
Federal Reserve Release



H.2

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

No. 12

Week Ending March 22, 2003

Bank Holding Companies

SouthTrust Corporation, Birmingham, Alabama, SouthTrust of Alabama, Inc., and SouthTrust Bank -- to acquire Founders Bancshares, Inc., Dallas, Texas, and Founders National Bank, and for SouthTrust Bank to merge with Founders National Bank and operate its existing branches.

- Approved, March 19, 2003

Regulations And Policies

Interagency policy statement on internal auditing -- revised guidance on the independence of accountants who provide institutions with external and internal audit services.

- Announced, March 17, 2003

Enforcement

Barnes Banking Company, Kaysville, Utah -- written agreement, dated March 12, 2003, with the Federal Reserve Bank of San Francisco.

- Announced, March 21, 2003

Midstate Bancorp, Inc., Hinton, Oklahoma, and Legacy Bank -- written agreements, dated February 18, 2003, with the Federal Reserve Bank of Kansas City.

- Announced, March 17, 2003

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

Bank Branches, Domestic

San Francisco

1st Pacific Bank of California, San Diego, California -- to establish a branch at 8889 Rio San Diego.

- Approved, March 21, 2003

Atlanta

AmSouth Bank, Birmingham, Alabama -- to establish branches at 1827 Murfreesboro Pike, Nashville, Tennessee; 2298 West County Highway 30-A, Unit 3, Santa Rosa Beach, Florida; and 9410 Healthplex Drive, Shreveport, Louisiana.

- Approved, March 17, 2003

Atlanta

Bank of Alabama, Birmingham, Alabama -- to establish a branch at 2744 Highway 31 South, Pelham.

- Approved, March 19, 2003

Philadelphia

Community Bank & Trust Company, Clarks Summit, Pennsylvania -- to establish a branch at Route 611, Tannersville.

- Approved, March 17, 2003

Richmond

First Bank, Strasburg, Virginia -- to establish a branch at 5304 Main Street, Mount Jackson.

- Approved, March 19, 2003

Kansas City

First State Bank N.M., Taos, New Mexico -- to establish a branch at 3000 Central Boulevard SE, Albuquerque.

- Approved, March 21, 2003

Bank Branches, Domestic

Kansas City

Heritage Bank, Louisville, Colorado -- to establish a branch at 8080 Weld County Road 13, Firestone.
- Approved, March 18, 2003

New York

HSBC Bank USA, Buffalo, New York -- to establish a branch at 225 West Valley Boulevard, San Gabriel, California.
- Approved, March 21, 2003

Richmond

NBRS Financial, Rising Sun, Maryland -- to establish branches at the intersection of Maryland Route 213 and White Hall Road, Elkton, and 636 Broad Street, Perryville.
- Approved, March 19, 2003

Atlanta

Palm Beach County Bank, Boynton Beach, Florida -- to establish a branch at 340 Royal Poinciana Way, Suite 333, Palm Beach.
- Approved, March 17, 2003

Dallas

Texas State Bank, McAllen, Texas -- to establish a branch at 2252 Garrison Street, Eagle Pass.
- Approved, March 19, 2003

Chicago

Union Bank & Trust Company, Evansville, Wisconsin -- to establish a branch at 696 Janesville Street, Oregon.
- Approved, March 21, 2003

Richmond

Valley Bank, Roanoke, Virginia -- to establish a branch at 3844 Keagy Road.
- Approved, March 19, 2003

Bank Holding Companies

Dallas

Blanco National Holdings, Inc., Blanco, Texas, and Blanco National Holdings of Delaware, Inc., Dover, Delaware -- to become bank holding companies through the acquisition of Blanco National Bank, Blanco.

- Withdrawn, March 21, 2003

Minneapolis

First National Bancorp, Inc., Libby, Montana -- to merge with Montana First National Bancorporation, Kalispell, and acquire Montana First National Bank.

- Approved, March 19, 2003

St. Louis

Harrodsburg First Financial Bancorp, Inc., Harrodsburg, Kentucky -- to acquire shares of First South Credit of Versailles, Inc., Versailles, and engage in consumer finance activities.

