

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

April 20, 2005

Dear Shareholders:

On behalf of the Board of Directors and management of MainStreet Bank, we cordially invite you to attend the second Annual Meeting of Shareholders. The meeting will be held at 11:00 a.m. local time, on Wednesday, May 18, 2005 at the office of the Bank, located at 727 Elden 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,



Jeffrey W. Dick
President and Chief Executive Officer

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

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To be held on May 18, 2005

Notice is hereby given that the 2005 Annual Meeting of Shareholders of MainStreet Bank will be held at the Bank's office located at 727 Elden Street, Herndon, Virginia, on Wednesday, May 18, 2005, at 11:00 a.m. local time.

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

The annual meeting is for the purpose of considering and voting on the following proposals:

- Proposal I. Election of four Group I directors for a term of three years each, or until their successors are elected and qualify; and
- Proposal II. Ratification of the appointment of Cherry, Bekaert & Holland, L.L.P. as MainStreet Bank's independent public accountants for 2005.

Shareholders also will transact such other business as may properly come before the annual meeting, or any adjournment or postponement thereof. As of the date of this notice, we are not aware of any other business to come before the annual meeting.

The Board of Directors has fixed the close of business on March 31, 2005, 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 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
April 20, 2005

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.

MAINSTREET BANK
727 Elden Street
Herndon, Virginia 20170
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PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS
To be held on May 18, 2005

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 annual meeting of shareholders. We are first mailing this proxy statement and the enclosed proxy to our shareholders on or about April 25, 2005.

INFORMATION ABOUT THE ANNUAL MEETING

Time and Place of the Annual Meeting.

Our annual meeting will be held as follows:

Date: May 18, 2005
Time: 11:00 a.m., local time
Place: MainStreet Bank
727 Elden 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 I. Election of four Group I directors for a term of three years each, or until their successors are elected and qualify; and
- Proposal II. Ratification of the appointment of Cherry, Bekaert & Holland, L.L.P. as the Bank's independent public accountants for 2005.

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 March 31, 2005 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 March 31, 2005, 1,247,309 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, 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. In the case of non-routine items, the shares not voted will be treated as "broker non-votes." The proposals to elect directors and ratify the Board's appointment of independent public accountants described in this proxy statement are considered "routine" items.

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 as of the record date will constitute a quorum. Proxies received but marked as abstentions or 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 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 May 31, 2005. An adjournment will have no effect on the business that may be conducted at the meeting.

Vote Required to Approve Proposal I: 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 unanimously recommends that you vote "FOR" the election of each of management's director nominees.**

Vote Required to Approve Proposal II: Ratification of the Appointment of Independent Public Accountants.

Ratification of the appointment of Cherry, Bekaert & Holland, L.L.P. as the Bank's independent public accountants for the fiscal year ending December 31, 2005 requires the affirmative vote of the majority of shares cast on the matter, in person or by proxy, at the annual meeting by holders of the Bank's common stock.

Abstentions and broker non-votes on the proposal to ratify the appointment of Cherry, Bekaert & Holland, L.L.P. as our independent public accountants, will not count as votes cast on the matter and, therefore, will have no effect on whether or not the matter is approved. **Our Board of Directors unanimously recommends that you vote "FOR" the proposal to ratify Cherry, Bekaert & Holland, L.L.P. as our independent public accountants for the fiscal year 2005.**

How Do I Vote at the Annual Meeting?

Proxies are solicited to provide all shareholders of record on the voting 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 in person at the annual meeting 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 change your vote 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 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 and "FOR" ratification of the appointment of Cherry, Bekaert & Holland, L.L.P. as our independent public accountants for the fiscal year 2005. 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 properly 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.

STOCK OWNERSHIP OF MAINSTREET BANK COMMON STOCK

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

The following table sets forth, as of the March 31, 2005, information regarding share ownership of:

- 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 no other persons or entities (or groups of affiliated person or entities) known by management to beneficially own more than five percent 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 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.

