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ANNOUNCEMENT

BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM

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

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

BANK HOLDING COMPANIES

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

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

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

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

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

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

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

CURRENCY

Federal Reserve notes -- 1997 new currency budget.
Approved, December 11, 1996.

ENFORCEMENT

American State Bancshares, Inc., Broken Arrow, Oklahoma, and Ronald E. Bond -- written agreement dated April 24, 1992, terminated December 9, 1996. Announced, December 13, 1996.

Bankers Trust New York Corporation, New York, New York, Bankers Trust Company, and BT Securities Corporation, termination of written agreement dated December 4, 1994, with the Federal Reserve Bank of New York. Announced, December 9, 1996.

Banque Indosuez, Paris, France (New York Branch) -- order of prohibition against George T. Whittman, a former private banking account officer and institution-affiliated party of the New York Branch. Announced, December 11, 1996.

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

Northern Bancorp, Inc., Woburn, Massachusetts, and James J. Mawn and Robert L. McCrensky -- written agreement dated February 15, 1996, terminated November 6, 1996. Announced, December 13, 1996.

INTERNATIONAL OPERATIONS

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

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

RESERVE BANK OPERATIONS

Budgets for 1997.
Approved, December 11, 1996.

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

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

BANK BRANCHES, DOMESTIC

Richmond	Bank of Tidewater, Virginia Beach, Virginia -- to establish a branch at 2251 West Great Neck Road, Virginia Beach, Virginia. Approved, December 13, 1996.
Minneapolis	Crow River State Bank, Delano, Minnesota -- to establish a branch in Mound, Minnesota. Approved, December 11, 1996.
Chicago	First American Bank, Carpenterville, Illinois -- to establish a branch at 33 South Rand Road, Lake Zurich, Illinois. Approved, December 11, 1996.
Chicago	First American Bank, Carpenterville, Illinois -- to establish a branch at 80 Stratford, Bloomington, Illinois. Approved, December 11, 1996.
Philadelphia	Founders Bank, Bryn Mawr, Pennsylvania -- to establish a branch at 300 West State Street, Media, Pennsylvania. Approved, December 13, 1996.
Richmond	Highlands Union Bank, Abingdon, Virginia -- to establish a branch at 1425 North Main Street, Marion, Virginia. Approved, December 12, 1996.

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

BANK BRANCHES, DOMESTIC

- Chicago Lake Forest Bank & Trust Company, Lake Forest, Illinois -- to establish a branch at 911 South Telegraph Road.
Approved, December 12, 1996.
- San Francisco Silicon Valley Bank, Santa Clara, California -- to establish a branch at 5414 Oberline Drive, San Diego, California.
Approved, December 9, 1996.
- New York Summit Bank, Hackensack, New Jersey -- to establish branches at the Lanidex Center, Building 300, Parsippany; and in the Pathmark supermarket locations at 405 Route 17, Hackensack; 80 New Bridge Road, Bergenfield; 407 Valley Street, South Orange; 277 Ferry Street, Newark; 2881 Mt. Ephraim Avenue, Camden; 989 Church Road, Cherry Hill; and 100 Schanck Road, Freehold, New Jersey.
Approved, December 12, 1996.
- New York United States Trust Company of New York, New York, New York -- to establish a full-service branch at 200 Old Country Road, Mineola, New York.
Approved, December 12, 1996.

BANK HOLDING COMPANIES

- Atlanta ABC Bancorp, Moultrie, Georgia -- to merge with M2F Financial Corporation, Donalsonville, Georgia, and acquire Merchants & Farmers Bank.
Approved, December 13, 1996.
- Boston Abington Bancorp, Inc., Abington, Massachusetts -- to acquire Abington Savings Bank.
Approved, December 13, 1996.
- Cleveland American National Bancorp, Parma, Ohio -- to acquire American National Bank.
Permitted, December 12, 1996.
- Kansas City Bebanco, Inc., North Platte, Nebraska -- to acquire American Mortgage Company and engage in mortgage banking and insurance agency activities.
Permitted, December 12, 1996.

