

MAINSTREET BANK
727 Elden Street
Herndon, Virginia 20170
(703) 481-4567

March 12, 2007

Dear Shareholders:

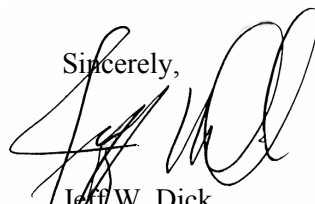
On behalf of the Board of Directors and management of MainStreet Bank, we cordially invite you to attend the 2007 Annual Meeting of Shareholders. The meeting will be held at 10:00 a.m. local time, on Tuesday, April 17, 2007 at the Friends Meeting House, located at 660 Spring Street, Herndon, Virginia.

The matters expected to be acted upon at the meeting are described in the attached proxy statement. In addition, we will report on our progress to date, and entertain your questions and comments.

We encourage you to attend the meeting in person. Whether or not you plan to attend, however, **please read the enclosed proxy statement and then complete, sign and date the enclosed proxy and return it in the accompanying postage-prepaid return envelope provided as promptly as possible.** This will save us the additional expense of soliciting proxies to ensure a quorum and will ensure that your shares are represented at the annual meeting.

Your Board of Directors and management are committed to the success of MainStreet Bank, and the enhancement of your investment. As President, I want to express my appreciation for your confidence and support.

Sincerely,



Jeff W. Dick
President & Chief Executive Officer

MAINSTREET BANK
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Herndon, Virginia 20170
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NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be held on April 17, 2007

Notice is hereby given that the 2007 Annual Meeting of Shareholders of MainStreet Bank will be held at Friends Meeting House (opposite the Bank's parking lot), 660 Spring Street, Herndon, Virginia, on Tuesday, April 17, 2007, at 10:00 a.m. local time.

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

At the annual meeting, shareholders will be asked to:

- (1) Elect three Group III directors for a term of three years each, or until their successors are elected and qualify.

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

The Board of Directors has fixed the close of business on February 21, 2007, as the record date for the annual meeting. This means that shareholders of record at the close of business on that date are entitled to receive notice of and to vote at the meeting and any adjournment or postponement thereof. **To ensure that your shares are represented at the meeting, please take the time to vote by signing, dating and mailing the enclosed proxy card which is solicited on behalf of the Board of Directors. The proxy will not be used if you attend the annual meeting and request to vote in person. Regardless of the number of shares you own, your vote is very important. Please act today.**

BY ORDER OF THE BOARD OF DIRECTORS,



THOMAS J. CHMELIK
Secretary

Herndon, Virginia
March 12, 2007

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

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727 Elden Street
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PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS
To be held on April 17, 2007

MainStreet Bank's Board of Directors is using this proxy statement to solicit proxies from the holders of MainStreet Bank common stock for use at our 2007 annual meeting of shareholders. We are first mailing this proxy statement and the enclosed proxy to our shareholders on or about March 12, 2007.

INFORMATION ABOUT THE ANNUAL MEETING

Time and Place of the Annual Meeting.

Our annual meeting will be held as follows:

Date: April 17, 2007
Time: 10:00 a.m., local time
Place: Friends Meeting House
660 Spring Street
Herndon, Virginia 20170

Matters to be Considered at the Annual Meeting.

At the meeting, shareholders of the Bank are being asked to consider and vote upon the following proposals:

Proposal 1. Election of three Group III directors for a term of three years each, or until their successors are elected and qualify.

The shareholders also will transact any other business that may properly come before the annual meeting. As of the date of this proxy statement, we are not aware of any other business to be presented for consideration at the annual meeting other than the matters described in this proxy statement.

Who is Entitled to Vote?

We have fixed the close of business on February 21, 2007 as the record date for shareholders entitled to notice of and to vote at the annual meeting. Only holders of record of the Bank's common stock on that record date are entitled to notice of and to vote at the annual meeting. You are entitled to one vote for each share of the Bank's common stock you own. On February 21, 2007, 2,425,215 shares of the Bank's common stock were outstanding and entitled to vote at the annual meeting.

What if My Shares are Held in "Street Name" by a Broker?

If you are the beneficial owner of shares held in "street name" by a broker, your broker, as the record holder of the shares, is required to vote the shares in accordance with your instructions. If you do not give instructions to your broker, in certain circumstances your broker may nevertheless vote the shares with respect to "routine" items, but will not be permitted to vote your shares with respect to "non-routine" items, pursuant to current industry practice. Shares that your broker cannot vote on a particular matter because it has not received instructions from you are called "broker non-votes." The proposal to elect directors described in this proxy statement is considered a "routine" item.

How Many Shares Must Be Present to Hold the Meeting?

A quorum must be present at the meeting for any business to be conducted. The presence at the meeting, in person or by proxy, of at least one-third (1/3) of the shares of common stock entitled to vote at the annual meeting will constitute a quorum. Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of shares considered to be present at the meeting.

What If a Quorum Is Not Present at the Meeting?

If a quorum is not present at the scheduled time of the meeting, a majority of the shareholders present or represented by proxy may adjourn the meeting until a quorum is present. The date, time and place of the adjourned meeting will be announced at the time the adjournment is taken, and no other notice will be given unless the adjourned meeting is set to be held after August 15, 2007. An adjournment will have no effect on the business that may be conducted at the meeting.

Vote Required to Approve Proposal 1: Election of Directors.

If a quorum is present at the annual meeting, those director nominees receiving the greatest number of votes cast for the election of directors by shares present at the meeting in person or by proxy will be elected directors. Pursuant to the Bank's articles of incorporation, shareholders are not permitted to cumulate their votes for the election of directors. Votes may be cast for or withheld from each nominee. Votes that are withheld and broker non-votes will be excluded entirely from the vote and will have no effect on the election of directors. **Our Board of Directors recommends that you vote "FOR" the election of each of the director nominees.**

How Do I Vote at the Annual Meeting?

