
Federal Reserve Release



H.2

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

No. 49

Week Ending December 8, 2001

Bank Holding Companies

BNP Paribas, Paris, France -- to acquire shares of BancWest Corporation, Honolulu, Hawaii; and election by BancWest Corporation to become a financial holding company.

- Approved, December 4, 2001

UFJ Holdings, Inc., Osaka, Japan -- waiver of application to merge its two subsidiary banks, The Sanwa Bank, Limited, Osaka, and The Tokai Bank, Limited, Nagoya, in connection with a corporate reorganization.

- Granted, December 7, 2001

Regulations And Policies

Policy Statement on Payments System Risk -- revisions to provide additional daylight overdraft capacity and to implement certain other modifications [Docket Nos. R-1107-1110].

- Approved, December 7, 2001

Review of Regulations Affecting Online Delivery of Financial Products and Services -- interagency report to Congress.

- Authorized, November 8, 2001 (AC)

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

RBOPS Reserve Bank Operations and Payment Systems
IF International Finance
OSDM Office of Staff Director for Management

Bank Branches, Domestic

New York

The Chase Manhattan Bank, New York, New York -- to establish a branch on the premises of a Superfood/Drug Store at 500 Canyon Ridge Drive, Austin, Texas.
- Approved, December 6, 2001

Richmond

EagleBank, Bethesda, Maryland -- to establish a branch at 9600 Blackwell Road, Rockville.
- Approved, December 5, 2001

St. Louis

First Bank, St. Louis, Missouri -- to establish a branch at 8450 Eager Road.
- Approved, December 4, 2001

San Francisco

Mid Valley Bank, Red Bluff, California -- to establish a branch at 1834 Mangrove Avenue, Chico.
- Approved, December 4, 2001

Richmond

Sandy Spring Bank, Olney, Maryland -- to establish a branch at 14 West Patrick Street, Frederick.
- Approved, December 5, 2001

Bank Holding Companies

Kansas City

Central Financial Corporation, Hutchinson, Kansas -- waiver of application for the acquisition of Admire Bank, Emporia, by Central Financial's subsidiary, NorthStar Bank, N.A., Kansas City, Missouri.
- Granted, December 4, 2001

Bank Holding Companies

Chicago

Firststate Bancorp, Inc., Mason City, Illinois -- to become a bank holding company through the acquisition of 1st State Bank of Mason City.

- Approved, December 7, 2001

Kansas City

FlatIrons Bank Holding Company, Loveland, Colorado -- to become a bank holding company through the acquisition of FlatIrons Bank, Boulder, a de novo bank.

- Approved, December 7, 2001

Chicago

Malvern Bancshares, Inc., Malvern, Iowa -- to become a bank holding company through the acquisition of Malvern Trust & Savings Bank.

- Approved, December 6, 2001

Dallas

McLaughlin Bancshares, Inc., Ralls, Texas, and McLaughlin Delaware Bancshares, Inc., Dover, Delaware -- to acquire First Hale Center, Inc., Hale Center, Texas, and First National Bank West Texas, Plainview; and for McLaughlin Bancshares' subsidiary, Security Bank, Ralls, to merge with First National Bank West Texas and thereby establish branches in Plainview and Hale Center.

- Approved, December 3, 2001

Minneapolis

Mesaba Bancshares, Inc., Grand Rapids, Minnesota -- to acquire Bovey Financial Corporation, Bovey.

- Approved, December 3, 2001

Dallas

Northwest Bancshares, Inc., Roanoke, Texas, and Northwest Delaware, Inc., Wilmington, Delaware -- for Northwest Delaware, Inc. to become a bank holding company through the acquisition of Northwest Bank, Roanoke, Texas; and for Northwest Bancshares, Inc. to become a bank holding company through the acquisition of both institutions.

- Approved, December 5, 2001

Bank Holding Companies

Kansas City

Plainville Bancshares, Inc., Plainville, Kansas -- to acquire Farmers Bancshares, Inc., Lincoln.