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

BANK HOLDING COMPANIES

Minneapolis	Bluestem Bank Holding Company, L.L.C., Sioux Falls, South Dakota -- to acquire Thomson Holdings, Inc., Centerville, South Dakota, and First Midwest Bank. Approved, December 12, 1996.
Kansas City	BOK Financial Corporation, Tulsa, Oklahoma -- to acquire Park Cities Bancshares, Inc., Dallas, Texas. Approved, December 9, 1996.
Dallas	CNB, Inc., Wilmington, Delaware -- request for waiver of application to acquire Central National Bank, Waco, Texas. Granted, December 12, 1996.
Atlanta	Colonial BancGroup, Inc., Montgomery, Alabama -- to merge with Jefferson Bancorp, Inc., Miami Beach, Florida, and acquire Jefferson Bank of Florida. Approved, December 13, 1996.
Cleveland	Communibanc Corp., Napoleon, Ohio -- to acquire The Henry County Bank. Permitted, December 12, 1996.
Chicago	FBOP Corporation, Oak Park, Illinois -- to acquire SDNE Financial Corp., San Diego, California, and San Diego National Bank. Approved, December 10, 1996.
Dallas	FBI, Inc., Wilmington, Delaware -- request for waiver of application to acquire Fidelity Bank of Texas, Waco, Texas. Granted, December 11, 1996.
Richmond	First Citizens BancShares, Inc., Raleigh, North Carolina -- to acquire Atlantic States Bank, Raleigh, North Carolina. Approved, December 9, 1996.
Dallas	FNB Company, Livingston, Texas -- to acquire FNB Company of Delaware, Wilmington, Delaware, and The First National Bank of Livingston, Livingston, Texas. Approved, December 13, 1996.

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

BANK HOLDING COMPANIES

Dallas	FNB Company of Delaware, Wilmington, Delaware -- to acquire The First National Bank of Livingston, Livingston, Texas. Approved, December 13, 1996.
Dallas	FSBG, Inc., Wilmington, Delaware -- request for waiver of application to acquire The First State Bank, Granger, Texas. Granted, December 9, 1996.
Dallas	FSBT, Inc., Wilmington, Delaware -- request for waiver of application to acquire First State Bank, Temple, Texas. Granted, December 9, 1996.
Chicago	Independent Bancorp, Limited, Little Chute, Wisconsin -- to acquire Bank of Little Chute. Approved, December 13, 1996.
St. Louis	Linn Holding Company, Inc., Linn, Missouri -- to acquire additional shares of Heritage Bank, Loose Creek, Missouri. Approved, December 10, 1996.
St. Louis	Louisville, Development Bancorp, Inc., Louisville, Kentucky -- to acquire Louisville Community Development Bank. Approved, December 11, 1996.
St. Louis	Louisville Development Bancorp, Inc., Louisville, Kentucky -- to engage in community development activities through Louisville Real Estate Development Company. Permitted, December 11, 1996.
New York	Marathon Banking Corporation, Astoria, New York -- to acquire Marathon National Bank of New York. Approved, December 10, 1996.
Cleveland	Mid Am, Inc., Bowling Green, Ohio -- to engage in trust activities through establishment of Mid Am Private Trust, N.A., Cincinnati, Ohio. Permitted, December 12, 1996.

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

BANK HOLDING COMPANIES

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

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

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

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

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

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

BANK MERGERS

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

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

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

BANK MERGERS

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

BANKS, NONMEMBER, AND MISCELLANEOUS INSTITUTIONS

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

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

BANKS, STATE MEMBER

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

CAPITAL STOCK

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

Chicago HPK Financial Corporation, Chicago, Illinois -- redemption of shares.
Approved, December 13, 1996.

CHANGE IN BANK CONTROL

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

Dallas F & M Bancshares, Inc., De Leon, Texas -- change in bank control.
Permitted, December 13, 1996.

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

CHANGE IN BANK CONTROL

Minneapolis Faith Bank Holding Company, Faith, South Dakota --
change in bank control.
Permitted, December 9, 1996.

Dallas Haleco Bancshares, inc., Plainview, Texas -- change
in bank control.
Permitted, December 13, 1996.

COMPETITIVE FACTORS REPORTS

Chicago Bank of Dwight, Dwight, Illinois, proposed merger
with Republic Bank of Dwight -- report on
competitive factors.
Submitted, December 10, 1996.

San Francisco Citizens Bank, Corvallis, Oregon, proposed merger with
Interim Bank - Citizens, Inc. -- report on
competitive factors.
Submitted, December 10, 1996.

St. Louis Citizens Bank of Illinois, N.A., Mt. Vernon,
Illinois, proposed merger with Bank of Mt. Carmel,
Mt. Carmel, Illinois -- report on competitive
factors.
Submitted, December 9, 1996.

