
Federal Reserve Release



H.2

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

No. 14

Week Ending April 3, 2004

BS&R	Banking Supervision and Regulation	RBOPS	Reserve Bank Operations and Payment Systems
C&CA	Consumer and Community Affairs	IF	International Finance
FOMC	Federal Open Market Committee	OSDM	Office of Staff Director for Management

Bank Branches, Domestic

Atlanta

AmSouth Bank, Birmingham, Alabama -- to establish a branch at 1567 Main Street, Sarasota, Florida.

- Approved, March 29, 2004

Atlanta

AmSouth Bank, Birmingham, Alabama -- to establish branches at 2405 West Swann Avenue, Tampa, Florida; 1735 East Nine Mile Road, Pensacola; and 2559 Bert Kouns Industrial Loop, Shreveport, Louisiana.

- Approved, March 30, 2004

Kansas City

Bank of Colorado, Fort Collins, Colorado -- to establish a branch within one-half mile of County Road 74 and Highway 85, Eaton.

- Approved, April 2, 2004

Richmond

Congressional Bank, Potomac, Maryland -- to establish a courier service to pick up noncash deposits from business customers at various locations in Rockville, Montgomery County, and the District of Columbia.

- Approved, April 2, 2004

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at 380 East Main Street, Hendersonville, Tennessee.

- Approved, March 31, 2004

Cleveland

Fifth Third Bank, Grand Rapids, Michigan -- to establish branches at 799 Central Avenue, Highland Park, Illinois; 240-242 Skokie Boulevard, Northbrook; 1311 Ridgeland Avenue, Naperville; 1582 North Rand Road, Palatine; 900 West Armitage Avenue, Chicago; and 5645 North Main Street, Mishawaka, Indiana.

- Approved, March 31, 2004

Bank Branches, Domestic

Minneapolis

First American Bank & Trust, Madison, South Dakota -- to establish a branch at 832 St. Joseph Street, Rapid City.
- Withdrawn, April 2, 2004

St. Louis

First Bank, St. Louis, Missouri -- to establish a branch at 755 Weber Road, Farmington.
- Approved, March 31, 2004

Minneapolis

First Community Bank, Glasgow, Montana -- to establish a branch at 2965 Prospect Avenue, Helena.
- Approved, April 2, 2004

Atlanta

First Southern Bank, Boca Raton, Florida -- to establish a branch at 900 North Federal Highway.
- Approved, March 30, 2004

Minneapolis

Pioneer Bank, Mapleton, Minnesota -- to establish a branch at Stadium Road, Mankato.
- Approved, April 1, 2004

Richmond

RBC Centura Bank, Rocky Mount, North Carolina -- to establish a branch at 1476 Hunter Hill Road.
- Approved, April 2, 2004

Atlanta

Riverside Bank of the Gulf Coast, Cape Coral, Florida -- to establish a branch at 717 East Venice Avenue, Venice.
- Approved, March 31, 2004

Atlanta

Terrace Bank, Tampa, Florida -- to establish a branch at 12401 West Linebaugh Avenue.
- Approved, April 2, 2004

Bank Holding Companies

St. Louis

Bancorp IV, Inc., Stilwell, Kansas -- to become a bank holding company and to acquire Bank of Montgomery County, Wellsville, Missouri.
- Approved, March 31, 2004

Kansas City

Citizens Agency, Inc., Haddam, Kansas -- to engage in real estate settlement and escrow services and provide real estate title insurance services through the formation of Santa Fe Title, LLC, Gardner.
- Approved, April 1, 2004

Atlanta

Community Bancshares of Mississippi, Inc., Brandon, Mississippi -- commitment waiver request.
- Granted, March 29, 2004

Atlanta

Community Bancshares, Inc., Blountsville, Alabama -- to engage de novo through Community Funding Corporation in making, acquiring, brokering, or servicing loans or other extensions of credit.
- Approved, March 31, 2004

Director, BS&R

CSB Bancorp, Inc., Millersburg, Ohio -- transfer agent registration.
- Withdrawn, April 1, 2004