- Approved, December 5, 2001

Atlanta

Riverside Central Florida Banking Company, Winter Park, Florida -- to become a bank holding company through the acquisition of Riverside Bank of Central Florida, a de novo bank; and for Riverside Bank of Central Florida to become a member of the Federal Reserve System.

- Approved, December 7, 2001

Richmond

Tri-County Bancorp, Inc., West Union, West Virginia -- to become a bank holding company through the acquisition of West Union Bank.

- Approved, December 4, 2001

Atlanta

Unity Holdings, Inc., Cartersville, Georgia -- commitment waiver request.

- Withdrawn, December 5, 2001

Kansas City

West Point Bancorp, Inc., West Point, Nebraska -- to acquire Town & Country Bank, Las Vegas, Nevada, a de novo bank.

- Approved, December 7, 2001

Bank Mergers

Chicago

Commercial Trust & Savings Bank, Storm Lake, Iowa -- to merge with Central Trust and Savings Bank, Cherokee, and thereby establish branches in Cherokee, Quimby, and Washta.

- Approved, November 30, 2001 (AC)

Bank Mergers

Cleveland

Community First Bank and Trust, Celina, Ohio -- to purchase certain assets and assume certain liabilities of two Fort Wayne, Indiana, branches of Shelby County Bank, Shelbyville, and thereby establish branches.

- Approved, December 6, 2001

Atlanta

Florida Keys Bank, Marathon, Florida -- to merge with Gulf Coast National Bank, Naples, and to become a member of the Federal Reserve System.

- Approved, December 7, 2001

Capital Stock

Director, BS&R

CLS Bank International, New York, New York -- to amend its articles of association to increase the authorized shares of capital stock.

- Approved, December 7, 2001

Competitive Factors Reports

Chicago

1st State Bank of Mason City, Mason City, Illinois -- report on competitive factors of the proposed merger with Mason City State Bank.

- Submitted, December 7, 2001

Kansas City

American Bank & Trust, Edmond, Oklahoma -- report on competitive factors of the proposed merger with Farmers Bank, Ault, Colorado.

- Submitted, December 3, 2001

Minneapolis

American Bank of the North, Grand Rapids, Minnesota -- report on competitive factors of the proposed merger with The First National Bank of Bovey, Bovey.

- Submitted, December 3, 2001

Competitive Factors Reports

Atlanta

Atlantic Coast Federal, Waycross, Georgia -- report on competitive factors of the proposed assumption of deposit liabilities of the Gordon Bank branch at 930 University Boulevard, Jacksonville, Florida.
- Submitted, December 4, 2001

Kansas City

Bank of Santa Fe, Santa Fe, New Mexico -- report on competitive factors of the proposed merger with New Bank of Santa Fe, N.A.
- Submitted, December 3, 2001

San Francisco

Central Texas Bank, Flatonia, Texas -- report on competitive factors of the proposed merger with United National Bank, San Marino, California.
- Submitted, December 4, 2001

San Francisco

Citibank FSB, San Francisco, California -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of Citibank International, Fort Lauderdale, Florida, and Citibank, N.A., New York, New York.
- Submitted, December 4, 2001

Boston

First Federal Savings Bank of America, Swansea, Massachusetts -- report on competitive factors of the proposed merger with People's Savings Bank of Brockton, South Easton.
- Submitted, December 5, 2001

Atlanta

First National Bank of Florida, Naples, Florida -- report on competitive factors of the proposed merger with Bank of Central Florida, Orlando.
- Submitted, December 5, 2001

Chicago

Greensfork Township State Bank, Spartanburg, Indiana -- report on competitive factors of the proposed merger with Greensfork Merger Bank.
- Submitted, December 7, 2001

Competitive Factors Reports

San Francisco

Imperial Capital Bank, Encino, California -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of Asahi Bank of California, Los Angeles.

- Submitted, December 5, 2001

Chicago

Liberty Trust & Savings Bank, Durant, Iowa -- report on competitive factors of the proposed merger with Bennett State Bank, Bennett.

