

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

No. 13 Week Ending March 31, 2001

Board of Governors of the Federal Reserve System, Washington, DC 20551

Bank Hapoalim, B.M., Tel Aviv, Israel; Zohar Hashemesh Le'Hashkaot Ltd; Arison Holdings (1998) Ltd.; Israel Salt Industries Ltd., Atlit; and Hapoalim U.S.A. Holding Company, Inc., New York, New York -- to become bank holding companies through the acquisition of Signature Bank, New York, New York, a de novo bank.

- Approved, March 26, 2001

Franklin Resources, Inc., San Mateo, California -- to become a bank holding company through the acquisition of Fiduciary Trust Company International, New York, New York; and election to become a financial holding company.Approved, March 26, 2001

Forms

Forms -- Declaration for a State Member Bank to Control a Financial Subsidiary (FR 4017).

- Approved, March 26, 2001

Regulations And Policies

Electronic consumer disclosures -- interim rules for uniform standards for electronic delivery of disclosures under five consumer protection regulations: B (Equal Credit Opportunity; Docket No. R-1040); E (Electronic Fund Transfers; Docket No. R-1041); M (Consumer Leasing; Docket No. R-1042); Z (Truth in Lending; Docket No. R-1043); and DD (Truth in Savings; Docket No. R-1044). - Announced, March 29, 2001

Regulation H -- proposed amendments to expand the prohibition against deposit production offices to any branch of a bank controlled by an out-of-State bank holding company [Docket No. R-1099]. - Approved, March 28, 2001

Enforcement

First Community Bank, Conway, Arkansas -- consent order of assessment of civil money penalty.

- Announced, March 29, 2001

Enforcement

The Professional Bank, Denver, Colorado -- public administrative hearing to commence on April 2, 2001, in connection with an enforcement action against Oren L. Benton and Edward D. Scott.

- Announced, March 26, 2001

H.2 Actions under delegated authority

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

RBOPSReserve Bank Operations and Payment**IF**International Fiance**OSDM**Office of Staff Director for Management

Bank Branches, Domestic

Richmond

The Bank of Monroe, Union, West Virginia -- to establish a branch at 790 North Jefferson Street, Lewisburg, and to invest in bank premises. - Approved, March 28, 2001

Secretary

Barnes Banking Company, Kaysville, Utah -- to establish a branch at 431 South 300East, Salt Lake City, Utah.Approved, March 26, 2001

Richmond

Capon Valley Bank, Wardensville, West Virginia -- to establish a branch at 6701 Northwestern Pike, Gore, Virginia, and to invest in bank premises. - Approved, March 28, 2001

San Francisco

Coast Commercial Bank, Santa Cruz, California -- to establish a branch at Mission Street 2 SE of Fifth, Carmel. - Approved, March 30, 2001

Chicago

Community Savings Bank, Robins, Iowa -- to establish a branch at 3414 Mt. Vernon Road SE, Cedar Rapids. - Approved, March 30, 2001

San Francisco

County Bank, Merced, California -- to establish a branch at 130 Battery Street, San Francisco.

- Approved, March 28, 2001

St. Louis

Fifth Third Bank, Kentucky, Inc., Louisville, Kentucky -- to establish a branch at 1501 West Broadway.

- Approved, March 27, 2001

Bank Branches, Domestic

Richmond

Pleasants County Bank, St. Marys, West Virginia -- to establish a branch at 213 Washington Street. - Approved, March 28, 2001

Cleveland

Provident Bank, Cincinnati, Ohio -- to establish a branch at 7366 52nd Place East, Bradenton, Florida. - Approved, March 29, 2001

Secretary

Security State Bank of Pecos, Pecos, Texas -- to establish a branch at 109 Highway 90, Marathon.

- Approved, March 30, 2001

Dallas

TIB The Independent Bankersbank, Irving, Texas -- to establish a branch at 7134 Yale Avenue, Tulsa, Oklahoma. - Approved, March 28, 2001

San Francisco

Western Security Bank, Scottsdale, Arizona -- to establish a branch at 22841 North 19th Avenue, Phoenix. - Approved, March 26, 2001

Bank Holding Companies

Dallas

1st Choice Bancorp, Inc., Houston, Texas, and 1st Choice Bancorp of Delaware, Inc., Wilmington, Delaware -- for 1st Choice Bancorp of Delaware to become a bank holding company through the acquisition of 1st Choice Bank, Houston, Texas; and for 1st Choice Bancorp to become a bank holding company through the acquisition of both institutions.

