
Federal Reserve Release



H.2

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

No. 5

Week Ending January 31, 2004

Bank Holding Companies

J.P. Morgan Chase & Co., New York, New York -- to acquire Chase FSB, Newark, Delaware.

- Approved, January 29, 2004

UBS AG, Zurich, Switzerland -- to engage in limited physical commodity trading activities complementary to the financial activity of engaging as principal in commodity derivatives.

- Approved, January 27, 2004

Financial Holding Companies

Banco Bradesco, Osasco, Brazil; Cidade de Deus-Companhia Comercial de Participacoes; Nova Cidade de Deus Participacoes S.A.; Fundacao Bradesco; and Elo Participacoes S.A. -- elections to be treated as financial holding companies.

- Effective, January 29, 2004

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

Bank Branches, Domestic

Chicago

ChoiceOne Bank, Sparta, Michigan -- to establish a branch at 6755 Courtland Drive Northeast, Rockford.

- Approved, January 29, 2004

Dallas

First State Bank, Menard, Texas -- to establish a branch at 2118 South Treadaway Boulevard, Abilene.

- Approved, January 30, 2004

Minneapolis

North Shore Bank of Commerce, Duluth, Minnesota -- to establish a branch on Stanley Avenue, one block east of Highway 33 South, Cloquet.

- Approved, January 28, 2004

Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at 2576 West Sunset Avenue, Springdale, Arkansas.

- Approved, January 27, 2004

Bank Holding Companies

Minneapolis

American Bancorporation, Minneapolis, Minnesota -- relief from certain commitments.

- Granted, January 27, 2004

St. Louis

First Bankers Trustshares, Inc., Quincy, Illinois -- to engage in trust activities through the acquisition of First Bankers Trust Services, Inc.

- Approved, January 30, 2004

Philadelphia

Fulton Financial Corporation, Lancaster, Pennsylvania -- to acquire Resource Bankshares Corporation, Virginia Beach, Virginia.

- Approved, January 30, 2004

Bank Holding Companies

Chicago

ICNB Financial Corporation, Ionia, Michigan -- to invest in Legacy Trust (in organization), Grand Rapids, and thereby engage in trust company functions.
- Approved, January 26, 2004

St. Louis

Mercantile Bancorp, Inc., Quincy, Illinois -- to acquire shares of Mid-America Bancorp, Inc., Leawood, Kansas, and thereby acquire Heartland Bank.
- Approved, January 28, 2004

St. Louis

Pittsfield Community Bancorp, Inc., Pittsfield, Illinois -- to become a bank holding company through the acquisition of Community Bank of Pittsfield and Community State Bank of Plymouth, Plymouth.
- Approved, January 28, 2004

Atlanta

Southwest Georgia Financial Corporation, Moultrie, Georgia -- to merge with First Bank Holding Company, Sylvester, and thereby acquire its subsidiary, Sylvester Banking Company.
- Approved, January 29, 2004

Dallas

Sulphur Springs Bancshares, Inc., Sulphur Springs, Texas; and Sulphur Springs Delaware Financial Corporation, Dover, Delaware -- to acquire Hawkins Financial Corporation, Hawkins, Texas; First State Bank; and Hawkins Delaware Financial Corporation, Wilmington, Delaware.
- Approved, January 27, 2004

Dallas

Texas Regional Bancshares, Inc., McAllen, Texas, and Texas Regional Delaware, Inc., Wilmington, Delaware -- to engage in nonbanking activities through the acquisition of Southeast Texas Bancshares, Inc., Beaumont, Texas, and Community Bank and Trust, SSB; and for Texas State Bank, McAllen, to acquire Community Bank and Trust, SSB, Beaumont, through merger and thereby establish branches.
- Approved, January 28, 2004

Bank Holding Companies

San Francisco

Western Alliance Bancorporation, Las Vegas, Nevada -- to acquire Premier Trust of Nevada, Inc. and thereby engage in permissible nonbanking activities.
- Approved, January 30, 2004

Bank Mergers

Chicago

Irwin Union Bank and Trust Company, Columbus, Indiana -- to purchase certain assets and assume certain liabilities of Irwin Union Bank, F.S.B., Louisville, Kentucky, and thereby establish branches in Salt Lake City, Utah, and Las Vegas, Nevada.
- Approved, January 28, 2004

