
Federal Reserve Release



H.2

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

No. 19

Week Ending May 8, 2004

Regulations And Policies

Capital Treatment of Trust Preferred Securities -- proposed amendments to Regulations H and Y to allow the continued inclusion of outstanding and prospective issuances of trust preferred securities in the tier 1 capital of bank holding companies, subject to stricter limits and standards.

- Approved, May 4, 2004

BS&R	Banking Supervision and Regulation	RBOPS	Reserve Bank Operations and Payment Systems
C&CA	Consumer and Community Affairs	IF	International Finance
FOMC	Federal Open Market Committee	OSDM	Office of Staff Director for Management

Bank Branches, Domestic

Kansas City

Bank of Jackson Hole, Jackson, Wyoming -- to establish a branch at 140 Highway 89, Alpine.

- Approved, May 6, 2004

Secretary

Comerica Bank, Detroit, Michigan -- to establish branches at 8660-26 Mile Road, Shelby Township; and 16700-26 Mile Road, Macomb Township.

- Approved, May 3, 2004

Chicago

Harris Trust and Savings Bank, Chicago, Illinois -- to establish branches at 1300 South Wabash Street; 1636 East 55th Street; and the southeast corner of Ohio and Dearborn Streets; the southwest corner of Route 132 and Deep Lake Road, Lake Villa; and the northwest corner of 2nd Avenue and Laurel Street, Highland Park.

- Approved, May 5, 2004

New York

JPMorgan Chase Bank, New York, New York -- to establish a branch at 35 Main Street, East Hampton.

- Approved, May 7, 2004

Chicago

M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin -- to establish branches at East Allouez and CTH GV, Bellevue; Recker and East McKellips Roads, Mesa, Arizona; and 9935 Hudson Place, Woodbury, Minnesota.

- Approved, May 5, 2004

Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at 1805 Thomason Drive, Opelika.

- Approved, May 3, 2004

Bank Branches, Domestic

Atlanta

Sterling Bank, Lantana, Florida -- to establish a branch at 1201 South Andrews Avenue, Fort Lauderdale.

- Approved, May 6, 2004

Chicago

Warren Bank, Warren, Michigan -- to establish a branch at 48750 Romeo Plank Road, Macomb Township, and 2030-19 Mile Road, Sterling Heights.

- Approved, May 6, 2004

Bank Holding Companies

Chicago

Bank of Montreal, Montreal, Canada; Harris Financial Corp., Chicago, Illinois; and Harris Bankcorp, Inc. -- to acquire New Lenox Holding Company, New Lenox, and NLSB.

- Approved, May 3, 2004

Cleveland

Citizens Bancshares, Inc., Bluffton, Ohio -- to become a bank holding company and to acquire The Citizens National Bank.

- Approved, May 7, 2004

Boston

Collinsville Savings Mutual Holding Company, Collinsville, Connecticut -- to become a bank holding company and to acquire Collinsville Savings Society.

- Approved, May 6, 2004

Chicago

CSBC Financial Corporation, Cropsey, Illinois -- to become a bank holding company and to acquire Citizens State Bank of Cropsey.

- Approved, May 6, 2004

Chicago

First Busey Corporation, Urbana, Illinois -- to acquire First Capital Bankshares, Inc., Peoria, and First Capital Bank; and Community Bank of Lemont, Lemont.

- Approved, May 6, 2004

Bank Holding Companies

St. Louis

FSB Bancshares, Inc., Henderson, Tennessee -- to acquire shares of Merchants and Planters Bancshares, Inc., Toone, and thereby acquire Merchants and Planters Bank; and to merge with American City Bancorp, Inc., Tullahoma, and thereby acquire American City Bank.

- Approved, May 3, 2004

New York

Hilltop Community Bancorp, Inc., Summit, New Jersey -- to become a bank holding company and to acquire Hilltop Community Bank.

- Withdrawn, May 3, 2004

St. Louis

Lafayette Bancorp, Inc., Oxford, Mississippi -- to become a bank holding company and to acquire Oxford University Bank.

- Approved, May 7, 2004

New York

Lakeland Bancorp, Inc., Oak Ridge, New Jersey -- to acquire Newton Financial Corporation and Newton Trust Company.