- Approved, March 28, 2001

Chicago

Admiral Family Banks, Inc., Alsip, Illinois -- to acquire Federated Bancorp, Inc., Loda, and Federated Bank, Onarga. - Approved, March 29, 2001

New York

Boiling Springs, MHC, Rutherford, New Jersey, and Boiling Springs Bancorp -- to merge with Ridgewood Financial, MHC, Ridgewood, and Ridgewood Financial, Inc., and thereby acquire Ridgewood Savings Bank of New Jersey.
Approved, March 30, 2001

Dallas

Border Capital Group, Inc., McAllen, Texas, and Border Capital Group of Delaware, Inc., Dover, Delaware -- for Border Capital Group of Delaware to become a bank holding company through the acquisition of McAllen National Bank, McAllen, Texas; and for Border Capital Group to become a bank holding company through the acquisition of both institutions. - Approved, March 29, 2001

Boston

Chittenden Corporation, Burlington, Vermont -- to acquire Maine Bank Corporation, Portland, Maine, and Maine Bank and Trust Company. - Approved, March 28, 2001

Secretary

Citigroup Inc., New York, New York -- commenter's request to extend the comment period on the proposed acquisition of European American Bank, Uniondale. - Denied, March 29, 2001

Atlanta

Community First Banking Company, Carrollton, Georgia -- waiver of application in connection with the proposed merger of its subsidiary bank, Community First Bank, with Douglas Federal Bank, FSB, Douglasville, a subsidiary of First Deposit Bancshares, Inc.

- Withdrawn, March 27, 2001

Kansas City

Cowboy State Bancorp, Inc., Ranchester, Wyoming -- to become a bank holding company through the acquisition of Tongue River Valley Bancshares, Inc. and its subsidiary, Ranchester State Bank.

- Approved, March 29, 2001

Chicago

Farmington Bancorp, Inc., Farmington, Illinois -- to engage through a new subsidiary, Farmington Devcorp, in community development activities. - Withdrawn, March 29, 2001

San Francisco

Greater Bay Bancorp, Palo Alto, California -- to acquire CAPCO Financial Company, Inc., Bellevue, Washington, and thereby engage in permissible nonbanking activities.

- Approved, March 26, 2001

Chicago

Heartland Bancorp, Inc., Bloomington, Illinois -- to acquire Court Acceptance Company, Pekin, and thereby acquire First State Bank of Pekin. - Approved, March 27, 2001

Chicago

Lone Tree Service Company, Lone Tree, Iowa -- to engage de novo in lending activities.

- Approved, March 30, 2001

Chicago

Marshall & Ilsley Corporation, Milwaukee, Wisconsin -- to acquire shares of Mortgagebot LLC, Cedarburg, and thereby engage in data processing services. - Approved, March 30, 2001

San Francisco

Mitsubishi Tokyo Financial Group, Inc., Tokyo, Japan, and The Bank of Tokyo-Mitsubishi, Ltd. -- to engage, through KOKUSAI America Incorporated, New York, New York, in certain financial advisory and securities-related activities. - Approved, March 28, 2001

San Francisco

South Bay Bancorp, Torrance, California -- to acquire South Bay Bank and election to become a financial holding company. - Approved, March 26, 2001

Atlanta

Southern Community Bancorp, Inc., Orlando, Florida -- to retain an interest in Southern Community Banc Mortgage, LLC, Longwood, and thereby engage in residential mortgage loan origination, processing, and closing. - Approved, March 23, 2001 (AC)

Atlanta

Southern Community Bancorp, Inc., Orlando, Florida -- to merge with Peninsula Bancorp, Inc., Daytona Beach, and thereby acquire Peninsula Bank of Central Florida.

