
Federal Reserve Release



H.2

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

No. 47

Week Ending November 22, 2003

Testimony And Statements

U.S. Tax Shelter Industry: The Role of Accountants, Lawyers, and Financial Professionals -- statement by Richard Spillenkothen, Director, Division of Banking Supervision and Regulation, before the Senate Permanent Subcommittee on Investigations.
- Published, November 20, 2003

Bank Holding Companies

The PNC Financial Services Group, Inc., Pittsburgh, Pennsylvania, and PNC Bancorp, Inc. -- to acquire United National Bancorp, Bridgewater, New Jersey, and thereby acquire its wholly owned subsidiary bank, UnitedTrust Bank.
- Approved, November 19, 2003

Shinhan Financial Group Co., Ltd., Seoul, Korea -- to become a bank holding company through the acquisition of shares of Chohung Bank and the indirect acquisition of CHB America Bank, New York, New York.
- Approved, November 19, 2003

Financial Holding Companies

Den norske Bank ASA, Oslo, Norway, and DnB Holding ASA -- elections to be treated as financial holding companies.
- Effective, November 20, 2003

Enforcement

Mellon Bank, N.A., Pittsburgh, Pennsylvania -- issuance of a final decision and order of prohibition against Garfield C. Brown, Jr., a former employee.
- Approved, November 20, 2003

BS&R Banking Supervision and Regulation
C&CA Consumer and Community Affairs
FOMC Federal Open Market Committee

RBOPS Reserve Bank Operations and Payment Systems
IF International Finance
OSDM Office of Staff Director for Management

Bank Branches, Domestic

Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at 877 Military Cutoff Road, Wilmington, North Carolina.
- Approved, November 18, 2003

Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at the west side of Highway 181, 1/5 mile north of Interstate 10, Daphne.
- Approved, November 18, 2003

Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at the southwest corner of Debbie Lane and Highway 287, Mansfield, Texas.
- Approved, November 21, 2003

Atlanta

SouthTrust Bank, Birmingham, Alabama -- to establish a branch at 7323 Park Boulevard, Pinellas Park, Florida.
- Approved, November 18, 2003

Minneapolis

State Bank of La Crosse, La Crosse, Wisconsin -- to establish a branch at 108 West 82nd Street, Marshfield.
- Approved, November 18, 2003

Secretary

SunTrust Bank, Atlanta, Georgia -- to establish branches at 4166 Buford Highway; 1760 East-West Connector, Smyrna; and 4105 Old Milton Parkway, Alpharetta.
- Approved, November 18, 2003

Atlanta

Tennessee State Bank, Pigeon Forge, Tennessee -- to establish a branch at 939 Dolly Parton Parkway, Sevierville.
- Approved, November 20, 2003

Bank Branches, Domestic

Dallas

TexasBank, Fort Worth, Texas -- to establish a branch at 2200 West Southlake Boulevard, Southlake.

- Approved, November 19, 2003

Bank Holding Companies

St. Louis

CB Bancorp, Inc., Conway, Arkansas -- to engage in brokerage services through the acquisition of Community Financial Group, Inc., Cabot, and its subsidiary, Community Financial Solutions.

- Approved, November 21, 2003

Atlanta

CNLBancshares, Inc., Orlando, Florida -- commitment waiver request.

- Withdrawn, November 19, 2003

Dallas

First Community Capital Corporation, Houston, Texas, and First Community Capital Corporation of Delaware, Inc., Wilmington, Delaware -- to acquire Grimes County Capital Corporation, Houston, Texas, and indirectly acquire Community State Bank.

- Approved, November 19, 2003

Atlanta

Floridian Community Holdings, Inc., Davie, Florida -- to become a bank holding company through the acquisition of Floridian Community Bank, Inc.

- Withdrawn, November 18, 2003

Atlanta

FNBG Bancshares, Inc., Duluth, Georgia -- to become a bank holding company through the acquisition of First National Bank of Gwinnett.

