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# Federal Reserve Release

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

*No. 34*

*Week Ending August 23, 2003*

### **Bank Holding Companies**

Arvest Bank Group, Inc., Bentonville, Arkansas -- to acquire Superior Financial Corp., Little Rock, and Superior Bank, FSB, Fort Smith.

- Approved, August 21, 2003

### **Banks, Nonmember, And Miscellaneous Institutions**

CLS Bank International, New York, New York -- request to add the Danish krone, Norwegian krone, Singapore dollar, and Swedish krona to the list of currencies eligible for settlement in the Continuous Linked Settlement system.

- Approved, August 19, 2003

### **Regulations And Policies**

Anti-Tying Restrictions -- request for comment on proposed interpretation and related supervisory guidance and an exception to the restrictions for financial subsidiaries of state nonmember banks.

- Approved, August 20, 2003

### **Enforcement**

Community State Bank, Avilla, Indiana -- consent order of assessment of a civil money penalty.

- Announced, August 20, 2003

Consolidated Bank and Trust Company, Richmond, Virginia -- amendment to the written agreement with the Federal Reserve Bank of Richmond and the Bureau of Financial Institutions of the Commonwealth of Virginia.

- Announced, August 20, 2003

**BS&R** Banking Supervision and Regulation  
**C&CA** Consumer and Community Affairs  
**FOMC** Federal Open Market Committee

**RBOPS** Reserve Bank Operations and Payment Systems  
**IF** International Finance  
**OSDM** Office of Staff Director for Management

**Bank Branches, Domestic**

New York

Banco Popular North America, New York, New York -- to establish a branch at 18-30 North York Road, Bensenville, Illinois.  
- Approved, August 18, 2003

Kansas City

Bank of Nichols Hills, Oklahoma City, Oklahoma -- to establish a branch at 610 South Kelly, Edmond.  
- Returned, August 18, 2003

New York

Manufacturers and Traders Trust Company, Buffalo, New York -- to establish seasonal-use limited branches at Wilson College, 1015 Philadelphia Avenue, Chambersburg, Pennsylvania; York College of Pennsylvania, Country Club Road, Spring Garden Township; and Central Pennsylvania College, Valley and College Hill Roads, Summerdale.  
- Approved, August 21, 2003

Dallas

Peoples Bank, Lorenzo, Texas -- to establish a branch at 416 Harrison Avenue.  
- Approved, August 20, 2003

Atlanta

SouthTrust Bank, Birmingham, Alabama -- to establish a branch at 12617 West Sunrise Boulevard, Sunrise, Florida.  
- Approved, August 21, 2003

Secretary

SunTrust Bank, Atlanta, Georgia -- to establish branches at the intersections of Boyette Road and McMullen Loop Road, Tampa, Florida; Causeway Boulevard and East/West Collector Road, Brandon; and Atlantic Boulevard and Girvin Road, Jacksonville.  
- Approved, August 18, 2003

### **Bank Branches, Domestic**

#### Secretary

Wesbanco Bank, Inc., Wheeling, West Virginia -- to establish a branch at 1003 Trinity Circle, Washington, Pennsylvania.  
- Approved, August 18, 2003

### **Bank Holding Companies**

#### San Francisco

Bank of Hawaii Corporation, Honolulu, Hawaii -- to engage de novo in investment advisory activities through a joint venture between Bank of Hawaii and Chicago Equity Partners, Chicago, Illinois, to be known as Bankoh Investment Partners, LLC, Honolulu.  
- Approved, August 22, 2003

#### Boston

Beverly Financial MHC, Beverly, Massachusetts -- to become a bank holding company through the acquisition of Beverly Cooperative Bank.  
- Approved, August 22, 2003

#### San Francisco

Coastal Financial Corporation, Everett, Washington -- to become a bank holding company through the acquisition of Coastal Community Bank.  
- Approved, August 18, 2003

#### St. Louis

Cornerstone Bancshares, Inc., Lebanon, Missouri -- to become a bank holding company through the acquisition of Heritage Bank of the Ozarks, a de novo bank.  
- Approved, August 20, 2003

