ANNOUNCEMENT

BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM

H.2, 1996, No. 47
Actions of the Board, its Staff, and
the Federal Reserve Banks;
Applications and Reports Received
During the Week Ending November 23, 1996

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

BANK HOLDING COMPANIES

First Commercial Corporation, Little Rock, Arkansas,
Arvest Bank Group, Inc., Bentonville, Arkansas, TRH
Bank Group, Inc., Norman, Oklahoma, and TRH
Oklahoma, Inc., Norman, Oklahoma -- request for a
stay of the Board's approval of the applications to
acquire The Oklahoma National Bank of Duncan,
Duncan, Oklahoma.
Denied, November 20, 1996.

R. Banking Limited Partnership, Oklahoma City,
Oklahoma -- request to be treated as a qualified
family partnership under the Bank Holding Company
Act.
Approved, November 20, 1996.

South Central Texas Bancshares Inc., Flatonia,
Texas -- to acquire Fayette Savings Association, La
Grange, Texas.
Approved, November 18, 1996.

Union Planters Corporation, Memphis, Tennessee, and
Capital Bancorporation, Inc. -- request for review
or delay of approval by the Federal Reserve Bank of
St. Louis of the application to acquire Financial
Bancshares, Inc.
Denied, November 22, 1996.

BOARD OPERATIONS

Budget for 1997.
Approved, November 20, 1996.

Freedom of Information -- publication in the Federal
Register of an interim rule providing for an
increase in the fees for responding to FOI requests
(Docket R-0946).
Approved, November 20, 1996.
ENFORCEMENT


Nippon Credit Bank, Ltd., Tokyo, Japan (New York Branch) -- cease and desist order and order of assessment of civil money penalty against Thomas P. Rogers, a former chief foreign exchange trader and institution-affiliated party of the New York Branch. Announced, November 18, 1996.

REGULATIONS AND POLICIES

Reserves -- amendment to Regulation D to decrease from $52 million to $49 million in net transaction accounts to which a 3 percent reserve requirement will apply in 1997; to change the amount of reservable liabilities of each depository institution that is subject to a reserve requirement of zero percent; and to increase the deposit reporting cutoff level for 1997 (Docket R-0945). Announced, November 21, 1996.

SECURITIES REGULATION

Regulations G, T, and U -- interpretation of the margin regulations in light of amendments to the Board's margin authority made by the Markets Improvement Act (Docket R-0943); and request for comment to implement amendments to the Securities Exchange Act (Docket R-0944). Approved, November 20, 1996.
H.2
NOVEMBER 18, 1996 TO NOVEMBER 22, 1996
PAGE 3

ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY

ABBREVIATIONS: BS&R - Banking Supervision and Regulation; C&CA - Consumer and Community Affairs; FOMC - Federal Open Market Committee; FRBO - Federal Reserve Bank Operations; IF - International Finance; OSDM - Office of Staff Director for Management

BANK BRANCHES, DOMESTIC


Chicago  Bloomingdale Bank & Trust, Bloomingdale, Illinois -- to establish a branch at 104 South Main Street, Park Ridge, Illinois. Approved, November 18, 1996.

Richmond  Crestar Bank, Richmond, Virginia -- to establish an electronic funds transfer facility in the Fort Lee Main Exchange Shopping Center, Fort Lee, Virginia. Approved, November 20, 1996.

Cleveland  Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at 12164 Lebanon Road. Approved, November 20, 1996.

Cleveland  Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at 5467 Cedar Village Drive, Mason, Ohio. Approved, November 20, 1996.

Dallas  Texas Bank, Weatherford, Texas -- to establish a branch at 100 Northwest Renfro Street, Burleson, Texas. Approved, November 20, 1996.

Dallas  Texas Bank, Weatherford, Texas -- to establish a branch at 609 Southwest Big Ben, Glen Rose, Texas. Approved, November 20, 1996.

Dallas  Texas Bank, Weatherford, Texas -- to establish a branch at 300 Elm, Hillsboro, Texas. Approved, November 20, 1996.

Dallas  Texas Bank, Weatherford, Texas -- to establish a branch at 9200 Highway 377, Benbrook, Texas. Approved, November 20, 1996.
<table>
<thead>
<tr>
<th>BANK BRANCHES, DOMESTIC</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dallas</td>
</tr>
<tr>
<td>Texas Bank, Weatherford, Texas -- to establish a branch at 301 East Main Street, Crowley, Texas. Approved, November 20, 1996.</td>
</tr>
<tr>
<td>Dallas</td>
</tr>
<tr>
<td>Texas Bank, Weatherford, Texas -- to establish a branch at 139 College Park Drive, Weatherford, Texas. Approved, November 20, 1996.</td>
</tr>
<tr>
<td>Dallas</td>
</tr>
<tr>
<td>Texas Bank, Weatherford, Texas -- to establish a branch at 1671 West Henderson, Cleburne, Texas. Approved, November 20, 1996.</td>
</tr>
<tr>
<td>Dallas</td>
</tr>
<tr>
<td>Texas Bank, Weatherford, Texas -- to establish a branch at 702 West Pearl, Granbury, Texas. Approved, November 20, 1996.</td>
</tr>
<tr>
<td>San Francisco</td>
</tr>
<tr>
<td>Valley Bank of Arizona, Phoenix, Arizona -- to establish a branch at 3001 East Camelback Road, Phoenix, Arizona. Approved, November 20, 1996.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>BANK HOLDING COMPANIES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chicago</td>
</tr>
</tbody>
</table>


BANK HOLDING COMPANIES

Secretary

New York

Richmond
Crestar Financial Corporation, Richmond, Virginia -- to acquire Citizens Bancorp, Laurel, Maryland. Approved, November 20, 1996.

Kansas City
Crossdale, Inc., Hiawatha, Kansas -- to engage in the sale of general insurance through the acquisition of Citizens Insurance Agency. Approved, November 20, 1996.

