
Federal Reserve Release



H.2

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

No. 10

Week Ending March 6, 2004

Enforcement

Cowboy State Bancorp, Inc., Ranchester, Wyoming, and Cowboy State Bank --
issuance of a cease and desist order.

- Announced, March 4, 2004

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

St. Louis

Arvest Bank, Fayetteville, Arkansas -- to establish a branch at 4302 West Olive Street, Rogers.

- Approved, March 4, 2004

Richmond

The Bank of Marion, Marion, Virginia -- to establish a branch at 101 East Main Street.

- Approved, March 4, 2004

New York

JPMorgan Chase Bank, New York, New York -- to establish a de novo branch at 4155 Veteran's Memorial Highway, Ronkonkoma.

- Approved, March 1, 2004

New York

JPMorgan Chase Bank, New York, New York -- to establish a branch at 743 North Highway 67, Cedar Hill, Texas.

- Approved, March 5, 2004

Atlanta

Regions Bank, Birmingham, Alabama -- to establish branches at 1114 Lost Creek Boulevard, Suite 100, Austin, Texas, and 1705 Highway 20 West, McDonough, Georgia.

- Approved, March 5, 2004

Atlanta

Riverside Bank of the Gulf Coast, Cape Coral, Florida -- to establish a branch at 211 South Tamiami Trail, Venice.

- Approved, March 4, 2004

Bank Branches, Domestic

Atlanta

SouthTrust Bank, Birmingham, Alabama -- to establish branches at 808 Travis Street, Suite 110, Houston, Texas; the intersection of Highway 249 and Northpointe Boulevard; 610 West Loop South; 1720 Highway 6, Sugarland; and the intersection of Holly Hill and Research Forest Drives, Woodlands.

- Approved, March 4, 2004

Dallas

TexasBank, Fort Worth, Texas -- to establish a branch at 816 South Crowley Boulevard, Crowley.

- Approved, March 3, 2004

Bank Holding Companies

General Counsel

Castle Creek Capital LLC, Rancho Santa Fe, California -- request for an exemption under the Depository Institutions Management Interlocks Act and Regulation L.

- Granted, March 5, 2004

New York

Credit Suisse First Boston, Zurich, Switzerland -- relief from certain commitments in connection with the acquisition of Warburg, Pincus Asset Management Holdings, Inc., New York, New York.

- Withdrawn, March 2, 2004

Kansas City

First Pioneer Holding Inc., Denver, Colorado -- to become a bank holding company through the retention of First Western Trust Bank, a de novo bank; to engage in investment advisory activities through the acquisition of First Western Investment Management, Inc., Denver, and James Sprout & Associates, Inc., Fort Collins; and to engage in trust company activities through the acquisition of Poudre River Valley Trust Company.

- Approved, March 2, 2004

Bank Holding Companies

Atlanta

Hibernia Corporation, New Orleans, Louisiana -- to acquire Coastal Bancorp, Inc., Houston, Texas, and Coastal Banc, State Savings Bank and thereby engage in operating a savings association.

- Approved, March 5, 2004

Atlanta

Parish National Corporation, Covington, Louisiana -- to become a bank holding company through the acquisition of Parish National Bank, Bogalusa.

- Withdrawn, March 5, 2004

Richmond

Provident Bankshares, Baltimore, Maryland -- to merge with Southern Financial Bancorp, Inc., Warrenton, Virginia, and thereby acquire Southern Financial Bank, Warrenton, and Essex Savings Bank, F.S.B., Norfolk.

- Approved, March 4, 2004

Dallas

SWNB Bancorp, Inc., Houston, Texas, and SWNB Nevada Corporation, Las Vegas, Nevada -- to become bank holding companies through the acquisition of Southwestern National Bank, Houston.

- Approved, March 3, 2004

Chicago

W. J. Young & Co., Clinton, Iowa -- to engage in extending credit and servicing loans.

- Approved, March 4, 2004

Bank Mergers

Atlanta

SouthTrust Bank, Birmingham, Alabama -- to merge with FloridaFirst Bank, Lakeland, Florida.

- Withdrawn, March 5, 2004

Bank Mergers

Dallas

TexasBank, Fort Worth, Texas -- to merge with Northwest National Bank of Arlington, Arlington, and establish a branch at 610 West Randol Mill Road.