- Submitted, December 7, 2001

Atlanta

Old Florida Bank, Fort Myers, Florida -- report on competitive factors of the proposed purchase of certain assets and assumption of certain deposit liabilities of a branch of BankAtlantic, a Federal Savings Bank, at 14821 Six Mile Cypress Parkway.

- Submitted, November 28, 2001 (AC)

San Francisco

Pacific Century Bank, N.A., Encino, California -- report on competitive factors of the proposed merger with Bank of Hawaii, Honolulu, Hawaii.

- Submitted, December 4, 2001

Minneapolis

Peoples State Bank, Munising, Michigan -- report on competitive factors of the proposed merger with Munising Interim State Bank.

- Submitted, December 6, 2001

Minneapolis

S&C Bank, New Richmond, Wisconsin -- report on competitive factors of the proposed merger with S&C Bank, Minnesota, Almelund, Minnesota.

- Submitted, December 3, 2001

Extensions Of Time

Chicago

East Side Bancorporation, Inc., Chicago, Illinois -- extension to January 20, 2002, to purchase loan participations from BankChicago and thereby engage in extending credit and servicing loans.

- Granted, December 5, 2001

Financial Holding Companies

Chicago

FBOP Corporation, Oak Park, Illinois -- election to become a financial holding company.

- Withdrawn, December 4, 2001

Atlanta

PAB Bankshares, Inc., Valdosta, Georgia -- election to become a financial holding company.

- Effective, December 5, 2001

International Operations

Secretary

Wells Fargo Bank, N.A., San Francisco, California -- to establish a branch in Grand Cayman, Cayman Islands, British West Indies.

- Approved, December 6, 2001

Membership

San Francisco

Union Safe Deposit Bank, Stockton, California -- membership in the Federal Reserve System.

- Approved, December 5, 2001

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, December 8, 2001

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>	
None		

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, December 8, 2001

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	HSBC Bank USA, Buffalo, New York, to establish a branch office at Courtney Drive & Pittsford Palmyra Road, Monroe, New York.*	Newspaper – 12/14/2001
Branch	Banco Popular North America, New York, New York, request to establish a branch office at 148 Ferry Street, Newark, New Jersey.*	Newspaper – 01/08/2002

* 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)	Landesbank Baden-Wurttemberg, and Sparkassenverband Baden-Wurttemberg, both of Stuttgart, Germany, to acquire approximately 50.6 percent of the voting shares of Baden-Wurttembergische Bank AG, Stuttgart, Germany, a German stock corporation, and indirectly acquire BW Capital Markets, Inc., New York, New York.	12/18/2001

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

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

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<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for Quarter of

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

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, December 8, 2001

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>	
None		

Section V – Availability of CRA public evaluations

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

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

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

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

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

District 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, December 8, 2001

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c) Branch	Received application from Fifth Third Bank, Indiana, Indianapolis, IN on 12/05/2001 to purchase certain assets and assume certain liabilities of two Owensboro, KY branch offices of Fifth Third Bank, Kentucky, Louisville, KY and incident thereto establish branch facilities.*	01/07/2002

* 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	Received notice of change in bank control filed by McCreary Bancshares, Inc., Employee Stock Ownership Plan, the related trust, and its trustees on 12/03/2001 of its intent to acquire up to 22.22 percent of the outstanding voting shares of McCreary Bancshares, Inc., Whitley City, KY.*	Fed Reg – 12/27/2001

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
846619	The Cortland Savings and Banking Company, 194 West Main Street, Cortland, OH 44410	09/10/2001	12/04/2001	S	X	
150727	The Richwood Banking Company 28 North Franklin Street, Richwood, OH 43344	10/01/2001	12/06/2001	S		X

