
Federal Reserve Release



H.2

Actions of the Board, Its Staff, and the Federal Reserve Banks; Applications and Reports Received

No. 13

Week Ending March 28, 1998

Testimony And Statements

Over-the-counter derivatives market -- statement by Governor Phillips before the International Swaps and Derivatives Association, Rome, Italy.

- Published, March 26, 1998

Bank Holding Companies

Banco Bilbao Vizcaya, S.A., Bilbao, Spain -- to retain and convert BBV LatInvest Securities, Inc., New York, New York, into a section 20 company and engage in various securities-related activities.

- Permitted, March 23, 1998

Commerce Bancorp, Inc., Cherry Hill, New Jersey -- to acquire A.H. Williams & Co., Inc., Philadelphia, Pennsylvania, and engage in various securities-related activities.

- Permitted, March 23, 1998

Change In Bank Control

Penn Bancshares, Inc., Pennsville, New Jersey -- change in bank control.

- Permitted, March 25, 1998

Regulations And Policies

Joint Study on the Regulatory System for Government Securities -- submission of the study to Congress.

- Approved, March 25, 1998

Regulation B -- revisions to model forms.

- Approved, March 25, 1998

Regulation D -- amendment to move to a system where reserves are maintained on a lagged basis.

- Approved, March 23, 1998

Regulation Y -- clarification of the customer disclosure operating standard for section 20 subsidiaries of bank holding companies.

- Announced, March 24, 1998

Small Entities Report -- draft report to Congress to implement the Small Business Regulatory Enforcement Act.

- Approved, March 25, 1998

Enforcement

Habib Bank Ag Zurich, Zurich, Switzerland -- joint issuance with the Federal Deposit Insurance Corporation of an order of assessment of a civil money penalty against the bank and its Los Angeles, California, branch.
- Announced, March 25, 1998

H.2 Actions under delegated authority

March 22, 1998 to March 28, 1998

BS&R	Banking Supervision and Regulation	RBOPS	Reserve Bank Operations and Payment
C&CA	Consumer and Community Affairs	IF	International Finance
FOMC	Federal Open Market Committee	OSDM	Office of Staff Director for Management

Bank Branches, Domestic

Richmond

Bank of Clarke County, Berryville, Virginia -- to operate a branch at 40 West Piccadilly Street, Winchester, Virginia.
- Approved, March 27, 1998

Richmond

Bank of Suffolk, Suffolk, Virginia -- relocation of its main office to 1514 Holland Road and maintenance of its former main office as a branch.
- Approved, March 24, 1998

San Francisco

Barnes Banking Co., Kaysville, Utah -- to establish a branch at 4800 South 1900 West, Roy, Utah.
- Approved, March 23, 1998

Atlanta

Colonial Bank, Montgomery, Alabama -- to establish a branch at 309 Broad Street, Gadsden, Alabama
- Approved, March 23, 1998

St. Louis

Commerce Warren County Bank, Warrenton, Missouri -- to establish a branch at 1145 West Pearce Boulevard, Wentzville, Missouri.
- Approved, March 27, 1998

Atlanta

Friendship Community Bank, Ocala, Florida -- to establish a branch at 1626 SE 36th Avenue.
- Approved, March 24, 1998

Chicago

Old Kent Bank, Grand Rapids, Michigan -- to establish a branch at 2280 Big Beaver Road, Troy, Michigan.
- Approved, March 27, 1998

Bank Branches, Domestic

Minneapolis

Ronan State Bank, Ronan, Montana -- to establish a branch in Polson, Montana.
- Approved, March 26, 1998

Atlanta

Suntrust Bank, Atlanta, Georgia -- to establish branches at 11800 Haynes Bridge Road #100, Alpharetta, Georgia; 2774 North Cobb Parkway, Kenesaw; 1100 Hammond Drive, Building 300, Atlanta; 3200 Holcomb Bridge Road, Norcross; 1115 Tara Boulevard, Hampton; 3435 Ashford-Dunwoody Road, Atlanta; and Centerville Highway, Lithonia.
- Approved, March 27, 1998

Bank Holding Companies

Kansas City

1st Choice Financial Corporation, Greeley, Colorado -- to engage in lending activities, and in offering mutual funds, discount brokerage services, and other investment services.
- Permitted, March 25, 1998

