
Federal Reserve Release



H.2

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

No. 9

Week Ending February 27, 1999

Testimony And Statements

Federal Reserve Board Retirement Portability Act -- statement by Governor Kelley before the House Subcommittee on Civil Service, February 25, 1999.

- Published, February 25, 1999

Monetary policy objectives -- statement by Chairman Greenspan before the Senate Committee on Banking, Housing, and Urban Affairs, February 23, and the Subcommittee on Domestic and International Monetary Policy of the House Committee on Banking and Financial Services, February 24, 1999.

- Authorized, February 18, 1999 (AC)

Monetary policy report -- Monetary policy report to the Congress.

- Approved, February 16, 1999 (AC)

Need for Financial Modernization -- statement by Chairman Greenspan before the Senate Committee on Banking, Housing and Urban Affairs, February 23, 1999.

- Published, February 23, 1999

Securities Regulation

List of Foreign Margin Stocks -- semiannual publication.

- Published, February 22, 1999

Enforcement

Bankers Trust New York Corporation, New York, New York -- issuance of a combined order to cease and desist and order of assessment of a civil money penalty against Hogi Patrick Hyun, a former institution-affiliated party.

- Announced, February 25, 1999

Farmers and Merchants Bank of Long Beach, Long Beach, California -- issuance of a consent order against Kenneth G. Walker, an institution-affiliated party.

- Announced, February 25, 1999

Farmers and Merchants Bank of Long Beach, Long Beach, California -- issuance of a consent order against Daniel K. Walker, an institution-affiliated party.

- Announced, February 25, 1999

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

Secretary

AmSouth Bank, Birmingham, Alabama -- to establish a branch at 3535 Montgomery Highway, Dothan, Alabama.
- Approved, February 23, 1999

Richmond

Crestar Bank, Richmond, Virginia -- to establish branches at 2400 Boston Street, Suite 110, Baltimore, Maryland, and 6225 North Charles Street.
- Approved, February 22, 1999

New York

European American Bank, New York, New York -- to establish a branch at Waldbaum's Supermarket at 1141 Richmond Avenue, Staten Island, New York.
- Approved, February 26, 1999

Chicago

First American Bank, Carpentersville, Illinois -- to establish a branch at Illinois State Route 64 and Kirk Road, St. Charles, Illinois.
- Approved, February 26, 1999

Chicago

Johnson Bank, Racine, Wisconsin -- to establish a branch at S.C. Johnson Howard Packard Building, 1525 Howe Street.
- Approved, February 23, 1999

Philadelphia

Main Street Bank, Reading, Pennsylvania -- to establish branches at 50 West Market Street, Chester, Pennsylvania; 65 North York Road, Montgomery; 225 West Lancaster Avenue; and Route 183 & MacArthur Road, Reading.
- Approved, February 22, 1999

St. Louis

One Bank & Trust, Little Rock, Arkansas -- to establish a branch at East 9th Street & Highway 65 North, Marshall, Arkansas.
- Approved, February 25, 1999

Bank Branches, Domestic

Cleveland

Wesbanco Bank Wheeling, Wheeling, West Virginia -- to establish a branch at 504-506 Tenth Street, Moundsville, West Virginia.
- Approved, February 22, 1999

Bank Holding Companies

Dallas

Cameron Bancshares of Delaware, Inc., Wilmington, Delaware -- to acquire First National Bank in Cameron, Cameron, Texas.
- Approved, February 25, 1999

Dallas

Cameron Bancshares, Inc., Cameron, Texas -- to acquire Cameron Bancshares of Delaware, Inc., Wilmington, Delaware, and First National Bank in Cameron, Cameron, Texas.
- Approved, February 25, 1999

St. Louis

Capital Savings Bancorp, Inc., Jefferson City, Missouri -- termination of registration under Regulation U.
- Approved, February 25, 1999

San Francisco

Castle Creek Capital Partners Fund IIa, LP, Rancho Santa Fe, California; Castle Creek Capital Partners Fund IIb, LP; Eggemeyer Advisory Corp.; WJR Corp.; and Castle Creek Capital LLC -- to acquire shares of Union Acceptance Corp., Indianapolis, Indiana.
- Approved, February 25, 1999

Atlanta

Coast Community Bancshares, Inc., Biloxi, Mississippi -- to acquire Coast Community Bank.
- Approved, February 25, 1999