Proxies are solicited to provide all shareholders of record on the record date an opportunity to vote on matters scheduled for the annual meeting and described in these materials. Shares of the Bank's common stock can only be voted if the shareholder is present at the annual meeting in person or by proxy. To ensure your representation at the annual meeting, we recommend you vote by proxy even if you plan to attend the annual meeting. You can always revoke your proxy and vote in person at the meeting.

Voting instructions are included on your proxy card. Shares of the Bank's common stock represented by properly executed proxies will be voted by the individuals named on the proxy card in accordance with the shareholder's instructions. Where properly executed proxies are returned to the Bank with no specific instruction as to how to vote at the annual meeting, the persons named in the proxy will vote the shares "FOR" the election of each of management's director nominees. Should any other matters be properly presented at the annual meeting for action, the persons named in the enclosed proxy and acting thereunder will have the discretion to vote on these matters in accordance with their best judgment. No other matters are currently expected by the Board of Directors to be presented at the annual meeting.

You may receive more than one proxy card depending on how your shares are held. For example, you may hold some of your shares individually, some jointly with your spouse and some in trust for your children -- in which case you will receive three separate proxy cards to vote.

May I Revoke My Proxy?

You may revoke your proxy before it is voted by:

- submitting a new proxy with a later date;
- notifying the Secretary of the Bank in writing before the annual meeting that you have revoked your proxy; or
- voting in person at the annual meeting.

If you plan to attend the annual meeting and wish to vote in person, we will give you a ballot at the annual meeting. However, if your shares are held in the name of your broker, bank or other nominee, you must bring a validly executed proxy from the nominee indicating that you have the right to vote your shares.

Proxy Solicitation Costs.

We will pay the cost of soliciting proxies. In addition to this mailing, our directors, officers and employees may also solicit proxies personally, electronically or by telephone, but will not receive additional compensation from the Bank for these services. We will reimburse brokers and other nominees for their expenses in sending these materials to you and obtaining your voting instructions.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Stock Ownership of Directors, Executive Officers and 5% Owners.

The following table sets forth information regarding the beneficial ownership, as of February 21, 2007, of the Bank's common stock by:

- persons known by the Bank to be the owners of more than 5% of the Bank's common stock;
- each director and director nominee of the Bank;
- each executive officer of the Bank named in the Summary Compensation Table appearing under "Executive Compensation" below; and
- all current directors and executive officers of the Bank as a group.

There are two persons or entities (or groups of affiliated person or entities) known by management to beneficially own more than 5% of the Bank's common stock. The address of each of the beneficial owners, except where otherwise indicated, is the same address as the Bank.

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 (the “Exchange Act”) 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. Except as otherwise noted, the nature of beneficial ownership for shares reported in this table is sole voting and investment power.

<u>Name</u>	<u>Common Stock Beneficially Owned</u> ⁽¹⁾⁽²⁾	<u>Exercisable Options Included in Common Stock Beneficially Owned</u> ⁽²⁾	<u>Percent of Common Stock Outstanding</u>
First Manhattan Co. <i>New York, NY</i>	125,000 ⁽³⁾	--	5.15%
Hot Creek Capital, L.L.C. <i>Reno, Nevada</i>	205,000 ⁽⁴⁾	--	8.45%
Barbara Davis Blum	20,440	19,440	*
Thomas J. Chmelik	26,000 ⁽⁵⁾	9,500	1.07%
Jeff W. Dick	39,050 ⁽⁶⁾	9,500	1.60%
William A. Gatz	33,500 ⁽⁷⁾	3,500	1.38%
Paul Thomas Haddock	15,500 ⁽⁸⁾	3,500	*
Kevin T. Keyes	65,000	3,500	2.68%
Edward W. Merrow	43,500 ⁽⁹⁾	3,500	1.79%
Donna Miller	13,500	3,500	*
William B. Wrench	1,000	--	*
Directors, director nominees and executive officers of the Bank as a group (9 persons)	<u>257,490</u>	<u>55,940</u>	<u>10.38%</u>

* Percentage of ownership is less than 1% of the Bank’s outstanding shares of common stock.

- (1) Includes shares held directly, as well as shares held jointly with family members, shares held in retirement accounts, held in a fiduciary capacity, held by certain of the individual’s family members, or held by trusts of which the individual is a trustee, with respect to which shares the individual may be deemed to have sole or shared voting and/or investment powers.
- (2) The number of shares of common stock shown in the table includes shares that the individuals have the right to acquire, or will obtain the right to acquire, through the exercise of stock options through April 22, 2007.
- (3) According to Schedule 13G/A filed with the FDIC on February 9, 2007, as of December 31, 2006, First Manhattan Company has sole voting and sole dispositive power with respect to 120,000 of the reported shares and shared dispositive power with respect to 5,000 of the reported shares.

- (4) According to Schedule 13G/A filed with the FDIC on February 13, 2007, as of December 31, 2006, Hot Creek Capital, L.L.C. has sole voting and sole dispositive power with respect to all 205,000 of the reported shares.
- (5) Includes 300 restricted shares over which Mr. Chmelik does not have investment power until such shares vest and 1,000 shares held by Mr. Chmelik's spouse.
- (6) Includes 9,000 shares held in a trust controlled by Mr. Dick.
- (7) Includes 3,000 shares held by Mr. Gatz's spouse.
- (8) Includes 7,000 shares held by Mr. Haddock's spouse.
- (9) Includes 39,500 shares held jointly with Mr. Merrow's spouse.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires directors, executive officers, and any persons holding more than 10% of the Bank's common stock to report their initial ownership of the Bank's equity securities and any subsequent changes in that ownership to the Board of Governors of the Federal Reserve System. Based on a review of these reports and written representations furnished to the Bank by its directors and executive officers, the Bank believes that its officers and directors complied with all filing requirements under Section 16(a) of the Exchange Act during 2006, except that former director Jacqueline Marrison (formerly Jacqueline L. King) filed one late Form 4 reporting a sale of 1,000 shares and executive officers Dennis J. Dunn, Michele Parker and Patsy I. Rust have not yet filed their initial reports on Form 3.

