

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Amendment No. 1

Under the Securities Exchange Act of 1934

South Branch Valley Bancorp, Inc.

(Name of Issuer)

Common Stock, par value \$2.50

(Title of Class of Securities)

836730101
(CUSIP Number)

H. Charles Maddy, III
South Branch Valley Bancorp, Inc.

P. O. Box 680
Moorefield, WV 26836
(304) 538-2353

Copy: Sandra M. Murphy, Esquire
Bowles Rice McDavid Graff & Love,
P.L.L.C.
P. O. Box 1386
Charleston, WV 25325-1386
(304) 347-1100

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

June 18, 1997

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filling this schedule because of Rule 13d-1(b)(3) or (4), check the following box. ☐.

Check the following box if a fee is being paid with the statement ☐. (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

1

SCHEDULE 13D

CUSIP No. 836730101

Page 1 of 7 Pages

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

John W. Crites

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.

In a Joint Schedule 13-D filed on June 27, 1997, Mr. Crites acknowledged the existence of a group solely for the purpose of acquiring shares of Company stock to facilitate the acquisition of shares by the Company in a state banking institution. This Amendment is filed to disclose that such group no longer exists.

3 SEC USE ONLY

4 SOURCE OF FUNDS

John W. Crites, PF
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(E) | - |

n/a
6 CITIZENSHIP OR PLACE OF ORGANIZATION

John W. Crites - United States

| | | | |
|-----------------------------|----|--------------------------|------------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER | |
| | | John W. Crites | - 51,205 (12.4%) |
| BENEFICIALLY OWNED | 8 | SHARED VOTING POWER | |
| | | John W. Crites | - 0 - |
| BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER | |
| | | John W. Crites | - 51,205 (12.4%) |
| | 10 | SHARED DISPOSITIVE POWER | |
| WITH | | John W. Crites | - 0 - |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

51,205
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES | - |

n/a
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

12.4%
14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP No. 836730101

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- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Gary L. Hinkle

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.

In a Joint Schedule 13-D filed on June 27, 1997, Mr. Hinkle acknowledged the existence of a group solely for the purpose of acquiring shares of Company stock to facilitate the acquisition of shares by the Company in a state banking institution. This Amendment is filed to disclose that such group no longer exists.

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS

- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(E) | - |

n/a

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Gary L. Hinkle - United States

| | | | |
|-----------------------------|----|--------------------------|-----------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER | |
| | | Gary L. Hinkle | - 12,297 (3.0%) |
| BENEFICIALLY OWNED | 8 | SHARED VOTING POWER | |
| | | Gary L. Hinkle | - 2,265 - (.6%) |
| BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER | |
| | | Gary L. Hinkle | - 12,297 (3.0%) |
| | 10 | SHARED DISPOSITIVE POWER | |
| WITH | | Gary L. Hinkle | - 2,265 - (.6%) |

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,562

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

| - |

n/a

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.6%

- 14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP No. 836730101

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- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Jeffrey E. Hott

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.

In a Joint Schedule 13-D filed on June 27, 1997, Mr. Hott acknowledged the existence of a group solely for the purpose of acquiring shares of Company stock to facilitate the acquisition of shares by the Company in a state banking institution. This Amendment is filed to disclose that such group no longer exists.

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS

Jeffrey E. Hott, PF

- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)

|_ |

n/a

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Jeffrey E. Hott - United States

| | | | | |
|-----------------------------|----|--------------------------|---|---------------|
| NUMBER OF SHARES | 7 | SOLE VOTING POWER | | |
| | | Jeffrey E. Hott | - | 4,530 (1.1%) |
| BENEFICIALLY OWNED | 8 | SHARED VOTING POWER | | |
| | | Jeffrey E. Hott | - | 16,975 (4.1%) |
| BY EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER | | |
| | | Jeffrey E. Hott | - | 4,530 (1.1%) |
| | 10 | SHARED DISPOSITIVE POWER | | |
| WITH | | Jeffrey E. Hott | - | 16,975 (4.1%) |

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

21,505

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

|_ |

n/a

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.2%

- 14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP No. 836730101

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Oscar M. Bean

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.