Bank Holding Companies

Atlanta

Community Bancshares of Mississippi, Forest, Mississippi -- to retain shares of Coast Community Bancshares, Biloxi, Mississippi, and Coast Community Bank.
- Approved, February 25, 1999

Atlanta

Community Trust Financial Services, Hiram, Georgia -- to acquire, through Community Loan Company, certain assets of the Dalton, Georgia, office of First Family Financial Services of Georgia, Inc., Atlanta, Georgia, and engage in lending activities, providing tax planning and preparation services, and acting as agent or broker for insurance directly related to an extension of credit by its subsidiary finance company.
- Approved, February 17, 1999 (AC)

St. Louis

Concord EFS, Inc., Memphis, Tennessee -- to acquire shares of Electronic Payment Services, Inc., Wilmington, Delaware.
- Approved, February 26, 1999

San Francisco

Eggemeyer Advisory Corp., Rancho Santa Fe, California; WJR Corp.; and Castle Creek Capital LLC -- to increase indirect ownership of Rancho Santa Fe National Bank through Castle Creek Capital Partners Fund I, LP; Castle Creek Capital Partners Fund IIa, LP; and Castle Creek Capital Partners Fund IIb, LP.
- Approved, February 25, 1999

Dallas

Extraco Bancshares, Inc., Waco, Texas -- to acquire Central Financial Corporation, Inc., Lorena, Texas; Central Delaware Financial Corporation, Inc., Dover, Delaware; Bank of Troy, Troy, Texas; and Lorena State Bank, Lorena.
- Approved, February 25, 1999

Chicago

First Personal Financial Corp., Orland Park, Illinois -- to acquire First Personal Bank.
- Approved, February 24, 1999

Bank Holding Companies

New York

Fortis (B), Brussels, Belgium; Fortis (NL) N.V., Utrecht, The Netherlands; Fortis SA/NV, Brussels, Belgium; and Generale de Banque -- to engage, through Generale (USA) Finance LLC, New York, New York, in extending credit and servicing loans and leasing personal or real property; and to engage through Generale (USA) Financial Markets LLC in investing and trading activities, buying and selling bullion, and related activities.

- Approved, February 22, 1999

Chicago

Lincoln Bancorp, Reinbeck, Iowa -- waiver of application to acquire First Nashua State Bank, Nashua, Iowa.

- Approved, February 25, 1999

New York

M&T Bank Corporation, Buffalo, New York, and Olympia Financial Corporation -- to acquire by merger FNB Rochester Corp., Rochester, New York, and First National Bank of Rochester; and related application by Manufacturers and Traders Trust Company, Buffalo, to merge with First National Bank of Rochester, Rochester.

- Approved, February 22, 1999

St. Louis

MemphisFirst Corporation, Memphis, Tennessee -- to acquire MemphisFirst Community Bank.

- Approved, February 25, 1999

San Francisco

Pacific Financial Corporation, Long Beach, Washington -- to acquire Bank of the Pacific.

- Approved, February 24, 1999

Minneapolis

PFSB Bancorporation, Inc., Pigeon Falls, Wisconsin -- to acquire Pigeon Falls State Bank.

- Approved, February 26, 1999

Bank Holding Companies

Atlanta

Regions Financial Corporation, Birmingham, Alabama -- to merge with Arkansas Banking Company, Jonesboro, Arkansas, and acquire The Arkansas Bank; The Arkansas Bank, Walnut Ridge; The Planters Bank, Osceola; and The Arkansas Bank, N.A., Batesville.

- Approved, February 25, 1999

St. Louis

Ripley County Bancshares, Inc., Piedmont, Missouri -- to acquire Ripley County State Bank, Doniphan, Missouri.

- Approved, February 23, 1999

St. Louis

Sho-Me Financial Corporation, Mount Vernon, Illinois -- termination of registration under Regulation U.

- Approved, February 25, 1999

Boston

State Street Corporation, Boston, Massachusetts -- to engage in data processing activities through FutureSource/Bridge LLC.

- Approved, February 25, 1999

Atlanta

Tampa Banking Company, Tampa, Florida -- request for waiver of commitment.

- Granted, February 22, 1999

Atlanta

United Community Banks, Inc., Blairsville, Georgia -- to acquire Adairsville Bancshares, Inc., Adairsville, Georgia, and Bank of Adairsville.