Chicago

First Trust Financial Corp., Kankakee, Illinois -- to become a bank holding company and to acquire First Trust Bank of Illinois.
- Approved, April 2, 2004

Minneapolis

Forstrom Bancorporation, Inc., Clara City, Minnesota -- to acquire shares of First State Agency of Lake Lillian, Inc., Lake Lillian, and thereby acquire First State Bank, Lake Lillian, Minnesota.
- Approved, April 2, 2004

Bank Holding Companies

Philadelphia

FSB Mutual Holdings, Inc., Perkasie, Pennsylvania, and FSB Bankshares Corporation -- to become bank holding companies in connection with the reorganization of First Savings Bank of Perkasie from a mutual savings bank to a stock savings bank, and election to become financial holding companies.

- Approved, March 31, 2004

Atlanta

GB&T Bancshares, Inc., Gainesville, Georgia -- to merge with Southern Heritage Bancorp, Inc., Oakwood, and thereby acquire Southern Heritage Bank.

- Approved, April 2, 2004

Atlanta

Jacksonville Bancorp, Inc., Jacksonville, Florida -- commitment waiver request.

- Withdrawn, March 30, 2004

Director, BS&R

Regional Bankshares, Inc., Hartsville, South Carolina -- transfer agent registration.

- Approved, April 1, 2004

San Francisco

Southwest Community Bancorp, Carlsbad, California -- to acquire Financial Data Solutions, Inc., Murrieta, and thereby engage in permissible nonbanking activities.

- Approved, March 30, 2004

Director, BS&R

Summit Financial Group, Inc., Moorefield, West Virginia -- transfer agent registration.

- Approved, April 1, 2004

Kansas City

Sundance State Bank Profit Sharing ESOP and Trust, Sundance, Wyoming -- to become a bank holding company and to acquire shares of Sundance Bankshares, Inc. and Sundance State Bank.

- Approved, April 1, 2004

Bank Holding Companies

Richmond

TransCommunity Bankshares Incorporated, Glen Allen, Virginia -- to acquire Bank of Louisa, National Association, Louisa.

- Approved, April 1, 2004

Secretary

Union Planters Corporation, Memphis, Tennessee -- commenter's request to extend the comment period on the proposed merger with Regions Financial Corporation, Birmingham, Alabama.

- Denied, March 31, 2004

Bank Mergers

Kansas City

Bank of Western Oklahoma, Elk City, Oklahoma -- to purchase certain assets and assume certain liabilities of the Cordell, Geary, and Weatherford branches of Gold Bank, Hennessey, and thereby establish branches.

- Approved, April 2, 2004

Boston

Community Guaranty Savings Bank, Plymouth, New Hampshire -- to merge with Community Interim Guaranty Savings Bank.

- Approved, April 1, 2004

Philadelphia

Equity Bank, Marlton, New Jersey -- to acquire Patriot Bank, Pottstown, Pennsylvania, and thereby establish a branch.

- Approved, March 29, 2004

Atlanta

SouthTrust Bank, Birmingham, Alabama -- to merge with FloridaFirst Bank, Lakeland, Florida.

- Approved, March 29, 2004

Banks, State Member

Director, BS&R

Bank of Clarke County, Berryville, Virginia -- transfer agent registration.
- Withdrawn, April 1, 2004

Director, BS&R

Branch Banking and Trust Company, Wilson, North Carolina -- transfer agent registration
for First Frederick Financial.
- Withdrawn, April 1, 2004

Director, BS&R

Colonial Virginia Bank, Gloucester, Virginia -- transfer agent registration.
- Approved, April 1, 2004

Change In Bank Control

Chicago

Barlow Banking Corporation, Iowa Falls, Iowa -- to retain control of Barlow Banking
Corporation.
- Permitted, March 31, 2004

Dallas

First Community Bancshares, Inc., Houston, Texas -- change in bank control.
- Permitted, April 1, 2004

