

Burke & Herbert Bank

At Your Service Since 1852®

Customers share why Burke & Herbert Bank is

better.

"Congratulations! What a long history of community service!" — Ann O.

"Thanks so much for making me feel like family every time I come in to the bank. Much appreciated!" — Damian J. "I'm proud to be a member of the Burke & Herbert Bank family!" — Olga G.

"Thank you for helping our company grow for almost 40 years." — Dan C.

"It's awesome to belong to a beloved and friendly banking institution. One that makes you feel like family, knows your name and is ready to help." — Paulette L.

"To all my dear friends at Burke & Herbert Bank: Thank you so much for your excellent, expert and cheerful service. I appreciate your ability to solve any financial problem I may have!" — Myra L.

"I like visiting the bank, and really appreciate how everyone seems to know my name! Thank you!" — Ab B.

At Your Service Since 1852

Our Brand Promise

At Burke & Herbert Bank, our customers are the focal point of our work. We know we must work hard to earn both their banking business and their loyalty. That's why we strive to deliver high-quality products and services designed to meet customers' banking, borrowing, and investing needs — products and services that help our customers to achieve their objectives and realize their dreams. It is why we are focused on exceeding customer expectations, making banking easy, convenient, and rewarding — for both consumers and businesses. And, it is why we will continue to provide friendly and attentive personal service, our signature for generations. When we say that we are "At Your Service," we mean it.

Our Brand Mission

We believe that delivering on this promise of putting customers and their needs first will enable us to become the bank of choice for consumers and businesses throughout northern Virginia, and at the same time, deliver strong financial results and value to our shareholders.

To Shareholders, Customers & Friends Lind solid financial results in that then

2018. Overall, the Bank's net income grew by \$6.6 million to \$34.4 million, better than the prior year by 23.7%.

On a pre-tax basis, earnings increased over the year prior by 7.1%. We are proud of the Bank's performance in 2018, which was accomplished in a highly-competitive and increasingly crowded banking environment. We are equally proud of our team's success in delivering "better banking" for consumers and businesses choosing Burke & Herbert Bank.

Bankers Who Care about Customers: That's Better

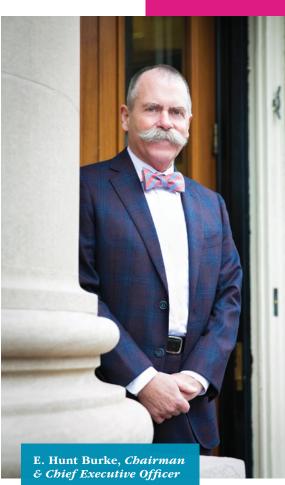
In today's financial marketplace where virtually all banks seem to offer the same products, we know that success requires standing out from the competition by offering customers a banking experience that is truly different and better than what they can find elsewhere. We are guided by our conviction that, in addition to providing the modern services and conveniences today's banking customers require, Burke & Herbert Bank also must provide the genuine care, personal attention, responsible advice, and timely follow-through our customers expect and upon which they rely as questions and financial needs arise.

We believe our unwavering commitment to doing what's right for all customers, regardless of account type or size, is key to the "better banking" experience that defines Burke & Herbert Bank. As part of the Bank's celebration of 166 years in business in 2018, several of our customers shared thoughts with us about how life is better with Burke & Herbert Bank. We are delighted to share some of them in this report.

Delivering Better Returns for Shareholders

The Bank's shareholders have every reason to be pleased with the results of operations in 2018. Earnings per share increased nearly 25% over the year prior to \$181.62. The 2018 annual dividend of \$80 per share was the largest amount ever paid by the Bank and exceeded the 2017 annual dividend by \$5. The book value per share increased \$35.52 to \$1,838.72, and at year end, shares of the Bank traded at \$2,960 per share, an amount close to its all-time high.