- Approved, February 26, 1999

San Francisco

WJR Corp., Rancho Santa Fe, California -- to acquire shares of Castle Creek Capital LLC.

- Approved, February 25, 1999

Bank Holding Companies

Dallas

Woodforest Bancshares, Inc., Lubbock, Texas, and Sun Belt Bancshares Corporation, Wilmington, Delaware -- to acquire HB Financial Corporation, Highlands, Texas; HB Financial Corporation of Delaware, Wilmington, Delaware; and Highlands State Bank, Highlands, Texas.

- Approved, February 24, 1999

Banks, Nonmember, And Miscellaneous Institutions

Richmond

Monumental Life Insurance Company, Baltimore, Maryland -- termination of registration under Regulation U.

- Approved, February 24, 1999

Banks, State Member

St. Louis

Effingham State Bank, Effingham, Illinois -- payment of a dividend.

- Approved, February 26, 1999

Capital Stock

Chicago

Heritage Bancshares Group, Inc., Minneapolis, Minnesota -- redemption of shares.

- Approved, February 23, 1999

Change In Bank Control

Dallas

Central Louisiana Capital Corporation, Vidalia, Louisiana -- change in bank control.

- Permitted, February 26, 1999

St. Louis

Illinois Community Bancorp, Inc., Effingham, Illinois -- change in bank control.

- Permitted, February 26, 1999

Minneapolis

Stockman Financial Corporation, Miles City, Montana -- change in bank control.

- Permitted, February 25, 1999

Competitive Factors Reports

Kansas City

American Bank of Locust Grove, N.A., Locust Grove, Oklahoma -- report on competitive factors of the proposed merger with The First State Bank, Porter, Oklahoma.

- Submitted, February 22, 1999

San Francisco

Associates Capital Bank, Inc., Salt Lake City, Utah -- report on competitive factors of the proposed merger with Avco Bank, Aurora, California.

- Submitted, February 23, 1999

Richmond

Bank of Laeger, Laeger, West Virginia -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of the Sophia, West Virginia, branches of Bank of Raleigh, Inc., Beckley, West Virginia, and City National Bank of West Virginia d/b/a First State Bank & Trust Company, Inc., Charleston.

- Submitted, February 24, 1999

Dallas

Founders National Bank-Skillman, Dallas, Texas -- report on competitive factors of the proposed merger with New Founders Bank.

- Submitted, February 24, 1999

San Francisco

Guaranty Federal Bank, FSB, Dallas, Texas -- report on competitive factors of the proposed merger with Hemet FS&LC, Hemet, California.

- Submitted, February 22, 1999

St. Louis

NBC Bank, FSB, Memphis, Tennessee -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of five branches of First American Federal Savings Bank, Roanoke, Virginia.

- Submitted, February 22, 1999

Competitive Factors Reports

San Francisco

People's Bank of California, Los Angeles, California -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of the Irvine, California, branch of East-West Bank, San Marino, California.
- Submitted, February 23, 1999

Secretary

Peoples National Bank of McLeansboro, McLeansboro, Illinois -- report on competitive factors of the proposed purchase of certain assets and assumption of the liabilities of the Dahlgren and Belle Rive, Illinois, branches of Mercantile Bank of Illinois, Springfield.
- Submitted, February 25, 1999

Richmond

Valley Bank of Maryland, Owings Mills, Maryland -- report on competitive factors of the proposed merger with Baltimore Interim Federal Savings & Loan Association.
- Submitted, February 24, 1999

Extensions Of Time

Chicago

Citizens Financial Corporation, Chicago, Illinois -- extension to May 27, 1999, to acquire Citizens Bank & Trust Company of Chicago.
- Granted, February 26, 1999

Atlanta

Equitable Bank, Fort Lauderdale, Florida -- extension to February 19, 2000, to effect a change in bank control.
- Granted, February 19, 1999 (AC)

San Francisco

Western Sierra Bancorp, Cameron Park, California -- extension to June 11, 1999, to acquire Lake Community Bank, Lakeport, California.
- Granted, February 24, 1999

Extensions Of Time

San Francisco

Western Sierra Bancorp, Cameron Park, California -- extension to June 17, 1999, to merge with Roseville 1st Community Bancorp, Roseville, California.
- Granted, February 24, 1999

International Operations

Director, BS&R

Bankers International Corporation, New York, New York -- waiver of the remainder of the 45-day notification period to invest indirectly in two partnerships based in the United Kingdom.
- Granted, February 26, 1999

Membership

San Francisco

Bank of Orange County, Fountain Valley, California -- to become a member of the Federal Reserve System.
- Approved, February 25, 1999

District 1
Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, February 27, 1999

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>	
None		

Section V – Availability of CRA public evaluations

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.

