
Federal Reserve Release



H.2

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

*No. 49
Week Ending December 6, 1997*

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

BANK HOLDING COMPANIES

First Union Corporation, Charlotte, North Carolina -- requests for reconsideration of the Board's approval of the application and notice to acquire Signet Banking Corporation, Richmond, Virginia, and its banking and nonbanking subsidiaries.
- Denied, December 3, 1997

Sanwa Bank Limited, Osaka, Japan -- to acquire Morcroft Capital Corporation, Fairfield, New Jersey, and engage in leasing and financing activities.
- Permitted, December 1, 1997

FORMS

Central Bank Survey of Foreign Exchange and Derivatives Market Activity (FR 3036) -- to conduct ongoing survey every three years.
- Proposed, December 1, 1997

Report of Derivatives Activity (FR 2436) -- to implement a new semiannual report.
- Proposed, December 1, 1997

Transfer Agent Registration and Amendment Form (FR TA-1) -- extension, without revision.
- Proposed, December 2, 1997

GENERAL ACCOUNTING OFFICE

OTC Derivatives: Additional Oversight Could Reduce Costly Sales Practice Disputes -- letter to Congress concerning GAO's final report on sales practices for OTC derivatives.
- Approved, December 3, 1997

REGULATIONS AND POLICIES

Regulation Z -- revision to compliance date for amendment to Truth in Lending Regulation that gives flexibility in providing variable-rate disclosures. Compliance is optional until October 1, 1998 (Docket R-0960)
- Announced, December 2, 1997

November 30, 1997 to December 6, 1997

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

RESERVE BANK OPERATIONS

Directors -- designation of Deputy Chairmen of the Federal Reserve Banks of Boston and Kansas City for 1998: William O. Taylor, Chairman and Chief Executive Officer, Globe Newspaper Company, Boston, Massachusetts; and Terrence P. Dunn, President and Chief Executive Officer, Dunn Construction Company, Kansas City, Missouri.
- Announced, December 5, 1997

H.2

November 30, 1997 to December 6, 1997

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

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

BANK BRANCHES, DOMESTIC

New York

Manufacturers and Traders Trust Company, Buffalo, New York -- to establish a branch at 441 Greece Ridge Center Drive, Greece Ridge Center Mall, Town of Greece, New York.

- Approved, December 5, 1997

Chicago

NBD Bank, Detroit, Michigan -- to establish a branch at 34400 Utica Road, Fraser, Michigan.

- Approved, December 2, 1997

Minneapolis

Yellowstone Bank, Laurel, Montana -- to establish a branch at the southwest corner of Main and Airport Road, Billings, Montana.

- Approved, December 1, 1997

BANK HOLDING COMPANIES

Atlanta

AuburnBank, et al, Auburn, Alabama, and 15 other institutions -- to acquire Southeast Bankcard Association, Inc., Duluth, Georgia, and operate a bank service corporation.

- Approved, December 5, 1997

St. Louis

Banc Ed Corp., Edwardsville, Illinois -- to acquire Omni Financial Corporation, Pontoon Beach, Illinois, and Omni Bank.

- Approved, December 3, 1997

November 30, 1997 to December 6, 1997

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

Chicago

Bank of Montreal, Montreal, Canada; Bankmont Financial Corp., New York, New York; and Harris Bankcorp, Inc., Chicago, Illinois -- to acquire Harris Trust Company of Florida, West Palm Beach, Florida.

- Approved, December 4, 1997

St. Louis

BOR Bancshares, Inc., Rogers, Arkansas -- to acquire Bank of Rogers.

- Approved, December 3, 1997

Chicago

Capitol Bancorp Ltd., Lansing, Michigan -- to acquire Kent Commerce Bank, Kentwood, Michigan.

- Approved, December 4, 1997

Kansas City

CGB Acquisition Corporation, Overland Park, Kansas, and Commercial Guaranty Bancshares, Inc. -- to acquire Humboldt Bancshares, Inc., Humboldt, Kansas.

- Approved, December 4, 1997

Secretary

Citizens Bancshares Corporation, Atlanta, Georgia -- to merge with First Southern Bancshares, Inc., Lithonia, Georgia, and acquire First Southern Bank.

- Approved, December 5, 1997

Chicago

Community National Bank Corporation, Waterloo, Iowa -- to engage de novo in lending activities.

- Permitted, December 3, 1997

St. Louis

Concord EFS Inc., Memphis, Tennessee -- to acquire Pay Systems of America, Inc., Nashville, Tennessee, and engage in payroll data processing activities.