Chicago
### BANK HOLDING COMPANIES

<table>
<thead>
<tr>
<th>City</th>
<th>Description</th>
<th>Approval Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kansas City</td>
<td>Fredonia State Bancshares, Inc., Fredonia, Kansas -- to acquire State Bank of Fredonia. Approved, November 22, 1996.</td>
<td></td>
</tr>
</tbody>
</table>
BANK HOLDING COMPANIES

Dallas
Klein Bancshares of Delaware, Inc., Wilmington, Delaware -- request for waiver of application to acquire Klein Bank, Harris County Texas. Granted, November 19, 1996.

Richmond
MainStreet BankGroup, Martinsville, Virginia -- to engage de novo in trust activities through MainStreet Trust Company, N.A. Permitted, November 18, 1996.

Minneapolis
Norwest Corporation, Minneapolis, Minnesota -- to acquire West Columbia National Bank, West Columbia, Texas. Approved, November 19, 1996.

Chicago

New York
Royal Bank of Canada, Montreal, Quebec, Canada -- to engage de novo through a subsidiary in lending activities. Permitted, November 22, 1996.

St. Louis
South Central Bancshares, Inc., Russellville, Kentucky -- to acquire Hopkins Bancorp, Inc., Wickliffe, Kentucky. Approved, November 22, 1996.

Minneapolis
**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS UNDER DELEGATED AUTHORITY**

### CHANGE IN BANK CONTROL

<table>
<thead>
<tr>
<th>Location</th>
<th>Bank Name and Details</th>
<th>Action</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Minneapolis</td>
<td>Big Sky Holding Company, Stanford, Montana -- change in bank control</td>
<td>Permitted, November 20, 1996.</td>
<td></td>
</tr>
<tr>
<td>San Francisco</td>
<td>Cerritos Valley Bancorp, Norwalk, California -- change in bank control</td>
<td>Permitted, November 19, 1996.</td>
<td></td>
</tr>
<tr>
<td>Secretary</td>
<td>First United Bancshares, Inc., El Dorado, Arkansas -- change in bank control</td>
<td>Permitted, November 20, 1996.</td>
<td></td>
</tr>
<tr>
<td>Kansas City</td>
<td>Miners Bancshares, Inc., Frontenac, Kansas -- change in bank control</td>
<td>Permitted, November 20, 1996.</td>
<td></td>
</tr>
<tr>
<td>San Francisco</td>
<td>Palm Desert Investments, Palm Desert, California -- change in bank control</td>
<td>Permitted, November 21, 1996.</td>
<td></td>
</tr>
</tbody>
</table>

### COMPETITIVE FACTORS REPORTS

<table>
<thead>
<tr>
<th>Location</th>
<th>Bank Name and Details</th>
<th>Action</th>
<th>Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Boston</td>
<td>Berkshire County Savings Bank, Pittsfield, Massachusetts, proposed merger with Great</td>
<td>Massachusetts -- report on competitive factors.</td>
<td>Submitted, November 19, 1996.</td>
</tr>
<tr>
<td>St. Louis</td>
<td>Casey County Bank, Inc., Liberty, Kentucky, proposed purchase of certain assets and</td>
<td>assumption of certain liabilities of the Liberty branch of Great</td>
<td>Submitted, November 19, 1996.</td>
</tr>
</tbody>
</table>
### Competitive Factors Reports

<table>
<thead>
<tr>
<th>City</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>San Francisco</td>
<td>City National Bank, Beverly Hills, California, proposed merger with Ventura County National Bank, Oxnard; and Frontier Bank, National Association, La Palma, California -- report on competitive factors. Submitted, November 21, 1996.</td>
</tr>
<tr>
<td>Dallas</td>
<td>Commerce National Bank, College Station, Texas, proposed merger with Compass Bank, Houston, Texas -- report on competitive factors. Submitted, November 19, 1996.</td>
</tr>
<tr>
<td>Minneapolis</td>
<td>Community First State Bank, Vermillion, South Dakota, proposed merger with Community First State Bank, Redfield, South Dakota -- report on competitive factors. Submitted, November 22, 1996.</td>
</tr>
<tr>
<td>Location</td>
<td>Description</td>
</tr>
<tr>
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</tr>
<tr>
<td>Dallas</td>
<td>First American Bank Texas, SSB, Bryan, Texas, proposed acquisition of the assets and assumption of the liabilities of branches at 504 North Mason, Bowie, 315 South Avenue D, Burk Burnett; 111 South Main, Henrietta; 301 North Wall Street, Iowa Park; 2525 Kell Boulevard, Wichita Falls; 2949 Southwest Parkway, Wichita Falls; 4150 Buffalo Gap Road, Abilene; 1242 North 4th Street, Abilene; 3002 North 12th Street, Abilene; 301 Edwards, Merkle; and 3365 South 14th Street, Abilene, Texas, of Bank of America Texas, N.A., Irving, Texas -- report on competitive factors. Submitted, November 22, 1996.</td>
</tr>
</tbody>
</table>
### COMPETITIVE FACTORS REPORTS

<table>
<thead>
<tr>
<th>Location</th>
<th>Description</th>
<th>Submission Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Kansas City</td>
<td>First National Bank, Fort Collins, Colorado, proposed acquisition of the assets and assumption of the liabilities of Union Colony Bank, Greeley, Colorado -- report on competitive factors.</td>
<td>November 21, 1996</td>
</tr>
<tr>
<td>Chicago</td>
<td>Harlan National Bank, Harlan, Iowa, proposed merger with First National Bank, Missouri Valley; and Citizens National Bank, Avoca, Iowa -- report on competitive factors.</td>
<td>November 18, 1996</td>
</tr>
</tbody>
</table>
**COMPETITIVE FACTORS REPORTS**

<table>
<thead>
<tr>
<th>Location</th>
<th>Description</th>
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</table>
### COMPETITIVE FACTORS REPORTS