- Approved, November 21, 2003

St. Louis

Freedom Bancshares of Southern Missouri, Inc., Cassville, Missouri -- to become a bank holding company through the acquisition of Freedom Bank of Southern Missouri.

- Approved, November 18, 2003

Bank Holding Companies

St. Louis

Home Bancshares, Inc., Conway, Arkansas, and TCBancorp, Inc., North Little Rock -- to acquire shares of CB Bancorp, Inc., Conway, and indirectly acquire Community Financial Group, Inc., Cabot, and its subsidiary, Community Bank; and for CB Bancorp, Inc. to become a bank holding company through the acquisition of Community Financial Group, Inc. and its subsidiary, Community Bank.

- Approved, November 21, 2003

San Francisco

Humboldt Bancorp, Roseville, California -- to merge with California Independent Bancorp, Yuba City, and thereby acquire Feather River State Bank.

- Approved, November 18, 2003

Chicago

Northern States Financial Corporation, Waukegan, Illinois -- to acquire Round Lake Bankcorp, Inc., Round Lake, and thereby acquire First State Bank of Round Lake, Round Lake Beach.

- Approved, November 18, 2003

Chicago

Northern Trust Corporation, Chicago, Illinois -- to engage indirectly through Northern Trust Global Advisors, Inc., Stamford, Connecticut, in serving as an investment advisor.

- Withdrawn, November 21, 2003

Director, BS&R

Sumitomo Mitsui Banking Corporation, Tokyo, Japan -- relief from certain commitments.

- Granted, November 21, 2003

Bank Mergers

Secretary

The Bank of Commerce, Wetumka, Oklahoma -- to merge with Weleetka State Bank, Weleetka, and operate a branch at the existing location.

- Approved, November 18, 2003

Bank Mergers

Cleveland

Sky Bank, Salineville, Ohio -- to merge with Great Lakes Bank, Mentor.
- Approved, November 20, 2003

Banks, Foreign

Secretary

SAS Rue la Boetie, Paris, France, and Credit Agricole S.A. -- commenter's request to extend the comment period on the application to retain certain U.S. subsidiaries of Credit Lyonnais.
- Denied, November 18, 2003

Banks, State Member

St. Louis

The Missouri Bank, Warrenton, Missouri -- to expand its banking powers by exercising limited trust powers as trustee on a municipal bond issue.
- Approved, November 20, 2003

Change In Bank Control

Kansas City

First Medicine Lodge Bancshares, Inc., Overland Park, Kansas -- change in bank control.
- Permitted, November 17, 2003

St. Louis

Texico Bancshares Corporation, Texico, Illinois. -- change in bank control.
- Withdrawn, November 21, 2003

Competitive Factors Reports

Secretary

Atlantic Bank of New York, New York, New York -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of a branch of Allied Irish Banks, p.l.c.
- Submitted, November 12, 2003 (AC)

Competitive Factors Reports

Atlanta

Crews Banking Corporation, Wauchula, Florida -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of Englewood Bank, Englewood.
- Submitted, November 12, 2003 (AC)

Chicago

First Financial Bank, National Association, Terre Haute, Indiana -- report on competitive factors of the proposed merger with First Citizens State Bank, Newport; First Parke State Bank, Rockville; First State Bank, Brazil; First Farmers State Bank, Sullivan; First Crawford State Bank, Robinson, Illinois; First Community Bank, National Association, Olney; and First National Bank of Marshall, Marshall.
- Submitted, November 20, 2003

Philadelphia

The First National Bank of Berwick, Berwick, Pennsylvania -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Danville branch of First Federal Bank, Hazleton.
- Submitted, November 18, 2003

San Francisco

Humboldt Bank, Eureka, California -- report on competitive factors of the proposed merger with Feather River State Bank, Yuba City.
- Submitted, November 18, 2003