- Approved, March 30, 2001

San Francisco

SouthwestUSA Corporation, Las Vegas, Nevada -- to become a bank holding company through the acquisition of SouthwestUSA Bank, a de novo bank. - Approved, March 29, 2001

Dallas

Texas Financial Bancorp, Inc., Minneapolis, Minnesota, and Delaware Financial, Inc., Wilmington, Delaware -- to acquire First National Bank of Texas, Decatur, Texas.

- Approved, March 28, 2001

Chicago

Worth Bancorp, Spartanburg, Indiana -- to become a bank holding company through the acquisition of Greensfork Township State Bank.

- Withdrawn, March 28, 2001

Bank Premises

Atlanta

The Brand Banking Company, Lawrenceville, Georgia -- to increase its investment in bank premises.

- Approved, March 28, 2001

Banks, Nonmember, And Miscellaneous Institutions

Director, BS&R

Golden Security Bank, Alhambra, California -- request for exemption from Section 23A of the Federal Reserve Act.- Granted, March 28, 2001

Change In Bank Control

Atlanta

ONB Financial Services, Inc., Ocala, Florida -- change in bank control. - Permitted, March 30, 2001

Competitive Factors Reports

Kansas City

B&L Bank, Lexington, Missouri -- report on competitive factors of the proposed merger with Lafayette County Bank of Lexington/Wellington.Submitted, March 26, 2001

Richmond

Bank of America, National Association, Charlotte, North Carolina -- report on competitive factors of the proposed merger with NationsBank Trust Company of New York, New York, New York.
Submitted, March 29, 2001

Atlanta

Bank of Prattville, Prattville, Alabama -- report on competitive factors of the proposed merger with Whitney National Bank, New Orleans, Louisiana. - Submitted, March 27, 2001

Competitive Factors Reports

Richmond

Cecil Federal Savings Bank, Elkton, Maryland -- report on competitive factors of the proposed merger with Columbian Bank, a Federal Savings Bank, Havre de Grace. - Submitted, March 29, 2001

Chicago

Community Bank Delavan, Delavan, Wisconsin -- report on competitive factors of the proposed acquisition of the Sharon branch of M&I Bank South, Janesville. - Submitted, March 27, 2001

Philadelphia

Delaware National Bank, Georgetown, Delaware -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of six Delaware branches of Sovereign Bank, Wyomissing, Pennsylvania. - Submitted, March 26, 2001

Atlanta

First National Bank and Trust Company of the Treasure Coast, Stuart, Florida -report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Fort Pierce branch of BankAtlantic, FSB, Fort Lauderdale.

- Submitted, March 28, 2001

St. Louis

First National Bank in Newton, Newton, Illinois -- report on competitive factors of the proposed merger with The Peoples State Bank of Newton. - Submitted, March 29, 2001

Kansas City

First National Bank of Edmond, Edmond, Oklahoma -- report on competitive factors of the proposed merger with Rockwell Bank, Oklahoma City. - Submitted, March 26, 2001

Minneapolis

First Security Bank, Bozeman, Montana -- report on competitive factors of the proposed merger with First Security Bank of West Yellowstone, West Yellowstone. - Submitted, March 28, 2001

Competitive Factors Reports

Minneapolis

Stockman Bank of Montana, Miles City, Montana -- report on competitive factors of the proposed merger with Stockman Bank, N.A., Conrad. - Submitted, March 27, 2001

Extensions Of Time

St. Louis

Arkansas State Bancshares, Inc., Siloam Springs, Arkansas -- extension to May 9, 2001, to become a bank holding company through the acquisition of Arkansas State Bank.

- Granted, March 26, 2001

Secretary

Citibank, N.A., New York, New York -- extensions to November 1, 2001, January 1, 2002, and March 26, 2002, for subsidiaries to divest certain properties. - Granted, March 30, 2001

Financial Holding Companies

Cleveland

Commercial Bancshares, Inc., Upper Sandusky, Ohio -- election to become a financial holding company. - Effective, March 26, 2001

Richmond

Delmar Bancorp, Delmar, Maryland -- election to become a financial holding company.

