (Principal Executive Officer)*	$ 135,000	$ 5,245	$ 35,577(2)	$ 2,700	$ 178,522
Bruce E. Thomas *Senior Vice President, Chief Financial Officer and Corporate Secretary of BOE and Bank of Essex (Principal Financial Officer)*	$ 101,500	$ 3,245	$ 15,826(3)	$ 2,042	$ 122,613
K. Wayne Aylor	$ 95,500	$ 3,245	$ 58,980(4)	$ 1,914	$ 159,639

Senior Vice President of BOE and										
Senior Credit Officer of Bank of Essex										
Terrell D. Vaughan	$	95,500	$	3,245	$	40,827(5)	$	1,920	$	141,492
Senior Vice President of BOE and										
Senior Loan Officer of Bank of Essex										

(1) All other compensation is comprised of BOE s 401(k) plan matching contributions.

(2) Includes $22,467 change in value for Mr. Longest in the SERP and $13,110 change in value in the Bank of Essex noncontributory defined benefit plan.

(3) Includes $9,167 change in value for Mr. Thomas in the SERP and $6,659 change in value in the Bank of Essex noncontributory defined benefit plan.

(4) Includes $39,808 change in value for Mr. Aylor in the SERP and $19,172 change in value in the Bank of Essex noncontributory defined benefit plan.

(5) Includes $20,941 change in value for Mr. Vaughan in the SERP and $19,886 change in value in the Bank of Essex noncontributory defined benefit plan.

Outstanding Equity Awards at Fiscal Year-End

The following table reflects the outstanding stock options as of December 31, 2006 for the named executive officers.

	Option Awards		
Name	**Number of Securities Underlying Unexercised Options Exercisable (#)(1)**	**Option Exercise Price ($)**	**Option Expiration Date**
George M. Longest, Jr.	677	$ 28.70	11/18/2014
	444	$ 25.00	10/23/2013
	460	$ 22.40	6/27/2012
	548	$ 12.25	1/16/2011
Bruce E. Thomas	481	$ 28.70	11/18/2014
	350	$ 25.00	10/23/2013
Terrell D. Vaughan	452	$ 28.70	11/18/2014
	383	$ 25.00	10/23/2013
	357	$ 22.40	6/27/2012
	340	$ 12.25	1/16/2011

(1) All outstanding options were exercisable at December 31, 2006.

Option Exercises and Stock Vested

The following table reflects stock options exercised and the value realized on exercise during 2006 for certain of the named executive officers.

Option Awards

Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)
K. Wayne Aylor	1,785	$ 15,466
Bruce E. Thomas	357	$ 3,070

(1) The aggregate dollar amount realized upon exercise was computed by multiplying the number of shares acquired on exercise times the difference between the market price of the underlying securities at exercise and the exercise price of the option.

Pension Benefits

The following table reflects the actuarial present value of the named executive officers accumulated benefit under Bank of Essex s pension plan and Bank of Essex s supplemental retirement plan and the number of years of service credited under the plan as of December 31, 2006.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit ($)
George M. Longest, Jr.	VBA Master Defined Benefit Pension Plan for Bank of Essex	18	$110,289
	Bank of Essex Supplemental Retirement Plan	1	$27,999
Bruce E. Thomas	VBA Master Defined Benefit Pension Plan for Bank of Essex	16	$57,111
	Bank of Essex Supplemental Retirement Plan	1	$11,424
K. Wayne Aylor	VBA Master Defined Benefit Pension Plan for Bank of Essex	5	$72,976
	Bank of Essex Supplemental Retirement Plan	1	$51,837
Terrell D. Vaughan	VBA Master Defined Benefit Pension Plan for Bank of Essex	9	$100,001
	Bank of Essex Supplemental Retirement Plan	1	$26,097

Change in Control Benefits

As discussed above, BOE maintains employment continuity agreement for its executive officers that provide benefits to such executive officers in the event of a change in control. Based upon a hypothetical change in control date of December 31, 2006, the following table identifies the estimated total change in control termination benefits for the named executive officers during the periods following the change in control.

Executive Officer	Base Salary ($)	Bonus ($)	Healthcare and Other Insurance Benefits ($)
George M. Longest, Jr.	$ 270,000	$ 10,490	$ 3,858
Bruce E. Thomas	$ 203,000	$ 6,490	$ 3,783
K. Wayne Aylor	$ 95,500	$ 3,245	$ 2,640
Terrell D. Vaughan	$ 95,500	$ 3,245	$ 2,640

The calculations are based on an assumption that each named executive officer s employment would be terminated on December 31, 2006. Such an assumption would require payment of salary, bonus, and coverage under BOE s healthcare and other insurance benefits through December 31, 2007. The salary and bonus amounts are based on 2006 amounts. The value of healthcare and other insurance benefits is based upon the type of coverage provided to the executive officer as of December 31, 2006, and valued at the premiums in effect at that time.

Compensation of the Board of Directors

Directors of the Company are paid an annual retainer of $5,000, plus $300 for attendance at each meeting of the board of directors and $100 for attendance at each committee meeting held on the regularly scheduled board of directors meeting date. Directors are paid a $200 fee for attended committee meetings called on days other than regularly scheduled board of directors meeting dates. Mr. Dillard is paid a $6,000 fee for serving as chairman of the board of directors. BOE Employees serving as directors or committee members do not receive any separate compensation for board of directors or committee meetings attended.

The following table reflects the director compensation earned or paid during 2006.

Name	Fees Earned or Paid in Cash ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)(1)	Total ($)
R. Harding Ball	$ 9,600	$ 3,452	$ 13,052
R. Tyler Bland, III	$ 10,100	$ 3,654	$ 13,754
L. McCauley Chenault	$ 10,000	$ 2,088	$ 12,088
Alexander F. Dillard, Jr.	$ 18,000	$ 4,557	$ 22,557
George B. Elliott	$ 11,900	$ 6,493	$ 18,393
Frances H. Ellis	$ 10,900	$ 2,621	$ 13,521
Page Emerson Hughes, Jr.	$ 10,500	$ 2,774	$ 13,274
George M. Longest, Jr.	$ 5,000		$ 5,000
Philip T. Minor	$ 12,700	$ 6,493	$ 19,193

(1) Amounts reflect changes in value in the Directors Supplemental Retirement Plan.

Compensation Committee Report

The compensation committee of the board of directors has reviewed and discussed BOE s Compensation Discussion and Analysis with management. Based upon this review and discussion, the compensation committee recommended to the board of directors that the Compensation Discussion and Analysis be included in BOE s definitive proxy statement on Schedule 14A for its 2007 Annual Meeting, which is incorporated by reference in BOE s Annual Report on Form 10-K for the fiscal year ended December 31, 2006, as filed with the Securities and Exchange Commission.

Respectfully submitted,

L. McCauley Chenault, Chairman
R. Tyler Bland III
Frances H. Ellis
P. Emerson Hughes, Jr.

Security Ownership of Management

The following table sets forth certain information, as of February 22, 2008, about beneficial ownership of the common stock of BOE for each director, director nominee, certain executive officers and for all directors, director nominees, and executive officers of BOE as a group.

Name(1)	Amount and Nature of Beneficial Ownership(2)	Percent of Class
Named Executive Officer and Director:		
George M. Longest, Jr.	5,870(3)(5)	*
Named Executive Officers:		
Bruce E. Thomas	1,626(5)	*
K. Wayne Aylor	2,085	*
Terrell D. Vaughan	2,132(5)	*
Directors:		
R. Tyler Bland, III	9,482(3)(4)	*
L. McCauley Chenault	2,898(4)	*
Alexander F. Dillard, Jr.	23,821(3)(4)	1.96%
George B. Elliott	3,178(3)(4)	*
Frances H. Ellis	5,966(3)(4)	*
Page Emerson Hughes, Jr.	3,030(3)(4)	*
Philip T. Minor	14,654(3)(4)	1.21%
L. Edelyn Dawson, Jr.	250	*
All Directors and Executive Officers as a group (15 persons)	74,992(3)(4)(5)	6.18%

* Represents less than 1% of BOE s common stock.

(1) The address of each stockholder is Bank of Essex, P.O. Box 965, Tappahannock, Virginia 22560.

(2) For purposes of this table, beneficial ownership has been determined in accordance with the provisions of Rule 13d-3 of the Securities Exchange Act of 1934 under which, in general, a person is deemed to be the beneficial owner of a security if he or she has or shares the power to vote or direct the voting of the security or the power to dispose of or direct the disposition of the security, or if he or she has the right to acquire beneficial ownership of the security within sixty days.

(3) Includes shares held by affiliated corporations, close relatives and dependent children, or as custodians or trustees, as follows: Mr. Longest, 120 shares; Mr. Thomas, 24 shares; Mr. Bland, 2,670; Mr. Dillard, 16,423 shares; Mr. Elliott, 872; Mrs. Ellis, 160 shares; Mr. Hughes, 100 shares; and Mr. Minor, 607 shares.

(4) Includes shares that may be acquired pursuant to currently exercisable stock options granted under the Company s Stock Option Plan for Outside Directors as follows: Mr. Bland, 260 shares; Mr. Chenault,

470 shares; Mr. Dillard, 520 shares; Mr. Elliott, 470 shares; Mrs. Ellis, 380 shares; Mr. Hughes, 150 shares; and Mr. Minor, 600 shares.

(5) Includes 8,000 vested option grants awarded to Executive Officers (including 2,129 for Mr. Longest, 831 for Mr. Thomas and 1,532 for Mr. Vaughan) pursuant to the Company s Stock Option Plan for Employees, which may be exercised as described under the heading Stock Incentive Plan and Stock Option Plan for Outside Directors.

Security Ownership of Certain Beneficial Owners

As of March 25, 2008, no persons, to BOE s knowledge, own five percent or more of the outstanding shares of common stock.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires BOE s directors and designated executive officers, and any persons who own beneficially more than 10% of the outstanding shares of BOE s common stock, to file with the Securities and Exchange Commission and the Nasdaq Capital Market reports disclosing changes in such ownership. To BOE s knowledge, based solely on a review of the copies of such reports furnished to BOE and written representations, all transactions by BOE s directors and designated executive officers were filed timely in 2007 to comply with their respective Section 16(a) filing requirements.

INFORMATION ABOUT TRANSCOMMUNITY FINANCIAL CORPORATION

General

TransCommunity is a financial holding company and the parent company of TransCommunity Bank. TransCommunity was formed in March 2001, principally in response to perceived opportunities resulting from the takeover in recent years of a number of Virginia-based banks by national and regional banking institutions. Until June 29, 2007, TransCommunity was the holding company for four separately-chartered banking subsidiaries Bank of Powhatan, Bank of Goochland, Bank of Louisa and Bank of Rockbridge. On June 29, 2007, these four subsidiaries were consolidated into a new TransCommunity Bank. Each former subsidiary now operates as a division of TransCommunity Bank, but has retained its name and local identity in the community that it serves.

At September 30, 2007, TransCommunity had total assets of $223.0 million, total loans net of the allowance for loan losses of $186.3 million, total deposits of $192.0 million and total stockholders equity of $29.9 million.

TransCommunity s headquarters are located at 4235 Innslake Drive, Glen Allen, Virginia.

Recent Developments

Net income for the year ended December 31, 2007 was $2.5 million, or $0.54 per share (basic and diluted), versus net income of $117 thousand, or $0.03 per share for the same period during 2006.

Results for 2007 were significantly affected by recognition at year-end of a deferred tax asset totaling $3.3 million, arising primarily from recognition by TransCommunity of the net operating loss carry forwards generated since TransCommunity s inception. TransCommunity determined the timing and amount of the recognition of the deferred tax asset in accordance with FAS 109, which states all available evidence, both positive and negative, should be considered to determine whether, based on the weight of that evidence, a valuation allowance is needed. The pending merger with Community Bankers was not a factor in TransCommunity s determination to recognize the deferred tax asset.

The primary positive factor that contributed to the decision to recognize the deferred tax asset was the completion of TransCommunity s 2007 restructuring pursuant to which TransCommunity s former four subsidiary banks were consolidated into one charter and the resulting anticipated future profitability. TransCommunity spent approximately $500,000 consolidating the charters and operations of the banks during 2007, and projects future recurring annual savings related to the restructuring to be approximately $800,000. This restructuring was completed and the arrangements for the related cost savings were finalized in the first part of the fourth quarter of 2007.

The negative factors that TransCommunity considered were TransCommunity s history of operating losses and the fact that the amount of net operating losses that can be utilized in any one year is limited to approximately $800,000.

Based on the totality of the evidence, TransCommunity believes that it was appropriate to recognize the deferred tax asset for future periods commencing in the fourth quarter of 2007. In addition, based on anticipated taxable income, TransCommunity believes the entire deferred tax asset will be realized before the related net operating losses begin to expire in 2022, and accordingly recorded the entire deferred tax asset. As a result of recognizing this deferred tax asset, TransCommunity expects to incur tax expense related to income earned in 2008 and subsequent years.

Without recognition of this deferred tax asset, performance for 2007 would have been a loss of $829 thousand, versus net income of $117 thousand for 2006. Inclusive of the deferred tax asset, the return on average assets for 2007 was 1.16% compared to .06% for 2006. Return on average equity for 2007 was 8.23% compared to 0.39% for 2006.

During 2007, total assets grew by 20%, led by strong growth in the loan portfolio of 36%. Although TransCommunity s employee headcount remained constant during 2007, noninterest expenses grew 19% to

$10.6 million, reflecting one-time costs associated with the consolidation of TransCommunity s four banking charters, and centralization of many back-room operational functions.

TransCommunity s net interest margin for 2007 was 5.13% versus 5.14% for 2006. Although TransCommunity was able to maintain its historic high level of net interest margin during 2007, this key profitability indicator is expected to decline in 2008 as a result of the actions of the Federal Reserve Board to lower interest rates.

During 2007, as part of the consolidation of its bank charters, TransCommunity centralized its credit administration function, and hired its first chief credit officer. Following consolidation, the new chief credit officer performed a full review of the entire loan portfolio. This review, plus several credit downgrades in the final quarter of the year, resulted in an increase in the allowance for loan losses during 2007 of $1.6 Million. At December 31, 2007 the allowance for loan losses stands at $3.0 million, or 1.48% of total loans. At December 31, 2006, the allowance for loan losses was $2,100,000, or 1.36% of total loans.

At December 31, 2007, total assets were $238.2 million versus $198.4 million at December 31, 2006. Loans, net of the allowance for loan losses, equaled $202.4 million, as compared with $149.3 million at year-end 2006. Total deposits at December 31, 2007 were $203.6 million, representing growth of 23.4% from $165.0 million at year-end 2006.

TRANSCOMMUNITY FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
December 31, 2007 and December 31, 2006

	December 31, 2007 Unaudited	December 31, 2006
	(Dollars in thousands)	
ASSETS		
Cash and due from banks	$ 2,204	$ 3,669
Federal funds sold	2,107	1,422
Total cash and cash equivalents	4,311	5,091
Securities available for sale, at fair value	10,243	13,597
Securities held to maturity, fair value of $6,393 and $21,286 at December 31, 2007 and December 31, 2006, respectively	6,400	21,420
Loans	205,480	151,399
Allowance for loan losses	(3,036)	(2,065)
Total loans, net	202,444	149,334
Premises and equipment, net	8,205	6,689
Other investments	938	896
Assets from discontinued operations, net		88
Deferred tax asset	3,312	
Other assets	2,418	1,330
Total assets	$ 238,271	$ 198,445
LIABILITIES		
Deposits:		
Demand:		
Noninterest bearing	$ 20,390	$ 20,450
Interest bearing	41,768	37,850
Savings	10,174	9,478
Time	131,266	97,195
Total deposits	203,598	164,973
Note payable		500
Federal funds purchased		1,517
Accrued interest payable	682	540
Liabilities from discontinued operations, net		10
Accrued expenses and other liabilities	758	352
Total liabilities	$ 205,038	$ 167,892
STOCKHOLDERS EQUITY		

Common stock (25,000,000 shares authorized $.01 par value) 4,586,741 and 4,581,741 shares issued and outstanding at December 31, 2007 and December 31, 2006, respectively		46		46
Additional paid in capital		39,926		39,809
Accumulated deficit		(6,764)		(9,262)
Accumulated other comprehensive income (loss)		25		(40)
Total stockholders equity	$	33,233	$	30,553
Total liabilities and stockholders equity	$	238,271	$	198,445

TRANSCOMMUNITY FINANCIAL CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS
For the Years Ended December 31, 2007 and 2006

	2007	2006
	(Dollars and shares in thousands, except per share data)	
Interest and dividend income		
Interest on loans, including fees	$ 15,795	$ 12,366
Interest on federal funds sold	570	1,115
Interest on debt securities-taxable	711	765
Dividends on equity securities	67	61
Total interest and dividend income	17,143	14,307
Interest expense		
Interest on deposits	6,628	4,475
Interest on secured borrowings		471
Interest on other borrowed funds	48	12
Total interest expense	6,676	4,958
Net interest income	10,467	9,349
Provision for loan losses	1,686	493
Net interest income after provision for loan losses	8,781	8,856
Noninterest income		
Bank service charges and fees	1,110	1,011
Total noninterest income	1,110	1,011
Noninterest expense		
Salaries and employee benefits	5,433	4,711
Occupancy expenses	723	689
Equipment expenses	699	600
Other operating expenses	3,788	2,933
Total noninterest expense	10,643	8,933
(Loss) income from continuing operations before income taxes	(752)	934
Income tax expense(benefit)	(3,325)	15
Net income from continuing operations	2,573	919
Net loss from discontinued operations	(77)	(802)

Net income	$ 2,496	$ 117
Net income per share from continuing operations(basic and diluted)	$ 0.56	$ 0.20
Net income per share(basic and diluted)	$ 0.54	$ 0.03
Weighted average number of shares outstanding	4,587	4,582

TransCommunity Bank and its Divisions

TransCommunity Bank operates a community banking business in central Virginia west and north of the greater Richmond metropolitan area. TransCommunity Bank is structured to support the operations of its four bank divisions, allowing each bank division, with its own board of directors and local management team to exercise broad decision-making flexibility. TransCommunity believes that the best banks are independently run, locally directed, focused on their local communities and able to respond to customer needs as rapidly as possible. Under the TransCommunity business model, each of its community bank divisions has the authority to serve and represent its local community. The focus of TransCommunity s consolidated bank operations is principally to create cost savings through use of a common operational platform.

Information with respect to each of TransCommunity Bank s divisions is set forth below.

Bank of Powhatan. Bank of Powhatan commenced its banking operations in March 2000 and has one office located on the north side of U.S. Route 60, the major east-west highway in Powhatan County.

Powhatan County is a suburb of Richmond and is experiencing significant growth in population. According to the University of Virginia Weldon Cooper Center for Public Service, from 2000 to 2006, Powhatan County s population grew 20%. The Powhatan County deposit market grew 154% or by $149 million from June 30, 2000 to June 30, 2007, according to a report, from the Federal Deposit Insurance Corporation (FDIC). The bank is evaluating opening a second office in Powhatan County serving a highly desirable area, which includes the zip code with the highest average household income in the greater Richmond metropolitan area.

At September 30, 2007, the Bank of Powhatan had $64.4 million of total deposits. At June 30, 2007, it had $65.4 million of total deposits, which represents a 26.6% market share in deposits in Powhatan County as of the most recent report from the FDIC.

Bank of Goochland. Bank of Goochland opened in November 2002. Goochland County is contiguous to Powhatan County but separated by the James River west of Richmond and is a 45-minute drive from Charlottesville. Bank of Goochland operates two offices in Goochland County. The main office is located in Centerville, on U.S. Route 250, a heavily-traveled route used by Goochland Country residents in their commute to and from work in the Richmond area. This location is six miles west of Glen Allen (where TransCommunity is headquartered), a significant business community in western Henrico Country. The Bank also operates a second office at historic Goochland Courthouse, which serves the western portion of the Goochland market.

According to the University of Virginia Weldon Cooper Center for Public Service, Goochland County has experienced a 17% population growth from 2000 to 2006. The deposits in Goochland County grew 136% or by $104 million from June 30, 2000 to June 30, 2007, according to the most recent report from the FDIC.

At September 30, 2007, the Bank of Goochland had $89.1 million of total deposits. At June 30, 2007, it had $82.5 million of total deposits, which represents a 46% market share in deposits in Goochland County as of the most recent report from the FDIC.

Bank of Louisa. Bank of Louisa opened its first office in July 2003, in the Town of Louisa, as a branch of the Bank of Powhatan. In April 2004, Bank of Louisa was spun off as a separately-chartered bank subsidiary of TransCommunity. Concurrent with its opening, Bank of Louisa purchased the assets and assumed the deposits of the Louisa branch of Bank of Powhatan. The permanent main office for Bank of Louisa, located in the town of Louisa, opened in April 2005.

Louisa County is contiguous to Goochland County s northern boundary and just east of Charlottesville. According to the University of Virginia Weldon Cooper Center for Public Service, Louisa County has experienced 18% population growth from 2000 to 2006. Deposits in Louisa County grew 57% or $99 million from June 30, 2000 to June 30, 2007, according to the latest report from the FDIC.