Section VI – CRA examinations scheduled for

Quarter of

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

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, December 8, 2001

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	RBC Centura Bank, Rocky Mount, North Carolina, to establish a branch at 804 Green Valley Road, Suite 104, Greensboro, North Carolina.*	Newspaper - 12/15/2001
Branch	Frederick County Bank, Frederick, Maryland, to establish a mobile branch by providing courier services to pick up non-cash items of customers located in the counties of Frederick, Montgomery, Carroll, Washington, and Howard, Maryland.*	Newspaper - 12/22/2001

*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)	BB&T Corporation, Winston-Salem, North Carolina, to merge with Mid-America Bancorp, Louisville, Kentucky.*	Fed Reg - 01/04/2002 Newspaper - 12/30/2001
3(a)(5)	BB&T Corporation, Winston-Salem, North Carolina, to merge with AREA Bancshares Corporation, Owensboro, Kentucky.*	Fed Reg - 01/04/2002 Newspaper - 12/30/2001

*Subject to the provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
650526	The Commonwealth Bank 9310 Midlothian Turnpike Richmond, Virginia 23235	09/24/2001	12/08/2001	S		X

Section VI – CRA examinations scheduled for

Quarter of

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

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, December 8, 2001

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 6145 Exchange Way, Bradenton, Florida, to be known as the Lakewood Ranch Office.	12/01/2001*
Branch	Insurors Bank of Tennessee, Nashville, Tennessee, to establish a mobile branch to serve the Nashville, Tennessee area.	12/20/2001*

*Subject to provisions of the Community Reinvestment Act

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

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

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Member	United Bank of the Gulf Coast, Sarasota, Florida, to become a member of the Federal Reserve System.	

Section V – Availability of CRA public evaluations

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NI = Needs to improve

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, December 8, 2001

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18C	Comerica Bank-California, San Jose, California, for prior approval to purchase certain assets and assume certain liabilities of Progress Bank, Blue Bell, Pennsylvania.*	Newspaper – N/Avail
18C & Branches	Iowa State Bank, Sheldon, Iowa, for prior approval to acquire through merger Iowa State Bank, Orange City, Iowa and thereby to establish the following branch offices: 627 2nd Ave., Sheldon, Iowa; 103 3rd Ave., Alton, Iowa; 305 Oak Street, Craig, Iowa; 105 Albany Ave., Orange City, Iowa, and 308 Main, Ireton, Iowa.*	Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Bancshares Holding Corp., Downers Grove, Illinois, for prior approval to become a bank holding company through the acquisition of 100 percent of the voting shares of The Bank of Commerce, Downers Grove, Illinois.*	Fed Reg – 12/17/2001 Newspaper – 12/14/2001
3(a)(1)	CFB Holding Company, Clinton, Iowa, for prior approval to become a bank holding company through the acquisition of 100 percent of the voting shares of Citizens First Bank, Clinton, Iowa.*	Fed Reg – 12/10/2001 Newspaper – 12/13/2001
4(c)(8)	FBOP Corporation, Oak Park, Illinois, for prior approval to acquire 100 percent of the voting shares of Bank Plus Corporation, Los Angeles, California and thereby indirectly acquire Fidelity Federal Bank, FSB, Glendale, California and thereby engage in operating a savings and loan association and to acquire Gateway Investment Services, Inc., Los Angeles, California and thereby engage in securities brokerage activities.*	Fed Reg – 12/27/2001 Newspaper – 10/08/2001

