
Federal Reserve Release



H.2

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

No. 47

Week Ending November 20, 2004

Testimony And Statements

Bank Secrecy Act and USA Patriot Act -- statement by Herbert A. Biern, Senior Associate Director, Division of Banking Supervision and Regulation, before the House Committee on International Relations.
- Published, November 17, 2004

Advisory Councils

Thrift Institutions Advisory Council -- appointment of six new members and designation of Curtis L. Hage as President and Roy M. Whitehead as Vice President for 2005.
- Announced, November 18, 2004

Board Operations

Office of Inspector General -- appointment of Elizabeth A. Coleman as Assistant Inspector General for Communications and Quality Assurance, Laurence A. Froehlich as Assistant Inspector General for Legal Services, and William L. Mitchell as Assistant Inspector General for Audits and Attestations.
- Announced, November 15, 2004

Forms

Forms -- final Board review to extend with revision the Semiannual Report of Derivatives Activity (FR 2436).
- Approved, November 19, 2004

Enforcement

Ameribanc Holdings, Inc., Durango, Colorado, and Bank of Durango -- issuance of a cease and desist order.
- Announced, November 18, 2004

Cumberland Bank, Franklin, Tennessee -- issuance of a consent order of assessment of a civil money penalty.
- Announced, November 15, 2004

Five Points Bank, Grand Island, Nebraska -- issuance of a consent order of assessment of a civil money penalty.
- Announced, November 15, 2004

H.2 Actions under delegated authority

November 14, 2004 to November 20, 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 branches at 218 West Henry De Tonti Boulevard, Tontitown; 2200 West Pleasant Grove Road, Rogers; and 4301 South Garnett, Tulsa, Oklahoma.
- Approved, November 17, 2004

St. Louis

The Callaway Bank, Fulton, Missouri -- to establish a branch at 302 Meadowlark Drive.
- Approved, November 18, 2004

Secretary

Comerica Bank, Detroit, Michigan -- to establish branches at 2730 West Maple Road, Commerce Township; 444 South El Camino Real, San Mateo, California; and 800 North Haven, Ontario.
- Approved, November 17, 2004

Chicago

Community State Bank, Avilla, Indiana -- to establish a branch at 1802 Ida Red Road, Kendallville.
- Approved, November 18, 2004

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at 4515 McCorkle Avenue, Charleston, West Virginia.
- Approved, November 17, 2004

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at 8353 Sancus Boulevard, Columbus.
- Approved, November 19, 2004

Bank Branches, Domestic

Cleveland

Fifth Third Bank, Grand Rapids, Michigan -- to establish a branch at 3315 Washtenaw Avenue, Ann Arbor.

- Approved, November 19, 2004

Dallas

The First State Bank, Granger, Texas -- to establish a branch at 120 County Road 119, Suite A, Hutto.

- Approved, November 18, 2004

Chicago

Iowa State Bank, Hull, Iowa -- to establish a branch at 209 Main Street, Sanborn.

- Approved, November 15, 2004

Boston

Northeast Bank, Auburn, Maine -- to establish a branch at 660 Roosevelt Trail, Windham.

- Approved, November 19, 2004

Philadelphia

Pocono Community Bank, Stroudsburg, Pennsylvania -- to establish a branch at Route 611, Swiftwater.

- Approved, November 19, 2004

Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at the intersection of Wilson Park Avenue and FM 620, Four Points, Texas.

- Approved, November 15, 2004

Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at 201 South Main Street, Summerville, South Carolina.

- Approved, November 18, 2004

Bank Holding Companies

Kansas City

Citizens Bancshares Co., Chillicothe, Missouri -- to acquire 12 percent of the shares of First Community Bancshares, Inc., Overland Park, Kansas, and thereby acquire First Community Bank, Lee's Summit, Missouri.

- Approved, November 18, 2004

Richmond

CommunitySouth Bancshares, Inc., Easley, South Carolina -- to become a bank holding company and to acquire CommunitySouth Bank & Trust.