- Approved, May 5, 2004

Atlanta

New Horizons Bancshares, Inc., East Ellijay, Georgia -- to become a bank holding company and to acquire New Horizons Bank, a de novo bank.

- Approved, May 6, 2004

Atlanta

NSB Holdings, Inc., Macon, Georgia -- to become a bank holding company and to acquire New Southern Bank.

- Withdrawn, May 7, 2004

Atlanta

SunSouth Bancshares, Inc., Dothan, Alabama -- to become a bank holding company and to acquire SunSouth Bank.

- Withdrawn, May 5, 2004

Bank Holding Companies

Atlanta

SunTrust Banks, Inc., Atlanta, Georgia, and Trusco Capital Management, Inc. -- to acquire Seix Investment Advisors, Inc., Woodcliff Lake, New Jersey, and thereby engage in financial and investment advisory activities.

- Approved, May 7, 2004

St. Louis

United Community Bancshares, Inc., Morganfield, Kentucky -- to become a bank holding company and to acquire United Community Bank of West Kentucky, Inc.

- Approved, May 7, 2004

San Francisco

Western Alliance Bancorporation, Las Vegas, Nevada -- to engage in permissible nonbanking activities through the acquisition of Miller/Russell & Associates, Phoenix, Arizona.

- Approved, May 6, 2004

Bank Mergers

Kansas City

Gold Bank, Leawood, Kansas -- to merge with Gold Bank, Bradenton, Florida, and establish branches.

- Approved, May 4, 2004

Chicago

Harris Trust and Savings Bank, Chicago, Illinois -- to merge with Harris Bank Round Lake, Round Lake Heights, and thereby establish branches at 935 West Rollins Road, and 1310 South Route 12, Fox Lake.

- Approved, May 3, 2004

Cleveland

Whitaker Bank, Lexington, Kentucky -- to merge with State National Bank of Frankfort, Frankfort, and First National Bank & Trust Company, Georgetown.

- Approved, May 7, 2004

Change In Bank Control

Atlanta

Executive Banking Corporation, Miami, Florida -- to retain control of Executive Banking Corporation and Executive National Bank.

- Permitted, May 4, 2004

Kansas City

Wells Bancshares, Inc., Platte City, Missouri -- change in bank control.

- Withdrawn, May 5, 2004

Competitive Factors Reports

Atlanta

Colonial Bank, National Association, Montgomery, Alabama -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of one branch of United Bank, Atmore; Omni National Bank, Fayetteville, North Carolina; Parish National Bank, Bogalusa, Louisiana; and Premier Community Bank of Southwest Florida, Fort Myers, Florida; two branches of Premier Community Bank, Venice; and six branches of Premier Community Bank of Florida, Largo.

- Submitted, May 4, 2004

St. Louis

Delta Southern Bank, Ruleville, Mississippi -- report on competitive factors of the proposed acquisition of certain assets and assumption of certain liabilities of the Clarksdale, Greenville, Webb, and Shelby branches of State Bank & Trust Company, Greenwood.

- Submitted, May 5, 2004

St. Louis

First Collinsville Bank, Collinsville, Illinois -- report on competitive factors of the proposed merger with The Bank, Springfield, Missouri.

- Submitted, May 5, 2004

Kansas City

Home State Bank, Loveland, Colorado -- report on competitive factors of the proposed merger with Home State Interim Bank.

- Submitted, May 7, 2004

Competitive Factors Reports

St. Louis

Metropolitan National Bank, Springfield, Missouri -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of The Peoples National Bank of McLeansboro, McLeansboro, Illinois.

- Submitted, May 3, 2004

San Francisco

NorthStar Bank, Seattle, Washington -- report on competitive factors of the proposed merger with Interim NorthStar Bank.

- Submitted, May 3, 2004

Richmond

Omni National Bank, Fayetteville, North Carolina -- report on competitive factors of the proposed merger with Premier Community Bank, Venice, Florida.

- Submitted, May 6, 2004

Atlanta

Parish National Bank, Bogalusa, Louisiana -- report on competitive factors of the proposed merger with Premier Community Bank of Florida, Largo, Florida.

