ANNOUNCEMENT

BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM

H.2, 1997, No. 13
Actions of the Board, its Staff, and
the Federal Reserve Banks;
Applications and Reports Received
During the Week Ending March 29, 1997

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

BANK HOLDING COMPANIES

Banc One Corporation, Columbus, Ohio -- to engage de novo in underwriting and dealing in, to a limited extent, all types of debt and equity securities, through Banc One Capital Corporation. Permitted, March 24, 1997.


BANKS, NONMEMBER, AND MISCELLANEOUS INSTITUTIONS


CHANGE IN BANK CONTROL

CONFORMED, March 24, 1997 TO March 28, 1997
PAGE 2

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

FORMS


REGULATIONS AND POLICIES


Regulation M -- final rule to implement amendments to the Consumer Leasing Act. Approved, March 26, 1997.

REGULATIONS AND POLICIES

Truth in Lending and Real Estate Settlements Procedures Acts -- request for comment on possible legislative amendments.
Approved, March 26, 1997.

ENFORCEMENT

BT Securities Corporation, New York, New York --
order to cease and desist and order of assessment
of a civil money penalty against Mark E. Schindler,
a former officer.

BT Securities Corporation, New York, New York --
order to cease and desist and order of assessment
of civil money penalty against Grace Koo, a former
employee.

International Commercial Bank of China, Taipei,
Taiwan -- issuance of a consent order of assessment
of a civil money penalty and divestiture.

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

St. Louis
Bank of Bentonville, Bentonville, Arkansas -- to
establish a branch at 406 South Walton Boulevard.
Approved, March 24, 1997.

St. Louis
Cass Bank & Trust Company, St. Louis, Missouri -- to
establish a branch at 509 Rudder Road, Fenton,
Missouri.
Approved, March 27, 1997.

BANK HOLDING COMPANIES

Dallas
AmeriBancshares, Inc., Wichita Falls, Texas -- to
acquire AmeriBancshares of Delaware, Inc.,
Wilmington, Delaware, and American National Bank,
Wichita Falls, Texas.
Approved, March 26, 1997.

Dallas
AmeriBancshares of Delaware, Inc., Wilmington,
Delaware -- to acquire American National Bank,
Wichita Falls, Texas.
Approved, March 26, 1997.
**BANK HOLDING COMPANIES**

<table>
<thead>
<tr>
<th>Location</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Secretary</td>
<td>Deposit Guaranty Corporation, Jackson, Mississippi -- determination that an application is not required to acquire Capital Bancorp, and Capital Bank, both of Monroe, Louisiana. Approved, March 25, 1997.</td>
</tr>
<tr>
<td>Secretary</td>
<td>First Citizens Bancshares, Inc., Dyersburg, Tennessee -- to acquire up to 7.1 percent of the shares of SecurAmerica Holding Corporation, Memphis, Tennessee, and engage in making and servicing loans and other extensions of credit through SecurAmerica Business Credit, Memphis, Tennessee. Approved, March 25, 1997.</td>
</tr>
</tbody>
</table>
BANK HOLDING COMPANIES


**BANK HOLDING COMPANIES**

- **Minneapolis**
  - Provincial Corporation, Minneapolis, Minnesota -- to acquire Provincial Bank, Lakeville, Minnesota. Withdrawn, March 24, 1997.

- **Atlanta**

- **Secretary**
  - Whitney Holding Corporation, New Orleans, Louisiana -- to acquire Whitney National Bank of Mississippi, Gulfport, Mississippi; and to merge with Merchants Bancshares, Inc., Gulfport, Mississippi, and acquire Merchants Bank & Trust Company. Approved, March 26, 1997.

**BANK MERGERS**

- **St. Louis**

- **Atlanta**

- **Atlanta**

**BANKS, STATE MEMBER**

- **Director, BS&R**
MARCH 24, 1997 TO MARCH 28, 1997

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

CAPITAL STOCK

Minneapolis
Malta Banquo, Inc., Malta, Montana -- redemption of shares.
Approved, March 27, 1997.

Minneapolis
Mountain Bank System, Whitefish, Montana -- redemption of shares.

CHANGE IN BANK CONTROL

Minneapolis
Anchor Bancorp, Inc., Wayzata, Minnesota -- change in bank control.

Dallas
Coleman Bankshares, Inc., Coleman, Texas -- change in bank control.

Richmond
Fidelity Bancshares (N.C.), Inc., Fuquay-Varina, North Carolina -- change in bank control.

Richmond
First Citizens BancShares, Inc., Raleigh, North -- change in bank control.

Dallas
First San Benito Bancshares Corporation, San Benito, Texas -- change in bank control.

Minneapolis
Mountain Bank System, Whitefish, Montana -- change in bank control.

Dallas
Tejas Bancshares, Inc., Fritch, Texas -- change in bank control.