Atlanta

PanAmerican Bank, Hollywood, Florida -- to acquire certain assets and assume certain liabilities of Gulf Bank, Miami, Florida.
- Approved, January 30, 2004

Change In Bank Control

San Francisco

Community Bancorp, Las Vegas, Nevada -- change in bank control.
- Permitted, January 28, 2004

Richmond

First South Bancorp, Inc., Spartanburg, South Carolina -- change in bank control.
- Permitted, January 28, 2004

St. Louis

Midwest Bancorporation, Inc. and Affiliates ESOP Trust, Poplar Bluff, Missouri -- change in bank control.
- Permitted, January 28, 2004

Competitive Factors Reports

Chicago

Bank of Shorewood, Shorewood, Illinois -- report on competitive factors of the proposed merger with Republic Bank of Shorewood.
- Submitted, January 26, 2004

Competitive Factors Reports

St. Louis

The Bradford National Bank of Greenville, Greenville, Illinois -- report on competitive factors of the proposed purchase of certain assets and assumption of certain deposit liabilities of the Marine branch of First Bank, Creve Coeur, Missouri.

- Submitted, January 30, 2004

St. Louis

Farmer's and Merchants Bank, Trezevant, Tennessee -- report on competitive factors of the proposed purchase of certain assets and assumption of deposit liabilities of the Three Way branch of Bank of Dyer, Dyer.

- Submitted, January 30, 2004

Atlanta

Southwest Georgia Bank, Moultrie, Georgia -- report on competitive factors of the proposed merger with Sylvester Banking Company, Sylvester.

- Submitted, January 23, 2004 (AC)

New York

Wawel Savings Bank, Wallington, New Jersey -- report on competitive factors of the proposed mergers with Wawel Savings Interim Banks I and II as part of a reorganization as a mutual holding company.

- Submitted, January 30, 2004

Secretary

Wells Fargo Bank, National Association, San Francisco, California -- report on competitive factors of the proposed merger with Wells Fargo Services Company, Minneapolis, Minnesota.

- Submitted, January 29, 2004

Extensions Of Time

St. Louis

Covenant Financial Corporation, Clarksdale, Mississippi -- extension to April 23, 2004, to become a bank holding company through the acquisition of Covenant Bank.

- Granted, January 30, 2004

Extensions Of Time

Kansas City

The Farmers State Bank of Fort Morgan Colorado Employee Stock Ownership Plan, Fort Morgan, Colorado -- extension to May 20, 2004, to acquire shares of F.S.B. Bancorporation of Fort Morgan.
- Granted, January 28, 2004

Atlanta

First National Banc, Inc., Saint Marys, Georgia -- extension to May 28, 2004, to acquire First National Bank, Orange Park, Florida.
- Granted, January 28, 2004

Chicago

M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin -- extension to May 4, 2004, to establish four Arizona branches in Tucson, Surprise, Peoria, and Catalina.
- Granted, January 27, 2004

Atlanta

UCB Financial Group, Inc., Atlanta, Georgia -- extension to May 20, 2004, to become a bank holding company through the acquisition of United Commercial Bank, a de novo bank.
- Granted, January 28, 2004

International Operations

Director, BS&R

BankAmerica International Financial Corporation, San Francisco, California, and Bank of America Overseas Corporation, Charlotte, North Carolina -- to amend their articles of association pursuant to Regulation K.
- Approved, January 30, 2004

Membership

Atlanta

Sterling Bank, F.S.B., Lantana, Florida -- to become a member of the Federal Reserve System.
- Approved, January 29, 2004

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, January 31, 2004

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, January 31, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	JP Morgan Chase, New York, New York, to establish a branch office at 4155 Memorial Highway, Ronkonkoma, New York.	Newspaper – 02/23/2004
Branch	JP Morgan Chase, New York, New York, to establish a branch office at 10767 Kuykenhadl Road and Woodlands Parkway, Houston, Texas.	Newspaper – 02/28/2004
Branch	JP Morgan Chase, New York, New York, to establish a branch office at 743 North Highway 67, Cedar Hill, Texas.	Newspaper – 02/28/2004

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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<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 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, January 31, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Orrstown Bank, Shippensburg, PA, to establish a branch office at 1 Giant Lane, Borough of Carlisle, Cumberland County, PA.	Newspaper – 02/07/2004

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

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

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Bank Premise	Orrstown Bank, Shippensburg, PA, to increase its investment in bank premise in the amount of \$1,394,707.00	

