
Federal Reserve Release



H.2

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

No. 23

Week Ending June 7, 2003

Testimony And Statements

Fair Credit Reporting Act -- statement by Dolores S. Smith, Director, Division of Consumer and Community Affairs, before the Subcommittee on Financial Institutions and Consumer Credit of the House Committee on Financial Services.

- Published, June 4, 2003

Advisory Councils

Consumer Advisory Council -- request for nominations for nine new members.

- Announced, June 4, 2003

Forms

Regulation Z Report and Survey of Consumer Finances -- to extend without revision the Recordkeeping and Disclosure Requirements of Regulation Z and to pretest and execute the 2004 Survey of Consumer Finances (FR 3059).

- Approved, June 2, 2003

Enforcement

Citizens Bank and Trust Company, Van Buren, Arkansas -- issuance of a consent order of assessment of a civil money penalty.

- Announced, June 4, 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

Kansas City

American Bank of Baxter Springs, Baxter Springs, Kansas -- to establish a branch at 901 East 7th Street, Galena.

- Approved, June 5, 2003

Atlanta

AmSouth Bank, Birmingham, Alabama -- to establish branches at 1105 Highland Avenue, Selma; 1425 Sadler Road, Fernandina Beach, Florida; and 10950 Cross Creek Boulevard, Tampa.

- Approved, June 4, 2003

St. Louis

Arvest Bank, Fayetteville, Arkansas -- to establish a branch in the Wal-Mart Supercenter at SWC 412 and Highway 97, Sand Springs, Oklahoma.

- Approved, June 4, 2003

St. Louis

Bank of Plato, Plato, Missouri -- to establish a branch at West 16th and North Main Streets, Mountain Grove.

- Approved, June 3, 2003

Richmond

New Peoples Bank, Inc., Honaker, Virginia -- to establish a branch on Main Street, Dungannon.

- Approved, June 5, 2003

Bank Holding Companies

Secretary

The Adirondack Trust Company Employee Stock Ownership Trust, Saratoga Springs, New York -- to acquire shares of 473 Broadway Holding Corporation and The Adirondack Trust Company.

- Approved, June 4, 2003

Bank Holding Companies

Kansas City

Central Financial Corporation, Hutchinson, Kansas -- to acquire an interest in Gemini Bancshares, Monument, Colorado, and Integrity Bank and Trust Company.
- Approved, June 2, 2003

Atlanta

Citizens National Banc Corporation, Meridian, Mississippi -- to become a bank holding company through the acquisition of The Citizens National Bank of Meridian.
- Approved, June 6, 2003

Atlanta

CNB Holdings, Inc., Alpharetta, Georgia -- commitment waiver request.
- Withdrawn, June 6, 2003

New York

Commerzbank Aktiengesellschaft, Frankfurt, Germany -- to engage in certain nonbanking activities through its subsidiary, Commerzbank Capital Markets Corporation, New York, New York.
- Approved, June 6, 2003

Philadelphia

East Penn Financial Corporation, Emmaus, Pennsylvania -- to become a bank holding company through the acquisition of East Penn Bank.
- Approved, June 2, 2003

Dallas

Eden Financial Corporation, San Angelo, Texas -- to acquire Laguna Bancshares, Inc., Big Lake; Big Lake Bank, National Association; and Laguna Bancshares of Delaware, Inc., Dover, Delaware.
- Approved, June 4, 2003

Secretary

M&T Bank Corporation, Buffalo, New York -- to acquire shares of Clarity Payment Solutions, Inc., New York, and thereby engage in providing management consulting, data processing, and data transmission services.
- Approved, June 5, 2003

Bank Holding Companies

St. Louis

Mercantile Bancorp, Inc., Quincy, Illinois -- to acquire shares of New Frontier Bancshares, Inc., St. Charles, Missouri, and thereby acquire New Frontier Bank.
- Approved, June 6, 2003

New York

NorCrown Bancorp, Livingston, New Jersey -- to become a bank holding company with respect to NorCrown Bank.
- Withdrawn, June 4, 2003

Secretary

One Rich Hill Mining, LLC, Fort Worth, Texas, and One Rich Hill Land Ltd. Partnership -- to become bank holding companies through the acquisition of an interest in F&M Bancorporation, Tulsa, Oklahoma, and The F&M Bank and Trust Company.
- Approved, June 6, 2003

