FORM 10-Q

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Quarterly Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2003

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ____________________ to ____________________

For Quarter Ended September 30, 2003   Commission file number: 2-96350

CNB Corporation
(Exact name of registrant as specified in its charter)

South Carolina	**57-0792402**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**
P.O. Box 320, Conway, South Carolina	**29528**
(Address of principal executive offices)	**(Zip Code)**

(Registrant's telephone number, including area code): (803) 248-5721

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X . No ___.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12 b-2 of the Exchange Act).
Yes ___. No X .

State the number of shares outstanding of the issuers shares of common equity as of the latest practical date: 716,925 shares of common stock, par value $10 per share, October 31, 2003.

CNB Corporation

CNB Corporation and Subsidiary
Consolidated Balance Sheets
(All Dollar Amounts, Except Per Share Data, in Thousands)
(Unaudited)

ASSETS:	Sept. 30, 2003	December 31, 2002	Sept. 30, 2002
Cash and due from banks	$ 21,621	$ 25,217	$ 22,824
Interest bearing deposits with banks	0	0	0
Investment Securities (Fair values of $9,448 at September 30, 2003, $13,702 at December 31, 2002, and $14,775 at September 30, 2002)	8,962	13,105	14,069
Securities Available for Sale (Amortized cost of $183,174 at September 30, 2003, $159,341 at December 31, 2002, and $173,770 at September 30, 2002)	188,292	165,914	179,904
Federal Funds sold and securities purchased under agreement to resell	35,000	22,000	17,900
Loans:			
Total loans	343,210	325,622	314,031
Less reserve for possible loan losses	(4,498)	(4,155)	(4,109)
Net loans	338,712	321,467	309,922
Bank premises and equipment	15,020	12,449	12,022
Other assets	9,209	9,338	9,148
Total assets	$616,816	$569,490	$565,789
LIABILITIES AND STOCKHOLDERS' EQUITY:			
Deposits:			
Non-interest bearing	107,888	$100,225	97,486
Interest-bearing	405,842	368,084	369,968
Total deposits	513,730	468,309	467,454
Federal funds purchased and securities sold under agreement to repurchase	32,060	26,219	24,007
Other short-term borrowings	1,107	6,509	7,052
Other liabilities	3,691	7,328	4,655
Total liabilities	550,588	508,365	503,168
Stockholders' equity:			
Common stock, par value $10 per share: Authorized 1,500,000 in 2003 and 2002; issued 718,246 in 2003 and 2002	7,182	7,182	7,182
Surplus	34,792	34,783	34,780
Undivided Profits	21,343	15,318	16,712
Net Unrealized Holding Gains (Losses) on Available-For-Sale Securities	3,071	3,944	4,101
Less: Treasury stock	(160)	(102)	(154)
Total stockholders' equity	66,228	61,125	62,621
Total liabilities and stockholders' equity	$616,816	$569,490	$565,789

CNB Corporation and Subsidiary
Consolidated Statement of Income
(All Dollar Amounts, Except Per Share Data, in Thousands)
(Unaudited)

	Three Months Ended Sept. 30, 2003	Three Months Ended Sept. 30, 2002	Nine Months Ended Sept. 30, 2003	Nine Months Ended Sept. 30, 2002
Interest Income:				
Interest and fees on loans	$ 5,608	$ 5,623	$ 16,956	$ 16,774
Interest on investment securities:				
Taxable investment securities	1,610	2,006	4,885	5,621
Tax-exempt investment securities	256	283	782	854
Interest on federal funds sold and securities purchased under agreement to resell	86	124	197	307
Total interest income	7,560	8,036	22,820	23,556
Interest Expense:				
Interest on deposits	1,669	2,147	5,323	6,465
Interest on federal funds purchased and securities sold under agreement to repurchase	77	124	253	402
Interest on other short-term borrowings	4	32	11	97
Total interest expense	1,750	2,303	5,587	6,964
Net interest income	5,810	5,733	17,233	16,592
Provision for possible loan losses	250	270	750	760
Net interest income after provision for possible loan losses	5,560	5,463	16,483	15,832
Other income:				
Service charges on deposit accounts	846	818	2,562	2,388
Gains/(Losses) on available-for-sale securities	0	0	154	183
Other operating income	816	638	1,909	1,537
Total other income	1,662	1,456	4,625	4,108
Other expenses:				
Salaries and employee benefits	2,512	2,394	7,718	7,114
Occupancy expense	541	510	1,594	1,479
Other operating expenses	1,049	1,010	3,002	2,758
Total operating expenses	4,102	3,914	12,314	11,351
Income before income taxes	3,120	3,005	8,794	8,589
Income tax provision	1,002	976	2,770	2,703
Net income	2,118	2,029	6,024	5,886
Per share data:				
Net income per weighted average shares outstanding	$ 2.95	$ 2.83	$ 8.39	$ 8.21
Cash dividend paid per share	$ 0	$ 0	$ 0	$ 0
Book value per actual number of shares outstanding	$ 92.37	$ 87.36	$ 92.37	$ 87.36
Weighted average number of shares outstanding	717,698	716,746	717,698	716,746
Actual number of shares outstanding	716,957	716,794	716,957	716,794

CNB Corporation and Subsidiary
Consolidated Statement of Comprehensive Income
(All Dollar Amounts, Except Per Share Data, in Thousands)
(Unaudited)

	Three Months Ended Sept. 30,		Nine Months Ended Sept. 30,	
	2003	2002	2003	2002
Net Income	$ 2,118	$2,029	$6,024	$5,886
Other comprehensive income, net of tax				
Unrealized gains/(losses) on securities:				
Unrealized holding gains/(losses) during period	(1,421)	1,464	(873)	2,666
Net Comprehensive Income	$ 697	$3,493	$5,151	$8,552

CNB Corporation and Subsidiary
Consolidated Statement of Changes in Stockholders' Equity
(All Dollar Amounts in Thousands)
(Unaudited)

	Nine Months Ended Sept. 30, 2003	Nine Months Ended Sept. 30, 2002
Common Stock:		
($10 par value; 1,500,000 shares authorized)		
Balance, January 1	7,182	7,182
Issuance of Common Stock	None	None
Balance at end of period	7,182	7,182
Surplus:		
Balance, January 1	34,783	34,774
Issuance of Common Stock	None	None
Gain on sale of Treasury stock	9	6
Balance at end of period	34,792	34,780
Undivided profits:		
Balance, January 1	15,318	10,826
Net Income	6,024	5,886
Cash dividends declared	None	None
Balance at end of period	21,343	16,712
Net unrealized holding gains/(losses) on Available-for-sale securities:		
Balance, January 1	3,944	1,435
Change in net unrealized gains/(losses)	(873)	2,666
Balance at end of period	3,071	4,101
Treasury stock:		
Balance, January 1 (951 shares in 2003; 2,134 shares in 2002)	(102)	(221)
Purchase of treasury stock	(232)	(68)
Reissue of treasury stock	174	135
Balance at end of period (1,289 shares in 2003; 1,452 shares in 2002)	(160)	(154)
Total stockholders' equity	66,228	62,621

Note: Columns may not add due to rounding.