#### San Francisco

First National Bank Holding Company, Scottsdale, Arizona -- to acquire Access Anytime BanCorp, Inc., Albuquerque, New Mexico, and thereby acquire FirstBank, FSB, Clovis, and operate a savings association.  
- Withdrawn, August 18, 2003

### **Bank Holding Companies**

#### Richmond

FOJ Partners, L.P., Union, South Carolina; FOJ Partners II, L.P., FOJ Management Company LLC, JCO Partners, L.P., JCO Partners II, L.P., JCO Ventures, LLC, HAO Partners, L.P., HAO Partners II, L.P., HAO Management Company LLC, and Frances W. Arthur Irrevocable Trust #2 for the Benefit of Frances Oxner Jorgenson -- to acquire shares of Arthur Financial Corporation and thereby acquire Arthur State Bank, and for Arthur Financial Corporation to become a bank holding company through the acquisition of Arthur State Bank.

- Approved, August 22, 2003

#### San Francisco

Heritage Oaks Bancorp, Paso Robles, California -- to acquire Hacienda Bank, Santa Maria.

- Approved, August 18, 2003

#### Chicago

Merchants & Manufacturers Bancorporation, Inc., Brookfield, Wisconsin, and Merchants Merger Corp. -- to acquire Random Lake Bancorp, Limited, Random Lake, and thereby acquire Wisconsin State Bank, and for Merchants & Manufacturers Bancorporation and Merchants New Merger Corp. to acquire Reedsburg Bancorporation, Inc., Reedsburg, and thereby acquire The Reedsburg Bank.

- Approved, August 21, 2003

#### Chicago

Oswego Community Bank Employee Stock Ownership Plan, Oswego, Illinois -- to increase its ownership of Oswego Bancshares, Inc., and thereby acquire Oswego Community Bank.

- Approved, August 22, 2003

#### Kansas City

Southwest Bancorp, Inc., Stillwater, Oklahoma -- to acquire SNB Bank of Wichita, Wichita, Kansas, a de novo bank.

- Approved, August 18, 2003

### **Bank Holding Companies**

#### Chicago

TeamCo, Inc., Oak Lawn, Illinois -- to become a bank holding company through the acquisition of Oak Lawn Bank.

- Approved, August 21, 2003

#### Minneapolis

Watford City Bancshares, Inc., Watford City, North Dakota -- to engage de novo in community development activities through its subsidiary, First International Community Development Fund, Inc.

- Withdrawn, August 18, 2003

### **Bank Mergers**

#### Philadelphia

Suburban Community Bank, Chalfont, Pennsylvania -- to merge with UNB Acquisition National Bank, Souderton.

- Approved, August 20, 2003

### **Bank Premises**

#### Kansas City

1st Bank & Trust, Broken Bow, Oklahoma -- to increase its investment in bank premises.

- Approved, August 22, 2003

### **Change In Bank Control**

#### San Francisco

Citizens Bancorp, Agana, Guam -- change in bank control.

- Permitted, August 22, 2003

#### Minneapolis

Lake County Bank, Saint Ignatius, Montana -- to retain control of Lake County Bank.

- Permitted, August 18, 2003

#### Chicago

Union Bancorporation, Defiance, Iowa -- change in bank control.

- Withdrawn, August 20, 2003

### **Competitive Factors Reports**

#### Minneapolis

Citibank USA, National Association, Sioux Falls, South Dakota -- report on competitive factors of the proposed purchase of substantially all the credit card-related assets of Sears National Bank, Tempe, Arizona.  
- Submitted, August 21, 2003

#### Secretary

Citizens Bank of Massachusetts, Boston, Massachusetts -- report on competitive factors of the proposed merger with Community National Bank, Hudson.  
- Submitted, August 19, 2003

#### Dallas

Enterprise Bank, Houston, Texas -- report on competitive factors of the proposed merger with Houston Commercial Bank.  
- Submitted, August 21, 2003

#### St. Louis

First State Bank of Campbell Hill, Campbell Hill, Illinois -- report on competitive factors of the proposed merger with The First National Bank of Coulterville, Coulterville.  
- Submitted, August 20, 2003