Kansas City

BancFirst Corporation, Oklahoma City, Oklahoma -- to acquire Lawton Security Bancshares, Inc., Lawton, Oklahoma.
- Approved, March 25, 1998

San Francisco

BYL Bancorp, Yorba Linda, California -- request for waiver of application in connection with proposed merger with DNB Financial, Riverside, California, and the merger of De Anza National Bank into Bank of Yorba Linda, Yorba Linda, California.
- Returned, March 23, 1998

San Francisco

Commerce Security Bancorp, Inc., Huntington Beach, California -- request for relief from commitment.
- Granted, March 27, 1998

Bank Holding Companies

Kansas City

Davis Bancorporation, Inc., Davis, Oklahoma -- to control a savings association through the acquisition of 8.1 percent of the shares of FBC Financial Corporation, Claremore, Oklahoma.
- Permitted, March 24, 1998

Secretary

First American Corporation, Nashville, Tennessee -- to acquire Victory Bancshares, Inc., Cordova, Tennessee, and Victory Bank and Trust Company.
- Approved, March 23, 1998

Dallas

First Azle Bancshares, Inc., Employee Stock Ownership Plan, Azle, Texas -- to acquire First Azle Bancshares, Inc., and First Bank.
- Approved, March 24, 1998

Kansas City

First Centralia Bancshares, Inc., Centralia, Kansas -- to control a savings association through the acquisition of 8.1 percent of the shares of FBC Financial Corporation, Claremore, Oklahoma.
- Permitted, March 24, 1998

Atlanta

First Cherokee Bancshares, Inc., Woodstock, Georgia -- application to redeem stock.
- Withdrawn, March 26, 1998

Atlanta

First Liberty Financial Corporation, Atlanta, Georgia -- request for waiver of application in connection with the proposed acquisition of Southland Bank Corporation of Georgia, Douglas, Georgia; Southland Bank, Butler; and Coffee County Bank, Douglas.
- Granted, March 23, 1998

Bank Holding Companies

Atlanta

Hogan Investments, Inc., Forsyth, Georgia -- extension to June 23, 1998, to acquire an interest in Hogan Investments, Limited; for Hogan Investments, Limited, to acquire shares of Laurens Bancshares, Inc., Dudley, Georgia; and for Laurens Bancshares, Inc., to acquire The Bank of Dudley.

- Granted, March 23, 1998

Kansas City

Morrill & Janes Bancshares, Inc., Hiawatha, Kansas -- to control a savings association through the acquisition of 8.1 percent of the shares of FBC Financial Corporation, Claremore, Oklahoma.

- Permitted, March 24, 1998

Kansas City

Morrill Bancshares, Inc., Sabetha, Kansas -- to control a savings association through the acquisition of shares of FBC Financial Corporation, Claremore, Oklahoma.

- Permitted, March 24, 1998

Kansas City

Morrill Bancshares, Inc., Sabetha, Kansas -- to acquire shares of Century Acquisition Corporation, Hurst, Texas.

- Approved, March 24, 1998

Kansas City

Onaga Bancshares, Inc., Onaga, Kansas -- to control a savings association through the acquisition of 8.1 percent of the shares of FBC Financial Corporation, Claremore, Oklahoma.

- Permitted, March 24, 1998

New York

Royal Bank of Canada, Montreal, Quebec, Canada -- to acquire through Integrion Financial Network, LLC, Atlanta, Georgia, shares of Checkfree Corporation, Norcross, Georgia.

- Approved, March 27, 1998

Bank Holding Companies

Cleveland

Traditional Bancorp, Inc., Mount Sterling, Kentucky -- to acquire Traditional Bank of Kentucky, Inc., Lexington, Kentucky.
- Approved, March 23, 1998

San Francisco

Zions Bancorporation, Salt Lake City, Utah, and Val Cor Bancorporation, Inc., Cortez, Colorado -- to acquire SBT Bankshares, Inc., Colorado Springs, Colorado, and to acquire an interest in SBT Mortgage, LLC.
- Approved, March 24, 1998

Bank Mergers

Atlanta

Peoples Bank and Trust Company, Selma, Alabama -- to merge with Merchants & Planters Bank, Montevallo, Alabama.
- Approved, March 24, 1998

