ANNOUNCEMENT

BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM

H.2, 1997, No. 5
Actions of the Board, its Staff, and
the Federal Reserve Banks;
Applications and Reports Received
During the Week Ending February 1, 1997

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

TESTIMONY AND STATEMENTS

Fiscal health of the United States in the Twenty-
First century -- statement by Chairman Greenspan
before the Senate Committee on Finance, January 30,
1997.
Published, January 30, 1997.

BANK HOLDING COMPANIES

Cooperatieve Centrale Raiffeisen - Boerenleenbank,
B.A., Rabobank Nederland, Utrecht, the
Netherlands -- temporary exemption to acquire the
U.S. operations of Robeco Administratie Mij., B.V.,
Rotterdam, the Netherlands, by acquiring shares of
Robecam's newly formed parent company, Robeco
Groep, N.V.

BANKS, FOREIGN

Industrial and Commercial Bank of China, Beijing,
People's Republic of China -- to establish a
representative office in New York, New York.

REGULATIONS AND POLICIES

Community Reinvestment Act (CRA) information,
including ratings of state member banks examined by
the Federal Reserve -- information available on the
Internet.
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JANUARY 27, 1997 TO JANUARY 31, 1997
PAGE 2

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
Centura Bank, Rocky Mount, North Carolina -- to establish a branch in the Hannaford Brothers Store at 5309 Carolina Beach Road, Wilmington, North Carolina.

Philadelphia
Dauphin Deposit Bank and Trust Company, Harrisburg, Pennsylvania -- to establish a branch at Rossmoyne Business Center, Ritter Road, Mechanicsburg, Pennsylvania.

Philadelphia
First Republic Bank, Philadelphia, Pennsylvania -- to establish a branch at 1408 Old York Road, Abington, Pennsylvania.

Philadelphia
First Republic Bank, Philadelphia, Pennsylvania -- to establish a branch at Germantown Pike and Swede Road, East Norriton Township, Pennsylvania.

Atlanta
Peoples Bank & Trust Company, Selma, Alabama -- to establish a branch at 3791 Highway 14, Millbrook Alabama.
BANK BRANCHES, DOMESTIC

Atlanta

SunTrust Bank, Atlanta, Georgia -- to establish branches inside Publix Supermarkets at 2698 Buford Highway, Duluth; 7535 Highway 85, Riverdale; 2035 Mount Zion Road, Morrow; 2900 Peachtree Road, N.E., Atlanta; 2173 Hamilton Mill Parkway, Dacula; 4422 High Howell Road, Tucker; 2455 Cumberland Parkway, Atlanta; 50 Barrett Parkway, Marietta; 4430 Wade Green Road, Kennesaw; 108 Pavillion Parkway, Fayetteville; 7899 Tara Boulevard, Jonesboro; 3316 Highway 5, Douglasville; 4403 Townlake Parkway, Town Lake; 1910 Highway 20, S.E., Conyers; 6131 South Norcross-Tucker Road, Norcross; 1544 Piedmont Road, Atlanta; 6300 Powers Ferry Road, Atlanta; and 115585 Jones Bridge Road, Alpharetta, all in Georgia.


Dallas

Wellington State Bank, Wellington, Texas -- to establish at branch at 105 North 5th Street, Canadian, Texas.


BANK HOLDING COMPANIES

Secretary


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

### BANK HOLDING COMPANIES

<table>
<thead>
<tr>
<th>Location</th>
<th>Company and Details</th>
<th>Approval Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>San Francisco</td>
<td>BSM Bancorp, Santa Monica, California -- to acquire Bank of Santa Maria, Santa Maria, California.</td>
<td>January 29, 1997</td>
</tr>
<tr>
<td>Dallas</td>
<td>Buckeye Bancshares, Inc., Dover, Delaware -- to acquire First Community Bank, N.A., Alice, Texas.</td>
<td>January 28, 1997</td>
</tr>
<tr>
<td>Dallas</td>
<td>Coastal Bend Bancshares, Inc., Alice, Texas -- to acquire Buckeye Bancshares, Inc., Dover, Delaware, and First Community Bank, N.A., Alice, Texas.</td>
<td>January 28, 1997</td>
</tr>
<tr>
<td>Secretary</td>
<td>Compass Bancshares, Inc., Birmingham, Alabama; Compass Banks of Texas, Inc., Birmingham, Alabama, and Compass Bancorporation of Texas, Inc., Wilmington, Delaware -- to acquire Horizon Bancorp, Inc., Austin, Texas, and Horizon Bank &amp; Trust, SSB., and engage in operating a savings association.</td>
<td>January 30, 1997</td>
</tr>
<tr>
<td>GC</td>
<td>First Bancshares of Valley City, Valley City, North Dakota (Valley City Bancshares) -- request for an exemption to permit Kenneth Kohler, Sr., to serve as a director of First Hawley Bancshares, Hawley, North Dakota, and its subsidiary bank while also serving as a director of Valley City Bancshares.</td>
<td>January 29, 1997</td>
</tr>
</tbody>
</table>
BANK HOLDING COMPANIES


Minneapolis  Norwest Corporation, Minneapolis, Minnesota, and Norwest Financial Services, Inc., Des Moines, Iowa -- to acquire The United Group, Inc., Charlotte, North Carolina, and engage in lending and credit-related insurance activities. Permitted, January 31, 1997.