In a Joint Schedule 13-D filed on June 27, 1997, Mr. Bean acknowledged the existence of a group solely for the purpose of acquiring shares of Company stock to facilitate the acquisition of shares by the Company in a state banking institution. This Amendment is filed to disclose that such group no longer exists.

3 SEC USE ONLY

4 SOURCE OF FUNDS

Oscar M. Bean, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(E)

|_ |

n/a

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Oscar M. Bean - United States

NUMBER OF 7 SOLE VOTING POWER
SHARES

Oscar M. Bean - 7,441 (1.8%)

BENEFICIALLY 8 SHARED VOTING POWER
OWNED

Oscar M. Bean - 1,833 - (.4%)

BY EACH 9 SOLE DISPOSITIVE POWER
REPORTING PERSON

Oscar M. Bean - 7,441 (1.8%)

10 SHARED DISPOSITIVE POWER

WITH

Oscar M. Bean - 1,833 - (.4%)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,274

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

| - |

n/a

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.25%

14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP No. 836730101 Page 5 of 7 Pages

- 1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Donald W. Biller

- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.

In a Joint Schedule 13-D filed on June 27, 1997, Mr. Biller acknowledged the existence of a group solely for the purpose of acquiring shares of Company stock to facilitate the acquisition of shares by the Company in a state banking institution. This Amendment is filed to disclose that such group no longer exists.

- 3 SEC USE ONLY

- 4 SOURCE OF FUNDS

Donald W. Biller, PF

- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)

|_ |

n/a

- 6 CITIZENSHIP OR PLACE OF ORGANIZATION

Donald W. Biller - United States

NUMBER OF 7 SOLE VOTING POWER
SHARES

Donald W. Biller - 6,626 (1.6%)

BENEFICIALLY 8 SHARED VOTING POWER
OWNED

Donald W. Biller - 0 -

BY EACH 9 SOLE DISPOSITIVE POWER
REPORTING PERSON

Donald W. Biller - 6,626 (1.6%)

10 SHARED DISPOSITIVE POWER

WITH

Donald W. Biller - 0 -

- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,626

- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

| - |

n/a

- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.6%

- 14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP No. 836730101

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Thomas J. Hawse, III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.

In a Joint Schedule 13-D filed on June 27, 1997, Mr. Hawse acknowledged the existence of a group solely for the purpose of acquiring shares of Company stock to facilitate the acquisition of shares by the Company in a state banking institution. This Amendment is filed to disclose that such group no longer exists.

3 SEC USE ONLY

4 SOURCE OF FUNDS

Thomas J. Hawse, III, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(E)

|_ |

n/a

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Thomas J. Hawse, III - United States

NUMBER OF 7 SOLE VOTING POWER
SHARES

Thomas J. Hawse, III - 3,100 (.8%)

BENEFICIALLY 8 SHARED VOTING POWER
OWNED

Thomas J. Hawse, III - 0 -

BY EACH 9 SOLE DISPOSITIVE POWER
REPORTING PERSON

Thomas J. Hawse, III - 3,100 (.8%)

10 SHARED DISPOSITIVE POWER

WITH

Thomas J. Hawse, III - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

| - |

n/a

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

.8%

14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

CUSIP No. 836730101

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mary Ann Ours

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

In a Joint Schedule 13-D filed on June 27, 1997, Mrs. Ours acknowledged the existence of a group solely for the purpose of acquiring shares of Company stock to facilitate the acquisition of shares by the Company in a state banking institution. This Amendment is filed to disclose that such group no longer exists.

3 SEC USE ONLY

4 SOURCE OF FUNDS

Mary Ann Ours, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(E)

|_ |

n/a

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Mary Ann Ours - United States

NUMBER OF 7 SOLE VOTING POWER
SHARES

Mary Ann Ours - 5,121 (1.2%)

BENEFICIALLY 8 SHARED VOTING POWER
OWNED

Mary Ann Ours - 0 -

BY EACH 9 SOLE DISPOSITIVE POWER
REPORTING PERSON

Mary Ann Ours - 5,121 (1.2%)

10 SHARED DISPOSITIVE POWER

WITH

Mary Ann Ours - 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,121

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

| - |

n/a

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.2%

14 TYPE OF REPORTING PERSON

IN

Schedule 13D

Item 1. Security and Issuer.

