

Valley
National
Bancorp

1998
Annual
Report

Historical Financial Data

1977 - 1998 *

(in millions, except for share data)

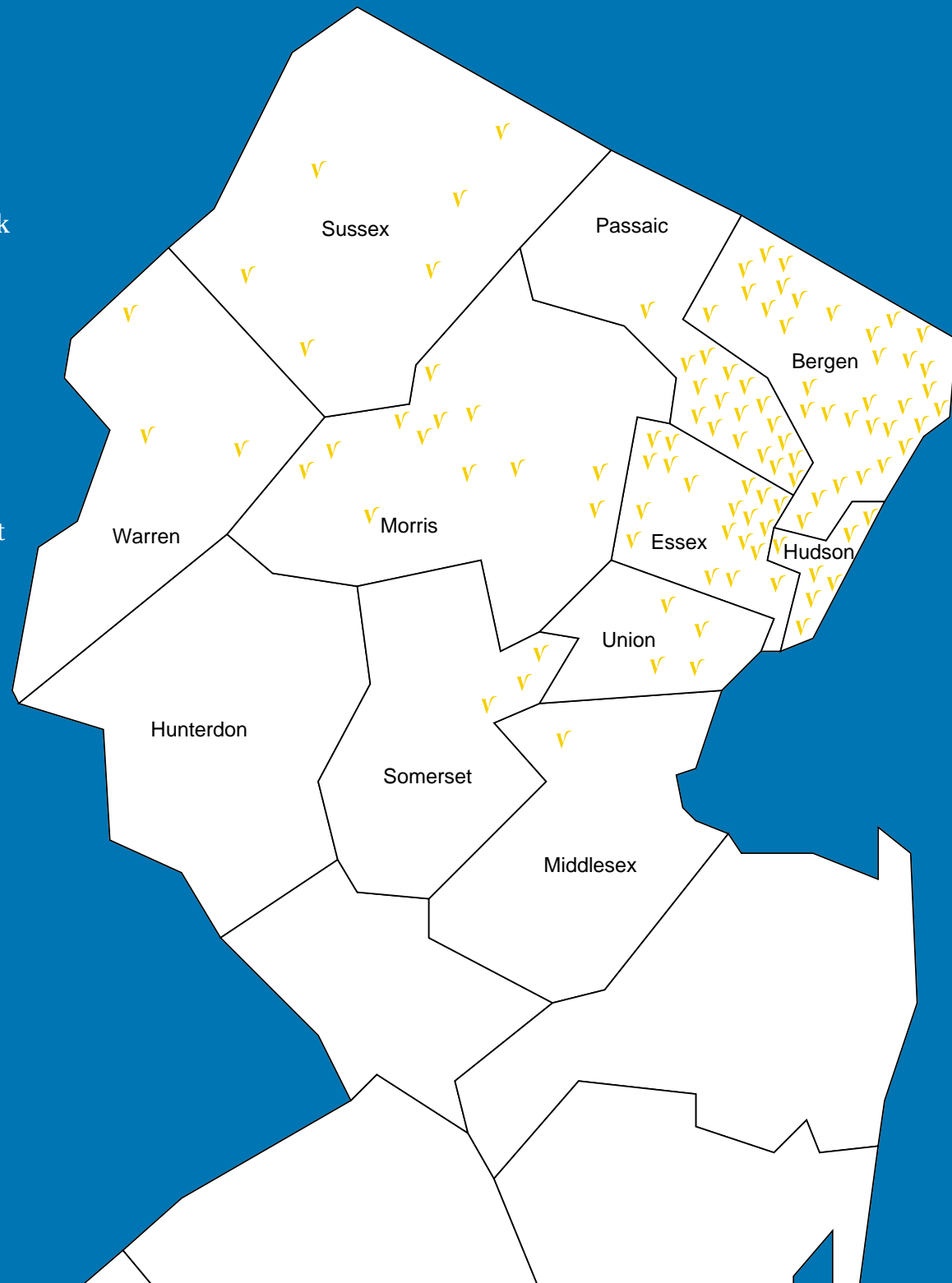
Year End	Total Assets	Net Income	Diluted Earnings Per Share	Return on Average Assets	Return on Average Equity	Dividends Per Share	Stock Splits & Dividends
1998	\$ 5,541	\$ 97.3 ⁽¹⁾	\$ 1.75	1.82%	18.47%	\$ 0.97	5/98-5:4 Stock Split
1997	5,091	85.0	1.60	1.67	18.88	0.85	5/97-5% Stock Dividend
1996	4,687	67.5 ⁽²⁾	1.40	1.47	17.23	0.76	5/96-5% Stock Dividend
1995	4,586	62.6 ⁽³⁾	1.27	1.40	16.60	0.72	5/95-5% Stock Dividend
1994	3,744	59.0	1.42	1.60	20.03	0.69	5/94-10% Stock Dividend
1993	3,605	56.4	1.38	1.62	21.42	0.54	4/93-5:4 Stock Split
1992	3,357	43.4	1.08	1.36	19.17	0.49	4/92-3:2 Stock Split
1991	3,055	31.7	0.79	1.29	15.40	0.46	
1990	2,149	28.6	0.71	1.44	14.54	0.46	
1989	1,975	36.0	0.89	1.92	19.93	0.44	
1988	1,835	34.2	0.85	2.00	20.96	0.40	7/88-3:2 Stock Split
1987	1,663	32.1	0.80	2.02	22.95	0.38	
1986	1,615	29.6	0.74	1.99	24.90	0.30	5/86-3:2 Stock Split
1985	1,471	24.2	0.61	1.73	23.76	0.25	2/85-2:1 Stock Split
1984	1,355	17.5	0.50	1.64	24.84	0.18	
1983	933	14.8	0.45	1.82	27.49	0.14	5/83-2:1 Stock Split
1982	733	9.8	0.30	1.53	23.83	0.10	4/82-5% Stock Dividend
1981	600	6.8	0.23	1.32	17.60	0.09	
1980	520	5.9	0.20	1.15	16.31	0.09	4/80-5% Stock Dividend
1979	498	5.1	0.17	1.05	15.43	0.08	
1978	466	5.0	0.17	1.14	16.57	0.08	4/78-5% Stock Dividend
1977	409	4.3	0.14	1.19	15.42	0.07	