New York Excel Bank, National Association, New York, New York,
proposed merger with Union Chelsea National Bank --
report on competitive factors.
Submitted, December 11, 1996.

San Francisco First Federal Savings and Loan Association of San
Gabriel Valley, West Covina, California, proposed
acquisition of the assets and assumption of the
liabilities of the Duarte branch of Highland
Federal Bank, A Federal Savings Bank, Burbank,
California -- report on competitive factors.
Submitted, December 9, 1996.

Philadelphia First Union National Bank, Avondale, Pennsylvania,
proposed merger with Centre Square Trust Company,
Philadelphia, Pennsylvania -- report on competitive
factors.
Submitted, December 10, 1996.

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

COMPETITIVE FACTORS REPORTS

San Francisco Heritage Oaks Bank, Paso Robles, California, proposed acquisition of the assets and assumption of the liabilities of the Cambria branch of Wells Fargo Bank, N.A., San Francisco, California -- report on competitive factors.
Submitted, December 10, 1996.

Chicago Lakeland Community Bank, Round Lake Heights, Illinois, proposed merger with Republic Bank of Lakeland, Round Lake Heights -- report on competitive factors.
Submitted, December 13, 1996.

Minneapolis Minnesota Valley Bank, Redwood Falls, Minnesota, proposed merger with Belview State Bank, Belview, Minnesota -- report on competitive factors.
Submitted, December 13, 1996.

Chicago National Bank of Petersburg, Petersburg, Illinois, proposed purchase of certain assets and assumption of certain liabilities of the Petersburg branch of First of America Bank-Illinois, National Association, Bannockburn, Illinois -- report on competitive factors.
Submitted, December 10, 1996.

Minneapolis New Farmers & Merchants Bank of Clarkfield, Minnesota, proposed merger with Farmers & Merchants State Bank of Clarkfield, Inc. -- report on competitive factors.
Submitted, December 11, 1996.

Minneapolis Norwest Bank Minnesota West, N.A., Moorhead, Minnesota, proposed merger with American Bank Moorhead -- report on competitive factors.
Submitted, December 11, 1996.

Atlanta Trustmark National Bank, Jackson, Mississippi, proposed merger with National Bank of Commerce of Corinth, Corinth, Mississippi -- report on competitive factors.
Submitted, December 11, 1996.

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

COMPETITIVE FACTORS REPORTS

- Boston** Webster Bank, Waterbury, Connecticut, proposed merger with Derby Savings Bank, Derby, Connecticut -- report on competitive factors.
Submitted, December 10, 1996.
- San Francisco** Western Sierra National Bank, Cameron Park, California, proposed purchase of certain assets and assumption of certain liabilities of the Lincoln, California, branch of Wells Fargo Bank, N.A., San Francisco, California -- report on competitive factors.
Submitted, December 10, 1996.

EXTENSIONS OF TIME

- Richmond** First Union Corporation, Charlotte, North Carolina; NationsBank Corporation, Charlotte; Southern National Corporation, Winston-Salem; and Wachovia Corporation, Winston-Salem -- extension to March 26, 1997, to acquire more than 5-1/2 percent of the voting securities of Education Financing Services, LLC, Winston-Salem, North Carolina.
Granted, December 11, 1996.
- Chicago** FirstValue Corp., Appleton, Wisconsin -- extension to March 11, 1997, to acquire Tigerton Bancorporation, Inc., Tigerton, Wisconsin, and First National Bank in Tigerton.
Granted, December 11, 1996.
- Cleveland** Merchants Bancorp, Inc., Hillsboro, Ohio -- extension to March 12, 1997, to acquire Merchants National Bank.
Granted, December 9, 1996.

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

REGULATIONS AND POLICIES

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

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

ADDITIONS AND CORRECTIONS

BANK BRANCHES, DOMESTIC

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

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

COMPETITIVE FACTORS REPORTS

Philadelphia Union Bank and Trust Company, Pottsville, Pennsylvania -- proposed acquisition of the assets and assumption of the liabilities of two branches of Pennsylvania National Bank and Trust Company -- report on competitive factors.
Submitted, November 25, 1996.

