
Federal Reserve Release



H.2

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

No. 48

Week Ending November 27, 2004

Bank Branches, Domestic

RBC Centura Bank, Rocky Mount, North Carolina -- to establish a branch at 4221 West Boy Scout Boulevard, Suite 190, Tampa, Florida.
- Approved, November 22, 2004

Bank Holding Companies

Wachovia Corporation, Charlotte, North Carolina -- commenter's request for reconsideration of the Board's order approving the application to merge with SouthTrust Corporation, Birmingham, Alabama, and to acquire SouthTrust Bank.
- Denied, November 22, 2004

Regulations And Policies

Policy Statement on Payments System Risk -- final revisions regarding risk management in payments and securities settlement systems.
- Approved, November 23, 2004

H.2 Actions under delegated authority

November 21, 2004 to November 27, 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

Atlanta

AmSouth Bank, Birmingham, Alabama -- to establish branches at 8031 U.S. Highway 431, Albertville; 1110 Hillsboro Road, Franklin, Tennessee; 11231 Bloomingdale Avenue, Riverview, Florida; and 2000 Capital Circle Northeast, Tallahassee.
- Approved, November 24, 2004

St. Louis

Arvest Bank, Fayetteville, Arkansas -- to establish a branch at 342 Commercial Drive, Pineville, Missouri.
- Approved, November 23, 2004

Chicago

Citizens Bank, Flint, Michigan -- to establish branches at 546 Pontiac Trail, Walled Lake, and 4983 Baldwin Road, Lake Orion.
- Approved, November 26, 2004

Richmond

Monarch Bank, Chesapeake, Virginia -- to establish a branch at 240 East Main Street, Norfolk.
- Approved, November 22, 2004

Richmond

Sandy Spring Bank, Olney, Maryland -- to establish a branch at 425 East Ridgeville Boulevard, Mt. Airy.
- Approved, November 23, 2004

Atlanta

SunTrust Bank, Atlanta, Georgia -- to establish a branch at 1900 Abbey Road, Charlottesville, Virginia.
- Approved, November 26, 2004

Bank Branches, Domestic

San Francisco

Valley Independent Bank, El Centro, California -- to establish a branch at 1100 Melody Lane, Suites 122, 129, 214, and 222, Roseville.
- Approved, November 23, 2004

Bank Holding Companies

Philadelphia

The Bancorp, Inc., Wilmington, Delaware -- to acquire The Bancorp Bank.
- Approved, November 24, 2004

Richmond

Capital One Financial Corporation, McLean, Virginia -- to engage in automobile financing activities through the acquisition of Onyx Acceptance Corporation, Foothill Ranch, California.
- Approved, November 24, 2004

Kansas City

Central Bancshares, Inc., Cambridge, Nebraska -- relief from certain commitments.
- Granted, November 22, 2004

Atlanta

Coastal Community Investments, Inc., Panama City Beach, Florida -- relief from a commitment.
- Granted, November 26, 2004

Chicago

Cornerstone Financial Services Group, Inc., Ottumwa, Iowa -- to acquire West Liberty Holding Company, West Liberty, and thereby acquire West Liberty State Bank.
- Approved, November 24, 2004

Dallas

CTB Holdings, Inc., Waco, Texas, and CTB Holdings Delaware, Inc., Wilmington, Delaware -- to become bank holding companies and to acquire The Coupland State Bank of Coupland, Coupland, Texas.
- Approved, November 24, 2004

Bank Holding Companies

Kansas City

Enterprise Holding Company, Omaha, Nebraska -- to become a bank holding company and to acquire Enterprise Bank, National Association.

- Withdrawn, November 23, 2004

Atlanta

GB&T Bancshares, Inc., Gainesville, Georgia -- to merge with FNBG Bancshares, Inc., Duluth, and thereby acquire its subsidiary, First National Bank of Gwinnett.

- Approved, November 22, 2004

Atlanta

Heritage Mutual Corporation, Albany, Georgia, and Heritage Financial, Inc. -- to become bank holding companies and to acquire HeritageBank of the South.

- Withdrawn, November 23, 2004

Chicago

Nashua Bancshares, Inc., St. Paul, Minnesota -- to become a bank holding company and to acquire First State Bank, Nashua, Iowa, a de novo bank; and for FNSB Bancorp, Inc., Readlyn Bancshares, Inc., St. Paul, Minnesota; Britt Bancshares, Inc., Tripoli Bancshares, Inc., and Ashton Bancshares, Inc. to thereby indirectly acquire First State Bank.

- Withdrawn, November 22, 2004

Kansas City

SSB Management LLC, Wilber, Nebraska, Wilber Co., and First National Johnson Bancshares, Inc., Johnson -- to engage in the insurance business through the acquisition of Hickman Agency, LLC, Hickman.