PROPOSAL 1 -- ELECTION OF DIRECTORS

The Board currently consists of eight (8) directors. Under the Bank's articles of incorporation and bylaws, the Board of Directors is divided into three groups (Group I, Group II and Group III) as nearly equal in number as possible. Directors in only one group are elected each year, each for a three-year term. This year, the terms of the Group III directors expire at the annual meeting. Three individuals are proposed for election as Group III directors for terms expiring at the 2010 annual meeting.

The table below sets forth information regarding each director of the Bank and each nominee for director, including his or her age, position on the board and term of office. The Nominating Committee of the Board of Directors recommends nominees to the Board of Directors for election as directors. Two of our nominees currently serve as Bank directors. The third nominee, William B. Wrench, is not a current director and was recommended to the Nominating Committee by a non-management director. Each nominee has consented to being named in this proxy statement and has agreed to serve if elected. If a nominee is unable to stand for election, the Board of Directors may either reduce the number of directors to be elected or select a substitute nominee. If a substitute nominee is selected, the proxy holders will vote your shares for the substitute nominee, unless you have withheld authority. At this time, we are not aware of any reason why a nominee might be unable to serve if elected. Except as disclosed in this proxy statement, there are no arrangements or understandings between any nominee and any other person pursuant to which such nominee was selected.

Nominees for Election for Terms Expiring in 2010 (Group III).

Edward W. Merrow, 59, has been a director since 2003. Mr. Merrow is the founder and President of Independent Project Analysis, Inc., a company that has provided a project research capability for the chemical process industries since 1987. From 1969 to 1972, Mr. Merrow was an Assistant Professor at the University of California, Los Angeles where he taught mathematical economic modeling and industrial organization. From 1973 to 1987, Mr. Merrow worked for the Rand Corporation, where he developed and directed Rand's Energy Program and research program for the chemical process industries. Mr. Merrow holds a B.A. from Dartmouth College and an M.A. from Princeton University.

Donna Miller, CPA, CVA, CFP, CPMA, 64, has been a director since 2003. Ms. Miller is a Partner of Miller & Musmar, an accounting firm. In 1987, Ms. Miller founded Donna Miller & Associates, the predecessor of her current firm. Prior to that, she was a field agent with the Internal Revenue Service and a Senior Tax Instructor from 1972 to 1977. From 1978 to 1986, she was an Audit Director, providing litigation support to the Department of Justice. She has been qualified as an expert audit witness before the U.S. Court of Claims and a tax expert before the U.S. Tax Court. Ms. Miller is currently a faculty member of Virginia Commonwealth University teaching Tax Strategies for the Certified Financial Planner Certificate Program. She regularly conducts tax seminars for members of the National Institute of Real Estate, the Northern Virginia Institute of Certified Financial Planners, and several other professional organizations. She is a co-author and co-editor of *STRICTLY BUSINESS, Planning Strategies for Privately Owned Businesses*. In addition, she has published articles in a variety of local newspapers and private publications. She chairs the board of directors for the Greater Reston Chamber of Commerce, is an active member of Fairfax Public Access and is the treasurer of the Reston Association. She has a B.S. in accounting from the University of Maryland and an M.B.A. with a concentration in finance from Southeastern University.

William (Bill) Wrench, 79, is the Principal of The Wrench Group, a real estate development company that owns and manages office buildings and warehouse space in Northern Virginia. He was the first Director of Economic Development for Fairfax County. Mr. Wrench has been a political, business and civic leader for many years. He is a past Chairman of the Fairfax County School Board, a past President of the Fairfax County Chamber of Commerce and Chairman of the Greater Washington Board of Trade. He continues to serve on the board of the Fairfax Chamber and on the Board and Executive Committee of the Board of Trade. He is an active trustee of the Christchurch School Foundation in Saluda, Virginia. His past leadership activities include the presidency of the Virginia Jobbers Association, Chairman of the Goodwin House Board of Trustees and the Goodwin House Foundation; Vice Chairman of Chatham Hall School in Chatham, Virginia and trustee and Chairman of the real estate committee of the George Mason University Foundation. He also served on the Board of Directors of Alexandria National Bank which was purchased by First American National Bank.

THE BOARD OF DIRECTORS RECOMMENDS THAT THE SHAREHOLDERS VOTE “FOR” THE NOMINEES SET FORTH ABOVE.

Incumbent Directors Serving for Terms Expiring in 2008 (Group I).

Jeff W. Dick, 46, has been a director since 2003. Mr. Dick is the President and Chief Executive Officer of the Bank and joined the Bank in April 2003. From 1999 until January 2003, he served in various positions at Millennium Bank, N.A., including Executive Vice President and as a member of the board of directors. Prior to this, Mr. Dick was an advisor to the Bank of England and Financial Services Authority from 1996 to 1999. Mr. Dick began his banking career with the Office of the Comptroller of the Currency in 1983 as a Field Examiner, and he became a Field Manager in Washington, D.C. in 1993. Mr. Dick is the President of Herndon Downtown Alliance, an executive officer and director of the Dulles Regional Chamber of Commerce and a Director of Herndon Dulles Visitors Center, Inc. He has a Management Diploma from The University of London Imperial College and a B.S.B.A. in both accounting and management from the University of North Dakota. Mr. Dick earned his Executive M.B.A. (with distinction) from the University of London.