- Approved, March 3, 2004

Change In Bank Control

Richmond

F&M Financial Corporation, Granite Quarry, North Carolina -- to retain control of F&M Financial Corporation.

- Returned, March 2, 2004

Minneapolis

Milan Agency, Inc., Milan, Minnesota -- to retain control of Milan Agency, Inc. and thereby retain control of Prairie Sun Bank in Milan.

- Permitted, March 3, 2004

Richmond

State Bancorp, Inc., Bruceton Mills, West Virginia -- change in bank control.

- Permitted, March 2, 2004

Minneapolis

Waseca Bancshares, Inc., Waseca, Minnesota -- change in bank control.

- Permitted, March 2, 2004

Competitive Factors Reports

St. Louis

Bank of the Ozarks, Little Rock, Arkansas -- report on competitive factors of the proposed merger with Sun Bank, Sunray, Texas.

- Submitted, March 3, 2004

Atlanta

First National Bank, Orange Park, Florida -- report on competitive factors of the proposed merger with FNBI Interim Bank, N.A.

- Submitted, March 3, 2004

Competitive Factors Reports

Atlanta

First State Bank of Fort Lauderdale, Fort Lauderdale, Florida -- report on competitive factors of a proposed change in bank control.

- Submitted, March 3, 2004

Kansas City

First State Bank, Scottsbluff, Nebraska -- report on competitive factors of the proposed merger with First State Bank, Colorado Springs, Colorado.

- Submitted, March 1, 2004

Boston

The Gardiner Savings Institution Federal Saving Bank, Gardiner, Maine -- report on competitive factors of the proposed acquisition of the Richmond branch of Northeast Bank, FSB, Auburn.

- Submitted, March 4, 2004

New York

Independence Community Bank, Brooklyn, New York -- report on competitive factors of the proposed merger with SI Bank & Trust, Staten Island.

- Submitted, March 4, 2004

San Francisco

Magic Valley Bank, Twin Falls, Idaho -- report on competitive factors of the proposed acquisition of the Jerome branch of Home Federal Savings and Loan Association, Nampa.

- Submitted, March 2, 2004

San Francisco

Pacific Western National Bank, Santa Monica, California -- report on competitive factors of the proposed merger with Harbor National Bank, Newport Beach.

- Submitted, March 2, 2004

Extensions Of Time

Secretary

Citibank, N.A., New York, New York -- extensions of time for its subsidiaries, Citibank Overseas Investment Corporation, New Castle, Delaware, and Citicorp Finance (Thailand) Limited, Bangkok, Thailand, to divest their interests in certain DPC property.
- Granted, March 3, 2004

Chicago

MSB Holding, Inc., Montrose, Michigan -- extension to June 5, 2004, to become a bank holding company through the acquisition of Montrose State Bank.
- Granted, March 5, 2004

Cleveland

S&T Bancorp, Inc., Indiana, Pennsylvania -- extensions to May 25, 2004, to acquire shares of IBT Bancorp, Inc., Irwin, and CBT Financial Corp., Clearfield.
- Granted, March 3, 2004

Financial Holding Companies

San Francisco

First National Bank Holding Company, Scottsdale, Arizona -- election to become a financial holding company.
- Effective, March 5, 2004

Membership

Kansas City

Five Points Bank of Hastings, Hastings, Nebraska -- to become a member of the Federal Reserve System.
- Approved, March 5, 2004

Regulations And Policies

Secretary

Regulation CC -- technical amendments to appendix A to reflect restructuring of check processing operations in the Dallas District.
- Approved, March 2, 2004

Securities Regulation

Director, BS&R

List of Foreign Margin Stocks -- removal of all 51 stocks from the current list.
- Published, March 2, 2004