- Withdrawn, March 20, 2003

Kansas City

Healthcare Bancorp, Inc., Broken Arrow, Oklahoma -- to become a bank holding company through the acquisition of Federal BankCentre.

- Approved, March 21, 2003

Atlanta

Heartland Bancshares, Inc., Sebring, Florida -- waiver of a commitment.

- Granted, March 20, 2003

Kansas City

Heritage Bancshares, Inc., Topeka, Kansas -- to become a bank holding company through the acquisition of Heritage Bank, a de novo bank, and for Heritage Bank to become a member of the Federal Reserve System.

- Approved, March 21, 2003

Atlanta

Main Street Banks, Inc., Kennesaw, Georgia -- to merge with First Colony Bancshares, Inc., Alpharetta, and acquire its subsidiary, First Colony Bank.

- Withdrawn, March 17, 2003

Bank Holding Companies

Dallas

Ruff Management LLC, Longview, Texas -- to become a bank holding company through the acquisition of a general partnership interest in Ruff Partners, Ltd. and The First State Bank, Hallsville.

- Approved, March 19, 2003

Richmond

Uwharrie Capital Corp, Albemarle, North Carolina -- to acquire Cabarrus Bank & Trust Company, Concord.

- Approved, March 19, 2003

Bank Mergers

New York

Interchange Financial Services Corporation, Saddle Brook, New Jersey -- for its subsidiary, Interchange Bank, to merge with Bridge View Bank, Englewood Cliffs.

- Approved, March 19, 2003

Minneapolis

State Bank of La Crosse, La Crosse, Wisconsin -- to merge with First National Bank, La Crescent, Minnesota, and establish a branch in La Crescent.

- Approved, March 21, 2003

Banks, Foreign

Director, BS&R

DEPFA BANK, plc, Dublin, Ireland -- to establish an agency in New York, New York.

- Approved, March 21, 2003

Banks, State Member

Richmond

First Bancorp, Inc., Lebanon, Virginia -- to acquire First Commonwealth Bank, Wise, and for First Bancorp's subsidiary, The First Bank and Trust Company, Lebanon, to merge with First Commonwealth Bank and retain its existing branches.

- Approved, March 20, 2003

Change In Bank Control

Dallas

Extraco Corporation, Waco, Texas -- change in bank control.
- Permitted, March 17, 2003

St. Louis

Moscow Bancshares, Inc., Moscow, Tennessee -- change in bank control.
- Permitted, March 17, 2003

Competitive Factors Reports

New York

Bank Audi (U.S.A.), New York, New York -- report on competitive factors of the proposed merger with INTERAUDI Florida Interim Bank, Miami, Florida.
- Submitted, March 20, 2003

Dallas

The Blanco National Bank, Blanco, Texas -- report on competitive factors of the proposed merger with Blanco National Interim Bank.
- Submitted, March 21, 2003

San Francisco

Cathay Bank, Los Angeles, California -- report on competitive factors of the proposed purchase of the deposit accounts of the New York branch of CITIC International Financial Holdings Limited, New York, New York.
- Submitted, March 18, 2003

Richmond

Chesapeake Bank of Maryland, Baltimore, Maryland -- report on competitive factors of the proposed merger with CB Interim Savings Bank, Towson.
- Submitted, March 20, 2003

Atlanta

Community Bank of Pickens County, Jasper, Georgia -- report on competitive factors of the proposed interim merger with Pickens Interim Corporation.
- Submitted, March 19, 2003

Competitive Factors Reports

St. Louis

First Community Bank, Jonesboro, Arkansas -- report on competitive factors of the proposed merger with Marked Tree Bank, Marked Tree.

- Submitted, March 17, 2003

Minneapolis

Great Western Bank, Watertown, South Dakota -- report on competitive factors of the proposed merger with Great Western Bank, Rapid City.

- Submitted, March 20, 2003

Atlanta

Liberty Bank and Trust Company, New Orleans, Louisiana, and New Liberty Bank -- report on competitive factors of the proposed merger with First American Bank, Jackson, Mississippi, through a corporate reorganization, and of the proposed merger of New Liberty Bank with First American Bank.

- Submitted, March 19, 2003

Atlanta

Millennium Bank, Gainesville, Florida -- report on competitive factors of the proposed merger with MLB Interim Bank.