CNB CORPORATION AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	For the nine-month period ended Sept. 30, 2003	For the nine-month period ended Sept. 30, 2002
OPERATING ACTIVITIES		
Net Income	$ 6,024	$ 5,886
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	517	479
Provision for loan losses	750	760
Provision for deferred income taxes	(837)	(1,503)
Loss (gain) on sale of investment securities	(154)	183
(Increase) decrease in accrued interest receivable	498	85
(Increase) decrease in other assets	(369)	(194)
(Decrease) increase in other liabilities	17	755
Net cash provided by operating activities	6,446	6,451
INVESTING ACTIVITIES		
Proceeds from sale of investment securities available for sale	6,529	6,017
Proceeds from maturities/calls of investment securities held to maturity	4,143	6,636
Proceeds from maturities/calls of investment securities available for sale	54,008	25,131
Purchase of investment securities available for sale	(84,216)	(67,120)
(Increase) decrease in federal funds sold	(13,000)	(13,950)
(Increase) decrease in loans	(17,588)	(17,424)
Premises and equipment expenditures	(3,088)	(1,216)
Net cash provided by (used for) investing activities	(53,212)	(61,926)
FINANCING ACTIVITIES		
Dividends paid	(2,690)	(2,507)
Increase (decrease) in deposits	45,421	56,811
(Decrease) increase in securities sold under repurchase agreement	5,841	(8,814)
(Decrease) increase in other short-term borrowings	(5,402)	4,914
Net cash provided by (used for) financing activities	43,170	50,404
Net increase (decrease) in cash and due from banks	(3,596)	(5,071)
CASH AND DUE FROM BANKS, BEGINNING OF YEAR	25,217	27,895
CASH AND DUE FROM BANKS, SEPT. 30, 2003 AND 2002	$ 21,621	$ 22,824
CASH PAID (RECEIVED) FOR:		
Interest	$ 5,911	$ 7,800
Income taxes	$ 2,759	$ 2,697

CNB CORPORATION AND SUBSIDIARY (The "Corporation")

CNB CORPORATION (The "Parent")

THE CONWAY NATIONAL BANK (The "Bank")

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(All Dollar Amounts in Thousands)

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Net income per share - Net income per share is computed on the basis of the weighted average number of common shares outstanding, 717,698 for the nine-month period ended September 30, 2003 and 716,746 for the nine-month period ended September 30, 2002.

NOTE 2 - RESTRICTIONS ON CASH AND DUE FROM BANKS

The Bank is required to maintain average reserve balances either at the Bank or on deposit with the Federal Reserve Bank. The average amount of these reserve balances for the nine-month period ended September 30, 2003 and for the years ended December 31, 2002 and 2001 were approximately $11,441, $10,346 and $9,103, respectively.

NOTE 3 - INVESTMENT SECURITIES

Investment securities with a par value of approximately $84,030 at September 30, 2003 and $79,880 at December 31, 2002 were pledged to secure public deposits and for other purposes required by law.

The following summaries reflect the book value, unrealized gains and losses, approximate market value, and tax-equivalent yields of investment securities at September 30, 2003 and at December 31, 2002.

	September 30, 2003				
	Book Value	Unrealized Holding Gains	Unrealized Holding Losses	Fair Value	Yield(1)
AVAILABLE FOR SALE					
United States Treasury	$ 0	$ -	$ -	$ 0	-
Federal agencies					
Within one year	7,304	179	-	7,483	4.23%
One to five years	157,846	4,168	207	161,807	3.97
	165,150	4,347	207	169,290	3.98
Mortgage Backed Securities		-			
over ten years	1,086	-	16	1,070	3.58%
State, county and municipal					
Within one year	186	3	-	189	7.02%
One to five years	10,084	523	-	10,607	5.64
Six to ten years	6,363	468	-	6,831	7.00
	16,633	994	-	17,627	6.18
Other Securities	305	-	-	305	-
Total available for sale	$183,174	$5,341	$ 223	$188,292	4.17%
HELD TO MATURITY					
United States Treasury	$ 0	-	-	0	-%
Federal agencies					
Within one year	2,001	80	-	2,081	6.44%
	2,001	80	-	2,081	6.44%
State, county and municipal					
Within one year	1,811	26	-	1,837	6.93%
One to five years	3,717	264	-	3,981	7.27
Six to ten years	1,433	116	-	1,549	6.97
	6,961	406	-	7,367	7.12
Total held to maturity	$ 8,962	$ 486	$ -	$ 9,448	6.97%

(1) Tax equivalent adjustment based on a 34% tax rate.

As of the quarter ended September 30, 2003, the Bank did not hold any securities of an issuer that exceeded 10% of stockholders' equity. The net unrealized holding gains/(losses) on available-for-sale securities component of capital is $3,071 as of September 30, 2003.