All per share amounts have been adjusted retroactively for stock splits and stock dividends during the periods presented.
 (1) Includes the one-time charge, net of tax, of \$3.2 million, or \$0.06 per diluted share recorded in connection with the Wayne Bancorp merger.
 (2) Includes the one-time FDIC SAIF assessment, net of tax, of \$3.8 million, or \$0.07 per diluted share.
 (3) Includes the one-time Lakeland merger and acquisition expenses, net of tax, of \$5.4 million, or \$0.10 per diluted share.

* Data for years prior to 1998 exclude Wayne Bancorp, Inc., for years prior to 1997 exclude Midland Bancorp, Inc., and for years prior to 1995 exclude Lakeland First Financial Group, Inc.

Valley National Bancorp

is a regional bank holding company with over \$5.5 billion in assets. Valley National Bank, its principal subsidiary, is a super community bank that operates 105 branch offices in 71 communities throughout 10 counties in northern New Jersey. Valley is the second-largest bank headquartered in New Jersey.



Letter to Shareholders

We are pleased to report another consecutive year of record earnings. In 1998, Valley earned net income of \$97.3 million, or \$1.75 diluted earnings per share, compared to \$86.9 million, or \$1.57 diluted earnings per share for 1997. This was after recording a net after tax charge, in conjunction with the Wayne Bancorp merger, of \$0.06 per diluted share or \$3.2 million. The net income and per share data for 1997 have been restated to reflect the 5 for 4 stock split issued during May 1998 and the merger with Wayne Bancorp accounted for as a pooling of interest on October 16, 1998.

Valley's increased earnings were the result of a higher net interest margin, continued loan growth over the prior year, the movement of funds from the lower yielding investment portfolio into the higher yielding loan portfolio, less dependence on higher cost time deposits and a lower effective tax rate. In addition, we have continued to focus on obtaining funding sources from lower cost core deposits.

We continued to solidify Valley's market position by expanding the Company through the acquisition of the \$272 million Wayne Bancorp, Inc. in October 1998. Wayne Bancorp, headquartered in Wayne, New Jersey, operated six branch offices in Bergen, Essex and Passaic counties. With this acquisition, Valley grew to over \$5.5 billion in assets.

Strategic Growth

In December, we announced the signing of a definitive merger agreement by which Valley will acquire Ramapo Financial Corporation headquartered in Wayne, New Jersey. Ramapo Bank, its principal subsidiary, has \$331 million in assets and operates eight branch offices in Essex, Morris and Passaic counties. This merger is consistent with Valley's strategy of growth within northern New Jersey through acquisitions of other strong financial institutions. Ramapo's lending is heavily concentrated towards commercial borrowers and their deposit base consists of substantial low cost core deposits. We believe the "in-market" nature of this acquisition, coupled with Ramapo's high non-interest expenses will enable Valley to generate significant cost savings at the conclusion of a one year period. We anticipate that the merger will be consummated in the second quarter of 1999.