- Permitted, December 5, 1997

November 30, 1997 to December 6, 1997

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

Atlanta

FABP Bancshares, Inc., Pensacola, Florida -- request for waiver of commitment.
- Granted, December 2, 1997

Cleveland

Fifth Third Bancorp, Cincinnati, Ohio -- to make a limited partnership investment in
General Electric/Fifth Third Partnership #1, L.P., Wilmington, Delaware.
- Approved, December 4, 1997

Richmond

GNB Bankshares Corporation, Grundy, Virginia -- to acquire Grundy National Bank.
- Approved, December 2, 1997

Dallas

Hillister Enterprises II, Beaumont, Texas; Umphrey II Family Limited Partnership,
Southeast Texas Bancshares, Inc.; and Texas Community Bancshares of Delaware,
Inc., Wilmington, Delaware -- to acquire Silsbee Financial Corporation, Silsbee,
Texas; Silsbee Delaware Corporation, Wilmington, Delaware; and Silsbee State
Bank, Silsbee, Texas.
- Approved, December 4, 1997

Atlanta

Horizon Bank of Florida, Employee Stock Ownership Plan, Pensacola, Florida -- to
acquire Horizon Bancshares, Inc., and Horizon Bank.
- Approved, December 3, 1997

St. Louis

Independent Southern Bancshares, Inc. Employee Stock Ownership Trust,
Brownsville, Tennessee -- to acquire Independent Southern Bancshares, Inc.
- Approved, December 5, 1997

Kansas City

Peoples Trust of 1987, Ottawa, Kansas, and Peoples, Inc. -- to acquire Johnson
County Bank, Overland Park, Kansas.
- Approved, December 3, 1997

November 30, 1997 to December 6, 1997

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

Kansas City

Republic Bancshares, Inc., Natoma, Kansas -- to acquire United National Bank of Natoma, Natoma, Kansas.

- Approved, December 3, 1997

Atlanta

Riverside Banking Company, Fort Pierce, Florida -- to acquire shares of Gulf Coast Banking Company, Cape Coral, Florida, and Riverside Bank of The Gulf Coast.

- Approved, December 4, 1997

Atlanta

Skylake Bankshares, Inc., North Miami Beach, Florida -- to merge with Kislak Financial Corporation, Miami Lakes, Florida, and acquire Kislak National Bank.

- Withdrawn, December 2, 1997

Richmond

South Branch Valley Bancorp, Inc., Moorefield, West Virginia -- to acquire shares of Capital State Bank, Inc., Charleston, West Virginia.

- Approved, December 5, 1997

Chicago

State Financial Corporation, Hales Corner, Wisconsin -- to acquire Richmond Bancorp, Inc., Gurnee, Illinois, and acquire Richmond Bank, Richmond, Illinois, and Richmond Financial Services, Inc., and engage in discount brokerage, insurance agency and management advisory services.

- Approved, December 2, 1997

St. Louis

Tennessee Central Bancshares, Inc., Adamsville, Tennessee -- to acquire no more than 10 percent of Premier Bank of Brentwood, Brentwood, Tennessee.

- Approved, December 4, 1997

Chicago

Wintrust Financial Corporation, Wilmette, Illinois -- to acquire Crystal Lake Bank & Trust Company, National Association, Crystal Lake, Illinois.

- Approved, December 3, 1997

November 30, 1997 to December 6, 1997

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

Dallas

Woodforest Bancshares, Inc., Houston, Texas, and Sun Belt Bancshares Corporation, Wilmington, Delaware -- to acquire Main Street National Bank, Cleveland, Texas.

- Approved, December 4, 1997

BANK MERGERS

Richmond

Atlantic Bank, Ocean City, Maryland -- to acquire a branch in Cambridge and two branches in Salisbury, Maryland, of First Union National Bank, Charlotte, North Carolina.

- Approved, December 5, 1997

Kansas City

BancFirst, Oklahoma City, Oklahoma -- to purchase the assets and assume the liabilities of eleven branches and two detached facilities in Oklahoma from NationsBank, N.A., Charlotte, North Carolina.

- Approved, December 2, 1997

Richmond

Farmers Bank of Maryland, Annapolis, Maryland -- to acquire a branch in Chestertown and two branches in Easton, Maryland, of First Union National Bank, Charlotte, North Carolina.

- Approved, December 5, 1997

Richmond

First Virginia Bank of Tidewater, Norfolk, Virginia -- to acquire the Mappsville, Virginia, branch of First Union National Bank, Charlotte, North Carolina.

- Approved, December 5, 1997

Chicago

Great Lakes National Bank Michigan, Ann Arbor, Michigan -- to purchase a branch of Bank of America FSB, Highland, Indiana.