Philadelphia

Susquehanna Bancshares, Inc., Lititz, Pennsylvania -- to acquire shares of Pebblespring Holding Company.
- Returned, June 3, 2003

New York

United Overseas Bank Limited, Singapore -- to engage de novo in agency transactional services.
- Withdrawn, June 4, 2003

Banks, Nonmember, And Miscellaneous Institutions

Secretary

UBS Bank USA, Salt Lake City, Utah -- relocation of master account to the Federal Reserve Bank of New York.
- Permitted, June 6, 2003

Change In Bank Control

Chicago

Commerce Bancorp, Inc., Berkeley, Illinois -- change in bank control.
- Permitted, June 2, 2003

Change In Bank Control

Chicago

Scott Bancshares, Inc., Bethany, Illinois -- change in bank control.
- Permitted, June 5, 2003

Kansas City

Valparaiso Enterprises, Inc., Valparaiso, Nebraska -- change in bank control.
- Permitted, June 4, 2003

Competitive Factors Reports

St. Louis

The Business Bank of St. Louis, Clayton, Missouri -- report on competitive factors of the proposed merger with Business Interim Bank.
- Submitted, June 3, 2003

Kansas City

First National Bank of Liberal, Liberal, Kansas -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Hugoton branch of Western State Bank, Garden City.
- Submitted, June 3, 2003

Dallas

First National Bank of Monahans, Monahans, Texas -- report on competitive factors of the proposed merger with First National Bank, Lubbock.
- Withdrawn, June 6, 2003

Kansas City

The Lathrop Bank, Lathrop, Missouri -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Lawson branch of Missouri Federal Savings Bank, Cameron.
- Submitted, June 3, 2003

Philadelphia

The Legacy Bank, Harrisburg, Pennsylvania -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of four branches of Leesport Bank, Wyomissing.
- Submitted, June 4, 2003

Competitive Factors Reports

San Francisco

Mountain West Bank, Coeur D'Alene, Idaho -- report on competitive factors of the proposed merger with Pend Oreille Bank, Sandpoint.

- Submitted, June 3, 2003

New York

NBT Bank, National Association, Norwich, New York -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Whitney Point branch of Alliance Bank, National Association, Oneida.

- Submitted, June 6, 2003

Richmond

New Century Bank of Fayetteville, Fayetteville, North Carolina -- report on competitive factors of the proposed merger with New Century Bank, Dunn.

- Submitted, June 2, 2003

Extensions Of Time

Director, BS&R

Citibank, N.A., New York, New York -- extension of time for Citibank Overseas Investment Corporation, New Castle, Delaware, to conform certain investments of Bank Handlowy w Warszawie S.A., Warsaw, Poland, to the requirements of Regulation K.

- Granted, June 5, 2003

Secretary

Citibank, N.A., New York, New York -- extension of time for Citicorp Finance (Thailand) Limited, Bangkok, Thailand, to divest interests in certain properties.

- Granted, June 5, 2003

Minneapolis

Merchants Financial Group, Inc., Winona, Minnesota -- extension to September 4, 2003, to acquire Merchants Bank, National Association, La Crescent, a de novo bank, in connection with the relocation of the charter of the existing Merchants Bank, National Association to Onalaska, Wisconsin.

- Granted, June 2, 2003

Extensions Of Time

Chicago

Oswego Community Bank Employee Stock Ownership Plan, Oswego, Illinois -- extension to September 5, 2003, to acquire additional shares of Oswego Bancshares, Inc. and Oswego Community Bank.
- Granted, June 3, 2003

Membership

San Francisco

Lake Community Bank, Lakeport, California -- membership in the Federal Reserve System.
- Approved, June 6, 2003

Chicago

Old Second Bank-Kane County (formerly Kane County Bank), Elburn, Illinois -- membership in the Federal Reserve System.
- Approved, June 4, 2003

Dallas

United Central Bank, Garland, Texas -- withdrawal from membership in the Federal Reserve System.
- Granted, June 2, 2003

Chicago

Yorkville National Bank, Yorkville, Illinois -- membership in the Federal Reserve System on conversion to a state charter.
- Approved, June 4, 2003