- Effective, March 29, 2001

Richmond

First Century Bankshares, Inc., Bluefield, West Virginia -- election to become a financial holding company. - Effective, March 29, 2001

Cleveland

Marblehead Bancorp, Marblehead, Ohio -- election to become a financial holding company. - Effective, March 26, 2001

Financial Holding Companies

St. Louis

Phelps County Bancshares, Inc., Rolla, Missouri, and Phelps County Bank EmployeeStock Ownership Plan -- elections to become financial holding companies.Effective, March 29, 2001

Dallas

Prestonwood Bancshares, Inc., Dallas, Texas, and Prestonwood Bancshares of Nevada, Inc., Carson City, Nevada -- elections to become financial holding companies.

- Effective, March 26, 2001

Chicago

River Valley Bancorp, Inc., Eldridge, Iowa -- election to become a financial holding company.

- Effective, March 26, 2001

Membership

Chicago

M&I Bank of Mayville, Mayville, Wisconsin -- membership in the Federal Reserve System.

- Withdrawn, March 28, 2001

Chicago

Worth Bank, Spartanburg, Indiana -- membership in the Federal Reserve System. - Withdrawn, March 28, 2001

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, March 31, 2001

Section I – Applications subject to newspaper notice only

Туре	Application	Ending date of comment period
None		

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

Туре	Application	Ending date of comment period
Change in Control	Boston Federal Savings Bank Employee Stock Ownership Plan,	Newspaper - 04/10/2001
	Burlington, Massachusetts - notification to acquire up to 24.9% of the voting shares of BostonFed Bancorp, Inc., Burlington, Massachusetts	Fed Reg - 04/13/2001

Section III – Applications subject to Federal Register notice only

Туре	Application	Ending date of comment period
None		

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

Туре	Application
Regulation K	Fleet National Bank, Providence, Rhode Island - prior notice to invest in 100% of the shares of Fleet Bank (Europe) Limited, London, England pursuant to section 25 of the Federal Reserve Act and section 211.5(c)(3)

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

O = Outstanding S = Satisfactory NI = Needs to improve SN = Substantial noncompliance

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, March 31, 2001

Туре	Application	Ending date of comment period
Branch	Bank of Communications, People's Republic of China, to establish a representative office in Los Angeles, California.*	Newspaper – N/Avail
Branch	Abbey National Treasury Services plc, London, United Kingdom, to establish a branch in Stamford, Connecticut.*	Newspaper - 03/24/2001
Branch	Manufacturers and Traders Trust Company to establish a branch office in the Mid-City Plaza at 955-969 Payne Avenue, City of North Tonawanda, Niagara county, New York.	Newspaper – N/Avail
Branch	Banca Intesa, S.p.A., Milan, Italy, to establish branches in New York, New York, and Chicago, Illinois, and an agency in Los Angeles, California.	Newspaper – N/Avail
Branch	Manufacturers and Traders Company, Buffalo, New York, to establish a branch office at 6560 Carlisle Pike, Suite 500, Silver Spring, PA.	Newspaper - 04/02/2001
Branch	Manufacturers and Traders Company, Buffalo, New York, to establish a seasonal-use full-service branch at the Carlisle Fairgrounds, 1000 Bryn Mawr Road, Building "T", North Middleton Township, PA.	Newspaper - 04/02/2001
Representative Office	China Merchants Bank, Shenzhen, People's Republic of China, to establish a representative office in New York, New York.	Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

Туре	Application	Ending date of comment period
3(a)(1)/3(a)(5)/	Royal Bank of Canada, Montreal and Rock Merger Subsidiary,	Newspaper – N/Avail
4(c)(8)	Inc., Raleigh, North Carolina, to become bank holding companies by acquiring Centura Banks, Inc. and Centrua Bank, both of Rocky Mount, North Carolina.	Fed Reg – 04/12/2001
3(a)(1)	C.C. Bancorp, Inc., Little Valley, New York, to become a bank	Newspaper – N/Avail
	holding company by acquiring 100 percent of the shares of Cattaraugus County Bank, Little Valley, New York.	Fed Reg – 04/23/2001

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

Туре	Application	Ending date of comment period
3(a)(1)/3(a)(3)	Citigroup Inc., New York, New York, Citigroup Holding Company, Wilmington, Delaware, Citibank, N.A., New York, New York, and Citicorp, New York, New York, to acquire European American Bank, Uniondale, New York.*	Newspaper – N/Avail Fed Reg – 04/02/2001

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

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

Туре	Application	Ending date of comment period
None		

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

Туре	Application
25	Citibank, N.A., New York, New York, and Citibank Overseas Investment Corporation, New Castle, Delaware, to make an investment pursuant to Section 25 of the Federal Reserve Act.
25	Citigroup Inc., New York, New York, and Travelers Group International LLC, New York, New York, to make an investment pursuant to Section 25 of the Federal Reserve Act.