San Francisco

Mid-Peninsula Bank, Palo Alto, California -- report on competitive factors of the proposed merger with Bank of Santa Clara, Bay Area Bank, San Jose National Bank, Bay Bank of Commerce, Golden Gate Bank, Bank of Petaluma, Cupertino National Bank, Mt. Diablo National Bank, Peninsula Bank of Commerce, and Coast Commercial Bank, all in California.
- Submitted, November 18, 2003

Atlanta

PeoplesTrust Bank, Hamilton, Alabama -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of the branch of Community Spirit Bank, Red Bay, at 34888 Highway 43 South, Hackleburg.
- Submitted, November 12, 2003 (AC)

Competitive Factors Reports

Kansas City

The Plainville State Bank, Plainville, Kansas -- report on competitive factors of the proposed merger with Farmers National Bank, Lincoln.

- Submitted, November 21, 2003

Kansas City

The Plainville State Bank, Plainville, Kansas -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of Beverly State Bank, Beverly.

- Submitted, November 21, 2003

Chicago

State Bank, Worthington, Iowa -- report on competitive factors of the proposed merger with Worthington Bancorporation.

- Submitted, November 20, 2003

New York

Westport National Bank, Westport, Connecticut -- report on competitive factors of the proposed merger with Westport National Bank.

- Submitted, November 19, 2003

Extensions Of Time

Kansas City

Citizens Bancshares, Inc., ESOP, Edmond, Oklahoma -- extension to February 19, 2004, to acquire shares of Citizens Bancshares, Inc., and thereby acquire Citizens Bank of Edmond.

- Granted, November 20, 2003

Chicago

Oswego Community Bank Employees Stock Ownership Plan, Oswego, Illinois -- extension to February 22, 2004, to increase its ownership of Oswego Bancshares, Inc., and thereby acquire Oswego Community Bank.

- Granted, November 18, 2003

Extensions Of Time

Dallas

Rio Financial Services, Inc., McAllen, Texas, and Rio Delaware Corporation, Wilmington, Delaware -- extension to January 30, 2004, to become bank holding companies through the acquisition of Rio Bank, McAllen.
- Granted, November 19, 2003

Financial Holding Companies

Director, BS&R

HBOS Treasury Services plc, London, United Kingdom -- election to be treated as a financial holding company effective as of the date it establishes its New York branch.
- Effective, November 18, 2003

Secretary

The Northern Trust Company, Chicago, Illinois -- election to become a financial holding company.
- Effective, November 20, 2003

Membership

Secretary

1st United Bank, North Palm Beach, Florida -- to become a member of the Federal Reserve System.
- Approved, November 21, 2003

Cleveland

Great Lakes Bank, Mentor, Ohio -- to become a member of the Federal Reserve System on changing its name to Sky Bank and moving its headquarters to Salineville.
- Approved, November 20, 2003

Atlanta

Marco Community Bank, Marco Island, Florida -- to become a member of the Federal Reserve System.
- Approved, November 21, 2003

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, November 22, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Kenneth R. Lehman and Joan Abercrombie Lehman – to acquire up to 25% of the outstanding shares of the common stock of Service Bancorp, Inc., Medway, Massachusetts	Newspaper – 12/04/2003 Fed Reg – 12/04/2003
3(a)(3) & 3(a)(5)*	Bank of America Corporation, Charlotte, North Carolina – application to acquire FleetBoston Financial Corporation, Boston, Massachusetts	Newspaper – 12/19/2003 Fed Reg – 12/15/2003
3(a)(3)*	FleetBoston Financial Corporation, Boston, Massachusetts – to acquire up to 19.9% of the outstanding shares of Bank of America Corporation, Charlotte, North Carolina	Newspaper – 12/19/2003 Fed Reg – 12/15/2003

*Comments should be directed to: A. Linwood Gill, III, Vice President, Federal Reserve Bank of Richmond, P.O. Box 27622, Richmond, Virginia 23261, Phone # 804-697-8237.

