
Federal Reserve Release



H.2

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

*No. 5
Week Ending January 31, 1998*

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

TESTIMONY AND STATEMENTS

Circuit breakers for equity-related markets -- statement by Governor Phillips before the Subcommittee on Securities of the Senate Committee on Banking, Housing, and Urban Affairs, January 29, 1998.

- Published, January 29, 1998

Fiscal situation and observations about the current direction of the U.S. economy -- statement by Chairman Greenspan before the Senate Committee on the Budget, January 29, 1998.

- Published, January 29, 1998

IMF funding -- statement by Chairman Greenspan before the House Committee on Banking and Financial Services, January 30, 1998.

- Published, January 30, 1998

RESERVE BANK OPERATIONS

Banking holiday -- Reserve Banks will adhere to a standard holiday schedule and remain open for normal operations on December 31, 1999.

- Announced, January 28, 1998

H.2

January 25, 1998 to January 31, 1998

**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

Chicago

Irwin Union Bank & Trust Company, Columbus, Indiana -- to establish a branch at 1680 West Main Street, Greenwood, Indiana.
- Approved, January 27, 1998

St. Louis

Scott County State Bank, Scottsburg, Indiana -- to establish a branch at 57 North Michael Drive.
- Approved, January 27, 1998

BANK HOLDING COMPANIES

St. Louis

Alliance Bancorporation, Inc., Hot Springs, Arkansas -- to acquire Alliance Bank of Hot Springs.
- Approved, January 27, 1998

Boston

Brookline Bancorp, M.H.C., Brookline, Massachusetts, and Brookline Bancorp, Inc. -- to acquire Brookline Savings Bank.
- Approved, January 28, 1998

Kansas City

Gold Banc Acquisition Corp., Inc., II, Leawood, Kansas -- to retain control of Farmers Bancshares of Oberlin, Inc., Oberlin, Kansas.
- Approved, January 29, 1998

January 25, 1998 to January 31, 1998

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

Kansas City

Gold Banc Corporation, Leawood, Kansas -- to acquire Midwest Capital Management, Kansas City, Missouri, and engage in providing financial and investment services, providing agency transactional services, including securities brokerage, riskless principal, and private placement services, and underwriting of government obligations.

- Permitted, January 26, 1998

New York

HUBCO, Inc., Mahwah, New Jersey -- to acquire Poughkeepsie Financial Corp., Poughkeepsie, New York, and Bank of the Hudson.

- Approved, January 29, 1998

Boston

Independent Mutual Holding Company, Laconia, New Hampshire -- to become a mutual holding company through the reorganization of Laconia Savings Bank, Laconia, New Hampshire.

- Approved, January 30, 1998

San Francisco

Mt. Diablo Bancshares, Danville, California -- to acquire Mt. Diablo National Bank.

- Approved, January 30, 1998

Chicago

National Australia Bank Limited, Melbourne, Australia -- to acquire Homeside, Inc., Jacksonville, Florida, Homeside Lending, Inc., and Homeside Mortgage Securities, Inc., and engage in mortgage lending and servicing activities.

- Permitted, January 30, 1998

Chicago

Paramount Bancorp, Inc., Bingham Farms, Michigan -- to acquire Paramount Bank.

- Approved, January 26, 1998

January 25, 1998 to January 31, 1998

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

New York

Societe Generale, Paris, France -- to acquire Barr Devlin Associates, Incorporated, New York, and Barr Devlin & Co. Incorporated, and engage in investment advisory activities.

- Permitted, January 29, 1998

Richmond

United Bankshares, Inc., Charleston, West Virginia -- to acquire George Mason Bankshares, Inc., Fairfax, Virginia.

- Approved, January 28, 1998

San Francisco

West Coast Bancorp, Lake Oswego, Oregon -- to acquire Centennial Holdings, Ltd., Olympia, Washington.

- Approved, January 29, 1998

Dallas

Woodforest Bancshares, Inc., Houston, Texas -- to acquire shares of Bankline Holdings, Inc., Lenexa, Kansas, and engage in data processing services.