Dallas

Nacogdoches Commercial Bancshares, Inc., Nacogdoches, Texas -- change in bank
control.
- Permitted, March 31, 2004

Competitive Factors Reports

Atlanta

BankTrust, Mobile, Alabama -- report on competitive factors of the proposed merger
with Monroe County Bank, Monroeville.
- Submitted, March 29, 2004

Competitive Factors Reports

Chicago

DSA Financial Corporation, Lawrenceburg, Indiana -- report on competitive factors of the proposed acquisition of Dearborn Savings Bank, Federal Association.
- Submitted, March 31, 2004

Chicago

First Trust Bank of Illinois, Kankakee, Illinois -- report on competitive factors of the proposed merger with Republic Bank of Kankakee.
- Submitted, March 31, 2004

Chicago

Freedom Security Bank, Coralville, Iowa -- report on competitive factors of the proposed merger with FSB Holding Co., Muscatine.
- Submitted, March 31, 2004

Atlanta

Gainesville Bank & Trust Company, Gainesville, Georgia -- report on competitive factors of the proposed merger with Southern Heritage Bank, Flowery Branch.
- Submitted, March 29, 2004

Philadelphia

HSBC Bank USA, National Association, New Castle, Delaware -- report on competitive factors of the proposed merger with HSBC Bank & Trust Company (Delaware), National Association, Wilmington, and HSBC Bank USA, Buffalo, New York.
- Submitted, April 1, 2004

St. Louis

The Peoples National Bank of McLeansboro, McLeansboro, Illinois -- report on competitive factors of the proposed merger with Bank of Kimberling City, Kimberling City, Missouri.
- Submitted, March 31, 2004

Atlanta

Public Bank, Saint Cloud, Florida -- report on competitive factors of the proposed merger with Peoples State Bank of Groveland, Groveland.
- Submitted, March 29, 2004

Competitive Factors Reports

Minneapolis

U.S. Bank National Association, Cincinnati, Ohio -- report on competitive factors of the proposed merger with First National Cincinnati Corporation and The Leader Mortgage Company, LLC, Cleveland.
- Submitted, April 1, 2004

Atlanta

United Community Bank, Blairsville, Georgia -- report on competitive factors of the proposed merger with 1st Community Bank, Fairburn.
- Submitted, March 30, 2004

Extensions Of Time

Chicago

PrairieLand Bancorp Employee Stock Ownership Plan and Trust, Bushnell, Illinois -- extension to July 9, 2004, to increase its ownership of PrairieLand Bancorp, Inc. and thereby acquire Farmers and Merchants State Bank.
- Granted, March 29, 2004

Financial Holding Companies

San Francisco

Prime Pacific Financial Services, Inc., Lynnwood, Washington -- election to become a financial holding company.
- Effective, April 1, 2004

Membership

Atlanta

BankEast, Gainesboro, Tennessee -- to become a member of the Federal Reserve System.
- Approved, April 2, 2004

Kansas City

First Westroads Bank, Inc., Omaha, Nebraska -- to become a member of the Federal Reserve System.
- Approved, April 2, 2004

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, April 3, 2004

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.

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</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 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, April 3, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Bank of Smithtown, Smithtown, New York, to establish a branch office at 3460 Veterans Memorial Highway, Suffolk County, New York.	Newspaper – 04/09/2004
Branch	Bank of Smithtown, Smithtown, New York, to establish a branch office at Store #8, Miller Place Shopping Center, Route 25A, Suffolk County, New York.	Newspaper – 04/09/2004

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3A3	First Bancorp, San Juan, Puerto Rico, requests approval to acquire certain shares of common stock of PanAmerica Bancorp, and indirectly its subsidiary bank, PanAmerican Bank, both of Hollywood, Florida.	Newspaper – N/Avail Fed Reg – 05/03/2004

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4C8	National Australia Bank Limited, Melbourne, Australia, proposes to engage de novo indirectly through National Americas Investment, Inc., MSRA Holdings, Inc., both of Jacksonville, Florida and National Americas Capital Investments LLC, New York, New York, in leasing personal or real property in connection with structured finance and special finance services to large corporate and institutional clients.	Fed Reg – 04/22/2004

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

<i>Type</i>	<i>Application</i>
Other Foreign	HSBC USA Inc., New York, New York, on behalf of HSBC Bank USA, N.A., New Castle, Delaware, to establish foreign branches and change control of its Edge and Agreement corporation subsidiaries.
Investment	BNY International Financing Corporation, New York, New York, and Edge Act Corporation and a wholly-owned subsidiary of The Bank of New York, New York, New York, to make an overseas investment in two newly formed subsidiaries.