At September 30, 2007, the Bank of Louisa had $30.1 million of total deposits. At June 30, 2007, it had $29.9 million of total deposits, which represents a 11.1% market share in deposits in Louisa County as of the most recent report from the FDIC.

Bank of Rockbridge. The Bank of Rockbridge opened in December 2006 as a new bank subsidiary of TransCommunity. The central valley area including Rockbridge and the City of Lexington area grew 5% in population between 2000 and 2006, according to the University of Virginia Weldon Cooper Center for Public

Service. Deposits in Rockbridge County and the City of Lexington grew 55% or $171 million during this same time to $480 million, according to the FDIC.

At September 30, 2007, the Bank of Rockbridge had $8.4 million of total deposits. At June 30, 2007, it had $6.3 million of total deposits, which represents a 1.3% market share in deposits in Rockbridge County and the City of Lexington as of the most recent report from the FDIC.

Operating Strategy

TransCommunity s operating strategy has historically focused on the operating efficiencies that a holding company could offer a multi-bank subsidiary structure. The centralization of many back room operations functions that do not routinely touch the customer lowers overall operating costs, as the holding company could provide services such as information technology, telephone and data services, item processing and website management in bulk form, and to improve operating efficiencies. In addition, managing the delivery of these services from TransCommunity has allowed its bank managers to devote more time to serving customers. TransCommunity s current common operating platform includes deposit operations, credit administration and accounting.

The business model, however, is not dependent on maintaining separate subsidiary bank charters; rather, the primary focus is local decision-making and empowering the managers in the communities that TransCommunity serves with operational decision-making authority. In recent years, the cost of maintaining separate and independent subsidiaries has increased with more stringent regulatory requirements for internal accounting and financial controls. In January 2007, TransCommunity s board of directors voted unanimously to consolidate its four existing bank subsidiaries into a single legal entity, TransCommunity Bank. The consolidation was completed on June 29, 2007. TransCommunity believes that the consolidation of its banks will result in significantly lowered operating expenses, and can be achieved without impacting the local decision-making processes that are at the heart of its business model.

TransCommunity s long-term strategy is to build a profitable financial services organization. This strategy means more product and financial solutions for the customer, more cost savings and revenue generating opportunities. TransCommunity does not plan to expand or acquire other entities for the sake of asset growth alone. Its focus is on revenue growth and profitability, and on developing a complete financial services platform.

Growth Strategy

TransCommunity s goal is to provide superior, long-term returns to its stockholders by building a significant community banking franchise in Virginia. Virginia is dominated by large, out-of-state banks, which have expanded their market presence in Virginia primarily by acquiring Virginia-domiciled institutions. TransCommunity intends to target underserved or over-consolidated markets in Virginia and to enter those markets through one of the following strategies:

> ***Strategic De Novo Banks.*** TransCommunity has developed substantial knowledge and expertise in organizing *de novo* banks. To date, it has opened four *de novo* banks. While TransCommunity has recently chosen to consolidate its four existing bank charters into a single bank, there may be situations where the operational and economic benefits of establishing additional new independent banks outweigh the associated costs. TransCommunity may add new *de novo* banks in attractive markets where it can hire experienced management teams.
>
> ***Selective De Novo Branching.*** To date, only Bank of Goochland has established a new branch office. At present, TransCommunity is actively evaluating an additional branch for its Bank of Powhatan division. As it grows, TransCommunity will consider opportunities to establish new branches in its existing market footprint

to leverage the brand awareness developed by its bank divisions, and to provide additional convenience to its customers. In some cases, TransCommunity may establish branches in new markets that operate under a separate name with a doing business as designation to better establish a close tie to the local community.

Opportunistic Acquisitions. While Virginia is dominated by large, out-of-state banks, there are over 70 banking institutions headquartered in Virginia that have less than $250 million in assets. TransCommunity believes that many of these smaller banks will seek to merge with companies that have the infrastructure in place to handle the growing back-office and regulatory burden faced by smaller institutions. TransCommunity s decentralized decision-making structure and approach should also be attractive to the management, board of directors, employees and stockholders of such companies. TransCommunity believes that these factors will make TransCommunity a competitive acquirer.

Lending Activities

General. Each of TransCommunity Bank s divisions emphasizes a range of lending activities, including real estate, commercial, and consumer loans to individuals, small businesses and professional firms located in central Virginia. Each division has its own loan underwriting authority exercised by its president and loan committee. TransCommunity has developed a common set of loan underwriting standards for use by each of its banks which vary by type of loan, as described below. Each of TransCommunity Bank s divisions seeks to underwrite loans in accordance with these common underwriting guidelines, as well as applicable regulatory supervisory limits. TransCommunity does not maintain a loan committee at the holding company level. TransCommunity believes that local lending authority allows it to be more responsive than its regional and national competitors.

Since loans typically provide higher interest yields than other types of interest-earning assets, TransCommunity seeks to invest a substantial percentage of its earning assets in its loan portfolio. TransCommunity believes it has a competitive market advantage over larger national and regional banking institutions because it provide borrowers with a wide variety of lending products in the range of approximately $250,000 to $1.5 million that these larger banks may not want to offer because of the size or characteristics of the loan, or may not be able to deliver as expeditiously as TransCommunity. At September 30, 2007, TransCommunity had total loans of $189.0 million, representing 92% of its earning assets.

Each of TransCommunity Bank s divisions seeks to maintain a diversified loan portfolio and to limit the amount of loans to any single client. At September 30, 2007, the 25 largest client relationships at TransCommunity Bank represented $46 million, or 24% of its loan portfolio. As TransCommunity Bank continues to grow and mature, it expects that this concentrations will decrease as a percentage of total loans.

Regardless of the purpose of an individual loan, each of TransCommunity Bank s divisions seeks to obtain a security interest in real estate whenever possible, in addition to any other collateral available, in order to increase the likelihood of the ultimate repayment of the loan.

Loans Secured by Real Estate. At September 30, 2007, loans secured by real estate represented 80% of the loans in TransCommunity s consolidated portfolio. Real estate lending by TransCommunity Bank s divisions generally consists of commercial real estate loans, construction and development loans, and residential and home equity loans. Interest rates for all categories of real estate loans may be fixed or adjustable, with adjustable-rate loans predominating. In addition to interest, TransCommunity generally charges an origination fee on each loan.

Real estate loans originated by TransCommunity s banks are subject to the same risks as other loans and are particularly sensitive to fluctuations in the value of real estate. While real estate market values in the central Virginia market have risen strongly during the past decade, fluctuations in the value of real estate, as well as other factors arising after a loan has been made, could negatively affect a borrower s cash flow, creditworthiness and ability to repay the loan.

Commercial Real Estate Loans. At September 30, 2007, commercial real estate loans totaled $49 million or 26% of TransCommunity s consolidated loan portfolio. These loans generally have rate terms of five years or less, although payments may be structured on a longer amortization basis. Each of TransCommunity Bank s divisions evaluates every borrower on an individual basis and attempts to determine the business risks and credit profile of each borrower. TransCommunity also generally requires that a borrower s cash flow be at least 1.15% of monthly debt service obligations. In order to insure secondary sources of payment and liquidity to support loan requests, TransCommunity typically reviews personal financial statements of all principal owners and requires their personal guarantees.

Construction and Development Loans. Each of TransCommunity Bank s divisions offers residential and commercial construction loans to builders and developers as well as to consumers who wish to build their own homes. None of TransCommunity Bank s divisions makes loans in this category on a fixed-rate basis, and as of September 30, 2007, all loans in this category were adjustable rate loans. As of September 30, 2007, a total of $59 million, or approximately 31% of TransCommunity s consolidated loan portfolio consisted of construction and development real estate loans. The duration of TransCommunity s construction and development loans does not normally exceed 24 months. Construction and development loans generally carry a higher degree of risk than long- term financing of existing properties because repayment depends on the ultimate completion of the project and usually the sale of the property. Specific risks include:

- cost overruns;
- mismanaged construction;
- inferior or improper construction techniques;
- economic changes or downturns during construction;
- a downturn in the real estate market;
- rising interest rates which may prevent sale of the property; or
- failure to sell completed projects in a timely manner.

TransCommunity attempts to reduce the risk associated with construction and development loans by obtaining personal guarantees where possible and by keeping the loan-to-value ratio of the completed project at or below 80% for commercial loans and 85% for consumer loans.

Residential Loans and Home Equity Loans. None of TransCommunity Bank s divisions originates traditional long-term residential mortgages, but each of the divisions does issue second mortgage residential loans and home equity lines of credit. With respect to home equity lines of credit, TransCommunity s policy is to limit extensions of credit to 90% of the available equity in each property. As of September 30, 2007, a total of $43 million, or 23%, of TransCommunity s consolidated loan portfolio consisted of residential mortgage loans and home equity lines of credit.

Commercial Business Loans. Each of TransCommunity Bank s divisions makes loans for commercial purposes in various lines of business, including manufacturing, service industry and professional service areas. TransCommunity also offers small business loans utilizing government enhancements such as the Small Business Administration s, or SBA, 7(a) program and 504 program, which loans are partially guaranteed by the government, thereby reducing their risk. As of September 30, 2007, a total of $19 million, or 10%, of TransCommunity s consolidated loan portfolio consisted of commercial business loans.

Consumer Loans. Each of TransCommunity Bank s divisions makes loans to individuals for personal and household purposes, including secured and unsecured installment loans and revolving lines of credit. Consumer loans are underwritten based on the borrower s income, current debt level, past credit history, and the availability and value of collateral. Consumer loans are both fixed and variable, with negotiable terms. TransCommunity s installment loans typically amortize over periods not exceeding 60 months. Each of TransCommunity Bank s divisions offer consumer loans with a single maturity date when a specific source of repayment is available. Typically, each of TransCommunity s banks requires monthly payments of interest and a portion of the principal on revolving loan products. As of September 30, 2007, a total of $19 million, or 10%, of TransCommunity s consolidated loan portfolio consisted of loans to consumers.

Loan Approval. Certain credit risks are inherent in making loans. These include prepayment risks, risks resulting from uncertainties in the future value of collateral, risks resulting from changes in economic and industry conditions and risks inherent in dealing with individual borrowers. Each of TransCommunity Bank s divisions attempts to mitigate repayment risks by adhering to common credit policies and procedures. These policies and procedures, which are maintained by TransCommunity and are common to all divisions, include officer lending limits, a multi-layered loan approval process for larger loans, documentation examination, and follow-up procedures for any exceptions to credit policies. Each of TransCommunity Bank s divisions has a loan committee of its board of directors that is responsible for oversight of the lending function at that bank. When the amount of aggregate loans to a single borrower exceeds an individual officer s lending authority, the loan request will be considered by an officer with a higher lending authority or by the bank s loan committee. None of TransCommunity Bank s divisions makes any loans to (1) any director or officer of that bank, (2) any director or officer of any affiliate bank, or (3) any officer or director of the holding company, unless the loan is approved by the board of directors of the bank and is on terms not more favorable to such person than would be available to a person not affiliated with that bank.

Credit Administration and Loan Review. TransCommunity maintains a continuous loan review system that is managed at the consolidated bank level. Each of TransCommunity Bank s divisions also applies a consistent credit grading system to each loan, and TransCommunity utilizes an independent consultant to review the loan files annually on a test basis to confirm the grading of each loan. This independent consulting firm reports directly to the chairman of TransCommunity s audit committee of the board of directors. TransCommunity holds each loan officer responsible for the loans he or she makes, regardless of whether other individuals or committees joined in the approval. This responsibility continues until the loan is repaid or until the loan is formally assigned to another officer.

Lending Limits. The lending activities of each of TransCommunity Bank s divisions are subject to a variety of lending limits imposed by federal law. In general, a bank is subject to a legal limit on loans to a single borrower equal to 15% of that bank s capital and unimpaired surplus. This limit will increase or decrease as that bank s capital increases or decreases. Based on the capitalization of TransCommunity Bank at September 30, 2007, TransCommunity Bank s total equity capital of $30 million allows for a lending limit up to $4.5 million at any of its divisions.

Deposit Services

TransCommunity focuses on customer service to attract and retain deposits. Each of TransCommunity Bank s divisions offers a full range of commercial and retail deposit services, including checking accounts, savings accounts, money market accounts and other time deposits of varying types. The principal source of deposits at each of TransCommunity Bank s divisions is the local, central Virginia market. Because of the historically low interest rate environment in the last four years, each of TransCommunity Bank s divisions has also been able to obtain a portion of its deposits from bank-to-bank deposits generated outside its local market at certain times. As of September 30, 2007, none of TransCommunity Bank s consolidated deposits was from out of market sources. Deposit rates are reviewed regularly by senior management of each bank. TransCommunity believes that the deposit rates it offers are competitive with those offered by other financial institutions in its market area. By focusing on core deposits, TransCommunity believes it can continue to keep the overall cost of its deposits low and thereby benefit from wide net interest margins.

Competition

Banks generally compete with other financial institutions through the selection of banking products and services offered, the pricing of services, the level of service provided, the convenience and availability of services, and the degree of expertise and the personal manner in which services are offered. Virginia law permits statewide branching by banks. Consequently, commercial banking in Virginia is highly competitive. Many large banking organizations, most of which are controlled by out-of-state holding companies, currently operate in the greater Richmond, Virginia metropolitan area, and TransCommunity s primary market area. As of September 30, 2007, the aggregate deposit market in the Commonwealth of Virginia amounted to approximately $182 billion, of which out-of-state banking institutions controlled approximately 46% of these deposits. In addition, competition between commercial banks and thrift institutions (savings institutions and credit unions) has intensified significantly in recent years with the elimination of many previous distinctions between the various types of financial institutions and the granting of expanded powers to thrift institutions in areas which previously had been the sole domain of commercial banks. Legislation enacted in recent years has resulted in the almost total elimination of most distinctions between a commercial bank and a thrift institution. Consequently, competition among financial institutions of all types is largely unlimited with respect to legal ability and authority to provide most financial services. Furthermore, as a consequence of federal and Virginia legislation, out-of-state banks not previously allowed to operate in Virginia are allowed to commence operations and compete in TransCommunity s primary market area. See Supervision and Regulation.

TransCommunity faces competition from other banks, as well as thrift institutions, consumer finance companies, insurance companies and other institutions in TransCommunity s respective market areas. Some of these competitors are not subject to the same degree of regulation and restriction imposed upon the banks. Some of these competitors also have broader geographic markets and substantially greater resources and lending limits than TransCommunity Bank s divisions and offer certain services that the divisions are not expected to provide in the near term. Such competitors may also be in a position to make more effective use of media advertising, support services and electronic technology than TransCommunity.

Employees

At September 30, 2007, TransCommunity had 73 full-time equivalent employees as compared to 72 full-time equivalent employees at December 31, 2006.

As a financial holding company TransCommunity is heavily regulated. For a further description of the regulations to which TransCommunity is subject see Supervision and Regulation.

Properties

TransCommunity s headquarters are located in approximately 14,000 square feet of leased space at 4235 Innslake Drive, Glen Allen, Virginia. This office space was leased in August 2003 and occupied in December 2003. The office houses corporate operations, along with executive officers. The initial term of this lease is through April 30, 2014.

The Bank of Powhatan is located at 2320 Anderson Highway, Powhatan, Virginia. This bank s building, which is of new construction, is a two-story brick structure, containing approximately 6,000 square feet. It has four teller stations, three drive-through windows and a drive-up ATM and night depository. TransCommunity owns this property.

The Bank of Goochland is located at 100 Broad Street Road, Manakin-Sabot, Virginia. This bank s main office building, which is of new construction, is a two-story brick structure containing approximately 9,500 square feet. It has five teller stations, two drive-through windows and a drive-up ATM and a night depository. TransCommunity owns this property.

The Bank of Goochland also operates a branch office in a leased facility located at Goochland Courthouse, containing approximately 1,400 square feet. The initial term of this lease ended on September 1, 2007, after which it is extended on a month-to-month basis.

The Bank of Louisa is located at 217 East Main Street, in the Town of Louisa, Virginia. This bank s building, which is of new construction, is a two-story brick structure containing approximately 9,000 square feet. It has four teller stations, two drive-through windows, a drive-up ATM and a night depository facility. TransCommunity owns this property.

The Bank of Rockbridge located at 744 North Lee Highway in the City of Lexington, Virginia. This bank s building, which was an existing bank building, is a two story brick structure containing approximately 4,200 square feet. It has three teller stations, a drive-through window, a walk-up ATM and a night depository facility. TransCommunity leases the premises with an option after three years to extend the life of the lease for additional terms. The lease automatically renewed for a term of three years on January 31, 2007.

TransCommunity believes that all of its properties are adequately covered by insurance. In addition, all of TransCommunity s properties are in good operating condition and are adequate for TransCommunity s present and anticipated future needs.

See Notes 7 and 20 of the notes to consolidated financial statements for the year ended December 31, 2006 for more information on TransCommunity s properties.

Legal Proceedings

In the ordinary course of operations, TransCommunity and its subsidiary bank expect to be parties to various legal proceedings.

At present, there are no pending or threatened proceedings against TransCommunity or its subsidiary that, if determined adversely, would have a material effect on the business, results of operations, or financial position of TransCommunity or its subsidiary.

On November 2, 2006, James L. Minter filed a lawsuit against TransCommunity and William C. Wiley, the former chief executive officer and chairman of the board of directors of TransCommunity, in the Circuit Court of the County of Powhatan in Virginia. The suit arose out of the purchase of Main Street Mortgage by Bank of Powhatan in early 2001. Main Street Mortgage, a mortgage brokerage company, had operated as a wholly owned subsidiary of Bank of Powhatan and was closed on November 29, 2006. Mr. Minter alleged that in late 2000 Mr. Wiley withheld information concerning the value of Main Street Mortgage from the Bank of Powhatan s board of directors and that the Bank of Powhatan would not have acquired Main Street Mortgage if the valuation had been provided to the Bank of Powhatan s board of directors. Mr. Minter s suit claimed that TransCommunity aided and abetted and conspired with Mr. Wiley in his misrepresentation of Main Street Mortgage s value. Mr. Minter s suit also alleged that the December 2005 separation agreement between TransCommunity and William Wiley improperly released claims TransCommunity had against Mr. Wiley arising out of Mr. Wiley s alleged concealment of the Main Street Mortgage valuation from the Bank of Powhatan s board of directors in late 2000.

Mr. Minter sought unspecified recessionary and compensatory damages, unspecified treble damages and punitive damages of $350,000 against each defendant, jointly and severally and with interest. Mr. Minter also sought to recover his attorneys fees.

TransCommunity believes that insofar as it concerns TransCommunity, Mr. Minter s suit is without merit.

TransCommunity moved for a dismissal of the lawsuit, brought claims against Mr. Minter for breach of fiduciary duty related to his use of confidential company information for personal gain and removed him from the board of the Bank of Powhatan. In response to TransCommunity s motion to dismiss the lawsuit, on August 8, 2007, the court dismissed the two counts that Mr. Minter had asserted against TransCommunity. The court, however, permitted Mr. Minter to replead the count in which Mr. Minter alleged that TransCommunity aided and abetted Mr. Wiley in his allegedly fraudulent conduct. Mr. Minter amended his complaint, with the only claim against TransCommunity based on TransCommunity s alleged derivative liability for Mr. Wiley s conduct. TransCommunity again moved for a dismissal of Mr. Minter s claim, and, on December 7, 2007, the court dismissed Mr. Minter s lone remaining claim against TransCommunity and all of Mr. Minter s claims against Mr. Wiley with prejudice. TransCommunity s counterclaim against Mr. Minter for breach of fiduciary duty remains pending.

On December 19, 2007, Mr. Minter filed a new action in the Circuit Court of the County of Powhatan in Virginia, purportedly on behalf of TransCommunity, alleging breach of fiduciary duty and civil conspiracy against defendants Troy A. Peery, Jr., Robin T. Williams, John J. Sponski, John C. Watkins and Bruce B. Nolte, all of whom are current or former directors of TransCommunity. The lawsuit arises out of the same set of facts as the case dismissed by the court in December, 2007, and seeks damages of $3.35 million. Mr. Minter has not yet requested service of the lawsuit s papers, and may have filed the lawsuit in an attempt to protect the statute of limitations. TransCommunity has put its directors and officers insurance carrier on notice and is evaluating the allegations and claims. Based on the facts presently known, TransCommunity believes it has limited liability exposure arising from this lawsuit.

TransCommunity Management s Discussion and Analysis of Financial Condition and Results of Operations for the Nine Months Ended September 30, 2007 and September 30, 2006.

The following discussion and analysis and the related financial data present a review of TransCommunity s consolidated operating results for the three-month and nine-month period ended September 30, 2007 and 2006, and consolidated financial condition at September 30, 2007 and December 31, 2006. This discussion and analysis should be read in conjunction with the consolidated financial statements and notes thereto contained in TransCommunity s Annual Report on Form 10-K for the year ended December 31, 2006 filed with the Commission on April 16, 2007, and the consolidated financial statements and notes in the September 31, 2007 Form 10-Q.