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

O = Outstanding S = Satisfactory NI = Needs to improve SN = Substantial noncompliance

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

RSSD		Examination	CRA	CRA	Exam ty	vpe
number	Institution/Location	date	public date	rating	LrgBk	SmBk
None						

Section VI – CRA examinations scheduled for First Quarter of 2001

Institution	Location
None	

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, March 31, 2001

Section I – Applications subject to newspaper notice only

Туре	Application	Ending date of comment period
None		

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

Туре	Application	Ending date of comment period
None		

Section III – Applications subject to Federal Register notice only

Туре	Application	Ending date of comment period
None		

Section IV – Applications not subject to Federal Register or new	vspaper notice

Туре	Application		
None			

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

O = Outstanding S = Satisfactory NI = Needs to improve SN = Substantial noncompliance

RSSD		Examination	CRA	CRA	Exam ty	vpe
number	Institution/Location	date	public date	rating	LrgBk	SmBk
None						

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, March 31, 2001

Section I – Applications subject to newspaper notice only

Туре	Application	Ending date of comment period
18(c)	Received application on 03/26/2001 from Fifth Third Bank, Cincinnati, OH to acquire and merge with Universal Savings Bank, Milwaukee, WI and incident thereto establish a branch.*	04/22/2001

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

Туре	Application	Ending date of comment period	0
4(c)(8)	Received application on 03/26/2001 from Fifth Third Bancorp and Fif Third Financial, both of Cincinnati, OH to acquire UNB, Inc., Milwaukee, WI and its subsidiaries.*	Newspaper: Fed Reg:	04/22/2001 04/26/2001

Section III – Applications subject to Federal Register notice only

		Ending date of
Туре	Application	comment period
None		

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

Туре	Application	
None		

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:

O = Outstanding S = Satisfactory NI = Needs to improve SN = Substantial noncompliance

RSSD		Examination	CRA	CRA	Exam ty	ре
number	Institution/Location	date	public date	rating	LrgBk	SmBk
None						

Section VI – CRA examinations scheduled for		Quarter of
Institution	Location	
None		

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, March 31, 2001

Section I – Applications subject to newspaper notice only

Туре	Application	Ending date of comment period
Branch	Allfirst Bank, Baltimore, Maryland, to establish a branch at 17724 Garland Groh Boulevard, Hagerstown, Maryland.*	Newspaper - 04/18/2001

*Subject to the provisions of the Community Reinvestment Act.

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

Type	Application	Ending date of comment period
None	**	*

Section III – Applications subject to Federal Register notice only

Туре	Application	Ending date of comment period
None		

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

Туре	Application
3(a)(1)	BancShares of Carolina, Inc., Manning, South Carolina, to become a bank holding company through the acquisition of 100% of the voting shares of The Bank of Clarendon, Manning, South Carolina.

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

O = Outstanding S = Satisfactory NI = Needs to improve SN = Substantial noncompliance

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, March 31, 2001

Туре	Application	Ending date of comment period
Branch	AuburnBank, Auburn, Alabama, to establish a branch located at 950 Auburn Road, Notasulga, Alabama, to be known as the Notasulga Branch of AuburnBank.	04/07/2001*
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 1745 East Nine Mile Road, Pensacola, Florida, to be known as the University Branch.	03/28/2001*
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 6093 US Highway 98 West, Hattiesburg, Mississippi, to be known as the Highway 98 West Branch.	03/28/2001*
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 2401 N. Charles Street, Baltimore, Maryland, to be known as the North Charles Safeway Office.	03/25/2001*