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for

Quarter of

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

District 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, February 27, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Moscow Narodny Bank, London, England, to establish a representative office in New York, New York.	Newspaper – N/Avail
FBSEA	Caixa Geral de Depositos, Lisbon, Portugal, to establish a branch in New York, New York.	Newspaper – N/Avail
Branch	Solvay Bank, Solvay, New York, to establish a branch at Peter's Plaza, Route 11, Village of North Syracuse, New York.*	Newspaper – 03/22/1999

* 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)(3)	Banco Santander, S.A., Madrid, Spain, to acquire more than 5 percent of the common stock of Banco Central Hispanoamericano, S.A., Madrid, Spain ("BCH"), and thereby to acquire all of the outstanding stock of BCH-USA, New York, New York.*	Newspaper – 03/24/1999 Fed Reg – 03/25/1999
3(a)(3)	Letchworth Independent Bancshares Corporation, Castile, New York, to acquire at least 61 percent of the capital stock of The Mahopac National Bank, Mahopac, New York.*	Newspaper – N/Avail Fed Reg – N/Avail

* 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)	Westdeutsche Landesbank Girozentrale, Duesseldorf, Federal Republic of Germany, to engage, <i>de novo</i> , through its subsidiary, WestLB Panmure Securities Inc., New York, New York, in financial and investment advisory activities.	Fed Reg – 03/09/1999

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

<i>Type</i>	<i>Application</i>
3(a)(1)RN	1 st Constitution Bancorp, Cranbury, New Jersey, to become a bank holding company with respect to 1 st Constitution Bank, Cranbury, New Jersey.

Section V – Availability of CRA public evaluations

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.

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

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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>	
					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for Quarter of

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

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, February 27, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Prime Bank, Philadelphia, PA, to establish branch offices at 12 Chestnut Road, Chester, PA, 473 York Road, Warminster, PA, and 1401 Dreshertown Road, Dresher, PA, pursuant to Section 9 of the Federal Reserve Act.	03/15/1999

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>
4(c)(8)LLEX	USBANCORP, Inc., Johnstown, PA seeks prior approval pursuant to Section 225.23 of Regulation Y to transfer ownership of an indirect subsidiary engaged in insurance agency services, USNB Financial Services Corporation, Windber, PA from its direct banking subsidiary, U.S. Bank, Johnstown, PA to its direct nonbanking subsidiary, USBANCORP Trust Company, Johnstown, PA

Section V – Availability of CRA public evaluations

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.

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

Section VI – CRA examinations scheduled for Quarter of

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

District 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, February 27, 1999

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>	
None		

Section V – Availability of CRA public evaluations

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.

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SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, February 27, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	The Middleburg Bank, Middleburg, Virginia, to establish branches at 4 South King Street, Leesburg, Virginia, and at 20955 Professional Plaza, Ashburn, Virginia.*	Newspaper – 03/04/1999

*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)(3)	South Branch Valley Bancorp, Inc., Moorefield, West Virginia, to acquire 100% of the voting shares of Shenandoah Valley National Bank, Winchester, Virginia, in organization.*	Fed Reg – 03/19/1999 Newspaper – 03/05/1999

*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>
MBR	FNB Southeast, Reidsville, North Carolina, for membership in the Federal Reserve System.

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

<i>Type</i>	<i>Application</i>
Foreign	First Union National Bank, Charlotte, North Carolina, to contribute additional capital to its Edge Act Corporation subsidiary, First Union International Banking Corporation.

Section V – Availability of CRA public evaluations

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.

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

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S = Satisfactory

NI = Needs to improve

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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>	
					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for **Quarter of**

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

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, February 27, 1999

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)	Suncoast Bancorp, Inc., Sarasota, Florida, to become a bank holding company by acquiring Suncoast National Bank, Sarasota, Florida (in organization).	N/Avail*

*Subject to 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>
4(c)(8)	Community Trust Financial Services Corporation, Hiram, Georgia, to acquire the Flowery Branch, Georgia Office of Grace Financial Services, Inc., Oakwood, Georgia, through its wholly-owned subsidiary, Community Loan Company, and thereby engage in extending credit and servicing loans, providing tax planning, and tax preparation services, engaging in credit insurance, and engaging in finance company subsidiary insurance activities.