- Approved, November 18, 2004

Atlanta

Cygnets Financial Corporation, Ponte Vedra Beach, Florida -- to become a bank holding company and to acquire Cygnets Private Bank.

- Approved, November 17, 2004

St. Louis

FCB Financial Services, Inc., Marion, Arkansas -- to become a bank holding company and to acquire First Community Bank of Eastern Arkansas.

- Approved, November 18, 2004

Richmond

FNB Corporation, Christiansburg, Virginia -- to acquire Bedford Federal Savings Bank, National Association, Bedford, on the conversion of Bedford Federal Savings Bank, FSB to a national charter.

- Approved, November 18, 2004

San Francisco

Idaho Bancorp, Boise, Idaho -- to become a bank holding company and to acquire Idaho Banking Company.

- Approved, November 19, 2004

Bank Holding Companies

Chicago

Marshall & Ilsley Corporation, Milwaukee, Wisconsin -- to acquire indirectly, through its subsidiary, Metavante Corporation, VECTORsgi Holdings, Inc., Addison, Texas, and VECTORsgi, Inc., and thereby engage in data processing activities and management consulting activities.

- Approved, November 19, 2004

Richmond

Palmetto Heritage Bancshares, Inc., Pawleys Island, South Carolina -- to become a bank holding company and to acquire Palmetto Heritage Bank & Trust, a de novo bank.

- Approved, November 17, 2004

Secretary

Placer Sierra Bancshares, Sacramento, California, California Community Financial Institutions Fund Limited Partnership, San Francisco, and Belvedere Capital Partners LLC -- determination that an application under the Bank Holding Company Act is not required for the acquisition of First Financial Bancorp, Lodi, in connection with the merger of Placer Sierra Bank, Auburn, with Bank of Lodi, National Association, Lodi.

- Approved, November 18, 2004

Chicago

Rural Bancshares of Wisconsin, Inc., Fennimore, Wisconsin -- to become a bank holding company and to acquire 80 percent of the shares of LSB Holding Company, Livingston, and thereby acquire Livingston State Bank.

- Approved, November 18, 2004

Kansas City

Signature Bank Corporation, Windsor, Colorado -- to become a bank holding company and to acquire Signature Bank, a de novo bank.

- Approved, November 16, 2004

New York

The Toronto-Dominion Bank, Toronto, Canada -- to acquire 51 percent of the shares of Banknorth Group, Inc., Portland, Maine, and thereby acquire Banknorth, National Association.

- Withdrawn, November 16, 2004

Bank Holding Companies

Kansas City

Young Corporation, Chillicothe, Missouri, and Young Partners, L.P. -- to become bank holding companies and to retain indirectly and directly 20.34 percent of the shares of Citizens Bancshares Co., parent of Citizens Bank & Trust Company.
- Approved, November 18, 2004

Bank Mergers

Cleveland

Croghan Bancshares, Inc., Fremont, Ohio -- to acquire The Custar State Bank, Custar; and for Croghan Bancshares Inc.'s subsidiary, The Croghan Colonial Bank, Fremont, to merge with The Custar State Bank and establish a branch.
- Approved, November 18, 2004

Atlanta

Cumberland Bank, Franklin, Tennessee -- to merge with Bank of Dyer, Dyer.
- Approved, November 18, 2004

Chicago

Libertyville Bank & Trust Company, Libertyville, Illinois -- to purchase the assets and assume the liabilities of the Mundelein branch of Northview Bank and Trust, Northfield, and thereby establish a branch at 1110 West Maple Avenue, Mundelein.
- Approved, November 15, 2004

Chicago

Northbrook Bank & Trust Company, Northbrook, Illinois -- to purchase the assets and assume the liabilities of two branches of Northview Bank and Trust, Northfield, and thereby establish branches at 245 Waukegan Road and 1751 Orchard Lane.
- Approved, November 15, 2004

Secretary

Placer Sierra Bank, Auburn, California -- to merge with Bank of Lodi, National Association, Lodi, and to operate the existing locations as branches of Placer Sierra Bank.
- Approved, November 18, 2004

Bank Mergers

Cleveland

Sky Bank, Salineville, Ohio -- to merge with Prospect Bank, Columbus, and establish branches.