#### Minneapolis

Great River Holding Company, Brainerd, Minnesota -- report on competitive factors of the proposed acquisition of First Federal Holding Company of Morris, Inc., Morris, and its thrift subsidiary, First Federal Savings Bank.  
- Submitted, August 19, 2003

#### Chicago

Oak Lawn Bank, Oak Lawn, Illinois -- report on competitive factors of the proposed merger with Oak Lawn Interim Bank.  
- Submitted, August 22, 2003

#### Richmond

Southside Bank, Tappahannock, Virginia -- report on competitive factors of the proposed purchase of assets and assumption of deposit liabilities of the Courtland, Surry, and Waverly branches of First Virginia Bank-Hampton Roads, Norfolk.  
- Submitted, August 18, 2003

### **Competitive Factors Reports**

#### New York

U.S. Trust Company, National Association, Greenwich, Connecticut -- report on competitive factors of the proposed merger with State Street Bank and Trust Company of New England, NA, Hartford, a wholly-owned limited purpose trust bank subsidiary of State Street Bank and Trust Company, Boston, Massachusetts.

- Submitted, August 22, 2003

### **Financial Holding Companies**

#### Atlanta

Equitable Financial Group, Inc., Fort Lauderdale, Florida -- election to become a financial holding company.

- Effective, August 21, 2003

#### St. Louis

Nemo Bancshares, Inc., Madison, Missouri -- election to become a financial holding company.

- Effective, August 18, 2003

### **Membership**

#### San Francisco

Community Banks of Tracy, Tracy, Georgia -- membership in the Federal Reserve System.

- Approved, August 22, 2003

### **Regulations And Policies**

#### Director, C&CA

Regulation Z (Truth in Lending) -- annual adjustment to the dollar amount that triggers additional disclosure requirements for home mortgage loans with fees above a certain amount.

- Published, August 19, 2003

**District 1**  
**Federal Reserve Bank of Boston**

**Applications and notifications filed during the week ending Saturday, August 23, 2003**

**Section I – Applications subject to newspaper notice only**

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

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

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

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**Section III – Applications subject to Federal Register notice only**

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

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

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

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## Section V – Availability of CRA public evaluations

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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.

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

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## Section VI – CRA examinations scheduled for

## Quarter of

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

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## District 2

### Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, August 23, 2003

#### Section I – Applications subject to newspaper notice only

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

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

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

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#### Section III – Applications subject to Federal Register notice only

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

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

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

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## Section V – Availability of CRA public evaluations

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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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**SN = Substantial noncompliance**

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

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

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## Section VI – CRA examinations scheduled for Fourth Quarter of 2003

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<i>Institution</i>	<i>Location</i>
Mizuho Corporate Bank	55 East 52 <sup>nd</sup> Street, New York, New York 10055
Redwood Bank	1000 Coffeen Street, Watertown, New York 13601
BPD International Bank	152 West 57 <sup>th</sup> Street, New York, New York 10019
Solvay Bank	1537 Milton Avenue, Solvay, New York 13209
Peapack Gladstone Bank	158 Route 206 North, Gladstone, New Jersey 07934

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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 3

## Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, August 23, 2003

### Section I – Applications subject to newspaper notice only

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

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

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

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### Section III – Applications subject to Federal Register notice only

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

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

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

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## Section V – Availability of CRA public evaluations

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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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**NI = Needs to improve**

**SN = Substantial noncompliance**

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

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

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## Section VI – CRA examinations scheduled for Quarter of

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

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# District 4

## Federal Reserve Bank of Cleveland

**Applications and notifications filed during the week ending Saturday, August 23, 2003**

### **Section I – Applications subject to newspaper notice only**

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18C, & Branch	Applications by Fifth Third Bank, Michigan, Grand Rapids, Michigan to effect an internal reorganization and acquire through merger, Fifth Third Bank, Northern Kentucky, Covington, Kentucky; Fifth Third Bank, Kentucky, Louisville, Kentucky; Fifth Third Bank, Florida, Naples, Florida; and Fifth Third Bank, Indiana, Indianapolis, Indiana; pursuant to section 18(c) of the Federal Deposit Insurance Act and to establish branch facilities pursuant to section 9 of the Federal Reserve Act.	Newspaper – 09/18/2003