- Submitted, March 19, 2003

Extensions Of Time

Atlanta

Cypress Bankshares, Inc., Palm Coast, Florida -- extension to July 3, 2003, to become a bank holding company through the acquisition of Cypress Bank.

- Granted, March 17, 2003

St. Louis

Mercantile Bancorp, Inc., Quincy, Illinois -- extension to June 11, 2003, to increase its ownership of New Frontier Bancshares, Inc., St. Charles, Missouri, and New Frontier Bank.

- Granted, March 17, 2003

Extensions Of Time

Atlanta

- Tropical Bancshares of Florida, Inc., Englewood, Florida -- extension to July 3, 2003, to become a bank holding company through the acquisition of Englewood Bank.
- Granted, March 17, 2003

Financial Holding Companies

Director, BS&R

- Banco Itau Holding Financeira, Sao Paulo, Brazil -- election to be treated as a financial holding company.
- Effective, March 21, 2003

Membership

St. Louis

- Farmers Bank, Parsons, Tennessee -- to become a member of the Federal Reserve System.
- Approved, March 17, 2003

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, March 22, 2003

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, March 22, 2003

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|--------------|---|---|
| 3(a)1, 3(a)3 | Woori Finance Holdings Co., Ltd., and Woori Bank, both of Seoul, Korea, to acquire 100 percent of the capital stock of Pansia Bank, N.A., Fort Lee, New Jersey. | Newspaper – 04/13/2003 Fed. Reg. – N/A |

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 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, March 22, 2003

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|---|--------------------------------------|
| Branch | Patriot Bank, Pottstown, PA, to establish a branch office at 155 Shillington Road, Sinking Spring, PA | Newspaper - 04/02/2003 |

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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, March 22, 2003

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> | |
|-------------|--|--|
| Premises | Heartland Bank – Investment in bank premises notice filed pursuant to Section 24 of the FRA for investment in bank premises in excess of 150% of capital stock plus surplus. | |

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 LrgBk 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, March 22, 2003

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|---|--------------------------------------|
| Branch | The Bank of Marion, Marion, Virginia, to establish a branch at 744 Beaver Dam Avenue, Suite A, Damascus, Virginia.* | Newspaper – 04/04/2003 |

*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 | Richmond Community Hospital Foundation, Richmond, Virginia, to acquire up to 21.3% of the voting shares of Consolidated Bank and Trust Company, Richmond, Virginia. | Fed Reg – 04/02/2003 Newspaper – 04/01/2003 |
| 3(a)(5) | BB&T Corporation, Winston-Salem, North Carolina, to acquire First Virginia Banks, Inc., Falls Church, Virginia.* | Fed Reg – 04/14/2003 Newspaper – 04/09/2003 |

*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) | BB&T Corporation, Winston-Salem, North Carolina, to acquire First Virginia Banks, Inc., Falls Church, Virginia, and thereby engage in certain nonbanking activities. | Fed Reg – 04/14/2003 |

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> |
| 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, March 22, 2003

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 6650 N. McArthur Boulevard, Irving, Texas.* | Newspaper-03/24/2003 |
| Branch | SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 3365 Cobb Parkway, N.W., Acworth, Georgia, to be known as the Acworth Office.* | Newspaper-03/22/2003 |
| Branch | SunTrust Bank, Atlanta, Georgia, to establish a branch located at 124 Shawan Road, Hunt Valley, Maryland, to be known as the Hunt Valley Office.* | Newspaper-04/04/2003 |