- Announced, December 2, 1997

November 30, 1997 to December 6, 1997

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

BANKS, NONMEMBER, AND MISCELLANEOUS INSTITUTIONS

San Francisco

Pioneer Entertainment (USA) L.P., Long Beach, California -- deregistration pursuant to Regulation G.

- Approved, December 3, 1997

Director, BS&R

Signet Trust Company, Richmond, Virginia -- registration as transfer agent.

- Withdrawn, December 3, 1997

CAPITAL STOCK

Kansas City

Flint Hill Financial Services Corporation, Americus, Kansas -- redemption of shares.

- Approved, December 3, 1997

Atlanta

Horizon Bancshares, Inc., Pensacola, Florida -- redemption of shares.

- Approved, December 3, 1997

CHANGE IN BANK CONTROL

Dallas

CentraBanc Corporation, Waco, Texas -- change in bank control.

- Permitted, December 1, 1997

Kansas City

Citizens State Bancorp, Inc., Morrison, Oklahoma -- change in bank control.

- Permitted, December 2, 1997

Minneapolis

Madison Agency, Inc., Sioux Falls, South Dakota -- change in bank control.

- Permitted, December 2, 1997

Secretary

Rogers Bancshares, Little Rock, Arkansas -- change in bank control.

- Permitted, December 5, 1997

November 30, 1997 to December 6, 1997

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

Minneapolis

Welcome Bancshares, Inc., Welcome, Minnesota -- change in bank control.
- Permitted, December 1, 1997

COMPETITIVE FACTORS REPORTS

Chicago

Albert City Savings Bank, Albert City, Iowa -- report on competitive factors of the proposed merger with Citizens State Bank, Marathon, Iowa.
- Submitted, December 2, 1997

Dallas

Bank of Alice, Alice, Texas -- report on competitive factors of the proposed merger with The Country Bank, Charlotte, Texas.
- Submitted, December 5, 1997

St. Louis

Bank of Atkins, Atkins, Arkansas -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of the Hot Springs Village branch of Danville State Bank, Danville, Arkansas.
- Submitted, December 1, 1997

Cleveland

Bank One, Arizona, N.A., Phoenix, Arizona -- report on competitive factors of the proposed purchase of assets and assumption of certain liabilities of Bank One, N.A., Columbus, Ohio.
- Submitted, December 5, 1997

Cleveland

Bank One, N.A., Columbus, Ohio -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities from eleven other bank subsidiaries of Banc One Corporation.
- Submitted, December 5, 1997

November 30, 1997 to December 6, 1997

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

Cleveland

Bank One, Texas, N.A., Dallas, Texas -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of Bank One, N.A., Columbus, Ohio.

- Submitted, December 5, 1997

Kansas City

Citizens Bank & Trust Company, Chillicothe, Missouri -- report on competitive factors of the proposed merger with Trenton Trust Company, Trenton, Missouri.

- Submitted, December 2, 1997

Chicago

Citizens Savings Bank, Anamosa, Iowa -- report on competitive factors of the proposed merger with Lesernal Corporation.

- Submitted, December 2, 1997

Chicago

Edgar County Bank and Trust Co., Paris, Illinois -- report on competitive factors of the proposed merger with Kansas State Bank, Kansas, Illinois.

- Submitted, December 2, 1997

Chicago

Farmers Savings Bank, Beaman, Iowa -- report on competitive factors of the proposed merger with Producers Savings Bank, Green Mountain, Iowa.

- Submitted, December 2, 1997

Kansas City

First American Bank, Woodward, Oklahoma -- report on competitive factors of the proposed merger with Washita State Bank, Burns Flat, Oklahoma.

- Submitted, December 1, 1997

St. Louis

First Arkansas Valley Bank, Dardanelle, Arkansas -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Atkins, Arkansas, branch of Bank of Atkins.

- Submitted, December 1, 1997

November 30, 1997 to December 6, 1997

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

Kansas City

First Commercial Bank, N.A., Overland Park, Kansas -- report on competitive factors of the proposed merger with Humboldt National Bank, Humboldt, Kansas.
- Submitted, December 2, 1997

Secretary

First of America Bank-Florida, F.S.B., Tampa, Florida -- report on competitive factors of the proposed merger with SouthTrust Bank, N.A., Birmingham, Alabama.
- Submitted, December 4, 1997

Dallas

First Prosperity Bank, El Campo, Texas -- report on competitive factors of the proposed acquisition of certain assets and assumption of certain liabilities of the West Columbia branch of Community State Bank, Houston, Texas.
- Submitted, December 3, 1997

Richmond

First Virginia Bank, Falls Church, Virginia -- report on competitive factors of the proposed merger with Premier Trust Company, Bluefield, Virginia.
- Submitted, December 1, 1997