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Notice of Change in Bank Control by Laurie L. McClellan and Walter L. McClellan of their intent to acquire ownership and control of up to 20.97 percent of the outstanding voting shares of Consumer Bancorp, Inc., Minerva, Ohio, pursuant to section 225.41 of Regulation Y.	Newspaper – N/Avail Fed Register – 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 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 5

## Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, August 23, 2003

### Section I – Applications subject to newspaper notice only

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<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Virginia Community Bank, Louisa, Virginia, to establish a branch at U.S. Routes 15 and 250, Zion Crossroads, Virginia.*	Newspaper – 09/01/2003

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\*Subject to the provisions of the Community Reinvestment Act.

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

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

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### Section III – Applications subject to Federal Register notice only

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

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

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

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**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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**NI = Needs to improve**

**SN = Substantial noncompliance**

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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>
2712978	Alliance Bank Corporation 12735 Shops Lane Fairfax, Virginia 22033	06/09/2003	08/21/2003	S		X
858528	The Bank of Marion 102 West Main Street Marion, Virginia 24354	05/19/2003	07/22/2003	S	X	

**Section VI – CRA examinations scheduled for**

**Quarter of**

*Institution*

*Location*

None

## District 6

### Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, August 23, 2003

#### 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 4535 S. Florida Avenue, Lakeland, Florida, to be known as the South Lakeland Branch.*	Newspaper-08/29/2003
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 2630 E. Highway 50, Clermont, Florida, to be known as the Clermont Branch.*	Newspaper-08/29/2003
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 10670 US Highway 441, Leesburg, Florida, to be known as the Leesburg Mall Branch.*	Newspaper-08/29/2003
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 140 Carillon Parkway, St. Petersburg, Florida, to be known as the Carillon Town Center Branch.*	Newspaper-08/29/2003
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at 3110 Bill Foster Memorial Highway, Cabot, Arkansas.*	Newspaper-07/03/2003
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at 100 Main Street, Ft. Worth, Texas.*	Newspaper-08/28/2003
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 11230 Elm Lane, Charlotte, North Carolina, to be known as the Ballantyne Office.*	Newspaper-08/27/2003
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 2347 East-West Connector, Austell, Georgia, to be known as the East-West Connector (BJ's) Office.*	Newspaper-08/29/2003
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 11560 Medlock Bridge Road, Duluth, Georgia, to be known as the John's Creek Office.*	Newspaper-08/29/2003

\*Subject to provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Citizens Bancshares, Inc., Ville Platte, Louisiana, change in control notification filed by Anita Marie Fontenot Melancon, Carla LaHaye Duhon and Darwin James Fontenot, all of Lafayette, Louisiana; Rachel Fontenot Wyble, Carencro, Louisiana; Carl Winn Fontenot, Verona Gayla Fontenot, Chad David Fontenot, Craig Dwaine Fontenot, David Joseph Fontenot, and Vickie Lynn Fontenot Bergeron, and Percy Fontenot, all of Ville Platte, Louisiana; Thelma Guillory LaHaye, Brenda LaHaye Vidrine, Earline Faye LaHaye Parrott, Richard Stagg Parrott III and Karen Kathy LaHaye Marcantel, all of Mamou, Louisiana, to control approximately 34.05 percent of the outstanding shares of common stock of Citizens Bancshares, Inc., and its subsidiary, Citizens Bank, both of Ville Platte, Louisiana.	Newspaper-09/10/2003 Fed Reg-09/10/2003
CIC	Bonifay Holding Company, Inc., Bonifay, Florida, after-the-fact notification filed by Guy F. Medley, Michael P. McCann, both of Dothan, Alabama, and Michael A. Medley, Bonifay, Florida, to retain 30.35 percent of the outstanding shares of Bonifay Holding Company, Inc., and The Bank of Bonifay, both of Bonifay, Florida. Total ownership will equal 37.20 percent.	Newspaper-N/Avail Fed Reg-09/10/2003
CIC	First Bankshares of St. Martin, Ltd., Breaux Bridge, Louisiana, prior change in control notice by Mr. John Alfred Melancon to acquire an additional 5.32 percent of the outstanding shares of First Bankshares of St. Martin, Ltd., Breaux Bridge, Louisiana. Total ownership will equal 15.01 percent.	Newspaper-N/Avail Fed Reg-09/03/2003
3(a)(1)	Freedom Bancshares, Inc., Commerce, Georgia, to become a bank holding company by acquiring Freedom Bank of Georgia, Commerce, Georgia (in organization).*	Newspaper-09/08/2003 Fed Reg-09/15/2003
3(a)(1)	RB Bancorporation, Athens, Alabama, to become a bank holding company by acquiring Reliance Bank, Athens, Alabama.*	Newspaper-N/Avail Fed Reg-09/15/2003

