ANNOUNCEMENT
BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM

H.2, 1996, No. 50
Actions of the Board, its Staff, and
the Federal Reserve Banks;
Applications and Reports Received
During the Week Ending December 14, 1996

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

BANK HOLDING COMPANIES

BancSecurity Corporation, Marshall, Iowa -- to
acquire Marshall Financial Corporation, and
Denied, December 9, 1996.

Barnett Banks, Inc., Jacksonville, Florida; Crestar
Financial Corporation, Richmond, Virginia; First
Union Corporation, Charlotte, North Carolina;
NationsBank Corporation, Charlotte, North Carolina;
Southern National Corporation, Winston-Salem, North
Carolina; and Wachovia Corporation, Winston Salem,
North Carolina -- each to acquire or retain control
of more than 5 percent of Southeast Switch, Inc.,
Maitland, Florida, after its merger with Internet,
Inc., Reston, Virginia, and Alabama Network, Inc.,
Birmingham, Alabama, and engage in data processing
and transmission activities.
Approved, December 9, 1996.

Chase Manhattan Bank, New York, New York -- requests
for reconsideration of proposals to acquire all the
branches of Chemical Bank New Jersey, Morristown,
New Jersey; and to acquire certain assets from
Wells Fargo Bank, N.A., San Francisco, California,
through Chase Mellon Shareholders Services, a joint
venture with Mellon Bank Corporation, Pittsburgh,
Pennsylvania.
Denied, December 9, 1996.

Country Bank Shares Corporation, Mt. Horeb, Wisconsin
-- to acquire Belleville Bancshares Corporation,
Belleville, Wisconsin, and Belleville State Bank.
Approved, December 9, 1996.

Marine Midland Bank, Buffalo, New York -- to invest
in Southern Tier Business Development Fund, LLC.
Permitted, December 9, 1996.

Stichting Prioriteit ABN AMRO Holding, Amsterdam, The
Netherlands, Stichting Administratiekantoor ABN
AMRO Holding; ABN AMRO Holding N.V.; and ABN AMRO
Bank N.V. -- to acquire all the voting securities
of ChiCorp Inc., Chicago, Illinois, and engage in
underwriting and dealing in all types of debt and
equity securities on a limited basis, and certain
other securities- and derivatives-related
activities.
Permitted, December 11, 1996.
CURRENCY


ENFORCEMENT


Norstar Bank, Melville, New York, a former state member bank -- order of prohibition against Karen Sanford, a former employee and institution-affiliated party. Announced, December 13, 1996.


INTERNATIONAL OPERATIONS

Bank of America National Trust and Savings Association, San Francisco, California -- to establish branches of BA Merchant Services, Inc., in New Delhi, Bombay, Calcutta, and Madras, India; Seoul, South Korea; Manila, the Philippines; Taipei, Taiwan; Bangkok, Thailand; and Shanghai, Peoples Republic of China. Approved, December 9, 1996.
RESERVE BANK OPERATIONS

Budgets for 1997.
Approved, December 11, 1996.

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

Richmond
Bank of Tidewater, Virginia Beach, Virginia -- to establish a branch at 2251 West Great Neck Road, Virginia Beach, Virginia.
Approved, December 13, 1996.

Minneapolis
Crow River State Bank, Delano, Minnesota -- to establish a branch in Mound, Minnesota.
Approved, December 11, 1996.

Chicago
First American Bank, Carpenterville, Illinois -- to establish a branch at 33 South Rand Road, Lake Zurich, Illinois.
Approved, December 11, 1996.

Chicago
First American Bank, Carpenterville, Illinois -- to establish a branch at 80 Stratford, Bloomington, Illinois.
Approved, December 11, 1996.

Philadelphia
Founders Bank, Bryn Mawr, Pennsylvania -- to establish a branch at 300 West State Street, Media, Pennsylvania.
Approved, December 13, 1996.

Richmond
Highlands Union Bank, Abingdon, Virginia -- to establish a branch at 1425 North Main Street, Marion, Virginia.
Approved, December 12, 1996.
### ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS UNDER DELEGATED AUTHORITY

#### BANK BRANCHES, DOMESTIC

<table>
<thead>
<tr>
<th>Location</th>
<th>Description</th>
<th>Approval Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chicago</td>
<td>Lake Forest Bank &amp; Trust Company, Lake Forest, Illinois -- to establish a branch at 911 South Telegraph Road.</td>
<td>December 12, 1996.</td>
</tr>
<tr>
<td>San Francisco</td>
<td>Silicon Valley Bank, Santa Clara, California -- to establish a branch at 5414 Oberline Drive, San Diego, California.</td>
<td>December 9, 1996.</td>
</tr>
<tr>
<td>New York</td>
<td>Summit Bank, Hackensack, New Jersey -- to establish branches at the Lanidek Center, Building 300, Parsippany; and in the Pathmark supermarket locations at 405 Route 17, Hackensack; 80 New Bridge Road, Bergenfield; 407 Valley Street, South Orange; 277 Ferry Street, Newark; 2881 Mt. Ephraim Avenue, Camden; 989 Church Road, Cherry Hill; and 100 Schanck Road, Freehold, New Jersey.</td>
<td>December 12, 1996.</td>
</tr>
</tbody>
</table>