Kansas City

Grand Lake Bank, Grove, Oklahoma -- report on competitive factors of the proposed merger with New Grand Lake Bank, Tulsa, Oklahoma.
- Submitted, December 2, 1997

San Francisco

Heritage Bank of Commerce, San Jose, California -- report on competitive factors of the proposed merger of Heritage Commerce Merger Subsidiary, Inc.
- Submitted, December 2, 1997

Chicago

Iowa Bank, Bellevue, Iowa -- report on competitive factors of the proposed acquisition of the assets and assumption of the liabilities of the Bellevue and LaMotte, Iowa, offices of Mercantile Bank of Eastern Iowa, Waterloo, Iowa.
- Submitted, December 2, 1997

November 30, 1997 to December 6, 1997

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

Chicago

Iowa State Bank, Orange City, Iowa -- report on competitive factors of the proposed merger with Iowa State Bank, Ireton, Iowa.
- Submitted, December 2, 1997

Kansas City

Labette County State Bank, Altamont, Kansas -- report on competitive factors of the proposed merger with American State Bank, Oswego, Kansas.
- Submitted, December 1, 1997

Kansas City

Local America Bank of Tulsa, FSB, Tulsa, Oklahoma -- report on competitive factors of the proposed merger with Green Country Bank, FSB, Miami, Oklahoma.
- Submitted, December 1, 1997

Richmond

NationsBank, National Association, Charlotte, North Carolina -- report on competitive factors of the proposed merger with Boatmen's First National Bank of Amarillo, Amarillo, Texas.
- Submitted, December 1, 1997

St. Louis

New First National Bank in Green Forest, Green Forest, Arkansas -- report on competitive factors of the proposed merger with First National Bank in Green Forest.
- Submitted, December 3, 1997

Cleveland

Ohio River Bank, Ironton, Ohio -- report on competitive factors of the proposed merger with Ohio River Interim Bank.
- Submitted, December 5, 1997

San Francisco

Pacific Bay Bank, San Pablo, California, and Sunrise Bank, Roseville, California -- report on competitive factors of the proposed merger with New Co., Roseville, California.
- Submitted, December 4, 1997

November 30, 1997 to December 6, 1997

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

Philadelphia

Penn Security Bank and Trust Company, Scranton, Pennsylvania -- report on competitive factors of the proposed merger with Penn Security Interim Bank and Trust Company.

- Submitted, December 5, 1997

Cleveland

Peoples Bank, N.A., Ashtabula, Ohio -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of the Madison and Painesville, Ohio, branches of First Western Bank, N.A., New Castle, Pennsylvania.

- Submitted, December 4, 1997

Atlanta

Premier Bank, Marietta, Georgia -- report on competitive factors of the proposed merger with Citizens Bank of Gwinnett, Duluth, Georgia.

- Submitted, December 3, 1997

San Francisco

Roseville 1st National Bank, Roseville, California -- report on competitive factors of the proposed merger with Roseville 1st Interim National Bank.

- Submitted, December 3, 1997

Atlanta

Trustmark National Bank, Jackson, Mississippi -- report on competitive factors of the proposed merger with Smith County Bank, Taylorsville, Mississippi.

- Submitted, December 3, 1997

San Francisco

Valley Independent Bank, El Centro, California -- report on competitive factors of the proposed merger with VIB Merger Company.

- Submitted, December 4, 1997

November 30, 1997 to December 6, 1997

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

EXTENSIONS OF TIME

Dallas

CBI Acquisition Corporation, Huntsville, Texas -- extension to March 25, 1998, to acquire Crockett Bancshares, Inc., Crockett, Texas, and Crockett State Bank.

- Granted, December 3, 1997

Dallas

First National Bank of Huntsville, Huntsville, Texas -- extension to March 25, 1998, to acquire CBI Acquisition Corporation; Crockett Bancshares, Inc., Crockett, Texas, and Crockett State Bank.

- Granted, December 1, 1997

New York

Pathfinder Bancorp, Oswego, New York, and Pathfinder Bancorp, Inc. -- extension to February 28, 1998, for Pathfinder Bancorp to acquire shares of Pathfinder Bancorp, Inc., and for the latter to acquire Oswego City Savings Bank.

- Granted, December 2, 1997

New York

Summit Bank, Hackensack, New Jersey -- extension to February 28, 1998, to merge with Collective Bank, A Federal Savings Bank,

- Granted, December 4, 1997

MEMBERSHIP

Chicago

Bank of Lakeview, Lakeview, Michigan -- membership in the Federal Reserve System.