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, March 6, 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)/4(c)(8)	Webster Financial Corporation, Waterbury, Connecticut - to acquire 100% of the voting shares of Webster Bank, National Association and Webster D&P Holdings, Inc. (Holdings), both of Waterbury, Connecticut, and through Holdings, 73.6% of Duff & Phelps, LLC and its wholly-owned subsidiary, Duff & Phelps Securities, LLC, both of Chicago, Illinois	Newspaper – 03/20/2004 Fed Reg – 03/19/2004
CC	David W. Wallace - notification to retain 10.004% and acquire up to 15% of the outstanding shares of the common stock of Washington Trust Bancorp, Inc., Westerly, Rhode Island	Newspaper – N/Avail 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, March 6, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Banco de Chile, Santiago, Chile, to convert its Miami, Florida Agency to a Branch.	Newspaper – N/Avail

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

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

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

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

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, March 6, 2004

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, March 6, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*Branch	Sky Bank, Salineville, Ohio, to establish branch facilities at 7551 Secor Road, Lambertville, Michigan.	Newspaper – 03/09/2004
*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)	Citizens Bankshares, Inc., Bluffton, Ohio to acquire The Citizens National Bank, Bluffton, Ohio and form a one-bank holding company, pursuant to the requirements of 12 U.S.C. 1842(a)(C) and the notice procedures described in section 225.17 of Regulation Y.	Newspaper – N/Avail Fed Reg – N/Avail
*4(c)(8)	Application by First Commonwealth Financial Corporation, Indiana, Pennsylvania, to acquire GA Financial, Inc., Pittsburgh, Pennsylvania.	Newspaper – 03/04/2004 Fed Reg – 03/08/2004
*3(a)(5) & 4(c)(8)	National City Corporation, Cleveland, Ohio, to acquire 100 percent of Provident Financial Group, Inc., Cincinnati, Ohio and thereby indirectly acquire Provident Bank, Cincinnati, Ohio.	Newspaper – 03/22/2004 Fed Reg – 03/19/2004
*Subject to provisions of the Community Reinvestment Act		

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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					<i>LrgBk</i>	<i>SmBk</i>
2730477	Western Reserve Bank 4015 Medina Road Medina, Ohio 44258	12/08/2003	03/02/2004	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, March 6, 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)(3)	TransCommunity Bankshares Incorporated, Glen Allen, Virginia, to acquire Bank of Louisa, NA, Louisa, Virginia (a <u>de novo</u> bank).*	Fed Reg – 03/26/2004 Newspaper – 03/15/2004
3(a)(1)	Capital One Financial Corporation, McLean, Virginia, to become a bank holding company with respect to Capital One Bank, Glen Allen, Virginia.*	Fed Reg – 04/02/2004 Newspaper – 03/29/2004
4(c)(8)	Capital One Financial Corporation, McLean, Virginia, to retain its subsidiary, Capital One, F.S.B., McLean, Virginia.*	Fed Reg – 04/02/2004 Newspaper – 03/29/2004
3(a)(5)	Union Bankshares Corporation, Bowling Green, Virginia, to merge with Guaranty Financial Corporation, Charlottesville, Virginia.*	Fed Reg – N/Avail Newspaper – 03/19/2004

*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>
Member	MainStreet Bank, Herndon, Virginia (a <u>de novo</u> bank), for membership in the Federal Reserve System.

Section V – Availability of CRA public evaluations

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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 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, March 6, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at the northeast corner of Matlock Road and I-20, Arlington, Texas.*	Newspaper – N/Avail
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at 5251 Westheimer Road, Suite 175, Houston, Texas.*	Newspaper – 03/03/2004
Branch	Bank Independent, Sheffield, Alabama, to establish a branch located at 303 Beltline Place, Unit E, Decatur, Alabama.*	Newspaper – 03/06/2004
Branch	Bank of Alabama, Birmingham, Alabama, to establish a branch located at 3309 Lorna Road-Suite 13, Hoover, Alabama.*	Newspaper – 03/18/2004
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at 701 32 nd Street South, Birmingham, Alabama, to be known as the 32 nd Street Branch.*	Newspaper – 03/16/2004
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at 401 West Valley Avenue, Homewood, Alabama, to be known as the Homewood-West - Valley Branch.*	Newspaper – 03/16/2004
Foreign	Banco Financiera Comercial Hondurena, S.A., Tegucigalpa, Honduras, to establish an international representative office in Miami, 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)	BankEast Corporation, Knoxville, Tennessee, to become a bank holding company by acquiring 100 percent of the outstanding shares of The Citizens Bank of Gainesboro, Gainesboro, Tennessee.*	Newspaper – N/Avail Fed Reg – N/Avail