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, June 7, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	PeoplesBancorp, MHC, Holyoke, Massachusetts – to become a mutual bank holding company through the acquisition of 100% of the voting shares of PeoplesBank, successor to Peoples Savings Bank, both of Holyoke, Massachusetts	Newspaper – 05/22/2003 Fed Reg – 05/22/2003

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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>
Reg K	State Street Bank GmBH, Munich, Germany – to establish branches in Milan, Italy and Vienna, Austria	

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, June 7, 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>
3A1	SAS rue la Boetie, Paris, France, to indirectly acquire, through its 70 percent owned bank subsidiary, Credit Agricole, Paris, France, control of Espirito Santo Bank, Miami, Florida, and thereby become a bank holding company.	Newspaper – N/Avail Fed. Reg. – 7/03/2003

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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					<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, June 7, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c)	ACB Bank, Carlstadt, NJ, to merge with and into Atlantic Central Bankers Bank, Camp Hill, PA.	07/03/2003

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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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					<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, June 7, 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)	Application by NHB Financial, Inc., Newell, West Virginia, to acquire 100 percent of the outstanding voting shares of Northern Hancock Bank and Trust, Newell, West Virginia, pursuant to section 3(a)(1) of the Bank Holding Company Act.	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		

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					<i>LrgBk</i>	<i>SmBk</i>
189129	The Commercial and Savings Bank 6 West Jackson Street Millersburg, Ohio 44654	03/17/2003	06/02/2003	S	X	

Section VI – CRA examinations scheduled for

Quarter of

Institution

Location

None

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, June 7, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	First Capital Bank, Glen Allen, Virginia, to establish a branch at 1776 Staples Mill Road, Richmond, Virginia.*	Newspaper – 06/21/2003
18(c)	Farmers & Mechanics Bank, Frederick, Maryland, to merge with Fredericktown Bank & Trust, Frederick, Maryland.*	Newspaper – 06/29/2003
18(c)	Farmers & Mechanics Bank, Frederick, Maryland, to acquire certain assets and assume certain liabilities of the Mount Airy, Maryland, branch office of Westminster Union Bank, Westminster, Maryland.*	Newspaper – 06/29/2003

*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>
3(a)(5)	Mercantile Bankshares Corporation, Baltimore, Maryland, to acquire F&M Bancorporation, Frederick, Maryland.*	Fed Reg – 06/30/2003 Newspaper – 06/29/2003

*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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					<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for Quarter of

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

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, June 7, 2003

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 1470 West Grand Parkway South, Katy, Texas, to be known as the Houston Grand Parkway Branch.*	Newspaper - 6/08/2003
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 13703 I-10 West, San Antonio, Texas, to be known as the I-10 UTSA Branch.*	Newspaper - 6/08/2003
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 5801 W. Hillsborough Boulevard, Parkland, Florida, to be known as the Parkland Office.*	Newspaper - 6/17/2003

*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>
3(a)(1)	Alapaha Holding Company, Alapaha, Georgia, to become a bank holding company by acquiring 100 percent of the outstanding shares of Bank of Alapaha, Alapaha, Georgia.*	Newspaper-N/Avail Fed Reg-N/Avail
3(a)(1)	Community Banks of Georgia, Inc., Jasper, Georgia, to become a bank holding company by acquiring 100 percent of the outstanding shares of Community Bank of Pickens County, Jasper, Georgia.*	Newspaper-N/Avail Fed Reg-N/Avail
3(a)(3)	F.N.B. Corporation, Naples, Florida, to acquire up to 20 percent of the outstanding voting shares of Sun Bancorp, Inc., and its subsidiary Sun Bank, both of Lewisburg, Pennsylvania.*	Newspaper-06/16/2003 Fed Reg-07/03/2003
3(a)(5)	GB&T Bancshares, Inc., Gainesville, Georgia, to merge with Baldwin Bancshares, Inc., and thereby acquire its subsidiary, First National Bank of the South, both of Milledgeville, Georgia.*	Newspaper-06/21/2003 Fed Reg-07/07/2003