To further enhance our position as a super community bank serving northern New Jersey consumers and businesses, we expect to open 25 to 30 de novo branch offices during the next five years. New branch locations will be in communities that strategically complement our existing retail branch network. Consistent with this approach, in the third and fourth quarters of 1998, we opened three new branch offices in Morristown, Secaucus and West New York. By year-end, we had a total of 105 branches located in 71 communities.

Our franchise also grew with the continued expansion of our automobile lending program, through a major national insurance company, into Pennsylvania in January. This loan origination program now covers 11 states along the eastern seaboard plus Canada. Additionally, the U.S. Small Business Administration granted approval of our request to extend preferred SBA lender status beyond New Jersey, New York, Pennsylvania, Delaware and Maryland to the Greater Washington, D.C. area.

One of the most exciting programs implemented at the bank this past year was our Retail Banking Sales Initiative. The program, which focuses on generating growth internally, was instituted to create an environment in which our branch managers and staff are encouraged to maximize every customer contact. We established quantifiable sales goals as well as customer courtesy and service standards for each branch. The branch performance compensation plan was realigned to coincide with the achievement of these goals and standards. The initial results of the program have been very promising.

Financial Strength Consistent Profitability and Efficiency

Our efficiency ratio of 46.7 percent continued to place Valley among the top-performing bank holding companies in the nation. Technology will continue to make us more efficient and effective in the delivery of value-added products and services. Our customers will continue to benefit from the increased convenience that the changes will produce. The implementation of proven technologies coupled with our attention to cost control and our deliberate approach should enhance our bank's performance in the future.

Return on average assets and return on average equity before the merger-related charge for Wayne Bancorp were 1.88 percent and 19.06 percent, respectively, for the fiscal year ended December 31, 1998. Both of these ratios are indicative of Valley's performance and are among the highest in the industry for banks our size.

Asset Quality

Competition for new loans continued to be intense during 1998. Many bank and non-bank lenders lowered or liberalized their lending policies to increase their loan origination volume. Despite this circumstance, Valley maintained its "disciplined credit culture" and did not sacrifice its underwriting standards for the sake of developing new loan business.

Solid Capital Position

Valley, recognized throughout the banking industry for its strong capital base, is positioned to take advantage of growth opportunities and enhance shareholder value. Shareholders' equity was \$555.8 million at year-end. Valley's risk-based capital ratios were 13.29 percent for Tier 1 capital and 14.51 percent for total capital. The Tier 1 leverage ratio was 10.12 percent. These ratios were all above the regulatory "well capitalized" requirements.

Enhanced Shareholder Value

At the 1998 Shareholders Meeting in April, your Board of Directors approved a 5 for 4 stock split, paid May 18, 1998, to the shareholders of record on May 1, 1998. In conjunction with the stock split, Valley increased its regular cash dividend from \$0.88 per share on an after split basis to \$1.00 per share. This represents an increase of 13.6 percent after adjusting for the effect of the stock split and increased cash dividend.

It should be noted that Valley's annual dividend rate has increased on a restated basis 1,150 percent from \$0.08 per share in 1978. We have never reduced the regular cash dividend in the bank's 71 year history. In fact, Valley's dividend has increased 29 times during the last three decades. The Valley Board of Directors has always believed that cash dividends are an important component of shareholder value.

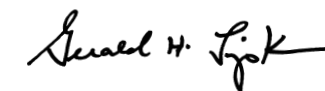
Exceeding Customer Expectations

Valley is committed to exceeding the expectations of our customers every day by delivering the highest quality service and appropriate need-based products to satisfy our customers' needs. In addition, we recognize the importance of convenience and continue to expand our branch network and alternative delivery systems to meet our customers' preferences for ways to access their bank. Now customers can access their banking services whenever, wherever and however they want.

A Vision For the Future

Our employees continue to demonstrate unparalleled levels of enthusiasm and perseverance. It is this level of dedication to our customers and the bank that distinguishes Valley employees from all others. Through their superior performance, we will continue to build a strong platform for continued success.

During 1999, we will enhance the convenience of V-BankWorks, our PC banking service, by making it accessible through our web site on the Internet. We also plan to re-design our web site, valleynationalbank.com, by adding more functions and content while maintaining a user-friendly approach. In addition, as technological advancements continue to reshape the banking frontier, we will carefully incorporate new technologies into our product mix, delivery systems and operations to help assure that our staff continues to build long-term relationships with our customers by providing complete solutions to their ever-changing financial needs.