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JANUARY 27, 1997 TO JANUARY 31, 1997
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ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY

BANK HOLDING COMPANIES

Atlanta
The Bankshares, Inc., Jennings, Louisiana -- to acquire The Bank.

St. Louis

St. Louis

Secretary

BANK MERGERS

Richmond

BANKS, STATE MEMBER

Richmond

CAPITAL STOCK

Chicago
First American Bank, Webster City, Iowa -- to reduce capital through a reverse stock split.
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JANUARY 27, 1997 TO JANUARY 31, 1997
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ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY

CHANGE IN BANK CONTROL

Richmond

COMPETITIVE FACTORS REPORTS

Chicago

St. Louis

Atlanta

Richmond

Richmond

Richmond

Atlanta
**COMPETITIVE FACTORS REPORTS**

<table>
<thead>
<tr>
<th>Location</th>
<th>Description</th>
<th>Date Submitted</th>
</tr>
</thead>
<tbody>
<tr>
<td>Dallas</td>
<td>First State Bank, Yoakum, Texas, proposed acquisition of the assets and assumption of the liabilities of a branch of Pacific Southwest Bank, Corpus Christi, Texas, at 112 South Main Street, Moulton, Texas -- report on competitive factors. Submitted, January 27, 1997.</td>
<td></td>
</tr>
</tbody>
</table>
COMPETITIVE FACTORS REPORTS

Chicago

Chicago

Chicago

Chicago

EXTENSIONS OF TIME

Richmond

New York
EXTENSIONS OF TIME

New York
Saban, S.A., Panama City, Panama, and RNYC Holding Limited, Gibraltar -- extension to April 3, 1997, for Saban to acquire shares of Republic New York Corporation, New York, New York and for RNYCH to directly acquire and for Saban to indirectly acquire shares of RNYC.

Chicago

MEMBERSHIP

Richmond
F&M Bank-Allegiance, Inc., Bethesda, Maryland -- to become a member of the Federal Reserve System.

Chicago
Michigan Heritage Bank, Novi, Michigan -- to become a member of the Federal Reserve System.
BANK HOLDING COMPANIES


BANK HOLDING COMPANIES

Kansas City

UMB Financial Corporation, Kansas City, Missouri -- to acquire UMB Bank Omaha, N.A., Omaha, Nebraska. Approved, January 23, 1997.

COMPETITIVE FACTORS REPORTS

Kansas City


San Francisco


EXTENSIONS OF TIME

Kansas City

### SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

<table>
<thead>
<tr>
<th>Application</th>
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<table>
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<tr>
<th>Affiliated Community Bancorp, Inc., Waltham, Massachusetts - section 3(a)(3) application to acquire Middlesex Bank &amp; Trust Co. (in organization), Newton, Massachusetts*</th>
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</table>

<table>
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<tr>
<th>Comment Period Ending Date</th>
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</table>

<table>
<thead>
<tr>
<th>Newspaper</th>
<th>Federal Register</th>
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| 02-14-97 | 02-18-97 |

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

<table>
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<th>Application</th>
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</table>

<table>
<thead>
<tr>
<th>Bank of Boston Corporation, Boston, Massachusetts, and BayBanks, Inc., Boston, Massachusetts - 3(a)(3) application to acquire BankBoston (NH), National Association, Nashua, New Hampshire*</th>
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<table>
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<tr>
<th>Comment Period Ending Date</th>
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</table>

<table>
<thead>
<tr>
<th>Newspaper</th>
<th>Federal Register</th>
</tr>
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</table>

| Not Yet Established | 02-14-97 |

### SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

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| NONE |

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

<table>
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<th>Application</th>
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<p>| NONE |</p>
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<tr>
<th>Institution</th>
<th>Examination Date</th>
<th>Rating**</th>
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<tr>
<td></td>
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<td>NONE</td>
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</tbody>
</table>

*Subject to CRA.

*Rating Definitions: "O" - Outstanding; "S" - Satisfactory; "N" - Needs to Improve; "SN" - Substantial Noncompliance
SECTION I
Applications Subject to Newspaper Notice Only

The Bank of New York, New York, New York, to establish two branches in ShopRite Supermarkets located at 372 Broadway, Hillsdale, New Jersey, and 14 Post Road, Oakland, New Jersey. 1/ 02/28/97


SECTION II
Applications Subject to Both Newspaper and Federal Register Notice

None.