#### BANK HOLDING COMPANIES

<table>
<thead>
<tr>
<th>Location</th>
<th>Description</th>
<th>Approval Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Atlanta</td>
<td>ABC Bancorp, Moultrie, Georgia -- to merge with M &amp; F Financial Corporation, Donalsonville, Georgia, and acquire Merchants &amp; Farmers Bank.</td>
<td>December 13, 1996.</td>
</tr>
<tr>
<td>Kansas City</td>
<td>Bebance, Inc., North Platte, Nebraska -- to acquire American Mortgage Company and engage in mortgage banking and insurance agency activities.</td>
<td>December 12, 1996.</td>
</tr>
</tbody>
</table>
BANK HOLDING COMPANIES


Kansas City  BOK Financial Corporation, Tulsa, Oklahoma -- to acquire Park Cities Bancshares, Inc., Dallas, Texas. Approved, December 9, 1996.

Dallas  CNB, Inc., Wilmington, Delaware -- request for waiver of application to acquire Central National Bank, Waco, Texas. Granted, December 12, 1996.


Cleveland  Communibanc Corp., Napoleon, Ohio -- to acquire The Henry County Bank. Permitted, December 12, 1996.


Dallas  FBT, Inc., Wilmington, Delaware -- request for waiver of application to acquire Fidelity Bank of Texas, Waco, Texas. Granted, December 11, 1996.


BANK HOLDING COMPANIES

Dallas
FNB Company of Delaware, Wilmington, Delaware -- to acquire The First National Bank of Livingston, Livingston, Texas.
Approved, December 13, 1996.

Dallas
FSBG, Inc., Wilmington, Delaware -- request for waiver of application to acquire The First State Bank, Granger, Texas.
Granted, December 9, 1996.

Dallas
FSBT, Inc., Wilmington, Delaware -- request for waiver of application to acquire First State Bank, Temple, Texas.
Granted, December 9, 1996.

Chicago
Independent Bancorp, Limited, Little Chute, Wisconsin -- to acquire Bank of Little Chute.
Approved, December 13, 1996.

St. Louis
Linn Holding Company, Inc., Linn, Missouri -- to acquire additional shares of Heritage Bank, Loose Creek, Missouri.
Approved, December 10, 1996.

St. Louis
Louisville, Development Bancorp, Inc., Louisville, Kentucky -- to acquire Louisville Community Development Bank.
Approved, December 11, 1996.

St. Louis
Louisville Development Bancorp, Inc., Louisville, Kentucky -- to engage in community development activities through Louisville Real Estate Development Company.
Permitted, December 11, 1996.

New York
Approved, December 10, 1996.

Cleveland
Mid Am, Inc., Bowling Green, Ohio -- to engage in trust activities through establishment of Mid Am Private Trust, N.A., Cincinnati, Ohio.
Permitted, December 12, 1996.
December 9, 1996 to December 13, 1996
Page 7

Actions Taken by the Staff and the Federal Reserve Banks
Under Delegated Authority

Bank Holding Companies

Chicago
New Asia Bancorp, Chicago, Illinois -- to acquire NAB
Bank.
Approved, December 9, 1996.

Chicago
St. Cloud Bancshares, Inc., St. Cloud, Wisconsin --
to acquire State Bank of St. Cloud.
Approved, December 12, 1996.

Chicago
SBC, Incorporated, Countryside, Illinois --
notification of intent to acquire certain loans of
Security Savings Bank, FSB, Fontana, California and
engage in lending activities.
Permitted, December 11, 1996.

Chicago
Somers Bancorporation, Somers, Iowa -- request for
waiver of application to acquire Libanco, Inc.,
Gowrie, Iowa, and First Bank of Gowrie.
Granted, December 11, 1996.

San Francisco
South Coast Bancorp, Inc., Irvine, California -- to
retain South Coast Thrift and Loan Association
following its conversion to a state-chartered
commercial bank.
Approved, December 9, 1996.

San Francisco
Towne Bancorp, Inc., Woodinville, Washington -- to
acquire Towne Bank.
Permitted, December 9, 1996.

Bank Mergers

New York
Excel Bank, National Association, New York, New
York -- to merge with Union Chelsea National Bank.
Approved, December 11, 1996.