Total interest income reached \$111.2 million in 2018. The improvement in interest income was driven by the increase of \$5.7 million (7.4%) in interest and fees on loans as compared to 2017, and totaled \$82.6 million in 2018. Interest income from the Bank's loan portfolio remains the key driver of revenue for the Bank. The investment portfolio declined by 11.2% in 2018 to end the year at \$864.2 million. Nevertheless, the investment portfolio contributed \$28.6 million in interest income for the year.



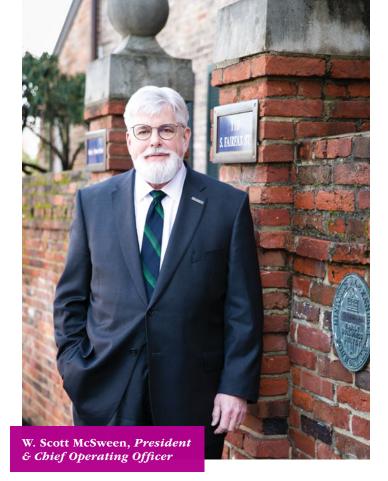
Introducing New and Better Options for Depositors

In an environment of rising interest rates paid on deposits, interest expense increased by \$5.3 million over the prior year, driven by an increase of 56.0% in interest paid on deposits. In 2018, we offered depositors a number of new, highly-competitive options for saving and investing, including a new Super Money Market Account and select Certificates of Deposit with market-leading rates. As a result, the Bank's portfolio of time and savings deposits grew by \$67.2 million (5.6%) in 2018. At the same time, checking balances declined by \$55.6 million as depositors sought higher-yielding alternatives for idle funds. At year end, the deposit portfolio stood at \$2.3 billion, virtually flat to year end 2017. We continue to work hard to retain and grow balances by delivering attractive choices for saving and investing for our customers, while also minding the Bank's cost of funds.

Interest paid on other borrowed funds increased by \$2.2 million (48.0%) in 2018, as the Bank continued to borrow from the Federal Home Loan Bank to fund new loan originations. Despite these increased interest expenses, the Bank's overall net interest income grew slightly in 2018 to \$94.5 million.

Helping Customers Plan for a Better Future

The Bank's non-interest income also grew in 2018. For the first time, our wealth services business, comprised of Wealth Management and Trust Services, earned more than \$1.0 million in income for each of four consecutive quarters, contributing \$4.3 million in revenue for the year, an increase of 6.8% over 2017. Our Wealth Management business in particular had a strong year, realizing year-over-year revenue growth of 16.6% and an increase in assets under management of 13.4%. Assets under management for the combined wealth services business stood at \$640.4 million at year end. The continuing growth of these businesses reflects the value customers place in the expertise, service and results they experience when working with our specialists. Our Wealth Advisors, each of whom is a licensed Certified Financial PlannerTM, work to help clients create financial plans to achieve important goals. Our experts at



Burke & Herbert Trust Services help customers develop plans to preserve and manage assets for those who may not be able to do so themselves.

Creating Better Experiences for Lending Customers

Total assets stood at just over \$3.0 billion as of December 31. The Bank's loan portfolio, the single-largest component of earning assets, totaled \$1.8 billion at year end, virtually unchanged from the prior year. New loan originations totaled \$296.0 million in 2018, representing about 60% of the record production level achieved in 2017. The decline reflects the highly-aggressive competition for commercial lending business in our market, and our decision to remain conservative in our approach to both

credit quality and loan pricing to help ensure the continued good health of our portfolio. We also recognize the opportunity to enhance our lending program to deliver even better experiences for commercial and small business borrowers. Through a combination of process improvements, organizational changes, and technology enhancements, we are creating additional capacity for commercial lending business development and relationship management, and implementing a specific new focus on the small business market. We are confident these enhancements will fuel additional new high-quality loan production going forward.

The quality of our loan portfolio remains outstanding. Delinquent loans as of December 31 represented only 0.6% of total loans, and we concluded the year with zero net charge-offs. In addition, non-performing loans as a percent of total loans was 1.4% at year end, only slightly above the year-end 2017 rate of 1.2%. To support continued effective management of the Bank's loan portfolio, this year the Bank completed the implementation of a comprehensive new tool to support efficient and effective portfolio management and collateral tracking. Investment in this new state-of-the-art system represents an important step in helping to ensure continued success in our core lending business, positioning us well for future growth.