NOTE 3 - INVESTMENT SECURITIES (Continued)

	December 31, 2002				
	Book Value	Unrealized Holding Gains	Unrealized Holding Losses	Fair Value	Yield(1)
AVAILABLE FOR SALE					
United States Treasury	$ 0	$ -	$ -	$ 0	-%
Federal agencies					
Within one year	9,448	230	-	9,678	5.89
One to five years	122,681	4,885	-	127,566	4.80
Six to ten years	10,000	567	-	10,567	5.96
	142,129	5,682	-	147,811	4.96
State, county and municipal					
One to five years	8,192	340	-	8,532	5.22
Six to ten years	8,722	551	-	9,273	6.40
	16,914	891	-	17,805	5.83
Other - CRA Qualified Investment Fund	298	-	-	298	-
Total available for sale	$159,341	$6,573	$ -	$165,914	5.05%
HELD TO MATURITY					
United States Treasury	$ 0	-	-	0	-%
Federal agencies					
Within one year	2,000	8	-	2,008	6.38
One to Five years	2,002	131	-	2,133	6.44
	4,002	139	-	4,141	6.41
State, county and municipal					
Within one year	2,675	36	-	2,711	6.18%
One to five years	4,592	296	-	4,888	6.70
Six to ten years	1,836	126	-	1,962	6.60
	9,103	458	-	9,561	6.53
Total held to maturity	$13,105	$ 597	$ -	$13,702	6.49%

(1) Tax equivalent adjustment based on a 34% tax rate

As of the quarter ended December 31, 2002, the Bank did not hold any securities of an issuer that exceeded 10% of stockholders' equity. The net unrealized holding gains/(losses) on available-for-sale securities component of capital is $3,944 as of December 31, 2002.

NOTE 4 - LOANS AND ALLOWANCE FOR LOAN LOSSES

The following is a summary of loans at September 30, 2003 and December 31, 2002 by major classification:

	Sept. 30, 2003	December 31, 2002
Real estate loans - mortage	$220,073	$214,554
- construction	35,206	28,297
Commercial and industrial loans	52,448	47,631
Loans to individuals for household, family and other consumer expenditures	32,174	31,953
Agriculture	1,770	1,674
All other loans, including overdrafts	1,539	1,513
Gross loans	343,210	325,622
Less reserve for loan losses	(4,498)	(4,155)
Net loans	338,712	321,467

NOTE 4 - LOANS AND ALLOWANCE FOR LOAN LOSSES, continued

Changes in the allowance for loan losses for the quarter ended and nine-month period ended September 30, 2003 and 2002 and the year ended December 31, 2002 are summarized as follows:

	Quarter Ended Sept. 30, 2003	Quarter Ended Sept. 30, 2002	Nine Months Ended Sept. 30, 2003	Nine Months Ended Sept. 30, 2002	December 31, 2002
Balance, beginning of period	$ 4,564	$ 3,984	$ 4,155	$ 3,763	$ 3,763
Charge-offs:					
Commercial, financial, and agricultural	246	163	295	323	412
Real Estate - construction and mortgage	4	36	48	81	97
Loans to individuals	118	45	281	318	447
Total charge-offs	$ 368	$ 244	$ 624	$ 722	$ 956
Recoveries:					
Commercial, financial, and agricultural	$ 25	$ 54	$ 83	$ 174	$ 191
Real Estate - construction and mortgage	3	16	11	29	30
Loans to individuals	24	29	123	105	142
Total recoveries	$ 52	$ 99	$ 217	$ 308	$ 363
Net charge-offs/(recoveries)	$ 316	$ 145	$ 407	$ 414	$ 593
Additions charge to operations	$ 250	$ 270	$ 750	$ 760	$ 985
Balance, end of period	$ 4,498	$ 4,109	$ 4,498	$ 4,109	$ 4,155
Ratio of net charge-offs during the period to average loans outstanding during the period	.09%	.05%	.12%	.13%	.19%

The entire balance is available to absorb future loan losses.

At September 30, 2003 and December 31, 2002 loans on which no interest was being accrued totalled approximately $363 and $697, respectively and foreclosed real estate totalled $0 and $107, respectively; and loans 90 days past due and still accruing totalled $105 and $118, respectively.

OTHER INTEREST-BEARING ASSETS

As of September 30, 2003, the Company does not have any interest-bearing assets that would be required to be disclosed under Item III.C.1. or 2. if such assets were loans.

NOTE 5 - PREMISES AND EQUIPMENT

Property at September 30, 2003 and December 31, 2002 is summarized as follows:

	Sept. 30 2003	December 31, 2002
Land and buildings	$ 14,951	$ 14,735
Furniture, fixtures and equipment	7,046	6,635
Construction in progress	3,056	596
	$ 25,053	$ 21,966
Less accumulated depreciation and amortization	10,033	9,517
	$ 15,020	$ 12,449

Depreciation and amortization of bank premises and equipment charged to operating expense was $173 and $517 for the quarter ended and the nine-month period ended September 30, 2003, respectively and $727 for the year ended December 31, 2002.

NOTE 6 - CERTIFICATES OF DEPOSIT IN EXCESS OF $100,000

At September 30, 2003 and December 31, 2002, certificates of deposit of $100,000 or more included in time deposits totaled approximately $94,886 and $84,729 respectively. Interest expense on these deposits was approximately $472 and $1,493 for the quarter ended and the nine-month period ended September 30, 2003, respectively, and $2,448 for the year ended December 31, 2002.

NOTE 7 - SECURITIES SOLD UNDER REPURCHASE AGREEMENTS

At September 30, 2003 and December 31, 2002, securities sold under repurchase agreements totaled $32,060 and $26,219. U.S. Government securities with a book value of $33,130 ($34,519 market value) and $28,235 ($30,123 market value), respectively, are used as collateral for the agreements. The weighted-average interest rate of these agreements was .99 percent and 1.41 percent at September 30, 2003 and December 31, 2002.

NOTE 8 - LINES OF CREDIT

At September 30, 2003, the Bank had unused short-term lines of credit to purchase Federal Funds from unrelated banks totaling $27,000. These lines of credit are available on a one to seven day basis for general corporate purposes of the Bank. All of the lenders have reserved the right to withdraw these lines at their option.

The Bank has a demand note through the U.S. Treasury, Tax and Loan system with the Federal Reserve Bank of Richmond. The Bank may borrow up to $7,000 under the arrangement at a variable interest rate. The note is secured by U.S. Treasury and Agency Notes with a market value of $6,313 at September 30, 2003. The amount outstanding under the note totaled $1,107 and $6,509 at September 30, 2003 and December 31, 2002, respectively.

The Bank also has a line of credit from the Federal Home Loan Bank of Atlanta for $92,347 secured by a lien on the Bank’s 1-4 family mortgages. Allowable terms range from overnight to twenty years at varying rates set daily by the FHLB. The amount outstanding under the agreement totalled $0 and $0 at September 30, 2003 and December 31, 2002, respectively.

