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# Federal Reserve Release

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

*No. 13*

*Week Ending March 29, 2003*

### **Testimony And Statements**

Financial Services Regulatory Relief Act -- statement by Governor Olson before the Subcommittee on Financial Institutions and Consumer Credit, House Committee on Financial Services.

- Published, March 27, 2003

### **Forms**

Bank Holding Company Financial Statements -- revision without extension of the Consolidated Financial Statements for Bank Holding Companies (FR Y-9C), Parent Company Only Financial Statements for Large Bank Holding Companies (FR Y-9LP), and Parent Company Only Financial Statements for Small Bank Holding Companies (FR Y-9SP).

- Approved, March 25, 2003

Interagency Change in Bank Control Notices -- extension without revision of the Interagency Notice of Change in Bank Control, Interagency Notice of Change in Director or Senior Executive Officer, and Interagency Biographical and Financial Report (FR 2081a, b, c).

- Approved, March 28, 2003

### **Enforcement**

Fifth Third Bancorp, Cincinnati, Ohio, and Fifth Third Bank -- written agreement dated March 26, 2003, with the Federal Reserve Bank of Cleveland and the Division of Financial Institutions, Ohio Department of Commerce.

- Announced, March 27, 2003

**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**

Atlanta

AmSouth Bank, Birmingham, Alabama -- to establish branches at 360 West State Road 436, Altamonte Springs, Florida, and 4095 Millenia Boulevard, Orlando.  
- Approved, March 27, 2003

Atlanta

Colonial Bank, Montgomery, Alabama -- to establish a branch at 6650 North McArthur Boulevard, Irving, Texas.  
- Approved, March 28, 2003

Chicago

Comerica Bank, Detroit, Michigan -- to establish a branch at 1830 South Osprey Avenue, Sarasota, Florida.  
- Approved, March 27, 2003

Atlanta

Compass Bank, Birmingham, Alabama -- to establish branches at the intersections of 4th Street Northwest and Griegos Road Northwest, Albuquerque, New Mexico; Cinco Ranch Boulevard and South Mason Road, Houston, Texas; Barker Cypress Road and State Highway 529; McCart Avenue and Sycamore School Road, Fort Worth; and West Magee Road and North LaCholla Boulevard, Tucson, Arizona.  
- Approved, March 24, 2003

Richmond

Gateway Bank & Trust Co., Elizabeth City, North Carolina -- to establish branches at 3001 Shore Drive, Virginia Beach, Virginia, and 713 Independence Boulevard.  
- Approved, March 27, 2003

Dallas

Peoples Bank, Lorenzo, Texas -- to establish a branch at 3801 34th Street, Lubbock.  
- Approved, March 26, 2003

### **Bank Branches, Domestic**

#### Atlanta

SouthTrust Bank, Birmingham, Alabama -- to establish a branch at 7455 Pinemire Drive, Oviedo, Florida.

- Approved, February 25, 2003 (AC)

#### Atlanta

SouthTrust Bank, Birmingham, Alabama -- to establish a branch at 3365 Cobb Parkway, Northwest, Acworth, Georgia.

- Approved, March 27, 2003

### **Bank Holding Companies**

#### Atlanta

Alabama National Bancorporation, Birmingham, Alabama -- to acquire Millennium Bank, Gainesville, Florida.

- Withdrawn, March 25, 2003

#### Atlanta

American Trust Bancorp, Roswell, Georgia -- to become a bank holding company through the acquisition of American Trust Bank, a de novo bank.

- Withdrawn, March 28, 2003

#### New York

Cera Stichting VZW, Leuven, Belgium; Cera Beheersmaatschappij N.V., Cera Holding CVBA, Almancora CVA, Almanij N.V., KBC Bankverzekeringsholding N.V., and KBC Bank N.V. -- relief from a commitment.

- Granted, March 24, 2003

#### Cleveland

Charter One Financial, Inc., Cleveland, Ohio -- to acquire Advance Bancorp, Inc., Homewood, Illinois.

- Approved, March 28, 2003

#### Atlanta

Community Banks of Georgia, Inc., Jasper, Georgia -- to become a bank holding company through the acquisition of Community Bank of Pickens County.

- Withdrawn, March 24, 2003

### **Bank Holding Companies**

#### Richmond

FNB Corp., Asheboro, North Carolina -- to acquire Dover Mortgage Company, Charlotte, and thereby engage in originating, processing, underwriting, and selling mortgage loans.