Name	Common Stock Beneficially Owned ⁽¹⁾	Exercisable Options Included in Beneficially Owned Common Stock ⁽²⁾	Percent of Common Stock Outstanding
Frank M. Alston	11,000	3,500	*
Barbara Davis Blum	2,000	1,000	*
Thomas J. Chmelik	18,550	3,500	1.48%
Jeffrey W. Dick	25,050 ⁽³⁾	3,500	2.00%
William A. Gatz	30,500	3,500	2.44%
Paul Thomas Haddock	8,500	3,500	*
Kevin T. Keyes	65,000	3,500	5.20%
Jacqueline L. King	18,500 ⁽⁴⁾	3,500	1.48%
Edward W. Merrow	43,500 ⁽⁵⁾	3,500	3.48%
Donna Miller	13,500	3,500	1.08%
Donald H. Owens, Jr.	8,100	3,500	*
Directors, director nominees and executive officers of the Bank as a group (11 persons)	244,200	36,000	19.03%

* Percentage of ownership is less than one percent 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 May 30, 2005.
- (3) Includes 1,500 shares held in a trust controlled by Mr. Dick.
- (4) Includes 6,500 shares held jointly with spouse.
- (5) Includes 39,500 shares held jointly with spouse.

PROPOSAL I -- ELECTION OF 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 four Group I directors expire at the annual meeting and are proposed for re-election for terms expiring at the 2008 annual meeting. The Board consists of eleven (11) directors. In December 2004, Darrell Green resigned his directorship. The Board has chosen not to fill the vacancy created by Mr. Green's resignation.

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 selects nominees for election as directors. All of our nominees currently serve as Bank directors. 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 2008 (Group I).

Jeffrey W. Dick, 44, has been a director since 2003. Mr. Dick is the Chief Executive Officer and President of the Bank. 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. He has a 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 M.B.A. from the University of London.

Jacqueline L. King, 51, has been a director since 2003. Ms. King is a CPA in private practice. She was an accountant for the firms of Sullivan and Company and Cocke, Szpanka and Tayler, both in Reston, Virginia, from 1994 to 1997. She served as Vice President of Sales for Cellular Services of Washington from 1991 to 1993, as Vice President of Sales and Marketing for Dixel Systems Corporation from 1988 to 1991, as

a financial planner for Cigna from 1985 to 1988, as Sales and Product Manager for Dixel Systems Corporation from 1983 to 1985, and as a Financial Planner and Marketing Manager for IBM and its subsidiary, Satellite Business Systems, from 1979 to 1983. She is active in numerous professional and civic organizations including the American Institute of CPA's, the Virginia Society of CPA's, the Northern Virginia Chapter of Virginia Society of CPA's and the Town of Herndon, Virginia Chamber of Commerce. She has completed numerous professional and executive training programs at institutions including Harvard Business School and The Wharton School. Ms. King received her Master of Science in Taxation at American University's Kogod School of Business. Ms. King holds a B.S. in accounting from the University of Maryland. She is also a member of the Board of Directors of the non-profit Thorncroft Therapeutic Horseback Riding Stables in Malvern, Pennsylvania.

Paul Thomas Haddock, 65, 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.

Donald H. Owens, Jr., 49, has been a director since 2004. Mr. Owens is a co-owner of Griffin-Owens and Associates, an insurance and financial services company. The company has been in Herndon since 1981. Mr. Owens was named as Citizens of the Year by the Herndon Rotary Club in 2002, and his company was recently awarded "Best of Reston for Community Service." This award honors businesses that have put forth tremendous effort in their commitment to community service by improving the lives of others. Mr. Owens is on the Board of Directors of the Greater Reston Chamber of Commerce and of Vecinos Unidos (Neighbors United). He is the 2004 President of the Rotary Club of Herndon. Mr. Owens holds an M.B.A. from Averett College, and is a certified financial planner and accredited advisor in insurance.