Significant Accounting Policies

TransCommunity s financial position and results of operations are impacted by management s application of accounting policies involving judgments made to arrive at the carrying value of certain assets. In implementing its policies, management must make estimates and assumptions about the effect of matters that are inherently less than certain. Actual results could differ significantly from these estimates which could materially affect the amounts of TransCommunity s assets, liabilities, income and expenses. Critical accounting policies applied by TransCommunity include those that relate to the allowance for loan losses. For a more detailed discussion on these critical accounting policies, see Summary of Significant Accounting Policies on page F-47.

Overview

TransCommunity s results of operations are dependent primarily on its net interest income, which is the difference between the interest earned on its assets, primarily its loan and securities portfolios, and its cost of funds, which consists of the interest paid on its deposits and borrowings. TransCommunity s results of operations are also affected by its provision for loan losses as well as non-interest income and non-interest expenses. Non-interest expenses consist of employee compensation and benefits, occupancy and equipment, insurance, professional fees, telecommunications and data processing and other operating expenses.

In addition to the foregoing, results of TransCommunity s operations, like those of other financial services companies, are affected by its asset and liability composition, as well as factors beyond its control, such as general economic conditions and the monetary and fiscal policies of the federal government. Lending activities are affected by the demand for commercial and retail financing and are thus influenced by interest rates and other factors affecting the availability of funds. Deposit flows and costs of funds are influenced by yields available on competing investments and by general market rates of interest.

In January 2007, TransCommunity s board of directors voted to consolidate the charters of its four subsidiary banks. This charter consolidation process was completed on June 29, 2007. In addition, a system conversion with TransCommunity s core processor was successfully completed in August 2007. Costs associated with the charter consolidation process negatively impacted TransCommunity s performance during the first three quarters of 2007. As TransCommunity operates under a consolidated charter with a converted system, TransCommunity expects overhead costs to decline.

In evaluating TransCommunity s financial condition and operating performance, management focuses on the following:

- increasing loan originations;

increasing core deposit balances;

preserving TransCommunity s history of strong net interest margins;

retaining high credit standards and low levels of non-performing assets;

maintaining an adequate loan loss reserve;

managing interest rate risk;

controlling expenses; and

ensuring adequate funding for ongoing growth.

Highlights of TransCommunity s three-month statement of operations ended September 30, 2007, as compared to the similar statement in 2006, and the statement of financial condition dated September 30, 2007, as compared to December 31, 2006 include the following:

net loss of $161 thousand was reported versus net income of $98 thousand during the 3rd quarter of 2006;

interest income grew $733 thousand, or 19.4%;

net interest income increased by $339 thousand, or 14.0%;

assets grew $8.3 million, or 3.9% during the quarter, and $24.6 million, or 12.4%, since December 31, 2006;

noninterest expenses increased $339 thousand, or 15%; and

provisions for loan losses increased $455 thousand, or 272%.

Highlights of TransCommunity s nine-month statement of operations ended September 30, 2007 as compared to the same period in 2006 include the following:

yield on earnings assets increased 76 basis points to 8.53%;

net interest margin increased 22 basis points to 5.32%;

provisions for loan losses increased $823 thousand, or 265%; and

noninterest expenses increased $1.6 million, or 24%.

Results of Operations. For the quarter ended September 30, 2007, TransCommunity reported a loss of $161 thousand, resulting from larger-than-anticipated provisions to the loan loss reserve in the amount of $622 thousand. During the third quarter, two commercial loans went into default, each requiring a significant addition to the loss reserve, and TransCommunity made further additions to the reserve following completion of its annual independent loan review. In addition, the loan portfolio grew more rapidly than forecast during the third quarter, requiring further additions to the loan loss reserve.

During 2006, net income for the same period was $98 thousand, including a net loss from discontinued operations in the amount of $159 thousand.

Net loss per share for the quarter ended September 30, 2007, both basic and diluted, was $0.04, compared with net income per share, basic and diluted, of $0.02 for the same period during 2006.

For the nine-month period ended September 30, 2007, net losses were $767 thousand, including losses from discontinued operations of $77 thousand, compared with net income of $4 thousand during the same period in 2006. The year-to-date loss for 2007 can be attributed to the costs associated with the consolidation of TransCommunity s banking charters, extraordinary fees charged by TransCommunity s former external auditors, and larger-than-anticipated additions to the reserve for loan losses.

Net Interest Income. For the three months ended September 30, 2007, net interest income totaled $2.8 million, a $339 thousand, or 14.0%, increase over TransCommunity s performance for the same period during 2006. When compared with the previous three-month period ended June 30, 2007, net interest income increased $108 thousand, or 4.1%.

For the nine months ended September 30, 2007, net interest income totaled $7.9 million, a $1 million, or 14.6%, increase over TransCommunity s performance for the same period during 2006. Average earning assets for the nine-month period ended September 30, 2007 grew 10.3%, to $198.2 million compared to $179.6 million during the same period in 2006.

The net interest margin is the net interest income expressed as a percentage of average earnings assets. For the nine-month period ended September 30, 2007, the net interest margin increased 22 basis points from the same period in 2006, to 5.32% from 5.10%. The increase in net interest margin is attributable to benefits derived from an increase on yields of earning assets of 76 basis points to 8.53%, while the cost of interest-bearing liabilities increased 62 basis points, from 3.47% to 4.09%.

Average loans outstanding increased $30.9 million, or 22.3%, to $169.7 million coupled with a 5.1% increase in yield on average loans to 9.15% for the nine-month period ended September 30, 2007, compared to a yield of 8.71% for the same period during 2006.

For the nine-month period ended September 30, 2007, loan income of $11.6 million increased approximately 28.2% from $9.1 million during the same period in 2006.

Management believes that the overall outlook for its net interest income is positive, although TransCommunity expects to experience higher deposit costs in future periods. Management expects commercial loans to continue to grow because of the focus placed on loan growth throughout TransCommunity. Loan-related earning assets tend to have a higher spread than those earned in TransCommunity s investment portfolio. TransCommunity s consolidated net interest margin compares favorably with other commercial banks in its market area.

The following table details the net interest income calculations for the nine-month periods ended September 30, 2007 and 2006.

TRANSCOMMUNITY FINANCIAL CORPORATION

NET INTEREST MARGIN ANALYSIS
AVERAGE BALANCE SHEETS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2007 AND 2006
(In thousand dollars)

	2007			2006		
	Average Balance Sheet	Interest Income/ Expense	Average Rates Earned/ Paid	Average Balance Sheet	Interest Income/ Expense	Average Rates Earned/ Paid
Assets						
Loans, including fees(1)	$ 169,718	$ 11,616	9.15%	$ 138,791	$ 9,042	8.71%
Federal funds sold	11,946	458	5.13	22,845	826	4.83
Investments	16,502	575	4.66	17,970	576	4.29
Total Earning Assets	198,166	12,649	8.53	179,606	10,444	7.77
Allowance for loan losses	(2,033)			(1,740)		
Non-earning assets	12,785			12,684		
Total Assets	$ 208,918			$ 190,550		
Liabilities and Stockholders Equity						
Deposits:						
Demand -						
Interest bearing	$ 36,014	$ 507	1.88%	$ 37,050	$ 444	1.60%
Savings	10,036	116	1.55	9,897	115	1.55
Time deposits	108,750	4,094	5.03	81,382	2,549	4.19
Total deposits	154,800	4,717	4.07	128,329	3,108	3.24
Other borrowed Funds	1,006	48	6.43	10,190	484	6.36
Total interest-bearing Liabilities	155,806	4,765	4.09	138,519	3,592	3.47
Non-interest bearing Deposits	22,073			20,843		
Other liabilities	938			964		
Total liabilities	178,817			160,326		
Stockholders equity	30,101			30,224		
Total liabilities and stockholders equity	$ 208,918			$ 190,550		
Net interest earnings		$ 7,884			$ 6,852	

Interest spread	4.44%	4.30%
Net interest margin	5.32%	5.10%

Provision for Loan Losses. For the three-month period ended September 30, 2007, the provision for loan losses was $622 thousand, an increase of $455 thousand over the same period in 2006. Large provisions during the third quarter are attributable to strong loan growth coupled with downgraded credits. There were seven commercial loans with deteriorated credit quality that comprised approximately $500 thousand, or 80% of the 3rd quarter provisions. For the nine-month period ended September 30, 2007, the provision for loan losses was approximately $1,134 thousand, an increase of $823 thousand over the same period in 2006. At September 30, 2007, nonperforming assets totaled $1,041 thousand, versus $267 thousand at September 30, 2006.

Asset quality declined slightly since December 31, 2006, when nonperforming assets equaled $961 thousand. There is no other real estate owned. Net charge-offs for the nine months ended September 30, 2007 amounted to $628 thousand, versus $126 thousand for the same period in 2006. The charge-offs are due primarily to loans related to the discontinued operations of Main Street Mortgage. For the three-month period ended September 30, 2007, net charge-offs equaled $92 thousand, versus $101 thousand during the same period in 2006.

In March, 2007, TransCommunity employed its first chief credit officer. In June 2007, all credit administration functions were centralized as part of the consolidation of TransCommunity s four bank subsidiaries. As part of the establishment of a centralized credit administration function, management has engaged in an in-depth analysis of the total loan portfolio and has made adjustments to individual loan risk ratings as necessary. In addition, during the third quarter, the entire loan portfolio was reviewed as part of the annual independent loan review by an outside consulting firm. As a result of this ongoing loan review process, management is of the opinion the overall credit quality of the loan portfolio is sound, and that the allowance for loan losses is adequate.

The allowance for loan losses is evaluated continually by management and is based on management s review of the probability of collection, industry historical experience, the nature and volume of the loan portfolio, credit concentrations, adverse conditions that may effect a borrower s ability to repay, estimated value of any underlying collateral and prevailing economic conditions. An adequate allowance relative to the quality of the loan portfolio sufficient to meet anticipated future loan losses is calculated using appropriate risk factors depending on the type of borrower and whether the loan is secured or unsecured. Loans that are classified adversely are assigned a loss reserve based on their risk rating and liquidation analysis based on present value of estimated cash flow and/or collateral. Unclassified loans are assigned a collective pool loan loss percentage based on historical peer group data in the absence of internal company loss history. As TransCommunity s loan portfolio seasons, the factors will be adjusted to reflect actual loss experience. The allowance for loan loss is subjective in the absence of actual, material loss data and, as such, requires estimates that are susceptible to periodic revision as conditions change.

Noninterest Income. During the three months ended September 30, 2007, bank service charges and other fees of $269 thousand increased 16% from $232 thousand reported for the same period in 2006. On a year-to-date basis, noninterest income totaled $832 thousand for the nine months ended September 30, 2007, an increase of 8.3% from $768 thousand for the same period in 2006. The overall increase in noninterest income is attributable principally to higher customer service fees, including those associated with broker fees and commissions.

Noninterest Expense. Noninterest expenses for the quarter ended September 30, 2007 increased $339 thousand, or 15%, as compared with the same period in 2006. For the nine-month period ended September 30, 2007, noninterest expenses were up by $1.6 million, or 23.7% compared with the same period in 2006.

The growth in noninterest expense for both the third quarter and the year-to-date is attributable to the opening of the Bank of Rockbridge in December 2006, and the costs associated with the consolidation of TransCommunity s banking charters in June of 2007.

During 2007, noninterest expenses have declined each quarter, from $2,918 thousand in the first quarter, to $2,780 thousand in the second quarter, to $2,573 thousand for the quarter ended September 30, 2007. This favorable trend reflects the impact of the recently completed charter consolidation. TransCommunity expects further decreases in noninterest expenses during the fourth quarter of 2007.

Segment Information. TransCommunity had two additional segments in 2006, which were discontinued by December 31, 2006. Currently, the organization consists solely of a bank operating under its holding company, which is essentially a shell corporation. Therefore, current segment information is not provided.

Financial Condition

On September 30, 2007, TransCommunity had total assets of $223 million, up 12.4% from $198.4 million at December 31, 2006. On September 30, 2007, loans totaled $189 million, an increase of $37.6 million since December 31, 2006.

Loans totaled $189 million and $140.5 million at September 30, 2007 and 2006, respectively. This represents growth of $48.5 million, or an increase of 34.6%. Despite increased competition, TransCommunity s banks continued to experience strong loan demand, particularly with construction-related loans. However, TransCommunity remains focused on maintaining its pricing discipline and asset quality, and adhering to its conservative underwriting standards.

During the first nine months of 2007, TransCommunity s average cost of interest-bearing liabilities increased to 4.09%, up from 3.47% during the first nine months of 2006. Average interest-bearing liabilities grew $17.3 million, from $138.5 million during the first nine months of 2006 to $155.8 million during the same period in 2007. Total deposits increased $27 million, or 16.4%, to $192 million at September 30, 2007, up from $165 million at December 31, 2006. Noninterest-bearing deposits increased $2.1 million, or 10.4% since December 31, 2006. Management views these deposits as a key source for funding the loan growth. As traditional deposits become more difficult to obtain, alternative funding sources will likely result in relatively higher costs.

At September 30, 2007, TransCommunity s capital position remained strong with an average equity-to-average assets ratio of 14.41%. TransCommunity had a leverage ratio of 13.62%, a Tier 1 risk-based capital ratio of 13.85% and a total risk-based capital ratio of 15.09%. At September 30, 2007, the book value of TransCommunity s common stock was $6.53 per share.

Income Taxes

No income tax provision has been recorded since, at this time, there is insufficient evidence to conclude that TransCommunity will produce taxable income in the future which cannot be offset by loss carryforwards from the current and prior periods. However, TransCommunity may owe income taxes in the future, including those as determined by the alternate minimum tax (AMT) system. Income taxes for the year ended December 31, 2006, equaled $15 thousand using AMT calculations, which is available as a credit to reduce the regular tax liability in future years.

Loans

Total loans increased $23.6 million during the nine months of 2007 to $189 million.

Loans by type are shown in the following schedule:

	September 30, 2007	**December 31, 2006**
	(Dollars in thousands)	
Real estate:		
Construction	$ 36,702	$ 21,348
Residential	36,589	29,007
Commercial	63759	60,571

Commercial, industrial and agricultural	41,760	31,284
Consumer and installment	10,133	8,725
All other	60	464
Total Loans	$ 189,003	$ 151,399

Allocation of the Allowance for Loan Losses

The allowance for loan losses consists of an allocated component and an unallocated component. The allocated component of the allowance for loan losses reflects expected losses resulting from analyses developed through specific credit allocations for individual loans. The unallocated portion of the allowance for loan losses reflects management s estimate of probable inherent but not specifically identified losses within the portfolio. TransCommunity s allocations for the allowance for loan losses were as follows:

	September 30, 2007		December 31, 2006	
	Allowance	Percent	Allowance	Percent
	(Dollars in thousands)			
Real estate:				
Construction	$ 517	19%	$ 291	14%
Residential	516	19%	396	19%
Commercial	898	34%	826	40%
Commercial, industrial and agricultural	581	22%	427	21%
Consumer and installment	143	5%	119	6%
All other	8	1%	6	0%
Total Loans	2,663	100%	2,065	100%

Nonaccrual, Past Due and Restructured Loans

At September 30, 2007, TransCommunity had $1.0 million in loans classified as non-accrual or past due more than 90 days. At December 31, 2006, TransCommunity had $961 thousand in loans classified as non-accrual or past due more than 90 days. Loans are placed in a non-accrual status when, in the opinion of management, the accrued interest income will not be collected.

Secured Borrowings

TransCommunity had recorded secured borrowings in past financial statements due to the prior accounting treatment on certain loan participation agreements entered into with third-party financial institutions since the second quarter of 2004. TransCommunity discovered that it had incorrectly accounted for loans subject to these agreements in August 2006. Due to amendments to these agreements so that they could be properly reported under applicable accounting standards, TransCommunity has eliminated the reporting of secured borrowings.

Liquidity and Interest Sensitivity

At September 30, 2007, TransCommunity had liquid assets of $20.4 million in the form of cash, federal funds sold and available-for-sale investments. Management believes that liquid assets were adequate at September 30, 2007 to meet its customers deposit and credit needs. Management anticipates that additional liquidity will be provided by the growth in deposit accounts and loan repayments at TransCommunity Bank. TransCommunity Bank also has the ability to purchase overnight federal funds from a correspondent bank and borrow from the Federal Reserve Bank, if necessary.

Management is not aware of any trends, events or uncertainties that are reasonably likely to have a material impact on TransCommunity s short-term or long-term liquidity.

At September 30, 2007, TransCommunity had a positive cumulative Gap Rate Sensitivity Ratio of 0.46% for the one-year repricing period. A positive one-year Gap Rate Sensitivity Ratio reflects management s ability to generate loans and investment securities that will mature or reprice faster than interest-bearing deposits in a rising rate environment. Management constantly monitors the interest rate risk and believes that the current position is an acceptable risk for a growing financial services company.

TransCommunity s interest sensitivity analysis is shown on the following schedule:

TRANSCOMMUNITY FINANCIAL CORPORATION
INTEREST SENSITIVITY ANALYSIS
SEPTEMBER 30, 2007
(dollars in thousands)

	1-365 Days	1 to 5 Years	Over 5 Years	Total
Uses of Funds:				
Loans:				
Real estate:				
Construction	$ 34,265	$ 2,274	$ 163	$ 36,702
Residential	23,864	10,484	2,241	36,589
Commercial	28,745	33,865	1,149	63,759
Commercial, industrial and agricultural	19,785	20,659	1,316	41,760
Consumer installment	5,686	4,276	171	10,133
All other	14	46		60
Total Loans	112,359	71,604	5,040	189,003
Federal funds sold	4,061			4,061
Investment securities held to maturity, at cost	1,200	4,200	1,000	6,400
Investment securities available for sale, at fair value	7,505	1,806	1,003	10,314
Total	$ 125,125	$ 77,610	$ 7,043	$ 209,778
Sources of Funds:				
Demand Deposits-				
Interest bearing	33,802			33,802
Savings accounts	10,357			10,357
Time Deposits > $100,000	35,045	19,613		54,658
Time Deposits < $100,000	44,949	25,589	34	70,572
Total interest-bearing deposits	124,153	45,202	34	169,389
Federal funds purchased				
Borrowings				
Total	$ 124,153	$ 45,202	$ 34	$ 169,389
Discrete Gap	$ 972	$ 32,408	$ 7,009	$ 40,388
Cumulative Gap	$ 972	$ 33,380	$ 40,388	$
Ratio of Cumulative Gap to Total Earning Assets	0.46%	15.91%	19.25%	

Contractual Obligations

TransCommunity has entered into certain contractual obligations to make future payments under contracts. The following table summarizes TransCommunity s contractual obligations as of September 30, 2007:

	Payments due by Period				
	Total	**Less than One Year**	**1-3 Years**	**3-5 Years**	**More than 5 Years**
Contractual obligations:					
Operating lease obligations	$ 2,525,093	$ 422,012	$ 852,022	$ 586,667	$ 664,392
Data processing services	2,535,000	518,333	1,036,667	980,000	
Total	$ 5,060,093	$ 940,345	$ 1,888,689	$ 1,566,667	$ 664,392

On August 9, 2007, TransCommunity executed an agreement for the construction of a new branch office located at 1949 Sandy Hook Road, Goochland, Virginia 23063. This branch will replace the existing leased facility at Goochland Courthouse. The agreement, which is in the amount of approximately $1.4 million, is a fixed price contract that will not be financed. Monthly payments will be made following a percentage completion method. Completion is expected in the first quarter of 2008, and branch personnel will relocate from the nearby rented space.

Future Prospects

TransCommunity s loss for the third quarter resulted primarily from seven deteriorated loans that required additional provisions to absorb any potential future loss. Profitability was achieved for a period of time during the third quarter of 2007, and earnings would have been reported if the higher-than-expected provisions had not been reserved. TransCommunity successfully consolidated its four bank charters during the second quarter of 2007, and TransCommunity completed its system conversion in August 2007. In addition, during the third quarter, a new contract was negotiated with its data processor. Based on the current levels of activity and fee structure, TransCommunity expects to significantly reduce these costs by at least $400,000 annually.

TransCommunity s new consolidated bank and each of its operating divisions is performing well and producing net interest margins that compare favorably with the experience of its peers. Loan demand in each of TransCommunity s markets remains brisk, and its regulators, its outside loan review firm, and its own internal loan review process all confirm that the quality of its loan portfolio remains strong.

TransCommunity conducts business in some of the best markets in the country. Each of those markets is led by an experienced banker with significant knowledge of their local market. With operating costs expected to decline, TransCommunity is poised for strong growth in the months ahead. Management continues to seek successful commercial lending officers in its market area to enhance loan growth and resulting interest and fee income.

The planned merger with Community Bankers will provide additional capital which will permit management to consider external expansion on an accelerated basis. The new capital will also support more rapid rates of internal growth. In addition, the recent charter consolidation and system conversion prepares TransCommunity to realize benefits of a streamlined structure. More information related to the proposed merger can be found in Note 10 to the financial statement within Part I, Item 1, and in our Form 8-K filed September 6, 2007.