Section V – Availability of CRA public evaluations

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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						

Section VI – CRA examinations scheduled for Quarter of

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

District 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, January 31, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*Branch	Provident Bank, Cincinnati, Ohio, to establish a branch at the Union Centre Shopping Center which is located at the southeast corner of the intersection of Union Center Boulevard and State Route 747, West Chester Township, Ohio.	Newspaper - 02/03/2004

*Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*3(a)(1)	PSB Holdings, Inc., New Matamoras, Ohio, proposes to become a bank holding company through the acquisition of The Peoples Savings Bank, New Matamoras, Ohio.	Newspaper - 12/04/2003 Fed Reg - 12/01/2003

*Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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					<i>LrgBk</i>	<i>SmBk</i>
368522	Apollo Trust Company 201 North Warren Avenue Apollo, Pennsylvania 15613	11/17/2003	01/29/2004	S		X

Section VI – CRA examinations scheduled for

Quarter of

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

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, January 31, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	RBC Centura Bank, Rocky Mount, North Carolina, to establish a branch at 3265 Peachtree Parkway, Suwanee, Georgia.*	Newspaper – 02/06/2004

*Subject to the provisions of the Community Reinvestment Act.

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	Provident Bankshares Corporation, Baltimore, Maryland, to merge with Southern Financial Bancorp, Inc., Warrenton, Virginia.*	Fed Reg – 02/27/2004 Newspaper – N/Avail
4(c)(8)	Provident Bankshares Corporation, Baltimore, Maryland, to acquire 100% of the voting shares of Essex Savings Bank, F.S.B., Norfolk, Virginia.*	Fed Reg – 02/27/2004 Newspaper – N/Avail

*Subject to the provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Provident Bankshares Corporation, Baltimore, Maryland, to acquire 100% of the voting shares of Southern WebTech.com, Inc., Warrenton, Virginia.	Fed Reg – 02/27/2004
4(c)(8)	Provident Bankshares Corporation, Baltimore, Maryland, to acquire 24.9% of LoanCare Servicing Center, Inc., Norfolk, Virginia.	Fed Reg – 02/27/2004

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

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

Section V – Availability of CRA public evaluations

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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						

Section VI – CRA examinations scheduled for 2nd Quarter of 2004

<i>Institution</i>	<i>Location</i>
Cecil Federal Bank	Elkton, Maryland
FNB Southeast	Reidsville, North Carolina
Southern Community Bank and Trust	Winston-Salem, North Carolina
Union Bank & Trust Company	Bowling Green, Virginia
Monarch Bank	Chesapeake, Virginia
Bank of The James	Lynchburg, Virginia
Pioneer Bank	Stanley, Virginia
Bank of Williamsburg	Williamsburg, Virginia

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 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, January 31, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at the intersection of Highway 92 and Hardscrabble Road, Roswell, Georgia, to be known as the West Roswell Office.*	Newspaper – N/Avail
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 7648 Arundel Mills Boulevard, Hanover, Maryland, to be known as the Arundel Mills Safeway Office.*	Newspaper – N/Avail
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at the southeast corner of Highway 252 and Highway 1488, The Woodlands, Texas.*	Newspaper – 01/30/2004
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 1900 Gunbarrel Road, Chattanooga, Tennessee, to be known as the Gunbarrel Office.*	Newspaper – 02/07/2004
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at the intersection of Camp Creek Parkway and N. Commerce Drive, East Point, Georgia, to be known as the Camp Creek Parkway Office.*	Newspaper – 02/07/2004
18(c)	1 st United Bank, Boca Raton, Florida, to merge with First Western Bank, Cooper City, Florida.	Newspaper – N/Avail

*Subject to provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Allied Bancshares, Inc., Cumming, Georgia, to become a bank holding company by acquiring First National Bank of Forsyth County, Cumming, Georgia (in organization).*	Newspaper – 02/20/2004 Fed Reg – 02/09/2004
4(c)(8)	Bancshares of Florida, Inc., Naples, Florida, to acquire Horizon Financial Corp., and its subsidiary, Horizon Bank, FSB, both of Pembroke Pines, Florida, and thereby engage in operating a savings association.*	Newspaper – N/Avail Fed Reg – N/Avail