Making Banking Better for Small Businesses

To serve an important segment in our market more effectively and enable us to grow both deposit and lending relationships with small businesses, in 2018 Burke & Herbert Bank launched the first phase of enhancements to our small business banking program. Designed to improve the application and decision process for secured small business loans up to \$500,000, the phase one enhancements include the creation of a new small business lending department that is committed to delivering timely loan decisions. Additionally, we introduced new small business loans and lines of credit with features and pricing designed specifically to meet the needs of small businesses. More enhancements to our small business lending program are planned for 2019, including the implementation of new systems that will make delivery of small business loans faster, easier, and more efficient.

Also in 2018, our business checking customers began enjoying the ease and convenience of Business Mobile Deposit, via the Burke & Herbert Bank Mobile Banking app. Additionally, businesses using our Remote Deposit Capture service were introduced to another convenient option, Business Mobile RDC. In addition to, or instead of, using a scanner to make deposits, business owners and their designees can use a smartphone or tablet to deposit checks to their business account.

Making Life Better for Home Owners

As a local community bank, we believe a key responsibility is helping customers achieve the satisfaction of moving into a new home – whether as a first-time home buyer or an existing home owner moving into a dream home. That is why we offer a variety of mortgage loan products and programs and a locally-based team of specialists dedicated to helping home buyers in our community. Mortgage balances on file ended the year at \$329.3 million, an increase of 11.1% over the year prior.

The Bank also continued to make strides in growing its home equity business, offering more and more customers the opportunity to tap the equity in their homes to meet important goals and needs, such as expanding a home, paying for college, buying a new car, or managing unexpected expenses. To spur interest and increase home equity lending activity, in 2018 the Bank ran its first dedicated promotional campaign in many years highlighting our Home Equity Line of Credit. Featuring a highly-competitive promotional offer of a low fixed rate on a new Home Equity Line of Credit for the entire first year, the campaign helped to fuel a year-over-year lift of 9.7% in home equity accounts on file and a corresponding 9.9% gain in home equity balances.



A Better Partner for Generations

The Yates family has been banking with Burke & Herbert Bank since the 1970's, when they turned to the Bank to assist with the remodeling of a service station on Braddock Road in Alexandria's Del Ray neighborhood. Since then, the Yates' family businesses have multiplied. Jason Yates, President of Yates Service, Inc., spearheaded development of land across from the original service station into what now is Yates Corner, home to the familyowned Yates Dry Cleaners, Lena's Wood-Fired Pizza & Tap, and Yates 7-Eleven.

YATES CORNER

"Burke & Herbert Bank has been our family's bank and partner for almost 50 years. They deliver exactly what we need for both personal and business banking." — Jason Yates Sr., President, Yates Service Inc.

Jason Yates, Jr. Loren Yates Jason Yates, Sr.

Delivering Better Banking Convenience for Consumers

Burke & Herbert Bank continues to grow its core consumer checking account business. In 2018, the Bank opened nearly 6,700 new personal checking accounts and the total number of personal checking accounts in the portfolio grew by 3.7% to stand at nearly 54,000 as of December 31. Our Convenient Checking Account, which offers personal banking customers convenient, everyday banking free of fees, serves as the centerpiece of our program. The convenient tools and services available to our checking customers – Mobile Banking, Online Banking and Online Bill Pay, eStatements, and the Burke & Herbert Bank Visa® Debit Card – also continued to grow in popularity. In addition to making banking better for our checking customers, the Debit Card provides a significant and growing source of non-interest income. In 2018, Card-related revenue exceeded \$4.0 million, better than the prior year by 7.2%, and driven by growth in Debit Card purchases. The number of net purchase transactions topped 5 million in 2018, setting a new milestone.