COMPETITIVE FACTORS REPORTS

Philadelphia
American Trust Bank, National Association, Cumberland, Maryland, proposed acquisition of the assets and assumption of the liabilities of First Savings Bank of Western Maryland -- report on competitive factors.
Submitted, March 26, 1997.
COMPETITIVE FACTORS REPORTS

Kansas City
Bank of Commerce, Chanute, Kansas, proposed acquisition of the assets and assumption of the liabilities of the Stark, Kansas, branch of Stark State Bank -- report on competitive factors.
Submitted, March 26, 1997.

St. Louis

Dallas
Bosque County Bank of Meridian, Meridian, Texas, proposed acquisition of a branch of Pacific Southwest Bank, Corpus Christi, Texas, at Highway 6 and Mesquite, Hico, Texas, -- report on competitive factors.

Cleveland
CB Interim Bank, Higginson, Ohio, proposed merger with Citizens Bank -- report on competitive factors.
Submitted, March 26, 1997.

Cleveland
County Savings Bank, Columbus, Ohio, proposed purchase of two branches of First National Bank of Zanesville, Zanesville, Ohio -- report on competitive factors.
Submitted, March 26, 1997.

Kansas City
First National Bank, Tuttle, Oklahoma, proposed merger with Tri-Star National Bank, Blanchard, Oklahoma -- report on competitive factors.
Submitted, March 27, 1997.

Kansas City
First National Bank of Fletcher, Fletcher, Oklahoma, proposed acquisition of the assets and assumption of the liabilities of the Sterling branch of First Commercial Bank, SSB, Lawton, Oklahoma -- report on competitive factors.
Submitted, March 26, 1997.
### Competitive Factors Reports

<table>
<thead>
<tr>
<th>Location</th>
<th>Description</th>
<th>Date Submitted</th>
</tr>
</thead>
<tbody>
<tr>
<td>San Francisco</td>
<td>Imperial Bank, Inglewood, California, proposed acquisition of certain assets and the assumption of certain liabilities of Comerica Bank-California, San Jose, California -- report on competitive factors.</td>
<td>March 26, 1997</td>
</tr>
</tbody>
</table>
### Competitive Factors Reports

<table>
<thead>
<tr>
<th>Location</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Richmond</td>
<td>NationsBank, N.A., Charlotte, North Carolina, proposed merger with Boatmen's Bank of Franklin County, Benton, Illinois; Boatmen's National Bank of Coles County, Charleston, Illinois; Boatmen's National Bank of Central Illinois, Hillsboro, Illinois; Boatmen's Bank of South Central Illinois, Mount Vernon, Illinois; Boatmen's Bank of Quincy, Quincy, Illinois; Boatmen's National Bank of Boonville, Boonville, Missouri; Boatmen's Osage Bank, Butler, Missouri; Boatmen's National Bank of Cape Girardeau, Cape Girardeau, Missouri; Boatmen's Bank of Southwest Missouri, Carthage, Missouri; Boatmen's Bank of Mid-Missouri, Columbia, Missouri; NationsBank, National Association (Mid-West), Kansas City, Missouri; Boatmen's Bank of Kennett, Kennett, Missouri; Boatmen's National Bank of Lebanon, Lebanon, Missouri; Boatmen's River Valley Bank, Lexington, Missouri; Boatmen's Bank of Marshall, Marshall, Missouri; Boatmen's Bank of Pulaski County, Richland, Missouri; Boatmen's Bank of Rolla, Rolla, Missouri; Boatmen's National Bank of St. Louis, St. Louis, Missouri; Boatmen's Bank of Troy, Troy, Missouri; and Boatmen's First National Bank of West Plains, West Plains, Missouri -- report on competitive factors. Submitted, March 24, 1997.</td>
</tr>
</tbody>
</table>
COMPETITIVE FACTORS REPORTS

Dallas
Norwest Bank Texas South, N.A., San Antonio, Texas; proposed merger with Norwest Bank Texas, Bandera, Texas; Norwest Bank Texas, Comfort, Texas; Norwest Bank Texas, Kerrville N.A., Kerrville, Texas; and Norwest Bank Texas, Waco N.A., Waco, Texas -- report on competitive factors.

St. Louis
Peoples Bank of Murray, Murray, Kentucky, proposed merger with PBM Bank, Inc. -- report on competitive factors.
Submitted, March 27, 1997.

Cleveland
Submitted, March 26, 1997.

Richmond

Atlanta
Submitted, March 26, 1997.

Dallas
Texas National Bank, Sweetwater, Texas, proposed acquisition of a branch at 401 East Broadway of State National Bank of West Texas, Lubbock, Texas -- report on competitive factors.
COMPETITIVE FACTORS REPORTS

Boston
Tolland Bank, Tolland, Connecticut, proposed merger with Interim Tolland Bank -- report on competitive factors.

San Francisco

San Francisco
Submitted, March 26, 1997.

San Francisco
Washington Mutual Bank, Seattle, Washington, proposed acquisition of the Lake Oswego, Oregon, branch of Washington Mutual Bank FSB, Salt Lake City, Utah -- report on competitive factors.