- Approved, March 25, 2003

#### New York

Greater Lakes Bancorp, Inc., Buffalo, New York -- to become a bank holding company with respect to Greater Buffalo Savings Bank.

- Approved, March 27, 2003

#### Kansas City

International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers, Kansas City, Kansas -- to acquire shares of Brotherhood Bancshares, Inc., parent of The Brotherhood Bank and Trust Company.

- Approved, March 28, 2003

#### New York

J.P. Morgan Chase & Co., New York, New York -- to amend the articles of association of its Edge corporation subsidiary, J.P. Morgan International Finance Limited, Newark, Delaware, to increase its capital stock.

- Approved, March 17, 2003 (AC)

#### Chicago

JW Bancorp, Inc., Winchester, Illinois, and Iroquois Bancorp, Inc., Gilman -- for JW Bancorp, Inc. to become a bank holding company through the acquisition of John Warner Financial Corporation, Clinton, and The John Warner Bank, and for Iroquois Bancorp, Inc. to acquire shares of JW Bancorp, Inc., and thereby acquire John Warner Financial Corporation and The John Warner Bank.

- Approved, March 27, 2003

#### St. Louis

Reliance Bancshares, Inc., Des Peres, Missouri -- to acquire The Bank of Godfrey, Godfrey, Illinois.

- Approved, March 28, 2003

### **Bank Holding Companies**

#### St. Louis

Scott County Bancorp, Inc., Winchester, Illinois -- to acquire shares of JW Bancorp, Inc., and thereby acquire John Warner Financial Corporation, Clinton, and The John Warner Bank.

- Approved, March 27, 2003

### **Banks, Foreign**

#### Director, BS&R

Bancolumbia, S.A., Medellin, Colombia -- to establish an agency in Miami, Florida.

- Approved, March 27, 2003

### **Competitive Factors Reports**

#### Richmond

Advance Bank, Baltimore, Maryland -- report on competitive factors of the proposed merger with Berean Bank, Philadelphia, Pennsylvania.

- Submitted, March 24, 2003

#### Kansas City

American National Bank, Omaha, Nebraska -- report on competitive factors of the proposed merger with American National Bank, Lincoln.

- Submitted, March 24, 2003

#### Kansas City

American State Bank & Trust Company, National Association, Great Bend, Kansas -- report on competitive factors of the proposed merger with The Farmers and Merchants State Bank, Macksville.

- Submitted, March 24, 2003

#### Boston

Auburndale Co-operative Bank, Newton, Massachusetts -- report on competitive factors of the proposed merger with Newton South Co-operative Bank.

- Submitted, March 28, 2003

### **Competitive Factors Reports**

#### Cleveland

Charter One Bank, National Association, Cleveland, Ohio -- report on competitive factors of the proposed merger with Advance Bank, Lansing, Illinois.  
- Submitted, March 28, 2003

#### Cleveland

The Citizens Bank, Morehead, Kentucky -- report on competitive factors of the proposed purchase of the Owingsville branch of Integra Bank, N.A., Evansville, Indiana.  
- Submitted, March 28, 2003

#### Cleveland

Classic Bank Corporation, Ashland, Kentucky -- report on competitive factors of the proposed merger of Classic Bank and First Federal Savings Bank of Ironton, Ironton, Ohio.  
- Submitted, March 28, 2003

#### Kansas City

Farmers State Bank, Allen, Oklahoma -- report on competitive factors of the proposed merger with Allen Bancshares, Inc.  
- Submitted, March 24, 2003

#### Richmond

First United Bank & Trust, Oakland, Maryland -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of four West Virginia branches of The Huntington National Bank, Columbus, Ohio.  
- Submitted, March 24, 2003

#### Chicago

Mid America Bank, FSB, Clarendon Hills, Illinois -- report on competitive factors of the proposed merger with Fidelity Federal Savings Bank, Chicago.  
- Submitted, March 26, 2003

#### San Francisco

U.S. Trust Company, National Association, Los Angeles, California -- report on competitive factors of the proposed merger with U.S. Trust Company, Greenwich, Connecticut.  
- Submitted, March 24, 2003

### **Extensions Of Time**

#### Secretary

Citibank, N.A., New York, New York -- extensions of time for its subsidiaries, Saudi American Bank, Riyadh, Saudi Arabia, and Citicorp Finance (Thailand) Limited, Bangkok, Thailand, to divest certain investments.  
- Granted, March 25, 2003