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)	Independence Bancshares, Inc., Independence, Iowa, for prior approval to acquire 100 percent of the voting shares of Fairbank Bancshares Corp., Fairbank, Iowa and thereby indirectly acquire Fairbank State Bank, Fairbank, Iowa.*	Fed Reg – 11/28/2001 Newspaper – N/Avail
3(a)(1)	Malvern Bancshares, Inc., Malvern, Iowa, for prior approval to become a bank holding company through the acquisition of 100 percent of the voting shares of Malvern Trust & Savings Bank, Malvern, Iowa.*	Fed Reg – 11/28/2001 Newspaper – 12/01/2001
3(a)(1)	Peoples Bancorp., Rock Valley, Iowa, for prior approval to become a bank holding company through the acquisition of 100 percent of the voting shares of Peoples Bank, Rock Valley, Iowa.*	Fed Reg – 12/31/2001 Newspaper – N/Avail
3(a)(1)	Spector Properties, Inc., Chicago, Illinois, for prior approval to become a bank holding company by retaining 23.8 percent of the voting shares of Andalusia Community Bank, Andalusia, Illinois.*	Fed Reg – 12/19/2001 Newspaper – 12/21/2001
CC	Notification by Omar C. Wilhelms, Janice R. Wilhelms and Delores J. Meiners, of a Change in Control to retain control of Shannon Bancorp, Inc., Shannon, Illinois.	Fed Reg – 12/18/2001 Newspaper – 12/10/2001
CC	Notification by Merrill G. Norton and Suellyn Norton, of a Change in Control to retain voting shares of Vermilion Bancorp, Inc., Danville, Illinois.	Fed Reg – 12/19/2001 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>
4(c)(8)	Peoples Bancorp., Rock Valley, Iowa, for prior approval to retain Peoples Financial Inc., Rock Valley, Iowa and thereby engage in insurance activities in a place of less than 5, 000 in population.	Fed Reg – 12/31/2001

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

<i>Type</i>	<i>Application</i>
4(c)(8)	Marshall & Ilsley Corporation, Milwaukee, Wisconsin, to acquire indirectly through Metavante Corporation, all of the assets of 401kservices.com, inc., Appleton, Wisconsin.
CN	Bank One, Michigan, Detroit, Michigan, for prior approval to prepay a subordinated note in the amount of \$110 million due December 28, 2008.

Section V – Availability of CRA public evaluations

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

Section VI – CRA examinations scheduled for Quarter of

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

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, December 8, 2001

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Notice by First Bank, Creve Coeur, Missouri, to establish a branch inside a Dierberg's grocery store located at 8450 Eager Road, St. Louis, Missouri.*	Newspaper - 11/21/2001
18(c)	Notice by Arvest Bank, Fayetteville, Arkansas, to merge with Bank of Bentonville, Bentonville, Arkansas.*	Newspaper – 12/26/2001
18(c)	Notice by Arvest Bank, Fayetteville, Arkansas, to merge with Arvest Bank, Fort Smith, Arkansas.*	Newspaper – 12/26/2001
18(c)	Notice by Arvest Bank, Fayetteville, Arkansas, to merge with First Arvest Bank, Siloam Springs, Arkansas.*	Newspaper – 12/26/2001
18(c)	Notice by Arvest Bank, Fayetteville, Arkansas, to merge with Arvest Bank, Joplin, Missouri.*	Newspaper – 12/26/2001
18(c)	Notice by Arvest Bank, Fayetteville, Arkansas, to merge with Arvest State Bank, Tulsa, Oklahoma.*	Newspaper – 12/26/2001

* Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	Notice by Mercantile Bancorp, Inc., Quincy, Illinois, to acquire 9 percent of NorthStar Bancshares, Inc., Kansas City, Missouri.*	Newspaper – 1/7/2002 Fed Reg – N/Avail.
CIC	Notice involving Security State Bancshares, Inc., Charleston, Missouri, by William C. Vandivort, Sikeston, Missouri, to retain 12.52 percent.	Newspaper – 1/15/2002 Fed Reg – 12/26/2001

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
1146	Pulaski Bank & Trust Company Little Rock, Arkansas	6/11/2001	12/3/2001	S		X

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

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

District 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, December 8, 2001

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>	
None		

Section V – Availability of CRA public evaluations

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

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NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, December 8, 2001

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Bank of Bennington, Bennington, Nebraska, for prior approval to establish a branch at 15646 Spaulding Street, Omaha, Nebraska.	Newspaper – 12/12/2001