Richmond
FCNB Bank, Frederick, Maryland -- to merge with
Elkridge Bank, Elkridge, Maryland.
Approved, December 12, 1996.
BANK MERGERS

San Francisco  Tehama County Bank, Red Bluff, California -- to acquire certain assets and assume certain liabilities of the Willows and Orland, California, branches of Wells Fargo Bank, N.A., San Francisco, California.
Approved, December 11, 1996.

BANKS, NONMEMBER, AND MISCELLANEOUS INSTITUTIONS

Dallas  American Exploration Company, Houston, Texas -- deregistration statement under Regulation G.
Approved, December 9, 1996.

San Francisco  Glendale Federal Bank, Federal Savings Bank, Glendale, California -- request for waiver of application to acquire OneCentral Bank.
Approved, December 9, 1996.

BANKS, STATE MEMBER

Cleveland  Independent State Bank of Ohio, Columbus, Ohio -- to relocate its main office to 1182 Claycraft Road, Gahanna, Ohio.
Permitted, December 11, 1996.

CAPITAL STOCK

Richmond  FCNB Bank, Frederick, Maryland -- redemption of shares.
Approved, December 10, 1996.

Approved, December 13, 1996.

CHANGE IN BANK CONTROL

San Francisco  Draper Bancorp, Draper, California -- change in bank control.
Returned, December 11, 1996.

Dallas  F & M Bancshares, Inc., De Leon, Texas -- change in bank control.
Permitted, December 13, 1996.
<table>
<thead>
<tr>
<th>LOCATION</th>
<th>DESCRIPTION</th>
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### COMPETITIVE FACTORS REPORTS

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<tr>
<th>LOCATION</th>
<th>DESCRIPTION</th>
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</table>
### COMPETITIVE FACTORS REPORTS

<table>
<thead>
<tr>
<th>Location</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Minneapolis</td>
<td>Minnesota Valley Bank, Redwood Falls, Minnesota, proposed merger with Belview State Bank, Belview, Minnesota -- report on competitive factors. Submitted, December 13, 1996.</td>
</tr>
</tbody>
</table>
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DECEMBER 9, 1996 TO DECEMBER 13, 1996
PAGE 11

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

COMPETITIVE FACTORS REPORTS

Boston

San Francisco

EXTENSIONS OF TIME

Richmond

Chicago

Cleveland
EXTENSIONS OF TIME

Boston
Service Bancorp, MHC, Medway, Massachusetts -- extension to acquire Medway Savings Bank. Granted, December 9, 1996.

MEMBERSHIP

St. Louis
Bank of Mulberry, Mulberry, Arkansas -- to become a member of the Federal Reserve System. Approved, December 10, 1996.

RESERVE BANK SERVICES

Director, FRBO
Federal Reserve Bank of Atlanta -- to offer commercial check image capture products at the Banks's Atlanta, Jacksonville, Miami, Nashville, and New Orleans offices and to modify commercial check image capture fees at the Birmingham office. Approved, December 13, 1996.
REGULATIONS AND POLICIES

Regulation Z -- amendment to adjust the dollar amount that triggers certain requirements of the Truth in Lending Act and Regulation Z for mortgages bearing fees above a certain amount (Docket R-0949).
Approved, December 3, 1996.

BANK BRANCHES, DOMESTIC

Chicago
First American Bank, Joliet, Illinois -- to establish a branch at U.S. Route 30 and Mall Loop Drive.
Approved, December 4, 1996.

Chicago
First American Bank of Kankakee, Kankakee, Illinois -- to establish a branch at 6200 West 95th Street, Oak Lawn, Illinois.
Approved, December 6, 1996.

COMPETITIVE FACTORS REPORTS

Philadelphia
Union Bank and Trust Company, Pottsville, Pennsylvania -- proposed acquisition of the assets and assumption of the liabilities of two branches of Pennsylvania National Bank and Trust Company -- report on competitive factors.
Submitted, November 25, 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
NONE

SECTION III - APPLICATIONS SUBJECT TO
FEDERAL REGISTER NOTICE ONLY

Application


Federal Register

Comment Period Ending Date
01-03-97

*Subject to CRA.
SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER OR NEWSPAPER NOTICE

NONE

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

<table>
<thead>
<tr>
<th>Institution</th>
<th>Examination Date</th>
<th>Rating**</th>
</tr>
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<tbody>
<tr>
<td>Merrill Merchants Bank</td>
<td>08-12-96</td>
<td>&quot;S&quot;</td>
</tr>
<tr>
<td>01 Main Street</td>
<td></td>
<td></td>
</tr>
<tr>
<td>P.O. Box 925</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bangor, Maine 04402-0925</td>
<td></td>
<td></td>
</tr>
<tr>
<td>207) 942-4800</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*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)

Deutsche Bank, Frankfurt, Germany, to engage through Deutsche Morgan Grenfell Inc. and Deutsche Morgan Grenfell Futures Inc., both of New York, New York, in futures commission merchant execution and clearance, clearance-only, execution-only and advisory services with respect to futures and options on futures on certain non-financial contracts and through omnibus arrangements with respect to certain other non-financial contracts.