FEDERAL RESERVE BANK OF BOSTON APPLICATIONS

SECTION I - APPLICATIONS SUBJECT TO
NEWSPAPER NOTICE ONLY

Application

Comment Period Ending Date

NONE

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

Application

Comment Period Ending Date

NONE

SECTION III - APPLICATIONS SUBJECT TO
FEDERAL REGISTER NOTICE ONLY

Application

Comment Period Ending Date

Bank of Boston Corporation,
Boston, Massachusetts; The
Bank of New York Company,
Inc., New York, New York;
The Chase Manhattan
Corporation, New York,
New York; Citicorp,
New York, New York; First
Union Corporation, Charlotte,
North Carolina; Fleet
Financial Group, Inc.,
Boston, Massachusetts; The
Governor and Company of The
Bank of Ireland, Dublin,
Ireland; The Royal Bank of
Scotland Group plc, Edinburgh,
Scotland; The Royal Bank of
Scotland plc, Edinburgh,
Scotland; Citizens Financial
Group, Inc., Providence,
Rhode Island; HSBC Holding
plc; London, England; HSBC
Holdings BV, Amsterdam,
Netherlands; HSBC Americas,
Inc., Buffalo, New York
- 4(C)(8) notification to
acquire an interest in Card
Alert Services, Inc.,
Arlington, Virginia and
thereby engage in data
processing activities

Federal Register

01-03-97

*Subject to CRA.

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

Application

NONE

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

<u>Institution</u>	<u>Examination Date</u>	<u>Rating**</u>
Merrill Merchants Bank 101 Main Street P.O. Box 925 Bangor, Maine 04402-0925 (207) 942-4800	08-12-96	"S"

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

FEDERAL RESERVE BANK OF NEW YORK

Comment Period
Ending Date

SECTION I

Applications Subject to Newspaper
Notice Only

None.

SECTION II

Applications Subject to Both
Newspaper and Federal Register Notice

None.

SECTION III

Nonbanking Applications
(subject to Federal Register Notice Only)

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

N/A

The Bank of New York Company, Inc., The Chase Manhattan Corp., and Citicorp, all of New York, New York, HSBC Holdings plc, London, England, HSBC Americas Inc., Buffalo, New York, and National Westminster Bank plc, London, England, to acquire indirectly through NYCE Corp., Woodcliffe Lake, New Jersey, 9.14 percent of the shares of Card Alert Services, Inc., Arlington, Virginia, a company engaged in providing debit card security services.

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 December 14, 1996

<u>NAME OF BANK</u>	<u>RATING</u>	<u>EXAMINATION DATE</u>
Bankers Trust Company 130 Liberty Street New York, New York 10006	Outstanding	May 28, 1996

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**

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

Newspaper comment period expires: 12/30/96

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

Susquehanna Bancshares, Inc., Lititz, PA to acquire Atcorp, Inc., Marlton, NJ and its wholly-owned subsidiary, Equity National Bank, Atco, NJ and to acquire Farmers Banc Corp, Millica Hill, NJ and its wholly-owned subsidiary Farmers National Bank, Mullica Hill, NJ, pursuant to Section 3(a)(3) of the Bank Holding Company Act.

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

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

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

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

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

NONE

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

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

*Subject to the twelve-day processing schedule under the revised Regulation Y.

FEDERAL RESERVE BANK OF PHILADELPHIA

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

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

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

FEDERAL RESERVE BANK OF PHILADELPHIA

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

The following institutions were examined for CRA. The 30-business day period the bank has to make the evaluation public has lapsed during the week ending December 13, 1996.

Identification of Ratings

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

Outstanding record of meeting community credit needs.

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

Satisfactory record of meeting community credit needs.

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

Needs to improve record of meeting community credit needs.

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

Substantial noncompliance in meeting community credit needs.

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

Bank/Location

Examination Date

CRA Rating

NONE

NONE

NONE

APPLICATIONS BULLETIN
(For the week ending December 14, 1996)

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

NONE

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

NONE

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

NONE

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

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

* - Subject to CRA

N - Newspaper Comment Period

F - Federal Register Comment Period

- Expected to End 30 Days from Date of Receipt

AVAILABILITY OF CRA PUBLIC EVALUATIONS
(December 13, 1996)

The following state member banks have been examined by the Federal Reserve Bank of Cleveland for compliance with The Community Reinvestment Act. A public evaluation document became available from the bank(s) listed below during the week ended December 13, 1996. If you are interested in obtaining a copy of an evaluation document, please contact the bank(s) directly.