Section I – Applications subject to newspaper notice only

*Subject to provisions of the Community Reinvestment Act

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

Туре	Application	Ending date of comment period
3(a)(3)	Persons Banking Company, Inc., Lithonia, Georgia, to acquire The Farmers Bank, Forsyth, Georgia.	Newspaper – 05/04/2001*
3(a)(1)	Old Florida Bankshares, Inc., Fort Myers, Florida, to become a bank holding company by acquiring Old Florida Bank, Fort Myers, Florida.	N/Avail*
CIC	Citizens Corporation, Columbia, Mississippi, prior notification filed by Mr. Christopher Lane Kemp, Mr. Kevin Lee Kemp, Mr. Robert Lem Kemp, Jr., and Ms. Carol Lynn Simpson to acquire 0.46 percent of the outstanding shares of Citizens Corporation, Columbia, Mississippi, pursuant to the Change in Bank Control Act of 1978. Total ownership will equal 16.14 percent.	Fed Reg – 04/04/2001

*Subject to provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

Туре	Application	Ending date of comment period
None		

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

Туре	Application
СОМ	Pelican Financial, Inc., Ann Arbor, Michigan, commitment waiver request.

Section V - Availability of CRA public evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

O = Outstanding S = Satisfactory NI = Needs to improve SN = Substantial noncompliance

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, March 31, 2001

Туре	Application	Ending date of comment period
Branch	Baylake Bank, Sturgeon Bay, Wisconsin, for prior approval to establish a branch at 211 Commerce Drive, Luxemburg, Wisconsin.*	Newspaper - 4/05/2001
Merger	The Farmers Bank of Mt. Pulaski, Mt. Pulaski, Illinois, for prior approval to acquire the Mt. Pulaski, Illinois branch office of Citizens National Bank, Macomb, Illinois.*	Newspaper - 4/16/2001
Merger	M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin, for prior approval to purchase the loans and assume the deposits of the Phoenix, Arizona branch of Harris Trust Bank of Arizona, Scottsdale, Arizona.*	Newspaper – N/Avail
Branch	Prairie Bank and Trust Company, Bridgeview, Illinois, for prior approval to establish a branch at the southwest corner of 191st and 88th Avenue, Mokena, Illinois.*	Newspaper - 3/28/2001
Merger & Branch	Rolling Hills Bank and Trust, Atlantic, Iowa, for prior approval to merge with Rippey Savings Bank, Rippey, Iowa and thereby to establish a branch at 214 Main Street, Rippey, Iowa.*	Newspaper - 3/31/2001
. ~		

Section I – Applications subject to newspaper notice only

* Subject to the provisions of the Community Reinvestment Act

Section II – Applications sub	ject to both newspaper an	d Federal Register notice
	J	

Туре	Application	Ending date of comment period
3(a)(1)	American National Bank of Beaver Dam Employee Stock Ownership Trust, Beaver Dam, Wisconsin, for prior approval to become a bank holding company through the acquisition of 30 percent of the voting shares of Ambanc Financial Services, Inc., Beaver Dam, Wisconsin and thereby indirectly acquire American National Bank of Beaver Dam, Beaver Dam, Wisconsin and Bank of Helenville, Helenville, Wisconsin.*	Fed Reg – 4/25/2001 Newspaper – N/Avail

Type Application		Ending date of comment period	
3(a)(3)	Heartland Bancorp, Inc., Bloomington, Illinois, for prior approval to acquire 100 percent of the voting shares of Chenoa Corporation, Chenoa, Illinois and thereby indirectly acquire Bank of Chenoa, Chenoa, Illinois.*	Fed Reg – N/Avail Newspaper – N/Avail	
4(c)(8)	MB Financial, Inc., Chicago, Illinois and Manufacturers National Corporation, Chicago, Illinois, for prior approval to acquire 100 percent of the voting shares of FSL Holdings, Inc., South Holland, Illinois and thereby indirectly acquire First Savings & Loan Association of South Holland, South Holland, Illinois.*	Fed Reg – 4/20/2001 Newspaper – 4/16/2001	
3(a)(3)	Marshall & Ilsley Corporation, Milwaukee, Wisconsin, for prior approval to acquire 100 percent of the voting shares of M&I Bank of Mayville (in organization), Mayville, Wisconsin.*	Fed Reg – 4/27/2001	
3(a)(3)	Peotone Bancorp, Inc., Peotone, Illinois, for prior approval to acquire 20.62 percent of the voting shares of SouthwestUSA Corporation, Las Vegas, Nevada and thereby indirectly acquire SouthwestUSA Bank (in organization), Las Vegas, Nevada.*	Fed Reg – 4/13/2001 Newspaper – 4/14/2001	
CIC	Notification by Todd R. Nicklaus and Greg P. Nicklaus, of a Change in Control of River Valley Bancorporation, Inc., Merrill, Wisconsin.	Fed Reg – 4/17/2001 Newspaper – 4/09/2001	
CIC	Notification by John Manning, Lynette Manning, George Manning, Ona Manning, Ann Manning, David Manning, Janet Manning, Albert Manning, Kim Manning, Matthew Manning, Judith Manning, and Elizabeth Manning Edwards, of a Change in Control to retain ownership of Van Buren Bancorporation, Keosauqua, Iowa.	Fed Reg – 4/09/2001 Newspaper – 4/13/2001	

