
Federal Reserve Release



H.2

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

No. 15

Week Ending April 10, 2004

Bank Holding Companies

Bank of America Corporation, Charlotte, North Carolina -- commenters' requests for reconsideration of the Board's approval of the application to merge with FleetBoston Financial Corporation, Boston, Massachusetts, and thereby acquire Fleet National Bank, Providence, Rhode Island, and Fleet Maine, National Association, South Portland, Maine.
- Denied, April 5, 2004

Manulife Financial Corporation, Toronto, Canada -- to become a bank holding company and to acquire John Hancock Financial Services, Inc., Boston, Massachusetts, and its subsidiary, First Signature Bank & Trust Company, Portsmouth, New Hampshire; and for John Hancock Financial Services, Inc., to become a bank holding company and to retain control of First Signature Bank & Trust Company.
- Approved, April 5, 2004

Regulations And Policies

Fair and Accurate Transactions Act -- publication for comment of proposed amendments to Regulation V (Fair Credit Reporting) to add a model form that financial institutions may use to comply with the notice requirement for furnishing negative information to consumer reporting agencies (Docket No. R-1187).
- Approved, April 6, 2004

Enforcement

Fifth Third Bancorp, Cincinnati, Ohio, and Fifth Third Bank -- written agreement dated March 26, 2003, terminated April 6, 2004.
- Announced, April 7, 2004

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

Richmond

Bank of Virginia, Midlothian, Virginia -- to establish a branch at 11730 Hull Street Road and to subsequently designate it as the bank's new main office and retain the former main office at 6657 Lake Harbour Drive as a branch.
- Approved, April 7, 2004

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish branches at 10105 Fremont Pike, Perrysburg; 2455 Hilliard Rome Road, Hilliard; and 8877 Owen Field Drive, Powell.
- Approved, April 6, 2004

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish branches at 810 North Court Street, Medina; 5440 Dixie Highway, Fairfield; and 1088 Oak Street, Kenova, West Virginia.
- Approved, April 7, 2004

Cleveland

Fifth Third Bank, Grand Rapids, Michigan -- to establish branches at 1606 East 79th 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.
- Approved, April 7, 2004

Richmond

RBC Centura Bank, Rocky Mount, North Carolina -- to establish a branch at 298 Williamson Road, Mooresville.
- Approved, April 8, 2004

Atlanta

SunTrust Bank, Atlanta, Georgia -- to establish a branch at 9530 Argyle Forest Boulevard, Jacksonville, Florida.
- Approved, April 7, 2004

Bank Holding Companies

Kansas City

Davenport Community Bancshares, Inc., Davenport, Nebraska -- to acquire Oregon Trail Insurance Agency and thereby engage in general insurance agency activities in a town with a population not exceeding 5,000.

- Approved, April 6, 2004

St. Louis

ESB Bancorp, Inc., Elberfeld, Indiana -- to become a bank holding company and to acquire The Elberfeld State Bank.

- Withdrawn, April 8, 2004

Chicago

Grant County State Bancshares, Inc., Employees Stock Ownership Plan, Swayzee, Indiana -- to acquire shares of Grant County State Bancshares, Inc., and thereby increase its interest in Grant County State Bank.

- Approved, April 8, 2004

Chicago

Heartland Financial USA, Inc., Dubuque, Iowa -- to acquire Rocky Mountain Bancorporation, Inc., Billings, Montana, and Rocky Mountain Bank.

- Approved, April 8, 2004

Chicago

LDF, Inc., Chicago, Illinois -- to become a bank holding company and to acquire Labe Bank.

- Approved, April 7, 2004

Chicago

Metropolitan Capital Bancorp, Inc., Chicago, Illinois -- to become a bank holding company and to acquire Metropolitan Capital Bank, a de novo bank.

- Withdrawn, April 7, 2004

Minneapolis

Parkers Prairie Bancshares, Inc., Parkers Prairie, Minnesota -- to acquire Waubun Insurance Agency, Waubun, and thereby engage in insurance activities in a town with a population not exceeding 5,000.