Paul Thomas Haddock, 67, has been a director since 2003. Mr. Haddock is the President of Azure, Inc., a privately held company which assists up-and-coming entrepreneurs and small businesses in developing and implementing effective business models. From 1984 to present, he founded and managed Vacation Places, a commercial real estate and vacation property management company. Prior to that, he managed emerging technology in pattern recognition, radar imaging and computers for Scope, Inc., a technology company in Reston, Virginia. Mr. Haddock was a senior electronics engineer for Westinghouse Electronic in Baltimore, Maryland

from 1958 until 1965. Mr. Haddock has served on the boards of directors of numerous property associations and is currently on the board of directors of Stuart Professional Village in Reston, Virginia. He holds an M.A. in liberal arts, as well as a B.S. in both industrial and electrical engineering, from Johns Hopkins University.

Incumbent Directors Serving for Terms Expiring in 2009 (Group II).

Barbara Davis Blum, 67, has been a director since 2003. Ms. Blum is the Chair of the Board of Directors. Ms. Blum is currently President of BDB Investment Partnership, a closely held company specializing in equities and real estate. From 1983 to 1998, she was Chair, President and Chief Executive Officer of Abigail Adams National Bancorp, Inc. (Nasdaq NMS:AANB) and its subsidiary Adams National Bank. She was a director and served as chair of the executive and compensation committees of Kaiser Foundation Health Plan, Inc. and Kaiser Foundation Hospitals, Inc. For 15 years, Ms. Blum was also a board member of Kaiser Foundation Health Plan of the Mid Atlantic States. She is chair emeritus of the board of the Center for Policy Alternatives and a trustee and chair of the investment committee of the District of Columbia Retirement Board. She serves on the boards and executive committees of Southeastern University in Washington, D.C. and the Institute of American Indian Arts in Santa Fe, New Mexico. Ms. Blum founded and chaired Leadership Washington, and serves on the board of the Henry L. Stimpson Center for National Security. From 1992 to 2000, she was a member of the U.S. Small Business Administration's National Advisory Council where she headed the committee on capital formation. Ms. Blum was the Deputy Administrator of the U.S. Environmental Protection Agency where she set national environmental policy and represented the agency with the White House on all issues concerning energy and urban policy. She chaired the U.S./Japan Environmental Agreement, was a U.S. representative to Organization for Economic Co-operation and Development and negotiated the first environmental agreement with the People's Republic of China. Subsequently, she was the Senior Advisor to the United Nations Environment Programme in which capacity she advised developing countries on public infrastructure for sustainable development. The Federal Republic of Germany awarded Ms. Blum the Commander's Cross of the Order of Merit, the country's highest civilian award, in recognition of her international environmental leadership. Ms. Blum was the deputy director of the successful Carter/Mondale presidential campaign, as well as the deputy director of the Carter/Mondale presidential transition. She holds a B.A. and an M.S.W. from Florida State University.

Thomas J. Chmelik, 44, has been a director since 2003. Mr. Chmelik is the Executive Vice President and Chief Financial Officer of the Bank and joined the Bank in April 2003. From 1998 to 2002, he was the Chief Financial Officer and a director for Millennium Bankshares Corporation and Millennium Bank, N.A. Prior to that, he served as the Chief Financial Officer as part of a World Bank initiative during the restructuring of The National Bank of Commerce, the largest commercial bank in Tanzania, Africa from 1995 to 1998. Mr. Chmelik was the Chief Financial Officer for Colombo Bank in Bethesda, Maryland from 1993 to 1995, and he was the Chief Financial Officer for Franklin National Bank of Washington, D.C. from 1989 to 1993. Mr. Chmelik has a B.A. in accounting from Belmont Abbey College.

The Board of Directors is not aware of any family relationship among any director, executive officer or person nominated by the Bank to become a director; nor is the Board of Directors aware of any involvement of any director, executive officer or person nominated to become a director in any legal proceedings that would be material to an evaluation of the ability or integrity of any director, executive officer, or person nominated to become a director. None of the directors or director nominees serves as a director of any other public company with a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934.

BOARD AND COMMITTEE MEETINGS

Meetings.

The Board of Directors of the Bank generally meets on a monthly basis, holding additional special meetings as needed. During fiscal 2006, the Board of Directors of the Bank held 13 meetings. Each director attended at least 75% of all meetings of the Board and Board committees on which he or she served. The Board of Directors has affirmatively determined that a majority of the directors are independent within the meaning of the NASDAQ Stock Market listing standards. The independent directors are Barbara Davis Blum, Paul Thomas Haddock, Kevin T. Keyes, Edward W. Merrow and Donna Miller. In addition, the Board has determined that director nominee William Wrench is independent within the meaning of the NASDAQ Stock Market listing standards.

The Bank has not adopted a formal policy on Board members' attendance at its annual meetings of shareholders, although all Board members are encouraged to attend. Seven directors attended the Bank's 2006 annual meeting.

Committees.

The Board of Directors of the Bank has standing Audit, Compensation, Executive and Nominating Committees.

Audit Committee. Members of the Audit Committee are Committee Chair Donna Miller, Barbara Davis Blum, and Edward Merrow. The Board of Directors has determined that all of the members of the Audit Committee satisfy the independence and financial literacy requirements for audit committee members under the listing standards of the NASDAQ Stock Market and SEC regulations applicable to listed companies. In addition, at least one member of the Audit Committee has past employment experience in finance or accounting or comparable experience which results in the individual's financial sophistication. The Board has further determined that Donna Miller qualifies as an "audit committee financial expert" within the meaning of applicable regulations of the SEC, promulgated pursuant to the Sarbanes-Oxley Act of 2002.