Bank Premises

Chicago

First American Bank, Ames, Iowa -- investment in bank premises.
- Approved, March 27, 1998

Banks, State Member

San Francisco

Eldorado Bank, Tustin, California -- payment of a dividend.
- Approved, March 27, 1998

Cleveland

Richwood Banking Company, Richwood, Ohio -- to acquire the LaRue, Ohio, branch of National City Bank of Columbus, Columbus, Ohio, and to establish a branch.
- Approved, March 25, 1998

Change In Bank Control

Minneapolis

Anderson Financial Group, Inc., Golden Valley, Minnesota -- change in bank control.
- Withdrawn, March 27, 1998

Kansas City

Bank of Belen, Belen, New Mexico -- change in bank control.
- Permitted, March 23, 1998

Atlanta

Gulf Bank, Miami, Florida -- change in bank control.
- Permitted, March 23, 1998

Chicago

Longview Capital Corporation, Newman, Illinois -- change in bank control.
- Permitted, March 25, 1998

Competitive Factors Reports

Chicago

Bank of South Wayne, South Wayne, Wisconsin -- report on competitive factors of the proposed merger with F&M Bank-Darlington, National Association, Darlington, Wisconsin.
- Submitted, March 24, 1998

Boston

Century Bank and Trust Company, Medford, Massachusetts -- report on competitive factors of the proposed acquisition of Haymarket Co-operative Bank, Boston, Massachusetts.
- Submitted, March 25, 1998

St. Louis

Citizens State Bank of Petersburg, Petersburg, Indiana -- report on competitive factors of the proposed merger with Community Trust Bank, Otwell, Indiana.
- Submitted, March 24, 1998

Competitive Factors Reports

Kansas City

Colorado Community First National Bank, Fort Morgan, Colorado -- report on competitive factors of the proposed merger with Colorado Community First National Bank, Gunnison, Colorado.
- Submitted, March 26, 1998

St. Louis

Community Trust Bank, Otwell, Indiana -- report on competitive factors of the proposed merger with FSB Bank, Francisco, Indiana.
- Submitted, March 24, 1998

San Francisco

De Anza National Bank, Riverside, California -- report on competitive factors of the proposed merger with Bank of Yorba Linda, Yorba Linda, California
- Submitted, March 24, 1998

Atlanta

First Liberty Corporation, Macon, Georgia, and First Liberty Bank -- report on competitive factors of the proposed acquisition by merger of Southland Bank Corporation of Georgia, Douglas, Georgia; and the proposed merger of Southland Bank, Butler, and Coffee County Bank, Douglas, with First Liberty Bank, Macon, Georgia.
- Submitted, March 25, 1998

Chicago

Founders Trust Personal Bank, Grand Rapids, Michigan -- report on competitive factors of the proposed merger with Founders Interim Bank.
- Submitted, March 24, 1998

Cleveland

Jefferson Savings Bank, West Jefferson, Ohio, and PremierBank and Trust, Elyria, Ohio -- report on competitive factors of the proposed merger with FirstMerit Bank, N.A., Akron, Ohio.
- Submitted, March 25, 1998

Competitive Factors Reports

San Francisco

Mt. Diablo National Bank, Danville, California -- report on competitive factors of the proposed merger with Mt. Diablo National Interim Bank.

- Submitted, March 24, 1998

Cleveland

Star Bank, N.A., Cincinnati, Ohio -- report on competitive factors of the proposed purchase of the assets and assumption of the liabilities of 48 branches of Bank One, N.A., Columbus, Ohio, and 5 branches of Bank One Wheeling-Steubenville, N.A., Wheeling, West Virginia.

- Submitted, March 23, 1998

Kansas City

Western Nebraska National Bank, Valentine, Nebraska -- report on competitive factors of the proposed acquisition of the assets and assumption of the liabilities of the Valentine and Mullen loan production offices of Western Nebraska National Bank, North Platte, Nebraska.

- Submitted, March 26, 1998

Extensions Of Time

San Francisco

Bank of Tokyo-Mitsubishi, Ltd., Tokyo, Japan -- extension to divest certain property.

- Granted, March 25, 1998

Atlanta

Community Bancshares of Mississippi, Inc., Forest, Mississippi -- extension to June 23, 1998, to acquire Community Bank, Southaven, Mississippi (in organization).