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 December 14, 1996**

<table>
<thead>
<tr>
<th>NAME OF BANK</th>
<th>RATING</th>
<th>EXAMINATION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Bankers Trust Company</td>
<td>Outstanding</td>
<td>May 28, 1996</td>
</tr>
<tr>
<td>130 Liberty Street</td>
<td></td>
<td></td>
</tr>
<tr>
<td>New York, New York 10006</td>
<td></td>
<td></td>
</tr>
</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
SECTION I - APPLICATIONS RECEIVED AND SUBJECT TO NEWSPAPER NOTICE ONLY

Orrstown Bank, Orrstown, PA to establish a branch office located at 22 South Hanover Street, Borough of Carlisle, Cumberland, County, PA, pursuant to Section 9 of the Federal Reserve Act.

Newspaper comment period expires: 12/30/96

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


Newspaper comment period expires: 01/04/97
Federal Register comment period expires: 12/23/96

Commerce Bancorp, Inc., Cherry Hill, NJ to acquire 100 percent of Independence Bancorp, Inc., Ramsey, NJ, pursuant to Section 3(a)(5)* of the Bank Holding Company Act.

Newspaper comment period expires: 11/20/96
Federal Register comment period expires: 12/31/96

*The 12/9/96 Bulletin section was incorrect.

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

*Fulton Financial Corporation, Lancaster, PA to invest a total of $3.4 million in two community development projects pursuant to Section 4(c)(8) of the Bank Holding Company Act and Section 225.(b)(6) of Regulation Y.

*Subject to the twelve-day processing schedule under the revised Regulation Y.
SECTION IV - APPLICATIONS RECEIVED AND NOT SUBJECT TO FEDERAL REGISTER NOTICE OR NEWSPAPER CONT'D

*Commerce Bancorp, Inc.*, Cherry Hill, NJ ("Commerce") and Mr. Vernon Hill request relief of certain commitments involving an investment in *Independence Bancorp, Inc.*, Ramsey, NJ (Commerce has also filed an application to acquire 100 percent of Independence Bancorp, Inc., pursuant to Section 3(a)(5) of the Bank Holding Company Act.)

*Greater Delaware Valley Holdings, A Mutual Company*, Broomall, PA has filed an application for approval to waive dividends declared on the capital stock of its subsidiary *Greater Delaware Valley Savings Bank*, Broomall, PA.
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 December 13, 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 December 14, 1996)

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

NONE

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

NONE

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

NONE

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

Application submitted by Banc One Corporation, Columbus, OH on behalf of Bank One, Arizona, N.A.; Bank One, Colorado, N.A.; Bank One, Louisiana, N.A.; Bank One, Oklahoma City, N.A.; and Bank One, Utah, N.A., to establish branches in Georgetown, Grand Cayman, Cayman Islands, British West Indies, pursuant to Section 211.3(a)(1) of Regulation K.

* - 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  
(December 13, 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 December 13, 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.

Enterprise Bank  
6150 Enterprise Parkway  
Solon, OH 44139-2755  
Rating: Satisfactory  
Exam Date: 6-24-96  
Disclosure Date: 12-10-96

The Oakwood Deposit Bank Company  
P. O. Box 207  
Oakwood, OH 45873  
Rating: Satisfactory  
Exam Date: 9-23-96  
Disclosure Date: 12-11-96
Federal Reserve Bank of Richmond

Section I - Applications Subject to Newspaper Notice Only

<table>
<thead>
<tr>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>New Windsor Bancorp, Inc., New Windsor, Maryland, to become a bank holding company through the acquisition of 100% of the voting shares of The New Windsor State Bank, New Windsor, Maryland.*</td>
<td>12-17-96</td>
</tr>
<tr>
<td>The First Bank and Trust Company, Lebanon, Virginia, to establish a branch at 970 East Main Street, Lebanon, Virginia.*</td>
<td>12-30-96</td>
</tr>
<tr>
<td>F &amp; M Bank-Northern Virginia, Fairfax, Virginia, to establish a branch at 7900 Sudley Road, Manassas, Virginia.*</td>
<td>1-6-97</td>
</tr>
<tr>
<td>Farmers Bank of Maryland, Annapolis, Maryland, to merge with First Virginia Bank-Central Maryland, Bel Air, Maryland.*</td>
<td>1-10-97</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Carolina First Corporation, Greenville, South Carolina, to acquire shares of Internet Organizing Group, Inc., Roswell, Georgia, and thereby indirectly acquire Premier Savings Bank, F.S.B, Marietta, Georgia.</td>
<td>Not yet available.</td>
</tr>
</tbody>
</table>
Section III - Applications Subject to Federal Register Notice

Application

None.