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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236706	Peapack Gladstone Bank, Gladstone, New Jersey	11/05/2003	04/01/2004	S	X
852218	JP Morgan Chase Bank, New York, New York	09/08/2003	03/23/2004	O	X

Section VI – CRA examinations scheduled for

Quarter of

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

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, April 3, 2004

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

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<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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, April 3, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*Branch	Fifth Third Bank, Cincinnati, Ohio, to establish branch facilities at 10105 Fremont Pike, Perrysburg, Ohio; 2455 Hilliard Rome Road, Hilliard, Ohio; and 8877 Owen Field Drive, Powell, Ohio	Newspaper – 04/01/2004
*Branch	Fifth Third Bank, Grand Rapids, MI to establish branch facilities at 1606 East 79 th Avenue, Chatham, Illinois; 41122 Ryan Road, Sterling Heights, Michigan; 9000 Park Royal Drive, Fort Myers, Florida; 3501 North Green River Road, Evansville, Indiana; and 10595 East U.S. Highway 36, Avon, Indiana.	Newspaper – 04/02/2004
*Branch	Fifth Third Bank, Cincinnati, Ohio, to establish branch facilities at 810 North Court Street, Medina, Ohio; 1088 Oak Street, Kenova, West Virginia; and 5440 Dixie Highway, Fairfield, Ohio	Newspaper – 04/04/2004
*Branch	Fifth Third Bank, Grand Rapids, MI to establish branch facilities at 3535 E. 96 th Street, Indianapolis, Indiana; 9025 E. 56 th Street, Indianapolis, Indiana; 3264 Highway 54, Owensboro, Kentucky; 375 Cross Road Blvd., Cold Spring, Kentucky; 333 Northwest Highway, Barrington, Illinois; 803 S. Main Street, Royal Oak, Michigan; 20401 Haggerty Road, Northville, Michigan; and 36700 Ford Road, Westland, Michigan	Newspaper – 04/07/2004

*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)	Citizens Bancshares, Inc., Bluffton, Ohio, proposes to become a bank holding company through the acquisition of The Citizens National Bank, Bluffton, Ohio	Newspaper – N/Avail Fed Reg – N/Avail
*3(a)(5)	Huntington Bancshares Incorporated, Columbus, Ohio, to acquire Unizan Financial Corp., Canton, Ohio	Newspaper – N/Avail Fed Reg – 04/23/2004
*18(c), *3(a)(5) & *Branch	Sky Financial Group, Inc., Bowling Green, Ohio, to acquire Second Bancorp, Incorporated, Warren, Ohio	Newspaper – N/Avail 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>
CIC	Notice of Change in Bank Control by the Clay and Bernice Corman Family Control Group, Nicholasville, Kentucky, to retain 17.78% of the voting shares of Citizens National Bancshares, Inc., Nicholasville, Kentucky	Newspaper – N/Avail Fed Reg – N/Avail
*3(a)(3) & 3(a)(5)	Applications by Fifth Third Bancorp and Fifth Third Financial Corporation, its wholly-owned subsidiary, both of Cincinnati, Ohio, to acquire Franklin Financial Corporation and its sole subsidiary bank, Franklin National Bank, both of Franklin, Tennessee	Newspaper – 04/11/2004 Fed Reg – 04/15/2004
*Branch	Iron and Glass Bank, Pittsburgh, Pennsylvania, to establish a branch facility at Three Park Manor Drive, Robinson Township, Pennsylvania	Newspaper – N/Avail Fed Reg – N/Avail
*3(a)(5) & 4(c)(8)	National City Corporation, Cleveland, Ohio, to acquire 100 percent of Provident Financial Group, Inc., Cincinnati, Ohio, and thereby indirectly acquire Provident Bank, Cincinnati, Ohio	Newspaper – 03/22/2004 Fed Reg – 03/19/2004
*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