#### Richmond

RBC Centura Bank, Rocky Mount, North Carolina -- extension to May 13, 2003, to acquire and merge with Admiralty Bank, Palm Beach Gardens, Florida, and thereby establish branches.  
- Granted, March 26, 2003

### **Financial Holding Companies**

#### St. Louis

ASB Corporation, Jonesboro, Arkansas -- election to become a financial holding company.  
- Effective, March 28, 2003

#### Atlanta

Grand Bankshares, Inc., West Palm Beach, Florida -- election to become a financial holding company.  
- Effective, March 28, 2003

#### Philadelphia

Sun Bancorp, Inc., Lewisburg, Pennsylvania -- election to become a financial holding company.  
- Effective, March 24, 2003

### **International Operations**

#### Director, BS&R

BNY International Financing Corporation, New York, New York -- waiver of remainder of notification period to invest in Pershing Limited, London, United Kingdom, and iNautix Technologies Mauritius, Mauritius, and thereby acquire their respective holdings.  
- Granted, March 24, 2003



### **International Operations**

#### Cleveland

- KRM Holdings, Inc., Albany, New York -- to invest in its subsidiary, KRM Leasing, Ltd., Hamilton, Bermuda.
- Approved, March 28, 2003

### **Membership**

#### Kansas City

- Legacy Bank, Hinton, Oklahoma -- request to waive the six month's notice of withdrawal from membership in the Federal Reserve System.
- Granted, March 28, 2003

### **Regulations And Policies**

#### Director, C&CA

- Regulation Z (Truth in Lending) -- revisions to the official staff commentary (Docket No. R-1136).
- Approved, March 28, 2003

# District 1

## Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, March 29, 2003

### Section I – Applications subject to newspaper notice only

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

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

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

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### Section III – Applications subject to Federal Register notice only

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

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

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

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## Section V – Availability of CRA public evaluations

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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.

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.

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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						

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## Section VI – CRA examinations scheduled for Quarter of

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

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## District 2

### Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, March 29, 2003

#### Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	HSH Nordbank Aktiengesellschaft, Kiel, Germany, to establish and maintain a branch office in New York, New York.	Newspaper – N/Avail
FBSEA	MacQuarie Bank Ltd., Sydney, Australia, to establish representative offices in New York, New York, and Houston, Texas.	Newspaper – N/Avail

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Troy Savings Bank Employee Stock Ownership Plan, Troy, New York, to acquire up to 24.9% of the common stock of Troy Financial Corporation, Troy, New York.	Newspaper – 3/22/2003 Fed Reg – 4/02/2003

#### Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4c8	DnB Holdings ASA, Oslo, Norway , to continue to engage indirectly in certain financial and investment advisory activities by retaining its indirect investment in DnB Asset Management (US) Inc., New York, New York.	Fed Reg – 4/03/2003

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

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

**Section V – Availability of CRA public evaluations**

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

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

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

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

**O = Outstanding**

**S = Satisfactory**

**NI = Needs to improve**

**SN = Substantial noncompliance**

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

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

**Section VI – CRA examinations scheduled for                      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, March 29, 2003

### 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

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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.

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.

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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						

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## Section VI – CRA examinations scheduled for Quarter of

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

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# District 4

## Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, March 29, 2003

### Section I – Applications subject to newspaper notice only

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

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

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

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### Section III – Applications subject to Federal Register notice only

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

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

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

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## Section V – Availability of CRA public evaluations

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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.

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.

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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						

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## Section VI – CRA examinations scheduled for Quarter of

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

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# District 5

## Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, March 29, 2003

### 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>	
Member	Planters Bank & Trust Company of Virginia, Staunton, Virginia, for membership in the Federal Reserve System.	