NOTE 9 - INCOME TAXES

Income tax expense for the quarter ended September 30, 2003 and September 30, 2002 on pretax income of $3,120 and $3,005 totalled $1,002 and $976 respectively. Income tax expense for the nine-month period ended September 30, 2003 and September 30, 2002 on pretax income of $8,794 and $8,589 totalled $2,770 and $2,703 respectively. The provision for federal income taxes is calculated by applying the 34% statutory federal income tax rate and increasing or reducing this amount due to any tax-exempt interest, state bank tax (net of federal benefit), business credits, surtax exemption, tax preferences, alternative minimum tax calculations, or other factor. A summary of income tax components and a reconciliation of income taxes to the federal statutory rate are included in fiscal year-end reports.

NOTE 9 - INCOME TAXES (Continued)

The Company accounts for income taxes in accordance with Statement of Financial Accounting Standards ("SFAS") No. 109, "Accounting for Income Taxes".

NOTE 10 - COMMITMENTS AND CONTINGENT LIABILITIES

From time to time the bank subsidiary is a party to various litigation, both as plaintiff and as defendant, arising from its normal operations. No material losses are anticipated in connection with any of these matters at September 30, 2003.

Also, in the normal course of business, the bank subsidiary has outstanding commitments to extend credit and other contingent liabilities, which are not reflected in the accompanying financial statements. At September 30, 2003, commitments to extend credit totalled $35,733; financial standby letters of credit totalled $737; and performance standby letters of credit totalled $60. In the opinion of management, no material losses or liabilities are expected as a result of these transactions.

Additionally, the bank subsidiary has an outstanding commitment for the construction of a new main banking office in Conway, S.C. in the amount of $5,093.

NOTE 11 - EMPLOYEE BENEFIT PLAN

The Bank has a defined contribution pension plan covering all employees who have attained age twenty-one and have a minimum of one year of service. Upon ongoing approval of the Board of Directors, the Bank matches one hundred percent of employee contributions up to three percent of employee salary deferred and fifty percent of employee contributions in excess of three percent and up to five percent of salary deferred. The Board of Directors may also make discretionary contributions to the Plan. For the three-month and nine-month periods ended September 30, 2003 and years ended December 31, 2002, 2001, and 2000, $137, $411, $510, $426, and $404, respectively, was charged to operations under the plan.

NOTE 12 - REGULATORY MATTERS

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary - actions by regulators that, if undertaken, could have a direct material effect on the financial statements. The regulations require the Bank to meet specific capital adequacy guidelines that involve quantitative measures of assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital classification is also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the maintenance of minimum amounts and ratios (set forth in the table below) of Tier I capital to adjusted total assets (Leverage Capital ratio) and minimum ratios of Tier I and total capital to risk-weighted assets. To be considered adequately capitalized under the regulatory framework for prompt corrective action, the Bank must maintain minimum Tier I leverage, Tier I risk-based and total risked-based ratios as set forth in the table. The Bank's actual capital ratios are presented in the table below as of September 30, 2003:

	Actual		For Capital adequacy Purposes Minimum		To be well capitalized under prompt corrective action provisions Minimum	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total Capital (to risk weighted assets)	$63,682	17.28%	$29,489	8.0%	$36,862	10.0%
Tier I Capital (to risk weighted assets)	59,184	16.06	14,745	4.0	22,117	6.0
Tier I Capital (to avg.assets	59,184	10.13	23,380	4.0	29,226	5.0

NOTE 13 - CONDENSED FINANCIAL INFORMATION

Following is condensed financial information of CNB Corporation (parent company only):

CONDENSED BALANCED SHEET
SEPTEMBER 30, 2003
(Unaudited)

ASSETS	
Cash	$ 2,930
Investment in subsidiary	62,255
Fixed assets	1,006
Other assets	37
	$ 66,228
LIABILITIES AND STOCKHOLDERS' EQUITY	
Other liability	$ 0
Stockholders' equity	66,228
	$ 66,228

CONDENSED STATEMENT OF INCOME
For the nine-month period ended September 30, 2003
(Unaudited)

EQUITY IN NET INCOME OF SUBSIDIARY	$ 6,074
OTHER INCOME	0
OTHER EXPENSES	(50)
Net Income	$ 6,024

DISCUSSION OF FORWARD-LOOKING STATEMENTS

Information in the enclosed report, other than historical information, may contain forward-looking statements that involve risks and uncertainties, including, but not limited to, timing of certain business initiatives of the Company, the Company’s interest rate risk condition, and future regulatory actions of the Comptroller of the Currency and Federal Reserve System. It is important to note that the Company’s actual results may differ materially and adversely from those discussed in forward-looking statements.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis is provided to afford a clearer understanding of the major elements of the corporation's results of operations, financial condition, liquidity, and capital resources. The following discussion should be read in conjunction with the corporation's financial statements and notes thereto and other detailed information appearing elsewhere in this report. In addition, the results of operations for the interim periods shown in this report are not necessarily indicative of results to be expected for the fiscal year. The accompanying consolidated financial statements include all accounts of the Company and the Bank. All significant intercompany accounts and transactions have been eliminated in consolidation. The accompanying unaudited consolidated financial statements at September 30, 2003 and for the three-month and nine-month periods ending September 30, 2003 and 2002 have been prepared in accordance with generally accepted accounting principles ("GAAP") for interim financial information and with the instructions to Form 10-Q for the Securities and Exchange Commission. Accordingly, they do not include all information and footnotes required by GAAP for complete financial statements. However, in the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included.

DISTRIBUTION OF ASSETS AND LIABILITIES

The Company maintains a conservative approach in determining the distribution of assets and liabilities. Loans have increased 9.3% from $314,031 at September 30, 2002 to $343,210 at September 30, 2003 and have increased as a percentage of total assets from 55.5% to 55.6% over the same period as loan demand has strengthened in our market. Securities and federal funds sold have shown little change as a percentage of total assets from 37.5% at September 30, 2002 to 37.7% at September 30, 2003. This level of investments and federal funds sold provides for a more than adequate supply of secondary liquidity. Management has sought to build the deposit base with stable, relatively non-interest-sensitive deposits by offering the small to medium deposit account holders a wide array of deposit instruments at competitive rates. Non-interest-bearing demand deposits increased as a percentage of total assets from 17.2% at September 30, 2002 to 17.5% at September 30, 2003. As more customers, both business and personal, are attracted to interest-bearing deposit accounts, we expect the percentage of demand deposits to decline over the long-term. Interest-bearing deposits have increased slightly from 65.4% of total assets at September 30, 2002 to 65.8% at September 30, 2003 while securities sold under agreement to repurchase have increased from 4.2% to 5.2% over the same period.