*Subject to 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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					<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, June 7, 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)(3)	Blackhawk Bancorp, Inc., Beloit, Wisconsin, to acquire 100 percent of the voting shares of DunC Corp., Rockford, Illinois, and thereby indirectly acquire First Bank, BC, Capron, Illinois.*	Fed Reg – 06/20/2003 Newspaper – 06/20/2003
CIC	Notice by John J. Reilly, Glencoe, Illinois, to purchase 169,642 shares or 23.56 percent voting control of Hawthorn Corporation, Mundelein, Illinois, and thereby indirectly acquire Hawthorn Bank, Mundelein, Illinois.	Fed Reg – 06/05/2003 Newspaper – N/Avail
3(a)(1) & 4(c)(8)	Kankakee Bancorp, Inc., Kankakee, Illinois, to become a bank holding company through the acquisition of 100 percent of the voting shares of State Bank of Aviston, Aviston, Illinois, and to retain control of KFS Bank, F.S.B., Kankakee, Illinois, and thereby operate a savings association.*	Fed Reg – N/Avail Newspaper – N/Avail
CIC	Notice by Boulevard Financial, LP (proposed family limited partnership), to gain control of more than 25 percent of the outstanding shares of TNB Bancorp, Inc., Tuscola, Illinois, and thereby indirectly acquire Tuscola National Bank, Tuscola, Illinois.	Fed Reg – N/Avail 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>
4(c)(8)	Heartland Financial USA, Inc., Dubuque, Iowa, proposes to engage in financial advisory services and leasing activities through its wholly-owned subsidiary, Heartland Capital Corp., Dubuque, Iowa.
Investment	ShoreBank Corporation, Chicago, Illinois, to make an investment, pursuant to Subpart A of Regulation K, in a de novo subsidiary corporation, ShoreCap International, Ltd., London, England, that will engage in community development financing, investment and advisory activities overseas.
4(c)(8)	ShoreBank Corporation, Chicago, Illinois, notification pursuant to Subpart C of Regulation Y, to establish ShoreCap Management, Ltd., a de novo U.S. subsidiary of ShoreBank Corporation, that will engage in investment portfolio advisory and management administration services.

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					<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, June 7, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Premier Bank of Jacksonville, Jacksonville, Illinois, to establish a branch facility to be located at 203 South Miller Street, Waverly, Illinois.*	Newspaper – 06/14/2003

* 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	Harrodsburg First Financial Bancorp, Inc., Harrodsburg, Kentucky, and its subsidiary Independence Bancorp, New Albany, Indiana, to acquire 100 percent of I-Bank (in organization), Louisville, Kentucky.*	Newspaper – 07/07/2003 Fed Reg – 07/03/2003

* 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	

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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 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, June 7, 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)(3)	JDOB, Inc., Sandstone, Minnesota, to acquire 80% or more of the voting shares of First National Bank of Hinckley, Hinckley, Minnesota, a <i>de novo</i> bank.*	Fed Reg – 06/12/2003 Newspaper – 06/21/2003
3(a)(3)	Marquette Financial Companies, Minneapolis, Minnesota, to acquire 100% of the voting shares of Valley Bancorp, Inc., Phoenix, Arizona, and thereby indirectly acquire Valley Bank of Arizona, Phoenix, Arizona.*	Fed Reg – N/Avail Newspaper – N/Avail
CIC	Change in control notice by Mary Jane Lindholm, Clarkfield, Minnesota, to retain control of Clarkfield Holding Company, Clarkfield, Minnesota, and thereby indirectly retain control of Farmers and Merchants State Bank of Clarkfield, Clarkfield, Minnesota.	Fed Reg – 06/20/2003 Newspaper – 07/04/2003
CIC	Change in control notice by Heidi Re Gesell, St. Paul, Minnesota, and Andrew John Gesell, Woodbury, Minnesota, to gain control of Cherokee Bancshares, Inc., St. Paul, Minnesota, and thereby indirectly gain control of Cherokee State Bank of St. Paul, St. Paul, Minnesota.	Fed Reg – 06/27/2003 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>
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, June 7, 2003

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Adams Bank and Trust, Ogallala, Nebraska, to establish a branch at 265 Cheyenne Mountain Boulevard East, Colorado Springs, Colorado.	Newspaper - 06/06/2003