- Submitted, May 7, 2004

Kansas City

Security National Bank of Omaha, Omaha, Nebraska -- reports on competitive factors of the proposed merger with Kirkpatrick Pettis Trust Company.

- Submitted, May 7, 2004

Kansas City

Sunflower Bank, National Association, Salina, Kansas -- report on competitive factors of the proposed merger with Citizens State Bank, Liberal.

- Submitted, May 7, 2004

Kansas City

TierOne Bank, Lincoln, Nebraska -- report on competitive factors of the proposed merger with United Nebraska Bank, Grand Island.

- Submitted, May 7, 2004

Competitive Factors Reports

San Francisco

Umpqua Bank, Roseburg, Oregon -- report on competitive factors of the proposed merger with Humboldt Bank, Eureka, California.

- Submitted, May 7, 2004

Richmond

Wachovia Trust Company, National Association, Wilmington, Delaware -- report on competitive factors of the proposed merger with Delaware Trust Capital Management, Inc.

- Submitted, May 6, 2004

Kansas City

Washington County Bank, Blair, Nebraska -- report on competitive factors of the proposed merger with Burt County State Bank, Tekamah.

- Submitted, May 7, 2004

Extensions Of Time

Chicago

First Bank & Trust, Evanston, Illinois -- extension to October 18, 2004, to establish a branch at 824 Emerson Street.

- Granted, May 3, 2004

Atlanta

Hometown Bancshares, Inc., Hamilton, Alabama -- extension to August 23, 2004, to become a bank holding company and to acquire PeoplesTrust Bank, a de novo bank.

- Granted, May 4, 2004

Chicago

M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin -- extension to August 4, 2004, to establish branches at Houghton Road and Broadway Boulevard, Tucson, Arizona; 13926 West Bell Road, Surprise; 91st Avenue and Union Hills Drive, Peoria; and Coratra and Silverbell Roads, Catalina.

- Granted, May 6, 2004

Extensions Of Time

Chicago

Merchants & Manufacturers Bancorporation, Inc., Brookfield, Wisconsin, and Merchants Merger Corp. -- extension to August 21, 2004, to acquire Random Lake Bancorp, Limited, Random Lake, and thereby acquire Wisconsin State Bank.
- Granted, May 5, 2004

Financial Holding Companies

Richmond

Cardinal Financial Corporation, McLean, Virginia -- election to become a financial holding company.
- Effective, May 6, 2004

San Francisco

Community Bancorp, Las Vegas, Nevada -- election to become a financial holding company.
- Effective, May 5, 2004

Membership

Boston

Mercantile Bank and Trust Company, Boston, Massachusetts -- to become a member of the Federal Reserve System.
- Approved, May 6, 2004

Cleveland

Morehead Bank, Morehead, Kentucky -- to become a member of the Federal Reserve System.
- Approved, May 3, 2004

Cleveland

Mount Sterling Bank, Mount Sterling, Kentucky -- to become a member of the Federal Reserve System.
- Approved, May 3, 2004

Membership

Cleveland

Peoples Bank & Trust Company of Madison County, Berea, Kentucky -- to become a member of the Federal Reserve System.

- Approved, May 3, 2004

Cleveland

Whitaker Bank, Lexington, Kentucky -- to become a member of the Federal Reserve System.

- Approved, May 3, 2004

Regulations And Policies

Secretary

Regulation CC -- technical amendments to appendix A to reflect the restructuring of check processing operations in the Dallas Federal Reserve District (Docket No. R-1192).

- Approved, May 4, 2004

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, May 8, 2004

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, May 8, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Royal Bank of Canada, Montreal, Canada, to upgrade its Miami, Florida Agency to a Federal Branch.	Newspaper – 05/26/2004

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4C8	Popular Inc. and Popular International Bank, both of San Juan Puerto Rico, and Popular North America, Mount Laurel, New Jersey, to acquire indirect control of Quaker City , Bancorp, Whittier, California .	Newspaper – 05/31/2004 Fed Reg – 04/28/2004
3A1	Hilltop Community Bancorp, Inc., Summit, New Jersey, to become a bank holding company through the acquisition of 100 percent of the outstanding shares of Hilltop Community Bank, Summit, New Jersey.	Newspaper – 06/02/2004 Fed Reg – 05/17/2004

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>	
3A1	First American International Bank, Brooklyn, New York, to become a one bank holding company with respect to First American International Bank, Brooklyn, New York.	