The following table sets forth the percentage relationship to total assets of significant components of the corporation's balance sheet as of September 30, 2003 and 2002:

	Sept. 30, 2003	Sept. 30, 2002
Assets:		
Earning assets:		
Loans	55.6%	55.5%
Investment securities	1.5	2.5
Securities Available for Sale	30.5	31.8
Federal funds sold and securities purchased under agreement to resell	5.7	3.2
Total earning assets	93.3	93.0
Other assets	6.7	7.0
Total assets	100.0%	100.0%

	Sept. 30, 2003	Sept. 30, 2002
Liabilities and stockholder's equity:		
Interest-bearing liabilities:		
Interest-bearing deposits	65.8%	65.4%
Federal funds purchased and securities sold under agreement to resell	5.2	4.2
Other short-term borrowings	.2	1.3
Total interest-bearing liabilities	71.2	70.9
Noninterest-bearing deposits	17.5	17.2
Other liabilities	.6	.8
Stockholders' equity	10.7	11.1
Total liabilities and stockholders' equity	100.0%	100.0%

RESULTS OF OPERATION

CNB Corporation experienced earnings for the three-month period ended September 30, 2003 and 2002 of $2,118 and $2,029, respectively, resulting in a return on average assets of 1.38% and 1.44% and a return on average stockholders' equity of 12.89% and 13.34%.

CNB Corporation experienced earnings for the nine-month period ended September 30, 2003 and 2002 of $6,024 and $5,886, respectively, resulting in a return on average assets of 1.37% and 1.45% and a return on average stockholders' equity of 12.54% and 13.63%.

The earnings were primarily attributable to net interest margins in each period (see Net Income-Net Interest Income). Other factors include management's ongoing effort to maintain other income at adequate levels (see Net Income - Other Income) and to control other expenses (see Net Income - Other Expenses). This level of earnings, coupled with a conservative dividend policy, have supplied the necessary capital funds to support the growth in total assets. Total assets have increased $51,027 or 9.0% from $565,789 at September 30, 2002 to $616,816 at September 30, 2003. The following table sets forth the financial highlights for the three-month and nine-month periods ending September 30, 2003 and September 30, 2002:

CNB Corporation
CNB Corporation and Subsidiary
FINANCIAL HIGHLIGHTS
(All Dollar Amounts, Except Per Share Data, in Thousands)

	Three-Month Period Ended Sept. 30,			Nine-Month Period Ended Sept. 30,		
	2003	2002	Percent Increase (Decrease)	2003	2002	Percent Increase (Decrease)
Net interest income after provision for loan losses	5,560	5,463	1.8%	16,483	15,832	4.1%
Income before income taxes	3,120	3,005	3.8	8,794	8,589	2.4
Net Income	2,118	2,029	4.4	6,024	5,886	2.3
Per Share	2.95	2.83	4.2	8.39	8.21	2.2
Cash dividends declared	0	0	-	0	0	-
Per Share	0	0	-	0	0	-
Total assets	616,816	565,789	9.0%	616,816	565,789	9.0%
Total deposits	513,730	467,454	9.9	513,730	467,454	9.9
Total Loans	343,210	314,031	9.3	343,210	314,031	9.3
Investment securities and securities available for sale	197,254	193,973	1.7	197,254	193,973	1.7
Stockholders' equity	66,228	62,621	5.8	66,228	62,621	5.8
Book value per share	92.37	87.36	5.7	92.37	87.36	5.7
Ratios (1):						
Annualized return on average total assets	1.38%	1.44%	(4.2)%	1.37%	1.45%	(5.5)%
Annualized return on average stockholders'equity	12.89%	13.34%	(3.4)%	12.54%	13.63%	(8.0)%

(1) For the three-month period ended September 30, 2003 and September 30, 2002, average total assets amounted to $612,261 and $564,936 with average stockholders' equity totaling $65,700 and $60,848, respectively. For the nine-month period ended September 30, 2003 and September 30, 2002, average total assets amounted to $585,555 and $541,906 with average stockholders' equity totaling $64,066 and $57,564 respectively.

NET INCOME

Net Interest Income - Earnings are dependent to a large degree on net interest income, defined as the difference between gross interest and fees earned on earning assets, primarily loans and securities, and interest paid on deposits and borrowed funds. Net interest income is effected by the interest rates earned or paid and by volume changes in loans, securities, deposits, and borrowed funds.

Interest rates paid on deposits and borrowed funds and earned on loans and investments have generally followed the fluctuations in market interest rates in 2003 and 2002. However, fluctuations in market interest rates do not necessarily have a significant impact on net interest income, depending on the bank's rate sensitivity position. A rate sensitive asset (RSA) is any loan or investment that can be repriced either up or down in interest rate within a certain time interval. A rate sensitive liability (RSL) is an interest paying deposit or other liability that can be repriced either up or down in interest rate within a certain time interval. When a proper balance between RSA and RSL exists, market interest rate fluctuations should not have a significant impact on earnings. The larger the imbalance, the greater the interest rate risk assumed by the bank and the greater the positive or negative impact of interest rate fluctuations on earnings. The bank seeks to manage its assets and liabilities in a manner that will limit interest rate risk and thus stabilize long-run earning power. Management believes that a rise or fall in interest rates will not materially effect earnings.

The Bank has maintained net interest margins for the three-month and nine-month periods ended September 30, 2003, of 4.18% and 4.31%, respectively, and 4.46% and 4.49%, respectively, for the same periods in 2002, as compared to management’s long-term target of 4.50%. Net interest margins fell in 2001 due to an unusually rapid decline in market interest rates lowering returns available on loans and investments while interest costs on liabilities did not decline as quickly due to competitive pressure. Margins widened in 2002 as liabilities were re-priced, but falling rates in the first half of 2003 have negatively impacted margins.

Fully-tax-equivalent net interest income showed a 1.5% increase from $5,879 for the three-month period ended September 30, 2002 to $5,966 for the three-month period ended September 30, 2003. During the same period, total fully-tax-equivalent interest income decreased by 5.7% from $8,182 to $7,716 and total interest expense decreased by 24.0% from $2,303 to $1,750. Fully-tax-equivalent net interest income as a percentage of total earning assets has shown a decrease of .28% from 4.46% for the three-month period ended September 30, 2002 to 4.18% for the three-month period ended September 30, 2003.