*Subject to 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) | Alabama National Bancorporation, Birmingham, Alabama, to acquire Millennium Bank, Gainesville, Florida.* | Newspaper-N/Avail Fed Reg-04/18/2003 |
| 3(a)(1) | American Trust Bancorp, Roswell, Georgia, to become a bank holding company by acquiring American Trust Bank, Roswell, Georgia (in organization).* | Newspaper-03/28/2003 Fed Reg-N/Avail |
| 3(a)(3) | Community Bancshares of Mississippi, Inc., Brandon, Mississippi, to acquire at least 80 percent of the outstanding shares of First Lucedale Bancorp, Inc., and its subsidiary, First National Bank of Lucedale, both of Lucedale, Mississippi.* | Newspaper-04/14/2003 Fed Reg-04/18/2003 |
| 3(a)(3) | Financial Investors of the South, Inc., Birmingham, Alabama, to acquire up to 15 percent of the outstanding shares of Consumer National Bank, Jackson, Mississippi.* | Newspaper-04/02/2003 Fed Reg-04/21/2003 |
| CIC | First Citizens Bankshares, Inc., Glennville, Georgia, prior change in control notification filed by Jeannie Kicklighter Beck, to acquire 1.5 percent of the outstanding shares of First Citizens Bankshares, Inc., Glennville, Georgia. Total pro forma ownership will be 26.1 percent. | Newspaper-N/Avail Fed Reg-03/31/2003 |

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 | UB Financial Corporation, Sunrise, Florida, after-the-fact notification filed by the Leonard Miller Revocable Declaration of Trust, Trustees including Stuart A. Miller, Jeffrey S. Miller, Leslie M. Saiontz and Brian L. Bilzin, to retain 100 percent of the outstanding shares of UB Financial Corporation, Sunrise, Florida. | Newspaper-04/07/2003 Fed Reg-04/03/2003 |

*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> |
|-------------|--|
| 3(a)(1) | PBFC Holding Company, Bude, Mississippi, notice to become a bank holding company by acquiring Peoples Bank of Franklin County, Bude, Mississippi. |
| 3(a)(1) | Community Banks of Georgia, Inc., Jasper, Georgia, notice to become a bank holding company by acquiring Community Bank of Pickens County, Jasper, Georgia. |

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> |
| 304034 | First Nation Bank Post Office Box 1107 Covington, Georgia 30015 (770) 787-5500 | 12/09/2002 | 03/19/2003 | S | | X |

Section VI – CRA examinations scheduled for Quarter of

Institution *Location*

None

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, March 22, 2003

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|--|--------------------------------------|
| Branch | Delafield State Bank, Delafield, Wisconsin, to establish a branch facility to be located at 123 West Washington Avenue, Madison, Wisconsin.* | Newspaper – 03/14/2003 |

* 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) | Iroquois Bancorp, Inc., Gilman, Illinois, to acquire 42.19 percent of the voting shares of JW Bancorp, Inc., Winchester, Illinois, and thereby indirectly acquire John Warner Financial Corporation, Clinton, Illinois and The John Warner Bank, Clinton, Illinois.* | Fed Reg – 03/24/2003 Newspaper – 03/24/2003 |
| 3(a)(1) | JW Bancorp, Inc., Winchester, Illinois, to become a bank holding company by acquiring 100 percent of the voting shares of John Warner Financial Corporation, Clinton, Illinois, and thereby indirectly acquire The John Warner Bank, Clinton, Illinois.* | Fed Reg – 03/24/2003 Newspaper – 03/24/2003 |
| CIC | Notice by Ronald W. Plassman, Fort Wayne, Indiana, to acquire an additional 1,360 shares or 34 percent and thereby increase his aggregate ownership to 54 percent, of Knisely Financial Corp., Butler, Indiana, and thereby indirectly acquire Knisely Bank, Butler, Indiana. | Fed Reg – 02/24/2003 Newspaper – N/Avail |
| CIC | Notice by the Maurice Family (John M. Maurice, Cedar Rapids, Iowa; Steven P. Maurice, Mt. Vernon, Iowa; Dorothy D. Maurice, Cedar Rapids, Iowa; Jane Bohlin, Park Forest, Illinois; and James R. Maurice, Chicago, Illinois) to retain ownership of 49.4% of MSB Corporation, Central City, Iowa, and individually by John M. Maurice to retain the power to vote 41.2% of MSB Corporation. | Fed Reg – 04/09/2003 Newspaper – 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)(3) | National Bancshares, Inc., Bettendorf, Iowa, to acquire at least 400,000 shares, or 33.56 percent of Benchmark Bancorp, Inc., Aurora, Illinois, and thereby indirectly acquire Benchmark Bank, Aurora, Illinois.* | Fed Reg – 04/18/2003 Newspaper – N/Avail |
| 3(a)(1) | PSB Group, Inc., Madison Heights, Michigan, to become a bank holding company by acquiring 100 percent of the voting shares of Peoples State Bank, Hamtramck, Michigan.* | Fed Reg – 04/18/2003 Newspaper – 04/06/2003 |
| 4(c)(8) | Standard Bancshares, Inc., Hickory Hills, Illinois, to acquire 100 percent of the voting shares of Security Financial Bancorp, Inc., St. John, Indiana, and thereby indirectly acquire Security Federal Bank and Trust, St. John, Indiana, and thereby operate a savings association.* | Fed Reg – 04/18/2003 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.