TransCommunity Management s Discussion and Analysis of Financial Condition and Results of Operations for the Years Ended December 31, 2006 and December 31, 2005.

The following discussion provides information about the major components of the results of operations and financial condition, liquidity, and capital resources of TransCommunity through December 31, 2006. This discussion and analysis should be read in conjunction with TransCommunity s Consolidated Financial

Statements and Notes to Consolidated Financial Statements. It should also be read in conjunction with A Warning About Forward Looking Statements.

Overview

During 2006, TransCommunity reported its first net profit of $117 thousand, versus a loss for the year 2005 of $1.8 million. TransCommunity s 2006 results thus represent a year-over-year improvement of $1.9 million. Over the same period, income per share, both basic and diluted, improved from a loss of $0.53 to a profit of $0.03.

Net income from continuing operations totaled $919 thousand for the year ended 2006 as compared to a loss of $1.3 million for the year ended 2005, an improvement of $2.3 million. Over the same period earnings per share from continuing operations improved $0.61 per share from a loss of $0.41 in 2005 to a gain of $0.20 during 2006.

Operating results for 2006 were impacted by two significant events. First, during the third quarter of 2006, TransCommunity determined that it had incorrectly accounted for loans subject to certain loan participation agreements entered into with third-party financial institutions. Under the direction of the audit committee of TransCommunity s board of directors, TransCommunity completed an evaluation of the manner in which it accounted for loan participation agreements.

As a result, TransCommunity filed an amendment to its annual report on Form 10-KSB for the year ended December 31, 2005. As a result of the restatement, TransCommunity s period end total loans and secured borrowings were increased by $12.5 million and $7.2 million at December 31, 2005 and 2004, respectively. In addition, interest income on loans and interest expense on other borrowings were also increased by $550 thousand and $112 thousand for the years ended December 31, 2005 and 2004, respectively. None of the adjustments resulting from the restatement had any impact on TransCommunity s net worth at any date or on its net income, net interest income, noninterest income or noninterest expense for any period.

Second, on November 29, 2006, the board of directors of TransCommunity directed management to close Main Street Mortgage, a mortgage brokerage company. Main Street Mortgage had operated as a wholly-owned subsidiary of the Bank of Powhatan, a wholly-owned subsidiary of TransCommunity, since 2001.

At December 31, 2006, TransCommunity had on a consolidated basis, total assets of $198.4 million, total deposits of $165.0 million, total loans of $151.4 million and total stockholders equity of $30.6 million. In comparison at December 31, 2005 and 2004 TransCommunity reported total assets of $190.6 million and $150.3 million, total deposits of $146.6 million and $123.7 million, total loans of $135.1 million and $112.1 million and total stockholders equity of $30.4 million and $14.9 million, respectively.

On February 7, 2007, TransCommunity announced the consolidation of the charters of TransCommunity s four bank subsidiaries into a single legal entity. The consolidation of the bank charters will provide significant financial advantages for TransCommunity s stockholders, as the costs associated with operating under multiple charters are reduced or eliminated.

During 2006, TransCommunity continued to experience changes in its management team and board of directors. During the first quarter of 2006, Messrs Agee, Crowder, Metts, Minter and J. Purcell submitted their resignations as directors of TransCommunity. Acting on the recommendation of TransCommunity s nominating and governance committee, the board of directors, appointed a total of six new directors during 2006, including Messrs. Bozard, Broomall, Claeys, Miller, D. Purcell and Zoeller. In the fourth quarter of 2006, and in January, 2007, Messrs Broomall, Claeys, Nuckols and D. Purcell submitted their resignations as directors of TransCommunity. Additionally, in January, 2007, TransCommunity s chief financial officer, Mr. Littreal, submitted his resignation as an officer of

TransCommunity in order to take a similar position at a larger organization.

Discontinued operations

In 2006, management continued to implement cost control measures in its operating units. In November of 2006, the board of directors approved the closing of Main Street Mortgage. These measures enable TransCommunity to better align its operations with its community banking focus.

Main Street Mortgage was acquired by the Bank of Powhatan in 2001, had generated revenues of $1.9 million and $3.9 million in the years 2006 and 2005. Expenses during the same periods were $2.7 million and $4.0 million.

During 2005, Main Street Mortgage originated residential and commercial mortgage loans of $162 million, generated gross revenues of $3.9 million, and incurred net losses of $84 thousand. In 2006, The operations of Main Street Mortgage resulted in a net loss from discontinued operations of $802 thousand in 2006. Management completed the dissolution of Main Street Mortgage in the first quarter of 2007.

During 2004, TransCommunity established a financial services division to enable our subsidiary banks to offer trust banking, asset management and insurance and securities brokerage services to TransCommunity s customers. To support these activities, TransCommunity sought and received regulatory approval to exercise trust banking powers through each of its subsidiary banks.

During 2005, losses from financial service activities totaled $339 thousand. As a result, during the fourth quarter of 2005, the TransCommunity board of directors voted to discontinue offering these services in-house and directed management to establish more cost-effective ways to deliver investment products. In the first quarter of 2006, TransCommunity s financial services operations were integrated into its community banking business segment. See Financial Services Segment.

Once TransCommunity closed its mortgage and financial services operations, the associated operations and cash flows were eliminated from the ongoing operations of TransCommunity. The underlying assets, primarily furniture and computers, associated with these operations were not held for sale. Rather, these assets were distributed to its community banking segment and used in banking operations. TransCommunity does not have any significant continuing involvement in the operations of mortgage or financial service segments.

Pursuant to TransCommunity s evaluation of the criteria specified in SFAS No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets,* it concluded that its actions to close the operations of the following segments required disclosure in the consolidated financial statements as discontinued operations.

(Loss) Gain from Discontinued Operations

	Years Ended December 31,		
	2006	**2005**	**2004**
	(In thousand dollars)		
Main Street Mortgage	$ (802)	$ (84)	$ 10
Financial Services		(339)	(303)
	$ (802)	$ (423)	$ (293)

Summary Financial Data for Discontinued Operations Main Street Mortgage

	Years Ended December 31, 2006	2005	2004
	(in thousand dollars)		
Operating Revenues	$ 1,887	$ 3,872	$ 3,221
Salaries and employee benefits	$ 1,723	$ 3,091	$ 2,544
Occupancy expenses	177	226	182
Equipment costs	107	116	97
Other operating expenses	682	523	388
Gain (loss) from discontinued operations	$ (802)	$ (84)	$ 10

Summary Financial Data for Discontinued Operations Financial Services

	Years Ended December 31, 2006	2005	2004
	(In thousand dollars)		
Operating Revenues	$	$ 29	$ 11
Salaries and employee benefits	$	$ 288	$ 212
Occupancy expenses		30	43
Equipment costs		4	8
Other operating expenses		46	51
Loss from discontinued operations	$	$ (339)	$ (303)

Community Banking Segment

Net income for the community banking segment was $2.4 million, an increase of $703 thousand over 2005 net income of $1.7 million. Net interest income grew by $1.6 million, or 22.1%, as a result of increased loan volumes and higher yields. Deposit interest expense benefited from relatively low interest rates as a $17.1 million increase in average deposit balances resulted in only a $1.6 million increase in interest expense on deposits. The provision for loan losses increased $227 thousand largely as a result the growth in TransCommunity s loan portfolio of $16.3 million. Noninterest income in the community banking segment increased by $297 thousand to $975 thousand during 2006. Noninterest expense in the community banking segment increased by $265 thousand, or 4.5%, while assets grew by $19.1 million, or 10.7%.

Mortgage Segment

Main Street Mortgage s total revenue in 2006 totaled $1.9 million verses $3.9 million in 2005, a 51.3% decrease. Losses amounted to $802 thousand compared to $84 thousand in 2005. Confronted with increasing losses, as well as the difficulty of turning around this non-core business, the board of directors on November 29, 2006 approved the closing of Main Street Mortgage. Main Street Mortgage had operated as a wholly-owned subsidiary of Bank of Powhatan, which is a wholly-owned subsidiary of TransCommunity, since 2001.

Financial Services Segment

Due to continued losses in this segment, the board of directors voted in the fourth quarter of 2005 to cease operations. The trust department at each of the banks was effectively discontinued at December 31, 2005 and management reorganized the remaining financial services during the quarter ending March 2006 and integrated the remaining Financial Services operations into the community banking segment. For the year ending 2005, TransCommunity realized a loss of $339 thousand from this discontinued operation.

Financial Condition at December 31, 2006

During the year ended December 31, 2006, TransCommunity s assets increased by $7.8 million, or 4.1%, to 198.4 million. Of this increase in total assets, $8.8 million represented growth in interest-earning assets, while non-interest bearing assets declined by $1.0 million. Continued strong loan demand throughout the year resulted in an increase of $16.3 million, or 12.1%, in total loans outstanding.

During 2006, investment securities increased by $3.8 million to $35.0 million.

Loan growth in 2006 was concentrated in the commercial and industrial and real estate lending portfolios. TransCommunity s total loan growth of $16.3 million in 2006 was the result of an $11.1 million or 54.8% increase in commercial and industrial loans from $20.2 million to $31.3 million, and a $4.3 million or 4.0% increase from $106.6 million to $110.9 million in real estate loans.

Customer deposits continue to be TransCommunity s primary funding source. TransCommunity s deposits are primarily generated through its community banks. At December 31, 2006, deposits totaled $165.0 million, an increase of $18.4 million or 12.5% from year-end 2005. Time deposits increased $23.5 million. This increase of $23.5 million was offset by a reduction of $8.3 million in interest bearing demand deposits and $12.5 million in securitized borrowings during 2006.

TransCommunity s capital position remains strong, with all of its regulatory capital ratios at levels that categorize TransCommunity as well capitalized under bank regulatory capital guidelines. At December 31, 2006, TransCommunity s stockholder equity totaled $30.6 million, an increase of $200 thousand from the December 31, 2005 balance. This increase in stockholder equity is primarily the result of TransCommunity achieving a net profit for 2006.

Net Interest Income

Like most financial institutions, the primary component of TransCommunity s earnings is net interest income. Net interest income is the difference between interest income, principally from loans and investments, and interest expense, principally on customer deposits and borrowings. Changes in net interest income result from changes in volume and changes in interest rates earned and paid. By volume, TransCommunity means the average dollar level of interest-earning assets and interest-bearing liabilities. Spread refers to the difference between the average yield on interest-earning assets and the average cost of interest-bearing liabilities, and margin refers to net interest income divided by average interest-earning assets. Spread and margin are influenced by the levels and relative mix of interest-earning assets and interest-bearing liabilities, as well as by levels of noninterest-bearing liabilities. During the years ended December 31, 2006 and 2005, TransCommunity s average interest-earning assets were $181.1 million, and $158.5 million, respectively. During these same years, TransCommunity s net interest margins were 5.14% and 4.68%, respectively.

Average Balances and Average Rates Earned and Paid. The table contained in Schedule I on page 182 sets forth, for the years 2006, 2005 and 2004, information with regard to average balances of assets and liabilities, as well as the total dollar amounts of interest income from interest-earning assets and interest expense on interest-bearing liabilities, resultant yields or costs, net interest income, net interest spread, net interest margin and ratio of average interest-earning assets to average interest-bearing liabilities. Average loans include nonaccruing loans, the effect of which is to lower the average yield.

Results of Operations

Net Income. TransCommunity s net income for 2006 was $117 thousand, an improvement of $1.9 million and $2.7 million from net losses of $1.8 million and $2.6 million in 2005 and 2004, respectively. Net income per share, both basic and diluted, was $0.03 for the year ended December 31, 2006, reflecting per share increases of $0.56 and $1.25 when compared to per share losses of $0.53 and $1.22 per share for the years ended December 31, 2005 and 2004, respectively. Total assets averaged $192.1 million during 2006 as compared to $170.3 million in 2005, an increase of $21.8 million or 12.8%. Total average assets increased $67.4 million or 54.1% when comparing 2006 to 2004.

During 2006, the prime rate increased 100 basis points, and TransCommunity benefited from its asset sensitive balance sheet position. While it is management s goal to remain relatively interest rate neutral, TransCommunity is currently asset sensitive and does benefit from a rising interest rate environment. As a result of TransCommunity s continued growth in interest-earning assets during 2006, combined with slower growth in funding costs and rising interest rates, its net interest income increased $1.9 million, or 25.3% from the year ended December 31, 2005 to the year ended December 31, 2006.

During 2005, TransCommunity continued to experience strong growth at each of its subsidiary banks and TransCommunity was able to raise sufficient capital to support its growth strategy. Total assets averaged $170.3 million during 2005 as compared to $124.6 million in 2004, an increase of $45.7 million or 36.7%. During 2005, the prime rate increased 200 basis points. As a result of TransCommunity s growth in interest-earning assets during 2005, combined with low funding costs and rising interest rates, TransCommunity s net interest income increased $2.5 million, or 52.1% during that year. The growth in TransCommunity s non-interest expense during 2005 included some non-recurring restructuring related costs, which totaled $302 thousand or $0.09 per share.

In absolute terms, TransCommunity s net interest income after the provision for loan losses increased by $1.7 million or 23.1%, when comparing 2006 to 2005, while its non-interest income grew by $220 thousand and its non-interest expense decreased by $401 thousand. When comparing 2005 to 2004, TransCommunity s net interest income after the provision for loan losses increased by $2.8 million, while its non-interest income grew by $29 thousand from continuing operations. However, this income growth was largely offset by the increase in non-interest expenses from continuing operations of $1.9 million arising from increased salaries and benefits. Additional details on these components of net income are described below.

Net Interest Income. TransCommunity s net interest income increased to $9.3 million for the year ended December 31, 2006, an increase of $1.9 million, or 25.3%, over net interest income for 2005. TransCommunity s growth in interest income was the result of growth in its level of average earning assets as well as continued strong loan demand. Average total interest-earning assets increased $22.6 million or 14.3%, during 2006 as compared to 2005, while TransCommunity s average yield increased by 101 basis points from 6.88% during 2005 to 7.89% during 2006. The interest rates earned on a significant portion of TransCommunity s loans adjust immediately when index rates such as TransCommunity s prime rate changes. Conversely, most of TransCommunity s interest-bearing liabilities, including certificates of deposit and borrowings, have rates fixed until maturity. As a result, interest rate increases generally result in an immediate increase in TransCommunity s interest income on loans. There is a delayed impact on interest expense because 64.4% of TransCommunity s average interest-bearing deposits were classified as time deposits, which only experience increases in interest costs upon renewal.

TransCommunity s average total interest-bearing liabilities increased by $11.4 million, or 8.9%, from 2005 to 2006. With rates consistently increasing during 2006, TransCommunity s average cost of interest-bearing liabilities increased by 84 basis points from 2.73% during 2005 to 3.57% during 2006, allowing TransCommunity s interest rate spread to increase by 17 basis points.

TransCommunity s average total interest-bearing liabilities increased by $35.1 million, or 37.7%, from 2004 to 2005. With rates consistently increasing during 2005, TransCommunity s average cost of interest-bearing liabilities increased by 59 basis points from 2.14% during 2004 to 2.73% during 2005, allowing TransCommunity s interest rate spread to increase 33 basis points.

During 2005, TransCommunity s net interest income increased by $2.5 million, or 52.1%, to $7.4 million, when compared to 2004. TransCommunity s growth in interest income for 2005 was the result of growth in its level of average earning assets as well as continued strong loan demand. Average total interest-earning assets increased $43.2 million or 37.5%, during 2005 as compared to 2004, while TransCommunity s average yield increased by

92 basis points from 5.96% during 2004 to 6.88% in 2005. For 2005, 58.9% of TransCommunity s average interest-bearing deposits were classified as time deposits.

TransCommunity s investment income and interest expense for 2005 was impacted by the July 2005 stock offering in which TransCommunity completed the sale of 2.3 million shares of its common stock. A portion of the net proceeds from that offering was used to repay the outstanding principal balance of $1.45 million and accrued interest on TransCommunity s operating line of credit. TransCommunity used $3.3 million of the proceeds from that offering to strengthen the capital position of two of its subsidiary banks, which improved their respective lending limits.

For the year ended December 31, 2006, TransCommunity s net interest spread was 4.32% and its net interest margin was 5.14%. For the year ended December 31, 2005, TransCommunity s net interest spread was 4.15% and its net interest margin was 4.68%. For the year ended December 31, 2004, TransCommunity s net interest spread was 3.82% and its net interest margin was 4.23%.

Provision for Loan Losses. TransCommunity recorded a $493 thousand provision for loan losses for the year ended December 31, 2006, representing an increase of $227 thousand from the $266 thousand provision expense for 2005, but less than the $549 thousand recorded in 2004. The level of the loan loss provision for these years is consistent with loan growth and net charge-offs that TransCommunity experienced.

Provisions for loan losses are charged to income to bring TransCommunity s allowance for loan losses at period end to a level deemed appropriate by management based on the factors discussed under Asset Quality Allowance for Loan Losses. While the dollar amount of the provision for loan losses increased on a year-over-year basis, the ratio of the allowance for loan losses to period-ending total loans only increased 17 basis points from 1.19% to 1.36%. Nonperforming loans totaled $961 thousand or 0.6% of total loans at December 31, 2006. Nonperforming loans totaled $165 thousand or 0.12% of total loans at December 31, 2005. TransCommunity reported no nonperforming loans at December 31, 2004.

The allowance for loan losses at December 31, 2006 of $2.1 million represents 1.36% of total loans and 214.9% of nonperforming loans. The allowance for loan losses at December 31, 2005 of $1.6 million equaled 1.19% of total loans outstanding at that date.

Non-Interest Income. For the year ended December 31, 2006, non-interest income from continuing operations increased $220 thousand, or 27.7%, to $1.0 million from $800 thousand for the prior year. The increase in non-interest income resulted primarily from an increase in service charges and fees on deposit accounts.

For the year ended December 31, 2005, non-interest income from continuing operations increased slightly over the amount for 2004. Service charges and fees on deposit accounts increased by 3.8%, to $791 thousand during 2005.

Non-Interest Expense. TransCommunity strives to maintain non-interest expenses at levels that TransCommunity believes are appropriate given the nature of its operations and the need to invest in personnel and facilities to support its growth. TransCommunity s ratio of non-interest expenses from continuing operations to average total assets during 2006 declined to 4.65% as compared to 5.48% during 2005. TransCommunity was better able to control non-interest expense during the year despite its continued growth. For the year ended December 31, 2006, non-interest expense decreased $401 thousand, or 4.3%, over 2005. Salary and employee benefits expense decreased $407 thousand, or 8.0%, including (1) the non-recurring restructuring charges in 2005 and 2006, (2) pre-opening expenses at the Bank of Rockbridge, (3) merit adjustments to salaries and (4) increased benefit costs. Net occupancy expense increased $75 thousand, or 12.2%, reflecting the expenses associated with TransCommunity s normal operations.

The following table summarizes the changes in TransCommunity s non-interest expenses over the past two years.

	2006	2005	2006 vs 2005 %
	(Dollars in thousands)		
Compensation & Employee Benefits	$ 4,711	$ 5,118	(8.00)%
Net occupancy expense	689	614	12.20%
Supplies and equipment	797	927	(14.00)%
Marketing and advertising	130	288	(54.90)%
Data processing	728	362	101.10%
Professional Fees	784	918	(14.60)%
Telecommunications	106	156	(32.10)%
Other	988	951	3.90%
Total Non-Interest Expenses	$ 8,933	$ 9,334	(4.30)%

For the year ended December 31, 2005, TransCommunity s non-interest expense increased $1.9 million, or 26.1%, over 2004. Salary and employee benefits expense increased $1.1 million, or 28.1%, including (1) the non-recurring restructuring charges in the fourth quarter of 2005, (2) personnel costs at the proposed Bank of Rockbridge, (3) merit adjustments to salaries and (4) increased benefit costs. Net occupancy expense increased $112 thousand during 2005, or 22.3%, reflecting the expenses associated with TransCommunity s normal operations and the Bank of Rockbridge building lease agreement.

Income Taxes. At December 31, 2006, TransCommunity had total net operating loss, or NOL, carryforwards of $7.5 million, which begin to expire in 2021. For 2006, the Company utilized $1 million of the NOL carryforward to offset taxable income. Under the Alternative Minimum Tax, or AMT, system, the utilization of an AMT NOL carryover is limited to 90% of the AMT taxable income. This limitation resulted in an AMT tax liability of $15 thousand, which has been recorded in this year s statement of operations. This AMT is available as a credit to reduce regular tax liability in future years, The AMT credit carryover is included in deferred tax assets, subject to the valuation allowance discussed below. Under Section 382 of the Internal Revenue Code, if a corporation undergoes an ownership change (generally defined as a greater than 50% change in its equity ownership over a three-year period), the corporation s ability to use its pre-ownership change net operating loss carryforwards and certain other pre-ownership change tax attributes against its post-ownership change income may be limited. The stock offerings consummated in July 2005, and in 2002 were ownership changes which triggered Section 382 and limits the annual utilization of pre-ownership change net operating losses in post-ownership change years. To the extent the NOL limitation amount in any taxable year exceeds TransCommunity s taxable income in that year, the excess can be carried over effectively to increase the limitation in the next succeeding year or years. Given that none of TransCommunity s NOLs begin to expire until 2021, TransCommunity believes it will be able to fully utilize its NOLs prior to their respective expiration dates. Management will continue to monitor TransCommunity s trend toward profitable operations and when sufficient evidence of future taxable income becomes available, it will reduce the valuation allowance and recognize the related tax benefit in the statement of operations. See Note 12 of the notes to TransCommunity s consolidated financial statements elsewhere in this annual report for information concerning TransCommunity s NOLs.

