
Federal Reserve Release



H.2

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

No. 2

Week Ending January 10, 2004

Regulations And Policies

Policy Statement on Financial Institutions Providing Financial Support to Advised Investment Funds -- interagency policy statement advising financial institutions on safety and soundness and legal issues involved in providing financial support to certain investment funds.

- Announced, January 5, 2004

Working Group on Government Securities Clearance and Settlement -- report and recommendations to mitigate risks in the clearing and settlement process for U.S. government securities.

- Published, January 7, 2004

Enforcement

Credit Lyonnais, S.A., Paris, France, and Credit Agricole, S.A. -- issuance of a consent order of enforcement action.

- Announced, January 8, 2004

James Monroe Bank, Arlington, Virginia -- order of prohibition and order to cease and desist against Scott Smolinski, a former vice president.

- Announced, January 9, 2004

| | | | |
|-----------------|------------------------------------|--------------|---|
| 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

St. Louis

Bank of Buffalo, Buffalo, Kentucky -- to establish a branch at 2375 Lincoln Farm Road, Hodgenville.

- Approved, January 6, 2004

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish branches at 7700 Cox Road, West Chester, and 5100 Terra Firma Drive, Mason.

- Approved, January 9, 2004

Cleveland

Fifth Third Bank, Grand Rapids, Michigan -- to establish branches at 33133 West 12 Mile Road, Farmington Hills; 2301 Gezon Parkway, Wyoming; 1190 West Argyle Street, Jackson; and 2112 Jolly Road, Okemos; 1710 Maple Avenue, Evanston, Illinois; 1 North Wacker Drive, Chicago; 235 West Rand Road, Mt. Prospect; 1366 South Milwaukee Avenue, Libertyville; and 460 South Randall Road, South Elgin.

- Approved, January 7, 2004

Chicago

Johnson Bank, Racine, Wisconsin -- to establish a branch at 318 South Washington Street, Green Bay.

- Approved, January 9, 2004

Secretary

RBC Centura Bank, Rocky Mount, North Carolina -- to establish a branches at 1858 North Young Circle, Suite 5, Hollywood, Florida; 75 Fifth Street Northwest, Suite 100, Atlanta, Georgia; and 1064 Richard D. Sailors Parkway, Powder Springs.

- Approved, January 9, 2004

Bank Branches, Domestic

Secretary

SunTrust Bank, Atlanta, Georgia -- to establish branches at the northwest corner of Lightner Road and James Madison Highway, Haymarket, Virginia; the intersection of Loudoun County Parkway and U.S. Highway 50, South Riding; and 7451 Mount Vernon Square, Alexandria.

- Approved, January 5, 2004

Bank Holding Companies

Kansas City

Ameriwest Corporation, Omaha, Nebraska -- to engage in making and servicing loans.

- Approved, January 8, 2004

Chicago

Bank of Montreal, Montreal, Canada; Bankmont Financial Corp., Chicago, Illinois; and Harris Bankcorp, Inc. -- to merge with Lakeland Financial Corp., Round Lake Heights, and thereby acquire Lakeland Community Bank.

- Approved, January 8, 2004

Kansas City

Lindoe, Inc., Ordway, Colorado -- to acquire First National Bank of Lake City & Creede, Lake City.

- Approved, January 8, 2004

Atlanta

PBFC Holding Company, Bude, Mississippi -- to become a bank holding company through the acquisition of Peoples Bank of Franklin County.

- Approved, January 9, 2004

Chicago

Prairieland Bancorp Employee Stock Ownership Plan and Trust, Bushnell, Illinois -- to increase its ownership of Prairieland Bancorp, Inc. and thereby acquire Farmers and Merchants State Bank.

- Approved, January 9, 2004

Bank Holding Companies

Dallas

Southwest Bancorporation of Texas, Inc., Houston, Texas, and Southwest Holding Delaware, Inc., Wilmington, Delaware -- to acquire Reunion Bancshares, Inc., Dallas, Texas, and indirectly acquire Reunion Bancshares-Delaware, Inc., Dover, Delaware, and Lone Star Bank, Dallas.