Fully-tax-equivalent net interest income showed a 3.7% increase from $17,032 for the nine-month period ended September 30, 2002 to $17,660 for the nine-month period ended September 30, 2003. During the same period, total fully-tax-equivalent interest income decreased by 3.1% from $23,996 to $23,247 and total interest expense decreased by 19.8% from $6,964 to $5,587. Fully-tax-equivalent net interest income as a percentage of total earning assets has shown a decrease of .18% from 4.49% for the nine-month period ended September 30, 2002 to 4.31% for the nine-month period ended September 30, 2003.

The tables on the following four pages present selected financial data and an analysis of net interest income.

CNB Corporation and Subsidiary
Selected Financial Data

	Three Months Ended 9/30/03 Avg. Balance	Interest Income/ Expense	Avg. Ann. Yield or Rate	Three Months Ended 9/30/02 Avg. Balance	Interest Income/ Expense(1)	Avg. Ann. Yield or Rate
Assets:						
Earning assets:						
Total loans	$347,292	$ 5,632	6.49%	$310,670	$ 5,623	7.24%
Securities:						
Taxable	160,733	1,610	4.01	161,649	2,006	4.96
Tax-exempt	24,828	388	6.25	27,003	429	6.35
Federal funds sold and securities purchased under agreement to resell	38,132	86	.90	28,018	124	1.77
Total earning assets	570,985	7,716	5.41	527,340	8,182	6.21
Other assets	41,276			37,596		
Total assets	$612,261			$564,936		
Liabilities and stockholder equity						
Interest-bearing liabilities:						
Interest-bearing deposits	$399,589	1,669	1.67	$371,533	2,147	2.31
Federal funds purchased and securities sold under agreement to repurchase	31,197	77	.99	27,336	124	1.81
Other short-term borrowings	1,553	4	1.03	3,867	32	3.31
Total interest-bearing liabilities	$432,339	$ 1,750	1.62	$402,736	$ 2,303	2.29
Noninterest-bearing deposits	109,948			96,670		
Other liabilities	4,274			4,682		
Stockholders' equity	65,700			60,848		
Total liabilities and stockholders' equity	$612,261			$564,936		
Net interest income as a percent of total earning assets	$570,985	$ 5,966	4.18	$527,340	$ 5,879	4.46
(1) Tax-equivalent adjustment based on a 34% tax rate		$ 156			$ 146	

	9/30/03	9/30/02
Ratios:		
Annualized return on average total assets	1.38	1.44
Annualized return on average stockholders' equity	12.89	13.34
Cash dividends declared as a percent of net income	0	0
Average stockholders' equity as a percent of:		
Average total assets	10.73	10.77
Average total deposits	12.89	13.00
Average total loans	18.92	19.59
Average earning assets as a percent of average total assets	93.26	93.35

CNB Corporation and Subsidiary
Selected Financial Data

	Nine Months Ended 9/30/03 Avg. Balance	Interest Income/ Expense	Avg. Ann. Yield or Rate	Nine Months Ended 9/30/02 Avg. Balance	Interest Income/ Expense(1)	Avg. Ann. Yield or Rate
Assets:						
Earning assets:						
Total loans	$344,010	$ 16,980	6.58%	$306,032	$ 16,774	7.31%
Securities:						
Taxable	150,789	4,885	4.32	147,079	5,621	5.10
Tax-exempt	25,540	1,185	6.19	26,871	1,294	6.42
Federal funds sold and securities purchased under agreement to resell	25,618	197	1.03	25,784	307	1.59
Total earning assets	545,957	23,247	5.68	505,766	23,996	6.33
Other assets	39,598			36,140		
Total assets	$585,555			$541,906		
Liabilities and stockholder equity						
Interest-bearing liabilities:						
Interest-bearing deposits	$387,589	5,323	1.83	$358,091	6,465	2.41
Federal funds purchased and securities sold under agreement to repurchase	28,599	253	1.18	29,060	402	1.84
Other short-term borrowings	1,381	11	1.06	3,403	97	3.80
Total interest-bearing liabilities	$417,569	$ 5,587	1.78	$390,554	$ 6,964	2.38
Noninterest-bearing deposits	99,198			89,822		
Other liabilities	4,722			3,966		
Stockholders' equity	64,066			57,564		
Total liabilities and stockholders' equity	$585,555			$541,906		
Net interest income as a percent of total earning assets	$545,957	$ 17,660	4.31	$505,766	$ 17,032	4.49
(1) Tax-equivalent adjustment based on a 34% tax rate		$ 427			$ 440	

	9/30/03	9/30/02
Ratios:		
Annualized return on average total assets	1.37	1.45
Annualized return on average stockholders' equity	12.54	13.63
Cash dividends declared as a percent of net income	0	0
Average stockholders' equity as a percent of:		
Average total assets	10.94	10.62
Average total deposits	13.16	12.85
Average total loans	18.62	18.81
Average earning assets as a percent of average total assets	93.24	93.33

CNB Corporation and Subsidiary
Rate/Volume Variance Analysis
For the Three Months Ended September 30, 2003 and 2002
(Dollars in Thousands)

	Average Volume 2003	Average Volume 2002	Yield/Rate 2003 (1)	Yield/Rate 2002 (1)	Interest Earned/Paid 2003 (1)	Interest Earned/Paid 2002 (1)	Variance	Change Due to Rate	Change Due to Volume	Change Due to Rate X Volume
Earning Assets:										
Total loans	347,292	310,670	6.49%	7.24%	5,632	5,623	9	(583)	663	(71)
Investment securities:										
Taxable	160,733	161,649	4.01%	4.96%	1,610	2,006	(396)	(384)	(12)	0
Tax-exempt	24,828	27,003	6.25%	6.35%	388	429	(41)	(7)	(35)	1
Federal funds sold and Securities purchased under agreement to resell	38,132	28,018	.90%	1.77%	86	124	(38)	(61)	45	(22)
Total Earning Assets	570,985	527,340	5.41%	6.21%	7,716	8,182	(466)	(1,035)	661	(92)
Interest-bearing Liabilities:										
Interest-bearing deposits	399,589	371,533	1.67%	2.31%	1,669	2,147	(478)	(594)	162	(46)
Federal funds purchased and securities sold under agreement to repurchase	31,197	27,336	.99%	1.81%	77	124	(47)	(56)	17	(8)
Other short-term borrowings	1,553	3,867	1.03%	3.31%	4	32	(28)	(22)	(19)	13
Total Interest-bearing Liabilities	432,339	402,736	1.62%	2.29%	1,750	2,303	(553)	(672)	160	(41)
Interest-free Funds Supporting Earning Assets	138,646	124,604								
Total Funds Supporting Earning Assets	570,985	527,340	1.23%	1.75%	1,750	2,303	(553)	(672)	160	(41)
Interest Rate Spread			3.79%	3.92%						
Impact of Non-interest-bearing Funds on Net Yield on Earning Assets			.39%	.54%						
Net Yield on Earning Assets			4.18%	4.46%	5,966	5,879				

(1) Tax-equivalent adjustment based on a 34% tax rate.
(2) Includes non-accruing loans which does not have a material effect on the Net Yield on Earning Assets.