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, May 8, 2004

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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<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>
140018	Lafayette Ambassador Bank	12/01/2003	04/26/2004	O	X	

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, May 8, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*Branch	Fifth Third Bank, Grand Rapids, MI to establish a branch at 900 Beasley Street, Lexington, KY.	Newspaper – 05/01/2004
*Branch	Fifth Third Bank, Grand Rapids, MI to establish a branch at 49895 Grand River Avenue, Wixom, MI.	Newspaper – 05/01/2004
*Branch	Fifth Third Bank, Grand Rapids, MI to establish a branch at 1402 South Route 12, Fox Lake, IL.	Newspaper – 05/01/2004
*Branch	North Side Bank and Trust Company, Cincinnati, Ohio to establish a branch at 11628 Springfield Pike, Springdale, OH	Newspaper – 05/10/2004

*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 of Change in Bank Control by Susan Neff, Robert Neff, Ryan Neff, Heather Neff and Jennifer Neff-Markwell (collectively known as the "Neff Family" of their intent to retain control of 25 percent or more of the outstanding shares of The Citizens Bancorp, Morehead, Kentucky.	Newspaper – 05/17/2004 Fed Reg – 05/19/2004
CIC	Notice of Change in Bank Control by the Clay and Bernice Corman Family Control Group, Nicholasville, Kentucky, to retain 17.78% of the voting shares of Citizens National Bancshares, Inc., Nicholasville, Kentucky.	Newspaper – 04/14/2004 Fed Reg – 04/19/2004
*18(c), *Branch	Community First Bank & Trust, Celina, Ohio, to merge with Indiana Lawrence Bank, North Manchester, IN and The Clyde Savings Bank, Clyde, OH, pursuant to Section 18(c) of the Federal Deposit Insurance Act and incident thereto establish branches pursuant to Section 9 of the Federal Reserve Act.	Newspaper – N/Avail Fed Reg – N/Avail
CIC	Notice by the Elder Group and Deborah Bagenstose, Columbus, Ohio, to retain control of Empire Bancshares, Inc., Hicksville, Ohio.	Newspaper – N/Avail Fed Reg – 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>
*Branch	Fifth Third Bank, Grand Rapids, MI to establish a branch at 8430 Windfall Lane, Camby, IN.	Newspaper – N/Avail Fed Reg – N/Avail
*Branch	Fifth Third Bank, Cincinnati, OH to establish a branch at Broadview Road and Royalton Road, Broadview Hts., OH.	Newspaper – N/Avail Fed Reg – N/Avail
*Branch	Fifth Third Bank, Cincinnati, OH to establish a branch at 5067 Portage Street, N.W., North Canton, OH.	Newspaper – N/Avail Fed Reg – N/Avail
*Branch	Fifth Third Bank, Cincinnati, OH to establish a branch at 15530 South Telegraph Road, Monroe, MI.	Newspaper – N/Avail Fed Reg – N/Avail
*Branch	Fifth Third Bank, Cincinnati, OH to establish a branch at 3739 Navarre Avenue, Oregon, OH.	Newspaper – N/Avail Fed Reg – N/Avail
*Branch	Fifth Third Bank, Cincinnati, OH to establish a branch at West Garfield Road and South Bissell Road, Aurora, OH.	Newspaper – N/Avail Fed Reg – N/Avail
*Branch	Fifth Third Bank, Cincinnati, OH to establish a branch at the northeast corner of State Route 747 and Union Center Boulevard, West Chester, OH.	Newspaper – N/Avail Fed Reg – N/Avail
*Branch	Fifth Third Bank, Cincinnati, OH to establish a branch at the southeast corner of Snow Road and Delores Boulevard, Brookpark, OH.	Newspaper – N/Avail Fed Reg – N/Avail
CIC	Notice of Change in Control filed by The Dlesk Family (Rosalie J. Dlesk and Sylvan J. Dlesk and Randall Dlesk and Jane Dlesk), Wheeling, WV, of their intent to acquire an additional 9,000 voting shares of First West Virginia Bancorp, Inc., Wheeling, WV and increase their ownership position to 161,442 shares or 10.56% of the total shares outstanding.	Newspaper – N/Avail Fed Reg – N/Avail
*3(a)(5)	Huntington Bancshares Incorporated, Columbus, Ohio, to acquire Unizan Financial Corp, Canton, Ohio.	Newspaper – 04/28/2004 Fed Reg – 04/23/2004
*3(a)(5), 4(c)(8)	National City Corporation, Cleveland, Ohio, to acquire 100 percent of Provident Financial Group, Inc., Cincinnati, Ohio, and thereby indirectly acquire Provident Bank, Cincinnati, Ohio.	Newspaper – 03/22/2004 Fed Reg – 03/19/2004
*18(c), 3(a)(1)	North Valley Bancshares, Inc., Zanesville, OH to acquire North Valley Bank, Zanesville, OH pursuant to Section 3(a)(1) of the Bank Holding Company Act and North Valley Bank, Zanesville, OH to merge with North Valley Interim Bank, Zanesville, OH pursuant to Section 18(c) of the Federal Deposit Insurance Act.	Newspaper – 05/08/2004 Fed Reg – N/Avail
*18(c), *3(a)(5), *Branch	Sky Financial Group, Inc., Bowling Green, Ohio, to acquire Second Bancorp, Incorporated, Warren, Ohio.	Newspaper – 04/26/2004 Fed Reg – 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 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, May 8, 2004