- Approved, January 7, 2004

Kansas City

Thunder Bancorp, Inc., Sylvan Grove, Kansas -- to become a bank holding company through the acquisition of Beverly State Bank, Beverly, to be known as Thunder Bank, Sylvan Grove, and for Thunder Bank to become a member of the Federal Reserve System; and for Thunder Bancorp, Inc. to engage in insurance agency activities.

- Approved, January 7, 2004

Chicago

Valley Financial Group, Ltd., Saginaw, Michigan -- to become a bank holding company through the acquisition of 1st State Bank, a de novo bank.

- Approved, January 5, 2004

Bank Mergers

Kansas City

UBT Bancshares, Inc., Marysville, Kansas -- to acquire United Bank & Trust and for United Bank & Trust to purchase certain assets and assume certain liabilities of branches of Gold Bank, Leawood, located in Clay Center, Concordia, Linn, Washington, Marysville, Sabetha; and Seneca.

- Approved, January 8, 2004

Banks, Foreign

Director, BS&R

MBNA Europe Bank Limited, Chester, United Kingdom -- waiver of notification period to make an investment.

- Granted, January 9, 2004

Banks, Nonmember, And Miscellaneous Institutions

Director, BS&R

First Alliance Bank, Jacksonville, Florida -- request for an exemption from section 23A of the Federal Reserve Act.

- Granted, December 22, 2003 (AC)

Change In Bank Control

Kansas City

Financial Services of the Rockies, Inc., Colorado Springs, Colorado -- change in bank control.

- Permitted, January 9, 2004

Kansas City

Flint Hills Bancshares, Inc., Gridley, Kansas -- change in bank control.

- Permitted, January 7, 2004

Chicago

The Greenwood's Bancorporation, Inc., Lake Mills, Wisconsin -- change in bank control.

- Permitted, January 6, 2004

Chicago

Mediapolis Bancorporation, Mediapolis, Iowa -- to retain control of Mediapolis Bancorporation and thereby indirectly acquire Mediapolis Savings Bank.

- Permitted, January 9, 2004

Boston

Service Bancorp, Inc., Medway, Massachusetts -- change in bank control.

- Permitted, January 8, 2004

Kansas City

Valley Bancorp, Inc., Syracuse, Kansas -- change in bank control.

- Permitted, January 8, 2004

Chicago

Will Bancorp, Inc., Williamsville, Illinois -- to retain control of Will Bancorp, Inc. and thereby acquire Williamsville State Bank and Trust.

- Permitted, January 8, 2004

Competitive Factors Reports

Secretary

Citizens Bank & Trust, Rock Port, Missouri -- report on competitive factors of the proposed acquisition of assets and assumption of liabilities of the Mound City branch of Bank Midwest, National Association, Kansas City.

- Submitted, January 9, 2004

Minneapolis

Citizens Community Federal, Altoona, Wisconsin -- report on competitive factors of the proposed merger with Interim One Federal Savings Bank and Interim Two Federal Savings Bank.

- Submitted, January 8, 2004

Dallas

The City National Bank of Sulphur Springs, Sulphur Springs, Texas -- report on competitive factors of the proposed merger with First State Bank, Hawkins.

- Submitted, January 8, 2004

Chicago

The First National Bank in Tremont, Tremont, Illinois -- report on competitive factors of the proposed merger with Community Bank of Hopedale, Hopedale.

- Submitted, January 8, 2004

Dallas

First National Bank, Edinburg, Texas -- report on competitive factors of the proposed acquisition of a branch of First Commercial Bank, N.A., Seguin, at 1110 Ranch Road 620 South, Austin.

- Submitted, January 9, 2004

Minneapolis

Frontier Trust Company, FSB, Fargo, North Dakota -- report on competitive factors of the proposed merger with Advest Trust Company, Hartford, Connecticut.

- Submitted, January 6, 2004

Boston

Hampden Savings Bank, Springfield, Massachusetts -- report on competitive factors of the proposed merger with Hampden Bank.