SECTION III
Nonbanking Applications (subject to Federal Register Notice Only)

Banco Bilbao Vizcaya, S.A., Bilbao, Spain, to engage, through BBV LatInvest Securities, Inc., New York, New York, in the following activities: (i) underwriting and dealing, to a limited extent, in all types of debt and equity securities, other than ownership interests in open-end investment companies; (ii) acting as agent in the private placement of all types of securities, including providing related advisory services; (iii) acting as "riskless principal" in the purchase and sale of all types of securities; (iv) providing investment and financial advice; (v) providing securities brokerage; (vi) making, acquiring and servicing loans; (vii) underwriting and dealing in government obligations; (viii) engaging in swaps-related activities; and (ix) acting as a "conduit" or "intermediary" in securities borrowing and lending. N/A

Creditanstalt, Vienna, Austria, to engage de novo in making equity investments in corporations or projects designed primarily to promote community welfare. 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 February 1, 1997

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

Keystone Financial Inc., Harrisburg, PA to acquire 100 percent of Financial Trust Corp., Carlisle, PA, pursuant to Section 3(a)(5) of the Bank Holding Company Act.

Newspaper comment period expires: 3/02/97
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

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 January 31, 1997.

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 February 1, 1997)

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

NONE

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


SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

NONE

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

NONE

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* - 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
(January 31, 1997)

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 January 31, 1997. 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.

The St. Henry Bank
231 East Main Street
Saint Henry, OH 43883
Rating: Satisfactory
Exam Date: 9-30-96
Disclosure: 1-28-97
RSSD#: 568126
Federal Reserve Bank of Richmond

Section I - Applications Subject to Newspaper
Notice Only

Application

Crestar Bank, Vienna, Virginia, to
establish a drive-in branch facility
in the Blair Park Shopping Center,
1330 East-West Highway, Silver Spring,
Maryland.* 2-26-97

Community Bank of Tri-County, Waldorf,
Maryland (the proposed successor to
Tri-County Federal Savings Bank of
Waldorf), for membership in the
Federal Reserve System.* Not yet available.

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

Application

Notice of Change in Control filed by
George H. Broadrick with respect to
First Citizens BancShares, Inc.,
Raleigh, North Carolina. 2-18-97**

Notice of Change in Control filed by
George H. Broadrick with respect to
Fidelity BancShares (N.C.), Inc.,
Fuquay-Varina, North Carolina. 2-18-97**

Tri-County Financial Corporation,
Waldorf, Maryland, to become a bank
holding company through the acquisition
of Community Bank of Tri-County, Waldorf,
Maryland (the proposed successor to Tri-
County Federal Savings Bank of Waldorf).* Not yet available.
Section III - Applications Subject to Federal Register Notice

Application                                Comment Period Ending Date

None.

*Application is subject to CRA requirements.
**Expiration of comment period as specified in the Federal Register.

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

Application

None.
Section V - Availability of CRA Public Evaluations

Week ending January 31, 1997

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.

Examination

Date Rating

None.
### Section 1 - Applications Subject to Newspaper Notice Only

<table>
<thead>
<tr>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
</table>
| AmSouth Bank of Alabama  
Birmingham, Alabama  
To merge with AmSouth Bank of Florida, Tampa, Florida, pursuant to Section 18(c) of the Federal Deposit Insurance Act. | Not yet available* |
| AmSouth Bank of Alabama  
Birmingham, Alabama  
To merge with AmSouth Bank of Tennessee, Chattanooga, Tennessee, pursuant to Section 18(c) of the Federal Deposit Insurance Act. | Not yet available* |
| AmSouth Bank of Alabama  
Birmingham, Alabama  
To merge with AmSouth Bank of Georgia, Rome, Georgia, pursuant to Section 18(c) of the Federal Deposit Insurance Act. | Not yet available* |
| AmSouth Bank of Alabama  
Birmingham, Alabama  
To merge with AmSouth Bank of Walker County, Jasper, Alabama, pursuant to Section 18(c) of the Federal Deposit Insurance Act. | Not yet available* |
| Republic Security Bank  
West Palm Beach, Florida  
To merge with Family Bank, Hallandale, Florida, pursuant to Section 18(c) of the Federal Deposit Insurance Act. | Not yet available* |

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

<table>
<thead>
<tr>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
</table>
| Regions Financial Corporation  
Birmingham, Alabama  
To merge with West Carroll Bancshares, Inc., Oak Grove, Louisiana, and thereby directly acquire West Carroll National Bank of Oak Grove, Oak Grove, Louisiana, pursuant to Section 3(a)(5) of the Bank Holding Company Act. | 02-25-97* Federal Register |
| Regions Financial Corporation  
Birmingham, Alabama  
To merge with Gulf South Bancshares, Inc., Gretna, Louisiana, and thereby directly acquire Gulf South Bank and Trust Company, Gretna, Louisiana, pursuant to Section 3(a)(5) of the Bank Holding Company Act. | Not yet available* |