- Approved, November 17, 2004

Change In Bank Control

Kansas City

Armstrong Bancshares, Inc., Muskogee, Oklahoma -- change in bank control.

- Permitted, November 18, 2004

Atlanta

Frontier National Corporation, Sylacauga, Alabama -- change in bank control.

- Withdrawn, November 15, 2004

Minneapolis

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

- Returned, November 15, 2004

Atlanta

Valley Bancshares, Inc., Russellville, Alabama -- change in bank control.

- Withdrawn, November 15, 2004

Competitive Factors Reports

St. Louis

The Bank of Advance, Advance, Missouri -- report on competitive factors of the proposed merger with The First National Bank of Lerna, Lerna, Illinois.

- Submitted, November 16, 2004

Chicago

The Bank of Commerce, Downers Grove, Illinois -- report on competitive factors of the proposed merger with Republic Bank of Downers Grove, a de novo bank.

- Submitted, November 15, 2004

Competitive Factors Reports

San Francisco

Central Pacific Bank, Honolulu, Hawaii -- report on competitive factors of the proposed merger with City Bank.

- Submitted, November 17, 2004

New York

Citizens Bank, National Association, New York, New York -- report on competitive factors of the proposed purchase and assumption of branches of Charter One Bank, National Association, Cleveland, Ohio.

- Submitted, November 19, 2004

Cleveland

Commercial Bank of Pennsylvania, Latrobe, Pennsylvania -- report on competitive factors of the proposed merger with Highview Trust Company, Greensburg, in connection with the corporate reorganization of Commercial National Finance Corporation.

- Submitted, November 15, 2004

Atlanta

Fidelity Federal Bank & Trust, West Palm Beach, Florida -- report on competitive factors of the proposed merger with First Community Bank of Palm Beach County, Pahokee.

- Submitted, November 15, 2004

Kansas City

First State Bank of Idabel, Idabel, Oklahoma -- report on competitive factors of the proposed merger with American State Bank, Broken Bow.

- Submitted, November 16, 2004

San Francisco

GE Capital Financial Inc., Salt Lake City, Utah -- report on competitive factors of the proposed assumption of deposit liabilities of GE Capital Consumer Card Company, Mason, Ohio.

- Submitted, November 18, 2004

Competitive Factors Reports

Atlanta

Mellon United National Bank, Miami, Florida -- report on competitive factors of the proposed merger with APD Chimney Lakes, Inc., Plantation.

- Submitted, November 16, 2004

Cleveland

Parkvale Savings Bank, Monroeville, Pennsylvania -- report on competitive factors of the proposed merger with Advance Financial Savings Bank, Wellsburg, West Virginia.

- Submitted, November 15, 2004

Cleveland

PNC Bank, National Association, Pittsburgh, Pennsylvania -- report on competitive factors of the proposed merger with PNC Investment Holdings, Inc., Wilmington, Delaware.

- Submitted, November 15, 2004

San Francisco

Security State Bank, Centralia, Washington -- report on competitive factors of the proposed merger with Harbor Community Bank, Raymond.

- Submitted, November 17, 2004

Cleveland

Steel Valley Bank, National Association, Dillonvale, Ohio -- report on competitive factors of the proposed merger with AB Interim Bank, National Association.

- Submitted, November 15, 2004

Richmond

Wachovia Bank, National Association, Charlotte, North Carolina -- report on competitive factors of the proposed merger with Congress Financial Corporation, New York, New York.

- Submitted, November 15, 2004

Extensions Of Time

Secretary

Citibank, N.A., New York, New York -- extension of time for Citibank Overseas Investment Corporation, New Castle, Delaware, and Citicorp Finance (Thailand) Limited, Bangkok, Thailand, to divest their interest in certain properties acquired in settlement of debts previously contracted (DPC).

