
Federal Reserve Release



H.2

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

No. 3

Week Ending January 17, 2004

Bank Holding Companies

Central Pacific Financial Corp., Honolulu, Hawaii -- request for reconsideration of the Board's approval of the application to acquire CB Bancshares, Inc.

- Denied, January 14, 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

Cleveland

Community Trust Bank, Inc., Pikeville, Kentucky -- to establish branches at 239 North Highway 27, Somerset, and 38 Shiloh Drive, London.

- Approved, January 15, 2004

San Francisco

Desert Community Bank, Victorville, California -- to establish a branch at Bear Valley Road and Interstate 15.

- Approved, January 15, 2004

Atlanta

First Southern Bank, Boca Raton, Florida -- to establish a branch at 2419 East Commercial Boulevard, Fort Lauderdale.

- Approved, January 16, 2004

Chicago

Libertyville Bank & Trust Company, Libertyville, Illinois -- to establish a branch at 345 South Milwaukee Avenue, Lake Villa.

- Approved, January 12, 2004

Chicago

Libertyville Bank & Trust Company, Libertyville, Illinois -- to establish a branch at 657-663 O'Plaine Road, Gurnee.

- Approved, January 12, 2004

Bank Holding Companies

Atlanta

Algiers Bancorp, Inc., Baton Rouge, Louisiana -- to become a bank holding company through the acquisition of Statewide Bank, Terrytown, after its conversion from a thrift institution to a bank.

- Withdrawn, January 16, 2004

Bank Holding Companies

Atlanta

Allied Bancshares, Inc., Cumming, Georgia -- to become a bank holding company through the acquisition of First National Bank of Forsyth County, a de novo bank.
- Withdrawn, January 14, 2004

Dallas

American Bank Holding Corporation, Corpus Christi, Texas -- to acquire First National Bank of Goliad, Goliad.
- Approved, January 14, 2004

St. Louis

City Bancorp, Springfield, Missouri -- to engage in credit extension and servicing activities.
- Approved, January 14, 2004

Kansas City

ColoEast Bankshares, Inc., Lamar, Colorado -- to acquire First National Bank of Tribune, Tribune, Kansas.
- Approved, January 15, 2004

New York

Evergreen Holdings, LLC, New York, New York -- to become a bank holding company through the acquisition of shares of Eastbank Corporation.
- Approved, January 12, 2004

St. Louis

Home Bancshares, Inc., Conway, Arkansas -- to retain its ownership of TCBancorp, Inc., North Little Rock, and thereby retain its ownership of Twin City Bank.
- Approved, January 15, 2004

Secretary

J.P. Morgan Chase & Co., New York, New York -- commenter's request to extend the comment period on the application to acquire Chase FSB, Newark, Delaware, a de novo federal savings bank.
- Denied, January 15, 2004

Bank Holding Companies

Secretary

Manulife Financial Corporation, Toronto, Canada -- commenter's request to extend the comment period on the applications to become a bank holding company through the acquisition of John Hancock Financial Services, Inc., Boston, Massachusetts, and thereby acquire First Signature Bank and Trust Company, Portsmouth, New Hampshire; and for John Hancock Financial Services, Inc. to become a bank holding company with respect to First Signature Bank and Trust Company.

- Denied, January 16, 2004

New York

Mariner's Bancorp, Edgewater, New Jersey -- to become a bank holding company through the acquisition of Mariner's Bank, Edgewater.

- Withdrawn, January 14, 2004

Atlanta

Signature Financial Holdings, Inc., St. Petersburg, Florida -- to become a bank holding company through the acquisition of Signature Bank.

- Approved, January 16, 2004

Cleveland

Town Square Financial Corporation, Ashland, Kentucky -- to become a bank holding company through the acquisition of Town Square Bank, Inc.

- Approved, January 13, 2004

Bank Mergers

Kansas City

Adams Bank & Trust, Ogallala, Nebraska -- to merge with Vista Bank, Colorado Springs, Colorado, and establish two branches.

- Withdrawn, January 12, 2004

Kansas City

Union Colony Bank, Greeley, Colorado -- to purchase certain assets and assume certain liabilities of the Greeley, Kersey, Ft. Lupton, Platteville, and Wellington branches of Vectra Bank Colorado, N.A., Farmington, New Mexico; and for First National Bank, Ft. Collins, to purchase the Wellington branch.