- Approved, November 23, 2004

Secretary

Wesbanco, Inc., Wheeling, West Virginia -- to acquire Winton Financial Corporation, Cincinnati, Ohio, and for Wesbanco Inc.'s subsidiary, Wesbanco Bank, Wheeling, to merge with The Winton Savings and Loan Company, Cincinnati, and to operate the existing locations as branches of Wesbanco Bank.

- Approved, November 22, 2004

Bank Mergers

Secretary

Citizens Security Bank and Trust Company, Bixby, Oklahoma -- to merge with Citizens Bank & Trust Company, Okmulgee, and operate the existing locations as branches of Citizens Security; and for Citizens Security to increase its investment in bank premises.
- Approved, November 24, 2004

Change In Bank Control

Kansas City

First Missouri Bancshares, Inc., Brookfield, Missouri -- to retain control of First Missouri Bancshares, Inc., parent of First Missouri National Bank.
- Permitted, November 23, 2004

Kansas City

Hanston Insurance Agency, Inc., Hanston, Kansas -- change in bank control.
- Permitted, November 22, 2004

Chicago

Illini Corporation, Springfield, Illinois -- to retain control of Illini Corporation and Illini Bank.
- Permitted, November 22, 2004

Atlanta

Transatlantic Bank, Miami, Florida -- change in bank control.
- Withdrawn, November 23, 2004

Competitive Factors Reports

Atlanta

Citizens' and People's Bank, National Association, Pensacola, Florida -- report on competitive factors of the proposed merger with First Gulf Bank, Gulf Shores, Alabama, in connection with a corporate reorganization.
- Submitted, November 22, 2004

St. Louis

First Citizens Bank, Elizabethtown, Kentucky -- report on competitive factors of the proposed merger with Financial National Electronic Transfer, Inc., Radcliff.
- Submitted, November 23, 2004

Competitive Factors Reports

St. Louis

The First National Bank of De Queen, De Queen, Arkansas -- report on competitive factors of the proposed merger with First National Bank of Howard County, Dierks, and Citizens National Bank of Nashville, Nashville.

- Submitted, November 23, 2004

Dallas

Independent Bank, McKinney, Texas -- report on competitive factors of the proposed merger with The First State Bank, Celina.

- Submitted, November 24, 2004

Extensions Of Time

Chicago

Citizens Bank, Flint, Michigan -- extension to February 13, 2005, to merge with F&M Bank-Wisconsin, Kaukauna, Wisconsin, and thereby establish branches.

- Granted, November 23, 2004

Financial Holding Companies

Dallas

RAM Security Holdings GP, Inc., Waco, Texas, RAM Security Holdings, Ltd., and Security Bancshares, Inc. -- election to become financial holding companies.

- Effective, November 23, 2004

District 1
Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, November 27, 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 27, 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
Branch	Tioga State Bank, Spencer, New York, to establish a branch office at 185 Conklin Avenue, Town of Binghamton, County of Broome, New York	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	Toronto-Dominion Bank, Toronto, Ontario, to acquire 51 percent of voting shares of Banknorth Group, Inc., and thereby indirectly acquire Banknorth, National Association, both of Portland, Maine.	Newspaper – 12/24/2004 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>
None	

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

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

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

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, November 27, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Susquehanna Patriot Bank, Marlton, NJ, to establish a branch office located at 901 Fayette Street, Conshohocken, PA.	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		

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 4
Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, November 27, 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 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, November 27, 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 10830 Balls Ford Road, Manassas, Virginia.*	Newspaper – 12/13/2004

*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>
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 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, November 27, 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 6435 Bells Ferry Road, Woodstock, Georgia, to be known as the Bells Ferry & Eagle Drive Wal-Mart Office.*	Newspaper – 12/03/2004
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 11449 Tara Boulevard, Hampton, Georgia, to be known as the Lovejoy Wal-Mart Office.*	Newspaper – 12/03/2004
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 3971 Brambleton Avenue South, Roanoke, Virginia, to be known as the Cave Spring Kroger In-Store Office.*	Newspaper – 12/04/2004
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 3501-34th Street, St. Petersburg, Florida, to be known as the St. Petersburg Wal-Mart Office.*	Newspaper – 12/01/2004
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 130 Fountain Parkway, North, St. Petersburg, Florida, to be known as the Carillon Office.*	Newspaper – 12/01/2004

*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>
3(a)(3)	The Colonial BancGroup, Inc., Montgomery, Alabama, to acquire 100 percent of the outstanding shares of Union Bank of Florida, Lauderhill, Florida.*	Newspaper – 12/09/2004 Fed Reg – 12/23/2004