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	First National Bancshares, Inc., ESOP and 401(K) Trusts, and First National Bancshares, Inc., both of Goodland, Kansas, for prior approval to acquire 100 percent of the voting shares of Security State Bank, Bird City, Kansas.	Newspaper – 12/26/2001 Fed Reg – 12/10/2001
3(a)(3)	Buerge Bancshares, Inc., Joplin, Missouri, for prior approval to acquire 100 percent of the voting shares of Grand Lake Bancorp, Inc., parent of Grand Lake Bank, both of Tulsa, Oklahoma, and Sarcocie Bancorp, Inc., parent of First National Bank of Sarcocie, both of Sarcocie, Missouri.	Newspaper – N/Available Fed Reg – N/Available
CIC	Joseph D. Freund Irrevocable Trust #2, the Duane M. Freund Irrevocable Trust #2, the Kenneth J. Freund Irrevocable Trust #2, and the Michael R. Freund Irrevocable Trust #2, all of Aurora, Colorado, and the following individuals who serve as co-trustees of one or more of the trusts: Joseph Freund, Jr., Elizabeth, Colorado; James Campbell, Denver, Colorado; Laura Freund Buddington, Denver, Colorado; Scott Freund, Elizabeth, Colorado; Phillip Pasion, Parker, Colorado; Angela Freund Bennett, Denver, Colorado; and Kenneth Freund, Jr, Aurora, Colorado; to retain control of Commerce Bancshares, Inc., Aurora, Colorado.	Newspaper – N/Available Fed Reg – 12/27/2001
CIC	M. Charles Kellogg, Overland Park, Kansas, individually and as trustee of the C.H. Goppert Trust, to retain ownership of Country Agencies & Investments, Inc., Odessa, Missouri, parent of Bank of Odessa, Odessa, Missouri; Commercial Bank of Oak Grove, Oak Grove, Missouri; and LaMonte Community Bank, LaMonte, Missouri.	Newspaper – 12/20/2001 Fed Reg – 12/21/2001

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

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NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
255556	Citizens Bank & Trust Company of Ardmore 1100 N. Commerce Ardmore, Oklahoma 73401-3985	09/10/2001	12/04/2001	S		X

Section VI – CRA examinations scheduled for First Quarter of 2002

<i>Institution</i>	<i>Location</i>
Community Bank of Southern Colorado	Rocky Ford, Colorado
Colorado Mountain Bank	Westcliffe, Colorado
Adrian Bank	Adrian, Missouri
First Bank and Trust Company	Clinton, Oklahoma
Bank of Cushing	Cushing, Oklahoma
First State Bank	Fairfax, Oklahoma
The First Bank of Fairland	Fairland, Oklahoma
The Bank of Kremlin	Kremlin, Oklahoma
Lusk State Bank	Lusk, Wyoming

The inclusion on the list of institutions that are scheduled to undergo CRA examinations in the next calendar quarter is not determinative of whether the institution will be examined in that quarter. Reserve Banks may need to defer a planned examination or conduct an unforeseen examination because of scheduling difficulties or other circumstances.

District 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, December 8, 2001

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)	Texas Regional Bancshares, Inc., McAllen, TX, and Texas Regional Delaware, Inc., Wilmington, DE, to acquire Riverway Holdings, Inc., Houston, TX, and Riverway Bank, Houston, TX* (previously reported the week ending December 1, 2001)	Fed Reg – 12/31/2001 Newspaper – 12/27/2001
3(a)(3)	Bryan Family Management Trust, Bryan, TX, and Bryan Heritage Limited Partnership, Bryan, TX, to acquire The First National Bank of Bryan, Bryan, TX*	Fed Reg – 01/04/2002 Newspaper – 12/27/2001

*Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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

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NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, December 8, 2001

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)	CBA Bancshares Inc., Minneapolis, Minnesota, to become a bank holding company by acquiring 100 percent of Community Bank of Arizona, Wickenburg, Arizona.*	Fed Reg – 01/07/2002 Newspaper – 01/04/2002

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>	
None		

Section V – Availability of CRA public evaluations

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

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

Section VI – CRA examinations scheduled for

Quarter of

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