There are four descriptive ratings for CRA:

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

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

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

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

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

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

Federal Reserve Bank of Richmond

Section I - Applications Subject to Newspaper
Notice Only

<u>Application</u>	<u>Comment Period Ending Date</u>
New Windsor Bancorp, Inc., New Windsor, Maryland, to become a bank holding company through the acquisition of 100% of the voting shares of The New Windsor State Bank, New Windsor, Maryland.*	12-17-96
The First Bank and Trust Company, Lebanon, Virginia, to establish a branch at 970 East Main Street, Lebanon, Virginia.*	12-30-96
F & M Bank-Northern Virginia, Fairfax, Virginia, to establish a branch at 7900 Sudley Road, Manassas, Virginia.*	1-6-97
Farmers Bank of Maryland, Annapolis, Maryland, to merge with First Virginia Bank-Central Maryland, Bel Air, Maryland.*	1-10-97
Crestar Bank, Vienna, Virginia, to merge with Citizens Bank of Maryland, Laurel, Maryland, and Citizens Bank of Washington, National Association, Washington, D. C.*	1-12-97

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

<u>Application</u>	<u>Comment Period Ending Date</u>
Carolina First Corporation, Greenville, South Carolina, to acquire shares of Internet Organizing Group, Inc., Roswell, Georgia, and thereby indirectly acquire Premier Savings Bank, F.S.B, Marietta, Georgia.	Not yet available.

Section III - Applications Subject to Federal Register Notice

Application

Comment Period Ending Date

None.

*Application is subject to CRA requirements.

2-(1)

Federal Reserve Bank of Richmond

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

Application

None.

Federal Reserve Bank of Richmond

Section V - Availability of CRA Public Evaluations

Week ending December 13, 1996

Definition of Ratings

Outstanding record of meeting community credit needs.

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

Satisfactory record of meeting community credit needs.

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

Needs to improve record of meeting community credit needs.

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

Substantial noncompliance in meeting community credit needs.

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

	<u>Examination</u> <u>Date</u>	<u>Rating</u>
Crestar Bank 919 East Main Street Richmond, VA 23219	5-20-96	Outstanding
Crestar Bank MD 7500 Wisconsin Avenue Bethesda, MD 20814-3570	8-26-96	Outstanding
The Middleburg Bank 111 West Washington Street		

Middleburg, Virginia 22117

9-23-96

Outstanding

The Bank of Charlotte County
Highway 40

Phenix, Virginia 23959-9703

9-23-96

Satisfactory

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending December 13, 1996

Section 1 - Applications Subject to Newspaper Notice Only

<u>Application</u>	<u>Comment Period Ending Date</u>
Compass Bank Jacksonville, Florida To establish a branch located at 14373 Beach Boulevard, Jacksonville, Florida, to be known as the San Pablo Branch.	Not yet available*

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

<u>Application</u>	<u>Comment Period Ending Date</u>
Alabama National BanCorporation Birmingham, Alabama Change in control notice by Mr. James Ransom McWane individually and as trustee of the McWane Trust to acquire an additional 4.73 percent of the outstanding shares of Alabama National BanCorporation, Birmingham, Alabama. Total ownership will equal 29.38 percent.	Not yet available*

Section 3 - Applications Subject to Federal Register Only

<u>Application</u>	<u>Comment Period Ending Date</u>
Regions Financial Corporation Birmingham, Alabama To acquire Florida First Bancorp, Inc., Panama City, Florida, and its subsidiary, Florida FirstBank, Panama City, Florida, and thereby engage in operating a savings association, pursuant to Section 225.25(b)(9) of Regulation Y and Section 4(c)(8) of the Bank Holding Company Act.	01-03-97

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

Application

None.

*Subject to provisions of the Community Reinvestment Act.

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending December 13, 1996

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.

Bank

CRA Rating

Examination
Date

None.

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending December 13, 1996

Recently Approved Applications

Approval Date

The Colonial BancGroup, Inc.
Montgomery, Alabama 36101

12-13-96

To merge with Jefferson Bancorp, Inc., Miami Beach, Florida, and thereby directly acquire its subsidiary, Jefferson Bank of Florida, Miami Beach, Florida, pursuant to Section 3(a)(5) of the Bank Holding Company Act.

ABC Bancorp
Moultrie, Georgia

12-13-96

To merge with M&F Financial Corporation, Donalsonville, Georgia, and thereby directly acquire its subsidiary, Merchants & Farmers Bank, Donalsonville, Georgia, pursuant to Section 3(a)(5) of the Bank Holding Company Act.