<table>
<thead>
<tr>
<th>City</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Atlanta</td>
<td>United Bank of Pike, Zebulon, Georgia, proposed merger with United Bank of Griffin, Griffin, Georgia -- report on competitive factors.</td>
</tr>
<tr>
<td></td>
<td>Submitted, November 20, 1996.</td>
</tr>
<tr>
<td></td>
<td>competitive factors.</td>
</tr>
<tr>
<td></td>
<td>Submitted, November 21, 1996.</td>
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<tr>
<td></td>
<td>Submitted, November 21, 1996.</td>
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</table>

### EXTENSIONS OF TIME

<table>
<thead>
<tr>
<th>City</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Boston</td>
<td>Assabet Valley Bancorp, Hudson, Massachusetts -- extension to acquire Hudson Savings Bank.</td>
</tr>
<tr>
<td></td>
<td>Granted, November 22, 1996.</td>
</tr>
<tr>
<td></td>
<td>Granted, November 21, 1996.</td>
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<tr>
<td></td>
<td>Granted, November 20, 1996.</td>
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</tbody>
</table>
### ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY

**EXTENSIONS OF TIME**

<table>
<thead>
<tr>
<th>Location</th>
<th>Action</th>
</tr>
</thead>
<tbody>
<tr>
<td>Boston</td>
<td>UFS Bancorp, Whitinsville, Massachusetts -- extension to acquire Unibank For Savings. Granted, November 19, 1996.</td>
</tr>
</tbody>
</table>
REGULATIONS AND POLICIES

Truth in Lending -- report to the Congress on whether existing rules provide adequate protections for consumers obtaining home-equity credit.
Approved, November 7, 1996.
FEDERAL RESERVE BANK OF BOSTON APPLICATIONS

SECTION I - APPLICATIONS SUBJECT TO
NEWSPAPER NOTICE ONLY

Application.

Comment Period Ending Date

NONE

SECTION II - APPLICATIONS SUBJECT TO BOTH
NEWSPAPER AND FEDERAL REGISTER NOTICE

Application

Comment Period Ending Date

BostonFed Bancorp, Inc., Burlington, Massachusetts -
3(a)(1)/4(c)(8) application to acquire Broadway Capital
Corp., Chelsea, MA and to retain Boston Federal
Savings Bank, Burlington, Massachusetts*

Newspaper

12-19-96

Federal Register

12-20-96

SECTION III - APPLICATIONS SUBJECT TO
FEDERAL REGISTER NOTICE ONLY

Application.

Comment Period Ending Date

NONE

SECTION IV - APPLICATIONS NOT SUBJECT TO
FEDERAL REGISTER OR NEWSPAPER NOTICE

Application

NONE

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

Institution

Examination Date

Rating**

NONE

*Subject to CRA.

**Rating Definitions: "O" - Outstanding; "S" - Satisfactory;
"N" - Needs to Improve; "SN" - Substantial Noncompliance.
SECTION I
Applications Subject to Newspaper Notice Only
None.

SECTION II
Applications Subject to Both Newspaper and Federal Register Notice
None.

SECTION III
Nonbanking Applications (subject to Federal Register Notice Only)
The Fuji Bank, Ltd., Tokyo, Japan, to engage through its subsidiary, Heller Financial, Inc., Chicago, Illinois, in community development activities. 12/10/96

Bayerische Vereinsbank, Munich, Germany, to engage through its subsidiary, VB Risk Management Products Inc., New York, New York, in certain swaps-related activities. N/A

SECTION IV
Applications Not Involving Public Comment
None.

SECTION V
Availability of CRA Public Evaluations
In connection with the assessment of each insured depository institution's CRA performance, a rating is assigned from the following group:

Outstanding record of meeting community credit needs.

An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs.

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.
Needs to improve record of meeting community credit needs.

An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial noncompliance in meeting community credit needs.

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Week Ending November 23, 1996

<table>
<thead>
<tr>
<th>NAME OF BANK</th>
<th>RATING</th>
<th>EXAMINATION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>None.</td>
<td></td>
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</tbody>
</table>

1/ Subject to provisions of Community Reinvestment Act.
2/ Later of dates specified in newspaper and Federal Register notices.
3/ Date specified in newspaper notice; a later date may be specified in the Federal Register notice.
4/ Date specified in Federal Register notice; a later date may be specified in the newspaper notice.
N/A - Not Available
FEDERAL RESERVE BANK OF PHILADELPHIA

SECTION I - APPLICATIONS RECEIVED AND SUBJECT TO NEWSPAPER NOTICE ONLY

NONE

SECTION II - APPLICATIONS RECEIVED AND SUBJECT TO BOTH NEWSPAPER AND FEDERAL REGISTER NOTICE


Newspaper comment period expires: N/Avail
Federal Register comment period expires: N/Avail

SECTION III - APPLICATIONS RECEIVED AND SUBJECT TO FEDERAL REGISTER NOTICE ONLY

NONE

SECTION IV - APPLICATIONS RECEIVED AND NOT SUBJECT TO FEDERAL REGISTER NOTICE OR NEWSPAPER

NONE
SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

The following institutions were examined for CRA. The 30-business day period the bank has to make the evaluation public has lapsed during the week ending November 22, 1996.