- Granted, November 17, 2004

Atlanta

Compass Bank, Birmingham, Alabama -- extension to May 13, 2006, to establish a branch at the intersection of South Gilbert and West Warner Roads, Gilbert, Arizona.

- Granted, November 18, 2004

Atlanta

FGBC Bancshares, Inc., Franklin, Georgia -- extension to March 17, 2005, to become a bank holding company and to acquire First Georgia Banking Company.

- Granted, November 17, 2004

Membership

Secretary

First American Bank, Decatur, Alabama -- to become a member of the Federal Reserve System.

- Approved, November 17, 2004

Chicago

Great River Bank & Trust, Davenport, Iowa -- to become a member of the Federal Reserve System.

- Approved, November 19, 2004

Cleveland

Prospect Bank, Columbus, Ohio -- to become a member of the Federal Reserve System.

- Approved, November 17, 2004

District 1
Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, November 20, 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, November 20, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Bank of Baroda, Mumbai, Baroda, to establish a state-licensed branch in Houston, Texas.	Newspaper – N/Avail
FBSEA	R-G Premier Bank of Puerto Rico, Hato Rey, Puerto Rico, to establish an agency in Casselberry, Florida.	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>
3A3	The Toronto-Dominion Bank, Toronto, Ontario, to acquire 51 percent of the voting shares of Banknorth Group, Inc., and thereby indirectly acquire Banknorth, National Association, both of Portland, Maine.	Newspaper – 12/13/2004 Fed Reg – 12/08/2004

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>
Investment	BNY International Financing Corporation, New York, New York, to make a further investment in BNY Holdings (UK) Limited, London, England.

Section V – Availability of CRA public evaluations

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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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<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 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, November 20, 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 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 1st Quarter of 2005

<i>Institution</i>	<i>Location</i>
Lebanon Valley Farmers Bank	Lebanon, PA
New Tripoli Bank	New Tripoli, PA

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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, November 20, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*Branch	Fifth Third Bank, Grand Rapids, MI to establish a branch at 850 Thomas Moore Parkway, Edgewood, KY.	Newspaper – 10/27/2004
*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>
*4(c)(8)	Park National Corporation, Newark, Ohio, to acquire First Clermont Bank, Milford, Ohio, pursuant to Section 4(c)(8) of the Bank Holding Company Act.	Newspaper – 11/20/2004 Fed Reg – 11/19/2004
*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>
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 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, November 20, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Virginia Commerce Bank, Arlington, Virginia, to establish a branch at 8251 Greensboro Boulevard, McLean, Virginia.*	Newspaper – 11/29/2004

*Subject to the provisions of the Community Reinvestment Act.

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Change in Control Notice filed by Mr. John Wynne, BMTW LLC, SouthGate Leigh Wynne Trust, 1650 Partners, Catherine Wynne, and Hunter Leigh Wynne as a group acting in concert to control approximately 17.84% of the voting shares of Community First Financial Corporation, Lynchburg, Virginia.*	Fed Reg – 12/09/2004 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.

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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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>
506922	Sandy Spring Bank 17801 Georgia Avenue Olney, Maryland 20832	08/09/2004	11/20/2004	S	X	

Section VI – CRA examinations scheduled for

Quarter of

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

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, November 20, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	The Peoples Bank and Trust Company, Selma, Alabama, to establish a branch located at 31 Morrow Commercial Park, Northport, Alabama, to be known as the Greater Tuscaloosa Market Area.*	Newspaper – 11/27/2004

