
Federal Reserve Release



H.2

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

No. 22

Week Ending May 29, 1999

Bank Holding Companies

BOK Financial Corporation, Tulsa, Oklahoma, and BOKF Merger Corporation Number Seven -- to acquire First Bancshares of Muskogee, Inc., Muskogee, and its subsidiary, First National Bank and Trust Company of Muskogee.
- Approved, May 24, 1999

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

Bank Branches, Domestic

Richmond

Community Bank of Tri-County, Waldorf, Maryland -- to establish a branch at 10195 Berry Road.

- Approved, May 25, 1999

San Francisco

Community First Bank, Prineville, Oregon -- to establish a branch on Highway 97 in Madras.

- Approved, May 25, 1999

Atlanta

First Southern Bank, Boca Raton, Florida -- to establish a branch on Woolbright Road.

- Approved, May 21, 1999 (AC)

Richmond

First Virginia Bank, Falls Church, Virginia -- to establish a branch in the 7500 block of Linton Hall Road, Gainesville.

- Approved, May 27, 1999

Minneapolis

Merchants State Bank, Freeman, South Dakota -- to establish a branch at 105 North Main Street, Viborg.

- Approved, May 28, 1999

Richmond

Pioneer Bank, Stanley, Virginia -- to establish a branch at 932 West Market Street, Harrisonburg.

- Approved, May 27, 1999

Cleveland

Savings Bank & Trust Company, Orrville, Ohio -- to establish a branch at 2098 Portage Road, Wooster.

- Approved, May 28, 1999

Bank Holding Companies

Dallas

A.B. Bancshares, Inc., Houston, Texas, and A.B. Bancshares of Delaware, Inc., Wilmington, Delaware -- to become bank holding companies through the acquisition of American Bank, Houston, and for A.B. Bancshares, Inc., to acquire A.B. Bancshares of Delaware, Inc.
- Approved, May 21, 1999 (AC)

New York

Bancorp of New Jersey, Freehold, New Jersey -- to become a bank holding company through the acquisition of Community Bank of New Jersey.
- Approved, May 27, 1999

San Francisco

Belvedere Capital Partners, LLC, San Francisco, California, and California Community Financial Institutions Limited Partnership -- to acquire shares of Cerritos Valley Bancorp, Norwalk, and its subsidiary, Cerritos Valley Bank.
- Approved, May 24, 1999

Kansas City

BOK Financial Corporation, Tulsa, Oklahoma, and Park Cities Bancshares, Inc. -- to acquire Swiss Avenue State Bank, Dallas, Texas.
- Approved, May 26, 1999

Chicago

Brenton Banks, Inc., Des Moines, Iowa -- request for waiver of the application requirement in connection with the proposed acquisition of Brenton Bank of Pella, Pella, a de novo bank.
- Granted, May 28, 1999

Richmond

Catawba Valley Bancshares, Inc., Hickory, North Carolina -- to become a bank holding company through the acquisition of Catawba Valley Bank.
- Approved, May 26, 1999

Bank Holding Companies

Dallas

Central Texas Bancshare Holding Company, Columbus, Texas, and Colorado County Investment Holdings, Inc., Wilmington, Delaware -- to acquire Hill Bancshares Holdings, Inc., Weimar, Texas, and Hill Bank & Trust Company.
- Approved, May 24, 1999

Atlanta

Columbiana Bancshares, Inc., Columbiana, Alabama -- to establish First Shelby Credit, Inc. and thereby engage de novo in making, acquiring, brokering, or servicing loans or other extensions of credit and acting as principal, agent, or broker for insurance that is directly related to an extension of credit by the company.
- Approved, May 20, 1999 (AC)

New York

Community Bancorp of New Jersey, Freehold, New Jersey -- to become a bank holding company with respect to Community Bank of New Jersey.
- Approved, May 27, 1999

Minneapolis

First Interstate BankSystem, Inc., Billings, Montana -- to acquire Security State Bank Shares, Polson, Montana.
- Approved, May 27, 1999