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	Valley Bancshares, Inc., Russellville, Alabama, after-the-fact change in control notice filed by the group composed of the following (1) Rogers Investments, LP, Russellville, Alabama, with Dianne Rogers Barnes, Marietta, Georgia, and Robert Isaac Rogers, Jr., Russellville, Alabama, as general partners; (2) Rogers Family Holdings, LLC, Russellville, Alabama, with Dianne Rogers Barnes and Robert Isaac Rogers, Jr., as managers, and whose members include the two managers and Anne C. Rogers, Russellville, Alabama, the R.I. Rogers, Sr. Marital Trust GST Non-Exempt, the Robert I. Rogers, Sr. GST Exempt Family Trust, and the Robert I. Rogers, Sr. Marital Trust GST Exempt, with Robert Isaac Rogers, Jr., and Dianne Rogers Barnes serving as trustees of the trusts; and (3) Robert Isaac Rogers, Jr., and (4) Dianne Rogers Barnes; to collectively retain 52.09 percent of the outstanding shares of Valley Bancshares, Inc., and its subsidiary, Valley State Bank, both of Russellville, Alabama.	Newspaper – N/Avail Fed Reg – N/Avail
4(c)(8)	Firstrust Corporation, New Orleans, Louisiana, to acquire 100 percent of the outstanding shares of Central Bank for Savings, Winona, Mississippi, and thereby engage in operating a savings association.	Newspaper – N/Avail Fed Reg – 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>
COM	PSB BancGroup, Inc., Lake City, Florida, commitment relief request.

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

<i>Type</i>	<i>Application</i>
WAIVR	Crescent Banking Company, Jasper, Georgia, application waiver request of the proposed acquisition of Futurus Financial Services, Inc., along with its wholly owned subsidiary, Futurus Bank, N.A., both of Alpharetta, Georgia.

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, November 27, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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)	Nashua Bancshares, Inc., Saint Paul, Minnesota, to become a bank holding company by acquiring 100 percent of the voting shares of First State Bank (in organization), Nashua, Iowa; FNSB Bancorp, Inc., Nashua, Iowa, to become a bank holding company by acquiring 35 percent of the voting shares of Nashua Bancshares, Inc., Saint Paul, Minnesota, and thereby indirectly acquire First State Bank (in organization), Nashua, Iowa; Readlyn Bancshares, Inc., Saint Paul, Minnesota, to acquire 20 percent of the voting shares of Nashua Bancshares, Inc., Saint Paul, Minnesota, and thereby indirectly acquire First State Bank (in organization), Nashua, Iowa; Britt Bancshares, Inc., Saint Paul, Minnesota, to acquire 15 percent of the voting shares of Nashua Bancshares, Inc., Saint Paul, Minnesota, and thereby indirectly acquire First State Bank (in organization), Nashua, Iowa; Tripoli Bancshares, Inc., Saint Paul, Minnesota, to acquire 15 percent of the voting shares of Nashua Bancshares, Inc., Saint Paul, Minnesota, and thereby indirectly acquire First State Bank (in organization), Nashua, Iowa; and Ashton Bancshares, Inc., Saint Paul, Minnesota, to acquire 15 percent of the voting shares of Nashua Bancshares, Inc., Saint Paul, Minnesota, and thereby indirectly acquire First State Bank (in organization), Nashua, Iowa.*	Fed Reg – 11/22/2004 Newspaper – 11/20/2004

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)(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
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 – 12/12/2004

* 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) Notice	CSB Bancorp, Inc., Chelsea, Michigan, to become a bank holding company by acquiring 100 percent of the voting shares of Chelsea State Bank, Chelsea, Michigan.
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.