The class of equity securities to which this Statement relates is the Common Stock, par value \$2.50 per shares (the "Shares"), of South Branch Valley Bancorp, Inc., a West Virginia corporation (the "Company"), principal executive offices of which are located at 310 North Main St., Moorefield, West Virginia 26836.

Item 2. Identity and Background.

The persons filing this statement are as follows:

| Name & Address | Occupation | Citizenship |
|--|--|---------------|
| Oscar M. Bean P. O. Box 30 Moorefield, WV 26836 | Senior Partner Bean & Bean, Attorneys at Law 118 Washington Street, Moorefield, WV 26836 | United States |
| John W. Crites 46 Point Drive Petersburg, WV 26847 | President, Allegheny Wood Products, Inc. P. O. Box 867 (wood products industry) Petersburg, WV 26847 | United States |
| | Partner, Allegheny Dimension, LLC HC83, Box 5 (wood products industry) Petersburg, WV 26847 | |
| | Partner, JPC, LLC P. O. Box 867 (wood products industry) Petersburg, WV 26847 | |
| | Partner, KJV Aviation, Inc. P. O. Box 867 (airplane charter service) Petersburg, WV 26847 | |
| Gary L. Hinkle P. O. Box 65 Circleville, WV 26804 | President, Hinkle Trucking, Inc. P. O. Box 65 (trucking company) Circleville, WV 26804 | United States |
| | President, Dettinburn Transport, Inc. HC 59, Box 360(trucking company) Petersburg, WV 26847 | |
| | President, Mt. Storm Fuel Corporation P. O. Box 55 (fuel distributor) Circleville, WV 26804 | |

| | | |
|---|---|---------------|
| Jeffrey E. Hott HC 60, Box 27A Franklin, WV 26807 | Vice President, Franklin Oil Company P. O. Box 517 (fuel distributor) Franklin, WV 26807 | United States |
| | Vice President, E. E. Hott, Inc. P. O. Box 656 (real estate holding co.) Franklin, WV 26807 | |
| | Vice President, Hott's Ag Services, Inc. P. O. Box 656 (retail agricultural sales) Franklin, WV 26807 | |
| Thomas J. Hawse, III P. O. Box 602 Moorefield, WV 26836 | President, Hawse Food Market, Inc. Rt. 220, North (retail grocery) Moorefield, WV 26836 | United States |
| | Partner, Hawse Brothers | |
| Donald W. Biller HC 83, Box 30 Lost River, WV 26811 | President, D. W. Biller, Inc. HC 83, Box 30 (farming operation) Lost River, WV 26811 | United States |
| Mary Ann Ours P. O. Box 541 Moorefield, WV 26836 | President, Ours Valley View Farms, Inc. P. O. Box 541 (poultry & beef operation) Moorefield, WV 26836 | United States |

During the past five years, none of the above-named persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors). In addition, during the past five years, no such person has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction, and as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of or prohibiting or mandating activities subject to Federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

For each of the individuals reporting herein, the source of funds is personal funds of each reporting person. The amount of funds for each individual reporting herein is shown in the chart set forth in Item 4 hereof.

Item 4. Purpose of Transaction.

The purpose of the transaction reported in the Joint 13-D filed on June 27, 1997 was to permit the Company to purchase shares in a West Virginia state banking corporation. The Company executed a Stock Purchase Agreement dated as of February 7, 1997, with Fred L. Haddad, Karen L. Haddad, Larry Haddad, Susan Haddad, Lauren Haddad, Elizabeth Haddad and Paul White to purchase a total of 424,680 shares of the common stock of Capital State Bank, Inc. (the "Capital State Shares"), a state banking corporation located at 2402 Mountaineer Boulevard, South Charleston, West Virginia 25309. This acquisition was contingent upon the receipt by the Company of regulatory approvals from federal and state banking regulators. On June 17, 1997, the earliest consummation date possible following receipt of all regulatory approvals, the proposed acquisition was consummated. The source and amount of funds used in purchasing the Capital State Shares was (i) \$178,690.50 in funds currently available from the Company, (ii) a loan in an amount not to exceed \$3,000,000 from the Potomac Valley Bank, Petersburg, West Virginia and (iii) \$1,492,789.50 made available to South Branch as a result of the sale of authorized but unissued shares of the Company stock to the individuals reporting herein who are directors of the Company at a purchase price of \$43.50 per share. The directors who purchased Company Shares and the amount they purchased are as follows:

| Director's Name | Number of Shares | Dollar Amount | Amount of Shares of Applicant Owned After Acquisition | |
|----------------------|------------------|----------------|---|-------|
| | | | Number | % |
| John W. Crites | 25,300 | \$1,100,550.00 | 51,205 | 12.4 |
| Gary L. Hinkle | 4,600 | 200,100.00 | 14,562 | 3.6 |
| Jeffrey E. Hott | 2,530 | 110,055.00 | 21,505 | 5.2 |
| Oscar M. Bean | 575 | 25,012.50 | 9,274 | 2.2 |
| Donald W. Biller | 506 | 22,011.00 | 6,626 | 1.6 |
| Thomas J. Hawse, III | 300 | 13,050.00 | 3,100 | 0.8 |
| Mary Ann Ours | 506 | 22,011.00 | 5,121 | 1.2 |
| | ----- | ----- | ----- | --- |
| | 34,317 | \$1,492,789.50 | 111,393 | 27.0% |
| | ===== | ===== | ===== | ===== |

As of June 18, 1997, a group no longer exists for purposes of Section 13D of the Securities Exchange Act of 1934.

The individuals reporting herein do not have any present plans or proposals which relate to or would result in: (i) the acquisition by any person of additional securities of the Company, or the disposition of securities of the Company; (ii) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Company or any of its subsidiaries; (iii) a sale or transfer of a material amount of assets of the Company or any of its subsidiaries; (iv) any change in the present board of directors or management of the Company, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board except to the extent future acquisitions by the Company would require such changes; (v) any material change in the present capitalization or dividend policy of the Company; (vi) any other material change in the Company's business or corporate structure; (viii) changes in the Company's charter, by-laws, or other instruments corresponding thereto or other actions which may impede the acquisition of control of the Company by any person; (viii) causing a class of securities of the Company to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association; (ix) a class of equity securities of the Company becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or (x) any action similar to any of those enumerated above.

Item 5. Interest in Securities of the Issuer.

- a. The following individuals beneficially own shares of the Company in the amounts shown.

| Name | Number of Shares | Percent |
|----------------------|------------------|---------|
| ---- | ----- | ----- |
| John W. Crites | 51,205 | 12.4% |
| Gary L. Hinkle | 14,562 | 3.6% |
| Jeffrey E. Hott | 21,505 | 5.2% |
| Oscar M. Bean | 9,274 | 2.2% |
| Donald W. Biller | 6,626 | 1.6% |
| Thomas J. Hawse, III | 3,100 | 0.8% |
| Mary Ann Ours | 5,121 | 1.2% |
| | ----- | ----- |
| | 111,393 | 27.0% |

The individuals filing this Joint Amendment Number 1 to Schedule 13D acknowledge that because of their agreement to purchase privately placed shares of the Company to assist the Company in acquiring the Capital State Shares, they were each technically

deemed to be the beneficial owners of all equity securities owned by the entire group as provided in Rule 13d-5(b)(1). Because the group no longer exists, beneficial ownership is shown only as to the shares indicated next to their individual names above.

- b. Each of the individuals listed above has the power to vote and dispose of the shares listed as follows:

| Name | Sole Voting | Shared Voting | Sole Dispositive | Shared Dispositive |
|------------------|-------------|---------------|------------------|--------------------|
| John W. Crites | 51,205 | 0 | 51,205 | 0 |
| Gary L. Hinkle | 12,297 | 2,265 | 12,297 | 2,265 |
| Jeffrey E. Hott | 4,530 | 16,975 | 4,530 | 16,975 |
| Oscar M. B | 7,441 | 1,833 | 7,441 | 1,833 |
| Donald W. Biller | 6,626 | 0 | 6,626 | 0 |
| Thomas J. Hawse, | 3,100 | 0 | 3,100 | 0 |
| Mary Ann Ours | 5,121 | 0 | 5,121 | 0 |