Making Banking Better Through Technology Enhancements

The systems and tools that our team members use for opening new accounts and servicing our customers play an important role in the delivery of better banking experiences. In 2018, the Bank took a significant step forward in this regard, launching an initiative to implement a full suite of modern banking technology tools and supporting operational enhancements designed to make new account opening and servicing activities faster, easier, and more efficient. This "next generation" work began with the implementation of a new customer service platform that features a user-friendly interface and consolidated view of important customer and account information. Team members throughout the Bank now are using the new system effectively to deliver better service experiences. Work is well underway on the next phase of our program which will include a new account opening system in our branches and a tool to capture signatures electronically, among other enhancements. A key overall objective of this work is to provide our team



Virginia Imports is a leading distributor of wine and beer throughout northern Virginia, and company president Jay Colston is the fourth generation of his family in the business. Since its founding, Virginia Imports has depended on one bank to help them grow and thrive: Burke & Herbert Bank.

"From the beginning, Burke & Herbert Bank has tailored services for our business. When we needed to expand, it was a loan from Burke & Herbert Bank that enabled us to buy a new facility and keep our business growing." — Jay Colston III, President, Virginia Imports, Ltd.

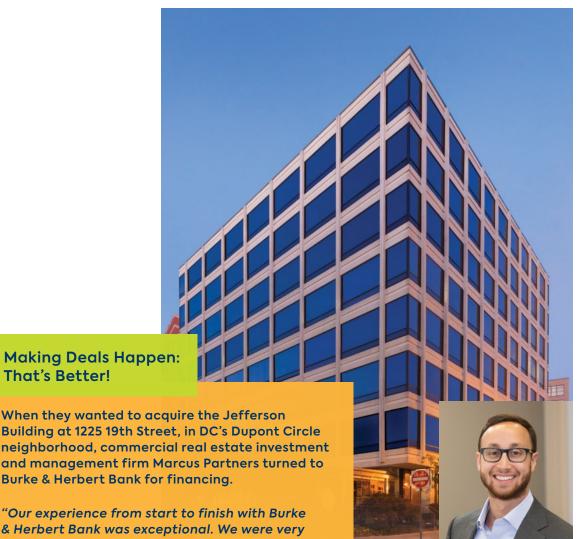
Jay Colston III, *President,* Virginia Imports, Ltd.

members more time to work directly with customers to understand and meet their banking, borrowing, and investing needs.

Providing Better Tools and Training for Team Members

While technology plays an increasingly important role in the delivery of high-quality banking services, our people remain the key to making banking different and better at Burke & Herbert Bank. That is why we continue to focus significant attention on training and development programs that provide learning and growth opportunities for our team members. We have introduced a variety of programs designed to help team members advance to new roles in the organization with the skills and knowledge required to succeed. Key among these is a Leadership Development Program, initially focused on creating our "next generation" of management for our branches and recently expanded to offer career development opportunities for members of our operations teams.

yellow tail]



Working to Make Our Community Better

In 2018, Burke & Herbert Bank intensified its educational and outreach efforts to promote financial literacy in our community. Trained volunteers from throughout the Bank conducted financial literacy classes at a number of schools throughout our area.

For the fourth year in a row, Burke & Herbert Bank was an active participant in the "Lights, Camera, Save!" video competition sponsored by the American Bankers Association, reaching out to high schools in our service area to encourage student participants. The "Lights, Camera, Save!" video contest challenges students, aged 13 to 18, across the nation to submit a 90-second video that inspires other teens to use money wisely and promotes the value of saving. As a Virginia participating bank, Burke & Herbert Bank was responsible for accepting and judging entries from across the region.