- Submitted, January 30, 1998

BANK MERGERS

Atlanta

First United Bank, Boca Raton, Florida -- to merge with American Bank of Hollywood, Hollywood, Florida.

- Approved, January 30, 1998

Richmond

George Mason Bank, Fairfax, Virginia -- to merge with United Bank, Arlington, Virginia.

- Approved, January 28, 1998

BANKS, STATE MEMBER

St. Louis

Arkansas State Bank, Clarksville, Arkansas -- payment of a dividend.

- Approved, January 29, 1998

January 25, 1998 to January 31, 1998

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

St. Louis

Benton State Bank, Benton, Arkansas -- payment of a dividend.
- Approved, January 29, 1998

St. Louis

Citizens First Bank, El Dorado, Arkansas -- payment of a dividend.
- Approved, January 29, 1998

St. Louis

Farmers and Merchants Bank, Rogers, Arkansas -- payment of a dividend.
- Approved, January 29, 1998

St. Louis

State Bank of Dixon, Dixon, Missouri -- payment of a dividend.
- Approved, January 27, 1998

San Francisco

Westamerica Bank, San Rafael, California -- to make an investment in low-income housing projects through California Corporate Tax Credit Fund-1997, Boston, Massachusetts.
- Approved, January 28, 1998

CAPITAL STOCK

Kansas City

South Holt Bancshares, Inc., Oregon, Missouri -- redemption of shares.
- Approved, January 28, 1998

CHANGE IN BANK CONTROL

St. Louis

First National Bancshares in Newton, Inc., Newton, Illinois -- change in bank control.
- Permitted, January 29, 1998

San Francisco

Langer Family Partnership, Port Orchard, Washington -- change in bank control.
- Permitted, January 29, 1998

January 25, 1998 to January 31, 1998

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

Richmond

Virginia Commerce Bank, Arlington, Virginia -- change in bank control.
- Permitted, January 26, 1998

COMPETITIVE FACTORS REPORTS

Chicago

Bank of Waukegan, Waukegan, Illinois -- report on competitive factors of the
proposed merger with First Federal Bank, FSB.
- Submitted, January 30, 1998

Minneapolis

Citizens Interim State Bank of Roseau, Roseau, Minnesota -- report on competitive
factors of the proposed merger with Citizens State Bank of Roseau, Roseau,
Minnesota.
- Submitted, January 30, 1998

Kansas City

Community Bank of Marshall, Marshall, Missouri -- report on competitive factors of
the proposed merger with CB Interim Bank.
- Submitted, January 30, 1998

Boston

Eastern Bank, Lynn, Massachusetts -- report on competitive factors of the proposed
merger with Hibernia Savings Bank, Quincy, Massachusetts.
- Submitted, January 26, 1998

Minneapolis

F&M Bank, Watertown, South Dakota -- report on competitive factors of the
proposed merger with First Savings & Loan Association of South Dakota, Inc.,
Aberdeen, South Dakota.
- Submitted, January 26, 1998

Chicago

First Bank and Trust, Sullivan, Indiana -- report on competitive factors of the
proposed merger with First National Bank, Kokomo, Indiana.
- Submitted, January 30, 1998

January 25, 1998 to January 31, 1998

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

Minneapolis

First Bank National Association, ND., Fargo, North Dakota -- report on competitive factors of the proposed merger with First Bank of South Dakota (National Association), Sioux Falls, South Dakota.

- Submitted, January 26, 1998

Minneapolis

First Farmers & Merchants State Bank, Brownsdale, Minnesota -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Austin, Minnesota, branch of ICF National Bank, Minnesota, Minneapolis, Minnesota.

- Submitted, January 30, 1998

Chicago

First National Bank of Joliet, Joliet, Illinois -- report on competitive factors of the proposed merger with Bank of Lockport, Lockport, Illinois, Community Bank of Plano, Plano; and Southwest Suburban Bank of Bolingbrook, Bolingbrook, Illinois.

- Submitted, January 30, 1998

Dallas

Harlingen National Bank, Harlingen, Texas -- report on competitive factors of the proposed merger with First National Bank, La Feria, Texas.