Secretary

FirstBank Holding Company Employee Stock Ownership Plan, Lakewood, Colorado, and FirstBank Holding Company of Colorado -- to acquire FirstBank of Adams County, Thornton.
- Approved, May 27, 1999

Richmond

HCSB Financial Corporation, Loris, South Carolina -- to become a bank holding company through the acquisition of Horry County State Bank.
- Approved, May 27, 1999

Chicago

Independent Bank Corporation, Ionia, Michigan -- to acquire New MSB Bank, Bay City, Michigan, after the bank's merger with Mutual Savings Bank, F.S.B.
- Approved, May 28, 1999

Bank Holding Companies

Boston

Ipswich Bancshares, Inc., Ipswich, Massachusetts -- to become a bank holding company through the acquisition of Ipswich Savings Bank, Ipswich, Massachusetts.
- Approved, May 28, 1999

Chicago

J. Carl H. Bancorporation, Earlring, Iowa -- to engage de novo in insurance activities in a town with a population of less than 5,000 through the purchase of its subsidiary bank's insurance business.
- Approved, May 18, 1999 (AC)

Chicago

Market Place Bancshares, Inc., Champaign, Illinois -- request for waiver of a commitment not to incur debt.
- Granted, May 18, 1999 (AC)

Secretary

Old Kent Financial Corporation, Grand Rapids, Michigan -- (1) to acquire CFSB Bancorp, Inc., Lansing, and thereby acquire CFSB's subsidiaries, Community First Bank, Community First Mortgage Corporation, Capitol Consolidated Financial Corporation, and Allegan Insurance Agency, Inc., and thereby engage in operating a savings association, lending activities, and the sale of credit-related insurance, and (2) for Old Kent Bank to merge with Community First Bank and establish branches at the locations of Community First Bank.
- Approved, May 27, 1999

New York

Skylands Financial Corp., Hackettstown, New Jersey -- to become a bank holding company with respect to Skylands Community Bank.
- Approved, May 27, 1999

Atlanta

Southern Bancorp, Inc., Marietta, Georgia -- request for waiver of a commitment not to incur debt.
- Granted, May 18, 1999 (AC)

Bank Holding Companies

Chicago

State Financial Services Corporation, Hales Corners, Wisconsin -- to acquire First Waukegan Corporation, Waukegan, Illinois, and thereby acquire Bank of Northern Illinois, Waukegan, Illinois.

- Approved, May 24, 1999

Philadelphia

Sun Bancorp, Vineland, New Jersey -- to acquire Sun National Bank, Philadelphia, Pennsylvania, which is being formed to acquire certain assets and assume certain liabilities of Household Bank, FSB, Wood Dale, Illinois.

- Approved, May 24, 1999

San Francisco

Wells Fargo & Company, San Francisco, California -- to acquire Mustang Financial Corporation, Rio Vista, Texas, and thereby acquire its subsidiary, First State Bank.

- Approved, May 26, 1999

San Francisco

Wells Fargo & Company, San Francisco, California -- to acquire Greater Midwest Leasing Corporation, Minneapolis, Minnesota.

- Approved, May 27, 1999

San Francisco

Wells Fargo & Company, San Francisco, California; Norwest Mortgage, Inc., Des Moines, Iowa, and Norwest Ventures, LLC, Des Moines -- to engage in residential mortgage lending through a joint venture, New England Home Loans LLC, Hamden, Connecticut.

- Approved, May 28, 1999

San Francisco

Westamerica Bank, San Rafael, California -- payment of a dividend.

- Approved, May 26, 1999

Bank Mergers

St. Louis

Lemay Bank and Trust Company, St. Louis, Missouri -- to merge with LBT Interim Bank.

- Approved, May 25, 1999

Banks, State Member

Richmond

James River Bank, Waverly, Virginia -- payment of a dividend.

- Approved, May 27, 1999

Chicago

Pullman Bank and Trust Company, Chicago, Illinois -- to purchase certain assets and assume certain liabilities of the five branches of Regency Savings Bank, F.S.B., Naperville, Illinois, and establish branches at 8905 Commercial Avenue and 3501 East 106th Street, Chicago; 17150 South Torrence Avenue, Lansing; 1350 East Sibley Boulevard, Dolton; and 2600 Sauk Trail, Sauk Village.