- Returned, January 7, 2004

Competitive Factors Reports

Kansas City

Landmark National Bank, Manhattan, Kansas -- report on competitive factors of the proposed merger with First Kansas Financial Corporation, Osawatomie.
- Submitted, January 7, 2004

Chicago

Liberty Bank, F.S.B., West Des Moines, Iowa -- report on competitive factors of the proposed merger with StateFed Financial Corporation, Clive.
- Submitted, January 8, 2004

Chicago

Liberty Bank, F.S.B., West Des Moines, Iowa -- report on competitive factors of the proposed merger with State Federal Savings and Loan Association of Des Moines, Clive.
- Submitted, January 8, 2004

New York

Sterling National Bank, New York, New York -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the branch of City & Suburban Federal Savings Bank at One Executive Boulevard, Yonkers.
- Submitted, January 8, 2004

Minneapolis

United Prairie Bank-Owatonna, Minneapolis -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Waseca branch of Minnwest Bank South, Tracy.
- Submitted, January 7, 2004

Extensions Of Time

Atlanta

Bancsouth Financial Corporation, Crystal Springs, Mississippi -- extension to April 10, 2004, to become a bank holding company through the acquisition of Bank of the South.
- Granted, January 6, 2004

Extensions Of Time

Kansas City

Bank of Blue Valley, Overland Park, Kansas -- extension to April 9, 2004, to establish a branch at 13401 Mission Road, Leawood.

- Granted, January 7, 2004

Kansas City

Canon Bank Corporation, Canon City, Colorado -- extension to April 7, 2004, to become a bank holding company through the acquisition of shares of Canon National Bank.

- Granted, January 6, 2004

Atlanta

Community Bank of Georgia, Inc., Baxley, Georgia -- extension to May 6, 2004, to become a bank holding company through the acquisition of Community Bank of Georgia.

- Granted, January 8, 2004

Kansas City

Gold Bank, Leawood, Kansas -- extension to April 6, 2004, to merge with Gold Bank, Hennessey, Oklahoma, and establish branches.

- Granted, January 6, 2004

Membership

Kansas City

State Bank of Axtell, Axtell, Kansas -- to become a member of the Federal Reserve System.

- Approved, January 8, 2004

Regulations And Policies

Secretary

Regulation CC -- amendments to Appendix A to delete the existing reference to the Miami check processing office of the Federal Reserve Bank of Atlanta and reassign the routing numbers listed under that office to the Jacksonville office.

- Approved, January 6, 2004

District 1
Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, January 10, 2004

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 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 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, January 10, 2004

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|----------------------------|---|--------------------------------------|
| Branch | HSBC Bank USA, Buffalo, New York request permission to open and occupy a branch office at 601 Montgomery Street, San Francisco, California. | Newspaper – 01/28/2004 |
| Foreign Orgs US Rep Office | Hypothesenbank in Essen AG, Essen, Germany, requests prior approval of the Board of Governors of the Federal Reserve to establish a representative office in New York, New York | 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> |
|-------------|--------------------|--------------------------------------|
| 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.

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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 | |

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, January 10, 2004

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.

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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> |
|--------------------|-----------------|
| None | |

District 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, January 10, 2004

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) | PSB Holdings, Inc., New Matamoras, Ohio, proposes to become a bank holding company through the acquisition of The Peoples Savings Bank, New Matamoras, Ohio. | Newspaper - 12/04/2003 Fed Reg - 12/01/2003 |

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> | <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.

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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> |
| 934114 | The Commercial Bank 229 East Second Street Delphos, Ohio 45833 | 10/06/2003 | 01/07/2004 | S | | X |

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, January 10, 2004

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|---|--------------------------------------|
| 18(c) | Bank of Tazewell County, Virginia, to purchase certain assets and assume certain liabilities of the Richlands, Virginia, branch office of FNB Southeast, Reidsville, Virginia.* | Newspaper – 02/10/2004 |

*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> |
|-------------|--------------------|--------------------------------------|
| 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.