*Subject to provisions of the Community Reinvestment Act.
Federal Reserve Bank of Atlanta  
Applications Bulletin for Week Ending January 31, 1997

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

<table>
<thead>
<tr>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
</table>
| Hamilton Bancorp, Inc.  
   Miami, Florida  
   Change in control notification by Mr. Eduardo A. Masferrer to acquire an  
   additional 9.31 percent of the outstanding shares of Hamilton Bancorp, Inc.,  
   Miami, Florida. The acquisition will increase Mr. Masferrer's total ownership to  
   15.20 percent. | Not yet available*          |
| Republic Bancshares, Inc.  
   St. Petersburg, Florida  
   To acquire Firstate Financial, F.A., Orlando, 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. | Not yet available*          |
| Whitney Holding Corporation  
   New Orleans, Louisiana  
   To merge with Merchants Bancshares, Inc., Gulfport, Mississippi, and thereby  
   directly acquire Merchants Bank & Trust Company, Gulfport, Mississippi, pursuant  
   to Section 3(a)(5) of the Bank Holding Company Act. | Not yet available*          |
| Whitney Holding Corporation  
   New Orleans, Louisiana  
   To acquire Whitney National Bank of Mississippi, Gulfport, Mississippi  
   (in organization), pursuant to Section 3(a)(3) of the Bank Holding Company Act. | Not yet available*          |

Section 3 - Applications Subject to Federal Register Only

<table>
<thead>
<tr>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
</table>
| Barnett Banks, Inc.  
   Jacksonville, Florida  
   To acquire Oxford Resources Corp., Melville, New York, and thereby engage in  
   consumer finance and leasing personal or real property or acting as agent, broker  
   or adviser in leasing such property, pursuant to Sections 225.25(b)(1)(i) and  
   225.25(b)(5) of Regulation Y and Section 4(c)(8) of the Bank Holding Company Act. | Not yet available          |

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

<table>
<thead>
<tr>
<th>Application</th>
</tr>
</thead>
</table>
| Republic Security Financial Corporation  
   West Palm Beach, Florida  
   Request for waiver of the application requirement of Section 3(a)(3) of the Bank  
   Holding Company Act to acquire Family Bank, Hallandale, Florida. |

*Subject to provisions of the Community Reinvestment Act.
Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending January 31, 1997

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>
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<tbody>
<tr>
<td>Central State Bank</td>
<td>Outstanding</td>
<td>09-30-96</td>
</tr>
<tr>
<td>Post Office Box 180</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Calera, Alabama 35040</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(205) 668-0711</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pointe Bank</td>
<td>Satisfactory</td>
<td>10-07-96</td>
</tr>
<tr>
<td>1 West Flamingo Drive</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pembroke Pines, Florida 33207</td>
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<td></td>
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<tr>
<td>(305) 437-2265</td>
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<tr>
<td>TransAtlantic Bank</td>
<td>Satisfactory</td>
<td>10-08-96</td>
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<tr>
<td>48 East Flagler Street</td>
<td></td>
<td></td>
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<tr>
<td>Miami, Florida 33131</td>
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<tr>
<td>(305) 377-0200</td>
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<tr>
<td>Recently Approved Applications</td>
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<tr>
<td>The Peoples Bank &amp; Trust Company</td>
<td>01-27-97</td>
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<td>Selma, Alabama</td>
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</tr>
<tr>
<td>To establish a branch located at 3791 Highway 14, Millbrook, Alabama.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>RBC, Inc.</td>
<td>01-29-97</td>
<td></td>
</tr>
<tr>
<td>Demopolis, Alabama</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Notice for 1-BHC formation, Robertson Banking Company, Demopolis, Alabama.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Compass Bancshares, Inc.</td>
<td>01-30-97</td>
<td></td>
</tr>
<tr>
<td>Birmingham, Alabama</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Along with Compass Banks of Texas, Inc., Birmingham, Alabama, and Compass Bancorporation of Texas, Inc., Wilmington, Delaware, to acquire Horizon Bancorp, Inc., Austin, Texas, and its subsidiary, Horizon Bank &amp; Trust, SSB, Austin, Texas, 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.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SunTrust Bank, Atlanta</td>
<td>01-30-97</td>
<td></td>
</tr>
<tr>
<td>Atlanta, Georgia</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To establish a branch located at 2698 Buford Highway, Duluth, Georgia, to be known as the Duluth Station Branch.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SunTrust Bank, Atlanta</td>
<td>01-30-97</td>
<td></td>
</tr>
<tr>
<td>Atlanta, Georgia</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To establish a branch located at 108 Pavillion Parkway, Fayetteville, Georgia, to be known as the Fayette Pavillion Branch.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SunTrust Bank, Atlanta</td>
<td>01-30-97</td>
<td></td>
</tr>
<tr>
<td>Atlanta, Georgia</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To establish a branch located at 7535 Highway 85, Riverdale, Georgia, to be known as the Riverdale Crossing Branch.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SunTrust Bank, Atlanta</td>
<td>01-30-97</td>
<td></td>
</tr>
<tr>
<td>Atlanta, Georgia</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To establish a branch located at 7899 Tara Boulevard, Jonesboro, Georgia, to be known as Jonesboro Corners Branch.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SunTrust Bank, Atlanta</td>
<td>01-30-97</td>
<td></td>
</tr>
<tr>
<td>Atlanta, Georgia</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To establish a branch located at 2035 Mount Zion Road, Morrow, Georgia, to be known at the Mount Zion Branch.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SunTrust Bank, Atlanta</td>
<td>01-30-97</td>
<td></td>
</tr>
<tr>
<td>Atlanta, Georgia</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To establish a branch located at 3316 Highway 5, Douglasville, Georgia, to be known as the Cosby Station Branch.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SunTrust Bank, Atlanta</td>
<td>01-30-97</td>
<td></td>
</tr>
<tr>
<td>Atlanta, Georgia</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To establish a branch located at 2900 Peachtree Road, NE, Atlanta, Georgia, to be known as The Peach Branch.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SunTrust Bank, Atlanta</td>
<td>01-30-97</td>
<td></td>
</tr>
<tr>
<td>Atlanta, Georgia</td>
<td></td>
<td></td>
</tr>
<tr>
<td>To establish a branch located at 4403 Townlake Parkway, Townlake, Georgia, to be known as Rose Creek Branch.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Federal Reserve Bank of Atlanta  
Applications Bulletin for Week Ending January 31, 1997