The Audit Committee assists the Board in its oversight duties with respect to financial reporting, internal controls and other matters relating to corporate governance. The Audit Committee reviews and approves various audit functions, including the year-end audit performed by the Bank's independent public accountants. The role and responsibilities of the Audit Committee are set forth in a written charter adopted by the Board, a copy of which is available on the Bank's website at www.mstreetbank.com under "Investor Relations." The Audit Committee reviews and reassesses the charter annually and recommends any changes to the Board for approval. The Audit Committee met six times in 2006.

Compensation Committee. Members of the Compensation Committee are Committee Chair Edward Merrow, Thomas Haddock, and Barbara Davis Blum. The Board of Directors has determined that all of the members of the Compensation Committee satisfy the independence requirements of the NASDAQ Stock Market listing standards for compensation committee members. The Compensation Committee reviews senior management's performance and compensation and reviews and sets guidelines for compensation of all employees. Each April, the Compensation Committee makes a recommendation for review and approval by the full board regarding base salary adjustments, bonus and incentive compensation for our Chief Executive Officer and Chief Financial Officer. For other employees, each January, our Chief Executive Officer and Chief Financial Officer make recommendations to the Compensation Committee regarding base salary adjustments, bonus and incentive compensation to the Compensation Committee that generally, with minor adjustments, are approved by the Compensation Committee and then recommended to the full Board of Directors for review and approval. In

making their recommendations, the Chief Executive Officer and Chief Financial Officer review third-party compensation surveys of comparable financial institutions in order to benchmark the Bank's compensation practices and to ensure competitive salaries that will help the Bank attract and retain qualified employees. The Compensation Committee engaged a compensation consultant to assist the committee with its review of compensation for the executives for 2005, but did not use the services of an outside consultant for setting 2006 executive compensation. At this time, the Compensation Committee does not have a written charter. The Compensation Committee met two times in 2006.

Executive Committee. Members of the Executive Committee are Committee Chair Barbara Davis Blum, Edward Merrow, Donna Miller, William Gatz and Jeff W. Dick. The Executive Committee reviews various matters and submits proposals or recommendations to the Board of Directors in between meetings of the Board of Directors. The Executive Committee did not meet in 2006.

Nominating Committee. Members of the Nominating Committee are Committee Chair Barbara Davis Blum, William Gatz, Paul Thomas Haddock, Kevin Keyes, Edward Merrow and Donna Miller. At this time, the Nominating Committee does not have a written charter. The Board of Directors has determined that all of the members of the Nominating Committee except Mr. Gatz satisfy the independence requirements of the NASDAQ Stock Market listing standards for nominating committee members. The committee reviews any director recommendations and makes its nomination recommendations to the Board for approval. The committee recommended the three director nominees to be nominated for election as directors at the 2007 annual meeting. The Nominating Committee met once in 2006.

Qualifications for consideration as a director nominee may vary according to the particular areas of expertise being sought as a complement to the existing board composition. However, minimum qualifications include high level leadership experience in business activities, breadth of knowledge about issues affecting the Bank and time available for meetings and consultation on Bank matters. In addition, in accordance with the Bank's bylaws, each director must have experience in one or more matters pertinent to the Bank's business, including without limitation transactional expertise, strategic expertise, corporate governance expertise, operational expertise, marketing expertise, financial expertise, or specific industry expertise in markets targeted by the Bank; each director must be at least eighteen; each director must own in his or her sole name, sufficient shares of the Bank's common stock to qualify as a director under applicable regulatory requirements; and no director may have a significant business affiliation with another director of the Bank. The Nominating Committee seeks a diverse group of directors who possess the background, skills and expertise to make a significant contribution to the Board of Directors, to the Bank and its shareholders. The Nominating Committee evaluates potential nominees, whether proposed by shareholders or otherwise, by reviewing their qualifications, reviewing results of personal and reference interviews and reviewing other relevant information. Candidates whose evaluations are favorable are then recommended by the committee for selection by the full Board. The full Board then selects and recommends candidates for nomination as directors for shareholders to consider and vote upon at the annual meeting.

While there are no formal procedures for shareholders to submit director candidate recommendations, the Nominating Committee will consider candidates recommended by shareholders in writing. Such written submissions should include the name, address, and telephone number of the recommended candidate, along with a brief statement of the candidate's qualifications to serve as a director. All such shareholder recommendations should be submitted to the attention of the Bank's Secretary at the Bank's office, located at 727 Elden Street, Herndon, Virginia 20170; and must be received by January 1, 2008 in order to be considered by the Nominating Committee for the next annual election of directors. Any candidates recommended by a shareholder will be reviewed and considered in the same manner as all other director candidates considered by the Nominating Committee.

In accordance with the Bank's bylaws, any shareholder entitled to vote in the election of directors may nominate one or more persons for election as director(s) at an annual meeting if the shareholder gives timely

written notice of his or her intent to make such nomination. Any such shareholder nominations for the 2008 annual meeting must be received by the Bank's Secretary at the Bank's principal office in Herndon, Virginia on or before December 19, 2007. In accordance with the Bank's bylaws, a shareholder nomination must include (1) the name and record address of the shareholder, (2) the number of shares of the Bank's common stock that the shareholder owns beneficially or of record, (3) a description of all arrangements or understandings between the shareholder and any other person or persons (including their names) in connection with the nomination and any material interest of the shareholder in the nomination, (4) a representation that the shareholder intends to appear in person or by proxy at the annual meeting to make the nomination at the meeting, (5) a brief description of the background and credentials of the person being nominated for director including name, age, business address and residence address, principal occupation or employment, number of shares of the Bank's common stock beneficially owned by the nominee, and (6) any other information relating to such nominee that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Exchange Act, including the individual's written consent to being named in the proxy statement as a nominee and to serving as a director if elected.