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
None	

Section V – 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

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for Quarter of

<i>Institution</i>	<i>Location</i>
None	

District 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, November 22, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Barry M. Snyder to acquire shares of Great Lake Bancorp, Inc., Buffalo, New York.	Newspaper – 11/24/2003 Fed Reg 11/28/2003

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4C8	Bayerische Hypo_und Vereinsbank AG, Munich, Germany and Munchener Ruckversicherungs-Gesellschaft AG, Munich, Germany, to engage in the following activities through their non-controlling investment (currently 7.258%) in Identrus, LLC, a Delaware limited liability company, following the acquisition by Identrus of eFinance Corporation, San Francisco, California.	Fed Reg – 12/09/2003

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

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					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for First Quarter of 2004

<i>Institution</i>	<i>Location</i>
Chemung Canal Trust Company	One Chemung Canal Plaza, P.O. Box 1522, Elmira, New York 14902

The inclusion on the list of institutions that are scheduled to undergo CRA examinations in the next calendar quarter is not determinative of whether the institution will be examined in that quarter. Reserve Banks may need to defer a planned examination or conduct an unforeseen examination because of scheduling difficulties or other circumstances.

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, November 22, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	
None		

Section V – 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.

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SN = Substantial noncompliance

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

<i>RSSD</i>		<i>Examination</i>	<i>CRA</i>	<i>CRA</i>	<i>Exam type</i>	
<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for 1st Quarter of 2004

<i>Institution</i>	<i>Location</i>
Premier Bank	Doylestown, PA
American Bank	Allentown, PA

District 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, November 22, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Application by Savings Bank & Trust, Wadsworth, Ohio, to establish a branch at 3333 Massillon Road, Green, Ohio.	Newspaper - 11/07/2003
Branch	Application by Western Reserve Bank, Medina, Ohio, to establish a branch at 8747 Brecksville Road, Brecksville, Ohio.	Newspaper - 11/17/2003

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	PSB Holdings, Inc., New Matamoras, Ohio, proposes to become a bank holding company through the acquisition of The Peoples Savings Bank, New Matamoras, Ohio.	Newspaper - 12/04/2003 Fed Reg - 12/01/2003

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
None	

Section V – 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.

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
2190521	ShoreBank, Cleveland 540 East 105 th Street Cleveland, Ohio 44108	08/25/2003	11/18/2003	O	X	

Section VI – CRA examinations scheduled for Quarter of

<i>Institution</i>	<i>Location</i>
None	

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, November 22, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Frederick County Bank, Frederick, Maryland, to establish a branch at 200 Commerce Drive, Walkersville, Maryland.*	Newspaper – 12/01/2003

*Subject to the provisions of the Community Reinvestment Act.

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	Bank of America Corporation, Charlotte, North Carolina, to acquire up to 19.9% of the voting shares of FleetBoston Financial Corporation, Boston, Massachusetts.*	Fed Reg – 12/15/2003 Newspaper – 12/19/2003
3(a)(5)	Bank of America Corporation, Charlotte, North Carolina, to merge with FleetBoston Financial Corporation, Boston, Massachusetts.*	Fed Reg – 12/15/2003 Newspaper – 12/19/2003

*Subject to the provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
None	

Section V – 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.

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<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
2742153	First Capital Bank 4101 Dominion Boulevard Glen Allen, Virginia 23060	09/02/2003	11/21/2003	S		X
2705121	Potomac Bank of Virginia 9910 Main Street Fairfax, Virginia 22031	09/08/2003	11/21/2003	S		X

Section VI – CRA examinations scheduled for Quarter of

Institution *Location*

None

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, November 22, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 1522 Cape Coral Parkway West, Cape Coral, Florida, to be known as the Chiquita Branch.*	Newspaper-11/28/2003