Cleveland
Wayne Savings Bancshares, Inc., Wooster, Ohio, proposed acquisition of Wayne Savings and Loan Company -- report on competitive factors.
Submitted, March 26, 1997.

Dallas
West Texas State Bank, Snyder, Texas, proposed merger with First National Bank of Rowena, Rowena, Texas -- report on competitive factors.

EXTENSIONS OF TIME

San Francisco
Bank of Tokyo-Mitsubishi, LTD., Tokyo, Japan -- extension to divest certain property.

St. Louis
EXTENSIONS OF TIME

Director, BS&R  First Bank System, Inc., Minneapolis, Minnesota --
extension to divest certain property.

Kansas City  Front Range Bancshares, Inc., Lakewood, Colorado --
extension to June 2, 1997, to acquire common stock
of Front Range Bank.
Granted, March 26, 1997.

Dallas  SW&KM Holdings, LLC, Del Rio, Texas -- extension to
June 27, 1997, to acquire Westex Bancorp, Inc.
Granted, March 27, 1997.

Dallas  SW&KM Limited Partnership, Del Rio, Texas --
extension to June 27, 1997, to acquire Westex
Bancorp, Inc.
Granted, March 27, 1997.

MEMBERSHIP

Kansas City  Citizens Security Bank & Trust Company, Bixby,
Oklahoma -- to become a member of the Federal
Reserve System.

Richmond  Metro-County Bank of Virginia, Inc., Mechanicsville,
Virginia -- to become a member of the Federal
Reserve System.
Approved, March 27, 1997.

Minneapolis  Provincial Bank, Lakeville, Minnesota -- to become a
member of the Federal Reserve System.

REGULATIONS AND POLICIES

Secretary  Federal Open Market Committee -- minutes of the
meeting on February 4-5, 1997.
Published, March 27, 1997.

FOMC  Short term interest rates -- increase in federal
funds rate.
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MARCH 24, 1997 TO MARCH 28, 1997
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ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY

RESERVE BANK SERVICES

Director, FRBO Federal Reserve Bank of Chicago -- to offer
commercial check image capture products at the
Milwaukee office.
Approved, March 24, 1997.
EXTENSIONS OF TIME

Chicago


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

Vermont Financial Services
Corp., Brattleboro, Vermont
(VFSC) - 4(c)(8) notification
to merge with Eastern Bancorp,
Inc., Dover, New Hampshire, a
nondiversified savings and loan
holding company, with VFSC as
the survivor, and thereby
engage in operating Vermont
Federal Bank, FSB, Williston,
Vermont*  

Application

Newspaper
Not Yet Established

Federal Register
04-14-97

SECTION III - APPLICATIONS SUBJECT TO
FEDERAL REGISTER NOTICE ONLY

Application

NONE

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

Application

NONE

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

Institution
Examination Date
Rating**

NONE

*Subject to CRA.

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

Applications Subject to Newspaper Notice Only

The Bank of New York, New York, New York, to establish branches at Waldbaum Supermarkets at the following locations:
50 Manetto Hill Road, Plainview, New York, and 2162 Nesconset Highway, Stony Brook, New York.  1/

SECTION II

Applications Subject to Both Newspaper and Federal Register Notice

Korea Long-Term Credit Bank, Seoul, Korea ("Applicant"), to acquire up to 9.51 percent of the voting stock of Nara Bank, National Association, Los Angeles, California.  1/

Kinderhook Bancorp, Kinderhook, New York, to acquire 100 percent of the shares of The National Union Bank of Kinderhook, Kinderhook, New York ("Bank"), and thereby become a bank holding company with respect to Bank.  1/

SECTION III

Nonbanking Applications (subject to Federal Register Notice Only)

Credit Suisse Group, Zurich, Switzerland, to acquire through Credit Suisse First Boston Corporation, New York, New York, a 34.88 percent ownership interest in TradeWeb, L.L.C., New York, New York, and thereby engage indirectly in data processing activities.

Swiss Bank Corporation, Basel, Switzerland, to acquire through its wholly-owned subsidiary, SBC Holdings, New York, New York, a 9.3 percent ownership interest in TradeWeb L.L.C., New York, New York, and thereby engage indirectly in data processing activities.

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.

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Week Ending March 22, 1997

<table>
<thead>
<tr>
<th>NAME OF BANK</th>
<th>RATING</th>
<th>EXAMINATION DATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>The Adirondack Trust Company</td>
<td>Outstanding</td>
<td>October 21, 1996</td>
</tr>
<tr>
<td>473 Broadway</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Saratoga Springs, New York 12866</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

Covenant Bancorp, Inc., Haddonfield, NJ to become a bank holding company through the acquisition of 100 percent of the voting shares of Covenant Bank, Haddonfield, NJ, pursuant to Section 3(a)(1) of the Bank Holding Company Act.

   Newspaper comment period expires: 04/21/97
   Federal Register comment period expires: 04/22/97

Penns Woods Bancorp, Inc., Williamsport, PA to acquire 6.39 percent of the voting shares of Columbia Financial Corporation, Bloomsburg, PA, pursuant to Section 3(a)(3) of the Bank Holding Company Act.