Gerald H. Lipkin
Chairman, President and Chief Executive Officer



Introduction

Valley's mission is to offer traditional banking products and services in a personal, friendly and approachable manner. "Closer to what matterssm", the bank's value proposition, accurately portrays Valley's profile as a bank committed to providing the value-added products, convenient delivery channels and quality service that matters most to each one of our customers. It conveys the actual Valley customer experience...the local provision of products and services in a responsive and understanding manner that exceeds customer expectations every day. "Closer to what matters" is a customer-centered approach and not a bank imposed definition of what is really important to our customers. This "high touch, high service" approach gives Valley a competitive edge over banks many times its size.

During 1998, Valley's management team and staff enhanced shareholder value by implementing the following strategic business plan objectives:

- Delivering quality customer service and continuing to expand its sales culture.
- Offering an array of core basic banking services and developing new, value-added products and services.
- Solidifying its market position by expanding the Company through an acquisition and new branch construction.
- Providing alternative delivery channels so customers can access financial services at their convenience.
- Focusing on quick turnaround for all loan requests.
- Enforcing effective cost management.
- Serving as an involved partner with the communities we serve.



To effectively manage the expansion of our franchise, all operations are consolidated into a three-building campus in Wayne, New Jersey.

Left to Right
Peter John Southway
Executive Vice President

Peter Crocitto
Executive Vice President

Robert M. Meyers
Executive Vice President

Peter Southway
Vice Chairman

Exceeding Expectations Everyday For You

One of the most distinguishing characteristics of any business is the human element. Its importance is magnified even further in a sales- and service-oriented super community bank such as ours. Within the current economic environment of steady growth and low unemployment, every business has been faced with increased competition in hiring and in retaining the most qualified team members. These dynamics have not caused us to compromise the high standards expected of a Valley employee. At Valley, we have been successful in strengthening and enhancing our workforce through increased incentives, training, and opportunities for personal growth. We continue to place strong emphasis on providing our customers with highly qualified individuals to help them identify and meet their financial needs, as well as consistently exceed their expectations. Our long-term commitment to training emphasizes product knowledge, need-based selling skills, sales management and customer service.

Early in 1998, we decentralized and reorganized our branch system to be more proactive in meeting the full spectrum of customers' financial needs with the appropriate mix of Valley products and services. Under the leadership of three retail banking senior managers with overall regional branch responsibility, each branch office and region was assigned specific goals and performance standards. Branch staffs are now being measured according to how well they have achieved their goals and their compensation depends, to a large extent, on their performance.

Branch managers now have bottom line accountability for their offices, but also are empowered with decision-making to respond even more quickly to customer needs. This new entrepreneurial spirit has generated an excitement, enthusiasm and competition among branch staffs and has resulted in significant increases in quality business leads, responsiveness and closed loans.



Our staff provides products and services in a responsive and understanding manner that exceeds customer expectations.

Left to Right
Carol B. Diesner
Senior Vice President

Alan D. Eskow
Senior Vice President & Controller

Susan S. Pinn
Senior Vice President

Convenient and Responsive Delivery Systems For You

Our goal is to provide convenient and responsive access to Valley's products and services however our customers wish to access them, whether in person, over the telephone or via the computer. During 1998, Valley's traditional branch network continued to expand through a merger with Wayne Bancorp, headquartered in Wayne, New Jersey, as well as construction and opening of three new branch offices in Morristown, Secaucus, and West New York. The merger, which was consummated in October, added six branch offices in Essex, Passaic, and Bergen counties.

Our extended-hour Telephone Banking Center continues to complement our traditional branch network. Customers have the choice of speaking to a telephone representative or using Banking-By-Phone, an automated 24-hour system. Throughout 1998, the Telephone Banking Center, which provides most of the services available through a traditional branch, handled three million calls as compared to two million in 1997.

To support this delivery system growth and resulting higher volume of transactions, we installed a new mainframe computer. After the installation, Valley continued to operate on a single platform with all processing conducted on-line and real-time. This means that every transaction, whether at a teller's station, an ATM or from home or business utilizing a personal computer, is recognized immediately by our system to keep account balances current up-to-the-minute.

In anticipation of the millennium, Valley took proactive measures to ensure that all its customers' records will be unaffected by the advent of the Year 2000. The bank completed its programming changes in September 1998, thereby allowing ample time for continued system testing and a smooth transition. Additionally, the bank is working closely with its third-party vendors and service providers to make sure they are Year 2000 compliant and that the services they provide will not be jeopardized.



Valley continued to expand its branch network and alternative delivery channels to meet our customers' changing preferences for ways to access their bank.

Left to Right
Barbara M. Mohrbutter
Senior Vice President

Robert J. Mulligan
First Senior Vice President

Peter T. Jackey
Senior Vice President

Lawrence E. Flack
Senior Vice President

Bernadette M. Mueller
Senior Vice President



Value-Added Consumer Products and Services For You

Even with an exceptional workforce, its effectiveness is diminished if it does not have the products and services that meet customers' needs. At Valley, we continually look for opportunities to expand our services and product lines to benefit our customers while providing a reasonable return on investment to benefit our shareholders.