- Approved, April 6, 2004

Bank Holding Companies

Kansas City

Pioneer Bancshares, Inc., Ponca City, Oklahoma -- to acquire shares of Brazos Valley Bank, N.A., College Station, Texas, a de novo bank.
- Withdrawn, April 5, 2004

Atlanta

Privee Financial, Inc., Miami, Florida, Privee LLC, and Remo DuQuoin LLC -- to become bank holding companies and to acquire Hemisphere National Bank.
- Approved, April 9, 2004

Boston

Salisbury Bancorp, Inc., Lakeville, Connecticut -- to acquire Canaan National Bancorp, Inc., North Canaan.
- Approved, April 9, 2004

Richmond

Southern Community Financial Corporation, Midlothian, Virginia -- to become a bank holding company and to acquire Southern Community Bank & Trust.
- Approved, April 5, 2004

Dallas

Summit Bancshares, Inc., Fort Worth, Texas -- to acquire ANB Financial Corporation, Arlington; Arlington National Bank; and ANB Delaware Financial Corporation, Dover, Delaware.
- Approved, April 6, 2004

Atlanta

Synovus Financial Corp., Columbus, Georgia -- to acquire Synovus Bank of Jacksonville, Jacksonville, Florida, a de novo bank.
- Approved, April 9, 2004

St. Louis

The Templar Fund, Inc., St. Louis, Missouri -- to acquire an additional interest in Truman Bancorp, Inc. and Truman Bank.
- Approved, April 6, 2004

Bank Holding Companies

Richmond

Union Bankshares Corporation, Bowling Green, Virginia -- to merge with Guaranty Financial Corporation, Charlottesville, and thereby acquire Guaranty Bank.
- Approved, April 9, 2004

Boston

Webster Financial Corporation, Waterbury, Connecticut -- to acquire Webster Bank, National Association, and election to become a financial holding company.
- Approved, April 5, 2004

Bank Premises

Kansas City

The Guarantee State Bank, Lawton, Oklahoma -- to increase its investment in bank premises.
- Withdrawn, April 9, 2004

Banks, Nonmember, And Miscellaneous Institutions

Director, BS&R

American Financial Group, Inc., Cincinnati, Ohio -- relief from a commitment.
- Granted, April 6, 2004

Change In Bank Control

Kansas City

Davenport Community Bancshares, Inc., Davenport, Nebraska -- change in bank control.
- Permitted, April 6, 2004

Atlanta

Southern National Corporation, Andalusia, Alabama -- to retain control of Southern National Corporation.
- Permitted, April 8, 2004

Competitive Factors Reports

Minneapolis

Bayside Bank, Minnetonka, Minnesota -- report on competitive factors of the proposed merger with Community National Bank, Metropolis, Illinois.

- Submitted, April 8, 2004

Atlanta

Colonial Bank, N.A., Montgomery, Alabama -- report on competitive factors of the proposed merger with Premier Community Bank of South Florida, Fort Lauderdale, Florida; Premier Community Bank, Venice; Premier Community Bank of Florida, Largo; and Premier Community Bank of Southwest Florida, Fort Myers.

- Submitted, April 2, 2004 (AC)

New York

Community Bank, National Association, Canton, New York -- report on competitive factors of the proposed merger with First Heritage Bank, Wilkes-Barre, Pennsylvania.

- Submitted, April 8, 2004

New York

Eurobank, Hato Rey, Puerto Rico -- report on competitive factors of the proposed merger with The Bank and Trust of Puerto Rico.

- Submitted, April 8, 2004

Richmond

First-Citizens Bank & Trust Company, Raleigh, North Carolina -- report on competitive factors of the proposed purchase of certain assets and assumption of deposit liabilities of the Warrenton branch of Capital Bank, Raleigh.

- Submitted, April 6, 2004

Boston

Greenfield Savings Bank, Greenfield, Massachusetts -- report on competitive factors of the proposed purchase of certain assets and assumption of deposit liabilities of the Conway branch of The Bank of Western Massachusetts, Springfield.

- Submitted, April 6, 2004

Competitive Factors Reports

Kansas City

Guaranty State Bank and Trust Company, Beloit, Kansas -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Jewell branch of Heartland Bank, Leawood.

- Submitted, April 6, 2004

Boston

Monadnock Community Bank, Peterborough, New Hampshire -- report on competitive factors of the proposed merger with Monadnock Interim Bank I and Monadnock Interim Bank II.

- Submitted, April 7, 2004

Boston

Salisbury Bank and Trust Company, Lakeville, Connecticut -- report on competitive factors of the proposed merger with The Canaan National Bank, North Canaan.

- Submitted, April 9, 2004

Extensions Of Time

Kansas City

Bank of Blue Valley, Overland Park, Kansas -- extension to July 9, 2004, to establish a branch at 13401 Mission Road, Leawood.