   Newspaper comment period expires: 04/24/97
   Federal Register comment period expires: 04/25/97

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

NONE

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

First National Community Bancorp, Inc., Dunmore, PA to become a bank holding company through the acquisition of First National Community Bank, Dunmore, PA, pursuant to Section 319 and Section 3(a)(1) of the Bank Holding Company Act.

   Newspaper comment period expires: N/Avail
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 March 28, 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>
AVAILABILITY OF CRA PUBLIC EVALUATIONS
(March 28, 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 March 28, 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.

NONE
### 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>Talbot Bancshares, Inc., Easton, Maryland, to become a bank holding company through the acquisition of 100% of the voting shares of The Talbot Bank of Easton, Maryland, Easton, Maryland.*</td>
<td>4-4-97</td>
</tr>
<tr>
<td>Triangle Bank, Raleigh, North Carolina, to establish a branch inside the Winn Dixie Supermarket at 1727 West Cumberland Avenue, Dunn, North Carolina.*</td>
<td>4-7-97</td>
</tr>
<tr>
<td>Bay Banks of Virginia, Inc., Kilmarnock, Virginia, to become a bank holding company through the acquisition of 100% of the voting shares of Bank of Lancaster, Kilmarnock, Virginia.*</td>
<td>4-7-97</td>
</tr>
<tr>
<td>Crestar Bank, Richmond, Virginia, to establish a branch in the Roundwood Shopping Center at the intersection of Padonia and Roundwood Roads, Timonium, Maryland.*</td>
<td>4-11-97</td>
</tr>
<tr>
<td>Citizens Bank of Tazewell, Tazewell, Virginia, to establish a branch at 910 East Main Street, Wytheville, Virginia.*</td>
<td>4-21-97</td>
</tr>
<tr>
<td>George Mason Bank, Fairfax, Virginia, to merge with George Mason Bank, National Association, Bethesda, Maryland.*</td>
<td>4-25-97</td>
</tr>
</tbody>
</table>
Section II - Applications Subject to Both Newspaper and Federal Register Notice

Application

None.

*Application is subject to CRA requirements.
Section III - Applications Subject to Federal Register Notice

Application

None.

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

Application

None.
Section V - Availability of CRA Public Evaluations

Week ending March 28, 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.

<table>
<thead>
<tr>
<th>RSSD Number</th>
<th>Name of Bank</th>
<th>Rating</th>
<th>Examination</th>
</tr>
</thead>
<tbody>
<tr>
<td>214722</td>
<td>Chesapeake Bank 1 North Main Street Kilmarnock, Virginia</td>
<td>1-13-97</td>
<td>Satisfactory</td>
</tr>
<tr>
<td>713926</td>
<td>Farmers and Merchants Bank 205 South Main Street Timberville, Virginia 22853-9521</td>
<td>1-13-97</td>
<td>Outstanding</td>
</tr>
</tbody>
</table>
Section 1 - Applications Subject to Newspaper Notice Only

Application Comment Period Ending Date

First Newton Bank
Covington, Georgia
To establish a branch located at 1767 Rock Quarry Road, Stockbridge, Georgia, pursuant to Section 18(c) of the Federal Deposit Insurance Act.

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

Application Comment Period Ending Date

PAB Bankshares, Inc.
Valdosta, Georgia
To acquire First Federal Savings Bank of Bainbridge, Bainbridge, Georgia, pursuant to Section 3(a)(3) of the Bank Holding Company Act.

Cumberland Bancorp, Inc.
Carthage, Tennessee
To acquire 9.2 percent of the outstanding shares of The Bank of Mason, Mason, Tennessee, pursuant to Section 3(a)(3) of the Bank Holding Company Act.

Section 3 - Applications Subject to Federal Register Only

Application Comment Period Ending Date

Seacoast Banking Corporation of Florida
Stuart, Florida
To acquire Spirit Mortgage Company, Port St. Lucie, Florida, and thereby engage in making, acquiring, or servicing loans or other extensions of credit, pursuant to Section 225.25(b)(1)(iii) of Regulation Y and Section 4(c)(8) of the Bank Holding Company Act.

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

Application

None.
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>The Bank of Nashville</td>
<td>Satisfactory</td>
<td>12-16-96</td>
</tr>
<tr>
<td>P. O. Drawer 198986</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nashville, Tennessee 37219</td>
<td></td>
<td></td>
</tr>
<tr>
<td>(615) 271-2000</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Recently Approved Applications

Regions Financial Corporation
Birmingham, Alabama
To merge with Gulf South Bancshares, Inc., Gretna, Louisiana, and thereby directly acquire its subsidiary bank, Gulf South Bank and Trust Company, Gretna, Louisiana, pursuant to Section 3(a)(5) of the Bank Holding Company Act.

Pointe Bank
Pembroke Pines, Florida
To merge with Pointe Federal Savings Bank, Boca Raton, Florida, pursuant to Section 18(c) of the Federal Deposit Insurance Act.