**Section V – Availability of CRA public evaluations**

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

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

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

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

**O = Outstanding**

**S = Satisfactory**

**NI = Needs to improve**

**SN = Substantial noncompliance**

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
619327	Farmers Bank 50 East Windsor Boulevard Windsor, Virginia 23487-9402	01/13/2003	03/29/2003	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, March 29, 2003

#### Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at the intersection of Mars Hills and Stilesboro Roads, Acworth, Georgia, to be known as the Brookstone Village Office.*	Newspaper - 04/04/2003
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at the intersection of Georgia Highway 74 and Holly Grove Road, Peachtree City, Georgia, to be known as the Wilshire Pavillion Office.*	Newspaper - 04/04/2003
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 2095 Highway 211, N. W., Braselton, Georgia, to be known as The Vineyards In-Store Office.*	Newspaper - 04/04/2003
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 2235 Glenwood Avenue, Atlanta, Georgia, to be known as the Publix at East Lake In-Store Office.*	Newspaper - 04/04/2003
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 2148 South Cobb Drive, Smyrna, Georgia, to be known as the Cobb Center In-Store Office.*	Newspaper - 04/04/2003
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 3317 Buford Highway, Atlanta, Georgia, to be known as the Northeast Plaza In-Store Office.*	Newspaper - 04/04/2003
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 3550 Centerville Highway, Lithonia, Georgia, to be known as the Publix at Centerville.*	Newspaper - 04/04/2003
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of Wildcat Reserve Parkway and South Daniels Park Road, Denver, Colorado, to be known as the Denver-Wildcat Branch. *	Newspaper - 04/01/2003
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of West Peoria Avenue and I -17, Phoenix, Arizona, to be known as the Phoenix -Peoria Branch.*	Newspaper - 04/01/2003
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of East 6th Avenue and Chambers Road, Denver, Colorado, to be known as the Denver- Chambers Branch.*	Newspaper - 04/01/2003

**Section I – Applications subject to newspaper notice only**

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of Southwest Highway 200 and Tarton, Ocala, Florida, to be known as the Ocala -Tarton Branch.*	Newspaper-04/01/2003
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of Dalrock Road and Highway 66, Dallas, Texas, to be known as the Dallas-Dalrock Branch.*	Newspaper-04/01/2003

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>
CIC	Pinnacle Financial Corporation, Elberton, Georgia, after-the -fact change in control filed by L. Jackson McConnell, Sr., Patricia McConnell, The L. Jackson McConnell, Jr. Family Trust, the L. Jackson McConnell Sr. Retained Annuity Trust, L. Jackson McConnell, Jr. as custodian for Lawson C. McConnell, L. Jackson McConnell, Jr. as custodian for Mary Margaret McConnell, all of Elberton, Georgia, The Kathleen L. Korotzer Family Trust, Kathleen L. Korotzer as custodian for Turner J. Korotzer, Kathleen L. Korotzer as custodian for Nicholas C. Korotzer, all of Walnut Creek, California, Alice M. Eberhardt, Linton W. Eberhardt, III, The Linton W. Eberhardt, IV Family Trust, the Laura Eberhardt Stille Family Trust, and the Alice M. Eberhardt Retained Annuity Trust, all of Royston, Georgia, to retain 58.5 percent of the outstanding stock of Pinnacle Financial Corporation, and its subsidiary, Pinnacle Bank, both of Elberton, Georgia.	Newspaper-N/Avail Fed Reg-N/Avail

**Section III – Applications subject to Federal Register notice only**

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

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

<i>Type</i>	<i>Application</i>
24A	Capital city Bank, Tallahassee, Florida, to increase its investment in bank premises.

**Section V – Availability of CRA public evaluations**

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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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**S = Satisfactory**

**NI = Needs to improve**

**SN = Substantial noncompliance**

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

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

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

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

## District 7

### Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, March 29, 2003

#### Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	First Banking Center, Burlington, Wisconsin, to establish a branch facility to be located at 203 Water Street, Shullsburg, Wisconsin.*	Newspaper – 03/24/2003
18(c) & Branches	Midwest Bank and Trust Company, Elmwood Park, Illinois, to merge with CoVest Banc, National Association, Des Plaines, Illinois, and thereby to establish branches at 749 Lee Street, Des Plaines, Illinois, 2601 West Schaumburg, Schaumburg, Illinois, and 770 West Dundee Road, Arlington Heights, Illinois.*	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>
CIC	Notice by Ronald W. Plassman, Fort Wayne, Indiana, to acquire an additional 1,360 shares or 34 percent and thereby increase his aggregate ownership to 54 percent, of Knisely Financial Corp., Butler, Indiana, and thereby indirectly acquire Knisely Bank, Butler, Indiana.	Fed Reg – 02/24/2003 Newspaper – 03/31/2003
CIC	Notice by the Maurice Family (John M. Maurice, Cedar Rapids, Iowa; Steven P. Maurice, Mt. Vernon, Iowa; Dorothy D. Maurice, Cedar Rapids, Iowa; Jane Bohlin, Park Forest, Illinois; and James R. Maurice, Chicago, Illinois) to retain ownership of 49.4% of MSB Corporation, Central City, Iowa, and individually by John M. Maurice to retain the power to vote 41.2% of MSB Corporation.	Fed Reg – 04/09/2003 Newspaper – 03/21/2003
3(a)(5)	Midwest Banc Holdings, Inc., Melrose Park, Illinois, to acquire 100 percent of the voting shares of CoVest Bancshares, Inc., Des Plaines, Illinois, and thereby indirectly acquire CoVest Banc, National Association, Des Plaines, Illinois.*	Fed Reg – N/Avail Newspaper – N/Avail