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

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

Туре	Application	Ending date of comment period
4(c)(8)	East Side Bancorporation, Inc., Chicago, Illinois, notification of intent to purchase loan participations from its subsidiary bank, BankChicago, Chicago, Illinois, and thereby to engage in extending credit and servicing loans.	Fed Reg – 4/11/2001
4(c)(8)	Farmington Bancorp, Inc., Farmington, Illinois, notification of intent to establish a wholly-owned subsidiary, to be known as Farmington Devcorp and to thereby engage in community development activities.	Fed Reg – N/Avail

Туре	Application
Membership	M&I Bank of Mayville (in organization), Mayville, Wisconsin, for prior approval to become a member of the Federal Reserve System.
Waiver	State Financial Services Corporation, Hales Corners, Wisconsin, for prior approval for waiver of filing a Section 3(a)(3) application to acquire LB Bancorp, Inc., Milwaukee, Wisconsin and their subsidiary bank, Liberty Bank, Milwaukee, Wisconsin.

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

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

O = Outstanding S = Satisfactory NI = Needs to improve SN = Substantial noncompliance

RSSD		Examination	CRA	CRA	Exam type
number	Institution/Location	date	public date	rating	LrgBk SmBk
2142155	Quad City Bank & Trust Company 2118 Middle Road Bettendorf, Iowa 52722-9965 (319) 344-0600	6/05/2000	3/26/2001	S	Х

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, March 31, 2001

Section I – Applications subject to newspaper notice only

Туре	Application	Ending date of comment period
None		

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

Туре	Application	Ending date of comment period
3(a)(3)	Notice by Rockhold Bancorp, Kirksville, Missouri, to acquire 25 percent of La Plata Bancshares, Inc., La Plata, Missouri.*	Newspaper – 4/27/2001 Fed. Reg. N/Avail

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

Туре	Application	Ending date of comment period
None		

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

Туре	Application
3(a)(5)(C)	Notice by Ambanc Holding Company, Inc., Bowling Green, Kentucky, to acquire American Bank & Trust Company, Inc., Bowling Green, Kentucky.

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

O = Outstanding S = Satisfactory NI = Needs to improve SN = Substantial noncompliance

RSSD	Institution/Location	Examination	CRA	CRA	Exam type
number		date	public date	rating	LrgBk SmBk
2837059	Southern Bank of Commerce Paragould, Arkansas	10/30/2000	3/28/2001	S	Х

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, March 31, 2001

Туре	Application	Ending date of comment period
18C & BKBR	Security State Bank of Edgeley, Edgeley, North Dakota, to merge with Kulm State Bank, Kulm, North Dakota, and incident thereto establish branches in the North Dakota communities of Kulm and Fredonia.*	N/Avail.
18C & BKBR	Pioneer Bank, Mapleton, Minnesota, to merge with Citizens State Bank of St. James, St. James, Minnesota, and incident thereto establish a branch in St. James, Minnesota.*	N/Avail.
*0.1		

*Subject to the provisions of the Community Reinvestment Act.

Туре	Application	Ending date of comment period
3(a)(5)	JBS, Inc., (formerly known as Jans Bancshares, Inc.), Kulm, North Dakota, for prior approval to merge with Edgeley Bancorporation, Inc., Edgeley, North Dakota.*	Fed. Reg. – 04/26/2001 Newspaper – N/Avail.