- Approved, May 21, 1999 (AC)

Atlanta

Republic Security Bank, West Palm Beach, Florida -- to purchase the assets and assume the liabilities of nine branches of First National Bank of Central Florida, Longwood, Florida.

- Approved, May 21, 1999 (AC)

Kansas City

WestStar Bank, Bartlesville, Oklahoma -- to declare a dividend.

- Approved, May 24, 1999

Change In Bank Control

Kansas City

Cornerstone Alliance, Ltd., Winfield, Kansas -- change in bank control.

- Permitted, May 27, 1999

Dallas

Northstar Financial Corporation, Lake Dallas, Texas -- change in bank control.

- Permitted, May 28, 1999

Change In Bank Control

Atlanta

Seacoast Banking Corporation of Florida, Stuart, Florida -- change in bank control notices.

- Returned, May 26, 1999

Competitive Factors Reports

Atlanta

Coconut Grove Bank, Miami, Florida -- report on competitive factors of the proposed merger with Coconut Grove Interim Bank.

- Submitted, May 28, 1999

Kansas City

Exchange National Bank and Trust Company, Atchison, Kansas -- report on competitive factors of the proposed merger with Farmers and Merchants State Bank, Effingham.

- Submitted, May 28, 1999

Richmond

Farmers & Merchants Bank - Eastern Shore, Onley, Virginia -- report on competitive factors of the proposed acquisition of the Parksley and Oak Hall, Virginia, branches of Wachovia Bank, N.A., Winston-Salem, North Carolina.

- Submitted, May 27, 1999

Kansas City

First Bank of El Paso County, Colorado Springs, Colorado -- report on competitive factors of the proposed merger with FirstBank of Colorado Springs.

- Submitted, May 26, 1999

Kansas City

First National Bank of the Rockies, Meeker, Colorado -- report on competitive factors of the proposed merger with Yampa Valley National Bank, Hayden.

- Submitted, May 28, 1999

Competitive Factors Reports

Kansas City

FirstBank of Adams County, Thornton, Colorado -- report on competitive factors of the proposed acquisition of assets and assumption of liabilities of two branches of FirstBank North, Westminster.

- Submitted, May 27, 1999

Kansas City

The Gothenburg State Bank and Trust Company, Gothenburg, Nebraska -- report on competitive factors of the proposed merger with Bank of Brady, Brady.

- Submitted, May 26, 1999

San Francisco

Humboldt Bank, Eureka, California -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of the Eureka and Ukiah branches of California Federal Bank, San Francisco.

- Submitted, May 25, 1999

Richmond

New Corporation, Kingstree, South Carolina -- report on competitive factors of the proposed merger with Exchange Bank of South Carolina.

- Submitted, May 27, 1999

Philadelphia

Sovereign Bank, Wyomissing, Pennsylvania -- report on competitive factors of the proposed merger with Trenton Savings Bank, Trenton, New Jersey.

- Submitted, May 25, 1999

Kansas City

The Security Bank, Sidney, Nebraska -- report on competitive factors of the proposed merger with Stockmens National Bank, Rushville.

- Submitted, May 26, 1999

St. Louis

Union Planters Bank, N.A., Memphis, Tennessee -- report on competitive factors of the proposed merger with First Bank of East Tennessee, N.A., LaFollette, and The First National Bank and Trust Company of Corbin, Corbin, Kentucky.