At December 31, 2006, and December 31, 2005, TransCommunity had NOL carryforwards of $7.5 million and $8.5 million, respectively. No provision for income tax benefits associated with these NOLs has been recorded in the statement of operations since there is insufficient evidence to conclude that TransCommunity would produce taxable income in the future. Accordingly, the deferred tax asset related to the tax loss carryforwards and other deferred tax assets have been fully reduced by a valuation allowance.

Investment Portfolio

TransCommunity currently manages its investment securities portfolio consistent with established policies that include guidelines for Investment quality, rate sensitivity, liquidity and pledging needs on a bank by bank basis. This investment function will be centralized under the proposed centralization of operations and charter collapsing process. The aggregate investment portfolio approximates 115% of TransCommunity s consolidated stockholders equity.

TransCommunity accounts for securities under FASB Statement No. 115, Accounting for Certain Investments in Debt and Equity Securities. This standard requires classification of investments into three categories, held to maturity, or HTM, available for sale, or AFS, or trading, as further defined in Note 1 to TransCommunity s Consolidated Financial Statements for the year ended December 31, 2006. TransCommunity does not maintain a trading account and has classified no securities in this category. HTM securities are required to be carried on the financial statements at amortized cost. AFS securities are carried on the financial statements at fair value. The unrealized gains or losses, net of deferred income taxes, are reflected in stockholders equity. The HTM classification places restrictions on TransCommunity s ability to sell securities or to transfer securities into the AFS classification. At December 31, 2006, 61.2% of the portfolio was classified as HTM.

TransCommunity holds in its loan and securities portfolios, investments that adjust or float according to changes in prime lending rate. These holdings are not considered speculative but instead necessary for good asset/liability management.

The carrying value of the securities portfolio was $35.0 million at December 31, 2006, an increase of $3.8 million or 11.9% from the carrying value of $31.2 million at December 31, 2005. The market value of the AFS securities at December 31, 2006 was $13.6 million. The unrealized loss on the AFS securities was $40,000 at December 31, 2006. The reduction in the net market value loss at December 31, 2006 is reflective of the continued rise in market interest rates.

Since TransCommunity Bank anticipates much of the balance sheet growth to be experienced during 2007, if any, to be in the form of net portfolio loans, specific strategies will be executed during the early part of 2007 to maintain the investment portfolio at an amount comparable to the December 31, 2006 balances.

Investment Securities Portfolio
(Years Ended December 31)

The amortized cost basis of securities held to maturity and available for sale at the dates indicated were as follows:

	2006	**2005**
	(Dollars in thousands)	
Held to maturity	$ 21,420	$ 25,882
Available for sale	13,637	5,430
	$ 35,057	$ 31,312

Maturity Distribution and Yields of Investment Securities
Taxable-Equivalent Basis
(At December 31, 2006)

	Due in 1 Year or Less		Due After 1 Year Through 5 Years		Due After 5 Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
	(Dollars in thousands)							
Held to maturity	$ 15,020	5.10%	$ 5,400	3.89%	$ 1,000	5.15%	$ 21,420	4.79%
Available for sale	10,330	5.07%	3,307	4.55%			13,637	4.94%
Total	$ 25,350	5.09%	$ 8,707	4.14%	$ 1,000	5.15%	$ 35,057	4.85%

Loans

Total loans increased $16.5 million during the year ended December 31, 2006 to $151.4 million as a result of continued growth of TransCommunity s subsidiary banks.

Loans by type are shown in the following schedule:

	At December 31,				
	2006	2005	2004	2003	2002
	(Dollars in thousands)				
Real estate					
Construction	21,348	16,041	17,472	17,396	7,093
Residential	29,007	25,147	21,722	15,904	11,190
Commercial	60,571	65,470	48,701	16,224	9,026
Commercial, Industrial and Agricultural	31,284	20,205	17,425	9,926	5,026
Consumer & Installment	8,725	7,436	6,616	6,180	4,416
All other	464	631	198	490	366
Loans before allowance for Loan losses	151,399	134,930	112,134	66,120	37,117
Less: Allowance for loan losses	2,065	1,602	1,401	870	527
Net Loans	149,334	133,328	110,733	65,250	36,590

Loan categories that are particularly sensitive to rate changes as of December 31, 2006 are shown in the following schedule:

Variable Interest Rate:		Fixed Interest Rate:	
	Total		Total

	Within 1 Year	1 to 5 Years	After 5 Years		Within 1 Year	1 to 5 Years	After 5 Years		Total Maturities
					(Dollars in thousands)				
Commercial, industrial and agricultural	$ 16,493	$ 3,478	$	$ 19,971	$ 1,486	$ 9,266	$ 561	$ 11,313	$ 31,284
Real estate - construction	18,656	942		19,598	875	875		1,750	21,348
Total	$ 35,149	$ 4,420	$	$ 39,569	$ 2,361	$ 10,141	$ 561	$ 13,063	$ 52,632

Concentration of Credit Risk

TransCommunity has a concentration of loans to borrowers secured by commercial real estate. At December 31, 2006, loans to these borrowers amounted to $60.6 million, or 40.0% of TransCommunity s consolidated loan portfolio. This compares with $65.5 million and $48.7 million and 48.5% and 43.4% for the years 2005 and 2004, respectively.

Asset Quality Allowance for Loan Losses

The allowance for loan losses represents management s estimate of the amount deemed adequate to provide for potential losses in the loan portfolio. Among other factors, management considers TransCommunity s historical loss experience, the size and composition of the loan portfolio, the value and adequacy of collateral and guarantors, non-performing credits and current and anticipated economic conditions. There are additional risks of future loan losses, which cannot be precisely quantified nor attributed to particular loans or classes of loans. Because those risks include general economic trends as well as conditions affecting individual borrowers, the allowance for loan losses is an estimate. The allowance is also subject to regulatory examinations and determination as to adequacy, which may take into account such factors as the methodology used to calculate the allowance and size of the allowance in comparison to peer companies identified by regulatory agencies.

Management maintains a list of loans which have a potential weakness that may need special attention. This list is used to monitor such loans and is used in the determination of the sufficiency of TransCommunity s allowance for loan losses. As of December 31, 2006, the allowance for loan losses was $2.1 million, or 1.36% of total loans, as compared to $1.6 million and $1.4 million, or 1.19%, and $1.25% in 2005 and 2004, respectively.

	At December 31,				
	2006	2005	2004	2003	2002
	(Dollars in thousands)				
Allowance for loan losses, January 1	$ 1,602	$ 1,401	$ 870	$ 527	$ 233
Provision charged to expense	493	266	549	348	294
Loans charged off	(30)	(65)	(18)	(5)	
Recoveries					
Allowance for loan losses, December 31	$ 2,065	$ 1,602	$ 1,401	$ 870	$ 527
Allowance for loan losses to total loans	1.36%	1.19%	1.25%	1.32%	1.42%

Nonperforming Assets

At December 31, 2006, TransCommunity had $961 thousand in nonperforming loans. At December 31, 2005 and 2004, TransCommunity had $165 thousand and $0, respectively, of loans classified as nonperforming. Loans are placed on nonaccrual status when, in the opinion of management, the collection of principal and interest are considered to be doubtful. No interest is accrued on loans placed in a nonaccrual status, and any unpaid interest previously accrued on such loans is reversed when a loan is placed in nonaccrual status.

The following table contains nonperforming asset information as of the dates indicated.

	At December 31,				
	2006	2005	2004	2003	2002
	(Dollars in thousands)				
Loans past due 90 days and accruing interest	$ 41	$ 140	$	$	$
Nonaccrual loans	920	25			
Restructured loans					

Total nonperforming loans	961	165			
Other real estate owned					
Total nonperforming assets	$ 961	$ 165	$	$	$
Allowance for loan losses to nonperforming loans	214.86%	970.91%	0.00%	0.00%	0.00%
Allowance for loan losses to total loans	1.36%	1.19%	1.25%	1.32%	1.42%

Allocation of the Allowance for Loan Losses

The allowance for loan losses consists of an allocated component and an unallocated component. The allocated component of the allowance for loan losses reflects expected losses resulting from analyses developed through specific allocations for individual loans. The unallocated portion of the allowance reflects management s estimate of probable inherent but not specifically identified losses within the portfolio.

The following table shows the allocation of the allowance for loan losses at December 31:

	2006		2005		2004	
	Allowance	Percent of Total Loans	Allowance	Percent of Total Loans	Allowance	Percent of Total Loans
			(Dollars in thousands)			
Real estate:						
Construction	$ 289	14%	$ 192	12%	$ 228	16%
Residential	392	19%	304	19%	270	19%
Commercial	826	40%	769	48%	611	43%
Commercial, industrial and agricultural	413	20%	240	15%	228	16%
Consumer and installment	124	6%	80	5%	50	5%
All other	21	1%	17	1%	14	1%
Total allowance for loan losses	$ 2,065	100%	$ 1,602	100%	$ 1,401	100%

Premises and Equipment

Premises and equipment decreased to $6.7 million at December 31, 2006 from $6.8 million at December 31, 2005, but was up from $6.1 million at December 31, 2004. This decrease for 2006 was primarily attributable to the depreciation of assets.

Deposits

TransCommunity s deposits increased $18.4 million, or 12.5% during 2006. A schedule of time deposits by scheduled maturity is shown in TransCommunity s consolidated balance sheets. Time deposits of $100,000 or more equaled 45.0% of total time deposits at December 31, 2006.

	Average Deposits to Average Rates Paid			
	December 31, 2006		December 31, 2005	
	Average Balance	Average Rate	Average Balance	Average Rate
	(Dollars in thousands)			

Deposits:				
Demand -				
Interest bearing	$ 37,068	1.69%	$ 38,805	1.13%
Savings	9,778	1.55	9,267	1.20
Time deposits	84,750	4.36	68,876	3.39
Total interest-bearing deposits	131,596	3.40%	116,948	2.47%

The following table presents the maturity schedule of certificates of deposit of $100,000 or more at the dates indicated:

	December 31		
	2006	2005	2004
	(Dollars in thousands)		
Within 3 months	$ 8,008	$ 4,657	$ 5,171
3-12 months	13,700	8,024	2,589
1-3 years	15,649	5,394	9,379
Over 3 years	6,357	10,098	9,009
Total	$ 43,714	$ 28,173	$ 26,148
Percent of total deposits	26.50%	19.22%	21.14%

Capital

On July 22, 2005, TransCommunity completed the sale of 2.3 million shares of its common stock at $8.00 per share in a registered public offering to a limited number of institutional investors. The minimum share purchase in the offering was 25,000 shares. The offering was made through a firm commitment underwriting in which Sandler O Neill served as the sole manager. TransCommunity received net proceeds from the offering of approximately $16.8 million after deducting underwriting discounts and expenses. A portion of the net proceeds from the offering was used to repay the outstanding principal balance of $1.45 million and accrued interest on TransCommunity s line of credit. TransCommunity utilized $8.0 million, to provide the initial capital for Bank of Rockbridge, a new bank TransCommunity established in Rockbridge County, Virginia. Additionally, TransCommunity used $3.3 million of the proceeds from that offering to strengthen the capital position of two of its subsidiary banks. The remaining proceeds were used to accommodate future growth and for general corporate purposes, which included, among other things, operating expenses of the holding company headquarters.

The Federal Reserve, the Comptroller of the Currency, the FDIC and the Bureau of Financial Institutions of the Virginia State Corporation Commission have adopted risk-based capital measures for regulatory purposes to assist in the assessment of capital adequacy. Management seeks to balance the return on equity to stockholders while satisfying the regulatory standards for risk-based capital ratios. Management believes, as of December 31, 2006, that TransCommunity and each of its subsidiary banks met all of the minimum regulatory capital requirements and are categorized as well capitalized. At December 31, 2006, TransCommunity had a leverage ratio of 15.86%, a Tier 1 risk-based capital ratio of 17.16% and a total risk-based capital ratio of 18.32%. The book value of TransCommunity common stock at December 31, 2006 was $6.67 per share.

	At December 31, 2006	2005	2004
	(Dollars in thousands)		
Tier 1 Capital:			
Common stock	$ 46	$ 46	$ 22
Surplus	39,809	39,778	22,567
Accumulated deficit	(9,262)	(9,379)	(7,607)
Net unrealized losses-securities available for sale	(40)	(75)	(44)
Total equity	30,553	30,370	14,938
Less: intangibles/goodwill	136	491	551
Less: net unrealized losses-securities available for sale	(40)	(75)	(44)
Total Tier 1 Capital	30,457	29,954	14,431
Tier 2 Capital:			
Allowance for loan losses(1)	2,065	1,602	1,422
Total Tier 2 Capital	2,065	1,602	1,422
Total risk-based capital	$ 32,522	$ 31,556	$ 15,853
Risk-weighted assets	$ 177,512	$ 158,379	$ 104,974
Capital ratios:			
Average equity to average assets	15.79%	13.28%	10.67%
Leverage ratio	15.86%	17.59%	11.58%
Tier 1 risk-based capital ratio	17.16%	18.91%	13.75%
Total risk-based capital ratio	18.32%	19.92%	15.10%

(1) includes allowance for loan losses associated with discontinued operations for 2005 and 2004.

Liquidity and Interest Sensitivity

Liquidity measures whether an entity has sufficient cash flow to meet its financial obligation and commitments on a timely basis. TransCommunity is liquid when it has the cash available to meet borrowing and cash withdrawal requirements of customers and it can pay for current and planned expenditures and satisfy its debt obligations.

TransCommunity funds loan demand and operation expenses from four primary sources:

Net Income.

Deposits. TransCommunity can offer new products or change its rate structure in order to increase deposits. In 2006 TransCommunity generated $18.4 million in deposit growth.

Sale of securities and overnight funds. At year-end 2006 TransCommunity had $13.6 million in securities designated available for sale.

Borrowings from the Federal Reserve Bank of Richmond.

TransCommunity s management believes that its current level of liquidity is sufficient to meet its current and anticipated operational needs including current loan commitments, deposit maturities and other obligations.

Off-Balance Sheet Arrangements

The following table sets forth contractual obligations and other commitments representing required and potential cash outflows as of December 31, 2006:

	Total	Less Than One Year	1-3 Years	3-5 Years	After Five Years
		(Dollars in thousands)			
Minimal annual rentals or noncancellable operating leases	2,748	478	900	693	677
Loan Commitments	53,289	24,992	13,668	3,332	11,297
	56,037	25,470	14,568	4,025	11,974

At December 31, 2006, TransCommunity had $53.3 million of off-balance sheet credit exposure in the form of $48.3 million of commitments and $5.0 million of standby letters of credit. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for equity lines of credit may expire without being drawn upon. Standby letters of credit are conditional commitments issued by TransCommunity to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. TransCommunity generally holds collateral supporting those commitments if deemed necessary.

Interest Rate Risk

Closely related to the concept of liquidity is the concept of interest rate sensitivity (i.e., the extent to which assets and liabilities are sensitive to changes in interest rates). Interest rate sensitivity is often measured by the extent to which mismatches or gaps occur in the repricing of assets and liabilities within a given period. Gap analysis is utilized to quantify such mismatches. A positive gap results when the amount of earning assets repricing within a given time period exceeds the amount of interest-bearing liabilities repricing within that time period. A negative gap results when the amount of interest-bearing liabilities repricing within a given time period exceeds the amount of earning assets repricing within such time period.

TransCommunity s potential interest rate volatility is a primary component of its market risk. Fluctuations in interest rates will ultimately impact the level of income and expense recorded on a large portion of TransCommunity s assets and liabilities, and the market value of all interest-earning assets, other than those which possess a short term to maturity. Based upon TransCommunity s nature of operations, TransCommunity is not subject to foreign currency exchange. TransCommunity does not own any trading assets and does not have any hedging transactions in place, such as interest rate swaps and caps.

TransCommunity monitors and controls interest rate risk through a variety of techniques, including use of traditional interest rate sensitivity analysis (also known as gap analysis). Traditional gap analysis involves arranging TransCommunity s interest-earning assets and interest-bearing liabilities by repricing periods and then computing the difference (or interest rate sensitivity gap) between the assets and liabilities that are estimated to reprice during each time period and cumulatively through the end of each time period.

Both interest rate sensitivity modeling and gap analysis are done at a specific point in time and involve a variety of significant estimates and assumptions. Interest rate sensitivity modeling requires, among other things, estimates of how much and when yields and costs on individual categories of interest-earning assets and interest bearing liabilities will respond to general changes in market rates, future cash flows and discount rates.

Gap analysis requires estimates as to when individual categories of interest-sensitive assets and liabilities will reprice, and assumes that assets and liabilities assigned to the same repricing period will reprice at the same time and in the same amount. Gap analysis does not account for the fact that repricing of assets and liabilities is discretionary and subject to competitive and other pressures.

The schedule on the following page does not necessarily indicate the impact of general interest rate movements on TransCommunity s net interest income because the repricing of certain categories of assets and liabilities, for example, prepayments of loans and withdrawal of deposits, is beyond TransCommunity s control. As a result, certain assets and liabilities indicated as repricing within a stated period may in fact reprice at different times and at different levels.

SCHEDULE I

TRANSCOMMUNITY FINANCIAL CORPORATION

INTEREST SENSITIVITY ANALYSIS
December 31, 2006
(Dollars in thousands)

	1 - 365 Days	1 to 5 Years	Over 5 Years	Total
Uses of Funds:				
Loans:				
Real estate				
Construction	$ 19,531	$ 1,817	$	$ 21,348
Residential	18,423	8,450	2,134	29,007
Commercial	36,595	22,075	1,901	60,571
Commercial, industrial and agricultural	17,979	12,744	561	31,284
Consumer and installment	5,338	3,266	139	8,743
All other	263	201		464
Total Loans (see Note 14)	98,129	48,553	4,735	151,417
Federal funds sold	$ 1,422	$	$	$ 1,422
Investment securities held to maturity, at cost	15,020	5,400	1,000	21,420
Investment securities available for sale, at fair value	10,317	3,280		13,597
Total	$ 124,888	$ 57,232	$ 5,735	$ 187,855
Sources of Funds:				
Demand Deposits -				
Interest bearing	$ 37,850	$	$	$ 37,850
Savings accounts	9,478			9,478
Time Deposits > $100,000	21,708	22,006		43,714
Time Deposits < $100,000	26,694	26,780	7	53,481
Total interest-bearing deposits	95,730	48,786	7	144,523
Federal funds purchased	1,517			1,517
Note payable	500			500
Total	$ 97,747	$ 48,786	$ 7	$ 146,540
Discrete Gap	$ 27,141	$ 8,446	$ 5,728	$ 41,315
Cumulative Gap	$ 27,141	$ 35,587	$ 41,315	
Ratio of Cumulative Gap to Total Earning Assets	14.45%	18.94%	21.99%	

SCHEDULE II

TRANSCOMMUNITY FINANCIAL CORPORATION
NET INTEREST MARGIN ANALYSIS AVERAGE BALANCE SHEETS
FOR THE YEARS ENDED DECEMBER 31, 2006, 2005 AND 2004
(Dollars in thousands)

	2006			2005			2004		
	Average Balance Sheet	Interest Income/ Expense	Average Rates Earned/Paid	Average Balance Sheet	Interest Income/ Expense	Average Rates Earned/Paid	Average Balance Sheet	Interest Income/ Expense	Average Rates Earned/Paid
ASSETS: (2)									
Loans, including fees(1)	$ 140,049	$ 12,344	8.81%	$ 121,030	$ 9,636	7.96%	$ 89,925	$ 6,345	7.06%
Federal funds sold	22,635	1,115	4.93	20,414	678	3.32	7,072	89	1.26
Investments	18,433	826	4.48	17,065	597	3.50	18,302	435	2.38
Total Earning Assets	181,117	14,285	7.89	158,509	10,911	6.88	115,299	6,869	5.96
Allowance for loan losses	(1,790)			(1,553)			(1,106)		
Non-earning assets	12,725			13,304			10,430		
Total Assets	$ 192,052$			$ 170,260			$ 124,623		
LIABILITIES AND STOCKHOLDERS EQUITY(2)									
Deposits:									
Demand - interest bearing	$ 37,068	$ 627	1.69%	$ 38,805	$ 440	1.13%	$ 25,729	$ 254	0.99%
Savings	9,778	152	1.55	9,267	111	1.20	7,575	77	1.02
Time deposits	84,750	3,696	4.36	68,876	2,337	3.39	54,243	1,452	2.68
Total deposits	131,596	4,475	3.40	116,948	2,888	2.47	87,547	1,783	2.04
Other borrowed Funds(1)	7,881	501	6.36	11,168	610	5.46	5,502	211	3.83
Total interest-bearing Liabilities	139,477	4,976	3.57	128,116	3,498	2.73	93,049	1,994	2.14
Non-interest bearing Deposits	21,212			18,751			15,081		
Other liabilities	1,038			784			3,198		
Total liabilities	161,727			147,651			111,328		
Stockholders equity	30,325			22,609			13,295		
Total liabilities and									

tockholders equity	$ 192,052 $	$ 170,260	$ 124,623
Net interest earnings	9,309	$ 7,413	$ 4,875
nterest spread	4.32%	4.15%	3.82%
Net interest margin	5.14%	4.68%	4.23%

(1) Average balances for certain loans and secured borrowings totaling approximately $7.5 million, $10.1 million and $3.8 million for the years ended December 31, 2006, 2005 and 2004, respectively, were calculated using month-end balances. All other reported average balances were calculated using daily balances.