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

Incumbent Directors Serving for Terms Expiring in 2006 (Group II).

Barbara Davis Blum, 65, has been a director since 2003. Ms. Blum is the Chairman 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 is a director and serves 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 boards of the Henry L. Stimpson Center for National Security and the Women's Advisory Board of Massachusetts Mutual/West Group. 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.

Frank M. Alston, 70, has been a director since 2003. Mr. Alston was an organizing director of Millennium Bank, N.A., where from 1998 to 2002, he chaired the Audit Committee and served on the Executive Committee. From 1994 to 1996, Mr. Alston was Senior Vice President of Contracts at ICF Kaiser International, Inc. Prior to this, he headed the Government Contractor Consulting Practice at the accounting firm of Price Waterhouse, where he worked since 1979. He began his professional career in 1960 as a contract auditor for the Department of Defense. Mr. Alston currently serves on the Board of Directors for the City Lights School of Washington, a non-profit organization devoted to educating emotionally disturbed youths, and the Board of Trustees for the Fairfax County Employees Retirement System, which is responsible for managing approximately \$2 billion in pension fund assets. He has previously served on a variety of boards and commissions, including the Patriot National Bank Advisory Board, the Fairfax County School Board, Fairfax County Civil Service Commission, Woodburn Community Mental Health Center Governing Board, Fairfax Hospital Operating Board, Washington Tennis Foundation Board and the North Carolina Central University Board of Trustees. He received a B.A. degree in accounting from North Carolina Central University.

Thomas J. Chmelik, 42, has been a director since 2003. Mr. Chmelik is the Chief Financial Officer of the Bank. 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.

Incumbent Directors Serving for Terms Expiring in 2007 (Group III).

Kevin T. Keyes, 38, has been a director since 2003. Mr. Keyes is the President and owner of Information Management Group, Inc. Established in 1987, the Company provides information systems security services including consulting, integration and training. Mr. Keyes was a member of the advisory board of Millennium Bank, N.A. since its inception in 1999. Mr. Keyes also manages a commercial real estate portfolio for his own behalf and has significant knowledge of the commercial real estate industry within the Bank's target market. He holds a B.S. in psychology and a B.A. in philosophy from Wheeling Jesuit University.

Edward W. Merrow, 57, 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.

William A. Gatz, 42, has been a director since 2003. Mr. Gatz is an Executive Vice President of the Bank. From 2000 to 2002, Mr. Gatz performed consulting services addressing financial and regulatory reporting and accounting policy, procedures and operations for Millennium Bank, N.A. In 1997, he created Gatz Properties, LLC and Peconic Bay Golf, LLC to develop, own and operate Long Island National Golf Club in Riverhead, New York. From 1992 to 1996, Mr. Gatz worked at Franklin National Bank in Washington, D.C. where he managed responsibilities in accounting and regulatory reporting with the Federal Deposit Insurance Corporation, the Office of the Comptroller of the Currency and the Securities and Exchange Commission in addition to managing the bank's merger and acquisition activities. From 1991 to 1992, Mr. Gatz was a staff accountant for the Resolution Trust Corporation. From 1986 to 1991, Mr. Gatz was employed by North Fork Bancorp to work with the Chairman and Vice Chairman on strategic planning for the bank. He has been active with the Leukemia Society, American Cancer Society, Juvenile Diabetes Research Foundation, Rotary, Millennium Bank Advisory Board, and serves as the Trustee for the 1998 Gatz Family Trust. Mr. Gatz has a B.S.B.A. in accounting from American University.

Donna Miller, CPA, CVA, CFP, CPMA, 62, has been a director since 2003. Ms. Miller is the Managing 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.

BOARD OF DIRECTORS MEETINGS AND COMMITTEES

Meetings.