<table>
<thead>
<tr>
<th>Recently Approved Applications</th>
<th>Approval Date</th>
</tr>
</thead>
</table>
| SunTrust Bank, Atlanta  
Atlanta, Georgia  
To establish a branch located at 2173 Hamilton Mill Parkway, Dacula, Georgia, to be known as the Hamilton Mill Branch. | 01-30-97      |
| SunTrust Bank, Atlanta  
Atlanta, Georgia  
To establish a branch located at 1910 Highway 20, SE, Conyers, Georgia, to be known as the Rockdale Square Branch. | 01-30-97      |
| SunTrust Bank, Atlanta  
Atlanta, Georgia  
To establish a branch located at 4422 Hugh Howell Road, Tucker, Georgia, to be known as the Hugh Howell Branch. | 01-30-97      |
| SunTrust Bank, Atlanta  
Atlanta, Georgia  
To establish a branch located at 6131 S. Norcross-Tucker Road, Norcross, Georgia, to be known as the Norcross Tucker Branch. | 01-30-97      |
| SunTrust Bank, Atlanta  
Atlanta, Georgia  
To establish a branch located at 2455 Cumberland Parkway, Atlanta, Georgia, to be known as Paces Ferry Center Branch. | 01-30-97      |
| SunTrust Bank, Atlanta  
Atlanta, Georgia  
To establish a branch located at 1544 Piedmont Road, Atlanta, Georgia, to be known as the Ansley Mall Branch. | 01-30-97      |
| SunTrust Bank, Atlanta  
Atlanta, Georgia  
To establish a branch located at 50 Barret Parkway, Marietta, Georgia, to be known as the Town Center Prado Branch. | 01-30-97      |
| SunTrust Bank, Atlanta  
Atlanta, Georgia  
To establish a branch located at 6300 Powers Ferry Road, Atlanta, Georgia, to be known as Powers Ferry Village Branch. | 01-30-97      |
| SunTrust Bank, Atlanta  
Atlanta, Georgia  
To establish a branch located at 4430 Wade Green Road, Kennesaw, Georgia, to be known as Wade Green Village Branch. | 01-30-97      |
| SunTrust Bank, Atlanta  
Atlanta, Georgia  
To establish a branch located at 11585 Jones Bridge Road, Alpharetta, Georgia, to be known as Addotts Village Branch. | 01-30-97      |
Th Bancshares, Inc.  
Jennings, Louisiana  
1-BHC formation, Th Bank, Jennings, Louisiana.  

Whitney Holding Corporation  
New Orleans, Louisiana  
To merge with First National Bankshares, Inc., Houma, Louisiana, and thereby directly acquire First National Bank of Houma, Houma, Louisiana, pursuant to Section 3(a)(5) of the Bank Holding Company Act.  