Pointe Bank
Pembroke Pines, Florida
To acquire certain assets and assume certain liabilities of Pointe Federal Savings Bank, Boca Raton, Florida, pursuant to Section 5(d)(3) of the Federal Deposit Insurance Act, as amended by the Federal Deposit Insurance Corporation Improvement Act of 1991.

First Citizens Corporation
(formerly Newnan Holdings, Inc.)
Newnan, Georgia
To merge with Tara Bankshares Corporation, Riverdale, Georgia, and thereby directly acquire its subsidiary bank, Tara State Bank, Riverdale, Georgia, pursuant to Section 3(a)(5) of the Bank Holding Company Act.

Whitney Holding Corporation
New Orleans, Louisiana
To merge with Merchants Bancshares, Inc., Gulfport, Mississippi, and thereby directly acquire its subsidiary bank, Merchants Bank & Trust Company, Bay Saint Louis, Mississippi, pursuant to Section 3(a)(5) of the Bank Holding Company Act.

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.

Deposit Guaranty Corp.
Jackson, Mississippi
Request for waiver of the application requirement of Section 3(a)(5) of the Bank Holding Company Act for Deposit Guaranty Louisiana Corporation, Shreveport, Louisiana, to merge with First Capital Bancorp, Inc., Monroe, Louisiana, and thereby directly acquire its wholly-owned bank subsidiary, First Capital Bank, Monroe, Louisiana.

Overton Financial Services, Inc.
Livingston, Tennessee
To acquire shares of SecurAmerica Holding Corporation, Memphis, Tennessee, and engage in community development activities, pursuant to Section 225.25(b)(6) of Regulation Y and Section 4(c)(8) of the Bank Holding Company Act.
APPLICATIONS BULLETIN

Federal Reserve Bank of Chicago

The Applications Bulletin identifies:

(1) final applications received by the Federal Reserve Bank of Chicago during the week ending March 28, 1997 which are not subject to Federal Register or Newspaper notice;

(2) final applications being processed by the Federal Reserve Bank of Chicago, which are subject to Federal Register and/or Newspaper notice with comment periods ending during or after the week ending March 28, 1997, or with comment periods which are unknown at this time;

(3) Community Reinvestment Act (CRA) Ratings for state member banks whose CRA examinations become publicly available during the week ending March 28, 1997. Also, on a quarterly basis, a list will be provided of those state member banks tentatively scheduled for a CRA examination during the upcoming calendar quarter.

This Applications Bulletin is published weekly as a courtesy of the Federal Reserve Bank of Chicago and does not constitute notice of these applications. The Applications Bulletin is also available on our Web Page which is located at www.frbchi.org.

If members of the public want to comment on an application, comments must be received by the Federal Reserve on or before the last day of the comment period. The comment period ends no earlier than the date specified in the newspaper notice and, in the case of bank holding company applications for which a Federal Register notice is published, may end later than that date. If you have any questions concerning procedures that should be followed in commenting on an application, you may contact Alicia Williams, Vice President at (312) 322-5910. Comments may be sent to Supervision and Regulation, Applications Division, Federal Reserve Bank of Chicago, 230 South LaSalle Street, Chicago, Illinois 60604; or via FAX to (312) 322-5894.

If you cannot submit your comments by the end of the time period, you may request an extension of time by contacting the Secretary of the Federal Reserve Board, Washington, D. C. 20551. Your request for an extension of time must be received no later than the last date of the comment period and should explain why you are unable to submit your comments on time. You will find more information on how to request additional time in the Code of Federal Regulations ("CFR") at 12 CFR §262.25(B) (as revised, Press Release (January 31, 1984), 49 Federal Register 5603 (February 14, 1984)).

For information on the Board’s policy concerning the holding of public meetings, please see the Board’s Policy Statement of Handling Protested Applications, 12 CFR §262.25(C) and (D) (1984). The procedure for requesting a hearing can be found at 12 CFR §262.3(e). You may wish to consult A Citizens Guide to CRA, published by the Federal Financial Institutions Examination Council.

Please note that public comment periods may expire without being published in the Applications Bulletin. Individuals interested in comment periods pertaining to a particular application are encouraged to contact Medelyn Cabriga, Applications Division at (312) 322-6145.
Federal Reserve Bank of Chicago