Shareholder Communications with the Bank's Board of Directors.

The Bank provides an informal process for shareholders to send communications to the Board of Directors. Shareholders who wish to contact the Board of Directors or any of its members may do so by addressing their written correspondence to President, MainStreet Bank, 727 Elden Street, Herndon, Virginia 20170. Correspondence directed to an individual director will be referred, unopened, to that director. Correspondence not directed to a particular director will be referred, unopened, to the President.

DIRECTOR COMPENSATION

Our directors do not currently receive any cash compensation in the form of an annual retainer or fees for attendance at board or committee meetings. Directors who are also employed by the Bank do not receive any additional compensation from the Bank for their service as directors. During the Bank's formation, we indicated in our regulatory filings that we would not compensate our directors until the Bank achieved cumulative profitability.

When the Bank reaches this goal, the Compensation Committee will consider the issue of board compensation and will make a recommendation to the full Board of Directors as to whether or not to begin compensating our directors and in what manner.

In view of the significant contributions of our Board of Directors Chair, we do compensate our Chair for her service to the Board of Directors and the Bank. To date, the compensation paid to our Chair has been in the form of equity awards. Each year, typically around the time of the Bank's annual meeting of shareholders, the Compensation Committee makes a recommendation to the Board of Directors regarding the compensation to be paid to our Chair for the year. The Board of Directors generally approves the Compensation Committee's recommendation as presented.

The following table provides compensation for the year ended December 31, 2006 for each non-employee member of the Bank's Board of Directors.

Director Compensation for 2006

Name ⁽¹⁾	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards ⁽³⁾⁽⁴⁾⁽⁵⁾ (\$)	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Barbara Davis Blum <i>Chair of the Board</i>	--	--	\$20,409	--	--	--	\$20,409
All Other Non-Employee Directors ⁽²⁾	--	--	--	--	--	--	--

- (1) Compensation for Directors Jeff W. Dick and Thomas J. Chmelik is included in the Summary Compensation Table on page 13.
- (2) All other non-employee directors during 2006 were: Frank M. Alston, William A. Gatz, Paul Thomas Haddock, Kevin T. Keyes, Jaqueline L. Marrison (formerly Jacqueline L. King), Edward W. Merrow and Donna Miller.
- (3) Reflects the dollar amount recognized for financial statement reporting purposes for the fiscal year ended December 31, 2006 in accordance with FAS 123(R), and thus includes amounts from awards granted in and prior to 2006. As of December 31, 2006, Barbara Davis Blum had 18,440 options outstanding, related to her compensation as Chair of the Board.
- (4) As compensation for her service as Chair of the Board in 2006, Barbara Davis Blum was granted 7,720 non-qualified stock options on January 12, 2006, which vested in four equal installments on March 31, June 30, September 30 and December 31, 2006; these non-qualified stock options have an exercise price of \$11.00 per share and a 10-year term. The grant date fair value of options awarded to Ms. Blum for 2006, computed in accordance with FAS 123(R) was \$20,409.
- (5) In addition to the options addressed in footnote 3 above, at December 31, 2006, each director had the following outstanding options: Barbara Davis Blum: 1,000; each of Frank M. Alston, William A. Gatz, Paul Thomas Haddock, Kevin T. Keyes, Jaqueline L. Marrison (formerly Jacqueline L. King); Edward W. Merrow, and Donna Miller: 3,500. These options were awarded to the initial directors of the Bank in connection with their advances of between \$10,000 and \$35,000 representing shares of 1,000 and 3,500 during the Bank's start-up phase. These advances were used to pay expenses incurred in connection with obtaining the required governmental approvals and opening the Bank. Pursuant to the Bank's 2004 Stock Option and Incentive Plan, which was approved by shareholders on July 22, 2004, each director received non-qualified stock options in an amount equal to the number of shares he or she placed "at risk" during the Bank's start-up phase. These options were granted on July 22, 2004 and were immediately exercisable. The options have an exercise price of \$10.00 per share and a 10-year term.

EXECUTIVE OFFICERS

The following information sets forth the names, ages, principal occupations and business experience for the past five years for all key employees. Such information with respect to Jeff W. Dick, the Bank's President and Chief Executive Officer, and Thomas J. Chmelik, the Bank's Chief Financial Officer, is set forth above under "Proposal 1 – Election of Directors."

Dennis J. Dunn, 38, has been the Bank's Vice President of Credit Administration since May 2004. From 1999 to 2004, he was Assistant Vice President and Commercial Lender of Millennium Bank, N.A. Prior to joining Millennium Bank, he was a Commercial Loan Officer with Vectra Bank in Aspen, Colorado from 1996 to 1999.

Michele Parker, 50, serves as the Bank's Senior Vice President, Director of Commercial and Treasury Services. Ms. Parker joined the Bank in June 2006 to develop and lead the Commercial and Treasury Services Division. Previously, Ms. Parker served as Senior Vice President, Director of Cash Management services for Virginia Commerce Bank from 1999 to 2006, and as Vice President, Director of Cash Management for F&M Bank from 1996 to 1999. Prior to that, she held various officer positions with First Union National Bank and Huntington Banks from 1992 to 1999 including commercial lending and mortgage originations. Ms. Parker received her CCM (Certified Cash Manager) designation in 1997 and holds a Series 6 license.

Patsy I. Rust, 65, serves as the Bank's Branch Manager and Senior Vice President. She joined the Bank in May 2004. She has 22 years of experience as Branch Manager and Vice President for Millennium Bank, N.A., BB&T (formerly F & M Bank and Bank of the Potomac) and McLean Bank.