*Application is subject to CRA requirements.

2-(1)

Federal Reserve Bank of Richmond

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

Application

None.
Federal Reserve Bank of Richmond

Section V - Availability of CRA Public Evaluations

Week ending December 13, 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</th>
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<tr>
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<tr>
<td>Crestar Bank</td>
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<tr>
<td>919 East Main Street</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Richmond, VA 23219</td>
<td>5-20-96</td>
<td>Outstanding</td>
</tr>
<tr>
<td>Crestar Bank MD</td>
<td></td>
<td></td>
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<tr>
<td>7500 Wisconsin Avenue</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bethesda, MD 20814-3570</td>
<td>8-26-96</td>
<td>Outstanding</td>
</tr>
<tr>
<td>The Middleburg Bank</td>
<td></td>
<td></td>
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<tr>
<td>111 West Washington Street</td>
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</tr>
</tbody>
</table>
Middleburg, Virginia  22117  9-23-96  Outstanding

The Bank of Charlotte County
Highway 40
Phenix, Virginia  23959-9703  9-23-96  Satisfactory
Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending December 13, 1996

Section 1 - Applications Subject to Newspaper Notice Only

Application
Compass Bank
Jacksonville, Florida
To establish a branch located at 14373 Beach Boulevard, Jacksonville, Florida, to be known as the San Pablo Branch.

Comment Period Ending Date
Not yet available*

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

Application
Alabama National BanCorporation
Birmingham, Alabama
Change in control notice by Mr. James Ransom McWane individually and as trustee of the McWane Trust to acquire an additional 4.73 percent of the outstanding shares of Alabama National BanCorporation, Birmingham, Alabama. Total ownership will equal 29.38 percent.

Comment Period Ending Date
Not yet available*

Section 3 - Applications Subject to Federal Register Only

Application
Regions Financial Corporation
Birmingham, Alabama
To acquire Florida First Bancorp, Inc., Panama City, Florida, and its subsidiary, Florida FirstBank, Panama City, Florida, and thereby engage in operating a savings association, pursuant to Section 225.25(b)(9) of Regulation Y and Section 4(c)(8) of the Bank Holding Company Act.

Comment Period Ending Date
01-03-97

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

Application
None.

*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>None</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Recently Approved Applications</td>
<td>Approval Date</td>
<td></td>
</tr>
<tr>
<td>-----------------------------------------------------</td>
<td>---------------</td>
<td></td>
</tr>
<tr>
<td>The Colonial BancGroup, Inc.</td>
<td>12-13-96</td>
<td></td>
</tr>
<tr>
<td>Montgomery, Alabama 36101</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To merge with Jefferson Bancorp, Inc., Miami Beach, Florida, and thereby directly acquire its subsidiary, Jefferson Bank of Florida, Miami Beach, Florida, pursuant to Section 3(a)(5) of the Bank Holding Company Act.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>ABC Bancorp</td>
<td>12-13-96</td>
<td></td>
</tr>
<tr>
<td>Moultrie, Georgia</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To merge with M&amp;F Financial Corporation, Donalsonville, Georgia, and thereby directly acquire its subsidiary, Merchants &amp; Farmers Bank, Donalsonville, Georgia, pursuant to Section 3(a)(5) of the Bank Holding Company Act.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>First American Corporation</td>
<td>12-12-96</td>
<td></td>
</tr>
<tr>
<td>Nashville, Tennessee</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To merge with Hartsville Bancshares, Inc., Hartsville, Tennessee, and thereby directly acquire its subsidiary, CommunityFIRST Bank, Hartsville, Tennessee, pursuant to Section 3(a)(5) of the Bank Holding Company Act.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Federal Reserve Bank of Chicago