Also for the fourth consecutive year, the Bank teamed up with NBC Sports Washington, broadcasters of the Washington Capitals, to raise awareness and funds for a deserving local nonprofit organization. Under the name "Burke & Herbert Bank Scores for Kids," the Bank pledged \$100 to Connect Our Kids, Inc., a Falls Church, Virginia based non-profit, for every goal scored by the Capitals during the regular 2017-18 season. The resulting donation of \$25,900 provided a significant assist to Connect Our Kids in their work to develop technology-driven tools to help find families for children living in foster care. For the 2018-19 hockey season, the Bank has designated Rebuilding Together DC•Alexandria as the non-profit donation recipient and has named the program "Burke & Herbert Bank Hundreds for Homes." The final donation will assist Rebuilding Together DC•Alexandria in their work to provide safe and stable housing for low-income residents in our community.

In 2018 the Bank again was proud to sponsor the "Share the Warmth" Coat Drive. Over 4,300 coats were collected by our branches in November and December – an all-time record for our eight years of participation in this worthy community effort. The Bank, along with our partners, the Salvation Army, NBC-4, and Bergmann's Cleaning, are grateful for the generosity of our customers and friends who make this drive a success each year.

"Our experience from start to finish with Burke & Herbert Bank was exceptional. We were very impressed with how quickly the financing for the building came together. I enthusiastically recommend Burke & Herbert Bank to my peers, who are always looking for a reliable, savvy,

and flexible local lender." — Andrew Dolinsky,

Principal, Marcus Partners

That's Better!

Andrew Dolinsky, Principal, **Marcus Partners**

These are but a few of the many events and activities supported by Burke & Herbert Bank, with the objective of improving the quality of life for many in the region.

Life is Better With Burke & Herbert Bank

As we look forward to 2019 and beyond, we are enthusiastic about the prospects for significant economic growth in our market, and have already begun preparing for the new opportunities and the increased competition on the horizon. Over the 166 years that Burke & Herbert Bank has been in business, the banking industry has undergone countless transformations. So, we too have changed and evolved, taking advantage of new technology to enhance delivery of our products and services, adapting to the new ways people live, work, and want to bank. One thing that has not changed, however, is our unwavering commitment to providing the best banking experiences possible for our customers. Our goal is to demonstrate to our customers every day that life is, indeed, better with Burke & Herbert Bank. We are confident that our ongoing focus on delivering banking that's different and better for consumers and businesses throughout northern Virginia will result in continued success.

On behalf of everyone at Burke & Herbert Bank, we thank you for your continued business and support.

E. Hunt Burke

Chairman & Chief Executive Officer

W. Scott McSween

President & Chief Operating Officer

Life's a little better with Burke & Herbert Bank

Meet the Team



Terry Cole Executive Vice President Chief Marketing Officer



Joseph F. Collum

Executive Vice President
Director, Branch
& Business Banking



Emily S. Debeniotis Senior Vice President Director, Human Resources



Nicholas Greksouk Senior Vice President Finance



Gerald F. McQuaid Executive Vice President Chief Technology and Administrative Officer



William W. Newell
Executive Vice President
Chief Lending Officer



Shannon B. Rowan
Executive Vice President
Director of Wealth
Management & Trust Services



Jeffrey A. Welch
Executive Vice President
Chief Credit Officer

Income Statement

December 31, Twelve Months Ended (in thousands)	2018	2017		2018	2017
INTEREST INCOME Interest on Investments Interest & Fees on Loans TOTAL INTEREST INCOME	\$ 28,594 82,576 111,170	\$ 30,357 76,867 107,224	NON-INTEREST EXPENSE Salaries & Benefits Other Fees on Loans Other Operating Expenses TOTAL NON-INTEREST EXPENSE	46,305 5,797 23,578 75,680	46,418 5,594 22,415 74,427
INTEREST EXPENSE Interest on Deposits Interest on Other Borrowed Funds TOTAL INTEREST EXPENSE	8,612 6,863 15,475	5,522 4,638 10,160	Realized Gain/(Loss) on Securities Realized Gain/(Loss) on Foreclosed Property NET INCOME BEFORE TAX	397 173	25 4
NET INTEREST INCOME			Income Tax Expense	36,568 2,180	34,134 6,328
Provision for Loan Losses NET INTEREST INCOME	95,695 1,148 94,547	97,064 3,146 93,918	NET INCOME	\$ 34,388	\$ 27,806
NON-INTEREST INCOME Fiduciary & Wealth Management Income Other Fees on Loans Service Charges, Commissions & Fees Income on Bank Owned Life Insurance TOTAL NON-INTEREST INCOME	4,223 1,025 7,830 4,053 17,131	3,954 891 7,552 2,217 14,614	HIGHLIGHTS Earnings per Share Number of Shares Outstanding Dividend per Share Book Value per Share Return on Average Assets Return on Average Equity Overhead Efficiency Ratio Gross Loans to Deposits	\$ 181.62 188,100 \$ 80.00 \$ 1,838.72 1.14% 10.12% 67.08% 80.25%	\$ 145.68 190,676 \$ 75.00 \$ 1,803.20 0.91% 8.17% 66.64% 80.70%