CNB Corporation and Subsidiary
Rate/Volume Variance Analysis
For the Nine Months Ended September 30, 2003 and 2002
(Dollars in Thousands)

	Average Volume 2003	Average Volume 2002	Yield/Rate 2003 (1)	Yield/Rate 2002 (1)	Interest Earned/Paid 2003 (1)	Interest Earned/Paid 2002 (1)	Variance	Change Due to Rate	Change Due to Volume	Change Due to Rate X Volume
Earning Assets:										
Total loans	344,010	306,032	6.58%	7.31%	16,980	16,774	206	(1,676)	2,082	(200)
Investment securities:										
Taxable	150,789	147,079	4.32%	5.10%	4,885	5,621	(736)	(860)	142	(18)
Tax-exempt	25,540	26,871	6.19%	6.42%	1,185	1,294	(109)	(46)	(63)	0
Federal funds sold and Securities purchased under agreement to resell	25,618	25,784	1.03%	1.59%	197	307	(110)	(108)	(2)	0
Total Earning Assets	545,957	505,766	5.68%	6.33%	23,247	23,996	(749)	(2,690)	2,159	(218)
Interest-bearing Liabilities:										
Interest-bearing deposits	387,589	358,091	1.83%	2.41%	5,323	6,465	(1,142)	(1,558)	533	(117)
Federal funds purchased and securities sold under agreement to repurchase	28,599	29,060	1.18%	1.84%	253	402	(149)	(144)	(6)	1
Other short-term borrowings	1,381	3,403	1.06%	3.80%	11	97	(86)	(70)	(58)	42
Total Interest-bearing Liabilities	417,569	390,554	1.78%	2.38%	5,587	6,964	(1,377)	(1,772)	469	(74)
Interest-free Funds Supporting Earning Assets	128,388	115,212								
Total Funds Supporting Earning Assets	545,957	505,766	1.37%	1.84%	5,587	6,964	(1,377)	(1,772)	469	(74)
Interest Rate Spread			3.90%	3.95%						
Impact of Non-interest-bearing Funds on Net Yield on Earning Assets			.41%	.54%						
Net Yield on Earning Assets			4.31%	4.49%	17,660	17,032				

(1) Tax-equivalent adjustment based on a 34% tax rate.
(2) Includes non-accruing loans which does not have a material effect on the Net Yield on Earning Assets.

NET INCOME (continued)

Provision for Possible Loan Losses - It is the policy of the bank to maintain the reserve for possible loan losses at the greater of 1.20% of net loans or the percentage based on the actual loan loss experience over the previous five years. In addition, management may increase the reserve to a level above these guidelines to cover potential losses identified in the portfolio.

The provision for possible loan losses was $250 for the three-month period ended September 30, 2003 and $270 for the three-month period ended September 30, 2002. Net loan charge-offs/(recoveries) totaled $316 for the three-month period ended September 30, 2003 and $145 for the same period in 2002.

The provision for possible loan losses was $750 for the nine-month period ended September 30, 2003 and $760 for the nine-month period ended September 30, 2002. Net loan charge-offs/(recoveries) totaled $407 for the nine-month period ended September 30, 2003 and $414 for the same period in 2002.

The reserve for possible loan losses as a percentage of net loans was 1.33% at September 30, 2003 and 1.33% at September 30, 2002.

Securities Transactions - Security gains of $154 were taken during the first quarter of 2003 and $183 during the first quarter of 2002 to take advantage of a steeply-sloping yield curve. At September 30, 2003, December 31, 2002, and September 30, 2002 market value appreciation/(depreciation) in the securities portfolio totaled $5,604, $7,170, and $6,840. As indicated, market values have remained strong due to lower market interest rates.

Other Income - Other income, net of any gains/losses on security transactions, increased by 14.1% from $1,456 for the three-month period ended September 30, 2002 to $1,662 for the three-month period ended September 30, 2003.

Other income, net of any gains/losses on security transactions, increased by 13.9% from $3,925 for the nine-month period ended September 30, 2002 to $4,471 for the nine-month period ended September 30, 2003.

This increase in the three-month and nine-month period ended September 30, 2003 other income was due to an increase in deposit account volumes, higher merchant discount income, and an increase in volume in the mortgage loan department.

Other Expenses - Other expenses increased by 4.8% from $3,914 for the three-month period ended September 30, 2002 to $4,102 for the three-month period ended September 30, 2003. The major components of other expenses are salaries and employee benefits which increased 4.9% from $2,394 to $2,512; occupancy expense which increased 6.1% from $510 to $541; and other operating expenses which increased by 3.9% from $1,010 to $1,049.

Other expenses increased by 8.5% from $11,351 for the nine-month period ended September 30, 2002 to $12,314 for the nine-month period ended September 30, 2003. The major components of other expenses are salaries and employee benefits which increased 8.5% from $7,114 to $7,718; occupancy expense which increased 7.8% from $1,479 to $1,594; and other operating expense which increased by 8.8% from $2,758 to $3,002.

NET INCOME (continued)

The increase in the three-month and nine-month period ended September 30, 2003 salaries and employee benefits was due to normal pay increments and the increased costs of providing employee benefits, particularly health insurance coverage, and the addition of the North Myrtle Beach Office. Looking ahead, occupancy expense will grow in late 2003 due to the construction of a new Main Office Banking Center.

Income Taxes - Provisions for income taxes increased 2.7% from $976 for the three-month period ended September 30, 2002 to $1,002 for the three-month period ended September 30, 2003. Income before income taxes less interest on tax-exempt investment securities increased by 5.2% from $2,722 for the three-month period ended September 30, 2002 to $2,864 for the same period in 2003. State tax liability increased as income before income taxes increased 3.8% from $3,005 to $3,120 during the same period.