- Approved, January 15, 2004

Banks, Foreign

Secretary

Gjensidige NOR Sparebank ASA, Oslo, Norway -- to establish a branch in New York, New York.

- Approved, January 16, 2004

Banks, State Member

Director, BS&R

Citizens Bank and Trust Company, Blackstone, Virginia -- transfer agent registration.

- Withdrawn, January 15, 2004

Change In Bank Control

Chicago

The Farmers State Bank, Brookston, Indiana -- to retain shares of The Farmers State Bank.

- Permitted, January 16, 2004

St. Louis

First Southeast Missouri Bancorporation, Inc., Scott City, Missouri -- change in bank control.

- Permitted, January 12, 2004

Atlanta

Madison Bank Corp., Madison, Georgia -- change in bank control.

- Withdrawn, January 16, 2004

Kansas City

Mountain States Bancorporation, Inc., Denver, Colorado -- change in bank control.

- Permitted, January 12, 2004

Competitive Factors Reports

New York

Clifton Savings Bank, S.L.A., Clifton, New Jersey -- report on competitive factors of the proposed mergers with Clifton Federal MHC Interim Savings Bank and Clifton Federal Interim Savings Bank in connection with the proposed reorganization and conversion of Clifton Savings Bank, S.L.A. to a federal mutual holding company.

- Submitted, January 14, 2004

Competitive Factors Reports

Minneapolis

First National Bank and Trust, Pipestone, Minnesota -- report on competitive factors of the proposed merger with First National Bank of Luverne, Luverne.

- Submitted, January 14, 2004

San Francisco

First National Bank of Arizona, Scottsdale, Arizona -- report on competitive factors of the proposed purchase of certain assets and assumption of liabilities of the Sun City branch of Northern Trust Bank, N.A., Phoenix.

- Submitted, January 15, 2004

Kansas City

First National Bank of Lake City & Creede Interim Bank, Lake City, Colorado -- report on competitive factors of the proposed merger with First National Bank of Lake City & Creede.

- Submitted, January 16, 2004

Dallas

Franklin Bank, S.S.B., Austin, Texas -- report on competitive factors of the proposed merger with Lost Pines National Bank, Smithville.

- Submitted, January 14, 2004

Kansas City

The State Bank of Lebo, Lebo, Kansas -- report on competitive factors of the proposed merger with Lebo Bancshares, Inc.

- Submitted, January 16, 2004

Membership

Atlanta

MidSouth Bank, Murfreesboro, Tennessee -- to become a member of the Federal Reserve System.

- Approved, January 15, 2004

District 1
Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, January 17, 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</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, January 17, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Hypotheckenbank in Essen AG, Essen, Germany, to establish a representative office in New York, New York.	Newspaper – N/Avail
Branch	JP Morgan Chase, New York, New York to establish a branch office at 55 West Palisade Avenue, Englewood, New Jersey.	Newspaper – 02/11/2004

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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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 17, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Equity Bank, Marlton, NJ, to establish a branch office at Shops at Springton Pointe, Route 252, Newtown Square, PA.	Newspaper – 01/12/2004
Branch	Equity Bank, Marlton, NJ to establish a branch office located at 160 Mount Holly By-Pass & Route 541, Lumberton, NJ.	Newspaper – 01/05/2004

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	Nicholas Anthony Randazzo, Jr., Clifton Heights, PA, Linda Jane Tabas Stempel, Haverford, PA, and Robert Royal Tabas, Bryn Mawr, PA, to retain ownership of the Royal Bancshares of Pennsylvania, Narbeth, PA, as trustees of the Daniel M. Tabas Trust.	Newspaper – N/Avail Fed Reg – 02/04/2004

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>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 17, 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>	
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>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for