- Granted, April 5, 2004

Financial Holding Companies

Cleveland

Town Square Financial Corporation, Ashland, Kentucky -- election to become a financial holding company.

- Effective, April 6, 2004

Minneapolis

Western Holding Company of Wolf Point, Wolf Point, Montana -- election to become a financial holding company.

- Effective, April 8, 2004

Regulations And Policies

Secretary

Regulation CC -- technical amendments to appendix A to reflect the restructuring of check processing operations in the Cleveland and Richmond Federal Reserve Districts (Docket No. R-1190).

- Approved, April 9, 2004

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, April 10, 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 10, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	JP Morgan Chase Bank, New York, New York, to establish a branch office at 35 Main Street, Hampton, New York.	Newspaper – 05/03/2004

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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:

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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 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, April 10, 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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, April 10, 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, Grand Rapids, MI to establish branch facilities at 29 West Division Street, Chicago, Illinois and 1943 Cedar Street, Holt, Michigan	Newspaper – 04/17/2004
*Branch	Iron and Glass Bank, Pittsburgh, Pennsylvania, to establish a branch facility at Three Park Manor Drive, Robinson Township, Pennsylvania	Newspaper – 04/15/2004

*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 – 05/01/2004 Fed Reg – 04/30/2004
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 – 04/14/2004 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
*3(a)(5)	Huntington Bancshares Incorporated, Columbus, Ohio, to acquire Unizan Financial Corp., Canton, Ohio	Newspaper – N/Avail Fed Reg – 04/23/2004
*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
*Branch	Sky Bank, Salineville, Ohio, to establish a branch facility at 30400 Detroit Road, Westlake, 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>
*Branch	Sky Bank, Salineville, Ohio, to establish a branch facility at 4078 Powell Road, Powell, Ohio	Newspaper – N/Avail Fed Reg – N/Avail
*18(c), *3(a)(5), *Branch	Sky Financial Group, Inc., Bowling Green, Ohio, to acquire Second Bancorp, Incorporated, Warren, Ohio	Newspaper – 04/26/2004 Fed Reg – N/Avail
*18(c)	Merger of State National Bank of Frankfort, Frankfort, Kentucky and First National Bank & Trust Company, Georgetown, Kentucky, into Whitaker Bank, National Association, Lexington, Kentucky	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.

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>
576710	Sky Bank 10 East Main Street Salineville, Ohio 43945	10/14/2003	04/08/2004	S	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, April 10, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	James Monroe Bank, Arlington, Virginia, to establish a branch at 7900 Sudley Road, Manassas, Virginia.*	Newspaper – 04/23/2004

*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)(5)	The South Financial Group, Inc., Greenville, South Carolina, to acquire 100% of the voting shares of CNB Florida Bancshares, Inc., Jacksonville, Florida.*	Fed Reg – 05/10/2004 Newspaper – N/Avail
3(a)(5)	The South Financial Group, Inc., Greenville, South Carolina, to acquire 100% of the voting shares of Florida Banks, Inc., Jacksonville, Florida.*	Fed Reg – 05/10/2004 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>
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 3rd Quarter of 2004

<i>Institution</i>	<i>Location</i>
Sandy Spring Bank	Olney, Maryland
Gateway Bank & Trust Co.	Elizabeth City, North Carolina
Bank of Clarke County	Berryville, Virginia
Citizens Bank and Trust Company	Blackstone, Virginia
The First Bank and Trust Company	Lebanon, Virginia
Community First Bank	Lynchburg, Virginia
The Middleburg Bank	Middleburg, Virginia
Farmers & Merchants Bank	Timberville, Virginia
Putnam County Bank	Hurricane, West Virginia

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 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, April 10, 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 – 04/06/2004
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 10791 West Broad Street, Glen Allen, Virginia, to be known as the Innsbrook Branch.*	Newspaper – 04/09/2004
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 1696 N. Loop 288, Denton, Texas, to be known as the Denton Branch.*	Newspaper – 04/09/2004

*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

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>
701736	Brand Banking Company Post Office Box 1110 Lawrenceville, Georgia 30046 (770) 963-9225	12/08/2004	04/08/2004	S	X	

Section VI – CRA examinations scheduled for Quarter of

Institution *Location*

None

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, April 10, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18C & Branches	Community Bank (in organization), Austin, Minnesota, to purchase the assets and assume the liabilities of the Austin, Minnesota branch of Security Bank Minnesota, Albert Lea, Minnesota.*	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

