Federal Reserve Release

H.2

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

No. 36

Week Ending September 3, 2005

Board of Governors of the Federal Reserve System, Washington, DC 20551
Regulations And Policies

Regulation Y -- publication for comment of amendments to increase the asset-size threshold for defining a small bank holding company and to modify the criteria for determining eligibility under the Board's small bank holding company policy statement and capital guidelines (Docket No. R-1235).
- Approved, August 29, 2005
Bank Branches, Domestic

St. Louis

Arvest Bank, Fayetteville, Arkansas -- to establish a branch at 1515 South Utica Avenue, Tulsa, Oklahoma.
- Approved, September 2, 2005

Minneapolis

Community Bank, Austin, Minnesota -- to establish a branch at 900 18th Avenue Northwest.
- Approved, September 1, 2005

Atlanta

Compass Bank, Birmingham, Alabama -- to establish branches at a kiosk at Colonial Bel Air Mall, Mobile; 105 Doug Baker Boulevard, Birmingham; 1085 East Baseline Road, Phoenix, Arizona; 5740 West Bell Road; and 2780 West Peoria Avenue.
- Approved, August 30, 2005

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at 10583 Perry Highway, Wexford, Pennsylvania.
- Approved, September 2, 2005

Richmond

Heritage Bank and Trust, Norfolk, Virginia -- to establish a branch at 3500 Virginia Beach Boulevard, Virginia Beach.
- Approved, August 30, 2005

Atlanta

IBERIABANK, Lafayette, Louisiana -- to establish a branch at 4565 LaSalle Street, Mandeville.
- Approved, September 1, 2005
Bank Holding Companies

New York

Banco Do Brasil, S.A., Brasilia, Brazil -- to engage de novo through its subsidiary, Banco Do Brasil Securities LLC, New York, New York, in acting as broker or riskless principal in transactions in commodities futures and commodities options.
- Approved, August 30, 2005

Minneapolis

Belfield Bancshares, Inc., Belfield, North Dakota -- to acquire 51 percent of the shares of Great Plains National Insurance Agency LLC, LaMoure, North Dakota, and thereby engage in the sale of insurance in a town with a population of less than 5,000.
- Approved, September 2, 2005

Chicago

Capitol Bancorp Ltd., Lansing, Michigan, and Capitol Development Bancorp Limited III -- to acquire 51 percent of the shares of Bank of Hayti, Hayti, Missouri.
- Approved, September 2, 2005

Chicago

Capitol Bancorp, Ltd., Lansing, Michigan -- to acquire, through Capitol Development Bancorp Limited III, 51 percent of the shares of Bank of Santa Barbara, Santa Barbara, California, a de novo bank; and for Capitol Development Bancorp Limited III to become a bank holding company and to acquire 51 percent of the shares of Bank of Santa Barbara.
- Withdrawn, August 31, 2005

Minneapolis

Carlson Bankshares, Inc., Comfrey, Minnesota -- to operate a savings association in connection with the conversion of Peoples State Bank of Comfrey to a federal savings bank to be known as Choice Financial Savings Bank.
- Approved, September 1, 2005

Minneapolis

Choice Financial Holdings, Inc., Grafton, North Dakota -- to operate a savings association in connection with the conversion of Peoples State Bank of Comfrey, Comfrey, Minnesota, to a federal savings bank to be known as Choice Financial Savings Bank.
- Approved, September 1, 2005
Bank Holding Companies

Kansas City

Citizens Bancshares Co., Chillicothe, Missouri, Young Partners, L.P., and Young Corporation -- to acquire, directly and indirectly, an additional 3.12 percent, for a total of 10.07 percent, of the shares of Clayco Banc Corporation, Claycomo, parent of CSB Bank.
- Approved, September 2, 2005

Dallas

MetroCorp Bancshares, Inc., Houston, Texas -- to acquire First United Bank, San Diego, California.
- Approved, August 30, 2005