*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	CBS Banc-Corp, Russellville, Alabama, prior change in control notice filed by The Cecil and Olivia Batchelor Family Limited Partnership, J. Gregory Batchelor general partner; and The Olivia and Cecil Batchelor Family Limited Partnership, Rebecca Batchelor Reeves general partner; along with Cecil Batchelor, Olivia Batchelor, J. Gregory Batchelor, Rebecca Batchelor Reeves, Ray Bradley Reeves, Donna Batchelor, and Dependable True Value, Inc., all of Russellville, Alabama, to collectively acquire 56.28 percent of the outstanding shares of CBS Banc-Corp, and its subsidiaries, Citizens Bank & Savings Company, Russellville, Alabama, and Bank of Bolivar, Bolivar, Tennessee.	Newspaper – 12/02/2004 Fed Reg – 12/03/2004
3(a)(1)	Georgia Trust Bancshares, Inc., Buford, Georgia, to become a bank holding company by acquiring 100 percent of the outstanding shares of Georgia Trust Bank, Buford, Georgia (in organization).*	Newspaper – N/Avail Fed Reg – N/Avail
CIC	Peoples Independent Bancshares, Inc., Boaz, Alabama, change in control notice filed by Leamon Buchanan, Albertville, Alabama, to acquire an additional 1.97 percent of the outstanding shares of Peoples Independent Bancshares, Inc., Boaz, Alabama, and its subsidiaries, Peoples Independent Bank, Boaz, Alabama, and First Bank, Wadley, Alabama. Total ownership will equal 11.48 percent.	Newspaper – 12/01/2004 Fed Reg – 12/09/2004

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	Transatlantic Bank, Miami, Florida, prior change in control notice filed by Evan R. Marbin, as trustee of the SEE Trust, Miami, Florida, to acquire an additional 8.69 percent of the outstanding shares of Transatlantic Bank, Miami, Florida. Total ownership will equal 19.33 percent.	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>
4(c)(8)	DBT Holding Company, Vidalia, Georgia, to own 47.5 percent investment in DBW Technologies, LLC, Atlanta, Georgia, and thereby engage de novo in data processing activities, pursuant to section 225.28 (b) (14) of Regulation Y.	Fed Reg – 12/03/2004

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

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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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.

Section V – Availability of CRA public evaluations

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

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

<i>Institution</i>	<i>Location</i>
Aliant Bank	Alexander City, Alabama
Commercial Bank of Florida	Miami, Florida
Community Bank of West Georgia	Villa Rica, Georgia
First Commercial Bank of Florida	Orlando, Florida
Landmark Bank of Florida	Sarasota, Florida
MidSouth Bank	Murfreesboro, Tennessee
Park Avenue Bank	Valdosta, Georgia

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District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, November 20, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	The Farmers State Bank of Waupaca, Waupaca, Wisconsin, to establish a branch facility to be located at N560 Highway 110, Fremont, Wisconsin.*	Newspaper – 12/01/2004
18C	Rockford Bank and Trust Company (in organization), Rockford, Illinois, to purchase the assets and assume the liabilities of the Rockford, Illinois branch of Quad City Bank and Trust Company, Bettendorf, 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) & 3(a)(1)	Peotone Bancorp, Inc., Peotone, Illinois, to acquire 74.19% of the voting shares (48.39% directly and 25.81% indirectly) of Legacy Integrity Group, Inc., Scottsdale, Arizona, and thereby indirectly acquire Legacy Bank (in organization), Scottsdale, Arizona; Founders Group, Inc., Worth, Illinois, to acquire 12.90% of the voting shares of Legacy Integrity Group, Inc., Scottsdale, Arizona, and thereby indirectly acquire Legacy Bank (in organization), Scottsdale, Arizona; Terrapin Bancorp, Inc., Elizabeth, Illinois, to acquire 25.81 %of the voting shares of Legacy Integrity Group, Inc., Scottsdale, Arizona, and thereby indirectly acquire Legacy Bank (in organization), Scottsdale, Arizona; Rock River Bancorporation, Inc., Oregon, Illinois, to acquire 12.9% of the voting shares of Legacy Integrity Group, Inc., Scottsdale, Arizona, and thereby indirectly acquire Legacy Bank (in organization), Scottsdale, Arizona, and by Legacy Integrity Group, Inc., Scottsdale, Arizona, to become a bank holding company by acquiring 100% of the voting shares of Legacy Bank (in organization), Scottsdale, Arizona.*	Fed Reg – 12/05/2004 Newspaper – 12/11/2004
3(a)(3)	QCR Holdings, Inc., Moline, Illinois, to acquire 100 percent of Rockford Bank and Trust Company (in organization), Rockford, Illinois.*	Fed Reg – 12/10/2004 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)	Royal Financial, Inc., Chicago, Illinois, to become a bank holding company through the acquisition of 100 percent of the voting shares of Royal Savings Bank, Chicago, Illinois.*	Fed Reg – 12/17/2004 Newspaper – N/Avail
3(a)(3)	Wintrust Financial Corporation, Lake Forest, Illinois, to acquire 100 percent of the voting shares of Antioch Holding Company, Antioch, Illinois, and thereby indirectly acquire State Bank of The Lakes, Antioch, Illinois.*	Fed Reg – 12/16/2004 Newspaper – 12/15/2004