Identification of Ratings
In connection with the assessment of each insured depository institution's CRA performance, a rating is assigned from the following groups:

Outstanding record of meeting community credit needs.
An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs.
An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to improve record of meeting community credit needs.
An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial noncompliance in meeting community credit needs.
An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

<table>
<thead>
<tr>
<th>Bank/Location</th>
<th>Examination Date</th>
<th>CRA Rating</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE</td>
<td>NONE</td>
<td>NONE</td>
</tr>
</tbody>
</table>
APPLICATIONS BULLETIN
(For the week ending November 23, 1996)

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

Received Section 3(a)(1) notice from Communibanc Corp., Napoleon, Ohio on November 19, 1996, to acquire The Henry County Bank, Napoleon, Ohio. *November 30, 1996

Received notice from The Independent State Bank of Ohio, Columbus, Ohio, on November 21, 1996, of its intent to relocate its main office from 67 Pheasantview Court, Columbus, Ohio, to 1182 Claycraft Road, Gahanna, Ohio. *December 4, 1996

SECTION II - APPLICATIONS SUBJECT TO BOTH NEWSPAPER AND FEDERAL REGISTER NOTICE

Received Section 3(a)(5) application from First & Farmers Bancshares, Inc, Somerset, Kentucky on November 22, 1996, to acquire Cumberland Bancorp, Inc., Burkesville, Kentucky. *N:December 14, 1996

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

NONE

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE OR NEWSPAPER NOTICE

NONE

* - Subject to CRA
N - Newspaper Comment Period
F - Federal Register Comment Period
# - Expected to End 30 Days from Date of Receipt
AVAILABILITY OF CRA PUBLIC EVALUATIONS
(November 22, 1996)

The following state member banks have been examined by the Federal Reserve Bank of Cleveland for compliance with The Community Reinvestment Act. A public evaluation document became available from the bank(s) listed below during the week ended November 22, 1996. If you are interested in obtaining a copy of an evaluation document, please contact the bank(s) directly.

There are four descriptive ratings for CRA:

OUTSTANDING: a bank in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

SATISFACTORY: a bank in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

NEEDS TO IMPROVE: a bank in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

SUBSTANTIAL NON COMPLIANCE: a bank in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

NONE
**CRA Examinations Scheduled**  
**First Quarter 1997**

Examinations may have to be rescheduled during the calendar quarter in which they are designed to begin. If an institution’s examination is rescheduled for a date later than the end of the date range reflected in a published schedule, the institution’s name will be republished in an appropriate later listing. Any comments received as a result of either the first publication or subsequent publications will be considered during the examination.

<table>
<thead>
<tr>
<th>Institution</th>
<th>Address</th>
<th>City, State, Zip</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fifth Third Bank</td>
<td>38 Fountain Square Plaza</td>
<td>Cincinnati, OH 45263</td>
</tr>
<tr>
<td>Citizens Commercial Bank &amp; Trust Company</td>
<td>225 N. Main Street</td>
<td>Celina, OH 45822-2201</td>
</tr>
<tr>
<td>The Commercial Bank</td>
<td>230 E 2nd Street</td>
<td>Delphos, OH 45833</td>
</tr>
<tr>
<td>Somerset Trust Company</td>
<td>151 W. Main Street</td>
<td>Somerset, PA 15501-0777</td>
</tr>
<tr>
<td>Apollo Trust Co.</td>
<td>201 N. Warren Avenue</td>
<td>Apollo, PA 15613-0247</td>
</tr>
<tr>
<td>The Savings Bank and Trust Company</td>
<td>101 W. Market Street</td>
<td>Orrville, OH 44667-0240</td>
</tr>
<tr>
<td>The State Bank and Trust Company</td>
<td>401 Clinton Street</td>
<td>Defiance, OH 43512</td>
</tr>
<tr>
<td>Heartland Bank</td>
<td>12 N. Main Street</td>
<td>Croton, OH 43013</td>
</tr>
<tr>
<td>Sabina Bank</td>
<td>135 N. Howard Street</td>
<td>Sabina, OH 45169-1152</td>
</tr>
<tr>
<td>Farmers Bank &amp; Savings Company</td>
<td>211 W. 2nd Street</td>
<td>Pomeroy, OH 45769-1037</td>
</tr>
<tr>
<td>The Exchange Bank</td>
<td>235 Main Street</td>
<td>Luckey, OH 43443</td>
</tr>
<tr>
<td>The Croghan Colonial Bank</td>
<td>323 Croghan Street, Box C</td>
<td>Fremont, OH 43420-0557</td>
</tr>
</tbody>
</table>
Federal Reserve Bank of Richmond

Section I - Applications Subject to Newspaper Notice Only

Application

Highlands Union Bank, Abingdon, Virginia, to establish a branch at 1425 North Main Street, Marion, Virginia.*  

P & M Bank-Martinsburg, Martinsburg, West Virginia, to establish a branch at 704 Foxcroft Avenue North, Martinsburg, West Virginia.*  

Comment Period Ending Date

12-5-96

12-16-96

Section II - Applications Subject to Both Newspaper and Federal Register Notice

Application

None.

Comment Period Ending Date

Section III - Applications Subject to Federal Register Notice

Application

None.

Comment Period Ending Date

Section IV - Application Not Subject to Federal Register Notice or Newspaper Notice

Application

First Union National Bank of North Carolina, Charlotte, North Carolina, to organize an Agreement Corporation to be known as First Union Overseas Investment Corporation, Charlotte, North Carolina.

*Application is subject to CRA requirements.
Federal Reserve Bank of Richmond

Section V - Availability of CRA Public Evaluations

Week ending November 22, 1996

**Definition of Ratings**

**Outstanding record of meeting community credit needs.**
An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

**Satisfactory record of meeting community credit needs.**
An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

**Needs to improve record of meeting community credit needs.**
An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

**Substantial noncompliance in meeting community credit needs.**
An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

<table>
<thead>
<tr>
<th>Examination Date</th>
<th>Rating</th>
</tr>
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<tbody>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>First Virginia Bank - Highlands</td>
<td></td>
</tr>
<tr>
<td>450 West Main Street</td>
<td>7-8-96</td>
</tr>
<tr>
<td>Covington, Virginia 24426-1554</td>
<td></td>
</tr>
</tbody>
</table>

| F & M Bank-Martinsburg |               |
| 131 South Queen Street | 8-19-96        | Outstanding   |
| Martinsburg, West Virginia 25401 |               |

| The Pleasants County Bank |               |
| 323 2nd Street | 8-20-96        | Satisfactory   |
| St. Marys, West Virginia 26170 |               |
Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending November 22, 1996

Section 1 - Applications Subject to Newspaper Notice Only

Application
SunTrust Bank
Atlanta, Georgia
To establish a branch located at 113 Joel Cowan Highway, Peachtree City, Georgia.