Valley attained record levels of home mortgage and home equity lending volume during 1998. By offering an innovative menu of products and rapid approvals, we continued to build market share. And as interest rates remained low and housing demand throughout the region maintained a strong pace, demand for new and refinanced loans helped us to meet our goals.

We also achieved new heights for VNB Mortgage Services ("MSI"), Valley's nine year old mortgage servicing subsidiary. MSI grew its servicing portfolio to over \$2.6 billion during 1998.

At the beginning of 1998, Valley expanded its direct automobile loan program, with a leading nationwide insurance company, to Pennsylvania. This program now extends to 11 states from Maine to Florida as well as Canada. With the dramatic increase in the number of insurance agents participating in the program, automobile loan volume continued to increase compared to prior years.



We help our customers realize their dreams of owning a new home, buying a new automobile, enhancing the value of their home, paying for a college education, and more.

Left to Right
John S. Harris
Senior Vice President

Robert J. Farnon
First Senior Vice President

Edward L. Lawrence
Senior Vice President

Richard M. Seguine
Senior Vice President

Albert L. Engel
First Senior Vice President

Value-Added Business Products and Services For You

Over the years, we have developed a deep understanding of the businesses and economic factors that shape the dynamic northern New Jersey marketplace. Although competition from both bank and non-bank lenders was fierce during 1998, our experienced teams of commercial and commercial real estate lending officers were successful in continuing to develop more extensive relationships with existing business customers while focusing on building new relationships with small businesses and middle-market companies. Our success in such a challenging environment can be attributed to our responsiveness and desire to concentrate on long-term relationships instead of single transactions. In addition, senior management meets regularly with our customers and decision-making occurs at the local level.

Last year, we expanded our SBA Loan preferred lender status beyond New Jersey to include Delaware, Maryland, New York, Pennsylvania and Greater Washington, D.C. During 1998, we continued to increase our SBA loan origination volume

because our business development strategy to generate new business through referrals from attorneys, certified public accountants and commercial real estate brokers began to materialize. As a result, Valley remained one of the leading producers of SBA Loans.

The bank's community lending portfolio also grew during 1998. Demand remained strong for Business EZ Line, a revolving line of credit earmarked to meet seasonal working capital requirements or support business growth.

To help businesses manage their money more effectively, we introduced two new services: Business EZ-Fax and V-BankWorks this past year. Business EZ-Fax provides customers with a faxed bank statement by the start of each business day.

V-BankWorks is an interactive service that links our business customers' personal computers directly to the bank. Business customers can get account balances, review their account histories, transfer funds between accounts, and more.



Valley's experienced commercial and commercial real estate lending officers make decisions locally to help small and middle-market companies expand their businesses.

Left to Right
John H. Prol
First Senior Vice President

Robert E. Farrell
First Senior Vice President

D. Franklin Larsen
Senior Vice President

Richard P. Garber
First Senior Vice President

Improving the Quality of Life For You

At Valley, we believe that a strong bank and community go hand in hand, and that by working together we can make an important investment in everyone's future. So during 1998, we continued to focus on building relationships of value which not only benefit individuals, communities and organizations, but ultimately enable Valley to succeed. We re-committed ourselves to finding even better solutions to expanding community needs thereby helping to create communities that not only survive, but even thrive.

To help meet the credit needs of the diverse communities we serve, we committed to a new, five year, \$103 million community agreement with New Jersey Citizen Action. In addition to establishing specific lending and service goals designed for low and moderate income customers, the program also is geared toward non-profit developers whose importance to the revitalization of our communities cannot be underestimated.

Our support for the new Family Service of Morris County Family Loan Program, which provides special loans to families in financial crisis, underscores our goal of working collaboratively with community organizations to find local solutions.

Valley's spirit of local support continues to enable organizations to provide vital community services. Our employees also participated in record numbers during 1998 to provide support and volunteer services where it was needed. This selfless service, together with the significant financial support provided by the Bank to hundreds of deserving organizations, create the comprehensive approach to community development that we strive to accomplish.

Part of the Bank's expansion efforts continues to focus on our urban areas. To that end, we renovated and expanded our Passaic Park branch into a cornerstone building within that community, as well as opened new branch offices in Secaucus and West New York.

We recognize that community development requires the implementation of a sustained program to revitalize neighborhoods while empowering constituents of those neighborhoods with the resources and encouragement they need to continue. As a result, our commitment continues without interruption.



Whether it's financing the construction of low-income housing and senior citizen complexes or first-time home purchases, Valley is an involved corporate citizen with long-term ties to all the communities it serves.