Section I - Applications Subject to Newspaper Notice Only

<table>
<thead>
<tr>
<th>Type</th>
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<th>Comment Period Ending Date</th>
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<tbody>
<tr>
<td>Branch</td>
<td>Isabella Bank and Trust</td>
<td>NP - 12-19-96</td>
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<tr>
<td></td>
<td>Mt. Pleasant, Michigan</td>
<td></td>
</tr>
<tr>
<td></td>
<td>1125 N. McEwan Street</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Clare, Michigan</td>
<td></td>
</tr>
<tr>
<td>Branch</td>
<td>Union Bank &amp; Trust Company</td>
<td>NP - 12-21-96</td>
</tr>
<tr>
<td></td>
<td>Evansville, Wisconsin</td>
<td></td>
</tr>
<tr>
<td></td>
<td>121 Fifth Avenue</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Belleville, Wisconsin</td>
<td></td>
</tr>
<tr>
<td>Branch</td>
<td>NBD Bank</td>
<td>NP - 12-21-96</td>
</tr>
<tr>
<td></td>
<td>Detroit, Michigan</td>
<td></td>
</tr>
<tr>
<td></td>
<td>800 Ship Street</td>
<td></td>
</tr>
<tr>
<td></td>
<td>St. Joseph, Michigan</td>
<td></td>
</tr>
<tr>
<td>3(a)(1) Notice</td>
<td>Lakeland Financial Corporation</td>
<td>NP - 12-31-96</td>
</tr>
<tr>
<td></td>
<td>Round Lake Heights, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Lakeland Community Bank</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Round Lake Heights, Illinois</td>
<td></td>
</tr>
<tr>
<td>Branch</td>
<td>First Bank &amp; Trust of Evanston</td>
<td>NP - 1-13-97</td>
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<tr>
<td></td>
<td>Evanston, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>2925 Central Street</td>
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</tr>
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<td></td>
<td>Evanston, 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 I - Applications Subject to Newspaper Notice Only-cont'd

<table>
<thead>
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<th>Type</th>
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<tr>
<td>Branch</td>
<td>F&amp;M Bank Portage County</td>
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<tr>
<td></td>
<td>Park Ridge, Wisconsin</td>
</tr>
<tr>
<td></td>
<td>128 Highway 10 East</td>
</tr>
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<td></td>
<td>Amherst, Wisconsin</td>
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<tr>
<td></td>
<td>NP - 12-31-96</td>
</tr>
<tr>
<td>BHC-OT</td>
<td>ABN AMRO Bank, N.V.</td>
</tr>
<tr>
<td></td>
<td>Amsterdam, The Netherlands</td>
</tr>
<tr>
<td></td>
<td>representative office in</td>
</tr>
<tr>
<td></td>
<td>Minneapolis, Minnesota</td>
</tr>
<tr>
<td></td>
<td>NP - 12-24-96</td>
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<tr>
<td>Merger &amp; Branch</td>
<td>Pullman Bank and Trust Company</td>
</tr>
<tr>
<td></td>
<td>Chicago, Illinois</td>
</tr>
<tr>
<td></td>
<td>Pullman Bank of Commerce &amp; Industry</td>
</tr>
<tr>
<td></td>
<td>Chicago, Illinois</td>
</tr>
<tr>
<td></td>
<td>Branch at 6100 N. Northwest Highway</td>
</tr>
<tr>
<td></td>
<td>Chicago, Illinois</td>
</tr>
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<td>NP - **</td>
</tr>
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</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</th>
</tr>
</thead>
</table>
| 3(a)(1) | AmeriMark Financial Corporation.*
          Oak Brook, Illinois
          Duco Bancshares, Inc.
          Villa Park, Illinois
          Bank of Illinois in DuPage
          Villa Park, Illinois | FR - 12-20-96 NP - 12-16-96 |
| 3(a)(1) | Barker Brothers, Inc.*
          Springfield, Illinois
          Middletown Bancorp, Inc.
          Middletown, Illinois
          Middletown State Bank
          Middletown, Illinois
          Latham Bancorp, Inc.
          Latham, Illinois
          State Bank of Latham
          Latham, Illinois | FR - 12-13-96 NP - 12-13-96 |
| 3(a)(1) | River Cities Bancshares, Inc.*
          Wisconsin Rapids, Wisconsin
          River Cities Bank (in organization)
          Wisconsin Rapids, Wisconsin | FR - 01-03-97 NP - 12-26-96 |
| 3(a)(3) | Security National Corporation*
          Sioux City, Iowa
          Security National Bank of South Dakota (in organization)
          Dakota Dunes, South Dakota | FR - 01-6-97 NP - ** |
| 3(a)(3) | Heartland Financial USA, Inc.*
          Dubuque, Iowa
          Cottage Grove State Bank
          Cottage Grove, Wisconsin | FR - ** 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</th>
<th>Ending Date</th>
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<tbody>
<tr>
<td>CoC-HC</td>
<td>MWA Bancorporation&lt;br&gt;Estherville, Iowa&lt;br&gt;By Greg J. Currell</td>
<td>FR - 12-03-96</td>
<td>NP - 12-13-96</td>
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<tr>
<td>3(a)(1)</td>
<td>Pineries Bankshares, Inc.*&lt;br&gt;Stevens Point, Wisconsin&lt;br&gt;Mattoon State Bank&lt;br&gt;Mattoon, Wisconsin</td>
<td>FR - 12-19-96</td>
<td>NP - 12-15-96</td>
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<tr>
<td>CoC-HC</td>
<td>Community Central Bank Corporation&lt;br&gt;Mount Clemens, Michigan&lt;br&gt;By Willard G. Pierce</td>
<td>FR - 12-12-96</td>
<td>NP - 12-12-96</td>
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<tr>
<td>3(a)(1)</td>
<td>Bando McGlocklin Capital Corporation*&lt;br&gt;Pewaukee, Wisconsin&lt;br&gt;InvestorsBank&lt;br&gt;Pewaukee, Wisconsin (in organization)</td>
<td>FR - 12-27-96</td>
<td>NP - 12-23-96</td>
</tr>
<tr>
<td>3(a)(1)</td>
<td>CH and JD Byrum, LLC*&lt;br&gt;Indianapolis, Indiana&lt;br&gt;American State Corporation&lt;br&gt;Lawrenceburg, Indiana&lt;br&gt;American State Bank&lt;br&gt;Lawrenceburg, Indiana</td>
<td>FR - 12-27-96</td>
<td>NP - 12-2-96</td>
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<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</td>
<td>NP - **</td>
</tr>
<tr>
<td>Type</td>
<td>Application</td>
<td>Comment Period</td>
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<tr>
<td>---------</td>
<td>------------------------------------------------------------------------------</td>
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<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 - 12-23-96</td>
<td></td>
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<td></td>
<td></td>
<td>NP - 12-24-96</td>
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<td>3(a)(3)</td>
<td>Panhandle Aviation, Inc.*&lt;br&gt;Carinda, Iowa&lt;br&gt;National Bank of Iowa&lt;br&gt;Denison, Iowa</td>
<td>FR - 12-03-96</td>
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<td>NP - 12-08-96</td>
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<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</td>
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<td>NP - 12-05-96</td>
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<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</td>
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<td></td>
<td>NP - 12-05-96</td>
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<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</td>
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<td></td>
<td></td>
<td>NP - 12-16-96</td>
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<td>NP - 11-04-96</td>
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<td>Type</td>
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<td>Comment Period Ending Date</td>
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<tr>
<td>4(c)(8)</td>
<td>AmeriMark Financial Corporation Oak Brook, Illinois Banil Corporation Villa Park, Illinois</td>
<td>FR - 12-20-96</td>
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<td>4(c)(8)</td>
<td>Heartland Financial USA, Inc. Dubuque, Iowa Tri-State Community Credit Corp. Dubuque, Iowa</td>
<td>FR - 12-13-96</td>
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</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  | HPK Financial Corporation  
       | Chicago, Illinois  
       | to redeem 46,923 shares of 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 December 13, 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.