* 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>
Membership	Rockford Bank and Trust Company (in organization), Rockford, Illinois, to become a member of the Federal Reserve System.

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

Section V – Availability of CRA public evaluations

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

Section VI – CRA examinations scheduled for First Quarter of 2005

<i>Institution</i>	<i>Location</i>
First Bank and Trust of Evanston	Evanston, Illinois
Elkhart Community Bank	Elkhart, Indiana
Sand Ridge Bank	Highland, Indiana
Freedom Security Bank	Coralville, Iowa
Security State Bank	New Hampton, Iowa

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 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, November 20, 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>
3A3	Porter Bancorp, Inc., Shepherdsville, Kentucky, to acquire 100 percent of Citizens Financial Bank, Inc., Glasgow, Kentucky. (Previously reported during the week ended November 13, 2004)*	Newspaper – 12/10/2004 Fed Reg – 12/13/2004

* 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>	<i>Ending date of comment period</i>
None		

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD</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 First Quarter of 2005

<i>Institution</i>	<i>Location</i>
First State Bank of DeQueen	DeQueen, Arkansas
Community First Bank	Corydon, Indiana
Peoples Bank of Altenburg	Altenburg, Missouri
City Bank and Trust Company of Moberly	Moberly, Missouri
Community Bank	Lexington, Tennessee

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 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, November 20, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c) & Branch	Dacotah Bank, Aberdeen, South Dakota, to merge with Dacotah Bank, Rolla, North Dakota, and Dacotah Bank, Valley City, North Dakota, and thereby establish 7 branches.*	Newspaper – N/Avail
18(c) & Branch	Peoples State Bank of Plainview, Plainview, Minnesota, to merge with Red Cedar Bank, National Association, Boyceville, Wisconsin, and thereby establish branches at 715 Highway 79, Boyceville, Wisconsin, and 1428 North Broadway, Menomonie, Wisconsin.*	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)	Dolphin Family Limited Partnership, Blaine, Minnesota, to become a bank holding company by acquiring 13.55 percent of the voting shares of Crosstown Holding Company, Blaine, Minnesota, parent of 21st Century Bank, Loretto, Minnesota. Dolphin Family Management Co., Blaine, Minnesota, to become a bank holding company by acquiring indirect control of 13.55 percent of the voting shares of Crosstown Holding Company, Blaine, Minnesota, parent of 21st Century Bank, Loretto, Minnesota, as general partner of Dolphin Family Limited Partnership, Blaine, Minnesota.*	Fed Reg – 12/13/2004 Newspaper – N/Avail
CIC	Notice by Lyndon L. Krause, Winnebago, Minnesota, and David D. Krause, Winnebago, Minnesota, to gain control of Krause Financial, Inc., Winnebago, Minnesota, and thereby indirectly gain control of First National Bank in Winnebago, Winnebago, Minnesota.	Fed Reg – 11/24/2004 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) & 4(c)(8)	Western Transaction Corporation, Duluth, Minnesota, to become a bank holding company by acquiring 100% of Western National Bank, Duluth, Minnesota; and 100% of Cass Lake Company, Duluth, Minnesota, and thereby indirectly acquiring The First National Bank of Cass Lake, Cass Lake, Minnesota. Applicant also proposes to acquire 100% of Premier Credit Corporation, Duluth, Minnesota, an industrial loan company, and, through Cass Lake Company, Duluth, Minnesota, to engage in insurance agency activities in a town with a population not exceeding 5,000.*	Fed Reg – 12/09/2004 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.