01-30-97
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</th>
</tr>
</thead>
<tbody>
<tr>
<td>Branch</td>
<td>Royal American Bank</td>
<td>NP - 1-31-97</td>
</tr>
<tr>
<td></td>
<td>Inverness, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>One Tiffany Pointe</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Bloomingdale, Illinois</td>
<td></td>
</tr>
<tr>
<td>Merger &amp; Branch</td>
<td>La Salle State Bank</td>
<td>NP - 2-3-97</td>
</tr>
<tr>
<td></td>
<td>La Salle, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Community Bank of Utica</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Utica, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>100 Mill Street</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Utica, Illinois</td>
<td></td>
</tr>
<tr>
<td>Branch</td>
<td>1St Source Bank</td>
<td>NP - 2-10-97</td>
</tr>
<tr>
<td></td>
<td>South Bend, Indiana</td>
<td></td>
</tr>
<tr>
<td></td>
<td>2900 South State Street</td>
<td></td>
</tr>
<tr>
<td></td>
<td>St. Joseph, Michigan</td>
<td></td>
</tr>
</tbody>
</table>

NP - Newspaper
FR - Federal Register
* - Subject to Provisions of Community Reinvestment Act
** - Not available at this time
<table>
<thead>
<tr>
<th>Type</th>
<th>Application</th>
<th>Comment</th>
<th>Period</th>
<th>Ending Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>COC-HC</td>
<td>Antioch Holding Company</td>
<td>FR - 2-20-97</td>
<td>NP</td>
<td>**</td>
</tr>
<tr>
<td></td>
<td>Antioch, Illinois</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>By Randolph S. Miles</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3(a)(1)</td>
<td>AliKat Investments, Inc.*</td>
<td>FR - 3-03-97</td>
<td>NP</td>
<td>**</td>
</tr>
<tr>
<td></td>
<td>Gurnee, Illinois</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>NorthSide Community Bank</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Gurnee, Illinois (in organization)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3(a)(3)</td>
<td>Blackhawk Bancorp, Inc.*</td>
<td>FR - **</td>
<td>NP</td>
<td>**</td>
</tr>
<tr>
<td></td>
<td>Beloit, Wisconsin</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Rochelle Bancorp, Inc.</td>
<td></td>
<td></td>
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</tr>
<tr>
<td></td>
<td>Rochelle, Illinois</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Rochelle Savings Bank, S.B.</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Rochelle, Illinois</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>COC-HC</td>
<td>Gilman Investment Company</td>
<td>FR - 2-4-97</td>
<td>NP</td>
<td>1-24-97</td>
</tr>
<tr>
<td></td>
<td>Montezuma, Iowa</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>By Todd E. Arendt &amp; Revocable trust agreement</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>of Angela D. Hulin</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3(a)(1)</td>
<td>Vanderbilt Holding Company, Inc.*</td>
<td>FR - 1-24-97</td>
<td>NP</td>
<td>3-01-97</td>
</tr>
<tr>
<td></td>
<td>Fairfax, Iowa</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Fairfax State Savings Bank</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Fairfax, Iowa</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</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</th>
</tr>
</thead>
<tbody>
<tr>
<td>3(a)(1)</td>
<td>County Bancorp, Inc.*&lt;br&gt;Manitowoc, Wisconsin&lt;br&gt;Investors Community Bank&lt;br&gt;Manitowoc, Wisconsin (in organization)</td>
<td>FR - 1-27-97&lt;br&gt;NP - 1-6-97</td>
</tr>
<tr>
<td>3(a)(1)</td>
<td>The Connor Trusts*&lt;br&gt;Marshfield, Wisconsin&lt;br&gt;Pioneer Bancorp, Inc.&lt;br&gt;Auburndale, Wisconsin&lt;br&gt;Pioneer State Bank&lt;br&gt;Auburndale, Wisconsin</td>
<td>FR - 2-28-97&lt;br&gt;NP - 2-24-97</td>
</tr>
<tr>
<td>3(a)(1)</td>
<td>Pioneer Bancorp, Inc.*&lt;br&gt;Auburndale, Wisconsin&lt;br&gt;Pioneer State Bank&lt;br&gt;Auburndale, Wisconsin</td>
<td>FR - 2-28-97&lt;br&gt;NP - 2-24-97</td>
</tr>
<tr>
<td>3(a)(3)</td>
<td>First Financial Bancorporation*&lt;br&gt;Iowa City, Iowa&lt;br&gt;West Branch Bancorp, Inc.&lt;br&gt;West Branch, Iowa&lt;br&gt;West Branch State Bank&lt;br&gt;West Branch, Iowa</td>
<td>FR - 2-3-97&lt;br&gt;NP - 2-1-97</td>
</tr>
<tr>
<td>COC-HC</td>
<td>La Salle Bancorp, Inc.&lt;br&gt;La Salle, Illinois&lt;br&gt;By S.C. Investment, L.P., Gerald F. Fitzgerald, Jr.,&lt;br&gt;Julie F. Schauer, Thomas G. Fitzgerald,&lt;br&gt;Otis Road Investment, L.P.</td>
<td>FR - 2-4-97&lt;br&gt;NP - 2-6-97</td>
</tr>
</tbody>
</table>
Federal Reserve Bank of Chicago