San Francisco

NCB Financial, Las Vegas, Nevada -- to become a bank holding company and to acquire Nevada Commerce Bank.
- Approved, August 31, 2005

Dallas

- Approved, August 31, 2005

Director, BS&R

Wachovia Bank, National Association, Charlotte, North Carolina -- to establish Cardinal International Leasing, LLC, a Delaware limited liability company, as an agreement corporation.
- Approved, August 31, 2005

Change In Bank Control

Kansas City

B.O.E. Bancshares, Inc., Lawton, Oklahoma -- change in bank control.
- Withdrawn, August 31, 2005
**Change In Bank Control**

Cleveland

- Permitted, August 31, 2005

Minneapolis

North Central Financial Services, Inc., Volga, South Dakota -- change in bank control.
- Permitted, August 31, 2005

**Competitive Factors Reports**

Atlanta

Bank of Tennessee, Kingsport, Tennessee -- report on competitive factors of the proposed purchase of Priority Mortgage.
- Submitted, September 1, 2005

Chicago

Capitol Bank, Madison, Wisconsin -- report on competitive factors of the proposed merger with its investment subsidiary, Capitol Investments, Inc., Las Vegas, Nevada.
- Submitted, August 29, 2005

Richmond

Citizens South Bank, Gastonia, North Carolina -- report on competitive factors of the proposed merger with Trinity Bank.
- Submitted, September 2, 2005

Philadelphia

Commerce Bank, National Association, Philadelphia, Pennsylvania -- report on competitive factors of the proposed merger with Palm Beach County Bank, West Palm Beach, Florida.
- Submitted, August 30, 2005

Chicago

The Havana National Bank, Havana, Illinois -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of San Jose Tri-County Bank, San Jose.
- Submitted, August 29, 2005
Competitive Factors Reports

Chicago

National Exchange Bank and Trust, Fond du Lac, Wisconsin -- report on competitive factors of the proposed purchase of certain assets and assumption of certain deposit liabilities of four branches of M&I Marshall & Ilsley Bank, Milwaukee.
- Submitted, August 29, 2005

Minneapolis

Stockman Bank of Montana, Miles City, Montana -- report on competitive factors of the proposed purchase of assets and assumption of deposit liabilities of the Dillon branch of First State Bank, Thompson Falls.
- Submitted, August 31, 2005

Extensions Of Time

Kansas City

Centennial Bank Holdings, Inc., Denver, Colorado -- extension to October 23, 2005, to acquire First MainStreet Financial, Ltd., Longmont; and for Centennial Bank of the West, Fort Collins, to merge with First MainStreet Bank, N.A., Longmont, and thereby establish five branches in Fort Collins, Lafayette, and Longmont.
- Granted, September 1, 2005

Chicago

M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin -- extension to November 27, 2005, to establish branches at Crismon and Baseline Roads, Mesa, Arizona; Scottsdale and Deer Valley Roads, Scottsdale; and First Avenue and Oracle Road, Oro Valley.
- Granted, August 29, 2005

Director, BS&R

- Granted, August 31, 2005
**International Operations**

Director, BS&R

- Granted, August 31, 2005

**Membership**

Kansas City

De Soto State Bank, De Soto, Kansas -- to become a member of the Federal Reserve System.
- Approved, September 1, 2005

**Regulations And Policies**

FOMC

Federal Open Market Committee -- minutes of the meeting on August 9, 2005.
- Published, August 30, 2005
**District: 1**

**Federal Reserve Bank of Boston**

**Filings received during the week ending September 3, 2005**

<table>
<thead>
<tr>
<th>Filer</th>
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<th>Filing Proposal</th>
<th>End of Comment Period</th>
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</table>
| **CITIZENS BANK, NATIONAL ASSOCIATION** | Foreign Branch | Notification filed by Citizens Bank, National Association, Albany, New York to establish a Cayman Islands branch in the British West Indies pursuant to Subpart A, Section 211.3(b)(2) of Regulation K. | Newspaper: Not applicable  
Federal Register: Not applicable |
| **CNB Financial Corp.** | * 3A1 | CNB Financial Corp., Worcester, Massachusetts to become a bank holding company through the acquisition of 100% of the capital stock of Commonwealth National Bank, Worcester, Massachusetts. | Newspaper: Not available  
Federal Register: Not available |