The Board of Directors of the Bank generally meets on a monthly basis, holding additional special meetings as needed. During fiscal 2004, the Board of Directors of the Bank held ten regular meetings and one annual meeting. Each director, except for Ms. Miller and Mr. Green, 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 Frank M. Alston, Barbara Davis Blum, Paul Thomas Haddock, Kevin T. Keyes, Jacqueline L. King, Edward W. Merrow, Donna Miller and Donald H. Owens, Jr.

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. All directors attended the Bank's 2004 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 Frank M. Alston, Barbara Davis Blum (ex officio), Kevin T. Keyes, Jacqueline L. King and Donna Miller. 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 Audit Committee met three (3) times in 2004.

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 Frank M. Alston, 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.

Compensation Committee. Members of the Compensation Committee are Committee Chair Paul Thomas Haddock, Barbara Davis Blum, Edward W. Merrow and Donald H. Owens, Jr. 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. All decisions by the Compensation Committee relating to the compensation of the Bank's executive officers are reported to the full Board of Directors. The Compensation Committee did not meet in 2004.

Executive Committee. Members of the Executive Committee are Committee Chair Barbara Davis Blum, Frank M. Alston, Thomas J. Chmelik and Jeffrey 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 2004.

Nominating Committee. Members of the Nominating Committee are Committee Chair Barbara Davis Blum and Donald H. Owens, Jr. The Board of Directors has determined that all of the members of the Nominating Committee satisfy the independence requirements of the Nasdaq Stock Market listing standards for nominating committee members. The committee reviews any director nominations or recommendations and makes its nomination recommendations to the Board for approval. The committee recommended all of the current director nominees to be nominated for election as directors at this annual meeting. The committee was established in April 2004 and did not meet in 2004.

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. 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 31, 2006 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, which were amended in 2004, any shareholder may nominate one or more persons for election as director(s) at an annual meeting if the nomination is made in writing and the Board determines that the proposed nominee has no conflicts of interest or is otherwise not disqualified from serving on the Board. Any such shareholder nominations for the 2006 annual meeting must be received by the Secretary at the Bank's principal office in Herndon, Virginia no later than February 17, 2006 and no earlier than January 18, 2006. In order to be valid, a shareholder nomination must set forth (1) the name and address of the shareholder nominating the candidate; (2) the number of shares of the Bank's stock beneficially owned by the shareholder; (3) the name, age, business address, and residence address of the nominee; (4) the principal occupation or employment of the nominee; (5) the number of shares of the Bank's stock beneficially owned by the nominee, if any; (6) a description of all arrangements or understandings between the shareholder and the nominee and any other persons pursuant to which the shareholder is making the nomination; and (7) any other information required to be disclosed in solicitations of proxies for election of directors, or information otherwise required pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, relating to any person that the shareholder proposes to nominate for election or reelection as a director, including the nominee'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.

As compensation for her service as Chairman of the Board in 2005, Barbara Davis Blum was granted 7,720 non-qualified stock options on March 16, 2005, which vest in four quarterly installments throughout 2005, and 4,500 non-qualified stock options on March 16, 2005, which vest in three annual installments commencing in 2005. These non-qualified stock options have an exercise price of \$10.00 per share and a 10-year term.

Director William A. Gatz was granted 9,000 non-qualified stock options on March 16, 2005, which vest in three annual installments commencing in 2005. Director Gatz is an employee of the Bank, but not a named executive officer. These non-qualified stock options represent deferred officer compensation and have an exercise price of \$10.00 per share and a 10-year term.

Directors Jeffrey W. Dick and Thomas J. Chmelik, each a named executive officer, were each granted 9,000 incentive stock options on March 16, 2005, which vest in three annual installments commencing in 2005. The incentive stock options represent deferred executive officer compensation and have an exercise price of \$10.00 per share and a 10-year term.