Left to Right
 John J. Murphy
 Senior Vice President
 Kenneth W. Nickel
 Senior Vice President
 Alan D. Lipsky
 First Senior Vice President
 Garret G. Nieuwenhuis
 Senior Vice President

Valley National Bancorp and Subsidiaries

CONSOLIDATED STATEMENTS OF INCOME

	Years ended December 31,		
	1998	1997	1996
	(in thousands, except for share data)		
Interest Income			
Interest and fees on loans	\$ 316,502	\$ 303,181	\$ 276,743
Interest and dividends on investment securities:			
Taxable	57,005	67,944	73,858
Tax-exempt	7,885	10,346	12,757
Dividends	1,946	1,689	1,109
Interest on federal funds sold and other short-term investments	6,318	3,924	4,159
Total interest income	389,656	387,084	368,626
Interest Expense			
Interest on deposits:			
Savings deposits	43,372	44,529	45,143
Time deposits	105,395	113,582	112,795
Interest on federal funds purchased and securities sold under repurchase agreements	906	1,171	1,128
Interest on other short-term borrowings	1,625	1,132	648
Interest on other borrowings	8,806	5,471	3,077
Total interest expense	160,104	165,885	162,791
Net Interest Income	229,552	221,199	205,835
Provision for possible loan losses	12,370	12,650	3,556
Net Interest Income After Provision For Possible Loan Losses	217,182	208,549	202,279
Non-Interest Income			
Trust income	1,375	1,162	1,080
Service charges on deposit accounts	12,674	12,063	11,268
Gains on securities transactions, net	1,418	2,150	781
Fees from loan servicing	7,382	5,576	4,835
Credit card fee income	10,153	12,643	5,549
Gains on sales of loans, net	4,863	3,634	1,839
Other	5,208	5,784	4,884
Total non-interest income	43,073	43,012	30,236
Non-Interest Expense			
Salary expense	51,792	46,738	46,201
Employee benefit expense	12,327	11,596	10,813
FDIC insurance premiums	1,270	1,205	10,083
Net occupancy expense	12,877	11,653	11,832
Furniture and equipment expense	8,338	8,036	7,665
Credit card expense	9,066	17,520	7,518
Amortization of intangible assets	5,546	3,441	3,009
Merger-related charges	4,539	-	-
Other	29,002	29,029	27,411
Total non-interest expense	134,757	129,218	124,532
Income Before Income Taxes	125,498	122,343	107,983
Income tax expense	28,150	35,397	36,479
Net Income	\$ 97,348	\$ 86,946	\$ 71,504
Earnings Per Share:			
Basic	\$ 1.77	\$ 1.58	\$ 1.33
Diluted	1.75	1.57	1.33
Weighted Average Number Of Shares Outstanding:			
Basic	54,987,473	54,906,154	53,074,424
Diluted	55,607,255	55,294,894	53,459,884

See consolidated financial statements and accompanying notes presented in Item 8 of the Company's SEC Form 10-K.

Valley National Bancorp and Subsidiaries

CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

	December 31,	
	1998	1997
	(in thousands, except for share data)	
Assets		
Cash and due from banks	\$ 175,794	\$ 151,620
Federal funds sold	102,000	33,400
Investment securities held to maturity, fair value of \$238,421 and \$168,476 in 1998 and 1997, respectively	237,410	166,615
Investment securities available for sale	927,481	1,090,638
Trading account securities	1,592	-
Loans	3,954,395	3,786,783
Loans held for sale	23,455	16,651
Less: Allowance for possible loans losses	(49,868)	(48,542)
Net loans	3,927,982	3,754,892
Premises and equipment	79,774	77,871
Accrued interest receivable	29,711	31,210
Other assets	59,463	54,452
Total assets	\$ 5,541,207	\$ 5,360,698
Liabilities		
Deposits:		
Non-interest bearing	\$ 854,594	\$ 781,239
Interest bearing:		
Savings	1,982,973	1,918,762
Time	1,837,122	1,902,320
Total deposits	4,674,689	4,602,321
Federal funds purchased and securities sold under repurchase agreements	30,414	32,882
Treasury tax and loan account and other short-term borrowings	22,667	24,056
Other borrowings	212,949	146,012
Accrued expenses and other liabilities	44,701	46,124
Total liabilities	4,985,420	4,851,395
Commitments and Contingencies		
Shareholders' Equity		
Common stock, no par value, authorized 98,437,500 shares; issued 55,503,060 shares in 1998 and 55,520,694 shares in 1997	24,424	24,345
Surplus	311,611	310,904
Retained earnings	223,185	178,739
Unallocated common stock held by the ESOP	(1,331)	(1,604)
Accumulated other comprehensive income	4,084	3,614
	561,973	515,998
Treasury stock, at cost (236,735 shares in 1998 and 356,082 shares in 1997)	(6,186)	(6,695)
Total shareholders' equity	555,787	509,303
Total liabilities and shareholders' equity	\$ 5,541,207	\$ 5,360,698

See the consolidated financial statements and accompanying notes presented in Item 8 of the Company's SEC Form 10-K.