* Subject to the provisions of the Community Reinvestment Act
Availability of CRA Public Evaluations

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

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

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

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

O = Outstanding
S = Satisfactory
NL = Needs to improve
SN = Substantial noncompliance

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

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<tr>
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<tr>
<td><strong>BANCO POPULAR NORTH AMERICA</strong></td>
<td>* Branch</td>
<td>Banco Popular North America (&quot;BPNA&quot;), New York, New York request approval to open a branch office located at 310 East Houston Street, New York, New York. (RSSD#3374850)</td>
<td>Newspaper: 08/31/2005&lt;br&gt;Federal Register: Not applicable</td>
</tr>
<tr>
<td><strong>BANCO POPULAR NORTH AMERICA</strong></td>
<td>* Branch</td>
<td>Banco Popular, North America, New York, New York to open and occupy a branch office located at 5601 East Ramon Road, Palm Springs (Riverside County), California.</td>
<td>Newspaper: 09/15/2005&lt;br&gt;Federal Register: Not applicable</td>
</tr>
<tr>
<td><strong>CITIBANK, N.A.</strong></td>
<td>Investment</td>
<td>FILING IS CONFIDENTIAL - Citibank, N.A. (Citibank) and its Edge Corp. subsidiary, Citibank Overseas Investment Corporation (COIC), 30 Day Prior Notice pursuant to Section 211.9(f) of Reg. K in connection with COIC's additional investment into four foreign COIC subsidiaries. Investment proposal to exceed general consent limits of Section 211.9(c)(1). Citibank is simultaneously requesting an exemption from the rolling 12-month aggregate limit of Section 211.9(c)(2) in connection with this notice under the specific consent provisions of 211.9(g). (See Filing ID: [ ]).</td>
<td>Newspaper: Not applicable&lt;br&gt;Federal Register: Not applicable</td>
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<tr>
<td><strong>CITIBANK, N.A.</strong></td>
<td>Investment</td>
<td>FILING IS CONFIDENTIAL- Citibank, N.A. (Citibank) and its Edge Corp. subsidiary, Citibank Overseas Investment Corporation (COIC) are submitting an exemption request from the rolling 12-month aggregate limit under Section 211.9(c)(2) of Reg. K pursuant to the specific consent provisions of Section 211.9(g) of Reg. K, in connection with their 30 Day Prior Notice, whereby COIC proposes to provide additional investment into four foreign COIC subsidiaries.(See Filing ID: 60263).</td>
<td>Newspaper: Not applicable&lt;br&gt;Federal Register: Not applicable</td>
</tr>
<tr>
<td><strong>DEUTSCHE GENOSSENSCHAFTS-HYPOTH EKENBANK AG</strong></td>
<td>FBSEA</td>
<td>Deutsche Genossenschafts-Hypotheekenbank AG, Hamburg, Germany, requests prior approval to establish a NY rep office.</td>
<td>Newspaper: Not available&lt;br&gt;Federal Register: Not applicable</td>
</tr>
<tr>
<td><strong>GOVERNOR AND COMPANY OF THE BANK OF IRELAND, THE</strong></td>
<td>FBSEA</td>
<td>The Governor and Company of The Bank of Ireland, Dublin, Ireland to establish a representative office in Los Angeles, California, pursuant to Section 10(a) of the International Banking Act of 1978, and Section 211.24(a)(2)(i)(B)of Reg K.</td>
<td>Newspaper: Not available&lt;br&gt;Federal Register: Not applicable</td>
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<tr>
<td>KREDITANSTALT FUER WIEDERAUFBAU (KFW)</td>
<td>FBSEA</td>
<td>Kreditanstalt fur Wiederaufbau, Frankfurt, Germany, to establish a representative office in New York, New York, pursuant to Section 10(a) of the International Banking Act of 1978, as amended, and Section 211.24(a)(1) of Regulation K.</td>
<td>08/26/2005</td>
</tr>
<tr>
<td>NBT BANCORP INC.</td>
<td>* 3A5</td>
<td>NBT Bancorp Inc., Norwich, New York, proposes to merge with CNB Bancorp, Inc., and thereby indirectly acquire City National Bank and Trust Company, both of Gloversville, New York, pursuant to Section 3(a)(5) of the Bank Holding Company Act and 225.15 of Regulation Y.</td>
<td>09/15/2005</td>
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Availability of CRA Public Evaluations