\*Subject to provisions of the Community Reinvestment Act

**Section III – Applications subject to Federal Register notice only**

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

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

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

#### Section V – Availability of CRA public evaluations

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**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 7

### Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, August 23, 2003

#### Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Ames Community Bank, Ames, Iowa, to establish a branch facility to be located at 604 N. Highway 69, Huxley, Iowa.*	Newspaper – N/Avail
18C & Branches	Baylake Bank, Sturgeon Bay, Wisconsin, to purchase the assets of the Kewaunee, Wisconsin branch of M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin, and thereby to establish a branch at 1334 Ellis Street, Kewaunee, Wisconsin.*	Newspaper – N/Avail
Branch	Johnson Bank, Racine, Wisconsin, to establish a branch facility to be located at 207 Pine Avenue West, Menomonie, Wisconsin.*	Newspaper – 08/25/2003
Branch	M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin, to establish a branch to be located at 11915 Elm Creek Boulevard, Maple Grove, Minnesota.*	Newspaper – 08/27/2003
Branch	North Shore Community Bank and Trust Company, Wilmette, Illinois, to establish a branch facility to be located at 300 S. Wacker Drive, Chicago, Illinois.*	Newspaper – 09/22/2003
18C & Branches	Southwest Bank of St. Louis, St. Louis, Missouri, to merge with Southwest Bank, Belleville, Illinois, and thereby to establish a branch at 2 Carlyle Park Drive, Belleville, Illinois.*	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)(1) & 3(a)(3)	Capitol Bancorp, Ltd., Lansing, Michigan, to acquire 51 percent of the voting shares of First California Southern Bancorp, Escondido, California, and thereby indirectly acquire Bank of Escondido (in organization), Escondido, California, and by First California Southern Bancorp, Escondido, California, to become a bank holding company through the acquisition of 51 percent of the voting shares of Bank of Escondido (in organization), Escondido, California.*	Fed Reg – 09/12/2003 Newspaper – 09/12/2003

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3) & 4(c)(8)	First Fontanelle Bancorporation, Inc., Fontanelle, Iowa, to acquire 100 percent of the voting shares of Corn Belt Bancorporation, Inc., Anita, Iowa, and thereby indirectly acquire Union National Bank, Anita, Iowa, and to acquire Corn Belt Insurance Agency, Massena, Iowa, and thereby to engage in insurance agency activities.*	Fed Reg – 08/18/2003 Newspaper – 08/23/2003
3(a)(3)	Wintrust Financial Corporation, Lake Forest, Illinois, to acquire 100 percent of the voting shares of Advantage National Bancorp, Inc., Elk Grove Village, Illinois, and thereby indirectly acquire Advantage National Bank, Elk Grove Village, Illinois.*	Fed Reg – 09/05/2003 Newspaper – 08/30/2003

\* Subject to the provisions of the Community Reinvestment Act

**Section III – Applications subject to Federal Register notice only**

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

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

<i>Type</i>	<i>Application</i>
Reg K	The Northern Trust Company, Chicago, Illinois, and The Northern Trust International Banking Corporation, Chicago, Illinois, notification of intent to make investments in several foreign organizations.