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

<table>
<thead>
<tr>
<th>3(a)(1)</th>
<th>Damen Financial Corporation*</th>
<th>Schaumburg, Illinois</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Damen National Bank</td>
<td>Schaumburg, Illinois</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>BanCentral Corporation</td>
<td>Champaign, Illinois</td>
</tr>
<tr>
<td></td>
<td>Central National Bank of Mattoon</td>
<td>Mattoon, Illinois</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>3(a)(1)</th>
<th>First Equity Corp.*</th>
<th>Skokie, Illinois</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>1st Equity Bank</td>
<td>Skokie, Illinois (in organization)</td>
</tr>
</tbody>
</table>
Federal Reserve Bank of Chicago

Section III - Applications Subject to Federal Register Notice Only cont'd

<table>
<thead>
<tr>
<th>Type</th>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>4(c)(8)</td>
<td>Vermillion Bancorp, Inc.</td>
<td>FR - 2-11-97</td>
</tr>
<tr>
<td></td>
<td>Danville, Illinois</td>
<td></td>
</tr>
<tr>
<td></td>
<td>To engage de novo in the activity of lending funds to the ESOP and making and servicing loans.</td>
<td></td>
</tr>
<tr>
<td>4(c)(8)</td>
<td>Blackhawk Bancorp, Inc.</td>
<td>FR - **</td>
</tr>
<tr>
<td></td>
<td>Beloit, Wisconsin</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Midland Acceptance Corporation</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Rochelle, Illinois</td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Type</th>
<th>Application</th>
</tr>
</thead>
<tbody>
<tr>
<td>ROS</td>
<td>La Salle Bancorp, Inc.</td>
</tr>
<tr>
<td></td>
<td>La Salle, Illinois</td>
</tr>
<tr>
<td></td>
<td>To redeem 16,472 shares of outstanding common stock</td>
</tr>
</tbody>
</table>

| ROS  | Halbur Bancshares, Inc.                          |
|      | Halbur, Iowa                                     |
|      | To redeem 1,927.5 or 50% of its outstanding common 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 January 31, 1997. 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>F&amp;M Bank-Lancaster</td>
<td>9/30/96</td>
<td>O</td>
</tr>
<tr>
<td>302 South Madison Street</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Lancaster, Wisconsin 53813-1640</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(608) 723-2191</td>
<td></td>
<td></td>
</tr>
<tr>
<td>First State Bank of Bourbon, Indiana</td>
<td>9/30/96</td>
<td>S</td>
</tr>
<tr>
<td>101 West Center</td>
<td></td>
<td></td>
</tr>
<tr>
<td>P.O. Box 4</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Bourbon, Indiana 46504-0004</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(219) 342-2415</td>
<td></td>
<td></td>
</tr>
<tr>
<td>West Chester Savings Bank</td>
<td>10/07/96</td>
<td>S</td>
</tr>
<tr>
<td>1060 West Monroe Street</td>
<td></td>
<td></td>
</tr>
<tr>
<td>P.O. Box 517</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Washington, Iowa 52353-0517</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(319) 653-2265</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Federal Reserve Bank of St. Louis

FOR THE WEEK ENDING JANUARY 31, 1997

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE

Application


End of Comment Period
2-18-97

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

Application

* Section 3(a)(5) application by First Commercial Corporation, Little Rock, Arkansas, to merge with Southwest Bancshares, Inc., Jonesboro, Arkansas.

End of Comment Period
Newspaper: 2-25-97

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE

Application

None.

End of Comment Period

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

Application

None.

End of Comment Period

* 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>None</td>
<td></td>
<td></td>
<td></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

Trimont Bancorporation, Inc., Trimont, Minnesota
for prior approval to acquire 24% of the voting shares
of the Financial Services of Winger, Inc., Winger, Minnesota. *

Farmers State Financial Corp., Victor, Montana
for prior approval to engage de novo in operating a savings association
through the acquisition of Farmers State Bank, fsb,
Stevensville, Montana, a de novo federal savings bank.

*Subject to CRA

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

Application

NONE.