- Submitted, January 30, 1998

Chicago

Macatawa Bank, Zeeland, Michigan -- report on competitive factors of the proposed acquisition of assets and assumption of liabilities of MC Bank.

- Submitted, January 27, 1998

Cleveland

Standard Bank, PaSB, Murrysville, Pennsylvania -- report on competitive factors of the proposed merger with Standard Interim Savings Bank.

- Submitted, January 30, 1998

January 25, 1998 to January 31, 1998

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

Philadelphia

Sun National Bank, Vineland, New Jersey -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Eatontown branch of First Savings Bank, SLA, Perth Amboy, New Jersey.
- Submitted, January 26, 1998

Kansas City

Sylvan State Bank, Sylvan Grove, Kansas -- report on competitive factors of the proposed acquisition of assets and assumption of liabilities of the Hunter, Kansas, branch of Community Bank of the Midwest, Great Bend, Kansas.
- Submitted, January 29, 1998

Chicago

Union Federal Savings Bank of Indianapolis, Indianapolis, Indiana -- report on competitive factors of the proposed merger with Indiana Community Bank, SB, Lebanon, Indiana.
- Submitted, January 30, 1998

Minneapolis

United Bank of Absarokee, N.A., Absarokee, Montana -- report on competitive factors of the proposed merger with United Bank of Columbus, N.A., Columbus, Montana.
- Submitted, January 28, 1998

Richmond

Wachovia Bank, National Association, Winston-Salem, North Carolina -- report on competitive factors of the proposed merger with Central Fidelity National Bank, Richmond, Virginia, and Jefferson National Bank, Charlottesville, Virginia.
- Submitted, January 28, 1998

EXTENSIONS OF TIME

New York

Canisteo Valley Corporation, Canisteo, New York -- extension to May 4, 1998, to acquire First State Bank.
- Granted, January 29, 1998

January 25, 1998 to January 31, 1998

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

Cleveland

FNB Corporation, Hermitage, Pennsylvania -- extension of time to acquire shares of Sun Bancorp, Inc., Selinsgrove, Pennsylvania.

- Granted, January 27, 1998

New York

Saban S.A., Panama City, Panama, and RNYC Holding Limited Gibraltar -- extension to April 30, 1998, to acquire 2.45 percent of Republic New York Corporation, and 1.32 percent of RNYC.

- Granted, January 28, 1998

INTERNATIONAL OPERATIONS

Director, BS&R

State Street Bank and Trust Company, Boston, Massachusetts, and State Street International Holdings -- waiver of the remainder of the 45-day notice period to make an investment in State Street Trustee Limited, London, England.

- Granted, January 27, 1998

MEMBERSHIP

Chicago

Paramount Bank, Bingham Farms, Michigan -- to become a member of the Federal Reserve System.

- Approved, January 26, 1998

Chicago

Premier Bank of Brentwood, Brentwood, Tennessee -- to become a member of the Federal Reserve System.

- Approved, January 27, 1998

RESERVE BANK SERVICES

Director, RBOPS

Net settlement services -- to provide net settlement services to financial institutions that participate in the expanded national American Clearing House Association.

- Approved, January 29, 1998

District 1
Federal Reserve Bank of Boston

Applications and notifications filed during the week of January 31, 1998

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)(5)	Peoples Heritage Financial Group, Inc., Portland, Maine (PHFG) - application for the merger of CFX Corporation, Keene, New Hampshire with and into PHFG*	Newspaper - 2/9/98 Fed Reg - 2/13/98

*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

<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 January 31, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	United States Trust Company of New York, New York, New York, to establish a branch office at the Key Food Supermarket located at 1805 Avenue U, Brooklyn, New York.*	02/19/98
Branch	Interchange State Bank, Saddle Brook, New Jersey, to establish two branches at the following locations: (1) the Shop Rite Shopping Center, Route 4, Paramus, New Jersey, and (2) the Shop Rite Supermarket, at the Shop Rite Shopping Center, Route 4, Paramus, New Jersey.*	02/27/98