- Submitted, May 25, 1999

Competitive Factors Reports

Secretary

Zions First National Bank, Salt Lake City, Utah -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of the Nephi, Utah, branch of Community First National Bank, Phoenix, Arizona.
- Submitted, May 27, 1999

Extensions Of Time

Chicago

First American Bank, Carpentersville, Illinois -- extension to December 1, 1999, to establish a branch at 356 Armitage Avenue.
- Granted, May 28, 1999

Kansas City

FirstBank Holding Company of Colorado ESOP, Lakewood, Colorado -- extension to August 26, 1999, to acquire shares of FirstBank Holding Company of Colorado.
- Approved, May 28, 1999

San Francisco

Frontier Financial Corporation, Everett, Washington -- extension to September 3, 1999, to consummate the acquisition of shares of Washington Banking Company, Oak Harbor.
- Granted, May 27, 1999

Minneapolis

Merchants Holding Company, Winona, Minnesota -- extension to August 26, 1999, to acquire Primo Financial Services, Inc., Hastings.
- Granted, May 25, 1999

Membership

Philadelphia

American Bank of the Lehigh Valley, Allentown, Pennsylvania -- membership in the Federal Reserve System.
- Approved, May 25, 1999

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, May 29, 1999

Section I – Applications subject to newspaper notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Change in Control	The KSB Bancorp, Inc. Employee Stock Ownership Plan, Kingfield, Maine - to increase percentage of ownership of voting shares of KSB Bancorp, Inc., Kingfield, Maine	Newspaper - N/Avail Fed. Reg. - N/Avail
3(a)(3)	Union Bankshares, Inc., Morrisville, Vermont - application to acquire 100% of the voting stock of Citizens Savings Bank & Trust, St. Johnsbury, Vermont	Newspaper - 6/26/1999 Fed. Reg. - N/Avail

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, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Moscow Narodny Bank, London, England, to establish a representative office in New York, New York.	Newspaper – N/Avail
Branch	Chase Manhattan Bank, New York, New York, to establish a branch office located at Store A, 428 Haledon Avenue, Haledon, New Jersey.*	Newspaper – 06/28/1999

* Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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)	Fuji Bank, Ltd., Tokyo, Japan, to acquire through its subsidiary, Heller Financial Inc., Chicago, Illinois, up to 100 percent of the capital stock of HealthCare Financial Partners, Inc., Chevy Chase, Maryland, and thereby engage in lending and related servicing activities.	Fed Reg – N/Avail

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, May 29, 1999

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>	
None		

Section V – Availability of CRA public evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD 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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Received notification on 05/25/1999 from Wesbanco Bank Wheeling, Wheeling, WV of its intent to establish limited service branch offices, at the following locations, which will provide trust services only in order to consolidate all trust services into Wesbanco Bank Wheeling: 301 Adams Street, Fairmont, WV; 344 High Street, Morgantown, WV; 140 West Main Street, Clarksburg, WV; 415 Market Street, Parkersburg, WV; and 300 Tennessee Avenue, Charleston, WV.*	06/05/1999

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Section 3(a)(5)	Received application from Tonti Financial Corp., Columbus, OH on 05/24/1999 to acquire Greater Ohio River Corp., Columbus, OH.*	Fed Reg – 06/25/1999

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
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 3rd Quarter of 1999

<i>Institution</i>	<i>Location</i>
Provident Bank	1 East 4 th Street, Cincinnati, OH 45202
The Ohio Bank	236 S. Main Street, Findlay, OH 45840
Citizens Banking Co.	10 E. Main Street, Salinesville, OH 43945
The Commercial Bank	230 E. 2 nd Street, Delphos, OH 45833
Cortland Savings & Banking Co.	194 W. Main Street, Cortland, OH 44410

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

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Centura Bank, Rocky Mount, North Carolina, to establish a branch at 17505 West Catawba Avenue, Suite 100, Cornelius, North Carolina.*	Newspaper – 06/05/1999
18(c)	F&M Bank-Winchester, Winchester, Virginia, to acquire the Stephens City and Woodstock, Virginia, branch offices of Wachovia Bank, N.A., Winston-Salem, North Carolina.*	Newspaper – 06/21/1999
18(c)	JRB Acquisition Bank, Inc., Suffolk, Virginia, an organizing bank, to merge with State Bank of Remington, Inc., Remington, Virginia.*	Newspaper – 06/24/1999

*Subject to the provisions of the Community Reinvestment Act.