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> |
| 2938198 | Northbrook Bank & Trust 1100 Waukegan Road Northbrook, Illinois 60062 (847) 418-2800 | 10/21/2002 | 03/20/2003 | S | X | |
| 2883001 | United Community Bank of Lisle 1026 Ogden Avenue Lisle, Illinois 60530 (630) 724-0100 | 10/21/2002 | 03/21/2003 | S | | X |
| 830542 | Central State Bank 301 Iowa Avenue Muscatine, Iowa 52761 (563) 263-3131 | 11/21/2002 | 03/18/2003 | S | 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, March 22, 2003

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 | Notice by Steven Earl Shock, Poplar Bluff, Missouri, to become trustee and thereby gain control of Midwest Bancorporation, Inc. and Affiliates ESOP, Poplar Bluff, Missouri. The ESOP is a bank holding company by virtue of its ownership of 42.24 percent of Midwest Bancorporation, Inc., Poplar Bluff, Missouri. (Previously submitted during the week ending March 15, 2003) | Newspaper – 04/03/2003 Fed Reg – 04/03/2003 |
| CIC | Notice by R.W. Butler Irrevocable Family Trust #1, Little Rock, Arkansas, to increase its control of First Paris Holding Company, Paris, Arkansas. Also, by Beth Eaton, Little Rock, Arkansas, Patricia Butler, Little Rock, Arkansas, and James T. Butler, Harrisburg, Arkansas, as trustees, to increase their individual direct and indirect ownership, control or the power to vote. (Previously submitted during the week ending March 15, 2003) | Newspaper – N/AvailFed Reg – 04/03/2003 |
| 3A3 | Liberty Bancshares, Inc., Jonesboro, Arkansas, to acquire 100 percent of MSB Shares, Inc., Jonesboro, Arkansas, and thereby indirectly acquire MidSouth Bank, Jonesboro, Arkansas.* | Newspaper – 04/19/2003 Fed Reg – 04/18/2003 |
| 3A1 | First American Bancshares, Inc., Iuka, Mississippi, to become a bank holding company by acquiring 100 of First American National Bank, Iuka, Mississippi.* | Newspaper – 04/21/2003 Fed Reg – 04/21/2003 |

* 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> |
| 311845 | Arvest Bank Fayetteville, Arkansas | 09/09/2002 | 03/18/2003 | S | | X |

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, March 22, 2003

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|--------------|--|--------------------------------------|
| 18c & Branch | First State Bank Southwest, Pipestone, Minnesota, to purchase the assets and assume the liabilities of the Edgerton and Leota, Minnesota, offices of Bremer Bank, National Association, Marshall, Minnesota, and incident thereto establish a branch facility at 423 Main Street, Leota, Minnesota.* | Newspaper – N/Avail |
| 18c & Branch | Security Bank Minnesota, Albert Lea, Minnesota to merge with First State Bank of Emmons, Emmons, Minnesota, and incident thereto establish a branch facility in Emmons, Minnesota.* | Newspaper – N/Avail |

*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 | Change in control notice by Curtis J. Neumann to gain control of First Hawley Bancshares, Inc. Hawley, Minnesota, and thereby indirectly gain control of First National Bank, Hawley, Minnesota. | Fed Reg- 03/31/2003 Newspaper- N/Avail |
| CIC | Change in control notice by Helen M. Olson to gain control of First Hawley Bancshares, Inc. Hawley, Minnesota, and thereby indirectly gain control of First National Bank, Hawley, Minnesota. | Fed Reg-03/31/2003 Newspaper- N/Avail |
| CIC | Change in control notice by the Neumann Family Limited Partnership of Detroit Lakes, Minnesota to gain control of First Hawley Bancshares, Inc. Hawley, Minnesota, and thereby indirectly gain control of First National Bank, Hawley, Minnesota. | Fed Reg- 03/31/2003 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.