Comment Period Ending Date
11-02-96*

Section 2 - Applications Subject to Both
Newspaper and Federal Register Notice

Application
Th Bancshares, Inc.
Jennings, Louisiana
1-BHC formation, Th Bank, Jennings, Louisiana.

Comment Period Ending Date
Not yet available*

Section 3 - Applications Subject to Federal Register Only

Application
None.

Section 4 - Applications Not Subject to
Federal Register Notice or Newspaper Notice

Application
Citizens Community Bancorp, Inc.
Marco Island, Florida
To engage in making, acquiring, or servicing loans or other extensions of credit,
pursuant to Section 225.25(b)(1) of Regulation Y and Section 4(c)(8) of the Bank
Holding Company Act.

Button Gwinnett Financial Corp.
Lawrenceville, Georgia
Commitment waiver request.

*Subject to provisions of the Community Reinvestment Act.
Section 10 - Availability of CRA Public Evaluations

The CRA public evaluations of the insured depository institutions listed below became available during this week. Information about an institution's CRA evaluation may be obtained directly from the institution. In connection with the assessment of an institution's CRA performance, a rating is assigned from the following groups:

- **Outstanding** record of meeting community credit needs: An institution has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

- **Satisfactory** record of meeting community credit needs: An institution has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

- **Needs to improve** record of meeting community credit needs: An institution needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

- **Substantial noncompliance** in meeting community credit needs: An institution has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

<table>
<thead>
<tr>
<th>Bank</th>
<th>CRA Rating</th>
<th>Examination Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Farmers and Merchants Bank</td>
<td>Satisfactory</td>
<td>08-12-96</td>
</tr>
<tr>
<td>Post Office Box 220</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Centre, Alabama 35960</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(205) 927-3691</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending November 22, 1996

Recently Approved Applications                        Approval Date

None.
Federal Reserve Bank of Chicago

Section I - Applications Subject to Newspaper Notice Only

<table>
<thead>
<tr>
<th>Type</th>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Branch</td>
<td>Lake Forest Bank &amp; Trust Company</td>
<td>NP - 12-5-96</td>
</tr>
<tr>
<td></td>
<td>Lake Forest, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>911 South Telegraph Road</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Lake Forest, Illinois</td>
<td></td>
</tr>
<tr>
<td>Branch</td>
<td>First American Bank</td>
<td>NP - 12-4-96</td>
</tr>
<tr>
<td></td>
<td>Carpentersville, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>80 Stratford, Square</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Bloomingdale, Illinois</td>
<td></td>
</tr>
<tr>
<td>Branch</td>
<td>First American Bank</td>
<td>NP - 12-4-96</td>
</tr>
<tr>
<td></td>
<td>Carpentersville, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>33 South Rand Road</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Lake Zurich, Illinois</td>
<td></td>
</tr>
<tr>
<td>3(a)(1) Notice</td>
<td>St. Cloud Bancshares, Inc.</td>
<td>NP - 11-20-96</td>
</tr>
<tr>
<td></td>
<td>St. Cloud, Wisconsin</td>
<td></td>
</tr>
<tr>
<td></td>
<td>State Bank of St. Cloud</td>
<td></td>
</tr>
<tr>
<td></td>
<td>St. Cloud, Illinois</td>
<td></td>
</tr>
<tr>
<td>Branch</td>
<td>First American Bank of Kankakee</td>
<td>NP - 11-29-96</td>
</tr>
<tr>
<td></td>
<td>Kankakee, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>6200 West 95th Street</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Oak Lawn, Illinois</td>
<td></td>
</tr>
<tr>
<td>Branch</td>
<td>First American Bank</td>
<td>NP - 12-4-96</td>
</tr>
<tr>
<td></td>
<td>Joliet, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>U.S. Route 30 and Mall Loop Drive</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Joliet, Illinois</td>
<td></td>
</tr>
</tbody>
</table>

NP - Newspaper
FR - Federal Register
* - Subject to Provisions of Community Reinvestment Act
** - Not available at this time
Federal Reserve Bank of Chicago

Section II - Applications Subject to Both Newspaper and Federal Register Notice Cont’d

<table>
<thead>
<tr>
<th>Type</th>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>3(a)(3)</td>
<td>Salin Bancshares, Inc.*&lt;br&gt;Indianapolis, Indiana&lt;br&gt;Columbus Bancorp, Inc.&lt;br&gt;Indianapolis, Indiana&lt;br&gt;Columbus Bank and Trust Company&lt;br&gt;Columbus, Indiana</td>
<td>FR - 11-1-96&lt;br&gt;NP - 11-22-96</td>
</tr>
<tr>
<td>3(a)(1)</td>
<td>Sun Community Bancorp, Ltd.*&lt;br&gt;Tucson, Arizona&lt;br&gt;Bank of Tucson&lt;br&gt;Tucson, Arizona</td>
<td>FR - **&lt;br&gt;NP - **</td>
</tr>
<tr>
<td>3(a)(1)</td>
<td>AmeriMark Financial Corporation.*&lt;br&gt;Oak Brook, Illinois&lt;br&gt;Duco Bancshares, Inc.&lt;br&gt;Villa Park, Illinois&lt;br&gt;Bank of Illinois in DuPage&lt;br&gt;Villa Park, Illinois</td>
<td>FR - 12-20-96&lt;br&gt;NP - 12-16-96</td>
</tr>
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</table>
Federal Reserve Bank of Chicago

Section II - Applications Subject to Both Newspaper and Federal Register Notice Cont’d