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Farmers Bancorp, Inc., Lynchburg, Tennessee, to become a bank holding company by acquiring 100 percent of the outstanding shares of The Farmers Bank of Lynchburg, Lynchburg, Tennessee.*	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(5)	GB&T Bancshares, Inc., Gainesville, Georgia, to merge with Southern Heritage Bancorp, Inc., and thereby acquire its subsidiary, Southern Heritage Bank, both of Oakwood, Georgia.*	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(3)	Synovus Financial Corp., Columbus, Georgia, to acquire 100 percent of the outstanding shares of Synovus Bank of Jacksonville, Jacksonville, Florida (in organization).	Newspaper – 04/02/2004 Fed Reg – 04/01/2004

*Subject to provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Community Bancshares, Inc., Blountsville, Alabama, to engage de novo in making, acquiring, brokering, or servicing loans or other extensions of credit, through its subsidiary, Community Funding Corporation, Blountsville, Alabama.	Fed Reg – 03/23/2004

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

<i>Type</i>	<i>Application</i>
3(a)(1)	Parish National Corporation, Covington, Louisiana, notice to become a bank holding company by acquiring 100 percent of the outstanding shares of Parish National Bank, Bogalusa, Louisiana.
Member	Citizens Bank of Gainesboro, Gainesboro, Tennessee, to become a member of the Federal Reserve System.

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 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, March 6, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18 C & Branches	Harris Trust and Savings Bank, Chicago, Illinois, to merge with Harris Bank Round Lake, Round Lake Heights, Illinois, and thereby to establish branch facilities to be located at 935 West Rollins Road, Round Lake Heights, Illinois, and 1310 South Route 12, Fox, Lake, 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)(3)	Bank of Montreal, Montreal, Canada; Harris Financial Corp., Chicago, Illinois; and Harris Bankcorp, Inc., Chicago, Illinois, to acquire 100 percent of New Lenox Holding Company, New Lenox, Illinois, and thereby indirectly acquire NLSB, New Lenox, Illinois.*	Fed Reg – N/Avail Newspaper – N/Avail
CIC	Notice by John R. Barlow, Mound, Minnesota and Cinda Mae Classon, Dows, Iowa, to each retain 26.16 percent of the voting shares of Barlow Banking Corporation, Iowa Falls, Iowa, and thereby indirectly acquire Iowa Falls State Bank, Iowa Falls, Iowa.	Fed Reg – 03/04/2004 Newspaper – N/Avail
3(a)(3)	Grant County State Bancshares, Inc. Employees Stock Ownership Plan, Swayzee, Indiana, to acquire up to 35.26 percent of the voting common stock of Grant County State Bancshares, Inc., Swayzee, Indiana, and thereby indirectly increase its control of Grant County State Bank, Swayzee, Indiana.*	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(3)	Heartland Financial USA, Inc., Dubuque, Iowa, to acquire 100 percent of Rocky Mountain Bancorporation, Inc., Billings, Montana, and thereby indirectly acquire 100 percent of Rocky Mountain Bank, Billings, Montana.*	Fed Reg – N/Avail Newspaper – N/Avail

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Metropolitan Capital Bancorp, Inc., Chicago, Illinois, to become a bank holding company by acquiring 100 percent of the voting shares of Metropolitan Capital Bank (in organization), Chicago, Illinois.*	Fed Reg – N/Avail Newspaper – N/Avail
CIC	Notice by Christine V. Lake, Brookfield, Wisconsin, to acquire an additional 8,333 shares of Ridgestone Financial Services, Inc., Brookfield, Wisconsin, and thereby indirectly acquire Ridgestone Bank, Brookfield, Wisconsin.	Fed Reg – N/Avail Newspaper – N/Avail
CIC	Notice by Gregory T. Darga, Verona, Wisconsin, Jack D. Heding, Hillsboro, Wisconsin, Robert L. Hart, Elroy, Wisconsin, and Richard G. Busch, Gays Mills, Wisconsin, to acquire, as a group acting in concert, 29.18 percent of the voting shares of Royal Bancshares, Inc., Elroy, Wisconsin, and thereby indirectly acquire additional shares of Royal Bank, Elroy, Wisconsin.	Fed Reg – 03/10/2004 Newspaper – 03/10/2004
CIC	Notice by John E. Gorman, Hinsdale, Illinois and Gary L. Svec, Naperville, Illinois, to acquire up to 100 percent of the voting shares of Strategic Capital Bancorp, Inc., Champaign, Illinois, and thereby indirectly acquire Strategic Capital Bank, Champaign, Illinois.	Fed Reg – 03/10/2004 Newspaper – 03/18/2004