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

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

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

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

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District: 4  
Federal Reserve Bank of Cleveland  
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Federal Register: 09/26/2005 |
| HIGHLANDS BANKSHARES, INC.    | * 3A3       | Highlands Bankshares, Inc., Petersburg, West Virginia, to acquire at least 80% of the voting securities of The National Bank of Davis, Davis, West Virginia. | Newspaper: 10/01/2005  
Federal Register: 10/03/2005 |
| SOUTHERN COMMUNITY BANK AND TRUST | * Branch    | Southern Community Bank and Trust, Winston-Salem, North Carolina to establish a branch at 210 Knob Hill Road, Mooresville, North Carolina. | Newspaper: 09/14/2005  
Federal Register: Not applicable |

* Subject to the provisions of the Community Reinvestment Act
District: 5
Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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<td>ABC BANCORP</td>
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<td>BANCO POPULAR ESPANOL, S.A.</td>
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<tr>
<td>EASTSIDE COMMERCIAL BANCSHARES, INC.</td>
<td>* 3A1</td>
</tr>
<tr>
<td>FIRST FARMERS AND MERCHANTS BANK</td>
<td>* Branch</td>
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<tr>
<td>SUNTRUST BANK</td>
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<tbody>
<tr>
<td>COMERICA BANK</td>
<td>* Branch</td>
<td>Comerica Bank, Detroit, Michigan, to establish two branch facilities to be located at 18965 LBJ Freeway, Mesquite, Texas, and 3700 S.H. 121, Plano, Texas.</td>
<td>09/02/2005</td>
</tr>
<tr>
<td>COMMERCIAL BANCSHARES, INC.</td>
<td>* 3A1</td>
<td>Commercial Bancshares, Inc., Whitewater, Wisconsin, to become a bank holding company by acquiring 100 percent of the voting shares of Commercial Bank, Whitewater, Wisconsin.</td>
<td>09/17/2005</td>
</tr>
<tr>
<td>SECURITY AGENCY, INC.</td>
<td>CIC</td>
<td>Notice by Ben D. Grimstad, Decorah, Iowa and Joseph L. Grimstad, Decorah, Iowa, individually, to acquire control of 40.1 percent of Security Agency, Inc., Decorah, Iowa, and thereby indirectly Decorah Bank &amp; Trust Company, Decorah, Iowa.</td>
<td>Not available</td>
</tr>
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<tr>
<td>244345</td>
<td>SAND RIDGE BK, HIGHLAND, INDIANA</td>
<td>03/15/2005</td>
<td>08/30/2005</td>
<td>S</td>
<td>Large Bank</td>
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<tr>
<td>LIBERTY BANCSHARES, INC</td>
<td>* 3A3</td>
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Newspaper: 09/22/2005
Federal Register: 09/22/2005

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<td>Filer</td>
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<tr>
<td>AMERICAN BANK OF SAINT PAUL</td>
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<td>* Branch</td>
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<tr>
<td>RIVERLAND BANCORPORATION</td>
<td>* 3A1</td>
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## Federal Reserve Bank of Kansas City