<table>
<thead>
<tr>
<th>Type</th>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
</table>
| 3(a)(3)       | Wintrust Financial Corporation*  
Wilmette, Illinois  
Barrington Bank & Trust Company, National Association  
Barrington, Illinois (in organization) | FR - 11-29-96  
NP - 11-25-96 |
| CoC-HC        | MWA Bancorporation  
Estherville, Iowa  
By Greg J. Currell | FR - 12-03-96  
NP - ** |
| 3(a)(3)       | FBOP Corporation*  
Oak Park, Illinois  
SDNB Financial Corp.  
San Diego, California  
San Diego National Bank  
San Diego, California | FR - 11-18-96  
NP - 11-22-96 |
| 3(a)(1)       | Pineries Bankshares, Inc.*  
Stevens Point, Wisconsin  
Mattoon State Bank  
Mattoon, Wisconsin | FR - 12-19-96  
NP - 12-15-96 |
| CoC-HC        | Community Central Bank Corporation  
Mount Clemens, Michigan  
By Willard G. Pierce | FR - 12-12-96  
NP - ** |
### Section II - Applications Subject to Both Newspaper and Federal Register Notice Cont'd

<table>
<thead>
<tr>
<th>Type</th>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>3(a)(3)</td>
<td>Columbus Bancorp, Inc.*&lt;br&gt;Indianapolis, Indiana&lt;br&gt;Salin Bank and Trust Company&lt;br&gt;Indianapolis, Indiana</td>
<td>FR - 11-1-96 NP - 11-22-96</td>
</tr>
<tr>
<td>3(a)(3)</td>
<td>Old Kent Financial Corporation*&lt;br&gt;Grand Rapids, Michigan&lt;br&gt;Old Kent Bank, National Association (in organization)&lt;br&gt;Jonesville, Michigan</td>
<td>FR - 12-20-96 NP - **</td>
</tr>
<tr>
<td>3(a)(3)</td>
<td>Beaman Bancshares, Inc.*&lt;br&gt;Beaman, Iowa&lt;br&gt;Producers Savings Bank&lt;br&gt;Green Mountain, Iowa</td>
<td>FR - ** NP - **</td>
</tr>
<tr>
<td>Type</td>
<td>Application</td>
<td>Ending Date</td>
</tr>
<tr>
<td>--------</td>
<td>------------------------------------------------------------------------------</td>
<td>--------------</td>
</tr>
<tr>
<td>3(a)(1)</td>
<td>Two Rivers Bank Holding Company*&lt;br&gt;Rock Valley, Iowa&lt;br&gt;Rock Valley State Bank&lt;br&gt;Rock Valley, Iowa (in organization)</td>
<td>FR - 11-29-96 NP - 11-29-96</td>
</tr>
<tr>
<td>3(a)(3)</td>
<td>Panhandle Aviation, Inc.*&lt;br&gt;Carinda, Iowa&lt;br&gt;National Bank of Iowa&lt;br&gt;Danison, Iowa</td>
<td>FR - 12-03-96 NP - **</td>
</tr>
<tr>
<td>3(a)(1)</td>
<td>Mound City Financial Services, Inc.*&lt;br&gt;Platteville, Wisconsin&lt;br&gt;Mound City Bank&lt;br&gt;Platteville, Wisconsin</td>
<td>FR - 12-06-96 NP - **</td>
</tr>
<tr>
<td>3(a)(1)</td>
<td>Independent Bancorp., Limited*&lt;br&gt;Little Chute, Wisconsin&lt;br&gt;Bank of Little Chute&lt;br&gt;Little Chute, Wisconsin</td>
<td>FR - 12-09-96 NP - 12-05-96</td>
</tr>
<tr>
<td>3(a)(5)</td>
<td>Associated Banc-Corp.*&lt;br&gt;Green Bay, Wisconsin&lt;br&gt;Centra Financial, Inc.&lt;br&gt;West Allis, Wisconsin&lt;br&gt;Central Bank&lt;br&gt;West Allis, Wisconsin</td>
<td>FR - 12-20-96 NP - **</td>
</tr>
<tr>
<td>Type</td>
<td>Application</td>
<td>Comment Period Ending Date</td>
</tr>
<tr>
<td>--------</td>
<td>---------------------------------------------------------</td>
<td>-----------------------------</td>
</tr>
<tr>
<td>4(c)(8)</td>
<td>AmeriMark Financial Corporation</td>
<td>FR - 12-20-96</td>
</tr>
<tr>
<td></td>
<td>Oak Brook, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Banill Corporation</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Villa Park, Illinois</td>
<td></td>
</tr>
<tr>
<td>4(c)(8)</td>
<td>Heartland Financial USA, Inc.</td>
<td>FR - 12-13-96</td>
</tr>
<tr>
<td></td>
<td>Dubuque, Iowa</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Tri-State Community Credit Corp.</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Dubuque, Iowa</td>
<td></td>
</tr>
</tbody>
</table>
Federal Reserve Bank of Chicago

Section IV - Applications Not Subject to Federal Register or Newspaper Notice

<table>
<thead>
<tr>
<th>Type</th>
<th>Application</th>
</tr>
</thead>
</table>
| ROS  | Bankers Trust Company  
Des Moines, Iowa  
to redeem $2 million in noncumulative preferred stock |
Federal Reserve Bank of Chicago

Section V - Availability of CRA Public Evaluations

The following state member banks have been examined by the Federal Reserve Bank of Chicago for compliance with the CRA. The 30-business day period the bank has to make the evaluation public has lapsed during the week ending November 22, 1996. If you are interested in obtaining a copy of the evaluation document, please contact the bank(s) directly.