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

<i>Type</i>	<i>Application</i>
WAIVR	Request by Charter Banking Corporation, Tampa, Florida (f/k/a City Financial Corp. of Tampa), for waiver of the application requirement of section 3 of the Bank Holding Company Act, for its subsidiary, City First Bank, Tampa, Florida, in connection with its proposed acquisition of Southern Exchange Bank, Tampa, Florida.
3(a)(1)	Centon Bancorp, Inc., Richton, Mississippi, notice to become a bank holding company by acquiring Richton Bank & Trust Company, Richton, Mississippi.

Section V – Availability of CRA public evaluations

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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<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>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for **Quarter of**

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

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, February 27, 1999

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)	C-B-G, Inc.* Wilton, Iowa Peoples National Corporation Columbus Junction, Iowa Community Bank of Muscatine Muscatine, Iowa	Fed Reg – 3/1/1999 Newspaper – 3/2/1999
3(a)(3)	Bloomfield Hills Bancorp, Inc.* Bloomfield Hills, Michigan Bank of Rochester (in organization) Rochester, Michigan	Fed Reg – 3/18/1999 Newspaper – 3/15/1999
3(a)(3)	First American Bank Group, Ltd.* Fort Dodge, Iowa First American Bank (in organization) Sioux City, Iowa	Fed Reg – 3/8/1999 Newspaper – 3/12/1999

* 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>
None	

Section V – Availability of CRA public evaluations

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.

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = 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>	
					<i>LrgBk</i>	<i>SmBk</i>
517441	Bank of Brodhead 806 E. Exchange Street Brodhead, Wisconsin 53520 (608) 897-2121	10/14/1998	2/23/1999	O		x
977942	Hedrick Savings Bank 2457 N. Court Ottumwa, Iowa 52501 (515) 683-4422	11/9/1998	2/24/1999	O		x

Section VI – CRA examinations scheduled for **Quarter of**

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

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, February 27, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Notice by MidSouth Bank, Jonesboro, Arkansas, to establish a branch at 306 Elder Street, Bay, Arkansas. *	Newspaper – 3/20/1999
Branch	Notice by One Bank & Trust, Little Rock, Arkansas, to establish a branch at East 9 th Street & Highway #65 North, Marshall, Arkansas. *	Newspaper – 2/20/1999
18(c)	Notice by Union Bank of Illinois, Swansea, Illinois (in organization), to purchase certain assets and assume certain liabilities of Union Bank, N.A., Ellisville, Missouri, successor bank in interest to the existing bank, Union Bank of Illinois, Swansea, Illinois. Companion Section 3(a)(3) and Membership notices accompany this notice. *	Newspaper - 3/25/1999
18(c)	Notice by Union Bank of Illinois, Swansea, Illinois (in organization), to purchase certain assets and assume certain liabilities of the 1100 Spotsylvania, New Athens, Illinois, branch of Mercantile Bank, N.A., St. Louis, Missouri. *	Newspaper – 3/25/1999

* 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)	Notice by Independence Bancorp, New Albany, Indiana, to acquire Crawford Financial Corporation, Indianapolis, Indiana* (previously reported during the week ending February 20, 1999).	Newspaper – 3/26/1999 Fed Reg – 3/25/1999
3(a)(3)	Notice by Banterra Corp., Eldorado, Illinois, to acquire Heartland Bancshares, Inc., Herrin, Illinois. *	Newspaper – 3/24/1999 Fed Reg – 3/29/1999
3(a)(1)	Notice by Melton and Wirth, Inc., Mt. Sterling, Kentucky, to serve as general partner of M. R. Melton Limited Partnership, Mt. Sterling, Kentucky, and thereby indirectly acquire Morgantown Deposit Bancorp, Inc., Morgantown, Kentucky. A companion Section 3(a)(1) notice accompanies this notice. *	Newspaper – N/Avail. Fed Reg – N/Avail.