Quarter of

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

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, January 17, 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 and Trust Company, Blackstone, Virginia, to establish a branch at 10001 Courtview Lane, Chesterfield, Virginia.	Newspaper – 01/29/2004
Branch	James Monroe Bank, Arlington, Virginia, to establish a branch at 3914 Centreville Road, Chantilly, Virginia.	Newspaper – 01/30/2004
Branch	Peoples Community Bank, Montross, Virginia, to establish a branch at 2875 Kings Highway, Oak Grove, Virginia.	Newspaper – 01/30/2004
18(c)	Bank of Tazewell County, Tazewell, Virginia, to purchase certain assets and to assume certain liabilities of the Richlands, Virginia, branch office of FNB Southeast, Reidsville, NC.	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>
CIC	Brian F. Thomas, Morgantown, West Virginia, and Roger A. Hardesty, Kingwood, West Virginia, to control 29.03% and 25.48%, respectively, of State Bancorp, Inc., Bruceton Mills, West Virginia.	Fed Reg – 02/06/2004 Newspaper – 02/02/2004
3(a)(5)	Shore Bancshares, Inc., Easton, Maryland, to acquire 100% of the voting shares of Midstate Bancorp, Inc., Felton, Delaware.	Fed Reg – 02/13/2004 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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<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>
3125315	Highlands Community Bank 307 Thacker Avenue Covington, Virginia 24426	10/27/2003	01/11/2004	S		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 17, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at US19/Berkeley Manor Commercial Center, Spring Hill, Florida, to be known as the Commercial Way Branch.*	Newspaper – N/Avail
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 2626 Enterprise Road, Orange City, Florida, to be known as the Orange City Branch.*	Newspaper – N/Avail
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at 1004 Marlandwood Road, Temple, Texas, to be known as the Temple-Marlandwood Branch.*	Newspaper – N/Avail
Branch	Cumberland Bank South, Franklin, Tennessee, to establish a branch located at 320 Main Street, Franklin, Tennessee.*	Newspaper – N/Avail
Branch	Cumberland Bank South, Franklin, Tennessee, to establish a branch located at 4922 Columbia Highway, Spring Hill, Tennessee.*	Newspaper – N/Avail
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at 2576 West Sunset, Suite H, Springdale, Arkansas.*	Newspaper – 01/20/2004
Branch	Capital City Bank, Tallahassee, Florida, to establish a branch located at 4 E. Washington Street, Quincy, Florida.*	Newspaper – N/Avail
18(c)	Capital City Bank, Tallahassee, Florida, to merge with Quincy State Bank, Quincy, Florida.*	Newspaper – N/Avail

*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, Cummming, Georgia (in organization).*	Newspaper – N/Avail Fed Reg – N/Avail

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Algiers Bancorp, Inc., Baton Rouge, Louisiana, to become a bank holding company by acquiring Statewide Bank, Terrytown, Louisiana, formerly know as Algiers Bank and Trust, a thrift, upon its conversion to a bank.*	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(5)	CNB Holdings, Inc., Alpharetta, Georgia, to merge with First Capital Bancorp, Inc., and thereby directly acquire First Capital Bank, both of Norcross, Georgia.*	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(1)	Hometown Bancshares, Inc., Hamilton, Alabama, to become a bank holding company by acquiring PeoplesTrust Bank, Hamilton, Alabama (in organization).*	Newspaper – N/Avail Fed Reg – 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>
None	

Section V – Availability of CRA public evaluations

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Section V – Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
972237	TransAtlantic Bank 48 East Flagler Street Miami, Florida 33131 (305) 377-0200	09/08/2003	01/11/2004	S	X	
177135	First Progressive Bank Post Office Box 1267 Brewton, Alabama 36427-1267 (251) 867-7707	09/22/2003	01/11/2004	S		X

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 17, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Hinsdale Bank and Trust Company, Hinsdale, Illinois, to establish a branch facility to be located at 1111 Warren Avenue, Downers Grove, Illinois.*	Newspaper – N/Avail
18C & Branches	Iowa State Bank, Hull, Iowa, to purchase the assets and assume the liabilities of the Paullina, Iowa branch office of American Interstate Bank, Manning, Iowa, and thereby to establish a branch office at 105 North Main, Paullina, Iowa.*	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 – 01/25/2004