- Granted, March 23, 1998

San Francisco

Dai-Ichi Kangyo Bank, Limited, Tokyo, Japan -- extension to divest certain property.

- Granted, March 25, 1998

Extensions Of Time

Atlanta

East Coast Bank Corporation Employee Stock Ownership Plan Trust, Ormond Beach, Florida -- extension to June 27, 1998, to acquire shares of East Coast Bank Corporation.

- Granted, March 25, 1998

Chicago

Hometown Bancorp, Ltd., Fond du Lac, Wisconsin -- extension to June 15, 1998, to acquire St. Cloud Bancshares, Inc., St. Cloud, Wisconsin, and State Bank of St. Cloud.

- Granted, March 25, 1998

Atlanta

Landmark Bancorp, Inc., Margate, Florida -- extension to June 24, 1998, to acquire Sunniland Bank, Fort Lauderdale, Florida.

- Granted, March 24, 1998

Membership

St. Louis

Leitchfield Deposit Bank & Trust Company, Leitchfield, Kentucky -- to become a member of the Federal Reserve System and to retain its branches at their current locations.

- Approved, March 25, 1998

Reserve Bank Operations

Director, RBOPS

Federal Reserve Bank of San Francisco -- to proceed with renovation of the third floor and part of the first floor of Salt Lake City branch.

- Approved, March 27, 1998

District 1
Federal Reserve Bank of Boston

Applications and notifications filed during the week of March 28, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

The federal bank regulators use the following four performance levels to rate an institution's performance under CRA:

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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None

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

<i>Institution</i>	<i>Location</i>
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None

District 2
Federal Reserve Bank of New York

Applications and notifications filed during the week of March 28, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	Notice by the Fuji Bank, Tokyo, Japan, to acquire up to 16.84 percent of the Yasuda Trust and Banking Co., Ltd., Tokyo, Japan.	4/27/98

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Bayerische Verinsbank AG, Munich, Federal Republic of Germany, to engage in credit derivative activities through VB Risk Management Products Inc., New York, New York.	4/17/98

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
1129382	Banco Popular de Puerto Rico P.O. Box 2708 San Juan, Puerto Rico 00936-2708	6/2/97	3/26/98	Outstanding	Large Bank

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

<i>Institution</i>	<i>Location</i>
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None

District 3
Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week of March 28, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

The federal bank regulators use the following four performance levels to rate an institution's performance under CRA:

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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None

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

<i>Institution</i>	<i>Location</i>
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None

District 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week of March 28, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c)/Branch	Received application from The Fifth Third Bank of Kentucky, Inc., Louisville, KY on March 4, 1998, to merge with Fifth Third Bank of Central Kentucky, Inc., Paris, KY and Fountain Square Bank of Southern Indiana, Inc., Sellersburg, IN and to establish branches.	N/Avail
18(c)/Branch	Received application from Fifth Third Bank of Central Kentucky, Inc., Paris, KY on March 4, 1998, to merge with The Fifth Third Bank of Kentucky, Inc., Louisville, KY and to establish branches.	N/Avail
18(c)/Branch	Received application from Fountain Square Bank of Southern Indiana, Inc., Sellersburg, IN on March 4, 1998, to merge with Fifth Third Bank of Central Kentucky, Inc., Paris, KY and establish branches.	N/Avail
Member	Received application from Fifth Third Bank of Central Kentucky, Inc., Paris, KY on March 4, 1998, to become a member of the Federal Reserve System.	N/Avail
Member	Received application from Fountain Square Bank of Southern Indiana, Inc., Clarksville, IN on March 4, 1998 to become a member of the Federal Reserve System.	N/Avail
18(c)/Branch	Received application from The Fifth Third Bank of Southern Ohio, Hillsboro, OH on March 11, 1998, to acquire a branch office of Fifth Third Bank of Western Ohio, Dayton, OH located at 140 West Main Street and to establish a branch.	4/20/98
18(c)/Branch	Received application from The Fifth Third Bank, Cincinnati, OH on March 11, 1998, to acquire seven branch offices currently owned by Fifth Third Bank of Western Ohio, Dayton, OH and to establish branches.	4/20/98
18(c)/5(d)(3)/Branch	Received notice from Fifth Third Bank of Western Ohio, Dayton, OH on March 11, 1998, to merge with Citizens Federal Bank, FSB, Dayton, OH and to establish branches.	4/20/98
Branch	Received notice from Fifth Third Bank, Cincinnati, OH on March 23, 1998, of its intent to establish the Liberty Bank Mart, 5420 Liberty-Fairfield, Hamilton, OH.	4/18/98
Branch	Received notice from the Apple Creek Bank, Apple Creek, OH on March 27, 1998, of its intent to establish a branch at 5091 Manchester Rd., Manchester, OH.	