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)	Notice by M. R. Melton Limited Partnership, Mt. Sterling, Kentucky, to acquire Morgantown Deposit Bancorp, Inc., Morgantown, Kentucky. A companion Section 3(a)(1) notice accompanies this notice. *	Newspaper – N/Avail. Fed Reg – N/Avail.
3(a)(3)	Notice by Union Financial Group, Ltd., Swansea, Illinois, to acquire Union Bank of Illinois, Swansea, Illinois (in organization). Companion Section 18(c) and Membeship notices accompany this notice. *	Newspaper – 3/25/1999 Fed Reg – 3/26/1999

* 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>
SMBOTH	Notice by Effingham State Bank, Effingham, Illinois, to make a dividend payment.
Member	Notice by Union Bank of Illinois, Swansea, Illinois (in organization), to become a state chartered member of the Federal Reserve System. Companion Section 3(a)(3) and 18(c) notices accompany this notice.
Member	Notice by First Financial Bank, F.S.B., El Dorado, Arkansas, to become a state chartered member of the Federal Reserve System.
3(a)(5)(C)	Notice by Kentucky National Bancorp, Inc., Elizabethtown, Kentucky, to acquire Kentucky National Bank, Elizabethtown, Kentucky.

Section V – Availability of CRA public evaluations

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.

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for

Quarter of

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

District 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, February 27, 1999

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)	Piesco, Inc., Springfield, Minnesota, to become a bank holding company through the acquisition of 100% of the voting shares of Norwood Bancshares, Inc., Norwood Young America, Minnesota ("Norwood"), and immediately merge with Norwood and Springfield Investment Company, Springfield, Minnesota.*	Fed Reg - 03/26/1999
CIC	Stan Sayler, Hebron, North Dakota, to acquire control of Dakota Community Bancshares, Inc., Hebron, North Dakota	Fed Reg - 03/19/1999

* 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>
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None

Section V – Availability of CRA public evaluations

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

<i>RSSD</i>		<i>Examination</i>	<i>CRA</i>	<i>CRA</i>	<i>Exam type</i>	
<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>

None

Section VI – CRA examinations scheduled for **Quarter of**

<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 ending Saturday, February 27, 1999

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	Byron K. and Sandra A. Moffet, both of Larned, Kansas, to acquire voting shares of Pawnee Bancshares, Inc., Larned, Kansas, and thereby indirectly acquire First National Bank & Trust Company in Larned, Larned, Kansas.	Newspaper – N/Avail Fed Reg – 03/17/1999
CIC	John J. Hale, Dana Hale Nelson, Douglas L. Nelson, Lisa K. Hale, Mollie Hale Carter, all of Shawnee Mission, Kansas; Karen Hale Young and M. Alan Hale, both of Salina, Kansas, to acquire voting shares of Sunflower Banks, Inc., Salina, Kansas, and thereby indirectly acquire Sunflower Bank, N.A., Salina, Kansas.	Newspaper – N/Avail Fed Reg – 03/18/1999
CIC	Chris J. Murphy, Omaha, Nebraska, to acquire voting shares of Otoe County Bancorporation, Nebraska City, Nebraska, and thereby indirectly acquire Otoe County Bank & Trust Company, Nebraska City, Nebraska.	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(3)	Ameriwest Corporation, Omaha, Nebraska, to acquire 32 percent of the voting shares of Otoe County Bancorporation, Inc., Nebraska City, Nebraska, and thereby indirectly acquire Otoe County Bank & Trust Company, Nebraska City, Nebraska.	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(5) / 4(c)(8)	Farm & Home Insurance Agency, Inc., Lyons, Nebraska, to acquire 100 percent of the voting shares of Oakland Financial, Inc., Oakland, Nebraska, and thereby indirectly acquire Farmers & Merchants National Bank of Oakland, Oakland, Nebraska. Also, for applicant to acquire Tri-County Insurance, Inc., Oakland, Nebraska, and thereby engage in insurance activities in a small town.	Newspaper – 03/22/1999 Fed Reg – 03/18/1999
3(a)(1)	Community State Bancshares, Inc., Wichita, Kansas, to become a bank holding company through the acquisition of 100 percent of the voting shares of Community Bank of Wichita, Inc., Wichita, Kansas.	Newspaper – 03/15/1999 Fed Reg – 03/25/1999

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	Gregg P. and Janet L. Lewis, both of Osawatomie, Kansas, to control 29.4 percent; and Gordon G. and Susette Lewis, both of Naples, Florida, to control 28.01 percent of the voting shares of Osawatomie Agency, Inc., Osawatomie, Kansas; and thereby indirectly acquire First Option Bank, Osawatomie, Kansas.	Newspaper – 02/24/1999 Fed Reg – 03/12/1999

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>
4(c)(8)	First Ada Bancshares, Inc., Ada, Oklahoma, to acquire Witherspoon Finance Company, Ada, Oklahoma, and thereby engage in lending and credit related insurance activities.