Balance Sheet

December 31, (in thousands)	2018	2017		2018	2017
ASSETS Cash & Due from Banks Total Investments Loans, Total Reserve for Loan Losses Loans, Net	\$ 101,880 864,206 1,852,866 (17,321) 1,835,545	\$ 90,155 973,540 1,853,450 (16,239) 1,837,211	LIABILITIES Demand Deposits Interest Checking Deposits Time & Savings Deposits Total Deposits Other Borrowed Funds Other Liabilities	\$ 618,527 425,051 1,263,493 2,307,071 320,000 33,775	\$ 616,929 482,283 1,196,256 2,295,468 425,000 24,989
Premises & Equipment Other Real Estate Other Assets	42,460 338 162,280	42,225 411 145,742	TOTAL LIABILITIES STOCKHOLDERS' EQUITY Common Stock	2,660,846 3,762	2,745,457 3,814
TOTAL ASSETS	\$ 3,006,709	\$ 3,089,284	Surplus Retained Earnings Net Income Accumulated Other Comprehensive Income / (Loss) Common Stock Repurchased	10,000 327,095 34,388 (7,344) (22,038)	10,000 314,382 27,806 2,541 (14,716)
			TOTAL STOCKHOLDERS' EQUITY TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	345,863 \$ 3,006,709	343,827 \$ 3,089,284

The Bank's transfer agent is: American Stock Transfer (AST), 6201 15th Avenue, Brooklyn, NY 11219. Visit AST online at astfinancial.com or call 1-888-509-4619. To request a copy of Burke & Herbert Bank's audited financial statements, please call us at 703-684-1655.

Directors & Bank Officers

Directors

E. Hunt Burke Chairman Burke & Herbert Bank

S. Laing Hinson Vice Chairman S.L. Hinson Associates, LLLP

Mark G. Anderson *MGAC*, *Inc*.

Julian F. Barnwell, Jr. Design & Production Incorporated

Katherine D. Bonnafé *Combined Properties, Inc.*

Tyrone B. Bradley Bradley/Parker & Associates, P.C.

James M. Burke Burke Capital Corporation

Nicholas Carosi III Arban & Carosi, Inc.

Kathleen K. Diamond Kathleen Diamond & Co.

Michael D. Lubeley Walsh Colucci Lubeley & Walsh PC

Shawn P. McLaughlin McLaughlin Ryder Investments, Inc.