**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>
180845	Illini State Bank 301 S. Columbia Oglesby, Illinois 61348 (815) 883-8400	05/19/2003	08/18/2003	S		X
476342	Citizens First State Bank 105 N. Main Street Walnut, Illinois 61376 (815) 379-2141	04/28/2003	08/20/2003	S		X
832470	HomeFederal Bank 501 Washington Street Columbus, Indiana 47201 (812) 522-1592	08/26/2002	08/20/2003	S	X	
457547	Unionbank 201 E. Main Street Streator, Illinois 61364 (815) 673-3333	05/05/2003	08/21/2003	S	X	

**Section VI – CRA examinations scheduled for**

**Quarter of**

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

# District 8

## Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, August 23, 2003

### Section I – Applications subject to newspaper notice only

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

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

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

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### Section III – Applications subject to Federal Register notice only

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

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

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

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## Section V – Availability of CRA public evaluations

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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.

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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>
28349	Allied Bank Mulberry, Arkansas	12/02/2002	08/18/2003	S		X

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## Section VI – CRA examinations scheduled for

## Quarter of

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

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## District 9

### Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, August 23, 2003

#### Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18C & Branch	Citizens State Bank of Arlington, Arlington, South Dakota, to merge with First State Bank of Sinai, Sinai, South Dakota, and thereby to establish a branch at Main Street, Sinai, South Dakota.*	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)(1)	Signature Bancshares, Inc., Minnetonka, Minnesota, to become a bank holding company by acquiring 100 percent of Signature Bank, Minnetonka, Minnesota.*	Fed Reg-09/22/2003 Newspaper- 09/06/2003
CIC	Retroactive Change in control notice by David A. Frailing, Everett H. Frailing, Cecelia S. Frailing, Ronald J. Frailing, Fay A. Frailing, and Derrick J. Frailing, Iron River Michigan to retain control of MSB Bankshares, Inc., Iron River, Michigan, and thereby retain control of it's wholly owned subsidiary, The Miners State Bank, Iron River Michigan.	Fed Reg-09/11/2003 Newspaper- 09/01/2003

\* Subject to the provisions of the Community Reinvestment Act.

#### Section III – Applications subject to Federal Register notice only

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

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

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

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**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.

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

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

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

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# District 10

## Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, August 23, 2003

### Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Bank of Nichols Hills, Oklahoma City, Oklahoma, to establish a branch at 610 S. Kelly, Edmond, Oklahoma.	Newspaper - 09/05/2003

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	BancFirst Corporation, Oklahoma City, Oklahoma, to acquire 100 percent of the voting shares of Lincoln National Bancorporation, Inc., parent of Lincoln National Bank, both of Oklahoma City, Oklahoma.	Newspaper - 09/15/2003 Fed Reg - 09/18/2003
CIC	Notice submitted by the Clarence R. Wright, Jr. 2003 Family Trusts and its trustees: Clarence Rankin ("Randy") Wright, III, Yukon, Oklahoma; and Roger Dean Rinehart, El Reno, Oklahoma, to acquire control of International Bancshares of Oklahoma, Inc., Yukon, Oklahoma, parent of Yukon National Bank, Yukon, Oklahoma.	Newspaper - 08/31/2003 Fed Reg - 09/02/2003

### 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**

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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.

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

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

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

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# District 11

## Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, August 23, 2003

### Section I – Applications subject to newspaper notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	Prosperity Bancshares, Inc., Houston, TX, to acquire MainBancorp, Inc., Austin, TX, and Main Bank, National Association, Dallas, TX*	Fed Reg – 09/15/2003 Newspaper – N/Avail

\*Subject to the provisions of the Community Reinvestment Act

### Section III – Applications subject to Federal Register notice only

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

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

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

**Section V – Availability of CRA public evaluations**

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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.

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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>
913267	Legacy Bank of Texas 5000 Legacy Drive Plano, Texas 75024	05/05/2003	08/25/2003	S	X	

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

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

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# District 12

## Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, August 23, 2003

### Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Heritage Bank of Commerce, San Jose, California, to establish a branch facility to be located at 15575 Los Gatos Boulevard, Suite C, Los Gatos, California.*	Newspaper – 09/01/2003

\* Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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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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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**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.

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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>
933975	Bank of Utah 9320 S. State Street Sandy, Utah 84070 (801) 562-5375	04/28/2003	08/18/2003	S	X	

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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

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

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