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Notice by Mid Am, Inc., Bowling Green, OH received on March 23, 1998, of its intent to offer debt cancellation contracts through its wholly-owned subsidiary, Mid Am Credit Corp., Columbus, OH.	None

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

The federal bank regulators use the following four performance levels to rate an institution's performance under CRA:

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
533227	Metamora State Bank 120 East Main Street Metamora, OH 43540	12/15/97	3/23/97	Satisfactory	Small Bank

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

<i>Institution</i>	<i>Location</i>
Citizens Deposit Bank & Trust	P.O. Box 9, 400 Second Street, Vanceburg, KY 41179-0009
Enterprise Bank	6150 Enterprise Parkway, Solon, OH 44139
Farmers Bank & Savings Company	P.O. Box 626, 211 W. 2nd Street, Pomeroy, OH 45769-1037
Heartland Bank	P.O. Box 7, 12 N. Main Street, Croton, OH 43013-0007
The Citizens Banking Company	P.O. Box 247, 10 E. Main Street, Salineville, OH 43945-0247
The St. Henry Bank	P.O. Box 330, 231 E. Main Street, St. Henry, OH 45883
Towne Bank	610 East South Boundary, Perrysburg, OH 43551

District 5
Federal Reserve Bank of Richmond

Applications and notifications filed during the week of March 28, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c)	FCNB Bank, Frederick, Maryland, to acquire three branch offices of Farmers Bank of Maryland, Annapolis, Maryland, and four branch offices of First Virginia Bank-Maryland, Upper Marlboro, Maryland.*	4/18/98
18(c)	Union Bank and Trust Company, Bowling Green, Virginia, to establish a branch at 2811 Fall Hill Avenue, Fredericksburg, Virginia.*	4/18/98

*Subject to the provisions of the Community Reinvestment Act.

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Cardinal Financial Corporation, Fairfax, Virginia, to become a bank holding company through the acquisition of 100% of the voting shares of Cardinal Bank, N.A., Fairfax, Virginia (in organization).*	4/23/98

*Subject to the provisions of the Community Reinvestment Act.

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

The federal bank regulators use the following four performance levels to rate an institution's performance under CRA:

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
144829	First Virginia Bank-Piedmont 7901 Timberlake Road Lynchburg, Virginia 24502	10/6/97	3/25/98	Satisfactory	Large Bank
1190074	Virginia Commerce Bank 5350 Lee Highway Arlington, Virginia 22207	1/12/98	3/27/98	Satisfactory	Small Bank

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

<i>Institution</i>	<i>Location</i>
None	

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week of March 28, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Colonial Bank, Montgomery, Alabama, to establish a branch located at 7401 Highway 43, Florence, Alabama.*	4/18/98
Branch	Republic Security Bank, West Palm Beach, Florida, to establish a branch located at 8411 Pines Boulevard, Pembroke Pines, Florida.*	3/03/98

*Subject to the provisions of the Community Reinvestment Act.

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	Alabama National BanCorporation, Birmingham, Alabama, to merge with Public Bank Corporation, and thereby directly acquire Public Bank, both of St. Cloud, Florida.*	Fed Reg - 4/20/98
3(a)(1)	Southern Heritage Bancorp, Inc., Oakwood, Georgia, to become a bank holding company by acquiring Southern Heritage Bank, Oakwood, Georgia.*	N/Avail
3(a)(1)	Unity Holdings, Inc., to become a bank holding company by acquiring Unity National Bank, both of Cartersville, Georgia.*	Fed Reg - 4/25/98
3(a)(3)	Employee Stock Ownership Trust of Peoples Bank and Trust Co. Of Pickett County, Byrdstown, Tennessee, to acquire 40 percent of Upper Cumberland Bancshares, Inc., Byrdstown, Tennessee.*	Fed Reg - 4/24/98

*Subject to the provisions of the Community Reinvestment Act.