- Withdrawn, December 1, 1997

Kansas City

Exchange Bank & Trust Company, Perry, Oklahoma -- to become a member of the Federal Reserve System.

- Approved, December 4, 1997

November 30, 1997 to December 6, 1997

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

New York

Greenwich Bank & Trust Company, Greenwich, Connecticut -- to become a member of the Federal Reserve System.

- Approved, December 5, 1997

REGULATIONS AND POLICIES

Director, C&CA

Regulation Z -- request for comment on revisions to the official staff commentary concerning increased rates for credit card accounts triggered by events such as late payments or exceeding credit limits.

- Approved, December 1, 1997

RESERVE BANK OPERATIONS

Director RBOPS

Federal Reserve Bank of Chicago -- to proceed with construction of a new conference center on third floor of Bank.

- Approved, December 1, 1997

Director, RBOPS

Federal Reserve Bank of San Francisco -- to proceed with renovation of the first floor of Portland Branch.

- Approved, December 4, 1997

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week of December 6, 1997

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)	Lenox Financial Service Corp., Lenox, Massachusetts - application to become a mutual holding company through the acquisition of Lenox Savings Bank, Lenox, Massachusetts*	Newspaper - 01/02/98 Fed Reg - 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>
4(c)(8)	Fleet Financial Services, Inc., North Adams, Massachusetts - notification to acquire The Quick & Reilly Group, Inc., and thereby engage in various securities activities	Fed Reg - 12/29/97

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

<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>
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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.

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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>
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None

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

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

District 2

Federal Reserve Bank of New York

Applications and notifications filed during the week of December 6, 1997

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Manufacturers and Traders Trust Company, Buffalo, New York, to establish a branch office at 728 Alberta Drive, Amherst, New York.*	12/26/97
18(c)	OnBank & Trust Company, Syracuse, New York, and Franklin First Savings Bank, Wilkes-Barre, Pennsylvania, to merge with and into Manufacturers and Traders Trust Company, Buffalo, New York.*	12/26/97

* 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)	First Empire State Corporation, Buffalo, New York: (1) to merge, through its wholly-owned subsidiary, Olympia Financial Corp. ("Olympia") with ONBANCorp. Inc. ("OBC"), Syracuse, New York, and thereby indirectly acquire respectively, pursuant to Sections 3(a)(3) and 4(c)(8) of the BHC Act, OnBank & Trust Company, Syracuse, New York, and Franklin First Savings Bank, Wilkes-Barre, Pennsylvania; (2) alternatively, pursuant to Section 3(a)(3) and 4(c)(8) of the BHC Act to acquire, under certain circumstances, up to 19.9 percent of the voting shares of OBC; and, (3) pursuant to Section 3(a)(1) of the BHC Act, for Olympia to become a bank holding company with respect to Manufacturers and Traders Trust Company, Buffalo, New York.	01/02/97 <u>1/</u>

1/ Later of dates specified in newspaper and Federal Register notices.

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)	Credit Commercial De France S.A., Paris, France, to engage through CCF International Finance Corporation, New York, New York, in the following nonbanking activities: extending credit and servicing loans; activities related to extending credit; financial and investment advisory activities; agency transactional services; and investment transactions as principal.	12/15/97
4(c)(8)	Dresdner Bank AG, Frankfurt, Federal Republic of Germany, to engage <u>de novo</u> as a commodity pool operator through its subsidiaries, including Oechsle International Advisors, L.P., and RCM Capital Management, L.L.C.	N/Avail

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

<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>
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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.

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

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

None

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

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

District 3
Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week of December 6,1997

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Ambassador Bank of the Commonwealth, Allentown, PA, to establish a branch at Saucon Valley Square, Wyandotte Street, Northampton County, PA	12/31/97
Branch	Bryn Mawr Trust Company, Bryn Mawr, PA, to establish a branch at One Tower Bridge, 100 Front Street, West Conshohocken Borough, Montgomery County, PA	1/5/98

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>
None		

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>
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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>
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None

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

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

District 4
Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending December 6, 1997

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	Received notice of Change in Bank Control on November 24, 1997, from Andrew Godby; Bill David Godby; Christopher L. Godby; The Clell Dean Godby Living Trust; David H. Godby; Joshua H. Godby; Melodie Godby; Melvin M. Godby, Sr.; Melvin M. Godby, Jr.; Vicki Godby; Clellan Prewitt; and Leora Prewitt, all of Somerset, KY of their intent to control up to 46.10 percent of the outstanding voting shares of First Commerce Bancorp, Inc., Somerset, KY.	Newspaper - 12/22/97
3(a)(5)	Received notice from Mellon Bank Corporation, Pittsburgh, PA on December 1, 1997, of its intent to acquire United Bankshares, Inc., Miami, FL.	Fed Reg - 12/31/97