* 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>
3(a)(1)	First Trust Financial Corp., Kankakee, Illinois, to become a bank holding company by acquiring 100 percent of the voting shares of First Trust Bank of Illinois, Kankakee, Illinois.

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>
1917301	Lake Forest Bank & Trust Co. 727 N. Bank Lane Lake Forest, Illinois 60045 847-615-4000	07/07/2003	03/03/2004	S	X	
2119773	Hinsdale Bank & Trust Co. 25 E. First St. Hinsdale, Illinois 60521 630-323-4404	06/02/2003	03/03/2004	S	X	
2239288	North Shore Community Bank 1145 Wilmette Ave. Wilmette, Illinois 60091 847-853-1145	06/16/2003	03/03/2004	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, March 6, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Arvest Bank, Fayetteville, Arkansas, to establish a branch facility to be located at 606 West Main Street, Cabot, Arkansas.*	Newspaper – 03/18/2004
Branch	First Bank, St. Louis, Missouri, to establish a branch facility to be located at 755 Weber Road, Farmington, Missouri.*	Newspaper – 03/26/2004
Branch	First Security Bank of Conway, Conway, Arkansas, to establish a branch facility to be located at 112 Volunteer's Parkway, Clinton, Arkansas.*	Newspaper – 03/15/2004

* 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>
3A1	Bancorp IV, Inc., Stilwell, Kansas, to become a bank holding company by acquiring 100 percent of Bank of Montgomery County, Wellsville, Missouri. (Previously submitted during the weeks ending February 14, 2004 and February 21, 2004.)*	Newspaper – 03/28/2004 Fed Reg – 03/19/2004
3A1	ESB Bancorp, Inc., Elberfeld, Indiana, to become a bank holding company by acquiring 100 percent of The Elberfeld State Bank, Elberfeld, Indiana.*	Newspaper – 04/12/2004 Fed Reg – N/Avail
3A3	FSB Bancshares, Inc., Henderson, Tennessee, to acquire up to 35 percent of Merchants and Planters Bancshares, Inc., Toone, Tennessee, and thereby indirectly acquire Merchants and Planters Bank, Toone, Tennessee.*	Newspaper – N/Avail Fed Reg – 04/05/2004

* 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>
48374	First Financial Bank El Dorado, Arkansas	10/27/2003	03/03/2004	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, March 6, 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	Martha A. Soter, Tucson, AZ; Fred J. Christenson, Fairfield, CT; Molly A. Hershede, Phoenix, AZ; John W. Thomson, Sioux Falls, SD, individually and as trustee of the Nane A. Thomson Trust; Nane A. Thomson, Sioux Falls, SD; the Nane A. Thomson Trust, Sioux Falls, SD; James R. Thomson, Centerville, SD, individually and as trustee of the Sarah A. Thomson Trust, the Christopher Thomson Trust, the Alex B. Cole Trust, and the Erin T. Cole Trust; the Sarah A. Thomson Trust, Centerville, SD; the Christopher Thomson Trust, Centerville, SD; John E. Lindahl, Wayzata, MN, as trustee of the Sarah A. Thomson Trust, the Christopher Thomson Trust, the Alex B. Cole Trust, and the Erin T. Cole Trust; John L. Thomson, Minneapolis, MN, individually and as trustee of the John Lubar Thomson Trust, the Maddie C. Thomson Trust and the Joseph N. Thomson Trust; Kristine L. Thomson, Minneapolis, MN, as trustee of the John Lubar Thomson Trust, the Maddie C. Thomson Trust and the Joseph N. Thomson Trust; David J. Lubar, Milwaukee, WI, as trustee of the John Lubar Thomson Trust, the Maddie C. Thomson Trust and the Joseph N. Thomson Trust; the John Lubar Thomson Trust, Minneapolis, MN; the Maddie C. Thomson Trust, Minneapolis, MN; the Joseph N. Thomson Trust, Minneapolis, MN; Ann L. Cole, Sioux Falls, SD; the Alex B. Cole Trust, Centerville, SD; and the Erin T. Cole Trust, Centerville, SD, to acquire control of Thomson Holdings, Inc., Centerville, South Dakota, and thereby to indirectly acquire control of First Midwest Bank, Centerville, South Dakota.	Fed Reg- 03/09/2004 Newspaper – 03/10/2004