Each of the Bank's directors also advanced monies 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 AND SIGNIFICANT EMPLOYEES

The following information sets forth the names, ages, principal occupations and business experience for the past five years for all executive officers and significant employees. Such information with respect to Jeffrey W. Dick, the Bank's President and Chief Executive Officer, Thomas J. Chmelik, the Bank's Chief Financial Officer and William A. Gatz, the Bank's Executive Vice President is set forth above in the "Proposal 1 – Election of Directors" section.

Jim Lull, 41, serves as the Bank's Senior Vice President, Commercial Lending. Mr. Lull joined the Bank in May 2004. Mr. Lull served as Senior Vice President, Commercial Lending for Millennium Bank from 2002 to 2004, and as Senior Vice President, Commercial Lending for Century Bank from 2000 to 2002. Prior to that, he held various positions from 1992 to 2000 with George Mason Bank, including VP-Commercial Lending, VP-Regional Retail Manager, and VP-Branch Manager.

Michael J. Rudolph, 40, serves as the Bank's Senior Vice President, Commercial Lending. He joined the Bank in May 2004. He has 16 years of experience as a commercial lending officer and retail banking officer. Mr. Rudolph served as a Vice President, commercial lending for Millennium Bank from 2002 to 2003. Prior to that he was a Vice President in business development for First Union (formerly CoreStates and Meridian) from 1989 to 2002.

Patsy I. Rust, 63, 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, BB&T (formerly F & M Bank and Bank of the Potomac) and McLean Bank.

Dennis J. Dunn, 36, 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.

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 during 2003 and 2004. These named executive officers received perquisites and other personal benefits in addition to salary and bonus during the periods stated. The aggregate amount of these perquisites and other personal benefits, however, did not exceed the lesser of \$50,000 or 10% of the total of their respective annual salary and bonus and, therefore, has been omitted.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Annual Compensation</u>			<u>Long-Term Compensation</u>	<u>All Other Compensation</u>
		<u>Salary⁽¹⁾</u>	<u>Bonus</u>	<u>Other Annual Compensation</u>	<u>Securities Underlying Options (#)⁽²⁾</u>	
Jeffrey W. Dick <i>President and Chief Executive Officer</i>	2004	\$112,980	\$71,667	--	3,500	--
	2003	45,000	--	--	--	--
	2004	\$88,247	\$64,000	--	3,500	--
	2003	40,500	--	--	--	--
Thomas J. Chmelik <i>Chief Financial Officer</i>						

(1) The named officers joined the Bank on April 7, 2003.

(2) These options were not granted as employee compensation, but were granted as director compensation on July 22, 2004 in connection with monies placed "at risk" during the Bank's start-up phase.

PROPOSAL II -- RATIFICATION OF THE APPOINTMENT OF INDEPENDENT PUBLIC ACCOUNTANTS

The Board of Directors has appointed Cherry, Bekaert & Holland, L.L.P. as the Bank's independent public accountants for the fiscal year ending December 31, 2005. Cherry, Bekaert & Holland, L.L.P. audited the Bank's financial statements for the period ended December 31, 2004. All audit and non-audit services performed by Cherry, Bekaert & Holland, L.L.P. during 2004 were pre-approved in accordance with the Bank's pre-approval policies.

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.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" THE PROPOSAL TO RATIFY THE APPOINTMENT OF CHERRY, BEKAERT & HOLLAND, L.L.P. AS THE BANK'S INDEPENDENT PUBLIC ACCOUNTANTS FOR THE FISCAL YEAR 2005.

CERTAIN TRANSACTIONS

Like many financial institutions, the Bank follows a policy of granting loans to our 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, and in the opinion of management 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, executives officers and their associates, as a group, at December 31, 2004, totaled approximately \$2,087,000, or 20% of the Bank's equity capital at that date.

SHAREHOLDER PROPOSALS FOR 2006 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 2006 Annual Meeting of Shareholders or for inclusion in the Bank's proxy materials in connection with the 2006 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, no later than February 17, 2006 and no earlier than January 18, 2006.

The proxy solicited by the Board of Directors for the 2006 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.