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SN = Substantial noncompliance

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

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<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 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, April 3, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	RBC Centura Bank, Rocky Mount, North Carolina, to establish branches at 7231 Rockbridge Road, Lithonia, Georgia, and 4500 South Cobb Drive, Smyrna, Georgia.*	Newspaper – 04/09/2004
Branch	Cecil Federal Bank, Elkton, Maryland, to establish a branch at 1223 Turkey Point Road, North East, Maryland.*	Newspaper – 04/12/2004

*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>
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

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					<i>LrgBk</i>	<i>SmBk</i>
436823	Central Virginia Bank** 2036 New Dorset Road Powhatan, Virginia 23139	11/03/2003	03/27/2004	S		X

**Inadvertently omitted from bulletin the week ending March 27, 2004.

Section VI – CRA examinations scheduled for Quarter of

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

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, April 3, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at 1711 North Loop 336 West, Conroe, Texas.*	Newspaper – N/Avail
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 16645 Fishhawk Boulevard #HBCO, to be known as the Fishhawk Branch.*	Newspaper – 04/13/2004

*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>
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

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SN = Substantial noncompliance

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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	

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, April 3, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Cole Taylor Bank, Rosemont, Illinois, to establish a branch facility to be located at 1250 N. Arlington Heights Road, Itasca, Illinois.*	Newspaper – 04/08/2004
Branch	Comerica Bank, Detroit, Michigan, to establish a branch facility to be located at 108 W. Highland, Howell, Michigan.*	Newspaper – N/Avail
Branch	M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin, to establish branch facilities to be located at Recker Road & East McKellips Road, Mesa, Arizona; East Allouez & CTH GV, Bellevue, Wisconsin, and 9935 Hudson Place, Woodbury, Minnesota.*	Newspaper – N/Avail
Branch	Midwest Bank and Trust Company, Elmwood Park, Illinois, to establish branch facilities to be located at 239-45 Addison Road, Addison, Illinois	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	Notice by Mark Bradley Richardson, Thetford Center, Vermont, and Kimberly Ann Richardson, Atlanta, Georgia, as trustees of the "1998 Irrevocable Trust of Coyn V. Richardson", to acquire additional shares of Cowden Bancorp, Inc., Springfield, Illinois, and thereby indirectly acquire Community Banks of Shelby County, Cowden, Illinois.	Fed Reg – 04/06/2004 Newspaper – N/Avail
3(a)(1)	CSBC Financial Corporation, Cropsey, Illinois, to become a bank holding company by acquiring 100 percent of Citizens State Bank of Cropsey, Cropsey, Illinois.*	Fed Reg – 04/29/2004 Newspaper – N/Avail