Identification of Ratings

O - An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

S - An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

NI - An institution in this group has a needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

SN - An institution in this group has a substantial noncompliance record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

<table>
<thead>
<tr>
<th>BANK NAME/LOCATION</th>
<th>EXAMINATION DATE</th>
<th>RATINGS</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Ripley County Bank</td>
<td>8/13/96</td>
<td>O</td>
</tr>
<tr>
<td>420 South Buckeye</td>
<td>(812) 689-4202</td>
<td></td>
</tr>
<tr>
<td>Osgood, Indiana 47037-0176</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Citizens First State Bank of Walnut</td>
<td>8/07/96</td>
<td>S</td>
</tr>
<tr>
<td>105 North Main Street</td>
<td>(815) 379-2141</td>
<td></td>
</tr>
<tr>
<td>Walnut, Illinois 61376-0579</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE

Application

* Section 9 application by Cass Bank & Trust Company, St. Louis, Missouri, to relocate its main office from 3636 Geyer Road, St. Louis, Missouri, to 13001 Hollenberg Road, Bridgeton, Missouri.  11-25-96

* Section 3(a)(1) notification by Bankshares of Fayetteville, Inc., Fayetteville, Arkansas, to acquire The Bank of Fayetteville, N.A., Fayetteville, Arkansas.  11-26-96

SECTION II - APPLICATIONS SUBJECT TO BOTH NEWSPAPER AND FEDERAL REGISTER NOTICE

Application

* Section 3(a)(1) application by Community State Bancshares, Inc., Shelbina, Missouri, to acquire Community State Bank, Shelbina, Missouri.  Newspaper: 12-20-96

Change in control notification involving Rosedale First National Corporation, Rosedale, Mississippi, by Henry McCaslin, Jr., Bennie B. Wright, Jr., and Acme Investment Company.  N/A

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE

Application

None.

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE OR NEWSPAPER NOTICE

Application

None.

* This application/notification is subject to CRA.
Identification of Ratings:

Outstanding record of meeting community credit needs

An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to improve record of meeting community credit needs

An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial noncompliance in meeting community credit needs

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

<table>
<thead>
<tr>
<th>Name of Bank</th>
<th>Bank Address</th>
<th>Examination Date</th>
<th>Examination Rating</th>
</tr>
</thead>
<tbody>
<tr>
<td>State Bank of Farina</td>
<td>Farina, Illinois</td>
<td>8/21/96</td>
<td>Satisfactory</td>
</tr>
<tr>
<td>Peoples Bank &amp; Trust</td>
<td>Greensburg, Kentucky</td>
<td>8/5/96</td>
<td>Satisfactory</td>
</tr>
</tbody>
</table>
FEDERAL RESERVE BANK OF MINNEAPOLIS
Section I - Applications Subject to
Newspaper Notice Only

Application

Crow River State Bank, Delano, Minnesota,
to establish a branch in Mound, Minnesota. *

* Subject to CRA

December 4, 1996

FEDERAL RESERVE BANK OF MINNEAPOLIS
Section II - Applications Subject to Both
Newspaper and Federal Register Notice

Application

Walker Ban Co., Walker, Minnesota, for prior approval to
acquire 100% of the voting shares of the Pequot Area
Bancorporation, Inc., Pequot Lakes, Minnesota. *

December 12, 1996
(Federal Register)

Michael and Cindy Schneider to acquire control of 100% of
the voting shares of Elkton Bancshares, Inc., Elkton, Minnesota.

December 6, 1996
(Federal Register)

Otto Bremer Foundation and Bremer Financial Corporation, both
of St. Paul, Minnesota for prior approval to acquire 100% of
the voting shares of the First American Bank, N.A., Moorhead,
Minnesota. *

December 23, 1996
(Federal Register)

* Subject to CRA

FEDERAL RESERVE BANK OF MINNEAPOLIS
Section III - Applications Subject
to Federal Register Notice Only

Application

NONE.
Application

Underwood Bancshares, Inc., Underwood, Minnesota, to redeem 50.2% of its voting shares.

Security State Bancshares of Bemidji, Inc., Bemidji, Minnesota, to redeem 100% of its preferred shares.
ASSIGNMENT OF RATING

Identification of Ratings

In connection with the assessment of each insured depository institution’s CRA performance, a rating is assigned from the following groups:

OUTSTANDING RECORD OF MEETING COMMUNITY CREDIT NEEDS.

An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

SATISFACTORY RECORD OF MEETING COMMUNITY CREDIT NEEDS.

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

NEEDS TO IMPROVE RECORD OF MEETING COMMUNITY CREDIT NEEDS.

An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

SUBSTANTIAL NONCOMPLIANCE IN MEETING COMMUNITY CREDIT NEEDS.

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low-and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

<table>
<thead>
<tr>
<th>BANK(S) EXAMINED</th>
<th>DATE OF EXAMINATION</th>
<th>CRA RATING</th>
</tr>
</thead>
<tbody>
<tr>
<td>Citizens State Bank</td>
<td>August 12, 1996</td>
<td>Outstanding</td>
</tr>
<tr>
<td>P.O. Box 378</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Arlington, SD 57212-0378</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(605) 983-5594</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

APPLICATION

COMMENT PERIOD ENDING DATE

None.

SECTION II - APPLICATIONS SUBJECT TO BOTH
NEWSPAPER AND FEDERAL REGISTER NOTICE

APPLICATION

COMMENT PERIOD ENDING DATE

Front Range Bancshares, Inc., Lakewood, Colorado, for prior approval to become a bank holding company through the acquisition of at least 80 percent of the voting shares of Front Range Bank, Lakewood, Colorado, a de novo bank. * December 20, 1996

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

APPLICATION

COMMENT PERIOD ENDING DATE

None.

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE OR NEWSPAPER NOTICE

APPLICATION

None.