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

The federal bank regulators use the following four performance levels to rate an institution's performance under CRA:

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
642437	Bank of Forest Post Office Box 60 Forest, Mississippi 39074 (601) 469-3663	12/15/97	3/25/98	Satisfactory	Small Bank

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

<i>Institution</i>	<i>Location</i>
None	

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week of March 28, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Fifth Third Bank of Central Indiana Indianapolis, Indiana 5025 W. 71st Street Indianapolis, Indiana 905 N. Green Street Brownsburg, Indiana	Newspaper - 4/15/98

Newspaper- Newspaper Comment Period Ending Date

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Shields Agency, Inc. Rowley, Iowa By Gregory D. Shields	Fed Reg - 3/17/98 Newspaper - 3/25/98
3(a)(1)	First Neighborhood Bancshares, Inc. Employee Stock Ownership Plan* Toledo, Illinois First Neighborhood Bancshares, Inc. Toledo, Illinois First State Bank of Newman Newman, Illinois First National Bank of Toledo Toledo, Illinois Greenup National Corporation Greenup, Illinois Greenup National Bank Greenup, Illinois	Fed Reg - 4/6/98 Newspaper - 4/13/98
3(a)(3)	Capitol Bancorp, Ltd.* Lansing, Michigan Southern Arizona Community Bank (in organization) Tucson, Arizona	Fed Reg - 4/16/98 Newspaper - 4/6/98

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	Sun Community Bancorp Limited* Phoenix, Arizona Southern Arizona Community Bank (in organization) Tucson, Arizona	Fed Reg - 4/16/98 Newspaper - 4/6/98
3(a)(3)	Capitol Bancorp, Ltd* Lansing, Michigan Biltmore Community Bank (in organization) Phoenix, Arizona	Fed Reg - 4/16/98 Newspaper - 4/6/98
3(a)(3)	Sun Community Bancorp Limited* Phoenix, Arizona Biltmore Community Bank (in organization) Phoenix, Arizona	Fed Reg - 4/16/98 Newspaper - 4/6/98

Fed Reg - Federal Register Comment Period Ending Date
Newspaper - Newspaper Comment Period Ending Date
*Subject to the provisions of the Community Reinvestment Act

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
927947	M&I Lake Country Bank 112 E. Capitol Drive Hartland, Wisconsin 53029	12/11/97	3/24/98	Satisfactory	Large Bank
40042	M&I Northern Bank 3155 N. 124th Street Brookfield, Wisconsin 53005	12/1/97	3/26/98	Satisfactory	Large Bank

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

<i>Institution</i>	<i>Location</i>
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None

District 8
Federal Reserve Bank of St. Louis

Applications and notifications filed during the week of March 28, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	Notice by CNB Bancshares, Inc., Evansville, Indiana, to merge with National Bancorp, Tell City, Indiana.*	Fed Reg - 4/25/98

*Subject to the provisions of the Community Reinvestment Act.

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Notice by Bainum Bancorp, Glenwood, Arkansas, to continue to engage, directly, in lending activities, pursuant to Section 225.28(b)(1) of Regulation Y.	Fed Reg - 4/16/98

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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The federal bank regulators use the following four performance levels to rate an institution's performance under CRA:

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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None

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

<i>Institution</i>	<i>Location</i>
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None

District 9
Federal Reserve Bank of Minneapolis

Applications and Notifications Filed During the Week of March 28, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	American Bank of Montana, Bozeman, Montana, to establish a branch in Bozeman, Montana.*	4/15/98

*Subject to the provisions of the Community Reinvestment Act.

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Donald O. Gilmer Revocable Trust to acquire control of 50.5% of the voting shares of Delano State Agency, Inc., Delano, Minnesota.	Fed Reg - 4/13/98

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section V - Publicly available CRA evaluations

<i>RSSD number</i>	<i>Institution/ Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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The federal bank regulators use the following four performance levels to rate an institution's performance under CRA:

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

The following state member banks have been examined and their CRA public evaluations are now available.