4(c)(8)	FBOP Corporation, Oak Park, Illinois, to acquire 100 percent of the voting shares of California Savings Bank, San Francisco, California, and thereby operate a savings association.*	Fed Reg – N/Avail Newspaper – 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)(3)	First Busey Corporation, Urbana, Illinois, to acquire 100 percent of the voting shares of First Capital Bankshares, Inc., Peoria, Illinois, and thereby indirectly acquire First Capital Bank, Peoria, Illinois, and Community Bank of Lemont, Lemont, Illinois.*	Fed Reg – 04/22/2004 Newspaper – N/Avail
CIC	Notice by Thomas M. Johannesen, Elgin, Illinois, Claire C. Johannesen, Elgin, Illinois, Mary Johannesen-Schmidt, Palatine, Illinois, Timothy P. Schmidt, Palatine, Illinois, Kathleen E. Tomei, Lake Bluff, Illinois, Richard Tomei, Lake Bluff, Illinois, Thomas M. Johannesen, Jr., Chicago, Illinois, Jennifer Johannesen, Chicago, Illinois, James Johahnnesen, Hinsdale, Illinois, Barbara Johannesen, Hinsdale, Illinois, Thomas P. Callahan, Houston, Texas, and Fran Callahan, Houston, Texas, to retain control of 25.27 percent of the outstanding voting shares of First Community Financial Corporation, Elgin, Illinois, and thereby indirectly acquire First Community Bank, Elgin, Illinois.	Fed Reg – 04/08/2004 Newspaper – N/Avail
3(a)(5)	Independent Bank Corporation, Ionia, Michigan, to acquire Midwest Guaranty Bancorp, Inc., Troy, Michigan, and thereby indirectly acquire Midwest Guaranty Bank, Troy, Michigan.*	Fed Reg – 04/22/2004 Newspaper – N/Avail
CIC	Notices by Franzen Limited Partnership, Itasca, Illinois; General Partner Glenn E. Mensching, Jr., Frankfort, Michigan, as trustee of the Glenn E. Mensching Jr. Trust; General Partner Jack E. Mensching, Itasca, Illinois, as trustee of the Jack E. Mensching Trust, and General Partner James R. Mensching, Itasca, Illinois, as trustee of the James R. Mensching Trust, Itasca, Illinois, to retain 32.88 percent of the outstanding voting shares of Itasca Bancorp, Inc., Itasca, Illinois, and thereby indirectly acquire Itasca Bank & Trust Co., Itasca, Illinois.	Fed Reg – 04/21/2004 Newspaper – N/Avail
3(a)(3) & 4(c)(8)	MB Financial, Inc., Chicago, Illinois, to acquire 100 percent of the voting shares of First Security Fed Financial, Inc., Chicago, Illinois, and thereby indirectly acquire First Security Federal Savings Bank, Chicago, Illinois.*	Fed Reg – 04/05/2004 Newspaper – 04/07/2004
CIC	Notice by Christine V. Lake, Brookfield, Wisconsin, to acquire more than 10 percent of the outstanding voting shares of Ridgestone Financial Services, Inc., Brookfield, Wisconsin, and thereby indirectly acquire Ridgestone Bank, Brookfield, Wisconsin.	Fed Reg – 04/01/2004 Newspaper – N/Avail
CIC	Notice by Marantz Investments, L.P., Springfield, Illinois, Tom E. Marantz, Springfield, Illinois, Natalie K. Marantz, Springfield, Illinois, and Robert W. Cusick, Springfield, Illinois, to acquire 18.4 percent of the common shares outstanding of Spring Bancorp, Inc., Springfield, Illinois, and thereby to control Bank of Springfield, Springfield, Illinois.	Fed Reg – N/Avail Newspaper – 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)(1) & 4(c)(8)	Third Century Bancorp, Franklin, Indiana, to become a bank holding company by acquiring 100 percent of the voting shares of Mutual Savings Bank, Franklin, Indiana, and to engage in the non-banking activity of making and servicing loans.*	Fed Reg – 04/23/2004 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>
Foreign Branch	Regulation K – The National Bank of Indianapolis, Indianapolis, Indiana, to establish a branch at CIBC Financial Centre, P.O. Box 694GT, 11 Dr. Roy's Drive, Grand Cayman, Cayman, Islands.

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.