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Hibernia Corporation, New Orleans, Louisiana, to acquire Coastal Bancorp, Inc., and its subsidiary, Coastal Banc ssb, both of Houston, Texas, and thereby engage in operating a savings association.*	Newspaper – N/Avail Fed Reg – N/Avail
CIC	Sunset Bancorp, Inc., Sunset, Louisiana, after-the-fact change in control notice by Ms. Thelma Virginia Cummings Guilbeau, Sunset, Louisiana, to retain 25 percent of the outstanding shares of Sunset Bancorp, and its subsidiary, Bank of Sunset and Trust Company, both of Sunset, Louisiana.	Newspaper – N/Avail Fed Reg – N/Avail

*Subject to provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	CNB Holdings, Inc., Alpharetta, Georgia, to acquire Capital Financial Software, LLC, Norcross, Georgia, and thereby engage in data processing activities.	Fed Reg – 02/17/2003

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

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

Section V – Availability of CRA public evaluations

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

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					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for Quarter of

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

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, January 31, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Comerica Bank, Detroit, Michigan, to establish a branch facility to be located at 2321 Rosecrans Avenue, El Segundo, California.*	Newspaper – 02/12/2004
Branch	First Commercial Bank, Chicago, Illinois, to establish a branch facility to be located at 2935 W. Peterson Avenue, Chicago, Illinois.*	Newspaper – N/Avail
Branch	First Commercial Bank, Chicago, Illinois, to establish a branch facility to be located at 6033 N. Sheridan Road, Chicago, Illinois.*	Newspaper – N/Avail
18C & Branches	Iowa State Bank, Hull, Iowa, to purchase the assets and assume the liabilities of the Paullina, Iowa branch office of American Interstate Bank, Manning, Iowa, and thereby to establish a branch at 105 North Main, Paullina, Iowa.*	Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	Capitol Bancorp, Ltd., Lansing, Michigan, to acquire 100 percent of the voting shares of First Carolina State Bank, Rocky Mount, North Carolina.*	Fed Reg – 02/02/2004 Newspaper – N/Avail
CIC	Notice by Charles A. Kennedy, Bancroft, Iowa, individually and acting in concert with Teresa R. Kennedy, also of Bancroft, Iowa, to gain control of Kennedy Bancshares, Inc., Bancroft, Iowa, and thereby indirectly The Farmers and Traders Savings Bank, Bancroft, Iowa.	Fed Reg – 02/04/2004 Newspaper – 02/03/2004
3(a)(3)	Mainsource Financial Group, Greensburg, Indiana, to acquire 100 percent of the voting shares of Peoples Financial Corporation, Linton, Indiana, and thereby indirectly acquire Peoples Trust Company, Linton, Indiana.*	Fed Reg – 02/20/2004 Newspaper – 02/19/2004

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Maximum Bancshares, Inc., Huxley, Iowa, to become a bank holding company by acquiring 100 percent of First State Bank, Huxley, Iowa.*	Fed Reg – 02/16/2004 Newspaper – 01/23/2004
3(a)(1)	NRBC Holding Corporation, Chicago, Illinois, to become a bank holding company by acquiring 100 percent of the outstanding shares of National Republic Bank of Chicago, Chicago, Illinois.*	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	

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					<i>LrgBk</i>	<i>SmBk</i>
3029589	Cedar Rapids Bank & Trust 625 1 st Street SE Cedar Rapids, Iowa 52401-2030 (319) 862-2728	09/15/2003	01/27/2004	S		X
2044811	Northview Bank & Trust 245 Waukegan Road Northfield, Illinois 60093 (847) 446-0245	07/21/2003	01/29/2004	S	X	

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

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

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, January 31, 2004

Section I – Applications subject to newspaper notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Notice by Amy Golden McCay, Little Rock, Arkansas, to retain control of ACME Holding Company, Inc., Mulberry, Arkansas, by becoming part of the Golden family control group. The control group currently consists of Alexander P. Golden III and Alexander P. Golden IV, both of Little Rock, Arkansas. (Previously submitted during the week ending January 24, 2004.)	Newspaper - 01/30/2004 Fed Reg – 02/17/2004
3A3	LBT Bancshares, Inc., Litchfield, Illinois, to acquire 53.98 percent of Security Bancshares, Inc., Witt, Illinois, and thereby indirectly acquire Security National Bank, Witt, Illinois.*	Newspaper – 02/28/2004 Fed Reg – 03/01/2004