Provisions for income taxes increased 2.5% from $2,703 for the nine-month period ended September 30, 2002 to $2,770 for the nine-month period ended September 30, 2003. Income before income taxes less interest on tax-exempt investment securities increased by 3.6% from $7,735 for the nine-month period ended September 30, 2002 to $8,012 for the same period in 2003 and state tax liability increased as income before income taxes increased 2.9% from $8,589 to $8,794 during the same period.

LIQUIDITY

The bank's liquidity position is primarily dependent on short-term demands for funds caused by customer credit needs and deposit withdrawals and upon the liquidity of bank assets to meet these needs. The bank's liquidity sources include cash and due from banks, federal funds sold and short-term investments. In addition, the bank has established federal funds lines of credit from correspondent banks and has the ability to borrow funds from the Federal Reserve System and the Federal Home Loan Bank of Atlanta. Management feels that short-term and long-term liquidity sources are more than adequate to meet funding needs.

CAPITAL RESOURCES

Total stockholders' equity was $66,228, $61,125, $53,996 and $48,606 at September 30, 2003, December 31, 2002, December 31, 2001, and December 31, 2000, representing 10.74%, 10.73%, 10.68%, and 10.32% of total assets, respectively. At September 30, 2003, the Bank exceeds quantitative measures established by regulation to ensure capital adequacy (see NOTE 12 - REGULATORY MATTERS). Capital is considered sufficient by management to meet current and prospective capital requirements and to support anticipated growth in bank operations.

EFFECTS OF REGULATORY ACTION

Effective March 11, 2000, the Gramm-Leach-Bliley Act of 1999 allows bank holding companies to elect to be treated as financial holding companies which may engage in a broad range of securities, insurance, and other financial activities. At this time, neither the Company nor the Bank plan to enter these new lines of business. The management of the Company and the Bank is not aware of any current recommendations by the regulatory authorities which, if they were to be implemented, would have a material effect on liquidity, capital resources, or operations.

ACCOUNTING ISSUES

Accounting standards that have been issued or proposed by the Financial Accounting Standards Board and do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption.

RISKS AND UNCERTAINTIES

In the normal course of its business the Company encounters two significant types of risks: economic and regulatory. There are three main components of economic risk: interest rate risk, credit risk and market risk. The Company is subject to interest rate risk to the degree that its interest-bearing liabilities mature or reprice at different speeds, or on different basis, than its interest-earning assets. Credit risk is the risk of default on the Company's loan portfolio that results from borrower's inability or unwillingness to make contractually required payments. Market risk reflects changes in the value of collateral underlying loans receivable and the valuation of real estate held by the Company.

The Company is subject to the regulations of various governmental agencies. These regulations can and do change significantly from period to period. The Company also undergoes periodic examinations by the regulatory agencies, which may subject it to further changes with respect to asset valuations, amounts of required loss allowances and operating restrictions from the regulators' judgments based on information available to them at the time of their examination.

QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of loss from adverse changes in market prices and rates. The Company's market risk arises principally from interest rate risk inherent in its lending, deposit and borrowing activities. Management actively monitors and manages its interest rate risk exposure. In addition to other risks which the Company manages in the normal course of business, such as credit quality and liquidity risk, management considers interest rate risk to be a significant market risk that could potentially have a material effect on the Company's financial condition and results of operations (See Net Income - Net Interest Income). Other types of market risks, such as foreign currency risk and commodity price risk, do not arise in the normal course of the Company's business activities.

CONTROLS AND PROCEDURES

(a) Based on their evaluation of the Company’s disclosure controls and procedures as of October 14, 2003, the Company’s chief executive officer and chief financial officer concluded that the effectiveness of such controls and procedures was adequate.

(b) There were no significant changes in the Company’s internal controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

EXHIBITS AND REPORTS ON FORM 8-K

See Exhibit Index appearing below.

(b) Reports on Form 8-K - No reports on Form 8-K were filed during the quarter covered by this report.

EXHIBIT INDEX

All exhibits, the filing of which are required with this Form, are listed below

Exhibit 31.1 Certification of Principal Executive Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)(page 25).

Exhibit 31.2 Certification of Principal Financial Officer required by Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith)(page 26).

Exhibit 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)(page 27).

Exhibit 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith)(page 28).

CNB Corporation

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CNB Corporation
(Registrant)

Paul R. Dusenbury

/s/Paul R. Dusenbury
Paul R. Dusenbury
Treasurer
(Chief Financial and Accounting Officer)

Date: November 14, 2003

Exhibit 31.1
CERTIFICATION

I, W. Jennings Duncan, Chief Executive Officer, certify that;

1. I have reviewed this quarterly report on Form 10-Q of CNB Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this quarterly report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

    a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 14, 2003

/s/W. Jennings Duncan
W. Jennings Duncan
President and Chief Executive Officer

Exhibit 31.2
CERTIFICATION

I, Paul R Dusenbury, Chief Financial Officer, certify that;

1. I have reviewed this quarterly report on Form 10-Q of CNB Corporation;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

    b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles;

    c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this quarterly report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting;

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

    a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: November 14, 2003

/s/ Paul R. Dusenbury
Paul R. Dusenbury
Treasurer and Chief Financial Officer

EXHIBIT 32.1
CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of CNB Corporation on Form 10-Q for the period ending September 30, 2003 as filed with the Securities and Exchange Commission on the date hereof, I, W. Jennings Duncan, President and Chief Executive Officer of the CNB Corporation, certify to the best of my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

1. The above-listed Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the above-listed Form 10-Q fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: November 14, 2003

/s/W. Jennings Duncan
W. Jennings Duncan
President and Chief Executive Officer

EXHIBIT 32.2
CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report of CNB Corporation on Form 10-Q for the period ending September 30, 2003 as filed with the Securities and Exchange Commission on the date hereof, I, Paul R. Dusenbury, Treasurer and Chief Financial Officer of CNB Corporation, certify to the best of my knowledge, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that:

1. The above-listed Form 10-Q fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the above-listed Form 10-Q fairly presents, in all material respects, the financial condition and result of operations of the Company.

Date: November 14, 2003

/s/Paul R. Dusenbury
Paul R. Dusenbury
Treasurer and Chief Financial Officer