(2) Average balances, interest income and interest expense include the results from discontinued operations. See Note 14 in the Consolidated Financial Statements.

SCHEDULE III

TRANSCOMMUNITY FINANCIAL CORPORATION

EFFECT OF RATE-VOLUME CHANGE ON NET INTEREST INCOME

(dollars in thousands)

	2006 Compared to 2005 Increase (Decrease)			2005 Compared to 2004 Increase (Decrease)		
	Volume	**Rate**	**Total**	**Volume**	**Rate**	**Total**
Interest Income:						
Loans, including fees	$ 1,514	$ 1,194	$ 2,708	$ 2,195	$ 1,096	$ 3,291
Federal funds sold	74	363	437	168	421	589
Investments	48	181	229	(29)	191	162
Total Earning Assets	1,636	1,738	3,374	2,334	1,708	4,042
Interest Expense:						
Demand deposits	(20)	207	187	129	57	186
Savings deposits	6	35	41	17	17	34
Time deposits	539	820	1,359	392	493	885
Total deposits	525	1,062	1,587	538	567	1,105
Other borrowed Funds	(180)	71	(109)	217	182	399
Total interest-bearing Liabilities	345	1,133	1,478	755	749	1,504
Net increase (decrease) in net interest income	$ 1,291	$ 605	$ 1,896	$ 1,579	$ 959	$ 2,538

Note: Volume changes have been determined by multiplying the prior years average rate by the change in average balances outstanding. The rate change is the difference between the total change and the volume change.

Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss in a financial instrument arising from adverse changes in market rates or prices such as interest rates, foreign currency exchange rates, commodity prices and equity prices. TransCommunity s primary market risk exposure is interest rate risk. The ongoing monitoring and management of this risk is an important component of TransCommunity s asset/liability management process. The board of directors of each bank delegates responsibility for carrying out asset/liability management policies to the Asset/Liability Committee, or ALCO, of TransCommunity Bank. In this capacity, ALCO develops guidelines and strategies that govern TransCommunity s asset/liability management related activities, based upon estimated market risk sensitivity, policy limits, and overall market interest rate levels and trends. Under the new consolidated entity, it is anticipated that this function will be consolidated into the single bank s operations and the board will establish the same type of ALCO committee to operate for the consolidated investment portfolio using the currently existing guidelines and procedures used by each separately chartered bank.

Interest rate risk represents the sensitivity of earnings to changes in market interest rates. As interest rates change, the interest income and expense streams associated with TransCommunity s financial instruments also change, affecting net interest income, the primary component of TransCommunity s earnings. The flat yield curve that currently exists, has existed now for several years and has forced the banks ALCO committees to focus on maintaining a short maturity highly liquid portfolio with a high level of floating investments. This portfolio structure is also necessary to maintain the liquidity for a growing loan portfolio experienced by TransCommunity Bank. The chart below summarized the estimated impact on net interest income from interest rate changes as listed based on earning assets and interest bearing liabilities for the years ended 2006 and 2005.

Rate Change		2006 Estimated Net Interest Income Impact (Dollars in thousands)
+ 200 bp	$	834
+ 100 bp		419
- 100 bp		(415)
- 200 bp		(831)

Rate Change		2005 Estimated Net Interest Income Impact (Dollars in thousands)
+ 200 bp	$	603
+ 100 bp		299
- 100 bp		(308)
- 200 bp		(613)

As market conditions vary from those currently being experienced, the banks, and in the future the consolidated bank, will monitor and make appropriate adjustments to the investment portfolio to address these changes to include, but not be limited to, increasing the duration on the portfolio and converting a larger portion of TransCommunity s investment portfolio from floating to fixed rates.

SUPERVISION AND REGULATION

General

The following discussion sets forth some of the material elements of the regulatory framework applicable to bank holding companies and their subsidiaries and provides some specific information that is currently relevant to BOE and Bank of Essex and will be relevant to Community Bankers following the merger. Other laws and regulations that govern various aspects of the operations of banks and bank holding companies are not described herein, although violations of such laws and regulations could result in supervisory enforcement action against a holding company, Bank of Essex or directors, officers and employees of each. The regulatory framework is intended primarily for the protection of depositors and the Federal Deposit Insurance Fund and not for the protection of security holders. To the extent that the following information describes statutory and regulatory provisions, it is qualified in its entirety by reference to the particular statutory and regulatory provisions. In the future, a change in applicable statutes, regulations or regulatory policy may have a material effect on Community Bankers and/or Bank of Essex.

Holding Company Regulation and Structure

Upon Federal Reserve approval Community Bankers will be a registered bank holding company under the bank holding company laws of the Commonwealth of Virginia. Community Bankers will also be subject to regulation and supervision by the Bureau of Financial Institutions of the Virginia State Corporation Commission.

Currently, BOE is and Community Bankers, following the merger, will be subject to regulation under the BHCA and the examination and reporting requirements of the Federal Reserve System. Under the BHCA, a bank holding company may not directly or indirectly acquire ownership or control of more than 5% of the voting shares or substantially all of the assets of any bank, or merge or consolidate with another bank holding company, without the prior approval of the Federal Reserve.

The BHCA also limits the activities of a bank holding company and its subsidiaries to that of banking, managing or controlling banks, or any other activity that is determined to be so closely related to banking or to managing or controlling banks that an exception is allowed for those activities. Under the Gramm-Leach-

Bliley Act, or GLBA, however, qualifying bank holding companies may elect to be financial holding companies and to engage in a wider variety of activities, provided that each depository institution subsidiary of a financial holding company remains well capitalized and well managed.

Community Bankers has filed an election with the Federal Reserve to be a financial holding company upon consummation of the proposed transaction. As a financial holding company Community Bankers would be permitted to engage in a greater array of activities than a bank holding company, such as securities activities such as underwriting, dealing, and brokerage, investment and merchant banking, and insurance underwriting, sales and brokerage activities.

The Bureau of Financial Institutions of the Virginia State Corporation Commission and Federal Reserve Bank of Richmond conduct regular examinations of Bank of Essex, reviewing such matters as the adequacy of loan loss reserves, quality of loans and investments, management practices, compliance with laws, and other aspects of their operations. In addition to these regular examinations, Bank of Essex must furnish the Bureau of Financial Institutions of the Virginia State Corporation Commission and the Federal Reserve Bank of Richmond with periodic reports containing a full and accurate statement of its affairs.

Gramm-Leach-Bliley Act of 1999

The GLBA enables qualifying bank holding companies to acquire insurance companies and securities firms and effectively repeals depression-era laws that prohibited the affiliation of banks and other financial services entities under a single holding company.

Qualifying bank holding companies may elect to become financial holding companies under the GLBA. Financial holding companies are permitted to engage in activities considered financial in nature, as defined in GLBA, and may engage in a substantially broader range of activities than bank holding companies or banks. The GLBA enables financial holding companies to offer virtually any type of financial service, or services incident to financial services, including banking, securities underwriting, insurance underwriting and making merchant banking investments in commercial and financial companies.

Financial services authorized by the GLBA also may be engaged in by a financial subsidiary of a national or state bank, with the exception of insurance or annuity underwriting, insurance company portfolio investments, real estate investment and development, and merchant banking, all of which must be conducted under the financial holding company. In addition, the GLBA allows insurers and other financial services companies to acquire banks; removes various restrictions that applied to bank holding company ownership of securities firms and mutual fund advisory companies; and establishes the overall regulatory structure applicable to bank holding companies that also engage in insurance and securities operations.

To become a financial holding company, a bank holding company must provide notice to the Federal Reserve of its desire to become a financial holding company, and certify to the Federal Reserve that it and each of its bank subsidiaries is well-capitalized, well-managed and has at least a satisfactory rating under the Community Reinvestment Act (CRA). In the first quarter of 2004, TransCommunity has elected to be treated as a financial holding company under the GLBA.

The GLBA establishes a system of functional regulation, under which the Federal Reserve will regulate the banking activities of financial holding companies and other federal regulators will regulate banks financial subsidiaries. The SEC regulates securities activities of financial holding companies and state insurance regulators will regulate their business activities. The GLBA also provides new protections against the transfer and use by financial institutions of consumers non-public, personal information.

The GLBA also modifies other current financial laws, including laws related to financial privacy and community reinvestment. The new financial privacy provisions generally prohibit financial institutions, including BOE, from disclosing nonpublic personal financial information to nonaffiliated third persons unless customers have the opportunity to opt out of the disclosure.

In accordance with Federal Reserve regulations promulgated under the GLBA, Bank of Essex is required to disclose its policies for collecting and protecting confidential information. Customers generally may prevent

Bank of Essex from sharing nonpublic personal financial information with nonaffiliated third parties except under narrow circumstances, such as the processing of transactions requested by the consumer or when the financial institution is jointly sponsoring a product or service with a nonaffiliated third party. Additionally, Bank of Essex generally may not disclose consumer account numbers to any nonaffiliated third party for use in telemarketing, direct mail marketing or other marketing to consumers.

FDIC Insurance

Deposits at Bank of Essex are insured by the Federal Deposit Insurance Corporation (FDIC) up to the limits set forth under applicable law, including coverage for certain retirement accounts of up to $250,000. The deposits of these banks are subject to the deposit insurance assessments of the Deposit Insurance Fund, or DIF, of the FDIC.

Each insured institution is assigned to one of four risk categories based on supervisory evaluations, regulatory capital levels and certain other factors. An institution s assessment rate depends upon the category to which it is assigned. Risk Category I, which contains the least risky depository institutions, is expected to include more than 90% of all institutions. Unlike the other categories, Risk Category I contains further risk differentiation based on the FDIC s analysis of financial ratios, examination component ratings and other information. Assessment rates are determined by the FDIC and currently range from five to seven basis points for the healthiest institutions (Risk Category I) to 43 basis points of assessable deposits for the riskiest (Risk Category IV). The FDIC may adjust rates uniformly from one quarter to the next, except that no single adjustment can exceed three basis points.

Interstate Banking

Federal law permits bank holding companies from any state to acquire banks and bank holding companies located in any other state, subject to certain conditions, including nation-wide and state-imposed concentration limits. Banks are also able to branch across state lines, provided certain conditions are met, including that applicable state laws expressly permit such interstate branching. Virginia has adopted legislation that permits branching across state lines, provided there is reciprocity with the state in which the out-of-state bank is located. After a bank has established branches in a state through an interstate merger transaction, the bank may establish and acquire additional branches at any location in the state where a bank headquartered in that state could have established or acquired branches under the applicable federal or state law.

Capital Requirements

Banking regulatory agencies have issued risk-based and leverage capital guidelines applicable to banking organizations which they supervise. Under the risk-based capital guidelines of the federal regulatory agencies, BOE and Bank of Essex are required to maintain a minimum ratio of total capital to risk-weighted assets of at least 8% and a minimum Tier 1 capital to risk-weighted assets of at least 4%. Following the merger, Community Bankers will be required to comply with this capital requirement. At least half of total capital is required to be composed of common equity, retained earnings and qualifying perpetual preferred stock, less certain intangibles and other adjustments (Tier 1 capital). The remainder (Tier 2 capital) may consist of a limited amount of subordinated debt and other qualifying debt (including certain hybrid capital instruments), and a limited amount of the loan loss reserve. As of September 30, 2007, Bank of Essex was considered well capitalized under the regulatory guidelines of the Federal Reserve.

In addition, the Federal Reserve has established minimum leverage capital ratio guidelines for bank holding companies. These requirements provide for a minimum leverage ratio of tier 1 capital to adjusted average quarterly assets less certain amounts (leverage ratio) equal to 3% for bank holding companies that are rated a composite 1 and 4% for all other bank holding companies that meet certain criteria, including having the highest regulatory rating. The risk-based capital guidelines of the federal regulatory agencies explicitly identify concentrations of credit risk and the risk arising from non-traditional activities, as well as an institution s ability to manage these risks, as important factors to be taken into account by the agencies in assessing an institution s overall capital adequacy. The capital guidelines also provide that an institution s exposure to a decline in the economic value of its capital due to changes in interest rates be considered by the agency as a factor in evaluating a banking organization s capital adequacy.

Prompt Corrective Action

As an insured depository institution, the Bank of Essex also is required to comply with the capital requirements promulgated under the Federal Deposit Insurance Act and the Federal Reserve s prompt corrective action regulations thereunder, which set forth five capital categories, each with specific regulatory consequences. Under these regulations, the categories are:

Well Capitalized The institution exceeds the required minimum level for each relevant capital measure. A well capitalized institution is one (i) having a total capital ratio of 10% or greater, (ii) having a tier 1 capital ratio of 6% or greater, (iii) having a leverage capital ratio of 5% or greater and (iv) that is not subject to any order or written directive to meet and maintain a specific capital level for any capital measure.

Adequately Capitalized The institution meets the required minimum level for each relevant capital measure. No capital distribution may be made that would result in the institution becoming undercapitalized. An adequately capitalized institution is one (i) having a total capital ratio of 8% or greater, (ii) having a tier 1 capital ratio of 4% or greater and (iii) having a leverage capital ratio of 4% or greater or a leverage capital ratio of 3% or greater if the institution is rated composite 1 under the CAMELS (Capital, Assets, Management, Earnings, Liquidity and Sensitivity to market risk) rating system.

Undercapitalized The institution fails to meet the required minimum level for any relevant capital measure. An undercapitalized institution is one (i) having a total capital ratio of less than 8% or (ii) having a tier 1 capital ratio of less than 4% or (iii) having a leverage capital ratio of less than 4%, or if the institution is rated a composite 1 under the CAMEL rating system, a leverage capital ratio of less than 3%.

Significantly Undercapitalized The institution is significantly below the required minimum level for any relevant capital measure. A significantly undercapitalized institution is one (i) having a total capital ratio of less than 6% or (ii) having a tier 1 capital ratio of less than 3% or (iii) having a leverage capital ratio of less than 3%.

Critically Undercapitalized The institution fails to meet a critical capital level set by the appropriate federal banking agency. A critically undercapitalized institution is one having a ratio of tangible equity to total assets that is equal to or less than 2%.

If the Federal Reserve determines, after notice and an opportunity for hearing, that the bank is in an unsafe or unsound condition, the regulator is authorized to reclassify the bank to the next lower capital category (other than critically undercapitalized) and require the submission of a plan to correct the unsafe or unsound condition.

If the Bank of Essex is not well capitalized, it cannot accept brokered deposits without prior FDIC approval and, if approval is granted, cannot offer an effective yield in excess of 75 basis points on interests paid on deposits of comparable size and maturity in such institution s normal market area for deposits accepted from within its normal market area, or national rate paid on deposits of comparable size and maturity for deposits accepted outside the bank s normal market area. Moreover, if the Bank of Essex becomes less than adequately capitalized, it must adopt a capital restoration plan acceptable to the Federal Reserve that is subject to a limited performance guarantee by the corporation. The bank also would become subject to increased regulatory oversight, and is increasingly restricted in the scope of its permissible activities. Each company having control over an undercapitalized institution also must provide a limited guarantee that the institution will comply with its capital restoration plan. Except under limited circumstances consistent with an accepted capital restoration plan, an undercapitalized institution may not grow. An undercapitalized institution may not acquire another institution, establish additional branch offices or engage in any new line of business unless determined by the appropriate Federal banking agency to be consistent with an accepted capital restoration plan, or unless the FDIC determines that the proposed action will further the purpose of prompt corrective action. The appropriate federal banking agency may take any action authorized for a significantly undercapitalized institution if an undercapitalized institution fails to submit an acceptable capital restoration plan or fails in any material respect to implement a plan accepted by the agency. A critically undercapitalized institution is subject to having a receiver or conservator appointed to manage its affairs and for loss of its charter to conduct banking activities.

An insured depository institution may not pay a management fee to a bank holding company controlling that institution or any other person having control of the institution if, after making the payment, the institution, would be undercapitalized. In addition, an institution cannot make a capital distribution, such as a dividend or other distribution that is in substance a distribution of capital to the owners of the institution if following such a distribution the institution would be undercapitalized. Thus, if payment of such a management fee or the making of such would cause the bank to become undercapitalized, it could not pay a management fee or dividend to us.

Limits on Dividends and Other Payments

BOE is and following the merger Community Bankers will be a legal entity separate and distinct from its bank subsidiary. A significant portion of the revenues of Community Bankers will depend upon dividends or fees paid to it by Bank of Essex. Virginia law prohibits a Virginia chartered bank from paying dividends that would be greater than Bank of Essex s accumulated retained earnings. Additionally, a Virginia chartered bank may not declare a dividend if the total amount of all dividends, including the proposed dividend, declared by the bank in any calendar year exceeds the total of the bank s retained net income of that year to date, combined with its retained net income of the two preceding years, unless the dividend is approved by the FDIC.

In addition, BOE and Bank of Essex are and following the merger, Community Bankers will be subject to various general regulatory policies and requirements relating to the payment of dividends, including the requirements to maintain adequate capital above regulatory minimums. Appropriate federal regulatory authorities are authorized to determine, under certain circumstances relating to the financial condition of a bank or bank holding company, that the payment of dividends would be unsafe or unsound practice and to prohibit payment thereof. Appropriate federal regulatory authorities have indicated that paying dividends that deplete a bank s capital base to an inadequate level would be an unsound and unsafe banking practice and that banking organizations should generally pay dividends only out of current operating earnings. In addition, Community Bankers will be subject to state laws that limit the amount of dividends it can pay to its stockholders. Community Bankers expects that these laws, regulations or policies may materially impact the ability of Bank of Essex and, therefore, Community Bankers ability to pay dividends.

There are a number of obligations and restrictions imposed on bank holding companies and their depository institution subsidiaries by federal law and regulatory policy that are designed to reduce potential loss exposure to the depositors of such depository institutions and to the FDIC insurance funds in the event that the depository institution is insolvent or in danger of becoming insolvent. For example, under the policy of the Federal Reserve with respect to bank holding company operations, a bank holding company is required to commit resources to support its subsidiary depository institutions.

Other Regulations

Community Bankers will be and Bank of Essex is subject to certain other federal laws and regulations which directly impact operations of Community Bankers:

USA PATRIOT Act

The USA PATRIOT Act amended, in part, the Bank Secrecy Act, collectively, the BSA, providing for the facilitation of information sharing among governmental entities and financial institutions for the purpose of combating terrorism and money laundering by enhancing anti-money laundering and financial transparency laws, as well as enhanced information collection tools and enforcement mechanics for the U.S. government, including: (1) requiring standards for verifying customer identification at account opening; (2) rules to promote cooperation among financial institutions, regulators and law enforcement entities in identifying parties that may be involved in terrorism or money laundering; (3) reports by nonfinancial trades and businesses filed with the Treasury Department s Financial Crimes Enforcement Network for transactions exceeding $10,000; (4) filing suspicious activities reports by brokers and dealers if they believe a customer may be violating U.S. laws and regulations; and (5) requires enhanced due diligence requirements for financial institutions that administer, maintain, or manage private bank accounts or correspondent accounts for non-U.S. persons.

Under the USA PATRIOT Act, the Federal Bureau of Investigation, or FBI, can send banking regulatory agencies lists of the names of persons suspected of involvement in terrorist activities. The Bank of Essex can be requested, to search its records for any relationships or transactions with persons on those lists. If Bank of Essex find any relationships or transactions, Bank of Essex must file a suspicious activity report and contact the FBI.

The Office of Foreign Assets Control, or OFAC, which is a division of the U.S. Department of the Treasury, is responsible for helping to insure that United States entities do not engage in transactions with enemies of the United States, as defined by various Executive Orders and Acts of Congress. OFAC has sent, and will send, banking regulatory agencies lists of names of persons and organizations suspected of aiding, harboring or engaging in terrorist acts. If Bank of Essex finds a name on any transaction, account or wire transfer that is on an OFAC list, Bank of Essex must freeze such account, file a suspicious activity report and notify the FBI. Bank of Essex has appointed an OFAC compliance officer to oversee the inspection of Bank of Essex s accounts and the filing of any notifications. Bank of Essex actively checks high-risk OFAC areas such as new accounts, wire transfers and customer files. Bank of Essex performs these checks utilizing software, which is updated each time a modification is made to the lists provided by OFAC and other agencies of Specially Designated Nationals and Blocked Persons.