Section I - Applications Subject to Newspaper Notice Only

<table>
<thead>
<tr>
<th>Type</th>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Member</td>
<td>NorthSide Community Bank Gurnee, Illinois To become a member of the Federal Reserve System</td>
<td>NP - **</td>
</tr>
<tr>
<td>Merger &amp; Branch</td>
<td>Security Savings Bank Farnhamville, Iowa Boxholm, Iowa branch office of Boone Bank and Trust Company Boone, Iowa Branch at 200 2nd Street Boxholm, Iowa</td>
<td>NP - **</td>
</tr>
<tr>
<td>Merger &amp; Branch</td>
<td>Old Kent Bank Grand Rapids, Michigan Commercial and Savings Bank of St. Claire County Saint Claire, Michigan Algonac Savings Bank Algonac, Michigan and to establish 15 branches</td>
<td>NP - **</td>
</tr>
<tr>
<td>Merger &amp; Branch</td>
<td>M&amp;I Madison Bank Madison, Wisconsin M&amp;I Bank Southwest Spring Green, Wisconsin and to establish 11 branches</td>
<td>NP - **</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 Period</th>
<th>Ending Date</th>
</tr>
</thead>
<tbody>
<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 - 4-14-97</td>
<td>NP - 3-26-97</td>
</tr>
<tr>
<td>3(a)(3)</td>
<td>Old Second Bancorp, Inc.*&lt;br&gt;Aurora, Illinois&lt;br&gt;Maple Park Bancshares, Inc.&lt;br&gt;Maple Park, Illinois&lt;br&gt;First State Bank of Maple Park&lt;br&gt;Maple Park, Illinois</td>
<td>FR - 4-4-97</td>
<td>NP - 4-14-97</td>
</tr>
<tr>
<td>3(a)(1)</td>
<td>Bando McGlocklin Capital Corporation*&lt;br&gt;Pewaukee, Wisconsin&lt;br&gt;InvestorsBank (in organization)&lt;br&gt;Pewaukee, Wisconsin</td>
<td>FR - 4-7-97</td>
<td>NP - 4-7-97</td>
</tr>
<tr>
<td>CoC-HC</td>
<td>Osceola Bancorporation&lt;br&gt;Osceola, Iowa&lt;br&gt;By Denis L. And Sandra Kale</td>
<td>FR - 4-16-97</td>
<td>NP - **</td>
</tr>
<tr>
<td>CoC-HC</td>
<td>First Fontanelle Bancorporation&lt;br&gt;Fontanelle, Iowa&lt;br&gt;By Ralph E. Wollenhaupt as Trustee</td>
<td>FR - **</td>
<td>NP - **</td>
</tr>
<tr>
<td>3(a)(3)</td>
<td>ABC Employee Stock Ownership Plan*&lt;br&gt;Anchor, Illinois&lt;br&gt;Anchor Bancorporation Inc.&lt;br&gt;Farmer City, Illinois&lt;br&gt;Anchor State Bank&lt;br&gt;Anchor, Illinois</td>
<td>FR - 4-3-97</td>
<td>NP - 4-1-97</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>Type</th>
<th>Application</th>
<th>Comment Period Ending Date</th>
</tr>
</thead>
</table>
| 4(c)(8)  | Shoreline Financial Corporation  
Benton Harbor, Michigan  
SJS Bancorp, Inc.  
St. Joseph, Michigan  
SJS Federal Savings Bank  
St. Joseph, Michigan | FR - 3-13-97  
NP - ** |
| 3(a)(3)  | Parkway Bancorp, Inc.*  
Harwood Heights, Illinois  
Jefferson Holding Corp.  
Chicago, Illinois  
Jefferson State Bank  
Chicago, Illinois | FR - 4-21-97  
NP - ** |
|        | COC-HC  
Leighton, Iowa  
Leighton Investment Company  
NP - **  
By Helen Glending and Harold A. and Ethel R. DeBruin | FR - 4-11-97 |
| 3(a)(3)  | Amcore Financial, Inc.*  
Rockford, Illinois  
Country Bank Shares Corporation  
Mount Horeb, Wisconsin  
Citizens State Bank  
Clinton, Wisconsin  
Montello State Bank  
Montello, Wisconsin  
State Bank of Argyle  
Argyle, Wisconsin  
State Bank of Mount Horeb  
Mount Horeb, Wisconsin  
Belleville Bancshares Corporation  
Belleville, Wisconsin  
Belleville State Bank  
Belleville, Wisconsin | FR - 4-22-97  
NP - 4-17-97 |
Federal Reserve Bank of Chicago

Section III - Applications Subject to Federal Register Notice Only

<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>Old Second Bancorp, Inc. Aurora, Illinois Maple Park Mortgage Company Maple Park, Illinois</td>
<td>FR - 4-4-97</td>
</tr>
<tr>
<td>4(c)(8)</td>
<td>Bando McGlocklin Capital Corporation Pewaukee, Wisconsin Bando McGlocklin Small Business Lending Company and Bando McGlocklin Investment Corporation Pewaukee, Wisconsin</td>
<td>FR - 4-7-97</td>
</tr>
</tbody>
</table>
Federal Reserve Bank of Chicago