* 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)	Community National Bancorporation, Waterloo, Iowa, to acquire 100 percent of Community Bank (In Organization), Austin, Minnesota.*	Fed Reg – N/Avail Newspaper – N/Avail
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 – 04/09/2004
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 – 04/23/2004
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 – 05/06/2004 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
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 – 03/29/2004
CIC	Notice by Marantz Investments, L.P., Springfield, Illinois, with Tom E. Marantz, Springfield, Illinois, to acquire 18.55 percent of the common shares outstanding of Spring Bancorp, Inc., Springfield, Illinois, and thereby to control Bank of Springfield, Springfield, Illinois, and Bank of Jacksonville, Jacksonville, Illinois.	Fed Reg – N/Avail Newspaper – N/Avail
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 -04/30/2004

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Notice by Marantz Investment, L.P., Springfield, Illinois, Tom E. Marantz, Springfield, Illinois, Natalie K. Marantz, Springfield, Illinois, Marla J. Marantz, Springfield, Missouri, Melissa J. Hayner, Springfield, Illinois, Tom E. Marantz as Trustee for the Marla Marantz Trust, Tom E. Marantz as Trustee for the Tom Marantz Trust, and Marla J. Marantz as Trustee for the Marla Marantz Irrevocable Trust, to acquire 33.9 percent of the common shares outstanding of Spring Bancorp, Inc., Springfield, Illinois, and thereby indirectly control Bank of Springfield, Springfield, Illinois, and Bank of Jacksonville, Jacksonville, 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>
Membership	Community Bank (in organization), Austin, Minnesota, 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.

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>
683449	Maquoketa State Bank 203 N. Main Street Maquoketa, Iowa 52060 (563) 652-2491	11/03/2003	04/09/2004	O		X

Section VI – CRA examinations scheduled for Quarter of

Institution *Location*

None

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, April 10, 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>
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. (Previously submitted during the week ending April 3, 2004.)*	Newspaper – 05/05/2004 Fed Reg – 05/03/2004
3A3	Mountain Home Bancshares, Inc., Mountain Home, Arkansas, to acquire 100 percent of Pocahontas Bankstock, Inc., Pocahontas, Arkansas, and thereby indirectly acquire Bank of Pocahontas, Pocahontas, Arkansas.*	Newspaper – N/Avail Fed Reg – 05/10/2004

* 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>
3A1	Lafayette Bancorp, Inc., Oxford, Mississippi, to become a bank holding company by acquiring 100 percent of Oxford University Bank, Oxford, Mississippi.

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

<i>Type</i>	<i>Application</i>
3A1	United Community Bancshares, Inc., Morganfield, Kentucky, to become a bank holding company by acquiring 100 percent of United Community Bank of West Kentucky, Inc., Morganfield, Kentucky.

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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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 10, 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 – 05/03/2004
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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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, April 10, 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 Jackson Hole, Jackson, Wyoming, to establish a branch at 140 Highway 89, Alpine, Wyoming.	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>
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 – 04/30/2004 Fed Reg – 05/03/2004
CIC	Notification by David D and Kristine A. Gale, Lincoln, Nebraska; David E. Rogers, Omaha, Nebraska; Jon C. and Deonne L. Bruning, Lincoln, Nebraska; Edward J. and Marliss G. Miller, Nebraska City, Nebraska; Paul and Andrea Mengedoth, Overland Park, Kansas; Roger and Mary Burning, Lincoln, Nebraska; and Jennifer and David Brown, Mountain View, California, to acquire control of Davenport Community Bancshares, Inc., parent of Jennings State Bank, both of Davenport, Nebraska.	Newspaper – 02/17/2004 Fed Reg – 02/11/2004

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>
4(c)(8)	Davenport Community Bancshares, Inc., Davenport, Nebraska, to engage in insurance activities through the acquisition of Oregon Trail Insurance Agency LLC, Davenport, Nebraska.

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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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 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, April 10, 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.

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<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 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, April 10, 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.*	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>
4(c)(8)	Western Alliance Bancorporation, Las Vegas, Nevada, to engage in permissible nonbanking activities by acquiring Miller/Russell & Associates, Phoenix, Arizona.	Fed Reg – 05/03/2004

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

<i>Type</i>	<i>Application</i>	
4(c)(8)	Northrim BanCorp, Inc., Anchorage, Alaska, to engage in financial and investment advisory activities by acquiring additional ownership interest of Elliott Cove Capital Management, LLC, 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>
None						

Section VI – CRA examinations scheduled for Quarter of

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