<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 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, November 27, 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	Community First Bancshares, Inc., Harrison, Arkansas, to acquire 20 percent of White River Bancshares Company, Fayetteville, Arkansas (in organization), and thereby indirectly acquire Signature Bank of Arkansas, Fayetteville, Arkansas (formerly First Bank of South Arkansas, Camden, Arkansas).*	Newspaper – 12/18/2004 Fed Reg – 12/23/2004
3A3	Home Bancshares, Inc., Conway, Arkansas, to acquire 20 percent of White River Bancshares Company, Fayetteville, Arkansas (in organization), and thereby indirectly acquire Signature Bank of Arkansas, Fayetteville, Arkansas (formerly First Bank of South Arkansas, Camden, Arkansas).*	Newspaper – 12/20/2004 Fed Reg – 12/23/2004
3A1	White River Bancshares Company, Fayetteville, Arkansas, to become a bank holding company by acquiring 100 percent of Signature Bank of Arkansas, Fayetteville, Arkansas (formerly First Bank of South Arkansas, Camden, Arkansas).*	Newspaper – 12/17/2004 Fed Reg – 12/23/2004
3A3	Home Bancshares, Inc., Conway, Arkansas, to acquire 100 percent of TCBancorp, Inc., North Little Rock, Arkansas, and thereby indirectly acquire Twin City Bank, North Little Rock, Arkansas.*	Newspaper – N/Avail Fed Reg – N/Avail
CIC	Notice by Charles Keith Akin, Clinton, Kentucky, to increase control of Purchase Area Bancorp, Bardwell, Kentucky ("Bancorp"). Notice is also provided by the Akin Control Group, which consists of Charles Keith Akin, Anita Akin, Burkley Investments, Inc., Parkway Manor - KY, and Parkway Manor - TN, all of Clinton, Kentucky, and Bruce Akin, Paducah, Kentucky, to increase control of Bancorp. (Previously reported during the week ended November 6, 2004)	Newspaper – 11/30/2004 Fed Reg – 11/24/2004

* 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>
None						

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, November 27, 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 – 11/24/2004
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 – 11/27/2004

* 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>
CIC	Notice by Bradley E. Bakken, St. Louis Park, Minnesota, to gain control of Bakken Securities, St. Louis Park, Minnesota, and thereby indirectly gain control of Citizens Independent Bank, St. Louis Park, Minnesota.	Fed Reg – 12/17/2004 Newspaper – 12/07/2004
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 – 12/13/2004
3(a)(1)	Maximum Holding International, Inc., Brooklyn Park, Minnesota, to become a bank holding company by acquiring 100 percent of First Security Bank - Sanborn, Sanborn, Minnesota.*	Fed Reg – 12/20/2004 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

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, November 27, 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)	Community Capital Bancorp, Cairo, Nebraska, to become a bank holding company through the acquisition of 100 percent of the voting shares of State Bank of Cairo, Cairo, Nebraska.	Newspaper – 12/12/2004 Fed Reg – 12/13/2004
3(a)(3)	Citizens Bancshares Employee Stock Ownership Plan, Edmond, Oklahoma, to acquire up to 40 percent of the voting shares of Citizens Bancshares, Inc., Edmond, Oklahoma, parent of Citizens Bank of Edmond, Edmond, Oklahoma.	Newspaper – 12/24/2004 Fed Reg – 12/27/2004
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 – 12/07/2004 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>
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>
502157	The State Bank 823 Main Street Winfield, Kansas 67156-2875	08/30/2004	11/25/2004	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 27, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18C	Texas State Bank, McAllen, TX, to acquire Mercantile Bank and Trust, Dallas, TX*	Newspaper – 12/24/2004
Branch	Texas State Bank, McAllen, TX, to establish three branches at 5820 West Northwest Highway, Dallas, TX 75225; 14001 Dallas Parkway, Dallas, TX 75240; and 6116 North Central Expressway, Dallas, TX 75206*	Newspaper – 12/24/2004
Branch	PlainsCapital Bank, Lubbock, TX, to establish five branches at 1629 West Hebron Parkway, Carrollton, TX 75010 (courier service); 18111 Preston Road, Dallas, TX 75252 (courier service); 5010 University Avenue, Lubbock, TX 79413 (courier service); 777 Taylor Street, Suite 102, Fort Worth, TX 76102; and 6001 Sherry Lane, Dallas, TX 75225*	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>
None		

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
3(a)(1)	Brownsboro Bancshares, Inc., Brownsboro, TX, and Brownsboro Delaware Holdings, Inc., Wilmington, DE, to acquire First State Bank of Brownsboro, Brownsboro, TX*

*Subject to the provisions of the Community Reinvestment Act

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, November 27, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Bank of Whitman, Colfax, Washington, to establish a branch facility to be located at 1 West Alder Street, Walla Walla, Washington.*	Newspaper – 11/22/2004

* 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)	Great Western Bancorp, Inc., Phoenix, Arizona, to become a bank holding company by acquiring at least 45 percent of Western National Bank (In Organization), Phoenix, Arizona.*	Newspaper – N/Avail Fed Reg – 12/30/2004

* 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>	
4(c)(8)	Security Pacific Bancorp, Los Angeles, California, through its wholly-owned subsidiary, Network Finance, Inc., Los Angeles, California, to engage in single family loan origination services through the purchase of 51 percent of Security Pacific Home Loans, Pasadena, California.	

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
2319676	Community Bank of Nevada 400 S. Fourth Street, Suite 215 Las Vegas Nevada 89101 (702) 878-0700	07/06/2004	11/24/2004	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

Institution *Location*

None