Community Reinvestment Act

Bank of Essex is subject to the requirements of the CRA. The CRA imposes on financial institutions an affirmative and ongoing obligation to meet the credit needs of their local communities, including low and moderate-income neighborhoods, consistent with the safe and sound operation of those institutions. Bank of Essex s efforts in meeting community credit needs are currently evaluated as part of the examination process pursuant to lending, investment and service tests. These factors are considered in evaluating mergers, acquisitions and applications to open a branch or facility, and an unsatisfactory rating can substantially delay or block a transaction.

Consumer Laws and Regulations

Bank of Essex is subject to various laws and regulations dealing generally with consumer protection matters. Bank of Essex may be subject to potential liability under these laws and regulations for material violations. Bank of Essex s loan operations are also subject to federal laws applicable to credit transactions, such as the:

Federal Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;

Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;

Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;

Fair Credit Reporting Act of 1978, as amended by the Fair and Accurate Credit Transactions Act, governing the use and provision of information to credit reporting agencies, certain identity theft protections and certain credit and other disclosures;

- Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies;
- Servicemembers Civil Relief Act; and
- Rules and regulations of the various federal agencies charged with the responsibility of implementing these federal laws.

Deposit operations at the Bank of Essex are also subject to federal laws applicable to deposit transactions, such as the:

- Truth in Savings Act, which imposes disclosure obligations to enable consumers to make informed decisions about accounts at depository institutions;
- Electronic Funds Transfer Act and Regulation E issued by the Federal Reserve to implement that Act, which govern automatic deposits to and withdrawals from deposit accounts and customers rights and liabilities arising from the use of automated teller machines and other electronic banking services; and
- Rules and regulations of the various federal agencies charged with the responsibility of implementing these federal laws.

Sarbanes-Oxley Act of 2002

Community Bankers and BOE are subject to the periodic reporting requirements of the Exchange Act, including the filing of annual, quarterly and other reports with the SEC. As an Exchange Act reporting company, Community Bankers is directly affected by the Sarbanes-Oxley Act of 2002, or SOX, that is aimed at improving corporate governance and reporting procedures. Community Bankers and BOE believe they are in substantial compliance with applicable SEC and other rules and regulations implemented pursuant to SOX and intends to comply with any applicable rules and regulations implemented in the future.

Change in Control

Subject to various exceptions, the BHCA and the Change in Bank Control Act, together with related regulations, require Federal Reserve approval prior to any person or company acquiring control of a bank holding company. Moreover, the Bureau of Financial Institutions must approve an acquisition of a Virginia financial holding company. In general under federal and Virginia law, control is conclusively presumed to exist if an individual or company acquires 25% or more of any class of voting securities of a bank holding company. Under federal law, control is rebuttably presumed to exist if a person or company acquires 10% or more, but less than 25%, of any class of voting securities and either:

- the bank holding company has registered securities under Section 12 of the Exchange Act; or
- no other person owns a greater percentage of that class of voting securities immediately after the transaction.

Economic and Monetary Policies

The operations of BOE are affected not only by general economic conditions, but also by the economic and monetary policies of various regulatory authorities. In particular, the Federal Reserve regulates money, credit and interest rates in order to influence general economic conditions. These policies have a significant influence on overall growth and distribution of loans, investments and deposits and affect interest rates charged on loans or paid for time and savings deposits. Federal Reserve monetary policies have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future.

COMPARATIVE RIGHTS OF COMMUNITY BANKERS AND BOE STOCKHOLDERS

Community Bankers and BOE are incorporated under the laws of the State of Delaware and the Commonwealth of Virginia, respectively. Accordingly, the rights of Community Bankers stockholders and BOE s stockholders are governed by the laws of the States of Delaware and Virginia, respectively. As a result of the merger, BOE s stockholders will become stockholders of Community Bankers. Thus, following the merger, the rights of BOE s stockholders who become Community Bankers stockholders in the merger will be governed by the laws of the State of Delaware and by the Community Bankers certificate of incorporation and bylaws. Community Bankers stockholders are being asked at the annual meeting of stockholders on April 25, 2008, to adopt two amendments to the certificate of incorporation to be effected upon consummation of the merger with TransCommunity: an amendment to reset the terms of the classes of Community Bankers directors and an amendment to change the corporation s name to Community Bankers Trust Corporation. At the special meeting, Community Bankers is asking its stockholders to adopt an additional amendment to the certificate of incorporation to further reset the terms of the classes of Community Bankers directors. Upon consummation of Community Bankers merger with BOE, BOE s stockholders will be governed by Community Bankers amended and restated certificate of incorporation, as further amended, in substantially the form attached as Appendix B. If the amendment to the certificate of incorporation is adopted and the merger consummated, the Community Bankers board of directors will amend the bylaws to conform those sections relating to the staggered board of directors to the certificate of incorporation. BOE stockholders will be governed by Community Bankers bylaws, as a result of the merger. Virginia corporate law only refers to shares and stockholders and does not use the term stock or stockholder. Nonetheless, for ease of understanding throughout this joint proxy statement/prospectus, Community Bankers have applied the term stock to refer to the ownership rights of the stockholders of BOE and stockholders to refer to the stockholders of BOE. Accordingly, with respect to BOE, any references to stock should also be understood to refer to shares under Virginia corporate law and any references to shareholders should also be understood to refer to stockholders under Virginia Corporate Law.

The following is a comparison of certain rights of Community Bankers stockholders and those of BOE s stockholders. Certain significant differences in the rights of Community Bankers stockholders and those of BOE s stockholders arise from differing provisions of Community Bankers and BOE s respective governing corporate instruments and respective governing laws.

The following summary is not intended to be a complete statement of Delaware or Virginia law or of the provisions of each company s governing documents affecting, and the differences between, the rights of Community Bankers stockholders and those of BOE s stockholders. The identification of specific provisions or differences is not meant to indicate that other equally or more significant differences do not exist. This summary is qualified in its entirety by reference to the respective governing corporate instruments of Community Bankers and BOE and Delaware and Virginia laws.

Community Bankers	BOE
Authorized Capital	
Community Bankers is authorized to issue 50,000,000 shares of common stock, par value $0.01 per share, of which 9,375,000 shares were issued and outstanding as of the date of this joint proxy statement/prospectus. Community Bankers is authorized to issue 5,000,000 shares of preferred stock, par value $0.01 per share, of which no shares are issued and outstanding as of the date of this joint proxy statement/prospectus. Community Bankers certificate of incorporation does not provide that stockholders have a preemptive right to acquire authorized and unissued shares of Community Bankers stock.	BOE is authorized to issue 10,000,000 shares of common stock, par value $5.00 per share, of which 1,213,044 shares were issued and outstanding as of the date of this joint proxy statement/prospectus, and 1,000,000 shares of preferred stock, par value $5.00 per share, of which no shares are issued and outstanding as of the date of this joint proxy statement/prospectus. BOE s articles of incorporation do not provide that stockholders have a preemptive right to acquire authorized and unissued shares of BOE.
Number of Directors	
Community Bankers bylaws provide that the board must consist of no less than one director, with the exact number fixed by the board of directors. The Community Bankers board of directors currently has four members.	BOE s articles of incorporation and bylaws provide that the board must consist of not less than five directors and no more than 15 directors, with the exact number fixed by the board of directors. The BOE board of directors currently has nine members.
Classification of Directors	
Community Bankers certificate of incorporation divides the board of directors into three classes of directors, as nearly equal as possible, with each class being elected to a staggered three-year term.	BOE s articles of incorporation provide for a staggered board; the number of directors are divided into three groups with each group containing one-third of the total, as nearly equal in number as possible. Each group is elected to a staggered three-year term.
Vacancies and Newly Created Directorships	
Community Bankers certificate of incorporation and bylaws provide that vacancies on the board of directors, including vacancies resulting from any increase in the authorized number of directors, may be filled by the affirmative vote of a majority of the remaining members of the board of directors or the sole remaining member of the board of directors. The term of a director appointed to fill a vacancy expires at the next stockholders meeting wherein directors are elected.	BOE s bylaws provide that a vacancy on the board of directors, including a vacancy resulting from the removal of a director or an increase in the number of directors, may be filled by the stockholders, the board of directors or the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.
Removal of Directors	

Community Bankers bylaws provide that any director may be removed, with or without cause, by holders of a majority of the shares entitled to vote at an election of directors.	BOE s articles of incorporation and bylaws provide that a director may be removed from office as a director by the stockholders of a majority of the votes entitled to be cast at an election of directors only with cause.

Community Bankers	BOE
Election of Directors	
Community Bankers bylaws provide that all stockholder action, including the election of directors, is determined by a vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote, at a meeting of stockholders at which a quorum is present. Community Bankers certificate of incorporation does not provide for cumulative voting for the election of directors.	BOE s bylaws provide that directors shall be elected by BOE stockholders at each annual meeting at which a quorum is present, and the persons who receive the greatest number of votes shall be deemed elected as directors even though they do not receive a majority of the votes cast. BOE s articles of incorporation do not provide for cumulative voting for the election of directors.
Nomination of Director Candidates	
According to the Community Bankers bylaws, nominations of persons for election to the board of directors at a meeting of stockholders may be made at such meeting by or at the direction of the board of directors, by any committee or persons appointed by the board of directors or by any stockholder of Community Bankers entitled to vote for the election of directors at the meeting who complies with the notice procedures. Such nominations by a stockholder shall be made by giving written notice to the Secretary of Community Bankers, not less than 60 days nor more than 90 days prior to the meeting; provided however, that in the event that less than 70 days notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder, to be timely, must be received no later than the close of business on the tenth day following the day on which such notice of the date of the meeting was mailed or such public disclosure was made, whichever first occurs.	According to BOE s bylaws, no person will be eligible for election as a director at a meeting of stockholders unless nominated by the board of directors or by a stockholder who is a stockholder of record of a class of shares entitled to vote for the election of directors. In order to nominate a director candidate, a stockholder must give BOE written notice, either by personal delivery to the Secretary or an Assistant Secretary of BOE at the principal office of BOE, or by first class United States mail, with postage prepaid, addressed to the Secretary of BOE at BOE s principal office and be received on or after the first day of February and before the first day of March of the year in which the meeting will be held if the meeting is to be an annual meeting or not less than 60 days before an annual meeting, if the date of the applicable annual meeting has been changed by more than 30 days, or not later than the close of business on the tenth day following the day on which notice of a special meeting of stockholders called for the purpose of electing directors is first given to stockholders.
Special Meetings of the Board	
Community Bankers bylaws allow for special meetings of the board of directors to be held whenever called by (1) the Chairman, the Chief Executive Officer or the President; (2) the Chairman, the Chief Executive Officer, the President or the Secretary on the written request of a majority of the board of directors; or (3) resolution adopted by the board of directors.	BOE s bylaws allow for special meetings of the board of directors to be called by the Chairman, the President or a majority of the directors.

Community Bankers	BOE
Stockholder Action Without Meeting	
Community Banker s bylaws provide that an action required to be taken at any annual or special meeting of stockholders, or any action which may be taken at any annual or special meeting of such stockholders, may be taken by written consent, without prior notice and without a vote, if the written consent is signed by the holders of outstanding stock having at least the minimum number of votes that would be necessary to take such action at a meeting at which all shares entitled to vote thereon were present and voted, and is delivered to Community Bankers.	BOE s bylaws provide that action required or permitted to be taken at a meeting of stockholders may be taken without a meeting and without action by the board of directors if the action is taken by all the stockholders entitled to vote on the action. The action will be evidenced by one or more written consents describing the action taken, signed by all the stockholders entitled to vote on the action, and delivered to the Secretary of BOE for inclusion in the minutes or filing with the corporate records.
Special Meetings of Stockholders	
Community Bankers bylaws provide that special meetings of the stockholders may be called by a majority of the board of directors or by the Chairman, the Chief Executive Officer or the President and will be called by the Secretary at the request in writing of stockholders owning a majority of the shares of the entire capital stock of Community Bankers issued and outstanding and entitled to vote.	BOE s bylaws provide that special meetings of the stockholders may be called only by the Chairman, the President or the board of directors.

Community Bankers	**BOE**
Stockholder Vote Required for Merger	
Delaware law provides that the affirmative vote of a majority of all outstanding shares entitled to vote is required to adopt a merger agreement. Adoption of the merger agreement by stockholders is not required by Delaware law if (1) the agreement of merger does not amend in any respect the certificate of incorporation of Community Bankers, (2) each share of stock of Community Bankers outstanding immediately prior to the effective date of the merger is to be an identical outstanding or treasury share of the surviving corporation after the effective date of the merger, and (3) either no shares of common stock of the surviving corporation and no shares, securities or obligations convertible into such stock are to be issued or delivered under the plan of merger, or the authorized unissued shares or the treasury shares of common stock of the surviving corporation to be issued or delivered under the plan of merger plus those initially issuable upon conversion of any other shares, securities or obligations to be issued or delivered under such plan do not exceed 20% of the shares of common stock of Community Bankers outstanding immediately prior to the effective date of the merger. However, Community Bankers certificate of incorporation provides that the initial acquisition by Community Bankers of a company must be submitted to the stockholders for a vote regardless of whether it must be submitted under DGCL. Approval of such acquisition requires the affirmative vote of the holders of a majority of Community Bankers outstanding shares of common stock issued in the initial public offering of Community Bankers cast at the meeting. In addition, the holders of less than 20% of the outstanding shares of common stock issued in the Community Bankers initial public offering must have voted against the acquisition and thereafter exercised their right to convert their shares into cash equal to a pro rata portion of the Community Bankers trust account. If an initial acquisition, such as the merger with TransCommunity, is required to be approved by stockholders pursuant to Delaware law, then both the Delaware requirements and the certificate of incorporation requirements must be met to approve the acquisition. The merger with BOE would not be an initial acquisition and only Delaware law, and not the provisions of the certificate of incorporation would apply.	Virginia law provides that unless the articles of incorporation, or the board of directors in conditioning its submission of the plan of merger to the stockholders, require a greater vote, the plan of merger to be authorized will be approved by more than two-thirds of all votes entitled to be cast by each voting group. Virginia law also provides that the articles of incorporation may provide for greater or lesser vote so long as the vote is not less than a majority of all votes cast on the plan by each voting group entitled to vote on the transaction at a meeting at which a quorum of the voting group exists. BOE s articles of incorporation do not provide for a greater or lessor vote than that provided pursuant to Virginia law.

196

Community Bankers	BOE
Affiliated Transaction Statute	
Community Bankers has elected not to be governed by Section 203 of the DGCL, which limits engaging in a business combination with any interested stockholder.	BOE is subject to 13.1-725.1 and related provisions of the Virginia Stock Corporation Act known as the Affiliated Transaction Statute. Generally, no corporation may engage in any affiliated transaction with any interested stockholder for a period of three years following such interested stockholder s determination date unless the transaction is approved by a vote of a majority of the disinterested directors and by the vote of holders of two thirds of the voting shares of the corporation other than shares owned by the interested stockholder.
State Anti-takeover Provisions	
Community Bankers has elected not to be governed by Section 203 of the DGCL, which limits engaging in a business combination with any interested stockholder. There is no other Delaware law on this issue.	BOE is subject to 13.1-728.4 of the Virginia Stock Corporation Act, which provides that certain notice and informational filings and special stockholder meetings and voting procedures must occur prior to consummation of a proposed control share acquisition. Control share acquisition is defined as any acquisition of an issuer s shares that would entitle the acquirer to exercise or direct the voting power of the issuer in the election of directors within any of the following ranges: one fifth or more but less than one third of such voting power; one third or more but less than a majority of such voting power; or a majority or more of such voting power.
Indemnification of Directors and Officers	
In accordance with Delaware law, Community Bankers certificate of incorporation and bylaws provide that Community Bankers will indemnify any person who was or is a party to any threatened pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact he is or was a director, officer, employee, or agent of the corporation, against expenses (including attorneys fees), judgments, fines, and amounts paid in settlement incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the	According to BOE s articles on incorporation, BOE will indemnify any individual who is, was or is threatened to be made a party to a proceeding (including a proceeding by or in the right of BOE) because such individual is or was a director or officer of BOE or because such individual is or was serving BOE, or any other legal entity in any capacity at the request of BOE while a director or officer of BOE, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual s willful misconduct or knowing violation of the criminal law.

corporation. The board of directors may indemnify and advance expenses to any officer, employee or agent of Community Bankers to the extent authorized by the board of directors.

Community Bankers	BOE

Limitation on Liability of Directors

Community Bankers	BOE
Community Bankers certificate of incorporation and bylaws provide that a director is not personally liable to the company or any of its stockholders for monetary damages for breach of fiduciary duty as director except for liability: for any breach of the director s duty of loyalty to the corporation or its stockholders; for acts or omissions not in good faith or which involved intentional misconduct, or a knowing violation of law; under Section 174 of the General Corporation Law of Delaware; or for any transaction from which the director derive an improper personal benefit	BOE s articles of incorporation provide that in every instance in which the Virginia Stock Corporation Act permits the limitation or elimination of liability of directors or officers of a corporation to the corporation or its stockholders, the directors and officers of BOE shall not be liable to BOE or its stockholders, except where such liabilities as are incurred because of such individual s willful misconduct or knowing violation of the criminal law.

Community Bankers	BOE
Amendments to Governing Instruments	
Delaware law provides that a corporation may amend its articles of incorporation if the board of directors proposes the amendment to the stockholders and the amendment receives the requisite stockholder approval. Unless a corporation s articles of incorporation provide otherwise, amendments must be approved by a majority of all votes entitled to be cast on the matter, as well as a majority of the votes entitled to be cast on the matter within each voting class entitled to vote as a separate voting class on the amendment. Community Bankers certificate of incorporation provides that a majority of the entire board of directors may amend the bylaws.	According to BOE s articles of incorporation, amendments to the articles of incorporation require approval by the affirmative vote of a majority of all the votes entitled to be cast at a meeting of stockholders of the Corporation, and shall require approval by the affirmative vote of a majority of the votes entitled to be cast by each voting group entitled to vote thereon as a separate voting group, except (1) that any amendment to Articles IV or VI or Section 3.3 or any amendment to the articles of incorporation of the corporation permitting cumulative voting by the stockholders require the approval by the affirmative vote of more than two-thirds of the votes entitled to be cast by each voting group entitled to vote thereon as a separate voting group and (2) that the affirmative vote of more than two-thirds of all the votes entitled to be cast at a meeting of stockholders of the Corporation, and the affirmative vote of more than two-thirds of all votes entitled to be cast by each voting group entitled to vote thereon as a separate voting group, shall be required for approval of any amendment if the effect of such amendment is (A) to reduce the stockholder vote required to approve a merger, statutory share exchange, a sale of all or substantially all the assets of the Corporation or the dissolution of the Corporation or (B) to delete all or any part of clause (2) of this sentence. BOE s bylaws provide that the bylaws may be amended or repealed, and new bylaws may be made, at any regular or special meeting of the board of directors. Bylaws made by the board of directors may be repealed or changed and new bylaws may be made by the stockholders, and the stockholders may prescribe that any bylaw made by them shall not be altered, amended or repealed by the board of directors.

COMPARATIVE MARKET PRICES AND DIVIDENDS

Community Bankers common stock is listed on the American Stock Exchange under the symbol BTC and BOE common stock is listed on the Nasdaq Capital Market under the symbol BSXT. The following table sets forth the high and low trading prices of shares of Community Bankers common stock as reported on the American Stock Exchange and BOE common stock as reported by the Nasdaq Capital Market. Community Bankers stockholders and BOE stockholders are advised to obtain current market quotations for Community Bankers common stock and BOE common stock. The market price of Community Bankers common stock and BOE common stock will fluctuate between the date of this joint proxy statement/prospectus and the completion of the merger. No assurance can be given concerning the market price of Community Bankers common stock or BOE common stock before the effective date of the registration statement or the market price of Community Bankers common stock after the effective date of the registration statement. Community Bankers has not paid any cash dividends on its common stock during the periods presented. Upon completion of the merger, Community Bankers expects to pay regular dividends to its stockholders. Subject to board and regulatory approval, Community Bankers expects to pay quarterly cash dividends in an amount not less than the quotient obtained by dividing $0.22 by the BOE exchange ratio, for the foreseeable future.

	Community Bankers Common Stock(1)			BOE Common Stock		
	High	**Low**	**Dividends**	**High**	**Low**	**Dividends**
2006						
First Quarter				$ 37.50	$ 34.39	
Second Quarter				$ 35.27	$ 31.64	$ 0.38
Third Quarter	7.20	7.00		$ 34.19	$ 30.00	
Fourth Quarter	$ 7.23	$ 7.00		$ 32.09	$ 30.73	$ 0.39
2007						
First Quarter	$ 7.50	$ 7.10		$ 32.50	$ 30.45	$ 0.19
Second Quarter	$ 7.44	$ 7.23		$ 32.00	$ 28.17	$ 0.20
Third Quarter	$ 7.46	$ 7.31		$ 28.93	$ 25.12	$ 0.21
Fourth Quarter	$ 7.45	$ 7.36		$ 40.00	$ 23.50	$ 0.22
2008						
First Quarter (through March 25, 2008)	$ 7.54	$ 7.38		$ 32.98	$ 25.00	

(1) Community Bankers common stock began trading on the American Stock Exchange on September 5, 2006.