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)	BankVest, Inc., Denver, Colorado, to become a bank holding company through the acquisition of 76.5 percent of the voting shares of BW Holdings, Inc., Castle Rock, Colorado, parent of BankWest, Castle Rock, Colorado.	Newspaper - 07/03/2003 Fed Reg - 07/03/2003
3(a)(1)	AllNations Bancorporation, Inc., Shawnee, Oklahoma, to become a bank holding company through the acquisition of 100 percent of the voting shares of The First National Bank of Calumet, Calumet, Oklahoma.	Newspaper - N/Available Fed Reg - N/Available
CIC	Notice by Robert S. Moran, Jr. Testamentary Trust, Hollis, Oklahoma and Sue Jean Bernard Byrd, Hollis, Oklahoma, as trustee, to retain control of Great Plains Bancshares, Inc., Hollis, Oklahoma, parent of Great Plains National Bank, Elk City, Oklahoma.	Newspaper - 06/25/2003 Fed Reg - 06/24/2003
CIC	Notice by the 2003 Voting Trust Agreement and its trustees: Forest Levan Kelly, Oliver Tracy Kelly and Albert Charles Kelly, all of Bristow, Oklahoma; William Royce Kelly, Tulsa, Oklahoma; and Allison Asbury Kelly, Okemah, Oklahoma, to acquire control of Spirit Bankcorp, Inc., Bristow, Oklahoma, parent of SpiritBank, Tulsa, Oklahoma.	Newspaper - N/Available Fed Reg - 06/23/2003

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>
3(a)(3)	Denison Bancshares, Inc., Holton, Kansas, to acquire 100 percent of the voting shares of Countryside Bank, Meriden, Kansas.

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>
894245	Mainstreet Bank 101 W. Main Bunceton, Missouri 65237	03/03/2003	06/05/2003	S		X
41553	First State Bank 102 W. Main Street Anadarko, Oklahoma 73005-0827	03/10/2003	06/05/2003	S		X

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, June 7, 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)	Afin, Ltd., Cleburne, TX, and Avest, Inc., Cleburne, TX, to acquire Grandview Bancshares, Inc., Grandview, TX* (previously reported the week ending May 17, 2003)	Fed Reg – 06/16/2003 Newspaper – 06/13/2003
3(a)(1)	Avest, Inc., Cleburne, TX, to acquire Afin, Ltd., Cleburne, TX, and Grandview Bancshares, Inc., Grandview, TX* (previously reported the week ending May 17, 2003)	Fed Reg – 06/16/2003 Newspaper – 06/13/2003
CIC	Marvin Sparks, Panhandle, TX, only notificant, to acquire an interest in Groom Bancshares, Inc., Groom, Texas (previously reported the week ending May 24, 2003)	Fed Reg – 06/12/2003 Newspaper – 06/02/2003
3(a)(1)	The Ginger Murchison Foundation, Athens, TX to acquire The First National Bank of Athens, Athens, TX*	Fed Reg – N/Avail Newspaper – 07/07/2003

* 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:

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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 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, June 7, 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)	America Bancshares, Inc., Newport, Minnesota, to become a bank holding company by acquiring 100 percent of Sun Country Bank, Victorville, California.*	Newspaper – 06/26/2003 Fed Reg – 07/03/2003
3(a)(3)	1) Eggemeyer Advisory Corp., WJR Corp., Castle Creek Capital LLC, Castle Creek Capital Partners Fund I, L.P., Castle Creek Capital Partners Fund IIa., L.P., and Castle Creek Capital Partner Funds IIb, all of Rancho Santa Fe, California, on an aggregate basis, directly and indirectly, to acquire up to 35 percent of State National Bancshares, Inc., Lubbock, Texas, State National Bancshares of Delaware, Inc., Dover, Delaware, Independent Bankshares, Inc., Lubbock, Texas, Independent Financial Corporation, Dover, Delaware, and State National Bank, Lubbock, Texas; and 2) State National Bancshares, Inc., Lubbock, Texas, to acquire 100 percent of ANB Financial Corporation, Arlington, Texas, and indirectly acquire ANB Delaware Financial Corporation, Dover, Delaware, and Arlington, National Bank, Arlington, Texas.*	Newspaper – N/Avail Fed Reg – 07/08/2003

* 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>
3(a)(5)(c)	The Bank Holdings, Reno, Nevada, to become a bank holding company by acquiring 100 percent of Nevada Security Bank, Reno, Nevada.

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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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	