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	First National Corporation, Orangeburg, South Carolina, to merge with First Bancorporation, Inc., Beaufort, South Carolina.*	Fed Reg – 06/21/1999 Newspaper – 06/22/1999
3(a)(3)	James River Bankshares, Inc., Suffolk, Virginia, to acquire State Bank of Remington, Inc., Remington, Virginia.*	Fed Reg – 07/01/1999 Newspaper – 06/24/1999
3(a)(3)	BB&T Corporation, Winston-Salem, North Carolina, to acquire Matewan Bancshares, Inc., Williamson, West Virginia.*	Fed Reg – N/Avail Newspaper – 06/28/1999

*Subject to the provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
Foreign	Riggs National Corporation, Washington, D. C., to establish a branch in Berlin, Germany, through Riggs Bank Europe Limited, London, England.
4(c)(8)	Union National Bancorp, Inc., Westminster, Maryland, to acquire Barnes-Bollinger Insurance Services, Inc., Westminster, Maryland.
Membership	JRB Acquisition Bank, Inc., Suffolk, Virginia, an organizing bank, for membership in the Federal Reserve System.

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>
2692762	Barbour County Bank 107 Pike Street Philippi, West Virginia 26416	03/08/1999	05/23/1999	NI		X
47377	Southern Financial Bank 37 East Main Street Warrenton, Virginia 20186	02/11/1999	05/27/1999	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, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	AuburnBank, Auburn, Alabama, to establish a branch located at 312 Main Street, Hurtsboro, Alabama.	06/18/1999*
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at 3850 Galleria Woods Drive, Hoover, Alabama, to be known as the Galleria Woods Branch.	06/12/1999*

*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>
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)	BankFirst Corporation, Knoxville, Tennessee, applicant seeks after-the-fact approval to retain a trust company subsidiary and thereby engage in trust company activities.	06/15/1999

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 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c) & Branch	F&M Bank – Iowa Central Marshalltown, Iowa F&M Bank – Iowa Story County Story City, Iowa F&M Bank – Iowa South Central Grinnell, Iowa establish 13 branches	Newspaper – 06/09/1999
Branch	Civitas Bank St. Joseph, Michigan 4141 Office Plaza Boulevard Indianapolis, Indiana 540 Green Meadows Drive Greenfield, Indiana	Newspaper – 06/05/1999
Branch	Civitas Bank St. Joseph, Michigan 415 Lincoln Avenue Evansville, Indiana	Newspaper – 06/05/1999
Edge Branch	Bank One International Corporation Dallas, Texas to establish a branch office of an Edge corporation at 1119 Houston Street Laredo, Texas	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)(5)	Merchants and Manufacturers Bancorporation, Inc.* New Berlin, Wisconsin Pyramid, Bancorp, Inc. Grafton, Wisconsin Grafton State Bank Grafton, Wisconsin	Fed Reg – 06/25/1999 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)	Peoples Bancorp, Inc.* Arlington Heights, Illinois The Peoples Bank of Arlington Heights (in organization) Arlington Heights, Illinois	Fed Reg – 06/25/1999 Newspaper – 06/22/1999
3(a)(5)	Associated Banc-Corp.* Green Bay, Wisconsin Riverside Acquisition Corp. Minneapolis, Minnesota Riverside Bancshares Corporation Minneapolis, Minnesota Riverside Bank Minneapolis, Minnesota	Fed Reg – 06/25/1999 Newspaper – N/Avail
4(c)(8)	Northwest Financial Corporation Spencer, Iowa Gateway Savings Bank (in organization) Ankeny, Iowa	Fed Reg – 04/07/1999 Newspaper – N/Avail
3(a)(3)	Capitol Bancorp, Ltd.* Lansing, Michigan Desert Community Bank (in organization) Las Vegas, Nevada	Fed Reg – 06/11/1999 Newspaper – 06/12/1999
3(a)(3)	Sun Community Bancorp Limited* Phoenix, Arizona Desert Community Bank (in organization) Las Vegas, Nevada	Fed Reg – 06/11/1999 Newspaper – 06/12/1999
3(a)(1)	Nevada Community Bancorp Limited* Las Vegas, Nevada Desert Community Bank (in organization) Las Vegas, Nevada	Fed Reg – 06/11/1999 Newspaper – 06/12/1999
3(a)(3)	Capitol Bancorp, Ltd.* Lansing, Michigan Elkhart Community Bank (in organization) Elkhart, Indiana	Fed Reg – 06/11/1999 Newspaper – 06/12/1999
3(a)(1)	Indiana Community Bancorp Limited* Goshen, Indiana Elkhart Community Bank (in organization) Elkhart, Indiana	Fed Reg – 06/11/1999 Newspaper – 06/12/1999
3(a)(1)	Commerce Bancshares, Inc.* Waukee, Iowa Waukee State Bank Waukee, Iowa	Fed Reg – N/Avail Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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>
843243	F&M Bank – Grant County 1275 10 th Street Fennimore, Wisconsin 53809 (608) 822-3248	02/01/1999	05/25/1999	O	X	
651149	State Bank 728 Grand Avenue Spencer, Iowa 51301 (712) 262-6580	02/01/1999	05/28/1999	O		X