*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>
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)	Royal Bank of Canada, Montreal, Canada, to acquire, through Integrion Financial Network, LLC, Atlanta, Georgia, warrants to acquire up to 15.38% of the total shares outstanding of CheckFree Corporation, Norcross, Georgia.	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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<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 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week of January 31, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Summit Bank, Bethlehem, PA, to establish a banking facility within the Genuardi's Family Market, Jeffersonville Shopping Center, 1930 West Main Street, Norristown, Montgomery County, PA.	2/12/98

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	BCB Financial Services Corporation, Reading, PA, to merge with Heritage Bancorp, Pottsville, PA. The two subsidiary banks will not merge, and will act as two separate banking entities.	Newspaper - N/Avail Fed Reg - N/Avail
3(a)(5)	The First Jermyn Corp., Jermyn, PA, to merge with Upper Valley Bancorp, Inc., Olyphant, PA	Newspaper - 3/2/98 Fed Reg - N/Avial

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)	Commerce Bancorp, Inc. Cherry Hill, NJ, to engage in certain nonbanking activities through the acquisition of A.H. Williams & Co., Inc., Philadelphia, PA	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.

<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 of January 31, 1998

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)	Received notice from Banc One Corporation, Columbus, OH on January 21, 1998, of its intent to acquire First Commerce Corporation, New Orleans, LA*	Fed Reg - 2/23/98
3(a)(1)	Received notice from First Capital Bancshares, Inc., Chillicothe, OH on January 22, 1998, of its intent to acquire Citizens National Bank, Chillicothe, Ohio*	Newspaper - 2/18/98

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)	Received notice from Banc One Corporation, Columbus, OH on January 21, 1998, of its intent to acquire First Commerce Service Corporation, Lafayette, LA.	2/23/98

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>
1851030	Enterprise Bank 6150 Enterprise Parkway Solon, OH 44139-2755	7/28/97	1/28/98	Satisfactory	SB
645625	WesBanco Bank Wheeling P.O. Box 991 Wheeling, WV 26003	9/15/97	1/26/98	Satisfactory	LS

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 January 31, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	F & M Bank-Northern Virginia, Fairfax, Virginia, to establish a branch in Section 4B, Phase 2, Lot B-2, South Riding, Virginia.*	2/20/98
Branch	Centura Bank, Rocky Mount, North Carolina, to operate a commercial lending branch facility at 200 Providence Road, Charlotte, North Carolina.*	2/26/98

*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>
CIC	JNV Limited Partnership II, Arlington, Virginia, Notice of Change in Control with respect to United Financial Banking Companies, Inc., Vienna, Virginia.*	Fed Reg - 2/17/98 Newspaper - N/Avail
3(a)(3)	James River Bankshares, Inc., Suffolk, Virginia, to acquire First Colonial Bank, Hopewell, Virginia (the proposed successor to First Colonial Bank, FSB, Hopewell, Virginia).	Fed Reg - N/Avail Newspaper - N/Avail

Section III - Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Member	First Colonial Bank, Hopewell, Virginia (the proposed successor to First Colonial Bank, FSB, Hopewell, Virginia), for membership in 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>
933425	Farmers Bank of Maryland 5 Church Circle Annapolis, Maryland 21401-1926	9/22/97	1/29/98	Satisfactory	Large Bank

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 January 31, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Riverside Bank of the Gulf Coast, Cape Coral, Florida, to establish a branch located at 506 Cape Coral Parkway, Cape Coral, Florida.*	02-14-98
Branch	First Vantage Bank, Knoxville, Tennessee, to establish a branch located at 7801 Kingston Pike, Knoxville, Tennessee.*	02-20-98