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> |
| None | | | | | | |

Section VI – CRA examinations scheduled for Quarter of

| <i>Institution</i> | <i>Location</i> |
|--------------------|-----------------|
| None | |

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, March 22, 2003

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) | Steele Street State Bank Corporation, Denver, Colorado, to become a bank holding company through the acquisition of 100 percent of the voting shares of Steele Street State Bank, Denver, Colorado (in organization). | Newspaper - 04/07/2003 Fed Reg - 04/18/2003 |
| 3(a)(1) | Bank Capital Corporation, Phoenix, Arizona, to become a bank holding company through the acquisition of 100 percent of the voting shares of The Biltmore Bank of Arizona, Phoenix, Arizona (in organization). | Newspaper - 04/14/2003 Fed Reg - 03/21/2003 |
| 3(a)(3) | Central Financial Corporation, Hutchinson, Kansas, to acquire up to 45 percent of the voting shares of Mid-America Bancorp, Inc., parent of Heartland Bank, both in Jewell, Kansas. | Newspaper - 04/12/2003 Fed Reg - 04/18/2003 |
| 3(a)(3) | Guaranty Corporation, Denver, Colorado, to acquire up to 19.19 percent of the voting shares of Bank Capital Corporation, Phoenix, Arizona, parent of The Biltmore Bank of Arizona, Phoenix, Arizona (in organization). | Newspaper - 04/14/2003 Fed Reg - 04/18/2003 |
| CIC | Notice by Harold D. Poland, Clyde, Kansas, to retain control of Elkcorp, Inc., Clyde, Kansas, parent of Elk State Bank, Clyde, Kansas. | Newspaper - 04/03/2003 Fed Reg - 04/11/2003 |

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

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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 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> |
| 456755 | Exchange Bank and Trust Company 6 & Delaware Perry, Oklahoma 73077 | 01/13/2003 | 03/20/2003 | S | | X |

Section VI – CRA examinations scheduled for Quarter of

| <i>Institution</i> | <i>Location</i> |
|--------------------|-----------------|
| None | |

District 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, March 22, 2003

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|--|--------------------------------------|
| Branch | Texas Bank, Weatherford, TX, to establish a branch at 4841 Colleyville Blvd., Colleyville, TX 76034* | Newspaper - 03/31/2003 |

*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 | Murray H. Edwards, Clyde, TX, et ux, to acquire an interest in Clyde Financial Corporation, Clyde, TX | Fed Reg – 04/09/2003 Newspaper – 04/04/2003 |

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.

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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

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> |
| None | | | | | | |

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, March 22, 2003

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) | American Premier Bancorp, Arcadia, California, to become a bank holding company by acquiring 100 percent of American Premier Bank (In Organization), Arcadia, California.* | Newspaper – 04/03/2003 Fed Reg – 04/18/2003 |
| CIC | Notice by Alan Wilber Rolley, Dallas, Texas, and Blake Alan Rolley, Flagstaff, Arizona, acting in concert, to increase their ownership up to 33.06 percent of Arizona Bancshares, Inc., Flagstaff, Arizona.* | Newspaper – N/Avail Fed Reg – 02/04/2003 |

* 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

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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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> |
| 866279 | Bank of Ephraim 2 North Main Street Ephraim, Utah 84627 (435) 283-4621 | 11/04/2002 | 03/17/2003 | S | | X |
| 795968 | Bank of Hawaii 130 Merchant Street Honolulu, Hawaii 96813 (888) 643-3888 | 10/21/2002 | 03/17/2003 | O | X | |

The above listing has been prepared as a courtesy by the Federal Reserve Bank of San Francisco, and is not intended to replace formal notices required by statute or regulation; the Reserve Bank assumes no responsibility for errors or omissions.

Section VI – CRA examinations scheduled for Quarter of

| <i>Institution</i> | <i>Location</i> |
|--------------------|-----------------|
| None | |