<i>RSSD number</i>	<i>Institution/ Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
354253	The Onida Bank Onida, South Dakota	12/15/97	3/23/98	Satisfactory	Small Bank

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

<i>Institution</i>	<i>Location</i>
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None

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week of March 28, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	WestStar Bank, Vail, Colorado, for prior approval to establish branch facilities at 40 Sunset Drive #10A, Basalt, Colorado, and 205 Independence, Cedaredge, Colorado.	Newspaper - N/Avail
Branch	Citizens Bank, Westminster, Colorado, to establish a branch facility at 7180 West 103rd Street, Westminster, Colorado.	Newspaper - 04/16/98

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	Hall Properties, LP, Perry, Oklahoma, for prior approval to acquire 13.40 percent for a total of 40 percent, of the voting shares of Perry Bancshares, Inc., Perry, Oklahoma; and thereby indirectly acquire Exchange Bank & Trust Company, Perry, Oklahoma.	Newspaper - 04/20/98 Fed Reg - 04/14/98
CIC	The Korell Family Limited Partnership, McCook, Nebraska, for prior approval to acquire voting shares of AmFirst Financial Services, Hayes Center, Nebraska; and thereby indirectly acquire State Bank, Benkleman, Nebraska, and AmFirst Bank, N.A., McCook, Nebraska.	Newspaper - 04/21/98 Fed Reg - N/Avail
CIC	Charles R. Hall, Perry, Oklahoma, for prior approval to acquire voting shares of Perry Bancshares, Perry, Oklahoma; and thereby indirectly acquire Exchange Bank & Trust Company, Perry, Oklahoma.	Newspaper - N/Avail Fed Reg - 04/14/98

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Membership	Bank of Inola, Inola, Oklahoma, for membership in the Federal Reserve System.	
Membership	Kearney Commercial Bank, Kearney, Missouri, for membership in the Federal Reserve System.	

Section V - Availability of CRA public evaluations

Description of the CRA Goal against which institutions are evaluated, the four performance levels, and the institutions for which an evaluation is publicly available.

The CRA requires a periodic evaluation of each covered institution regarding the extent to which it has ascertained, and helped meet, the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

The federal bank regulators use the following four performance levels to rate an institution's performance under CRA.:

- Outstanding**
- Satisfactory**
- Needs to Improve**
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<i>RSSD number</i>	<i>Institution/ Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>
None				

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

<i>Institution</i>	<i>Location</i>
None	

District 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week of March 28, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	LCNB Bancorporation, Inc., Houston, TX, to acquire LCNB Bancorporation of Delaware, Inc., Wilmington, DE, and Langham Creek National Bank, Houston, TX*	Newspaper - 4/26/98
3(a)(1)	LCNB Bancorporation of Delaware, Inc., Wilmington, DE, to acquire Langham Creek National Bank, Houston, TX	Newspaper - 4/26/98
CIC	Thomas Peters, et al, Walnut Strings, TX, to acquire an interest in Southwestern Bancshares, Inc., Glen Rose, TX	Newspaper - N/Avail

*Subject to the provisions of the Community Reinvestment Act.
 Newspaper - Comment period ending date is the date specified in the newspaper only.
 N/Avail - Not available at this time.

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
24A	Notice by Wellington State Bank, Wellington, TX, to increase its investment in bank premises.	

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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None					

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

<i>Institution</i>	<i>Location</i>
None	

District 12
Federal Reserve Bank of San Francisco

Applications and Notifications Filed During the Week of March 28, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Lerner Family 1998 Trust, Walnut Creek, California, to acquire all of the outstanding shares of Lerner Financial Corporation, Walnut Creek, California.*	Newspaper - N/Avail Fed Reg - 4/14/98
3(a)(1)	Home Valley Bancorp, Cave Junction, Oregon, to become a bank holding company by acquiring Home Valley Bank, Cave Junction, Oregon.*	Newspaper - 4/13/98 Fed Reg - 4/13/98

*Subject to the provisions of the Community Reinvestment Act

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section V - Publicly available CRA evaluations

<i>RSSD number</i>	<i>Institution/ Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>Large bank</i>	<i>Small bank</i>

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					<i>Large bank</i>	<i>Small bank</i>
None						

Section VI - CRA examinations scheduled 2nd Quarter of 1998

<i>Institution</i>	<i>Location</i>
None	