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	National Bancshares, Inc., Bettendorf, Iowa, to acquire at least 400,000 shares, or 33.56 percent of Benchmark Bancorp, Inc., Aurora, Illinois, and thereby indirectly Benchmark Bank, Aurora, Illinois.*	Fed Reg – 04/18/2003 Newspaper – N/Avail
4(c)(8)	Standard Bancshares, Inc., Hickory Hills, Illinois, to acquire 100 percent of the voting shares of Security Financial Bancorp, Inc., St. John, Indiana, and thereby indirectly acquire Security Federal Bank and Trust, St. John, Indiana, and thereby operate a savings association.*	Fed Reg – 04/18/2003 Newspaper – 04/16/2003

\* Subject to the provisions of the Community Reinvestment Act

**Section III – Applications subject to Federal Register notice only**

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

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

<i>Type</i>	<i>Application</i>
Membership	Old Second Bank-Kane County (formerly Kane County Bank), Elburn, Illinois, to become a member of the Federal Reserve System.
3(a)(1) Notice	Wolf River Bancorp, Inc., Hortonville, Wisconsin, to become a bank holding company by acquiring 100 percent of the voting shares of Wolf River Community Savings Bank, Hortonville, Wisconsin.
Membership	The Yorkville National Bank, Yorkville, Illinois, to become a member of the Federal Reserve System.



**Section V – Availability of CRA public evaluations**

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

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

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

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

**O = Outstanding**

**S = Satisfactory**

**NI = Needs to improve**

**SN = Substantial noncompliance**

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
464536	Town & Country Bank 100 Elm Street Buffalo, Illinois 62515 (217) 364-4406	11/18/2002	03/25/2003	S		X

**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, March 29, 2003

#### Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18C Branch	Pulaski Bank and Trust Company, Little Rock, Arkansas, to merge with The Munford Union Bank, Munford, Tennessee, and to retain the acquired facility as a branch office.*	Newspaper – 04/28/2003

\* 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>
3A3	Pulaski Investment Corporation, Little Rock, Arkansas, to acquire 100 percent of The Munford Union Bank, Munford, Tennessee.*	Newspaper – 04/28/2003 Fed Reg – N/Avail
CIC	Notice by R.W. Butler Irrevocable Family Trust #1, Little Rock, Arkansas, to increase its control of First Paris Holding Company, Paris, Arkansas. Also , by Beth Eaton, Little Rock, Arkansas, Patricia Butler, Little Rock, Arkansas, and James T. Butler, Harrisburg, Arkansas, as trustees, to increase their individual direct and indirect ownership, control or the power to vote. (Previously submitted during the week ending March 22, 2003)	Newspaper – 04/10/2003 Fed Reg – 04/03/2003

\* 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>
324854	Bank of Crockett Bells, Tennessee	12/02/2002	03/25/2003	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, March 29, 2003

#### Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18c & Branch	First State Bank Southwest, Pipestone, Minnesota, to purchase the assets and assume the liabilities of the Edgerton and Leota, Minnesota, offices of Bremer Bank, National Association, Marshall, Minnesota, and incident thereto establish a branch facility at 423 Main Street, Leota, Minnesota.*	Newspaper – N/Avail
18c & Branch	Security Bank Minnesota, Albert Lea, Minnesota to merge with First State Bank of Emmons, Emmons, Minnesota, and incident thereto establish a branch facility in Emmons, Minnesota.*	Newspaper – 04/16/2003