*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)(5)	Regions Financial Corporation, Birmingham, Alabama, to merge with First State Corporation, and thereby directly acquire First Bank & Trust Company, both of Albany, Georgia, and First Bank & Trust Company, Cordele, Georgia.*	Fed Reg - 03/02/98
3(a)(1)	PSB BancGroup, Inc., Lake City, Florida, to become a bank holding company by acquiring Peoples State Bank, Lake City, Florida (in organization).*	N/Avail
3(a)(1)	Flag Financial Corporation, LaGrange, Georgia, to become a bank holding company by acquiring Middle Georgia Bankshares, Inc., Unadilla, Georgia.*	N/Avail
4(c)(8)	Flag Financial Corporation, LaGrange, Georgia, to acquire a 30 percent joint venture ownership interest in Pro Image, Macon, Georgia, and thereby engage in data processing and check imaging activities*	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)	Flag Financial Corporation, LaGrange, Georgia, to retain 100 percent of Piedmont Mortgage Service, Inc., LaGrange, Georgia (dba Piedmont Appraisal Service and Piedmont Investment Service), and thereby provide real estate and personal property appraising services and securities brokerage services.	N/Avail
4(c)(8)	Flag Financial Corporation, LaGrange, Georgia, to acquire a 30 percent joint venture ownership interest in Pro Image, Macon, Georgia, and thereby engage in data processing and check imaging activities.	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.

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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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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>
381334	Alabama Exchange Bank 102 West Northside Street Tuskegee, Alabama 36083 (334) 727-1730	10/20/97	01/28/98	Outstanding	Small Bank
318835	The Terrace Bank of Florida Post Office Box 16828 Temple Terrace, Florida 33687 (813) 985-1128	10/21/97	01/28/98	Satisfactory	Small Bank
2028400	AmTrade International Bank of Georgia 127 Peachtree Street, N.E. Candler Building, Suite 1500 Atlanta, Georgia 30303-1811 (404) 330-7270	10/20/97	01/29/98	Outstanding	Limited Purpose

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

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

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week of January 31, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Merger & Branch	M&I Marshall & Ilsley Bank Milwaukee, Wisconsin Lake Geneva, Wisconsin branch office of M&I Bank South Janesville, Wisconsin 200 Edwards Boulevard Lake Geneva, Wisconsin	Newspaper - 2/18/98
Merger & Branch	M&I Marshall & Ilsley Bank Milwaukee, Wisconsin Kenosha, Wisconsin branch office of M&I Bank of Burlington Burlington, Wisconsin 5455 Sheridan Road Kenosha, Wisconsin	Newspaper - 2/18/98
Merger & Branch	M&I Bank of Racine Racine, Wisconsin Racine, Wisconsin branch office of Advantage Bank, FSB Kenosha, Wisconsin 2406 South Green Bay Road Racine, Wisconsin	Newspaper 2/18/98
Merger & Branches	M&I Marshall & Ilsley Bank Milwaukee, Wisconsin Advantage Wisconsin Interim Bank, FSB Kenosha, Wisconsin To establish 8 branches	Newspaper - 2/18/98
Merger & Branch	M&I Bank of Burlington Burlington, Wisconsin Advantage Burlington Interim Bank, FSB Kenosha, Wisconsin 25100 75th Street Paddock Lake, Wisconsin	Newspaper - 2/18/98

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Merger & Branch	First Farmers Bank and Trust Company Converse, Indiana Galveston, Indiana branch office of National City Bank of Indiana Indianapolis, Indiana 112 South California Galveston, Indiana	Newspaper - N/Avail
Branch	North Shore Community Bank & Trust Company Wilmette, Illinois 635 Vernon Avenue Glencoe, Illinois	Newspaper - 2/23/98
Branch	M&I Northern Bank Brookfield, Wisconsin 3470 Gateway Road Brookfield, Wisconsin	Newspaper - 2/20/98
Branch	Byron Center State Bank Byron Center, Michigan 10500 Chicago Drive Zeeland, Michigan	Newspaper - 2/9/98
Merger & Branches	Isabella Bank and Trust Mt. Pleasant, Michigan Barryton, Michigan, Stanwood, Michigan and Remus, Michigan branches of Old Kent Bank Grand Rapids, Michigan 240 E. Northern Avenue Barryton, Michigan 8529 100th Avenue Stanwood, Michigan 220 W. Wheatland Street Remus, Michigan	Newspaper - N/Avail