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

<table>
<thead>
<tr>
<th>Type</th>
<th>Application</th>
</tr>
</thead>
</table>
| ROS-HC   | Anchor Bancorporation, Inc.  
          | Farmer City, Illinois  
          | To redeem 102 shares of its outstanding shares |
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 March 28, 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 a 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>Port Byron State Bank</td>
<td>12/09/96</td>
<td>S</td>
</tr>
<tr>
<td>124 North Main</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Port Byron, Illinois</td>
<td>61275-0627</td>
<td></td>
</tr>
<tr>
<td>(309) 523-2161</td>
<td></td>
<td></td>
</tr>
<tr>
<td>The Auburn State Bank</td>
<td>11/18/96</td>
<td>S</td>
</tr>
<tr>
<td>101 North Main Street</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Auburn, Indiana</td>
<td>46706-1868</td>
<td></td>
</tr>
<tr>
<td>(219) 925-3060</td>
<td></td>
<td></td>
</tr>
<tr>
<td>First Banking Center - Albany</td>
<td>12/11/96</td>
<td>O</td>
</tr>
<tr>
<td>102 West Main Street</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Albany, Wisconsin</td>
<td>53502-0069</td>
<td></td>
</tr>
<tr>
<td>(608) 862-3214</td>
<td></td>
<td></td>
</tr>
<tr>
<td>F&amp;M Bank - Portage County</td>
<td>11/18/96</td>
<td>O</td>
</tr>
<tr>
<td>31 Park Ridge Drive</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Stevens Point, Wisconsin</td>
<td>54481-4435</td>
<td></td>
</tr>
<tr>
<td>(715) 341-6691</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Federal Reserve Bank of St. Louis

FOR THE WEEK ENDING MARCH 28, 1997

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE
Application
None.

SECTION II - APPLICATIONS SUBJECT TO BOTH NEWSPAPER AND FEDERAL REGISTER NOTICE
Application
None.

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE
Application
None.

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE OR NEWSPAPER NOTICE
Application
None.
**FEDERAL RESERVE BANK OF ST. LOUIS**

**FOR THE WEEK ENDING March 28, 1997**

**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>
</thead>
<tbody>
<tr>
<td>Peoples Bank &amp; Loan</td>
<td>Lewisville, AR</td>
<td>12/09/96</td>
<td>Satisfactory</td>
</tr>
<tr>
<td>Bank of Hillsboro</td>
<td>Hillsboro, MO</td>
<td>11/25/96</td>
<td>Outstanding</td>
</tr>
</tbody>
</table>
Application

Dacotah Bank, Aberdeen, South Dakota, to merge with Dacotah Bank, Clark, South Dakota; Dacotah Bank, Faulkton, South Dakota; Dacotah Bank, Lemmon, South Dakota; Dacotah Bank, Mobridge, South Dakota; and Dacotah Bank, Webster, South Dakota; and incident thereto, to establish branches in the South Dakota communities of Clark, Willow Lake, Watertown, Henry, Bradley, Faulkton, Lemmon, Bison, Mobridge, Webster, and Roslyn. *


* Subject to CRA

Application

Adams Bancshares, Inc., Employee Stock Ownership Plan with 401(K) Provision, Adams, Minnesota for prior approval to become a bank holding company through the acquisition of 30.02% of the voting shares of Adams Bancshares, Inc., Adams, Minnesota. *

Sankovitz Family Limited Partnership, Waseca, Minnesota and Frankson Investment Corporation, Waseca, Minnesota for prior approval to acquire 100% of the voting shares of the Bank of Ellendale, Ellendale, Minnesota. *

Bay Bankcorp, Inc., Gladstone, Michigan for prior approval to become a bank holding company through the acquisition of 100% of the voting shares of baybank, Gladstone, Michigan. *

Retroactive notification by Stephen Habberstad and Susan Boschetti to acquire control of 39.9% and 33.3%, respectively of the voting shares of Country Bankers, Inc., Blooming Prairie, Minnesota. Not yet available

First Bank System, Inc., Minneapolis, Minnesota for prior approval to acquire 100% of the voting shares of the First Bank of South Dakota (National Association), Sioux Falls, South Dakota. *

* Subject to CRA
<table>
<thead>
<tr>
<th>Application</th>
<th>Comment Period</th>
<th>Ending Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Minnwest Corporation, Montevideo, Minnesota to engage in sale of insurance and investment advisory activities through the acquisition of Minnwest Investment and Insurance Center, Inc., Montevideo, Minnesota.</td>
<td></td>
<td>Not yet available</td>
</tr>
<tr>
<td>First Bank System, Inc., Minneapolis, Minnesota to engage in savings association activities through the acquisition of First Interim Bank of Casper, fsb, Casper, Wyoming and First Interim Bank of Cheyenne, fsb, Cheyenne, Wyoming.</td>
<td></td>
<td>Not yet available</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Application</th>
</tr>
</thead>
<tbody>
<tr>
<td>NONE.</td>
</tr>
</tbody>
</table>
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>Rocky Mountain Bank</td>
<td>December 2, 1996</td>
<td>Satisfactory</td>
</tr>
<tr>
<td>P.O. Box 80450</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Billings, Montana 59108-0450</td>
<td></td>
<td></td>
</tr>
<tr>
<td>First Valley Bank</td>
<td>December 16, 1996</td>
<td>Satisfactory</td>
</tr>
<tr>
<td>P.O. Box 720</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Seeley Lake, Montana 59868</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
KANSAS CITY RESERVE BANK APPLICATIONS AND REPORTS RECEIVED
During the week ending March 21, 1997

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

APPLICATION
Bank of Cushing & Trust Company, Cushing, Oklahoma, for prior approval to establish a branch office at 2106 E. Main, Cushing, Oklahoma.