*Subject to provisions of the Community Reinvestment Act

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	Alabama National Bancorporation, Birmingham, Alabama, to merge with Cypress Bankshares, Inc., and thereby acquire its subsidiary, Cypress Bank, both of Palm Coast, Florida.*	Newspaper-12/08/2003 Fed Reg-12/05/2003
3(a)(3)	Citizens Banking Corporation, Frostproof, Florida, to acquire 12.63 percent of the outstanding shares of American Banking Corporation, Lake Wales, Florida.*	Newspaper-N/Avail Fed Reg-N/Avail
3(a)(3)	Crews Banking Corporation, Wauchula, Florida, to merge with DeSoto Banking Corp., and thereby acquire its subsidiary, The First State Bank of Arcadia, both of Arcadia, Florida.*	Newspaper-11/17/2003 Fed Reg-11/17/2003
3(a)(5)	Crews Banking Corporation, Wauchula, Florida, to acquire 100 percent of the outstanding shares of Englewood Acquisition Bank, Englewood, Florida, changing its name to Englewood Bank upon consummation.*	Newspaper-11/17/2003 Fed Reg-11/17/2003
CIC	Phenix-Girard Bancshares, Inc., Phenix City, Alabama, after-the-fact notification filed by the John M. Dudley, Sr. Irrevocable Family Trust, John M. Dudley, Jr., and Leslie Green, as trustees, to retain 99.99 percent of the outstanding shares of Phenix-Girard Bancshares, Inc., and its subsidiary, Phenix-Girard Bank, both of Phenix City, Alabama.	Newspaper-N/Avail Fed Reg-12/10/2003
3(a)(1)	Sterling BancGroup, Inc., Lantana, Florida, to acquire Sterling Bank, F.S.B., Lantana, Florida.*	Newspaper-12/04/2003 Fed Reg-N/Avail

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	Synovus Financial Corp., Columbus, Georgia, to merge with Peoples Florida Banking Corporation, and thereby acquire Peoples Bank, both of Palm Harbor, Florida.*	Newspaper-N/Avail Fed Reg-11/24/2003
3(a)(3)	Synovus Financial Corp., Columbus, Georgia, to acquire 100 percent of the outstanding shares of Synovus Bank of Jacksonville, Florida (in organization).*	Newspaper-N/Avail Fed Reg-N/Avail

*Subject to provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
COM	PSB BancGroup, Inc., Lake City, Florida, commitment waiver request.
COM	Vision Bancshares, Inc., Gulf Shores, Alabama, commitment waiver request.

Section V – 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.

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S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
817833	SouthTrust Bank 420 North 20 th Street Birmingham, Alabama 35203 (334) 254-5000	05/05/2003	11/19/2003	S	X	

Section VI – CRA examinations scheduled for

Quarter of

<i>Institution</i>	<i>Location</i>
None	

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, November 22, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Sand Ridge Bank, Highland, Indiana, to establish a branch facility to be located at the northwest corner of County Road 350 South and Concord Road, Lafayette, Indiana.*	Newspaper – 11/19/2003

* Subject to the provisions of the Community Reinvestment Act

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Notice by Floyd H. Garrott, Battle Ground, Indiana, individually and as trustee of the John F. Garrott Trust, to retain 34.8 percent of the voting shares of The Farmers State Bank, Brookston, Indiana.	Fed Reg – 12/10/2003 Newspaper – 12/07/2003
CIC	Notice by the Norman Wirkler, Carbondale, Colorado, to control 33.90 percent and by the Wirkler Family (Norman Wirkler, Carbondale, CO; Mary Wirkler, Colorado Springs, CO; Helen Wirkler, Dallas, TX; and Loma Mowat, Burr Ridge, IL) to gain control of 39.52 percent of Garnavillo Bank Corporation, Garnavillo, Iowa and thereby indirectly gain control of Garnavillo Savings Bank, Garnavillo, Iowa.	Fed Reg – N/Avail Newspaper – N/Avail
CIC	Notice by Randall E. Vail, Lake Mills, Wisconsin, to increase his ownership above 25 percent of The Greenwood's Bancorporation, Inc., Lake Mills, Wisconsin, and thereby indirectly acquire The Greenwood's State Bank, Lake Mills, Wisconsin.	Fed Reg – 12/04/2003 Newspaper – N/Avail
3(a)(1)	Main Street Bancorp, Inc., Northville, Michigan, to become a bank holding company by acquiring 100 percent of the voting shares of Main Street Bank (in organization), Northville, Michigan.*	Fed Reg – 12/19/2003 Newspaper – 12/15/2003