The closing price for the Community Bankers common stock and BOE common stock on December 13, 2007, the last trading day before announcement of the execution of the merger agreement, was $7.41 and $26.47, respectively.

PRO FORMA FINANCIAL INFORMATION

The following unaudited pro forma condensed combined consolidated balance sheet combines the pro forma consolidated balance sheets of Community Bankers and TransCommunity as of September 30, 2007 giving effect to the merger of Community Bankers and TransCommunity, as if the merger with TransCommunity had been consummated on September 30, 2007, and combines the pro forma consolidated balance sheets of Community Bankers, TransCommunity and BOE as of September 30, 2007, giving effect to the merger of Community Bankers and TransCommunity and the merger of Community Bankers and BOE, as if the mergers had been consummated on September 30, 2007. The following unaudited pro forma condensed combined consolidated statements of income combine the pro forma statements of income of Community Bankers and the historical statements of operations of TransCommunity for the six-month period ended September 30, 2007, and the year ended March 31, 2007, giving effect to the merger with TransCommunity, as if it had occurred at the beginning of all periods presented, and combine the pro forma statements of income of Community Bankers, the historic statements of operations of TransCommunity and the historic statements of income of BOE for the six-month period ended September 30, 2007, and the year ended March 31, 2007, giving effect to both the merger with TransCommunity and the merger with BOE, as if they had occurred at the beginning of all periods presented.

The unaudited pro forma condensed combined consolidated balance sheet at September 30, 2007 and the statements of income for the periods ended September 30, 2007 and March 31, 2007, respectively, have been prepared using two different levels of approval of the merger with TransCommunity by the Community Bankers stockholders, as follows:

> Assuming Maximum Approval: This presentation assumes that 100% of Community Bankers stockholders approve the merger with TransCommunity; and
>
> Assuming Minimum Approval: This presentation assumes that only 80.1% of Community Bankers stockholders approve the merger with TransCommunity and the remaining 19.9% all vote against the merger and elect to exercise their conversion rights.

We are providing this information to aid you in your analysis of the financial aspects of the merger with BOE. The unaudited pro forma condensed combined consolidated financial statements described above should be read in conjunction with the historical financial statements of Community Bankers, TransCommunity and BOE and the related notes thereto. The unaudited pro forma information is not necessarily indicative of the financial position or results of operations that may have actually occurred had the mergers taken place on the dates noted, or the future financial position or operating results of the combined company.

COMMUNITY BANKERS ACQUISITION CORP.

TRANSCOMMUNITY FINANCIAL CORPORATION
BOE FINANCIAL SERVICES OF VIRGINIA, INC.

UNAUDITED PRO FORMA CONDENSED COMBINED CONSOLIDATED BALANCE SHEET
ASSUMING MAXIMUM APPROVAL
SEPTEMBER 30, 2007

	Community Bankers Acquisition Corp. (CBA)	TransCommunity Financial Corporation (TFC)	Pro Forma Acquisition Adjustments	Pro Forma Combined (CBA & TFC)	BOE Financial Services of Virginia, Inc (BOE)	Pro Forma Acquisition Adjustments	Pro Forma Combined (CBA, TFC & BOE)
	(In thousands, except share and per share data)						
ASSETS							
Cash and due from banks	$ 397	$ 6,051	$ 57,937(B) (1,147)(A1)	$ 63,238	$ 4,619	$	$ 67,857
Federal funds sold		4,061		4,061	966		5,027
Cash and United States Treasury securities held in trust fund	57,937		(57,937)(B)				
Securities available for sale, at fair value		10,314		10,314	49,382		59,696
Securities held to maturity		6,400	(44)(E)	6,356	4,761	(51)(N)	11,066
Loans, net of allowance for loan losses		186,340	72(E)	186,412	213,500	(299)(N)	399,613
Premises and equipment, net		7,114		7,114	10,577		17,691
Core deposit intangible			5,684(E)	5,684		9,702(N)	15,386
Goodwill			$ 15,011(F)	15,011		16,224(O)	31,235
Other assets	687	2,768	3,647(E)	7,102	10,962		18,064
Total Assets	$ 59,021	$ 223,048	$ 23,223	$ 305,292	$ 294,767	$ 25,576	$ 625,635
LIABILITIES AND STOCKHOLDERS EQUITY							
Deposits:							
Noninterest bearing	$	$ 22,575	$	$ 22,575	$ 28,968	$	$ 51,543
Interest bearing		169,389	291(E)	169,680	212,022	(203)(N)	381,499
Total Deposits	$	191,964	291	192,255	240,990	(203)	433,042
Federal Home Loan Bank advances					17,000		17,000

Trust preferred capital notes					4,124		4,124
Other liabilities	2,344	1,152	1,400(C)	4,896	3,305	1,400(L)	9,601
						1,000(L1)	1,000
Total liabilities	$ 2,344	$ 193,116	$ 1,691	$ 197,151	$ 265,419	$ 2,197	$ 464,767
Common stock, subject to conversion, 1,449,250 shares at conversion value	11,582		(11,582)(J1)				
STOCKHOLDERS EQUITY							
Community Bankers Acquisition Corp. Preferred stock, $0.01 par value Authorized 5,000,000 shares; none issued							
Common Stock, $0.01 par value Authorized 50,000,000 shares Issued and outstanding 9,375,000 shares (which includes 1,499,250 shares subject to conversion)	94		65(A)	159		69(K)	228
Additional paid-in capital	43,098		51,399(A)	94,497		52,658(K)	147,155
			11,582(J1)	11,582			11,582
Earnings accumulated during the development stage	1,903			1,903			1,903
TransCommunity Financial Corporation Common Stock, $0.01 par value Authorized 25,000,000 shares Issued and outstanding 4,586,741 shares		46	(46)(D)				
Additional paid-in capital		39,904	(39,904)(D)				
Accumulated deficit		(10,027)	11,174(D)				
			(1,147)(A1)				
Accumulated other comprehensive loss		9	(9)(D)				
BOE Financial Services of Virginia, Inc. Common Stock, $5 par value Authorized 10,000,000 shares Issued and outstanding 1,211,267 shares					6,056	(6,056)(H)	
Additional paid-in capital					5,551	(5,551)(H)	
Retained Earnings					18,542	(18,542)(H)	
Accumulated other comprehensive loss					(801)	801(H)	
Total stockholders equity	45,095	29,932	33,114	108,141	29,348	23,379	160,868

Total liabilities and stockholders equity	$ 59,021	$ 223,048	$ 23,223	$ 305,292	$ 294,767	$ 25,576	$ 625,635

See Notes to Unaudited Pro Forma Condensed Combined Consolidated Financial Statements

202

COMMUNITY BANKERS ACQUISITION CORP.
TRANSCOMMUNITY FINANCIAL CORPORATION
BOE FINANCIAL SERVICES OF VIRGINIA, INC.

UNAUDITED PRO FORMA CONDENSED COMBINED CONSOLIDATED BALANCE SHEET
ASSUMING MINIMUM APPROVAL
SEPTEMBER 30, 2007

	Community Bankers Acquisition Corp. (CBA)	TransCommunity Financial Corporation (TFC)	Pro Forma Acquisition Adjustments	Pro Forma Combined (CBA & TFC)	BOE Financial Services of Virginia, Inc (BOE)	Pro Forma Acquisition Adjustments	Pro Forma Combined (CBA, TFC & BOE)
	(In thousands, except share and per share data)						
SSETS							
ash and due from banks	$ 397	$ 6,051	$ 57,937(B) (11,582) (J2) (1,147) (A1)	$ 51,656	$ 4,619	$	$ 56,275
ederal funds sold		4,061		4,061	966		5,027
ash and United States reasury securities held in ust fund	57,937		(57,937) (B)				
ecurities available for sale, at ir value		10,314		10,314	49,382		59,696
ecurities held to maturity		6,400	(44) (E)	6,356	4,761	(51) (N)	11,066
oans, net of allowance for oan losses		186,340	72(E)	186,412	213,500	(299) (N)	399,613
remises and equipment, net		7,114		7,114	10,577		17,691
ore deposit intangible			5,684(E)	5,684		9,702(N)	15,386
oodwill			15,011(F)	15,011		16,224(O)	31,235
ther assets	687	2,768	3,647(E)	7,102	10,962		18,064
otal Assets	$ 59,021	$ 223,048	$ 11,641	$ 293,710	$ 294,767	$ 25,576	$ 614,053
IABILITIES AND STOCKHOLDERS EQUITY							
eposits:							
oninterest bearing	$	$ 22,575	$	$ 22,575	$ 28,968	$	$ 51,543
nterest bearing		169,389	291(E)	169,680	212,022	(203) (N)	381,499
otal Deposits		191,964	291	192,255	240,990	(203)	433,042
ederal Home Loan Bank dvances					17,000		17,000
rust preferred capital notes					4,124		4,124

ther liabilities	2,344	1,152	1,400(C)	4,896	3,305	1,400(L)	9,601
						1,000(L1)	1,000
otal liabilities	$ 2,344	$ 193,116	$ 1,691	$ 197,151	$ 265,419	$ 2,197	$ 464,767
ommon stock, subject to onversion, 1,449,250 shares t conversion value	11,582		(11,582) (J2)				
TOCKHOLDERS EQUITY							
ommunity Bankers cquisition Corp.							
referred stock, $0.01 par alue Authorized ,000,000 shares; none issued							
ommon Stock, $0.01 par alue Authorized 0,000,000 shares Issued and utstanding 9,375,000 shares which includes ,499,250 shares subject to onversion)	94		65(A)	144		69(K)	213
			(15) (J2)				
dditional paid-in capital	43,098		51,163(A)	94,512		52,658(K)	147,170
			15(J2)				
arnings accumulated during he development stage	1,903			1,903			1,903
ransCommunity Financial orporation							
ommon Stock, $0.01 par alue uthorized 25,000,000 shares ssued and outstanding ,586,741 shares		46	(46) (D)				
dditional paid-in capital		39,904	(39,904) (D)				
ccumulated deficit		(10,027)	11,174(D)				
			(1,147) (A1)				
ccumulated other omprehensive loss		9	(9) (D)				
OE Financial Services of irginia, Inc.							
ommon Stock, $5 par value uthorized 10,000,000 shares ssued and outstanding ,211,267 shares					6,056	(6,056) (M)	
dditional paid-in capital					5,551	(5,551) (M)	
etained Earnings					18,542	(18,542) (M)	
ccumulated other omprehensive loss					(801)	801(M)	
otal stockholders equity	45,095	29,932	21,532	96,559	29,348	23,379	149,286

otal liabilities and ockholders equity	$ 59,021	$ 223,048	$ 11,641	$ 293,710	$ 294,767	$ 25,576	$ 614,053

See Notes to Unaudited Pro Forma Condensed Combined Consolidated Financial Statements

COMMUNITY BANKERS ACQUISITION CORP.
TRANSCOMMUNITY FINANCIAL CORPORATION
BOE FINANCIAL SERVICES OF VIRGINIA, INC.

UNAUDITED PRO FORMA CONDENSED COMBINED CONSOLIDATED STATEMENT OF INCOME
FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2007

	Community Bankers Acquisition Corp.(1)	TransCommunity Financial Corporation(2)	Pro Forma Acquisition Adjustments	Pro Forma Combined (CBA & TFC)	BOE Financial Services of Virginia, Inc(3)	Pro Forma Acquisition Adjustments	Pro Forma Combined (CBA, TFC & BOE)
	(In thousands, except share and per share data)						
Interest income	$1,429	$8,133	$(5)(H)	$9,557	$9,155	$58(Q)	$18,770
Interest expense		3,015	(73)(I)	2,942	4,228	51(R)	7,221
Net interest income	1,429	5,118	68	6,615	4,927	7	11,549
Provision for loan losses		512		512			512
Net interest income after provision for loan losses	1,429	4,606	68	6,103	4,927	7	11,037
Noninterest income		563		563	989		1,552
Noninterest expense	172	5,698		5,870	4,244		10,114
Amortization of intangibles			355(G)	355		606(P)	961
Total noninterest expense	172	5,698	355	6,225	4,244	606	11,075
Income (loss) before income taxes	1,257	(529)	(287)	441	1,672	(599)	1,514
Provision for income taxes	478			478	300	(204)(S)	574
Net income (loss) from continuing operations	779	(529)	(287)	(37)	1,372	(395)	940
Net (loss) from discontinued operations		(77)		(77)			(77)
Net income (loss)	$779	$(606)	$(287)	$(114)	$1,372	$(395)	$863

Net Income (Loss) Per Common Share					
No conversions:					
Basic	$0.08	$(0.12)	$(0.002)	$1.14	$0.04
Diluted	0.07	(0.12)	(0.002)	1.13	0.04
Maximum conversions:					
Basic			(0.001)		0.04
Diluted			(0.001)		0.04
Weighted Average Shares Outstanding					
No conversions:					
Basic	9,375,000	4,587,000	15,888,540	1,208,732	22,811,915
Diluted	11,807,432	4,587,000	18,320,972*	1,215,455	25,282,855
Maximum conversions:					
Basic			14,389,290		21,312,665
Diluted			16,821,722*		23,783,605

* Basic and diluted earnings per share same due to net loss.
(1) For the six month period ended September 30, 2007.
(2) For the six month period ended June 30, 2007.
(3) For the six month period ended June 30, 2007.

See Notes to Unaudited Pro Forma Condensed Combined Consolidated Financial Statements

COMMUNITY BANKERS ACQUISITION CORP.
TRANSCOMMUNITY FINANCIAL CORPORATION
BOE FINANCIAL SERVICES OF VIRGINIA, INC.

UNAUDITED PRO FORMA CONDENSED COMBINED CONSOLIDATED STATEMENT OF INCOME FOR THE YEAR ENDING MARCH 31, 2007

	Community Bankers Acquisition Corp. (1)	TransCommunity Financial Corporation(2)	Pro Forma Acquisition Adjustments	Pro Forma Combined (CBA & TFC)	BOE Financial Services of Virginia, Inc(3)	Pro Forma Acquisition Adjustments	Pro Forma Combined (CBA, TFC & BOE)
	(In thousands, except share and per share data)						
nterest income	$ 2,269	$ 14,307	$(9)(H)	$ 16,567	$ 16,734	$(117)(Q)	$33,418
nterest expense		4,958	(146)(I)	4,812	6,972	(102)(R)	11,886
et interest income	2,269	9,349	137	11,755	9,762	15	21,532
rovision for loan losses		493		493	125		618
et interest income fter provision for loan osses	2,269	8,856	137	11,262	9,637	15	20,914
oninterest income		1,011		1,011	2,250		3,261
oninterest expense	339	8,933		9,272	7,892		17,165
mortization of ntangibles			711(G)	711		1,213(P)	1,924
otal noninterest xpense	339	8,933	711	9,983	7,892	1,213	19,088
ncome from continuing perations before ncome taxes	1,930	934	(574)	2,290	3,995	(1,198)	5,087
rovision for income axes	806	15		821	872	(407)(S)	1,286
et income from ontinuing operations	1,124	919	(574)	1,469	3,123	(791)	3,801
et (loss) from iscontinued operations		(802)		(802)			(802
et income	$ 1,124	$ 117	$(574)	$ 667	$ 3,123	$(791)	$2,999

et Income (Loss) Per ommon Share					
o conversions:					
asic	$ 0.14	$ 0.03	$ 0.05	$ 2.60	$0.14
iluted	0.11	0.03	0.04	2.58	0.13
laximum conversions:					
asic			0.05		0.15
iluted			0.04		0.14
eighted Average hares Outstanding					
o conversions:					
asic	7,997,740	4,581,741	14,503,812	1,201,465	21,385,563
iluted	10,256,708	4,581,741	16,762,780	1,210,922	23,698,699
laximum conversions:					
asic			13,004,562		19,886,313
iluted			15,263,530		22,199,449

(1) For the twelve month period ended March 31, 2007.

(2) For the twelve month period ended December 31, 2006.

(3) For the twelve month period ended December 31, 2006.

See Notes to Unaudited Pro Forma Condensed Combined Consolidated Financial Statements

Notes to Unaudited Pro Forma Condensed Combined Consolidated Financial Statements

The pro forma information presented is not necessarily indicative of the results of operations or the combined financial position that would have resulted had the merger been consummated at the beginning of the periods indicated, nor is it necessarily indicative of the results of operations in future periods or the future financial position of the combined company. It is anticipated that the merger will be completed in the second quarter of 2008.

Note 1 Basis of Presentation and TransCommunity Acquisition

Basis of Presentation

The unaudited pro forma condensed combined consolidated financial statements give effect to the merger of Community Bankers and TransCommunity in a business combination accounted for as a purchase. As a result of the merger, TransCommunity common stock will be converted into Community Bankers.

TransCommunity Acquisition

Upon completion of the acquisition, each common share of TransCommunity is assumed to be converted into 1.42 common shares of Community Bankers.

The pro forma balance sheet reflects the proposed exchange ratio as if it had occurred on September 30, 2007 based on an estimated market value of Community Bankers common stock of $7.42 per share. If the daily average closing price for Community Bankers common stock for the 20 consecutive days of trading in such stock ending five days before the closing date is less than $7.42, Community Bankers will increase the exchange ratio resulting in Community Bankers issuing more shares of Community Bankers stock to TransCommunity stockholders such that the total minimum consideration would remain unchanged.

Transaction costs incurred in the merger are assumed to be $1,000,000 for Community Bankers and $400,000 for TransCommunity which are reflected as liabilities as of the merger date. TransCommunity does not anticipate incurring material non-recurring charges related to the merger.

No tax provision or deferred taxes are reflected in the pro forma acquisition adjustments due to the net operating losses previously incurred by TransCommunity and the uncertainty of realization of deferred taxes in future periods.

Pro Forma Adjustments

Described below is the pro forma estimate of the total purchase price of the transaction as well as the adjustment to allocate the purchase price based on the preliminary estimates of the fair values of the assets and liabilities of TransCommunity. This estimate does not include TransCommunity s plans to declare a one-time special dividend in the amount of $0.25 per share to TransCommunity stockholders, which dividend would be paid immediately prior to the effective time of the merger of TransCommunity and Community Bankers. This dividend would be subject to regulatory approval and would only occur after all conditions to the closing are satisfied.

Estimated fair value of Community Bankers common stock to be issued to TransCommunity s stockholders	$ 48,328
Fair value of vested Community Bankers common stock to be issued to TransCommunity s restricted stockholders	236
Fair value of vested Community Bankers common stock to be issued to TransCommunity s option holders	2,900
Transaction related costs incurred by Community Bankers in the merger	1,000
Total purchase price paid by Community Bankers for TransCommunity	52,464
Less adjusted net assets of TransCommunity	(37,453)
Goodwill recorded in the merger	15,011
The adjusted net assets of TransCommunity are determined as follows:	
TransCommunity s stockholders equity at September 30, 2007	29,932
Less special dividend of $0.25 per share	(1,147)
Less transaction related costs incurred by TransCommunity in the merger	(400)
Adjustments for fair values of assets acquired and liabilities assumed	9,068
Adjusted net assets of TransCommunity	37,453
The fair value adjustments for the TransCommunity Corporation assets acquired and liabilities assumed are as follows:	
Increase in loans	72
Decrease in securities	(44)
Core deposit intangible	5,684
Increase in deposits	(291)
Deferred income taxes	3,647
Total fair value adjustments	$ 9,068

Estimated fair value of Community Bankers common stock to be issued to TransCommunity s stockholders:	**Common Stock**	**Restricted Stock**	**Stock Options**
Number of shares for TransCommunity	4,586,741	22,375	275,275
Exchange ratio	1.42	1.42	1.42

	6,513,172	31,773	390,891
Stock price	7.42	7.42	7.42
Estimated Fair Value	48,327,738	235,752	2,900,408

BOE Acquisition

Described below is the pro forma estimate of the total purchase price of the transaction as well as the adjustment to allocate the purchase price based on the preliminary estimates of the fair values of the assets and liabilities of BOE. BOE anticipates incurring non-recurring charges related to the merger. These charges are estimated to be $1,000,000 to be paid in the third and fourth quarters of 2008 and relate primarily to the termination of certain data processing contracts. BOE does not anticipate charges from the formation of employee contracts.

Estimated fair value of Community Bankers common stock to be issued to BOE s stockholders	$	51,479
Fair value of vested Community Bankers common stock to be issued to BOE s option holders		1,248
Transaction related costs incurred by Community Bankers in the merger		1,000
Total purchase price paid by Community Bankers for BOE		53,727
Less adjusted net assets of BOE		(37,503)
Goodwill recorded in the merger		16,224
The adjusted net assets of BOE are determined as follows:		&nb