Board of Directors



Front Row, Left to Right

Joseph Coccia, Jr.
Chairman of the Board
Coccia Realty, Inc.

Graham O. Jones
Partner
Jones & Jones, Esqs.

Wilma Falduto
Assistant Secretary

William H. McNear
President
McNear Excavating Company

Leonard J. Vorcheimer
Principal
LJV Enterprises

Pamela Bronander
Executive Vice President
Scandia Packaging Machinery
Company

Peter Southway
Vice Chairman

Gerald H. Lipkin
Chairman, President and Chief
Executive Officer

Gerald Korde
President
Birch Lumber Company, Inc.

Robert Rachesky
Chairman and Chief Executive Officer
FujiColor Photo Service, Inc.

Austin C. Drukker
President
Press Publications, Inc.

Joleen J. Martin
President
CP Test Services, Inc.

Back Row, Left to Right

Walter H. Jones, III
Chairman
Hoke, Inc.

Sam P. Pinyuh
Retired

Harold P. Cook, III
Cook & Rumana
Attorneys-at-Law

Joseph L. Vozza
President
Joseph L. Vozza Administrative
Services, Inc.

Andrew B. Abramson
President and Chief Executive Officer
The Value Group, Inc.

Barnett Rukin
Chairman and Chief Executive Officer
Shortline Bus System

Robert E. McEntee
Financial Consultant

Willard L. Hedden
Retired

Richard F. Tice
President
Tice Farms

Officers and Directors

VALLEY NATIONAL BANCORP

Gerald H. Lipkin
Chairman, President and
Chief Executive Officer

Peter Southway
Vice Chairman

Peter Crocitto
Executive Vice President

Robert M. Meyer
Executive Vice President

Peter John Southway
Executive Vice President

Alan D. Eskow
Senior Vice President, Controller &
Chief Accounting Officer, Secretary

Jack M. Blackin
Senior Vice President and Assistant
Secretary

Wilma Falduto
Assistant Secretary

VALLEY NATIONAL BANCORP/VALLEY NATIONAL BANK

Board of Directors

Gerald H. Lipkin
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Pamela Bronander
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Austin C. Drukker
Willard L. Hedden
Graham O. Jones
Walter H. Jones, III
Gerald Korde

Joleen J. Martin
Robert E. McEntee
William H. McNear
Sam P. Pinyuh
Robert Rachesky

Barnett Rukin
Peter Southway
Richard F. Tice
Leonard J. Vorcheimer
Joseph L. Vozza

VALLEY NATIONAL BANK

Officers

Gerald H. Lipkin
Chairman, President and
Chief Executive Officer

Peter Southway
Vice Chairman

Executive Vice Presidents

Peter Crocitto
Robert M. Meyer
Peter John Southway

First Senior Vice Presidents

Albert L. Engel
Robert J. Farmon
Robert E. Farrell
Richard P. Garber
Alan D. Lipsky
Robert J. Mulligan
John H. Prol

Senior Vice Presidents

Jack M. Blackin
Laura Blackwell
Franklin Bollhorst
Carol B. Diesner
Lawrence E. Flack
John S. Harris
Peter T. Jackey
D. Franklin Larsen
Edward L. Lawrence
Barbara Mohrbutter
Bernadette M. Mueller
John J. Murphy
Kenneth W. Nickel
Garret G. Nieuwenhuis
Susan S. Pinn
Richard M. Seguire
Thomas Sparkes

Senior Vice President and General Counsel

Lucinda P. Long

Senior Vice President and Trust Officer

Stephen P. Cosgrove

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AUTO DEALER Advisory Board

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Newton Motorsport, Inc.

P. Russell Bodrato
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All Brands Auto Sales, Inc.

Irwin Burack
President
Burack Chevrolet-Oldsmobile, Inc.

Steven K. Cooper
Vice President
Jack Trebour Ford Suzuki

Sanford Dorf
President
D & C Chevrolet Company

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Corporate Address

Valley National Bancorp
1455 Valley Road
Wayne, New Jersey 07470
(973) 305-8800

Stock Listing

Valley National Bancorp common stock is traded on the New York Stock Exchange under the symbol VLY.