BANK NAME/LOCATION EXAMINATION DATE RATING

The Bank of Illinois in Normal
102 West College Avenue
P.O. Box 389
Normal, Illinois 61761-0389
(309) 452-1186

8/07/96 S

Community Bank of Elmhurst
330 West Butterfield Road
Elmhurst, Illinois 60126
(630) 782-1234

8/19/96 S
SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE

Application

* Section 9 branch application by Bank of Rogers, Rogers, Arkansas, to relocate its main office to 801 North Dixieland, Rogers, Arkansas, and to maintain its former main office located at 1205 West Walnut, Rogers, Arkansas, as a branch office. 12-25-96

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

Application

* Section 3(a)(3) application by Mercantile Bancorporation Inc., St. Louis, Missouri, to acquire Mark Twain Bancshares, Inc., St. Louis, Missouri. Newspaper: 1-8-97


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.
SECTION V - AVAILABILITY OF CRA PUBLIC DISCLOSURES

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>
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<tbody>
<tr>
<td>Belgrade State Bank</td>
<td>Potosi, MO</td>
<td>8/19/96</td>
<td>Satisfactory</td>
</tr>
</tbody>
</table>
FEDERAL RESERVE BANK OF MINNEAPOLIS
Section I - Applications Subject to
Newspaper Notice Only

Application

NONE.

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

Application

NONE.

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

Application

Norwest Corporation, Minneapolis, Minnesota and Norwest Financial Services, Inc., Des Moines, Iowa, to engage in automobile financing through the acquisition of Reliable Financial Services, Inc., San Juan, Puerto Rico.

FEDERAL RESERVE BANK OF MINNEAPOLIS
Section IV - Applications Not Subject to
Federal Register Notice or Newspaper Notice

Application

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>
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<tbody>
<tr>
<td>Grand Marais State Bank</td>
<td>August 20, 1996</td>
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</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

William R. Hagman, Jr., Pittsburg, Kansas, for approval to retain a total of 54.2 percent, and Subtrust E of the William R. Hagman Trust, Pittsburg, Kansas, to retain a total of 32.9 percent, of the voting shares of First State Bancorp, Inc., Pittsburg, Kansas.  December 27, 1996

Gertrude Myers, Alva, Oklahoma, for approval to acquire an additional .93 percent, for a total of 25.90 percent of the voting shares of Hopeton BancShares, Inc., Hopeton, Oklahoma.  December 27, 1996