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

Institution

Location

None

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, May 29, 1999

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>	
None		

Section V – Availability of CRA public evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD 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>
643546	Leitchfield Deposit Bank Leitchfield, Kentucky	2/22/1999	6/1/1999	S		X

Section VI – CRA examinations scheduled for

Quarter of

Institution

Location

None

District 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Merchants State Bank, Freeman, South Dakota, to establish a branch in Viborg, South Dakota.*	5/21/1999

*Subject to the provisions of the Community Reinvestment Act.

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	Pembina County Bankshares, LTD, Cavalier, North Dakota, for prior approval to merge with Stephen Bancshares, Inc., Stephen, Minnesota.*	Fed Reg - 6/25/1999

*Subject to the provision 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, May 29, 1999

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>	
3(a)(1)	First State Bancorp, Inc., Randolph, Nebraska, to become a bank holding company through the reorganization of 100 percent of the voting shares of First State Bank, Randolph, Nebraska.	

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>
41553	First State Bank Anadarko, Oklahoma	02/22/1999	05/26/1999	S		X
696056	Citizens Bank & Trust Company Okmulgee, Oklahoma	03/08/1999	05/27/1999	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, May 29, 1999

Section I – Applications subject to newspaper notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Peoples Bancorp, Inc., Lubbock, TX, to acquire Peoples Bancorp of Delaware, Inc., Dover, DE, Lorenzo Bancshares, Inc., Lorenzo, TX, and Lorenzo State Bank at Lorenzo, Lorenzo, TX*	Fed Reg – 07/01/1999 Newspaper – N/Avail
3(a)(1)	Peoples Bancorp of Delaware, Inc., Dover, DE, to acquire Lorenzo Bancshares, Inc., Lorenzo, TX, and Lorenzo State Bank at Lorenzo, Lorenzo, TX*	Fed Reg – 07/01/1999 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>	<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 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>
645465	Security Bank 901 Main St. Ralls, TX 79357	02/22/1999	05/29/1999	O		X

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

Institution *Location*

None

District 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Valley Bank of Arizona, Phoenix, Arizona, to establish a branch office at 104 th Street and McDowell Mountain Ranch Road, Scottsdale, Arizona. *	Newspaper – 06/12/1999

* Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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)	The Sumitomo Bank Limited, Osaka, Japan, to retain its indirect interest in Daiwa SB Investments (USA), Ltd., New York, New York.	Fed Reg – 06/15/1999

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

<i>Type</i>	<i>Application</i>
3(a)(5)(C)	Scripps Financial Corporation to become a bank holding company by acquiring Scripps Bank, both of La Jolla, California.

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>
199762	San Benito Bank 300 Tres Pinos Road Hollister, CA 95024 (408) 637-2265	02/01/1999	05/28/1999	S		X
665575	Regency Bank 7060 N. Fresno Street Fresno, CA 93720 (209) 438-2600	02/16/1999	05/28/1999	S		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

Institution

Location

None