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>
	Notice from Mellon Bank, N.A., Pittsburgh, PA received on November 21, 1997, of its intent to acquire up to a 90% interest in Mellon Brascan Asset Management, S.A., Rio de Janeiro, Brazil, pursuant to Section 211.5(c)(2) of Regulation K AND Notice from Mellon Bank, N.A., Pittsburgh, PA of its intent to acquire 40% interests in Banco Brascan, S.A., Rio de Janeiro, Brazil; Brascan Holding Limited, Bahamas; and Brascan International Consultoria e Investimentos, Ltda., Maderia, Portugal, pursuant to Section 211.5(c)(3) of Regulation K. All investments to be made through Mellon Overseas Investment Corporation, Wilmington, DE and Mellon International Investment Corporation, Georgetown, Cayman Islands.	

Section V - Availability of CRA public evaluations

Description of the CRA Goal against which institutions are evaluated, the four performance levels, and the institutions for which an evaluation is publicly available.

The CRA requires a periodic evaluation of each covered institution regarding the extent to which it has ascertained, and helped meet, the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

The federal bank regulators use the following four performance levels to rate an institution's performance under CRA.:

- Outstanding**
- Satisfactory**
- Needs to Improve**
- Substantial noncompliance**

<i>RSSD number</i>	<i>Institution/ Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>
None				

Section VI - CRA examinations scheduled for First Quarter of 1998

<i>Institution</i>	<i>Location</i>
Chippewa Valley Bank	P.O. Box 68, 20 S. Main Street, Rittman, OH 44270-0068
Oakwood Deposit Bank	P.O. Box 207, 218 N. 1st Street, Oakwood, OH 45873-0207
The Ottoville Banking Company	P.O. Box 459, 161 W. 3rd Street, Ottoville, OH 45876-0459
WesBanco Bank Barnesville	P.O. 70, 101 E. Main Street, Barnesville, OH 43713-0070

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week of December 6, 1997

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Southern Financial Bank, Warrenton, Virginia, to establish a branch at 46910 Harry Byrd Highway, Sterling, Virginia.*	12/26/97
18(c)	Bank of Lancaster, Kilmarnock, Virginia, to acquire two branches in Warsaw and Montross, Virginia, from Northern Neck State Bank, Warsaw, Virginia, immediately following their acquisition by Northern Neck State Bank from First Union National Bank, Charlotte, North Carolina, the successor by merger to Signet Bank, Richmond, Virginia.*	12/29/97

*Application is subject to CRA requirements.

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)	Morgantown Bancshares, Inc., Morgantown, West Virginia, to become a bank holding company through the acquisition of 100% of the voting shares of Citizens Bank of Morgantown, Inc., Morgantown, West Virginia.*	12/13/97
3(a)(5)	Wachovia Corporation, Winston-Salem, North Carolina, to acquire Ameribank Bancshares, Inc., Hollywood, Florida, and its wholly owned subsidiary, American Bank of Hollywood, Florida.*	12/23/97**
CIC	Notice of Change in Control with respect to Virginia Commerce Bank, Arlington, Virginia, filed by Arthur L. Walters.	12/24/97**

*Application is subject to CRA requirements.

**Expiration of comment period as specified in the Federal Register.

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

<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>
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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.

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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>
None					

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 of December 6, 1997

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Highlands Independent Bancshares, Inc., notice to become a bank holding company by acquiring Highlands Independent Bank, both of Sebring, Florida.*	N/Avail
18(c)	Citizens Trust Bank, Atlanta, Georgia, to merge with First Southern Bank, Lithonia, Georgia.*	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>
4(c)(8)	Regions Financial Corporation, Birmingham, Alabama, to merge with PALFED, Inc., and thereby directly acquire Palmetto Federal Savings Bank, both of Aiken, South Carolina, and thereby engage in operating a savings association.*	N/Avail
3(a)(5)	Regions Financial Corporation, Birmingham, Alabama, to merge with Greenville Financial Corporation, Greenville, South Carolina, and thereby directly acquire Greenville National Bank, Greenville, South Carolina.*	N/Avail
3(a)(5)	Regions Financial Corporation, Birmingham, Alabama, to merge with First United Bancorporation, Anderson, South Carolina, and thereby directly acquire Anderson National Bank, and Spartanburg National Bank, both of Anderson, South Carolina.*	N/Avail
3(a)(3)	FirsTrust Corporation, New Orleans, Louisiana, to acquire Peoples Bank of Louisiana, New Orleans, Louisiana.*	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>
4(c)(8)	Regions Financial Corporation, Birmingham, Alabama, to acquire Quick Credit Corporation, Anderson, South Carolina, and thereby engage in consumer finance activities and credit insurance activities.	N/Avail
4(c)(8)	Middle Georgia Corporation, Ellaville, Georgia, to acquire 15 percent of the outstanding shares of Fairbanco Holding Company, Inc., Fairburn, Georgia, and thereby engage in operating a savings association.	N/Avail