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|------------------------|---|-----------------------------|----------------------------|-----------------------|------------------|-------------|
| | | | | | <i>LrgBk</i> | <i>SmBk</i> |
| 2607449 | Waccamaw Bank 110 N. JK Powell Boulevard Whiteville, North Carolina 28472 | 09/15/2003 | 01/04/2004 | O | | X |

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, January 10, 2004

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|---|--------------------------------------|
| Branch | Riverside Bank of the Gulf Coast, Cape Coral, Florida, to establish a branch located at 5266 Golden Gate Parkway, Naples, Florida.* | Newspaper – 01/17/2004 |

*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)(1) | Allied Bancshares, Inc., Cumming,, Georgia, to become a bank holding company by acquiring First National Bank of Forsyth County, Cumming, Georgia (in organization).* | Newspaper – N/Avail Fed Reg – N/Avail |
| CIC | Madison Bank Corporation, Madison, Georgia, prior change in control notice by Old Post Road, L.P., Madison, Georgia, to acquire 23.97 percent of the outstanding shares of Madison Bank Corporation, and its subsidiary, Bank of Madison, both of Madison, Georgia. | Newspaper – N/Avail Fed Reg – N/Avail |
| CIC | Red River Bancshares, Inc., Alexandria, Louisiana, after-the-fact change in control notice by John C. Simpson, New Orleans, Louisiana, to retain 10.05 percent of the percent of the outstanding shares of Red River Bancshares, Inc., and its subsidiary, Red River Bank, both of Alexandria, Louisiana. | Newspaper – 01/12/2004 Fed Reg – 01/20/2004 |

*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> |
|-------------|--------------------|
| 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> |
| 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, January 10, 2004

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|----------------------|---|--------------------------------------|
| Branch | Citizens Bank, Flint, Michigan, to establish a branch facility to be located at 9749 Dixie Highway, Springfield Township, Michigan.* | Newspaper – N/Avail |
| 18C & Branches & 5D3 | Irwin Union Bank and Trust Company, Columbus, Indiana, to purchase certain assets and certain deposit and other liabilities of Irwin Union Bank, F.S.B., Louisville, Kentucky, and thereby to establish branches at 224 South 200 West, Suite 100, Salt Lake City, Utah, and 401 N. Buffalo, Suite 200, Las Vegas, Nevada.* | 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> |
|-------------|--|---|
| 3(a)(3) | Capitol Bancorp, Ltd., Lansing, Michigan, to acquire 100 percent of the voting shares of First Carolina State Bank, Rocky Mount, North Carolina.* | Fed Reg – 02/02/2004 Newspaper – N/Avail |
| CIC | Notice by Steven Joseph Bonnet, East Dubuque, Illinois, to control 50.04 percent of East Dubuque Bancshares, Inc., Dubuque, Iowa, and thereby indirectly acquire East Dubuque Savings Bank, Dubuque, Iowa. | Fed Reg – 01/07/2004 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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S = Satisfactory

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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> |
| 991340 | 1 st Source Bank P.O. Box 1602 South Bend, Indiana 46634 (219) 235-2574 | 05/19/2003 | 01/05/2004 | 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, January 10, 2004

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|--|--------------------------------------|
| Branch | Pulaski Bank and Trust Company, Little Rock, Arkansas, to establish a branch facility to be located at 1605 North Germantown Parkway, Memphis, Tennessee.* | Newspaper – 01/18/2004 |

* 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> |
|-------------|--|---|
| 3A5 | NBC Capital Corporation, Starkville, Mississippi, to acquire 100 percent of Enterprise Bancshares, Inc., Memphis, Tennessee, and thereby indirectly acquire Enterprise National Bank, Memphis, Tennessee.* | Newspaper – 02/08/2004 Fed Reg – N/Avail |
| CIC | Notice by Samuel Jackson Young, Elizabethtown, Kentucky, individually, and as part of the Young Family control group, which includes Mr. Young and Ginger Young, Spring, Texas, to retain control of Fredonia Valley Bancorp, Inc., Fredonia, Kentucky | 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> |
|-------------|--------------------|--------------------------------------|
| 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.