Newspaper - Newspaper Comment Period Ending Date

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)(3)	F & M Bancorporation, Inc.* Kaukauna, Wisconsin Financial Management Services of Jefferson, Inc. Jefferson, Wisconsin Farmers & Merchants Bank of Jefferson Jefferson, Wisconsin	Fed Reg - 2/27/98 Newspaper - 2/23/98
3(a)(5)	F & M Merger Corporation* Kaukauna, Wisconsin Financial Management Services of Jefferson, Inc. Jefferson, Wisconsin Farmers & Merchants Bank of Jefferson Jefferson, Wisconsin	Fed Reg - 2/27/98 Newspaper - 2/23/98
3(a)(3)	Heartland Financial USA, Inc.* Dubuque, Iowa Community Bank of Albuquerque (in organization) Albuquerque, New Mexico	Fed Reg - N/Avail Newspaper - N/Avail
3(a)(1)	Citizens Financial Corporation* Chicago, Illinois Citizens Bank & Trust Company of Chicago (in organization) Chicago, Illinois	Fed Reg - 12/29/97 Newspaper - 12/24/97
CIC	Longview Capital Corporation Newman, Illinois By JMP Family Investment, L.P. and MJD Family Investment, L.P.	Fed Redg - N/Avail 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>
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>
SR	Olympia Bancorporation, Inc. Chicago, Illinois To redeem 300 shares (100%) of noncumulative, nonvoting perpetual preferred stock.	

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 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>
678744	Central State Bank 102 N. Main Street Elkader, Iowa 52043 (319) 245-2110	10/6/97	1/28/98	Satisfactory	Small
718341	State Bank of Coloma 209 N. Paw Paw Street Coloma, Michigan 49038 (616) 468-3179	10/14/97	1/28/98	Satisfactory	Small

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 of January 31, 1998

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 Central Bancompany, Inc., Jefferson City, Missouri, by Sam B. Cook, Jr. and Robert Robuck (previously reported during week of January 19, 1998).	Fed Reg - 2/13/98
CIC	Notice involving Chester Bancorp, Inc., Chester, Illinois, by Michael W. Welge (previously reported during week of January 12, 1998).	Newspaper - 2/18/98
3(a)(1)	Notice by Unity Bancshares, L.L.C., St. John, Missouri, to acquire St. Johns Bancshares, Inc., St. John, Missouri (previously reported during week of January 19, 1998).*	Fed Reg - 2/23/98
3(a)(5)	Notice by First United Bancshares, Inc., El Dorado, Arkansas, to acquire First Republic Bancshares, Inc., Rayville, Louisiana (previously reported during week of January 19, 1998).*	Fed Reg - 2/23/98

*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 DeWitt First Bancshares Corporation, DeWitt, Arkansas, to engage, <i>de novo</i> , in lending activities.	2/19/98

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
SMBOTH	Notice by Citizens First Bank, El Dorado, Arkansas, to make a dividend payment.	Not applicable
SMBOTH	Notice by Arkansas State Bank, Clarksville, Arkansas, to make a dividend payment.	Not applicable
SMBOTH	Notice by Farmers and Merchants Bank, Rogers, Arkansas, to make a dividend payment.	Not applicable
SMBOTH	Notice by Benton State Bank, Benton, Arkansas, to make a dividend payment.	Not applicable

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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- 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>
33147	Farmers Bank & Trust Co. Blythesville, AR	10/14/97	1/30/98	Satisfactory	Small Bank

Section VI - CRA examinations scheduled for

Quarter of

Institution

Location

None

District 9
Federal Reserve Bank of Minneapolis

Applications and Notifications Filed During the Week of January 31, 1998

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	Gregory L. Peter to acquire control of 100% of the voting shares of Citizens State Agency of Tyler, Inc., Tyler, Minnesota.	Fed Reg - 2/17/98