Section V – Availability of CRA public evaluations

<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>
517441	Bank of Brodhead 806 E. East Exchange Street Brodhead, Wisconsin 53520 (608) 897-4106	10/20/2003	04/05/2004	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, April 3, 2004

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 2203 North Highway 81, Duncan, Oklahoma.*	Newspaper – 04/10/2004
Branch	Arvest Bank, Fayetteville, Arkansas, to establish a branch facility to be located at 7633 East 63rd Place, Suite 255, Tulsa, Oklahoma.*	Newspaper – 04/10/2004

* 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 the Ann L. Sharp Trust with J. Baxter Sharp III as trustee, both of Brinkley, Arkansas, to retain control of Clarendon Holding Company, Clarendon, Arkansas.	Newspaper – N/Avail Fed Reg – 04/22/2004
3A5	Harrodsburg First Financial Bancorp, Inc., Harrodsburg, Kentucky, to merge with Independence Bancorp, New Albany, Indiana, and thereby indirectly acquire Independence Bank, New Albany, Indiana.*	Newspaper – N/Avail Fed Reg – 05/03/2004
3A3 & 3A1	The Peoples Holding Company, Inc., Tupelo, Mississippi, to acquire 100 percent of Peoples Merger Corporation, Knoxville, Tennessee, and thereby indirectly acquire Renasant Bancshares, Inc., Germantown, Tennessee, and its subsidiary bank, Renasant Bank, Germantown, Tennessee. Also, Peoples Merger Corporation, Knoxville, Tennessee, to become a bank holding company by acquiring 100 percent of Renasant Bancshares, Inc., and its subsidiary bank, Renasant Bank, Germantown, Tennessee.*	Newspaper – 04/18/2004 Fed Reg – 04/16/2004

* 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.

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

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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, April 3, 2004

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>
3(a)(1)	Lakeland Bancorporation, Inc., Lakeville, Minnesota, to become a bank holding company by acquiring 100 percent of Lakeland Bank, Lakeville, Minnesota, a de novo bank.*	Fed Reg – 05/04/2004 Newspaper – N/Avail
CIC	Notice by Victor Philip Reim, St. Paul, Minnesota; Erick John Reim, Vadnais Heights, Minnesota; Ann Reim Woessner, Roseville, Minnesota; and Amy Lynn Amundson, Alexandria, Minnesota, to gain control of Alliance Financial Services, Inc., St. Paul, Minnesota, and thereby indirectly to gain control of American Bank, Eau Claire, Wisconsin; American Bank Lake City, Lake City, Minnesota; and Alliance Bank, New Ulm, Minnesota.	Fed Reg – 04/19/2004 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>	<i>Ending date of comment period</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.

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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	

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, April 3, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c)	Gold Bank, Leawood, Kansas, to merge with Gold Bank, Bradenton, Florida, and incident thereto, to establish several branches.	Newspaper – N/Avail
Branch	Bank of Colorado, Fort Collins, Colorado, to establish a branch within 1/2 mile of County Road 74 and Highway 85, Eaton, Colorado.	Newspaper – 03/26/2004

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)	Haines Financial Corp, Woodward, Oklahoma, to become a bank holding company through the acquisition of up to 100 percent of the voting shares of The First National Bank of Medford, Medford, Oklahoma.	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(3)	Pioneer Bancshares, Inc., Ponca City, Oklahoma, to acquire up to 9.95 percent of the voting shares of Brazos Valley Bank, N.A., College Station, Texas (in organization).	Newspaper – N/Avail Fed Reg – 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.

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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>
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, April 3, 2004

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>
3(a)(3)	First Financial Bankshares, Inc., Abilene, TX, to acquire Liberty National Bank, Granbury, TX* (previously reported the week ending March 27, 2004)	Fed Reg – 04/26/2004 Newspaper – 04/23/2004

* 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>	<i>Ending date of comment period</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>
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, April 3, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Nacional Financiera, S.N.C., Mexico City, Mexico, requests prior approval of the Board of Governors of the Federal Reserve to establish a representative office in Santa Ana, California, pursuant to section 211.24(a)(1) of Regulation K.*	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>
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>	<i>Ending date of comment period</i>
3(a)(5)(C)	NorthStar Financial Corporation to become a bank holding company by acquiring at least 67 percent of NorthStar Bank, both of Seattle, Washington.	

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>
2194426	NorthStar Bank 5602 15 th Avenue North West Seattle, WA 98107 (206) 297-4466	12/08/2003	04/01/2004	S		X

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.

Section VI – CRA examinations scheduled for Quarter of

Institution *Location*

None