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

Identification of Ratings

In connection with the assessment of each insured depository institution’s CRA performance, a rating is assigned from the following groups:

Outstanding record of meeting community credit needs

An institution in this group has an outstanding record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.
Satisfactory record of meeting community credit needs

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to improve record of meeting community credit needs

An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial noncompliance in meeting community credit needs

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

<table>
<thead>
<tr>
<th>Bank/Location</th>
<th>Exam Date</th>
<th>CRA Public Date</th>
<th>CRA Rating</th>
</tr>
</thead>
<tbody>
<tr>
<td>First State Bank of Hotchkiss</td>
<td>08/24/96</td>
<td>11/19/96</td>
<td>Outstanding</td>
</tr>
<tr>
<td>P.O. Box 38</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hotchkiss, Colorado 81419-0038</td>
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<td></td>
<td></td>
</tr>
</tbody>
</table>

*Application is subject to CRA.*
SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

APPLICATION

*Section 18(c) application received from Texas Bank, Weatherford, TX, to acquire through a purchase and assumption transaction certain assets and liabilities of 8 branches of Bank of America, Texas, N.A., Irving, TX

96/11/09

*Section 9 application from Texas Bank, Weatherford, TX, to establish 8 branches at the following locations:

Benbrook Branch
9200 Highway 377 South
Benbrook, TX 76126

Crowley Branch
301 E. Main Street
Crowley, TX 76036

Hillsboro Branch
300 Elm
Hillsboro, TX 76645

Burleson Branch
100 N.W. Renfro Street
Burleson, TX 76028

Glen Rose Branch
609 Southwest Big Bend
Glen Rose, TX 76043

Weatherford Branch
139 College Park Drive
Weatherford, TX 76086

Cleburne Branch
1671 W. Henderson
Cleburne, TX 76031

Granbury Branch
702 W. Pearl
Granbury, TX 76048

(Previously reported during the week of 9-30-96)
SECTION II - APPLICATIONS SUBJECT TO BOTH NEWSPAPER AND FEDERAL REGISTER NOTICE

APPLICATION

*Section 3(a)(3) application by
First Pecos Bancshares, Inc., Midland, TX, to acquire First National Bank of Fort Stockton, Fort Stockton, TX

N/A

*Section 3(a)(3) application by
Central Texas Bankshare Holdings, Inc., Columbus, TX, to acquire Hill Bancshares Holdings, Inc., Weimar, TX, Hill Bancshares, Inc., Wilmington, DE, and Hill Bank & Trust Company, Weimar, TX

96/12/16

*Section 3(a)(3) application by
Colorado County Investment Holdings, Inc., Wilmington, DE, to acquire Hill Bancshares Holdings, Inc., Weimar, TX, Hill Bancshares, Inc., Wilmington, DE, and Hill Bank & Trust Company, Weimar, TX

96/12/16

Change in Control Notice by
James R. Bruton, De Leon, TX, to acquire an interest in F&M Bancshares, Inc., De Leon, TX

(Previously reported during the week of 11-11-96)

96/12/11

*Section 3(a)(1) application by
Hickory Hill Bancshares, Inc., Avenger, TX, to acquire Hickory Hill Delaware Financial Corporation, Dover, DE, and The First State Bank of Avenger, Avenger, TX

N/A

*Section 3(a)(1) application by
Hickory Hill Delaware Financial Corporation, Dover, DE, to acquire The First State Bank of Avenger, Avenger, TX

N/A

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

APPLICATION

None.
SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE OR NEWSPAPER NOTICE

APPLICATION

None.

* SUBJECT TO CRA.
** EXPIRATION DATE IS THE DATE SPECIFIED IN THE NEWSPAPER NOTICE ONLY.
N/A - NOT AVAILABLE AT THIS TIME.
SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS
FOR THE WEEK OF NOVEMBER 18, 1996

Outstanding record of meeting community credit needs.

An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs.

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to Improve record of meeting community credit needs.

An institution in this group need to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial Noncompliance in meeting community credit needs.

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

<table>
<thead>
<tr>
<th>Bank</th>
<th>Date of Examination</th>
<th>CRA Rating</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td></td>
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FEDERAL RESERVE BANK OF SAN FRANCISCO

Week ending 11/22/96

Section I - Applications Subject to Newspaper Notice Only

<table>
<thead>
<tr>
<th>Application</th>
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<tbody>
<tr>
<td>Towne Bancorp, Inc., to become a bank holding company by acquiring Towne Bank, both of Woodinville, Washington. *</td>
<td>Newspaper: 12/03/96</td>
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<tr>
<td>Silicon Valley Bank, Santa Clara, California, to convert an existing loan production office into a branch office, located at 5414 Oberline Drive, San Diego, California. *</td>
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Section II - Applications Subject to Both Newspaper and Federal Register Notice

<table>
<thead>
<tr>
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<tr>
<td></td>
<td>Fed. Reg.: 12/19/96</td>
</tr>
</tbody>
</table>

Section III - Applications Subject to Federal Register Only

None

Section IV - Applications Not Subject to Federal Register Notice or Newspaper Notice

None

* Subject to CRA.
SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS
FOR THE WEEK OF NOVEMBER 18, 1996

Outstanding record of meeting community credit needs.

An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs.

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to Improve record of meeting community credit needs.

An institution in this group need to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial Noncompliance in meeting community credit needs.

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Bank

None.

Date of Examination

CRA Rating
FEDERAL RESERVE BANK OF SAN FRANCISCO

Week ending 11/22/96

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<tbody>
<tr>
<td>Great Basin Financial Corporation, Elko, Nevada, to become a bank holding company by acquiring Great Basin Bank of Nevada, Elko, Nevada. *</td>
<td>Not available</td>
<td>12/19/96</td>
</tr>
</tbody>
</table>

Section III - Applications Subject to Federal Register Only

None

Section IV - Applications Not Subject to Federal Register Notice or Newspaper Notice

None

* Subject to CRA.
Section V - Availability of CRA Public Evaluations

The CRA public evaluations of the institution(s) below became available during this week. Information about a particular institution's CRA evaluation may be obtained directly from the institution.

<table>
<thead>
<tr>
<th>Institution</th>
<th>Location</th>
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<th>Rating*</th>
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<td>None</td>
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*Under the rating system an institution's CRA performance is assigned one of the following four ratings:

Outstanding record of meeting community credit needs: An institution has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs: An institution has a satisfactory record of ascertaining and meeting the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to Improve record of meeting community credit needs: An institution needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- to moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial Noncompliance in meeting community credit needs: An institution has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- to moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

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.