First American Corporation
Nashville, Tennessee

12-12-96

To merge with Hartsville Bancshares, Inc., Hartsville, Tennessee, and thereby directly acquire its subsidiary, CommunityFIRST Bank, Hartsville, Tennessee, pursuant to Section 3(a)(5) of the Bank Holding Company Act.

Federal Reserve Bank of Chicago

Section I - Applications Subject to Newspaper
Notice Only

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
Branch	Isabella Bank and Trust Mt. Pleasant, Michigan 1125 N. McEwan Street Clare, Michigan	NP - 12-19-96
Branch	Union Bank & Trust Company Evansville, Wisconsin 121 Fifth Avenue Belleville, Wisconsin	NP - 12-21-96
Branch	NBD Bank Detroit, Michigan 800 Ship Street St. Joseph, Michigan	NP - 12-21-96
3(a)(1) Notice	Lakeland Financial Corporation Round Lake Heights, Illinois Lakeland Community Bank Round Lake Heights, Illinois	NP - 12-31-96
Branch	First Bank & Trust of Evanston Evanston, Illinois 2925 Central Street Evanston, Illinois	NP - 1-13-97

NP - Newspaper

FR - Federal Register

* - Subject to Provisions of Community Reinvestment Act

** - Not available at this time

Federal Reserve Bank of Chicago

Section I - Applications Subject to Newspaper
Notice Only-cont'd

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
Branch	F&M Bank Portage County Park Ridge, Wisconsin 128 Highway 10 East Amherst, Wisconsin	NP - 12-31-96
BHC-OT	ABN AMRO Bank, N.V. Amsterdam, The Netherlands representative office in Minneapolis, Minnesota	NP - 12-24-96
Merger & Branch	Pullman Bank and Trust Company Chicago, Illinois Pullman Bank of Commerce & Industry Chicago, Illinois Branch at 6100 N. Northwest Highway Chicago, Illinois	NP - **

NP - Newspaper

FR - Federal Register

* - Subject to Provisions of Community Reinvestment Act

** - Not available at this time

Federal Reserve Bank of Chicago

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

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
3(a)(1)	AmeriMark Financial Corporation.* Oak Brook, Illinois Duco Bancshares, Inc. Villa Park, Illinois Bank of Illinois in DuPage Villa Park, Illinois	FR - 12-20-96 NP - 12-16-96
3(a)(1)	Barker Brothers, Inc.* Springfield, Illinois Middletown Bancorp, Inc. Middletown, Illinois Middletown State Bank Middletown, Illinois Latham Bancorp, Inc. Latham, Illinois State Bank of Latham Latham, Illinois	FR - 12-13-96 NP - 12-13-96
3(a)(1)	River Cities Bancshares, Inc.* Wisconsin Rapids, Wisconsin River Cities Bank (in organization) Wisconsin Rapids, Wisconsin	FR - 01-03-97 NP - 12-26-96
3(a)(3)	Security National Corporation* Sioux City, Iowa Security National Bank of South Dakota (in organization) Dakota Dunes, South Dakota	FR - 01-6-97 NP - **
3(a)(3)	Heartland Financial USA, Inc.* Dubuque, Iowa Cottage Grove State Bank Cottage Grove, Wisconsin	FR - ** NP - **

Federal Reserve Bank of Chicago

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

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
CoC-HC	MWA Bancorporation Estherville, Iowa By Greg J. Currell	FR - 12-03-96 NP - 12-13-96
3(a)(1)	Pineries Bankshares, Inc.* Stevens Point, Wisconsin Mattoon State Bank Mattoon, Wisconsin	FR - 12-19-96 NP - 12-15-96
CoC-HC	Community Central Bank Corporation Mount Clemens, Michigan By Willard G. Pierce	FR - 12-12-96 NP - 12-12-96
3(a)(1)	Bando McGlocklin Capital Corporation* Pewaukee, Wisconsin InvestorsBank Pewaukee, Wisconsin (in organization)	FR - 12-27-96 NP - 12-23-96
3(a)(1)	CH and JD Byrum, LLC* Indianapolis, Indiana American State Corporation Lawrenceburg, Indiana American State Bank Lawrenceburg, Indiana	FR - 12-27-96 NP - 12-2-96
3(a)(3)	Old Kent Financial Corporation* Grand Rapids, Michigan Old Kent Bank, National Association (in organization) Jonesville, Michigan	FR - 12-20-96 NP - **