### Filings received during the week ending September 3, 2005

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</table>
| **DE SOTO STATE BANK** | * 18C  
* Branch | De Soto State Bank, De Soto, Kansas, to merge with Great American Bank, Claycomo, Missouri, and incident thereto, to establish a branch. | Newspaper: Not available  
Federal Register: Not applicable |
| **HOMETOWN BANCSHARES, INC.** | * 3A3 | Hometown Bancshares, Inc., Carthage, Missouri, to acquire 51 percent of the voting shares of OakStar Bancshares, Inc., and thereby indirectly acquire OakStar Bank, National Association, both of Springfield, Missouri. | Newspaper: Not available  
Federal Register: 09/26/2005 |
| **OAKSTAR BANCSHARES, INC.** | * 3A1 | OakStar Bancshares, Inc., Springfield, Missouri, to become a bank holding company through the acquisition of 100 percent of the voting shares of OakStar Bank, National Association (in organization), Springfield, Missouri. | Newspaper: Not available  
Federal Register: 09/26/2005 |

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<tr>
<td>328151</td>
<td>CITIZENS ST BK, MILTONVALE, KANSAS</td>
<td>05/16/2005</td>
<td>08/16/2005</td>
<td>S</td>
<td>Small Bank</td>
</tr>
<tr>
<td>957757</td>
<td>COMMUNITY B&amp;TC, NEOSHO, MISSOURI</td>
<td>05/09/2005</td>
<td>08/17/2005</td>
<td>S</td>
<td>Large Bank</td>
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<tr>
<td>716851</td>
<td>COMMUNITY BK OF RAYMORE, RAYMORE, MISSOURI</td>
<td>05/23/2005</td>
<td>08/08/2005</td>
<td>S</td>
<td>Small Bank</td>
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NONE

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## Federal Reserve Bank of Dallas

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| FC HOLDINGS, INC.                          | * 3A5       | FC Holdings, Inc., Houston, Texas, and FC Holdings of Delaware, Inc., Wilmington, Delaware, to acquire by merger Bosque Corporation, Meridian, Texas, and indirectly acquire Bosque County Bank, Meridian, Texas.             | Newspaper: Not available  
Federal Register: 10/03/2005 |
| FIRST FINANCIAL BANKSHARES, INC.           | * 3A5       | First Financial Bankshares, Inc., Abilene, Texas, to acquire by merger 100 percent of Bridgeport Financial Corporation, Bridgeport, Texas, and indirectly acquire Bridgeport Bancshares, Inc., Dover, Delaware, and The First National Bank of Bridgeport, Bridgeport, Texas. | Newspaper: 09/17/2005  
Federal Register: 09/23/2005 |
| PROSPER BANCSHARES, INC.                  | * 3A1       | Prosper Bancshares, Inc., Dallas, Texas, and Prosper Delaware Financial Corp., Dover, Delaware, to become bank holding companies by acquiring 100 percent of Prosper State Bank, Prosper, Texas.                     | Newspaper: Not available  
Federal Register: 10/03/2005 |

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**Federal Reserve Bank of San Francisco**

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<tr>
<td>WESTAMERICA BANK</td>
<td>* Branch</td>
<td>Westamerica Bank, San Rafael, California, to establish a branch office at 2440 Tulare Street, Suite #110, Fresno, California.</td>
<td>09/09/2005</td>
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<tr>
<td>ZIONS BANCORPORATION</td>
<td>* 3A3</td>
<td>Zions Bancorporation, Salt Lake City, Utah, to acquire 100 percent of The Commerce Bank of Oregon (In Organization), Portland, Oregon.</td>
<td>09/15/2005</td>
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<tr>
<td>ZIONS BANCORPORATION</td>
<td>* 3A3</td>
<td>Zions Bancorporation, Salt Lake City, Utah, to acquire 100 percent of Amegy Bancorporation, Inc., and thereby indirectly acquire its subsidiary, Amegy Bank, N.A., both of Houston, Texas.</td>
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