EXECUTIVE COMPENSATION

Summary Compensation Table.

The following table sets forth summary information concerning compensation awarded to, earned by or paid to the Bank's President and Chief Executive Officer and Chief Financial Officer (the "named executive officers") for 2006. These named executive officers received perquisites and other personal benefits in addition to other compensation during the periods stated. The aggregate amount of these perquisites and other personal benefits for each named executive officer, however, did not exceed \$10,000 and, therefore, has been omitted. There were no other executive officers of the Bank whose total compensation for 2006 exceeded \$100,000.

Summary Compensation Table for 2006

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Option Awards (\$) ⁽¹⁾	Non-Equity Incentive Plan Compensation (\$)	Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Jeff W. Dick <i>President & CEO</i>	2006	\$180,515	--	--	\$7,203	--	--	--	\$187,718
Thomas J. Chmelik <i>Executive Vice President & CFO</i>	2006	\$130,233	--	--	\$7,203	--	--	--	\$137,436

(1) The amounts in this column reflect the dollar amount expensed for financial statement reporting purposes for the fiscal year ended December 31, 2006, in accordance with SFAS 123(R), with respect to the vesting of options granted to the named executive officers under the Bank's incentive stock compensation plans, and thus may include amounts relating to awards granted in and prior to 2006. Assumptions used in the calculation of these amounts are included in footnote 18 to the Bank's audited financial statements for the year ended December 31, 2006 included in the Bank's Annual Report on Form 10-KSB filed with the Board of Governors of the Federal Reserve System on March 1, 2007.

The following table includes information with respect to all previously awarded unexercised options and unvested restricted stock awards held by the named executive officers at December 31, 2006.

Outstanding Equity Awards at Fiscal 2006 Year-End

Name	Option Awards					Stock Awards			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested ⁽¹⁾ (#)	Market Value of Shares or Units of Stock That Have Not Vested ⁽²⁾ (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Jeff W. Dick	3,500	--	--	\$10.00	07/21/2014	--	--	--	--
	3,000	6,000	--	\$10.00	03/15/2015	--	--	--	--
Thomas J. Chmelik	3,500	--	--	\$10.00	07/21/2014	450	\$5,963	--	--
	3,000	6,000	--	\$10.00	03/15/2015			--	--

(1) The shares in this column reflect the number of shares of restricted stock granted on January 12, 2006 under the Bank's 2004 Stock Option and Incentive Plan. The shares vest in three equal installments on January 12, 2007, January 12, 2008 and January 12, 2009.

(2) The amounts in this column represent the fair market value of the restricted stock as of December 31, 2006, based on the closing market price of the Bank's stock on that date, which was \$13.25.

Employment and Change of Control Agreements.

The Bank does not currently have employment or change of control agreements with any of its executive officers, but employment agreements are currently under consideration for the Bank's Chief Executive Officer and Chief Financial Officer that will set forth the terms of their respective employment, including salary and other benefits, and that will provide for appropriate non-competition and confidentiality covenants. The anticipated arrangements with these key officers may also entitle them each to receive certain payments in the event there is a "change in control" of the Bank. A "change in control" of the Bank would be generally defined to include the approval of the shareholders of a merger or exchange with another institution, a change in the composition of the Board of Directors that results in the members of the incumbent board no longer constituting at least a majority of the Board or the acquisition by any person of a significant amount of the voting power of the Bank's outstanding securities.

Retirement Benefits.

The Bank maintains a voluntary, contributory 401(k) plan for employees, but does not currently provide a company match for employee contributions. The Bank does not expect to provide a company match for employee contributions until such time as the Bank becomes profitable.

Potential Payments Upon Termination of Change in Control.

The Bank does not currently have a defined benefit retirement or pension plan. The Bank also does not currently provide for payments upon termination, but may choose to negotiate individual severance packages with departing executives on a case-by-case basis. The Bank does not currently provide for payments upon a change in control, although the terms of the option and restricted stock awards granted under the Bank's incentive stock compensation plans provide for immediate vesting of all unvested options and restricted stock upon a change in control (as defined in the plans).

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Equity Compensation Plan Information.

The following table sets forth information as of December 31, 2006 with respect to certain compensation plans under which equity securities of the Bank are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by shareholders ⁽¹⁾	154,940	\$10.05	180,004
Equity compensation plans not approved by shareholders	--	--	--
Total	154,940	\$10.05	180,004

(1) Includes the Bank's 2004 Stock Option and Incentive Plan and 2006 Incentive Stock Plan.

INTEREST OF MANAGEMENT IN CERTAIN TRANSACTIONS

Like many financial institutions, the Bank follows a policy of granting loans to the Bank's officers, directors and employees on the security of their primary residences and also of granting consumer loans to such persons. In accordance with the requirements of applicable law, loans to executive officers and directors of the Bank are made on substantially the same terms, including interest rates, fees and collateral, as those prevailing at the time for comparable transactions with other persons. In the opinion of management, these loans do not involve more than the normal risk of collectibility or present other unfavorable features. The aggregate outstanding balance of loans and lines of credit to directors, executive officers and their associates, as a group, at December 31, 2006, totaled approximately \$4,160,404, or 19.38% of the Bank's equity capital at that date.

REPORT OF THE AUDIT COMMITTEE

The Audit Committee of the Board of Directors, which consists entirely of directors who meet the current independence requirements of the SEC and the NASDAQ listing standards for audit committee members, has furnished the following report.

The Audit Committee assists the Board of Directors in overseeing and monitoring the integrity of the Bank's financial reporting process, its compliance with legal and regulatory requirements and the quality of its internal and external audit processes.