Section II – Applications subject to both newspaper and Federal Register notice

CIC	Notice by Raymond Abel, Mediapolis, Iowa, to retain control of 25.62% of Mediapolis Bancorporation, Mediapolis, Iowa, and thereby indirectly acquire Mediapolis Savings Bank; notice by the Aspelmeier Family (Kenneth and Shirley Aspelmeier of Mediapolis, Iowa, and their children Lynne McBride of Waterloo, Iowa, and David Aspelmeier and his children Cade and Samuel all of West Branch, Iowa) to retain control of 29.28% Mediapolis Bancorporation, Mediapolis, Iowa, and thereby indirectly acquire Mediapolis Savings Bank. In addition, notice by Kenneth Aspelmeier to individually control 25.62% of Mediapolis Bancorporation with his wife, Shirley, and notice by the Schmidgall Family (Donald and Carol Schmidgall, Hartzell and Marian Schmidgall, Jon and Julie Schmidgall, Ronald and Jane Schmidgall all of Mediapolis, Iowa) to retain control of 27.96% of Mediapolis Bancorporation, Mediapolis, Iowa, and thereby indirectly acquire Mediapolis Savings Bank.	Fed Reg – 12/04/2003 Newspaper – 12/03/2003
3(a)(1)	Valley Financial Group, Ltd., Saginaw, Michigan, to become a bank holding company through the acquisition of 100 percent of the voting shares of 1st State Bank (in organization), Saginaw, Michigan. *	Fed Reg – N/Avail Newspaper – N/Avail
CIC	Notice by J P Family Limited Partnership, to acquire 34.79 percent of the voting shares of Will Bancorp, Inc., Williamsville, Illinois, and thereby indirectly acquire Williamsville State Bank and Trust, Williamsville, Illinois.	Fed Reg – N/Avail Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
None	

Section V – 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

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
667832	State Bank of Arthur 411 S. Vine Street Arthur, Illinois 61911 (217) 543-2111	06/23/2003	11/18/2003	S		X
2687133	Premier Bank 1975 John F. Kennedy Drive Dubuque, Iowa 52004 (563) 588-1000	07/21/2003	11/17/2003	S		X

Section VI – CRA examinations scheduled for

Quarter of

<i>Institution</i>	<i>Location</i>
None	

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, November 22, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Arvest Bank, Fayetteville, Arkansas, to establish a branch facility to be located at 1900 South Douglas Boulevard, Midwest City, Oklahoma.*	Newspaper – 11/28/2003

* Subject to the provisions of the Community Reinvestment Act

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Notice by Wafik William Malek, Manchester, Missouri, to retain control of Gateway Bancshares, Inc., St. Louis, Missouri. (Previously submitted during the week ending September 13, 2003.)	Newspaper – 09/30/2003 Fed Reg – 12/09/2003

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Other	Simmons First Bank of Russellville, Russellville, Arkansas, to reduce its permanent capital.	

Section V – 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.

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NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for Quarter of

<i>Institution</i>	<i>Location</i>
None	

District 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, November 22, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	First American Bank & Trust, Madison, South Dakota, proposes to establish a branch at 832 St. Joseph Street, Rapid City, South Dakota.	Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Michael Dennis Watters, Lakeville, Minnesota, to gain control of Provincial Corp., Lakeville, Minnesota, and thereby indirectly gain control of Provincial Bank, Lakeville, Minnesota.	Fed Reg – 11/17/2003 Newspaper – 11/23/2003
CIC	Change in control notice by Kent Evans Nyberg as trustee Grand Rapids, Minnesota to acquire control of First National, Agency Company of Deer River, Deer River, Minnesota, and thereby indirectly acquire control of First National Bank of Deer River, Deer River, Minnesota.	Fed Reg – 12/10/2003 Newspaper – N/Avail
3(a)(1)	Gateway Bancorporation, Minneapolis, Minnesota, to become a bank holding company by acquiring 100 percent of Gateway Bank, Mendota Heights, Minnesota, a de novo bank.	Fed Reg – 12/19/2003 Newspaper – N/Avail