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

Application

Community First Bankshares, Inc., Fargo, North Dakota,
to engage in general insurance agency activities through the
acquisition of the assets of Lakefield Agency, Lakefield, Minnesota.
FEDERAL RESERVE BANK OF MINNEAPOLIS
Section V - Availability of
CRA Public Evaluations
week ending January 31, 1997

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>Central Savings Bank</td>
<td>October 8, 1996</td>
<td>Satisfactory</td>
</tr>
<tr>
<td>511 Bingham Avenue, Box 339</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Sault Ste. Marie, MI 49783</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(906) 635-6250</td>
<td></td>
<td></td>
</tr>
<tr>
<td>First American Bank Valley</td>
<td>October 21, 1996</td>
<td>Outstanding</td>
</tr>
<tr>
<td>3100 South Columbia Road</td>
<td></td>
<td></td>
</tr>
<tr>
<td>P.O. Box 13118</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Grand Forks, ND 58208-3118</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(701) 772-5551</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
KANSAS CITY RESERVE BANK APPLICATIONS AND REPORTS RECEIVED
During the week ending January 31, 1997

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                  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>CRA Public Exam Date</th>
<th>CRA Date</th>
<th>Rating</th>
</tr>
</thead>
<tbody>
<tr>
<td>The State Bank</td>
<td>10-28-96</td>
<td>01-29-97</td>
<td>Outstanding</td>
</tr>
<tr>
<td>P.O. Box 539</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Winfield, Kansas</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>67156-0539</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*Application is subject to CRA.
APPLICATION AND NOTIFICATIONS FILED DURING THE WEEK OF JANUARY 27, 1997

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER
NOTICE ONLY

APPLICATION

None.

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

APPLICATION

Change in Control by
Michael A. Myers, Dallas, TX.
to acquire an interest in
Myers Bancshares, Inc., Dallas, TX

*Section 3(a)(1) application by
Krum Holdings, L.L.C., Krum, TX,
to acquire Porter Holdings, Ltd.,
Krum, TX, and Farmers and Merchants
State Bank, Krum, TX

*Section 3(a)(1) application by
Porter Holdings, Ltd., Krum, TX,
to acquire Farmers and Merchants
State Bank, Krum, TX

*Section 3(a)(1) application by
Eagle Bancshares, Inc., Fairfield, TX, to
acquire Fairfield Holdings, Inc., Fairfield,
TX, and First National Bank of Fairfield,
Fairfield, TX

*Section 3(a)(1) application by
Fairfield Holdings, Inc., Fairfield, TX,
to acquire First National Bank of Fairfield,
Fairfield, TX
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 JANUARY 27, 1997

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>
<td></td>
</tr>
</tbody>
</table>
APPLICATION

Section 9 Application by Wellington State Bank, Wellington, TX to establish a branch at 105 N. 5th St., Canadian, TX 79014 97/01/27

Section 3(a)(1) Application by Coastal Bend Bancshares, Inc., Alice, TX, to acquire Buckeye Bancshares, Inc., Dover, DE, and First Community Bank, N.A., Alice, TX 97/01/28

Section 3(a)(1) Application by Buckeye Bancshares, Inc., Dover, DE, to acquire First Community Bank, N.A., Alice, TX 97/01/28
FEDERAL RESERVE BANK OF SAN FRANCISCO

Week ending 1/31/97

Section I - Applications Subject to Newspaper Notice Only

Application

U.S. Bank of Utah, Salt Lake City, Utah, to establish branch offices at the SuperTARGET stores, located in Orem and Riverdale, Utah. *

Comment Period Ending Date

Newspaper: 2/10/97

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

U.S. Bancorp, Portland, Oregon, to acquire Business & Professional Bank, Woodland, California. *

Newspaper: Not available

Fed. Reg.: 3/03/97

Section III - Applications Subject to Federal Register Only

Philippine Commercial International Bank, Manila, Philippines, to expand the geographic scope of its money transmitter services through PCI Express Padala, Inc., Los Angeles, California.

Fed. Reg.: Not available

Regency Bancorp, Fresno, California, to acquire Regency Investment Advisors, Fresno, California.

Fed. Reg.: Not available

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

None

* Subject to CRA.
FEDERAL RESERVE BANK OF SAN FRANCISCO

Week ending 1/31/97

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>American West Bank</td>
<td>16861 Ventura Blvd.</td>
<td>9/30/96</td>
<td>Satisfactory</td>
</tr>
<tr>
<td></td>
<td>PO Box 20037</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Encino, CA 91416-0037</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>(818) 501-2265</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Barnes Banking Company</td>
<td>33 South Main</td>
<td>9/30/96</td>
<td>Satisfactory</td>
</tr>
<tr>
<td></td>
<td>PO Box 207</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Kaysville, UT 84037-0207</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>(801) 544-3424</td>
<td></td>
<td></td>
</tr>
<tr>
<td>American Pacific Bank</td>
<td>112 Main</td>
<td>9/30/96</td>
<td>Needs to Improve</td>
</tr>
<tr>
<td></td>
<td>PO Box 350</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Aumsville, OR 97325-0350</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>(503) 749-1200</td>
<td></td>
<td></td>
</tr>
</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.