* 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)(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 D. Dehnert, Cheryl A. Dobson, and Steven R. Hein, to acquire 9,947 shares of Citizens Financial Corporation Employee Stock Ownership Plan and Trust, and thereby indirectly acquire Citizens Bank and Trust Company, Fort Atkinson, Wisconsin.	Fed Reg – N/Avail 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>
CIC	Notice by Charles A. Kennedy, Bancroft, Iowa, to individually and acting in concert with Teresa R. Kennedy, also of Bancroft, Iowa, to gain control of Kennedy Bancshares, Inc., Bancroft, Iowa, and thereby indirectly The Farmers and Traders Savings Bank, Bancroft, Iowa.	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(3)	Mainsource Financial Group, Greensburg, Indiana, to acquire 100 percent of the voting shares of Peoples Financial Corporation, Linton, Indiana, and thereby indirectly acquire Peoples Trust Company, Linton, Indiana.*	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(1)	Maximum Bancshares, Inc., Huxley, Iowa, to become a bank holding company by acquiring 100 percent of First State Bank, Huxley, Iowa.*	Fed Reg – 02/16/2004 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>
Investment	The Northern Trust Company, Chicago, Illinois, and The Northern Trust International Banking Corporation, New York, New York, proposes to establish Northern Trust Luxembourg Management Company S.A., Luxembourg, Luxembourg, in order to expand Northern Trust's global custody, securities lending and related business in Europe.

Section V – Availability of CRA public evaluations

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<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 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, January 17, 2004

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<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>
3A5	City Bancorp, Springfield, Missouri, to merge with Signature Bancshares, Inc., Springfield, Missouri, and thereby indirectly acquire Signature Bank, Springfield, Missouri. (Previously submitted during the week ending January 3, 2004.)*	Newspaper – 02/08/2004 Fed Reg – 01/30/2004
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. (Previously submitted during the week ending January 10, 2004.)*	Newspaper – 02/08/2004 Fed Reg – 02/13/2004
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. (Previously submitted during the week ending January 10, 2004.)	Newspaper – 02/05/2004 Fed Reg – 02/03/2004

* 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>
4c8	First Bankers Trustshares, Inc., Quincy, Illinois, proposes to engage in trust activities through the acquisition of First Bankers Trust Services, Inc., Quincy, Illinois.

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 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, January 17, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	North Shore Bank of Commerce, Duluth, Minnesota, proposes to establish a branch once block east of Highway 33 South on the south side of Stanley Avenue in Cloquet, Minnesota*	Newspaper – 01/21/2004

*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>
4(c)(8)	South Dakota Bancshares, Inc., Pierre, South Dakota, to establish SDBS Reinsurance Limited, Grand Turk, Turks & Caicos Islands, and thereby indirectly to engage in underwriting of credit life and credit accident and health insurance	Fed Reg – 02/06/2004

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

<i>Type</i>	<i>Application</i>
Other Foreign	U.S. Bank National Association, Cincinnati, Ohio, to establish Nova European Holdings Company, Atlanta, Georgia, as an agreement corporation, pursuant to section 211.5(g) of Regulation K, and the related proposal to (a) increase the investment in Euro Conex Technologies Limited, (b) establish a United Kingdom company to acquire a UK based merchant portfolio, and (c) acquire an Eastern European company whose primary asset is a merchant portfolio.

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 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, January 17, 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)	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)(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 - 02/09/2004 Fed Reg - 02/09/2004
CIC	Notification by Scott Smiley, Avondale, Colorado, as trustee of the Carl W. Smiley Trust #1; Carl W. Smiley Trust #2; Julia Smiley Trust; Ward B. Smiley Trust A; and the Ward B. Smiley Trust B, to acquire control of First Norton Corporation, Norton, Kansas, parent of First Security Bank & Trust Company, Norton, Kansas.	Newspaper - N/Avail Fed Reg - 02/03/2004
CIC	Notification by Clair Wells, as trustee of the Louise Squyres Trust, to acquire control of Maxlou Bancshares, Inc., parent of First State Bank, both of Tahlequah, Oklahoma.	Newspaper - 01/29/2004 Fed Reg - 02/04/2004

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>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>
625850	Bank of Versailles 113 E. Newton Versailles, Missouri 65084-1220	10/27/2003	01/15/2004	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 17, 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

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<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 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, January 17, 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>	
4(c)(8)	Western Alliance Bancorporation, Las Vegas, Nevada, to engage in permissible nonbanking activities through the acquisition of Premier Trust of Nevada, Inc., Las Vegas, Nevada.	

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>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	