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 1st Quarter of 2005 (January 1, 2005 – March 31, 2005)

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

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, November 20, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Adams Bank and Trust, Ogallala, Nebraska, to establish a branch at 8308 Weld County Road, Firestone, Colorado.	Newspaper – 12/06/2004

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)	Bank 1 st Financial Corporation, Albuquerque, New Mexico, to become a bank holding company through the acquisition of 100 percent of the voting shares of Bank 1 st , Albuquerque, New Mexico.	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(1)	Enterprise Holding Company, Omaha, Nebraska, to become a bank holding company through the acquisition of 100 percent of the voting shares of Enterprise Bank, N.A., Omaha, Nebraska.	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(3)	First Bankshares of Las Animas, Inc., Las Animas, Colorado, to acquire 9 percent of the voting shares of Southern Colorado National Bancorp, Inc., and thereby indirectly acquire Southern Colorado National Bank, both of Pueblo, Colorado.	Newspaper – 12/11/2004 Fed Reg – 12/17/2004
CIC	Notification by Robert E. Schmidt, Hays, Kansas, to acquire control of Hanston Insurance Agency, Inc., parent of Hanston State Bank, both of Hanston, Kansas.	Newspaper – 09/14/2004 Fed Reg – 09/21/2004
CIC	Notification by Embry W. Williams, Jr., Amarillo, Texas, to acquire control of Union Bancshares, Inc., Clayton, New Mexico, parent of First National Bank of New Mexico, Clayton, New Mexico.	Newspaper – N/Avail Fed Reg – 12/06/2004

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>
Relief of Commitments	Central Bancshares, Inc., Cambridge, Nebraska, for prior approval for relief from Lincoln National Commitments.

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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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

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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>
151555	First Bank of Chandler 902 Manvel Avenue Chandler, Oklahoma 74834-3852	08/23/2004	11/15/2004	S		X
542854	Farmers State Bank 103 E. 2 nd Street Pine Bluffs, Wyoming 82082	08/30/2004	11/17/2004	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, November 20, 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)	MNB Ventures, Inc., Mercedes, TX, to acquire Mercedes Bancorp, Inc., Mercedes, TX, Mercedes Delaware Financial Corporation, Dover, DE, and Mercedes National Bank, Mercedes, TX*	Fed Reg – 12/17/2004 Newspaper – 12/03/2004

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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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, November 20, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Valley Independent Bank, El Centro, California, to establish a branch facility at 1100 Melody Lane, Roseville, California. *	Newspaper – 11/15/2004
18C & Branch	Westamerica Bank, San Rafael, California, to merge with National Bank of the Redwoods, Santa Rosa, California, and thereby acquire six additional branch offices of National Bank of the Redwoods.*	Newspaper – 12/03/2004
Branch	Bank of Sacramento, Sacramento, California, to establish a branch facility at 2882 Prospect Park Drive, Suite 240, Rancho Cordova, California. *	Newspaper – 12/06/2004

* 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>
None		

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Mitsubishi Tokyo Financial Group, Inc., and The Bank of Tokyo-Mitsubishi, Ltd., both of Tokyo, Japan, to acquire 100 percent of UFJ Futures, LLC, Chicago, Illinois, and Central Leasing (USA), Inc., Florence, Kentucky, and Mitsubishi Tokyo Financial Group, Inc., and The Mitsubishi Trust and Banking Corporation, both of Tokyo, Japan, to acquire 100 percent of UFJ Trust Company of New York, New York, New York.	Fed Reg – 12/13/2004

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

<i>Type</i>	<i>Application</i>
3(a)(5)(C)	Horizon Bancorp to become a bank holding company by acquiring 100 percent of Horizon Community Bank, both of Lake Havasu City, Arizona.

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>
None						

Section VI – CRA examinations scheduled for Quarter of

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