*Subject to the provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

Туре	Application	Ending date of comment period
4(c)(8)LLD	McIntosh County Bank Holding Company, Inc., Ashley, North Dakota, to engage <u>de novo</u> in extending credit and servicing loans.	04/16/2001

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

Туре	Application
None	

Section V - Availability of CRA public evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

O = Outstanding S = Satisfactory NI = Needs to improve SN = Substantial noncompliance

RSSD		Examination	CRA	CRA	Exam type
number	Institution/Location	date	public date	rating	LrgBk SmBk
659855	First Interstate Bank Billings, Montana	10/30/2000	03/26/2001	0	X

Section VI – CRA examinat	tions scheduled for Quarter of	
Institution	Location	
None		

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, March 31, 2001

Section I – Applications subject to newspaper notice only

Туре	Application	Ending date of comment period
None		

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

Туре	Application	Ending date of comment period
3(a)(3)	Centennial Bank Holdings, Inc., Eaton, Colorado, for prior approval to acquire 100 percent of the voting shares of Berthoud Bancorp, Inc., Berthoud, Colorado, and thereby indirectly acquire The Berthoud National Bank, Berthoud, Colorado.	Newspaper – 04/09/2001 Fed Reg – 04/27/2001

Section III – Applications subject to Federal Register notice only

Т	4 T	Ending date of
Туре	Application	comment period
None		

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

Туре	Application
Member	American Exchange Bank, Elmwood, Nebraska, for prior approval to become a member of the Federal Reserve System.

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

O = Outstanding S = Satisfactory NI = Needs to improve SN = Substantial noncompliance

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, March 31, 2001

Section I – Applications subject to newspaper notice only

Туре	Application	Ending date of comment period
None		

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

Туре	Application	Ending date of comment period
3(a)(3)	 Henderson Citizens Bancshares, Inc., Henderson, TX, and Henderson Citizens Delaware Bancshares, Inc., Dover, DE, to acquire Rusk County Bancshares, Inc., Henderson, TX, Rusk County Delaware Financial Corporation, Dover, DE, and Peoples State Bank, Henderson, TX* (previously reported the week ending March 24, 2001) 	Fed Reg – 04/27/2001 Newspaper – N/Avail
3(a)(1)	CB&T Bancshares, Inc., Vivian, LA, to acquire Citizens Bank and Trust Company of Vivian, Vivian, LA*	Fed Reg – 04/27/2001 Newspaper – N/Avail
3(a)(1)	TRB Bancorp, Inc., Dallas, TX, to acquire Greenbelt Bancshares, Inc., Quanah, TX, and The Security National Bank of Quanah, Quanah, TX*	Fed Reg – 04/27/2001 Newspaper – N/Avail
CIC	Michael Edwin Aldredge, Bellville, TX, only notificant, to acquire an interest in Fayetteville Bancshares, Inc., Fayetteville, TX	Fed Reg – 04/18/2001 Newspaper – N/Avail

*Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

Туре	Application	Ending date of comment period
None		

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

Туре	Application
None	

Section V - Availability of CRA public evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

O = Outstanding S = Satisfactory NI = Needs to improve SN = Substantial noncompliance

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, March 31, 2001

Section I – Applications subject to newspaper notice only

Туре	Application	Ending date of comment period
Branch	Coast Commercial Bank, Santa Cruz, California, to establish a branch office at Mission Street 2 SE of Fifth, Carmel, California, pursuant to section 9 of the Federal Reserve Act*	Newspaper - 04/07/2001

* Subject to the provisions of the Community Reinvestment Act

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

Туре	Application	Ending date of comment period
3(a)(1)	North Cascades Bancshares, Inc., Chelan, Washignton, to	Newspaper - 04/11/2001
	acquire up to 35 percent of bankcda (in organization), Coeur d'Alene, Idaho.*	Fed Reg - 04/27/2001

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

Туре	Application	Ending date of comment period
None		

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

Туре	Application	
None		

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

O = Outstanding S = Satisfactory NI = Needs to improve SN = Substantial noncompliance

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	