\*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	Change in control notice by Curtis J. Neumann to gain control of First Hawley Bancshares, Inc. Hawley, Minnesota, and thereby indirectly gain control of First National Bank, Hawley, Minnesota.	Fed Reg- 03/31/2003 Newspaper - 03/28/2003
CIC	Change in control notice by Helen M. Olson to gain control of First Hawley Bancshares, Inc. Hawley, Minnesota, and thereby indirectly gain control of First National Bank, Hawley, Minnesota.	Fed Reg-03/31/2003 Newspaper - 03/28/2003
CIC	Change in control notice by the Neumann Family Limited Partnership of Detroit Lakes, Minnesota to gain control of First Hawley Bancshares, Inc. Hawley, Minnesota, and thereby indirectly gain control of First National Bank, Hawley, Minnesota.	Fed Reg- 03/31/2003 Newspaper - 03/28/2003

**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	Change in control notice by the Robert E. Meyerson Revocable Trust and the Suzanne L. Meyerson Revocable Trust, to gain control of Cattail Bancshares, Inc., Atwater, Minnesota, and thereby indirectly gain control of State Bank of Kimball, Kimball, Minnesota, and Atwater State Bank, Atwater , Minnesota.	Fed Reg- 04/15/2003 Newspaper- N/Avail

\*Subject to the provisions of the Community Reinvestment Act.

**Section III – Applications subject to Federal Register notice only**

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

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

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

**Section V – Availability of CRA public evaluations**

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

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

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

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

**O = Outstanding**

**S = Satisfactory**

**NI = Needs to improve**

**SN = Substantial noncompliance**

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
945950	Grand Marais State Bank, Grand Marais, Minnesota	12/09/2002	03/25/2003	S		X

**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, March 29, 2003

#### Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Bank of Colorado, Fort Collins, Colorado, to establish a branch at 111 South Rollie Avenue, Fort Lupton, Colorado.	Newspaper - 03/31/2003
Branch	Bank of Colorado, Fort Collins, Colorado, to establish a branch at 3640 West 10 <sup>th</sup> Street, Greeley, Colorado.	Newspaper - 03/27/2003
Branch	First State Bank NM, Taos, New Mexico, to establish a branch at 100 North Guadalupe Street, Santa Fe, New Mexico.	Newspaper - 03/13/2003

#### 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)	Hume Bancshares Acquisition Corp., Saint Louis, Missouri, to become a bank holding company through the acquisition of 100 percent of the voting shares of Hume Bancshares, Inc., Hume, Missouri, parent of Hume Bank, Hume, Missouri.	Newspaper - 04/19/2003 Fed Reg - N/Avail
CIC	Notice by M. Brian Yarrington, Thermopolis, Wyoming to acquire control of State Holding Company, parent of First State Bank of Thermopolis, both in Thermopolis, Wyoming.	Newspaper - N/Avail Fed Reg - N/Avail

#### Section III – Applications subject to Federal Register notice only

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

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

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

**Section V – Availability of CRA public evaluations**

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

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

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

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

**O = Outstanding**

**S = Satisfactory**

**NI = Needs to improve**

**SN = Substantial noncompliance**

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

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

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

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



# District 11

## Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, March 29, 2003

### 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)	BSA Bankshares, Inc., Abilene, TX, and BSA Delaware, Inc., Dover, DE, to acquire Bevans State Bank of Menard, Menard, TX*	Fed Reg – 04/21/2003 Newspaper – 04/19/2003
3(a)(1)	BSA Delaware, Inc., Dover, DE, to acquire Bevans State Bank of Menard, Menard, TX*	Fed Reg – 04/21/2003 Newspaper – 04/19/2003

\* 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

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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.

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.

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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						

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## Section VI – CRA examinations scheduled for Quarter of

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

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# District 12

## Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, March 29, 2003

### 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 by Alan Wilber Rolley, Dallas, Texas, and Blake Alan Rolley, Flagstaff, Arizona, acting in concert, to increase their ownership up to 33.06 percent of Arizona Bancshares, Inc., Flagstaff, Arizona.*	Newspaper – N/Avail Fed Reg – 02/04/2003

\* 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>
4(c)(8)	Northrim Bancorp, Inc., Anchorage, Alaska, proposes to engage in a joint venture with Elliott Cove Capital, LLC, Seattle, Washington, to offer financial and investment advisory services pursuant to section 225.28(b)(6) of Regulation Y.	

## Section V – Availability of CRA public evaluations

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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.

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.

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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						

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## Section VI – CRA examinations scheduled for Quarter of

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

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