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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>
1146	Pulaski Bank & Trust Company Little Rock, Arkansas	06/23/2003	01/29/2004	S	X	
657459	Midwest BankCentre Lemay, Missouri	09/29/2003	01/30/2004	S	X	

Section VI – CRA examinations scheduled for Quarter of

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

District 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, January 31, 2004

Section I – Applications subject to newspaper notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Central Banking Services, Inc., St. Cloud, Minnesota, proposes to acquire 100% of the voting shares of St. Joseph Bancshares, Inc., St. Joseph, Minnesota, and thereby indirectly acquire 100% of the voting shares of First State Bank of St. Joseph, St. Joseph, Minnesota.*	Fed Reg – 02/06/2004 Newspaper – N/Avail
CIC	Change in control notice by Claire L. Erickson and Marilyn J. Kron, Hudson, Wisconsin, to gain control of Waseca Bancshares, Inc., Waseca, Minnesota.	Fed Reg – N/Avail Newspaper – N/Avail
CIC	Retroactive change in control notice by Erik McBride Thompson, Las Vegas, Nevada, to retain control of Milan Agency, Inc., Milan, Minnesota, and thereby indirectly retain control of Prairie Sun Bank in Milan, Milan, Minnesota.	Fed Reg- 02/17/2004 Newspaper – N/Avail

*Subject to the provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, January 31, 2004

Section I – Applications subject to newspaper notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Home State Bancorp, Loveland, Colorado, to become a bank holding company through the acquisition of 100 percent of the voting shares of Home State Bank, Loveland, Colorado.	Newspaper - N/Avail Fed Reg - N/Avail
CIC	Notification by James E. Thielke, Cleo Springs, Oklahoma, as trustee of the Jarrett K. Parker Revocable Trust, to acquire control of Meno Bancshares, Inc., parent of Meno Guaranty Bank, both in Meno, Oklahoma.	Newspaper - 02/12/2004 Fed Reg - 02/17/2004
CIC	Notification by James E. Thielke, Cleo Springs, Oklahoma, as trustee of the Jarret K. Parker Revocable Trust, to acquire control of Hazelton Bancshares, Inc., parent of Farmers State Bank, both in Hazelton, Kansas.	Newspaper - 02/14/2004 Fed Reg - 02/17/2004
CIC	Notification by James E. Thielke, Cleo Springs, Oklahoma, as trustee of the Jarret K. Parker Revocable Trust, to acquire control of Cleo Bancshares, Inc., parent of Cleo State Bank, both in Cleo Springs, Oklahoma.	Newspaper - 02/12/2004 Fed Reg - 02/17/2004
CIC	Notification by David D. and Kristine A. Gale, Lincoln, Nebraska; David E. Rogers, Omaha, Nebraska; Jon C. and Deonne L. Bruning, Lincoln, Nebraska; Edward J. and Marliss G. Miller, Nebraska City, Nebraska; Paul and Andrea Mengedoth, Overland Park, Kansas; Roger and Mary Bruning, Lincoln, Nebraska; and Jennifer and David Brown, Mountain View, California, to acquire control of Davenport Community Bancshares, Inc., parent of Jennings State Bank, both of Davenport, Nebraska.	Newspaper - N/Avail Fed Reg - 02/11/2004

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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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>
2667911	Bank South 6130 E. 81 st Street Tulsa, Oklahoma 74137	11/03/2003	01/30/2004	S		X

Section VI – CRA examinations scheduled for

Quarter of

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

District 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, January 31, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	PlainsCapital Bank, Lubbock, TX, to establish a mobile branch*	Newspaper – 02/12/2004

* Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	E J Financial Corp., Dallas, TX, to acquire Franklin National Bankshares, Inc., Mount Vernon, TX, Franklin National Delaware Bankshares, Inc., Dover, DE, and Franklin National Bank, Mount Vernon, TX*	Fed Reg – 02/27/2004 Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

Section VI – CRA examinations scheduled for Quarter of

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

District 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, January 31, 2004

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Investment	Zions First National Bank, Salt Lake City, Utah, to establish Zions Bank International, Las Vegas, Nevada, as an Edge Corporation, and a wholly owned subsidiary, Van der Moolen UK Limited, a foreign organization.	Fed Reg – 02/23/2004

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

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

Section V – Availability of CRA public evaluations

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

Section VI – CRA examinations scheduled for Quarter of

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