Management is responsible for the preparation, presentation and integrity of the Bank's financial statements, accounting and financial reporting principles, internal controls and procedures designed to ensure compliance with accounting standards, applicable laws and regulations. The Audit Committee serves a board-level oversight role, in which it provides advice, counsel and direction to management and the auditors on the basis of the information it receives, discussions with management and auditors, and the experience of the Audit Committee's members in business, financial and accounting matters.

In fulfilling its oversight responsibilities for the financial statements for fiscal year 2006, the Audit Committee:

- Reviewed and discussed the audited financial statements for the fiscal year ended December 31, 2006 with management and Cherry, Bekaert & Holland, L.L.P., the Bank's independent accountants;
- Discussed with Cherry, Bekaert & Holland, L.L.P. the matters required to be discussed by Statement on Auditing Standards No. 61 relating to the conduct of the audit;
- Received written disclosures and the letter from Cherry, Bekaert & Holland, L.L.P. regarding its independence as required by Independence Standards Board Standard No. 1. The Audit Committee also discussed with Cherry, Bekaert & Holland, L.L.P. its independence; and
- Reviewed and discussed with Cherry, Bekaert & Holland, L.L.P. the Bank's critical accounting policies, alternate financial reporting and material communications between Cherry, Bekaert & Holland, L.L.P. and management.

The Audit Committee also considered the status of pending litigation, taxation matters and other areas of oversight relating to the financial reporting and audit process that the Audit Committee determined appropriate.

Based on the Audit Committee's review of the audited financial statements and discussions with management and Cherry, Bekaert & Holland, L.L.P, the Audit Committee recommended to the Board that the audited financial statements be included in the Bank's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2006 for filing with the Board of Governors of the Federal Reserve System.

Audit Committee

Donna Miller, Chair
Barbara Davis Blum
Edward W. Merrow

PRINCIPAL ACCOUNTANT FEES AND SERVICES

Cherry, Bekaert & Holland, L.L.P. served as the Bank's independent public accountants for the fiscal years ended December 31, 2006 and December 31, 2005. The following table presents the fees for professional audit services rendered by Cherry, Bekaert & Holland, L.L.P. for the audit of the Bank's financial statements for the years ended December 31, 2006 and December 31, 2005, and fees billed for other services rendered by Cherry,

Bekaert & Holland, L.L.P. during those periods. All services reflected in the following table for 2006 and 2005 were pre-approved by the Audit Committee of the Board of Directors, which concluded that the provision of such services by Cherry, Bekaert & Holland, L.L.P. was compatible with the maintenance of that firm's independence in the conduct of their auditing functions.

	2006	2005
Audit Fees ⁽¹⁾	\$34,750	\$27,500
Audit-Related Fees	--	--
Tax Fees	1,500	1,500
All Other Fees ⁽²⁾	3,500	25,175
	\$39,750	\$54,175

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- (1) Includes fees related to the audit of the Bank's financial statements and for the review of financial statements included in quarterly Forms 10-QSB or services normally provided in connection with statutory and regulatory filings or engagements.
- (2) For 2006, includes fees related to the MainStreet Bank 2006 Incentive Stock Plan. For 2005, includes fees related to the Bank's common stock offering, which closed on August 31, 2005, whereby the Bank issued an additional 1,150,000 shares at \$11.00 per share.

The Audit Committee has selected Cherry, Bekaert & Holland, L.L.P. to serve as the Bank's independent public accountants for the fiscal year ending December 31, 2007. A representative of Cherry, Bekaert & Holland, L.L.P. is expected to attend the annual meeting to respond to appropriate questions and will have an opportunity to make a statement if he or she so desires.

PRE-APPROVAL POLICIES

The Audit Committee is responsible for the appointment, compensation and oversight of the work performed by the Bank's independent public accountants. The Audit Committee, or a designated member of the Audit Committee, pre-approves all audit (including audit-related) and non-audit services to be performed by the Bank's independent public accountants in accordance with the rules governing the accountants' independence from the Bank. The Audit Committee has delegated interim pre-approval authority to Donna Miller, Chairman of the Audit Committee. Any interim pre-approval of permitted non-audit services is required to be reported to the Audit Committee at its next scheduled meeting. The Audit Committee does not delegate its responsibilities to pre-approve services performed by the independent public accountants to management.

SHAREHOLDER PROPOSALS FOR 2008 ANNUAL MEETING

In accordance with the Bank's bylaws, if any shareholder intends to present a proposal (including a director nomination) to be considered for action at the 2008 Annual Meeting of Shareholders or for inclusion in the Bank's proxy materials in connection with the 2008 Annual Meeting, the proposal must be in proper form in writing and must be received by the Bank's Secretary, at the Bank's principal office in Herndon, Virginia on or before December 19, 2007.

The proxy solicited by the Board of Directors for the 2008 Annual Meeting will confer discretionary authority on the proxy holders to vote in accordance with their best judgment on any shareholder proposal presented at the meeting if the Bank has not received proper notice of such proposal.

OTHER MATTERS

We are not aware of any business to come before the annual meeting other than those matters described in this proxy statement. However, if any other matter should properly come before the meeting, it is intended that proxy holders will act in accordance with their best judgment.

2006 ANNUAL REPORT ON FORM 10-KSB

A copy of the Bank's Annual Report on Form 10-KSB (including exhibits) as filed with the Board of Governors of the Federal Reserve System for the year ended December 31, 2006, will be furnished without charge to shareholders upon written request to the Bank's Secretary, at the Bank's office, located at 727 Elden Street, Herndon, Virginia 20170. Copies of the Annual Report on Form 10-KSB may also be obtained without charge by visiting the Bank's web site at <http://mstreetbank.com>.