COMMENT PERIOD ENDING DATE
Not Available

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

APPLICATION
Frank L. Carson, III, Mulvane, Kansas, for prior approval to increase ownership from 1.68 percent to 93.96 percent of the voting shares of Mulvane Bancshares, Inc., Mulvane, Kansas.
Pinnacle Bancorp, Inc., Central City, Nebraska, for prior approval to acquire 100 percent of the voting shares of First Ogallala Investment, Inc., Ogallala, Nebraska.*

COMMENT PERIOD ENDING DATE
Not Available

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

APPLICATION
None.

COMMENT PERIOD ENDING DATE

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

APPLICATION
None.

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

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

**Outstanding record of meeting community credit needs**

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

**Satisfactory record of meeting community credit needs**

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

**Needs to improve record of meeting community credit needs**

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

**Substantial noncompliance in meeting community credit needs**

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

<table>
<thead>
<tr>
<th>Bank/Location</th>
<th>Exam Date</th>
<th>CRA Public Date</th>
<th>CRA Rating</th>
</tr>
</thead>
<tbody>
<tr>
<td>None.</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*Application is subject to CRA.*
FEDERAL RESERVE BANK OF DALLAS APPLICATIONS BULLETIN

APPLICATIONS AND NOTIFICATIONS FILED DURING THE WEEK OF MARCH 24, 1997

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

APPLICATION

None.

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

APPLICATION

*Section 3(a)(1) application by Bonstate Bancshares, Inc., Bonham, TX, to acquire Bonham Financial Services, Inc., Dover, DE, and Bonham State Bank, Bonham, TX

N/A

*Section 3(a)(1) application by Bonham Financial Services, Inc., Dover, DE to acquire Bonham State Bank, Bonham, TX

N/A

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

APPLICATION

None.

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

APPLICATION

None.

* SUBJECT TO CPA.
** 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 MARCH 24, 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>
FEDERAL RESERVE BANK OF SAN FRANCISCO

Week ending 3/28/97

Section I - Applications Subject to Newspaper Notice Only Date

Application


Barnes Banking Co., Kaysville, Utah, to establish a branch office at 1700 South 1000 West, Syracuse, Utah.. *

Oregon Pacific Banking Company, Florence, Oregon, to establish a mobile branch office in Lane County, Oregon.*

Comment Period Ending Date

Newspaper: 3/28/97

Newspaper: 4/12/97

Newspaper: 4/19/97

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

Eggemeyer Advisory Corp., Castle Creek Capital L.L.C., and Castle Creek Partners Fund-1, L.P., all of San Diego, California, to acquire at least 35.0 percent of Rancho Santa Fe National Bank, Rancho Santa Fe, California, and at least 24.9 percent of First Community Bank of the Desert, Yucca Valley, California. *


Newspaper: Not available

Eggemeyer Advisory Corp., Castle Creek Capital L.L.C., Castle Creek Partners Fund-1, L.P., and Monarch Bancorp, all of San Diego, California, to merge with California Commercial Bancshares, Newport Beach, California. *

Fed. Reg.: 4/18/97

Newspaper: Not available

* Subject to CRA.
Section II - Applications Subject to Both
Newspaper and Federal Register Notice (Cont’d.)

Eggemeyer Advisory Corp., Castle Creek
Capital L.L.C., Castle Creek Partners Fund-1, L.P.,
and Monarch Bancorp, all of San Diego, California,
to acquire an option to purchase 19.9 percent of
California Commercial Bancshares, Newport
Beach, California. *

First Coastal Bancshares, El Segundo, California,
to become a bank holding company by acquiring
First Coastal Bank, N.A., El Segundo, California. *

Dartmouth Capaital Group, Inc., Dartmouth
Capital Group, L.P., Commerce Security Bancorp,
Inc., all of Huntington Beach, California, to acquire
Eldorado Bancorp, Irvine, California, and SDN
Bancorp. Encinitas, California, to merge with
Eldorado Bancorp. *

Dartmouth Capaital Group, Inc., Dartmouth
Capital Group, L.P., and Commerce Security Bancorp,
Inc., all of Huntington Beach, California, to acquire
an option to purchase 11 percent of Eldorado Bancorp,
Irvine, California. *

Zubair and Khatija Kazi, Studio City, California, and
Yahia and Magda Abdul-Rahman, Altadena, California,
to acquire up to 55 percent of Greater Pacific Bancshares,
Whittier, California. *

Imperial Bancorp, Inglewood, California, to acquire
Imperial Bank of Arizona, Phoenix, Arizona. *

* Subject to CRA.
FEDERAL RESERVE BANK OF SAN FRANCISCO

Week ending 3/28/97

Section III - Applications Subject to Federal Register Only

None

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

Humboldt Bank, Eureka, California, to invest up to $1.2 million in a community development project.

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>
<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.

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