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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- 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>
126553	North Shore Bank of Commerce Duluth, Minnesota	10/6/97	1/29/98	Satisfactory	Small Bank
271154	State Baml of Alcester Alcester, South Dakota	10/20/97	1/29/98	Satisfactory	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 January 31, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Hometown Bancshares, Inc., Carthage, Missouri, for prior approval to become a bank holding company through the acquisition of 100 percent of the voting shares of Hometown Bank, N.A., Carthage, Missouri, a <u>de novo</u> bank in organization.	Newspaper - 02/25/98 Fed Reg - 02/25/98
3(a)(3)	AmCorp Financial, Inc., Ardmore, Oklahoma, for prior approval to acquire 100 percent of the voting shares of First State Bank, Morton, Texas; in addition to relocating the main office to Keller, Texas, and renaming the bank American Bank, Keller, Texas.	Newspaper - 02/27/98 Fed Reg - 02/23/98
CIC	James Michael Adcock, and David Wesley Schubert, both of Shawnee, Oklahoma, and George N. Cook, Jr., Kansas City, Missouri; to acquire voting shares of United Oklahoma Bankshares, Inc., Del City, Oklahoma, and thereby indirectly acquire United Bank, Del City, Oklahoma.	Newspaper - N/Avail Fed Reg - 02/17/98
CIC	James Michael Adcock, and David Wesley Schubert, both of Shawnee, Oklahoma, as Trustees of the Don Bodard 1995 Revocable Trust; to acquire voting shares of Ameribank Corporation, Shawnee, Oklahoma, and thereby indirectly acquire American National Bank & Trust Company, Shawnee, Oklahoma.	Newspaper - N/Avail Fed Reg - 02/17/98

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>
3(a)(1)	CSB Bancshares, Inc., Yukon, Oklahoma, for prior approval to become a bank holding company through the acquisition of 100 percent of the voting shares of Canadian State Bank, Yukon, Oklahoma.	

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 January 31, 1998

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)	TransPecos Financial Corporation, Iraan, TX, to acquire Iraan State Bank, Iraan TX*	Newspaper - N/Avail
3(a)(3)	Central Texas Bankshare Holdings, Inc., Columbus, TX, to acquire Hill Bancshare Holdings, Inc., Weimar, TX, and Hill Bank & Trust Company, Weimar, TX	Newspaper - 2/24/98
CIC	JCE/CBI, Ltd., Baytown, TX, only notificant, to acquire an interest in Citizens Bankers, Inc., Baytown, TX	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

<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 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>
1007453	Bank of Livingston, 1700 West Church Street, Livingston, TX 77351	10/27/97	2/2/98	Satisfactory	Small Bank

Section VI - CRA examinations scheduled for Quarter of

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

District 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week of January 31, 1998

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Western Security Bank, Scottsdale, Arizona, to establish a branch office oat 16277 Hayden-Greenway Loop, Scottsdale, Arizona	Newspaper - 2/07/98

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	G V Bancorp, Inc., and G V Bancorp Employee Stock Ownership Plan, both of Gunnison, Utah, to become bank holding companies through the acquisition of Gunnison Valley Bank, Gunnison, Utah.*	Newspaper - 3/02/98 Fed Reg - 3/02/98

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)	Bellingham Bancorporation to become a bank holding company by acquiring Bank of Bellingham, both of Bellingham, Washington.	None
3(a)(5)	HCB Bancorp, Inc., to become a bank holding company by acquiring Harbor Community Bank, both of Raymond, Washington.	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>
COM	Robert M. Dougherty, W. James Tozer, Jr., et al, Salt Lake City, Utah, requests approval to purchase additional shares of Draper BanCorp, Draper, Utah, pursuant to a commitment made in their Notice of Change in Control.	None
Waiver	Sierra West Bancorp, Truckee, California, requests a waiver of any Bank Holding Company Act application requirement in connection with their acquisition of California Community Bancshares, Vacaville, California.	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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- Needs to improve**
- Substantial noncompliance**

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428462	Ireland Bank 33 Bannock Street P.O. Box 186 Malad City, ID 83252-0186 (208) 766-2211	9/29/97	1/28/98	Outstanding	Small bank

Footnotes: The above listing has been prepared as a courtesy by the Federal Reserve Bank of San Francisco, and is not intended to replace formal notices required by statute or regulation; the Reserve Bank assumes no responsibility for errors or omissions.

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

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