Federal Reserve Bank of Chicago

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

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
3(a)(3)	Beaman Bancshares, Inc.* Beaman, Iowa Producers Savings Bank Green Mountain, Iowa	FR - 12-23-96 NP - 12-24-96
3(a)(3)	Panhandle Aviation, Inc.* Carinda, Iowa National Bank of Iowa Denison, Iowa	FR - 12-03-96 NP - 12-08-96
3(a)(1)	Mound City Financial Services, Inc.* Platteville, Wisconsin Mound City Bank Platteville, Wisconsin	FR - 12-06-96 NP - 12-05-96
3(a)(1)	Independent Bancorp., Limited* Little Chute, Wisconsin Bank of Little Chute Little Chute, Wisconsin	FR - 12-09-96 NP - 12-05-96
3(a)(5)	Associated Banc-Corp.* Green Bay, Wisconsin Centra Financial, Inc. West Allis, Wisconsin Central Bank West Allis, Wisconsin	FR - 12-20-96 NP - 12-16-96
3(a)(3)	Metrocorp, Inc.* East Moline, Illinois Metrobank-Illinois, National Association East Moline, Illinois (in organization)	FR - 11-04-96 NP - 11-04-96

Federal Reserve Bank of Chicago

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

<u>Type</u>	<u>Application</u>	<u>Comment Period</u> <u>Ending Date</u>
4(c)(8)	AmeriMark Financial Corporation Oak Brook, Illinois Banill Corporation Villa Park, Illinois	FR - 12-20-96
4(c)(8)	Heartland Financial USA, Inc. Dubuque, Iowa Tri-State Community Credit Corp. Dubuque, Iowa	FR - 12-13-96
4(c)(8)	Bando McGlocklin Capital Corporation Pewaukee, Wisconsin Bando McGlocklin Investment Corporation Pewaukee, Wisconsin Bando McGlocklin Small Business Lending Company Pewaukee, Wisconsin	FR - 12-27-96

Federal Reserve Bank of Chicago

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

<u>Type</u>	<u>Application</u>
ROS	HPK Financial Corporation Chicago, Illinois to redeem 46,923 shares of stock

Federal Reserve Bank of Chicago

Section V - Availability of CRA Public Evaluations

The following state member banks have been examined by the Federal Reserve Bank of Chicago for compliance with the CRA. The 30-business day period the bank has to make the evaluation public has lapsed during the week ending December 13, 1996. If you are interested in obtaining a copy of the evaluation document, please contact the bank(s) directly.

Identification of Ratings

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

BANK NAME/LOCATION
EXAMINATION DATE

RATING

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

8/07/96

S

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

8/19/9

S

Federal Reserve Bank of St. Louis

FOR THE WEEK ENDING DECEMBER 13, 1996

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE

Application

End of Comment Period

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

12-25-96

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

Application

End of Comment Period

* Section 3(a)(3) application by Mercantile Bancorporation Inc., St. Louis, Missouri, to acquire Mark Twain Bancshares, Inc., St. Louis, Missouri.

Newspaper: 1-8-97

* Section 3(a)(3) application by Mid-Missouri Bancshares, Inc., Nevada, Missouri, to acquire Continental Security Bancshares, Inc., Springfield, Missouri.

Newspaper: 1-10-97

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE

Application

End of Comment Period

None.

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

Application

End of Comment Period

None.

* This application/notification is subject to CRA.

FEDERAL RESERVE BANK OF MINNEAPOLIS
Section I - Applications Subject to
Newspaper Notice Only

Application

Comment Period
Ending Date

NONE.

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

Application

Comment Period
Ending Date

NONE.

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

Application

Comment Period
Ending Date

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

Not yet available

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

Application

JS Investments, Limited Partnership, Billings, Montana,
Nbar5, Limited Partnership, Ranchester, Wyoming, and
First Interstate BancSystem of Montana, Inc., Billings,
Montana for prior approval to acquire 100% of the
voting shares of the Mountain Bank, Whitefish, Montana.

FEDERAL RESERVE BANK OF MINNEAPOLIS
Section V - Availability of
CRA Public Evaluations
week ending December 13, 1996

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.

<u>BANK(S) EXAMINED</u>	<u>DATE OF EXAMINATION</u>	<u>CRA RATING</u>
Grand Marais State Bank P.O. Box 100 Grand Marais, MN 55604-0100 (218) 387-1658	August 20, 1996	Satisfactory

Federal Reserve Bank of Kansas City

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

APPLICATION

COMMENT PERIOD ENDING DATE

None.