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, January 10, 2004

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) | Central Banking Services, Inc., St. Cloud, Minnesota, proposes to acquire 100% of the voting shares of St. Joseph Bancshares, Inc., St. Joseph, Minnesota, and thereby indirectly acquire 100% of the voting shares of First State Bank of St. Joseph, St. Joseph, Minnesota.* | Fed Reg – 02/06/2004 Newspaper – 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> | <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.

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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 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, January 10, 2004

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|--|--------------------------------------|
| Branch | Saline State Bank, Wilber, Nebraska, to relocate its branch from 82 nd Street between Pine Lake and Highway 2, Lincoln, Nebraska, to 5620 South 48 th Street, Lincoln, Nebraska. | Newspaper - 01/15/2004 |
| 18(c) | Adams Bank & Trust, Ogallala, Nebraska, to merge with The Vista Bank, Colorado Springs, Colorado, and incident thereto, to establish two branches. | 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)(1) | First Pioneer Holding, Inc., Denver, Colorado, to become a bank holding company through the retention of 100 percent of the voting shares of First Western Trust Bank, Denver, Colorado (in organization). | Newspaper - N/Avail Fed Reg - 02/09/2004 |
| 3(a)(1) | Bank of Choice Holding Company, Evans, Colorado, to become a bank holding company through the acquisition of 100 percent of the voting shares of Weld County Bank, Evans, Colorado. | Newspaper - 02/01/2004 Fed Reg - 02/02/2004 |
| 3(a)(3) | Pine River Bank Corporation, Bayfield, Colorado, to acquire 100 percent of the voting shares of First National Bank of Lake City & Creede, Lake City, Colorado. | Newspaper - N/Avail Fed Reg - 02/09/2004 |

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) | First Pioneer Holdings, Inc., Denver, Colorado, to engage in investment advisory activities through the acquisition of 100 percent of the voting shares of First Western Investment Management, Inc., Denver, Colorado. | Fed Reg - 02/09/2004 |

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) | First Pioneer Holdings, Inc., Denver, Colorado, to engage in investment advisory activities through the acquisition of 100 percent of the voting shares of James Sprout & Associates, Inc., Fort Collins, Colorado. | Fed Reg - 02/09/2004 |
| 4(c)(8) | First Pioneer Holding, Inc., Denver, Colorado, to engage in trust company activities through the acquisition of 100 percent of the voting shares of Poudre River Valley Trust Company, Fort Collins, Colorado. | Fed Reg - 02/09/2004 |

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> |
| 986757 | Battle Creek State Bank 202 W. Main Street Battle Creek, Nebraska 68715 | 10/20/2003 | 01/08/2004 | 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, January 10, 2004

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|---|--------------------------------------|
| Branch | First State Bank, Menard, TX (formerly The Bevans State Bank of Menard), to establish a branch at 2118 South Treadaway, Abilene, TX, 79602* | Newspaper – 01/27/2004 |

*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) | Treaty Oak Holdings, Inc., Austin, TX, and Treaty Oak Bancorp, Inc., Austin, TX, to acquire Texline State Bank, Texline, TX* (previously reported the week ending December 27, 2003) | Fed Reg – 01/23/2004 Newspaper – 01/11/2004 |
| 3(a)(1) | Treaty Oak Bancorp, Inc., Austin, TX, to acquire Texline State Bank, Texline, TX* (previously reported the week ending December 27, 2003) | Fed Reg – 01/23/2004 Newspaper – 01/11/2004 |

*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.

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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, January 10, 2004

Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|--------------|---|--------------------------------------|
| 18C & Branch | United Security Bank, Fresno, California, to merge with Taft National Bank, Taft, California, and to acquire two branches of target.* | Newspaper – 01/11/2004 |

* 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> |
|-------------|--------------------|--------------------------------------|
| 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.

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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> |
| 777366 | Bank of the Orient 233 Sansome Street San Francisco, CA 94111-2534 | 09/15/2003 | 01/05/2004 | S | X | |

Section VI – CRA examinations scheduled for

Quarter of

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