Mid-America Bankshares, Inc., Baldwin City, Kansas, for prior approval to become a bank holding company through the acquisition of 100 percent of the voting shares of State Bank of Esbon, Esbon, Kansas.*  January 11, 1997

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>
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<tbody>
<tr>
<td>First State Bank of Taos</td>
<td>08/26/96</td>
<td>12/11/96</td>
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<tr>
<td>P.O. Box 797</td>
<td></td>
<td></td>
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<tr>
<td>Taos, New Mexico 87571-0797</td>
<td></td>
<td></td>
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<tr>
<td>The Bank of Versailles</td>
<td>09/09/96</td>
<td>12/12/96</td>
<td>Satisfactory</td>
</tr>
<tr>
<td>P.O. Box 29</td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Versailles, Missouri 65084-0029</td>
<td></td>
<td></td>
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<tr>
<td>Platte Valley State Bank &amp; Trust</td>
<td>09/09/96</td>
<td>12/12/96</td>
<td>Outstanding</td>
</tr>
<tr>
<td>P.O. Box 430</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Kearney, Nebraska 68848-0430</td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

*Application is subject to CRA.
APPLICATION

None.

** NOTICE EXP

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

APPLICATION

Change in Control Notice by
Hilmar D. Blumberg Trust, Joe H. Bruns, Trustee, Seguin, TX. Edward A. Blumberg Trust, Joe H. Bruns, Trustee, Seguin, TX, and Carla A. Blumberg Trust, Joe H. Bruns, Trustee, Seguin, TX, to acquire an interest in Blumberg BancUnits, L.P., Seguin, TX (Previously reported during the week of 12-2-96)

97/01/05

Change in Control Notice by
Edward A. Blumberg Trust, Joe H Bruns, Trustee, Seguin, TX, Hilmar D. Blumberg Trust, Joe H. Bruns, Trustee, Seguin, TX, Carla A. Blumberg Trust, Joe H. Bruns, Trustee, Seguin, TX, Edward A. Blumberg, Seguin, TX, and Vanessa N. Blumberg Trust, Edward A. and Irma Blumberg, Trustees, Joseph D. Blumberg Trust, Edward A. and Irma Blumberg, Trustees, Hilmar D. Blumberg, Seguin, TX, Roland B. Blumberg Trust, Hilmar D. and Kaaren Blumberg, Trustees, Jordan T. Blumberg Trust, Hilmar D. and Kaaren Blumberg, Trustees, to acquire an interest in Blumberg Family Partnership, L.P., Seguin, TX (Previously reported during the week of 12-2-96)

97/01/05

*Section 3(a)(3) application by
First Pecos Bancshares, Inc., Midland, TX, to acquire First National Bank of Fort Stockton, Fort Stockton, TX (Previously reported during the week of 11-18-96)

96/12/21
*Section 3(a)(1) application by
Rotan Bancshares, Inc., Rotan, TX, to acquire
Rotan Delaware Bancshares, Inc., Dover, DE, and
First National Bank, Rotan, TX
(Resubmission) 97/01/11

*Section 3(a)(1) application by
Rotan Delaware Bancshares, Inc., Dover, DE, to acquire
First National Bank, Rotan, TX
(Resubmission) 97/01/11

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 DECEMBER 9, 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

Date of Examination

None.

CRA Rating
APPLICATION

Section 3(a)(1) application by
FNB Company, Livingston, TX, to acquire
FNB Company of Delaware, Wilmington, DE, and
The First National Bank of Livingston,
Livingston, TX

Section 3(a)(1) application by
FNB Company of Delaware, Wilmington, DE, to
acquire The First National Bank of Livingston,
Livingston, TX

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

Change in Control Notice by
J. David Williams and Brian J. Pohlmeier, Plainview, TX,
to acquire an interest in HaleCo Bancshares, Inc.,
Plainview, TX
Section I - Applications Subject to Newspaper Notice Only

Application
None

Comment Period Ending Date

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

Bank of Whitman Employee Stock Ownership Plan, Colfax, Washington, to become a bank holding company by acquiring 30 percent of Whitman Bancorporation, Inc., Colfax, Washington. *

Newspaper: 1/04/97
Fed. Req.: 1/10/97

Basswood Financial Partners, L.P., Paramus, New Jersey; Basswood International Fund, Inc., Hamilton, Bermuda; and 1994 Garden State Trust, Paramus, New Jersey, to acquire up to 14.9 percent of SC Bancorp, Anaheim, California. *

Newspaper: Not available
Fed. Req.: Not available

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.
FEDERAL RESERVE BANK OF SAN FRANCISCO

Week ending 12/13/96

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>
<th>Examination Date</th>
<th>Rating*</th>
</tr>
</thead>
<tbody>
<tr>
<td>None</td>
<td></td>
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</tbody>
</table>

*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.