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

APPLICATION

COMMENT PERIOD ENDING DATE

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

December 27, 1996

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

December 27, 1996

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

January 11, 1997

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

APPLICATION

COMMENT PERIOD ENDING DATE

None.

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

APPLICATION

None.

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

Identification of Ratings

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

Outstanding record of meeting community credit needs

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

Satisfactory record of meeting community credit needs

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

Needs to improve record of meeting community credit needs

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

Substantial noncompliance in meeting community credit needs

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

<u>Bank/Location</u>	<u>Exam Date</u>	<u>CRA Public Date</u>	<u>CRA Rating</u>
First State Bank of Taos P.O. Box 797 Taos, New Mexico 87571-0797	08/26/96	12/11/96	Satisfactory
The Bank of Versailles P.O. Box 29 Versailles, Missouri 65084-0029	09/09/96	12/12/96	Satisfactory
Platte Valley State Bank & Trust P.O. Box 430 Kearney, Nebraska 68848-0430	09/09/96	12/12/96	Outstanding

*Application is subject to CRA.

FEDERAL RESERVE BANK OF DALLAS APPLICATIONS BULLETIN

APPLICATIONS AND NOTIFICATIONS FILED DURING THE WEEK OF DECEMBER 9, 1996

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER
NOTICE ONLY

APPLICATION

NOTICE EXP

None.

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

APPLICATION

** NOTICE EXP

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

97/01/05

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

97/01/05

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

96/12/21

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

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

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER
NOTICE ONLY

APPLICATION

NOTICE EXP

None.

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

APPLICATION

None.

* SUBJECT TO CRA.
** EXPIRATION DATE IS THE DATE SPECIFIED IN THE NEWSPAPER NOTICE ONLY.
N/A - NOT AVAILABLE AT THIS TIME.

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS
FOR THE WEEK OF DECEMBER 9, 1996

Outstanding record of meeting community credit needs.

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

Satisfactory record of meeting community credit needs.

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

Needs to Improve record of meeting community credit needs.

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

Substantial Noncompliance in meeting community credit needs.

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

<u>Bank</u>	<u>Date of Examination</u>	<u>CRA Rating</u>
None.		

FEDERAL RESERVE BANK OF DALLAS APPLICATIONS BULLETIN

APPLICATIONS AND NOTIFICATIONS APPROVED DURING THE WEEK OF DECEMBER 9, 1996

<u>APPLICATION</u>	<u>DATE</u>
Section 3(a)(1) application by FNB Company, Livingston, TX, to acquire FNB Company of Delaware, Wilmington, DE, and The First National Bank of Livingston, Livingston, TX	96/12/13
Section 3(a)(1) application by FNB Company of Delaware, Wilmington, DE, to acquire The First National Bank of Livingston, Livingston, TX	96/12/13
Change in Control Notice by James R. Bruton, De Leon, TX, to acquire an interest in F & M Bancshares, Inc., De Leon, TX	96/12/13
Change in Control Notice by J. David Williams and Brian J. Pohlmeier, Plainview, TX, to acquire an interest in HaleCo Bancshares, Inc., Plainview, TX	96/12/13

FEDERAL RESERVE BANK OF SAN FRANCISCO

Week ending 12/13/96

Section I - Applications Subject to Newspaper Notice Only

<u>Application</u>	<u>Comment Period Ending Date</u>
None	

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

Bank of Whitman Employee Stock Ownership Plan, Colfax, Washington, to become a bank holding company by acquiring 30 percent of Whitman Bancorporation, Inc., Colfax, Washington. *	<u>Newspaper:</u> 1/04/97
	<u>Fed. Reg.:</u> 1/10/97
Basswood Financial Partners, L.P., Paramus, New Jersey; Basswood International Fund, Inc., Hamilton, Bermuda; and 1994 Garden State Trust, Paramus, New Jersey, to acquire up to 14.9 percent of SC Bancorp, Anaheim, California. *	<u>Newspaper:</u> Not available
	<u>Fed. Reg.:</u> Not available

Section III - Applications Subject to Federal Register Only

None

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

None

* Subject to CRA.

FEDERAL RESERVE BANK OF SAN FRANCISCO

Week ending 12/13/96

Section V - Availability of CRA Public Evaluations

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

<u>Institution</u>	<u>Location</u>	<u>Examination Date</u>	<u>Rating*</u>
None			

*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.