Form 10-K

Persons may obtain a copy of Valley National Bancorp's 1998 Annual Report or Form 10-K by submitting a request in writing to:

Dianne M. Grenz
Assistant Vice President
Shareholder Relations Department
Valley National Bancorp
1455 Valley Road
Wayne, New Jersey 07470

Financial Information

Investors, security analysts and others seeking financial information should submit a request in writing to:

Alan D. Eskow
Senior Vice President & Controller
Valley National Bancorp
1455 Valley Road
Wayne, New Jersey 07470

Shareholder Inquiries, Dividend Reinvestment Plan, and Registrar and Transfer Agent

For information regarding share accounts of common stock or Valley's Dividend Reinvestment Plan, please contact the Registrar and Transfer Agent or Valley National Bancorp:

American Stock Transfer & Trust Company
40 Wall Street
New York, New York 10005
Attn: Shareholder Relations Department
(800) 937-5449

Dividend Reinvestment Plan
(800) 278-4353

Valley National Bancorp
Attn: Shareholders Relations Department
(800) 526-7430, ext. 3380
(973) 305-3380



Dianne M. Grenz
Assistant Vice President
Shareholder Relations Department

Valley National Bank Branch Locations

105 Branches in 71 Communities

Bergen County

Bogota 325 Palisade Avenue	Hillsdale 24 Broadway	Northvale 151 Paris Avenue	Ridgefield 868 Broad Street
Elmwood Park 80 Broadway	Ho-Ho-Kus 18 Sycamore Avenue	Oakland 350 Ramapo Valley Road	Ridgewood 44 Godwin Avenue
Englewood 80 West Street 41-43 Palisades Avenue	Lyndhurst 456 Valley Brook Avenue	Oradell 350 Kinderkamack Road	Rochelle Park 405 Rochelle Avenue
Fair Lawn 31-00 Broadway 20-24 Fair Lawn Avenue 139 Lincoln Avenue	Midland Park 207 Franklin Avenue	Paramus Bergen Mall Route 4 & Forest Avenue Fashion Center Route 17 & Ridgewood Avenue 80 East Ridgewood Avenue East 58 Midland Avenue	Tenafly 85 County Road
Fort Lee 2180 Lemoine Avenue 2121 Lemoine Avenue 1372 Palisades Avenue	Moonachie Moonachie Road & East Joseph Street	Waldwick 67 Franklin Turnpike	Wyckoff 356 Franklin Avenue
Hackensack 3 University Plaza	New Milford 243 Main Street	Ramsey 10 South Franklin Turnpike	
	North Arlington 629 Ridge Road		

Essex County

Belleville 22 Bloomfield Avenue 381 Franklin Avenue 237 Washington Avenue	Fairfield 167 Fairfield Avenue One Passaic Avenue 363 Route 46 West	Maplewood 142 Maplewood Avenue 740 Irvington Avenue	North Caldwell 9 Bloomfield Avenue
Bloomfield 548 Broad Street 1422 Broad Street	Livingston 73 South Livingston Avenue 531 South Livingston Avenue	Newark 167 Bloomfield Avenue Ferry Plaza Shopping Center, Ferry Street 784 Mount Prospect Avenue	Nutley 371 Franklin Avenue 171 River Road & Park Avenue
		West Caldwell 1059 Bloomfield Avenue 540 Passaic Avenue	

Hudson County

East Newark 710 North 4th Street	Kearny 100 Central Avenue 256 Kearny Avenue 72-80 Midland Avenue	South Plainfield 100 Durham Avenue
Harrison 433 Harrison Avenue	Secaucus 40 Meadowlands Parkway	
	West New York 5712 Bergenline Avenue	

Morris County

Budd Lake 202 Route 46 & Mt. Olive Road 342 Route 46	Dover 100 E. Blackwell Street	Landing 101 Center Street	Morristown 10 Madison Avenue
Chester 151 Route 206	East Hanover Route 10 West & Murray Road	Mine Hill 271-273 Route 46	Parsippany Arlington Plaza, 800 Route 46
	Jefferson Township 715 Route 15 South	Morris Plains 51 Gibraltar Drive	Succasunna 250 Route 10

Passaic County

Clifton 505 Allwood Road 925 Allwood Road 1006 Route 46	Passaic 211 Main Avenue 615 Main Avenue 128 Market Street 545 Paulison Avenue 506 Van Houten Avenue	Pompton Lakes 516 Wanaque Avenue	Somerset County Green Brook 302-306 Route 22 West
Little Falls 171 Browertown Road		Wayne 200 Black Oak Ridge Road 1445 Valley Road 1345 Willowbrook Mall, Main Mall Entrance 1504 Route 23 North Valley Road at Peakness Avenue 1501 Hamburg Turnpike	North Plainfield 350 Rock Avenue
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