W. Scott McSween Burke & Herbert Bank

Jose D. Riojas Jose D. Riojas, LLC

Jeffrey L. Stryker Burke & Herbert Bank

Kenneth L. Wainstein
Davis Polk & Wardwell LLP

Executive Officers

E. Hunt Burke Chairman & Chief Executive Officer

W. Scott McSween President & Chief Operating Officer

Jeffrey L. Stryker Senior Executive Vice President & Cashier

Executive Vice Presidents

Terry Cole Chief Marketing Officer

Joseph F. Collum Branch & Business Banking

Gerald F. McQuaid Chief Technology & Administrative Officer

William W. Newell Chief Lending Officer

Shannon B. Rowan Trust & Wealth Management

Jeffrey A. Welch Chief Credit Officer

Senior Vice Presidents

Emily S. Debeniotis Human Resources

Nicholas Greksouk *Finance*

Principal Vice Presidents

Lester J. Bain Corporate Security

M. Patricia Barron Trust

Sepideh Behram Compliance

Hilary J. Blackburn Marketing

Joseph D. Bonaccorsy Consumer Lending

Araba A. Brobbey Branch Banking

Teresa M. DeMarco Loan Operations

Mary S. Edwards Commercial Credit

Nicholas J. Fitzgerald Process and Risk Management

Carl A. Ford Information Technology

John M. Gallo Marketing

Yvette M. Golladay Marketing

John W. Hill Commercial Lending

Brett W. Kaplowitz Commercial Lending

Daniel S. Kendle *Accounting*

Joseph R. Matusek *Operations*

Anne-Marie McPhillips Product Management Mary Ann Michniak Audit

Debra L. Mills Business Systems Planning

John E. Osborn Credit

Jennifer P. Schmidt *Compliance*

Catherine E. Slepitza *Operations*

Sandra N. Vasquez Branch Banking

David F. Wallace Sales & Service Development

Vice Presidents

Khalil Y. Abu-Ghannam Nancy E. Adcock Ieffrev M. Aleshire Daniel A. Andryszak Penelope M. Barnett Iosefina M. Beck Berhane H. Beraki Dawn N. Boynton Noemie C. Ćam Tonya L. Chappell Walter C. Clarke Karen M. Clinton John D. Convery, Jr. Erik J. Darm Nancy M. Espeland Marco A. Erazo Elias Y. Faddoul Michael I. Giles Ahmed Hachim James W. Harper Philip J. Harvilla Victoria A. Hatfield James I. Holmes Nancy Hong Theresa J. Hovt Lisa M. Humphrey Eric C. Jones

Ramita KC Robert G. Korman. Ir. Edward W. Kraemer, Jr. Brian T. Lawrence Stephanie Lawrence Andrea C. Long Marina Lubbers Chervle L. Mack Vicki Y. Madden-Jackson Matthew E. Markiewicz Sheila P. McCree Christine M. McNamara Ann Marie Moore Christopher R. Morgan Amit Nagpal Holly P. Nigh Hector D. Ochoa Mauricio D. Perea Charles A. Persico Iane Petty Elizabeth L. Ray Anthony B. Riolo Noble W. Rubenstein Sue E. Ruiz Cindy Y. Sanchez Iwona Saoudi Stephanie D. Sayles Amy L. Schumaier Kripa Subramanian Erica K. Swanton Henry B. Swoope, V Christopher J. Talbert Danielle G. Thibault Matthew T. Tikovan Christopher A. Tomasino Gary L. Wolcott



Branches

Alexandria City

100 South Fairfax Street (Main Office)
1705 Fern Street (Fairlington)
1775 Jamieson Avenue (Carlyle)
621 King Street
306 East Monroe Avenue
155 North Paxton Street (Landmark)

Arlington

500 23rd Street South (Crystal City) 3020 Clarendon Boulevard

Fairfax County

8738 Cooper Road, Alexandria
5519 Franconia Road, Alexandria
6210 Interparcel Road, Alexandria (Kingstowne)
2604 Sherwood Hall Lane, Alexandria
5733 Telegraph Road, Alexandria
4235 Annandale Road, Annandale
9516 Old Keene Mill Road, Burke
14122 Lee Highway, Centreville
5705 Seminary Road, Falls Church (Skyline)
6705 Whittier Avenue, McLean
6200 Backlick Road, Springfield
302 Maple Avenue West, Vienna

Falls Church

225 West Broad Street

City of Manassas

9103 Centreville Road, Manassas

Prince William County

17119 Wayside Drive, Dumfries (Southbridge) 4605 Daisy Reid Avenue, Lake Ridge (Reid's Prospect) 14008 Smoketown Road, Woodbridge







Burke & Herbert Bank

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