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
None	

Section V – 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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SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for **Quarter of**

<i>Institution</i>	<i>Location</i>
None	

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, November 22, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Pinnacle Bank, Papillion, Nebraska, to establish a branch at 20304 Veterans Drive, Elkhorn, Nebraska.	Newspaper - 11/22/2003

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Thunder Bancorp, Inc., Sylvan Grove, Kansas, to become a bank holding company through the acquisition of 100 percent of the voting shares of Beverly State Bank, Beverly, Kansas (to be renamed Thunder Bank, Sylvan Grove, Kansas).	Newspaper - 12/06/2003 Fed Reg - 12/19/2003
4(c)(8)	Thunder Bancorp, Inc., Sylvan Grove, Kansas, to engage in insurance activities through the acquisition of Sylvan Agency, Inc., Sylvan Grove, Kansas.	Newspaper - 12/06/2003 Fed Reg - 12/19/2003

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
Membership	Beverly State Bank, Beverly, Kansas (to be renamed Thunder Bank, Sylvan Grove, Kansas), to become a member of the Federal Reserve System.

Section V – 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.

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

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SN = Substantial noncompliance

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

<i>RSSD</i>		<i>Examination</i>	<i>CRA</i>	<i>CRA</i>	<i>Exam type</i>	
<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for Quarter of

<i>Institution</i>	<i>Location</i>
None	

District 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, November 22, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Citizens Bank, Slaton, TX, to establish a branch at 6602 Quaker Avenue, Lubbock, TX 79414*	Newspaper – 12/05/2003

* Subject to the provisions of the Community Reinvestment Act

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	DCB Financial Corporation, Dallas, TX, and DCB Delaware Financial Corporation, Wilmington, DE, to acquire Dallas City Bank, Dallas, TX (de novo)* (previously reported the week ending November 15, 2003)	Fed Reg – 12/15/2003 Newspaper – 12/07/2003
3(a)(1)	DCB Delaware Financial Corporation, Wilmington, DE, to acquire Dallas City Bank, Dallas, TX (de novo)* (previously reported the week ending November 15, 2003)	Fed Reg – 12/15/2003 Newspaper – 12/07/2003
3(a)(1)	Professional Capital, Inc., Dallas, TX, and Professional Capital of Delaware, Inc., Wilmington, DE, to acquire Professional Bank, NA, Dallas, TX (de novo)* (previously reported the week ending November 15, 2003)	Fed Reg – 12/15/2003 Newspaper – 12/14/2003
3(a)(1)	Professional Capital of Delaware, Inc., Wilmington, DE, to acquire Professional Bank, NA, Dallas, TX (de novo)* (previously reported the week ending November 15, 2003)	Fed Reg – 12/15/2003 Newspaper – 12/14/2003

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
None	

Section V – 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.

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SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for Quarter of

<i>Institution</i>	<i>Location</i>
None	

District 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, November 22, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18C & Branch	North Valley Bank, Redding, California, to merge with Six Rivers Bank, Eureka, California, and to acquire eight Northern California branch offices of Six Rivers Bank.*	Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

Section II – Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	Five Star Bancorp, Rocklin, California, to acquire 100 percent of Five Star Bank Natomas, Sacramento, California, a state nonmember bank in organization.*	Newspaper – N/Avail Fed Reg – 12/15/2003

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None		

Section IV – Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>
MIRA	Castle Creek Capital LLC, Rancho Santa Fe, California, for John M. Eggemeyer to form a director/management interlock with TCF Financial Corporation, Wayzata, Minnesota.

Section V – 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.

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<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for Quarter of

<i>Institution</i>	<i>Location</i>
None	