Section V – Availability of CRA public evaluations

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.

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

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

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>	
					<i>LrgBk</i>	<i>SmBk</i>
12656	State Bank of Burden Burden, Kansas	12/07/1999	02/25/1999	S		X

Section VI – CRA examinations scheduled for Second Quarter of 1999

<i>Institution</i>	<i>Location</i>
Bank of Broadmoor	Colorado Springs, CO
Bank of Durango	Durango, CO
First State Bank	Fort Collins, CO
Colorado Bank & Trust	La Junta, CO
Farmers State Bank	Pine Bluffs, CO
First Bank of Vail	Vail, CO
First State Bank	Ness City, KS
The St. Marys State Bank	St. Marys, KS
Kearney Commercial Bank	Kearney, MO
Citizens Security Bank & Trust Company	Bixby, OK
Chickasha Bank & Trust	Chickasha, OK
The First Bank of Haskell	Haskell, OK
The Morris State Bank	Morris, OK
The Bankers Bank	Oklahoma City, OK
First State Bank	Picher, OK
Weleetka State Bank	Weleetka, OK
The Bank of Commerce	Wetumka, OK
Bank of Wyandotte	Wyandotte, OK
Canadian State Bank	Yukon, OK

The inclusion on the list of institutions that are scheduled to undergo CRA examinations in the next calendar quarter is not determinative of whether the institution will be examined in that quarter. Reserve Banks may need to defer a planned examination or conduct an unforeseen examination because of scheduling difficulties or other circumstances.

District 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, February 27, 1999

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)	First Louisiana Bancshares, Inc., Shreveport, LA, to acquire First Louisiana Bank, Shreveport, LA (de novo)* (Previously reported the week ending February 20, 1999)	Fed Reg – 03/22/1999 Newspaper – 03/21/1999
3(a)(1)	Security Pecos Bancshares, Inc., Pecos, TX, to acquire Security Delaware Pecos Bancshares, Inc., Dover, DE, and The Security State Bank of Pecos, Pecos, TX* (Previously reported the week ending February 20, 1999)	Fed Reg – 03/22/1999 Newspaper – 03/13/1999
3(a)(1)	Security Delaware Pecos Bancshares, Inc., Dover, DE, to acquire The Security State Bank of Pecos, Pecos, TX* (Previously reported the week ending February 20, 1999)	Fed Reg – 03/22/1999 Newspaper – 03/13/1999
CIC	Dudley Althaus, Fredericksburg, TX, only notificant, to acquire an interest in Pioneer Bancshares, Inc., Fredericksburg, TX	Fed Reg – N/Avail Newspaper – N/Avail

*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>
None	

Section V – Availability of CRA public evaluations

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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					<i>LrgBk</i>	<i>SmBk</i>
706151	The State Bank of Texas 3330 Antoine Houston, TX 77292-0978	11/16/1998	02/27/1999	S		X

Section VI – CRA examinations scheduled for **Quarter of**

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

District 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, February 27, 1999

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)	Greater Bay Bancorp, Palo Alto, California, to merge with Bay Area Bancshares, Inc., Redwood City, California, and thereby indirectly acquire Bay Area Bank, Redwood City, California. *	Newspaper – 03/18/1999 Fed Reg – 03/15/1999

* 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)	Pedcor Bancorp, Indianapolis, Indiana, to engage in nonbanking activities through the acquisition of more than 5 percent of a thrift holding company, Fidelity Federal Bancorp, Evansville, Illinois.	Fed Reg – 03/26/1999

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

<i>Type</i>	<i>Application</i>
3(a)(5)(C)	Silver State Bancorp, Henderson, Nevada, to become a bank holding company by acquiring Silver State Bank, Henderson, Nevada..
3(a)(5)(C)	Farmers & Merchants Bancorp, Lodi California, to become a bank holding company by acquiring Farmers & Merchants Bank of Central California, Lodi, California.

Section V – Availability of CRA public evaluations

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					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for **Quarter of**

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