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
S/R	First Southern Bancorp, Inc., Boca Raton, Florida, notification to redeem 65,719 shares of its outstanding stock.	
COM	AmTrade International Bank of Georgia, Atlanta, Georgia, commitment waiver request.	
Member	Premier Bank of Brentwood, Brentwood, Tennessee, to become a member of the Federal Reserve System.	

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>
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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.

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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>
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None

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

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

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week of December 5, 1997

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Membership	Paramount Bank (in organization) Bingham Farms, Michigan	N/Avail

N/Avail - Not available at this time

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)	First Mutual of Richmond, Inc.* Richmond, Indiana Richmond Mutual Bancorporation, Inc. Richmond, Indiana First Bank of Richmond, National Association Richmond, Indiana	Fed Reg - 12/15/97 Newspaper - 12/13/97
3(a)(1)	Richmond Mutual Bancorporation, Inc.* Richmond, Indiana First Bank of Richmond, National Association Richmond, Indiana	Fed Reg - 12/15/97 Newspaper - 12/13/97
3(a)(3)	Gifford Bancorp, Inc. Employee Stock Ownership Plan* Gifford, Illinois Gifford Bancorp, Inc. Gifford, Illinois Gifford State Bank Gifford, Illinois	Fed Reg - 1/2/98 Newspaper - 1/2/98
3(a)(3)	Central Illinois Bancorp, Inc.* Sidney, Illinois CIB Bank (in organization) Indianapolis, Indiana	Fed Reg - 1/2/98 Newspaper - N/Avail
3(a)(1)	Paramount Bancorp, Inc.* Bingham Farms, Michigan Paramount Bank (in organization) Bingham Farms, Michigan	Fed Reg - 1/5/98 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)	Century Bank Corp.* Fairmount, Indiana Citizens Exchange Bank Fairmount, Indiana	Fed Reg - 12/23/97 Newspaper - 12/19/97
3(a)(1)	Citizens Financial Corporation* Chicago, Illinois Citizens Bank & Trust Company of Chicago Chicago, Illinois	Fed Reg - 12/29/97 Newspaper - 12/24/97
4(c)(8)	Marshall & Ilsley Corporation Milwaukee, Wisconsin Advantage Bancorp, Inc. Kenosha, Wisconsin Advantage Bank, FSB Kenosha, Wisconsin	Fed Reg - 12/23/97 Newspaper - N/Avail

Fed Reg - Federal Register Comment Period Ending Date

Newspaper - Newspaper Comment Period Ending Date

N/Avail - Not Available at this time

* - 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>
4(c)(8)	Central Illinois Bancorp, Inc. Sidney, Illinois To engage in the functions or activities that may be performed by a trust company	N/Avail
4(c)(8)	National Australia Bank Limited Melbourne, Australia Homeside, Inc. Jacksonville, Florida	N/Avail

N/Avail - Not available at this time

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

<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>
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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.

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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>
945941	Byron Center State Bank 2445 84th Street SW P.O. Box 245 Byron Center, MI 49315 (616) 878-1591	8/18/97	12/2/97	Satisfactory	Small Bank

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

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

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week of December 6, 1997

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	Notice involving Forrest City Financial Corporation, Forrest City, Arkansas, by John R. Stipe (previously reported during the week of November 17, 1997).	Fed Reg - 12/22/97
CIC	Notice involving Reliable Community Bancshares, Inc., Perryville, Missouri, by Patricia R. Trickey, Teresa R. Maurer, Carla J. Millham, Mary S. Vickery, Bonnie R. Poythress, and Frances E. Rhodes.	Fed Reg - 12/24/97
3(a)(3)	Notice by Mercantile Bancorporation Inc., St. Louis, Missouri, to acquire Horizon Bancorp, Inc., Arkadelphia, Arkansas.*	Fed Reg - 12/19/97
4(c)(8)	Notice by Bank of the Ozarks, Inc., Little Rock, Arkansas, to acquire Heritage Banc Holding, Inc., Little Rock, Arkansas, and thereby acquire HEARTLAND Community Bank, FSB, Little Rock, Arkansas.*	Fed Reg: 12/31/97

* 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>
4(c)(8)	Notice by Mercantile Bancorporation Inc., St. Louis, Missouri, to acquire Horizon Financial Services, Inc., Arkadelphia, Arkansas.	Fed Reg - 12/19/97
4(j)(5)(B)	Notice by First Tennessee National Corporation, Memphis, Tennessee, to cause its proposed nonbank subsidiary to acquire the general and limited partnership interests of Martin & Company, L.P., Knoxville, Tennessee, and thereby engage in money management activities.	