- c. The individuals reporting herein purchased the following shares on June 17, 1997 in connection with the acquisition by the Company of the Capital State Shares.

| Name | Number of Shares | Price per Unit |
|----------------------|------------------|----------------|
| John W. Crites | 25,300 | \$43.50 |
| Gary L. Hinkle | 4,600 | \$43.50 |
| Jeffrey E. Hott | 2,530 | \$43.50 |
| Oscar M. Bean | 575 | \$43.50 |
| Donald W. Biller | 506 | \$43.50 |
| Thomas J. Hawse, III | 300 | \$43.50 |
| Mary Ann Ours | 506 | \$43.50 |
| | 34,317 | |

d. n/a

e. On June 18, 1997, Messrs. Hinkle, Bean, Biller, Hawse and Mrs. Ours ceased to be the beneficial owners of more than five per cent of the common stock of the Company.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

There are no contracts, arrangements, understandings or relationships among the persons reporting herein any other person with respect to any securities of the Company.

Item 7. Material to be Filed as Exhibits.

1. Written Agreement relating to the filing of amendments to a joint acquisition statement on Schedule 13D.

AMENDMENT NO. 1
SIGNATURE TO SCHEDULE 13D

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 27, 1997.

JOHN W. CRITES

By SOUTH BRANCH VALLEY BANCORP, INC.
Attorney-in-Fact for John W. Crites

By: /s/ H.C. Maddy, III

H. C. Maddy, III
Its: President

/s/ Gary L. Hinkle

GARY L. HINKLE

/s/ Jeffrey E. Hott

JEFFREY E. HOTT

/s/ Oscar M. Bean

OSCAR M. BEAN

/s/ Donald W. Biller

DONALD W. BILLER

THOMAS J. HAWSE, III

By SOUTH BRANCH VALLEY BANCORP, INC.
Attorney-in-Fact for Thomas J. Hawse, III

By: /s/ H.C. Maddy, III

H. C. Maddy, III
Its: President

/s/ Mary Ann Ours

MARY ANN OURS

AGREEMENT TO FILE JOINT SCHEDULE 13-D

This Agreement is made and entered into as of this 27th day of June, 1997, by and among John W. Crites, Gary L. Hinkle, Jeffrey E. Hott, Oscar M. Bean, Donald W. Biller, Thomas J. Hawse, III and Mary Ann Ours ("Purchasing Shareholders");

WHEREAS, the Purchasing Shareholders agree to purchase authorized by unissued shares of South Branch Valley Bancorp, Inc. ("South Branch") stock to facilitate the acquisition by South Branch of 424,680 shares of Capital State Bank, Inc.;

WHEREAS, under federal securities laws the Purchasing Shareholders are required to file a Schedule 13D with the Securities and Exchange Commission; and

WHEREAS, whenever two or more persons are required to file a statement containing the information required by Schedule 13D and any amendments thereto, only one statement need be filed provided that such statement identifies all such persons and includes their agreement in writing that such a statement be filed on behalf of each of them.

NOW, THEREFORE, the Purchasing Shareholders hereby agree as follows:

1. AGREEMENT TO FILE JOINT SCHEDULE 13D. The Purchasing Shareholders agree that for ease of filing and their convenience, that a single joint Schedule 13D and any amendments thereto be filed on their behalf with the Securities and Exchange Commission.

2. COUNTERPARTS. This Agreement may be executed in one or more original counterparts with each when signed construed together shall constitute an original.

JOHN W. CRITES

By SOUTH BRANCH VALLEY BANCORP, INC.
Attorney-in-Fact for John W. Crites

By:

H. C. Maddy, III
Its: President

GARY L. HINKLE

JEFFREY E. HOTT

OSCAR M. BEAN

DONALD W. BILLER

THOMAS J. HAWSE, III

By SOUTH BRANCH VALLEY BANCORP, INC.
Attorney-in-Fact for Thomas J. Hawse, III

By:

H. C. Maddy, III
Its: President

MARY ANN OURS

CHS102519