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Notice by Anchor Bancorp, Inc. Voting Preferred Stock Trust No. 1, Wayzata, Minnesota and Anchor Bancorp, Inc. Voting Preferred Stock Trust No. 2, Wayzata, Minnesota; Jacqueline D. Becklund, William J. Berens, Richard D. Bliss, Carl W. Jones, Christopher W. Jones, Richard A. McMahon, Helen J. Warren, and Wendy J. Zehngebot, as trustees of each trust as a group acting in concert, to gain control of Anchor Bancorp, Inc., Wayzata, Minnesota.	Fed Reg- 03/19/2004 Newspaper – N/Avail
3(a)(3)	Forstrom Bancorporation, Inc., Clara City, Minnesota, proposes to acquire 100% of the voting shares of First State Agency of Lake Lillian, Inc., Lake Lillian, Minnesota, and thereby indirectly acquire First State Bank, Lake Lillian, Lake Lillian, Minnesota.*	Fed Reg- 03/08/2004 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>
4(c)(8)	Citizens Bank Group, Inc., St. James, Minnesota, to engage de novo, in lending activities, specifically, purchasing over lines and loan participations.

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:

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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, March 6, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c)	Bank of Western Oklahoma, Elk City, Oklahoma, to purchase certain assets and assume certain liabilities of the Cordell, Oklahoma; Geary, Oklahoma; and Weatherford, Oklahoma branches of Gold Bank, Hennessey, Oklahoma, and incident thereto, to establish three branches.	Newspaper – 03/26/2004
Branch	MontroseBank, Montrose, Colorado, to establish a branch in the vicinity of Highways 92 and 133, Hotchkiss, Colorado.	Newspaper – 03/11/2004

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

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

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
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>
295356	First Mountain Bank 409 Harrison Avenue Leadville, Colorado 80461-3613	12/01/2003	03/01/2004	S		X
545855	Bank of Yutan 515 2 nd Street Yutan, Nebraska 68073	12/08/2003	03/01/2004	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, March 6, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Texas State Bank, McAllen, TX, to establish a branch at 901 West Expressway 83, San Juan, TX 78589*	Newspaper – 03/17/2004

*Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	Summit Bancshares, Inc., Fort Worth, TX, to acquire ANB Financial Corporation, Arlington, TX, and indirectly acquire ANB Delaware Financial Corporation, Dover, DE, and Arlington National Bank, Arlington, TX*	Fed Reg – 04/01/2004 Newspaper – N/Avail
CIC	Mr. Edward B. Baker, Nacogdoches, TX, et al, to acquire an interest in Nacogdoches Commercial Bancshares, Inc., Nacogdoches, TX	Fed Reg – N/Avail Newspaper – 03/15/2004

*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.

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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 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, March 6, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18C Branch	Hanmi Bank, Los Angeles, California, to merge with Pacific Union Bank, Los Angeles, California, and thereby acquire 12 branch offices of Pacific Union Bank, all located in California.*	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)	Wilshire Bancorp, Inc., Los Angeles, California, to become a bank holding company by acquiring 100 percent of Wilshire State Bank, Los Angeles, California.*	Newspaper – N/Avail Fed Reg – 04/05/2004

* 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.

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					<i>LrgBk</i>	<i>SmBk</i>
802866	Silicon Valley Bank 3003 Tasman Drive Santa Clara, California 95054 (408) 654-7400	10/20/2003	03/05/2004	S	X	
423074	Community Banks of Tracy 1003 Central Avenue Tracy, California 95376 (209) 836-5111	11/17/2003	03/05/2004	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**

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