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

<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>
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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.

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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>
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None

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

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

District 9
Federal Reserve Bank of Minneapolis

Applications and Notifications Filed During the Week of December 6, 1997

Section I - Applications subject to newspaper notice only

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

Section III - Applications subject to Federal Register notice only

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

Section V - Publicly available CRA 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>
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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.

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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>
823656	First State Bank of Rushmore Rushmore, Minnesota	9/2/97	12/2/97	Outstanding	Small Bank

Section VI - CRA examinations scheduled **Quarter of**

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

District 10
Federal Reserve Bank of Kansas City

Applications and notifications filed during the week of December 6, 1997

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) / 3(a)(5)	Commerce Bancshares, Inc., and CBI-Kansas, both of Kansas City, Missouri, for prior approval to acquire and merge with Pittsburg Bancshares, Inc., Pittsburg, Kansas; and thereby indirectly acquire City National Bank, Pittsburg, Kansas.	Newspaper - 12/22/97 Fed Reg - 12/23/97

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)	Stockmens Financial Corporation, Rushville, Nebraska, for prior approval to acquire Electronic Commerce Management Group, LLC, Greenwood, Colorado (a joint venture), and thereby engage in leasing personal or real property; management consulting services; and data processing activities, pursuant to sections 225.28(b)(3), 225.28(b)(9), and 225.28(b)(14) of the Board's Regulation Y.	Fed Reg - 12/24/97

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
S/R	Flint Hills Financial Services Corporation, Americus, Kansas, for prior approval to redeem 4,200 shares of its own voting common stock.	

Section V - Availability of CRA public evaluations

Description of the CRA Goal against which institutions are evaluated, the four performance levels, and the institutions for which an evaluation is publicly available.

The CRA requires a periodic evaluation of each covered institution regarding the extent to which it has ascertained, and helped meet, the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

The federal bank regulators use the following four performance levels to rate an institution's performance under CRA.:

- Outstanding**
- Satisfactory**
- Needs to Improve**
- Substantial noncompliance**

<i>RSSD number</i>	<i>Institution/ Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</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 of December 6, 1997

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	Western Bank, Las Cruces, Employee Stock Ownership Plan, Las Cruces, NM, et al, to acquire an interest in Western Bancshares of Las Cruces, Inc., Carlsbad, NM (Previously reported during the week of November 24, 1997)	12/24/97**
3(a)(5)	American State Financial Corporation, Lubbock, TX and American State Financial Corporation Delaware, Wilmington, DE, to acquire Security Shares, Inc., Abilene, TX, and Security State Bank, Abilene, TX* (Previously reported during the week of November 17, 1997)	12/14/97**

* Subject to the provisions of the Community Reinvestment Act.

** Comment period ending date is the date specified in the newspaper only.

N/Avail - Not available at this time.

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 - Publicly available CRA 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>
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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 federal bank regulators use the following four performance levels to rate an institution's performance under CRA:

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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>
None					

Section VI - CRA examinations scheduled **Quarter of**

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

District 12
Federal Reserve Bank of San Francisco

Applications and Notifications Filed During the Week of December 6, 1997

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Farmers & Merchants Bank of Long Beach, Long Beach, California, to establish a branch office at 2600 Cherry Avenue, Long Beach, California. *	Newspaper - 01/01/98

* 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)	VIB Corp., El Centro, California, to become a bank holding company by acquiring Valley Independent Bank, El Centro, California. *	Newspaper - N/Avail Fed Reg - 12/08/97

* 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>
3(a)(5)	Heritage Commerce Corp, San Jose, California, to become a bank holding company by acquiring	None
24A Request	Western Security Bank, Scottsdale, Arizona, to make an additional investment of approximately \$3.7 million in bank premises.	None
S/R	Eldorado Bank, Tustin, California, to distribute \$900,000 from retained earnings to Commerce Security Bancorp, Inc., Laguna Hills, California.	None

Section V - Publicly available CRA 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>Large bank</i>	<i>Small bank</i>

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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- Satisfactory**
- Needs to improve**
- 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>Large bank</i>	<i>Small bank</i>
None						

Section VI - CRA examinations scheduled

Quarter of

Institution

Location

None