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		

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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, May 8, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	BankEast, Gainesboro, Tennessee, to establish a branch located at 218 East Broadway Avenue, Maryville, Tennessee.*	Newspaper – N/Avail
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at the southwest corner of Churchill Drive & FM 2499, Flower Mound, Texas.*	Newspaper – N/Avail
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 5190 S. John Young Parkway, Orlando, Florida, to be known as the John Young/Conroy Office.*	Newspaper – N/Avail

*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)	Flint River Bancshares, Inc., Camilla, Georgia, to become a bank holding company by acquiring 100 percent of Flint River National Bank, Camilla, Georgia.*	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(1)	SunSouth Bancshares, Inc., Dothan, Alabama (formerly M Bancshares), to become a bank holding company by acquiring 100 percent of SunSouth Bank, Dothan, Alabama.*	Newspaper – N/Avail Fed Reg – N/Avail

*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>
State Member Other	SunTrust Bank, Atlanta, Georgia, requests after-the-fact approval to invest 7.53 percent of its capital stock and surplus in community development projects. In addition, SunTrust Bank requests prior approval to invest an additional 1.24 percent of its capital stock and surplus in community development projects, which will increase the total investment in community development projects to 8.77 percent of capital stock and surplus.

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>
497039	Commercial Bank Post Office Box 400 Harrogate, Tennessee 37752 (423) 869-5151	01/12/2004	05/02/2004	O		X
581237	First Navy Bank 180 Taylor Road Pensacola, Florida 32508 (850) 453-3411	01/12/2004	05/02/2004	S		X

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, May 8, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18C	Community Bank (in organization), Austin, Minnesota, to purchase the assets and assume the liabilities of the Austin, Minnesota branch of Security Bank Minnesota, Albert Lea, Minnesota.*	Newspaper – 05/06/2004
Branch	M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin, to establish branch facilities to be located at Wisconsin Dells Parkway and Meadowview, Lake Delton, Wisconsin; Crismon and Baseline Road, Mesa, Arizona; Rittenhouse and Ellsworth Road, Queen Creek, Arizona; Scottsdale and Deer Valley Road, Scottsdale, Arizona; First Avenue and Oracle Road, Oro Valley, Arizona; and Highway 303 and Bell Road, Surprise, Arizona.*	Newspaper – N/Avail
Branch	Old Second Bank – Kane County, Elburn, Illinois, to establish a branch facility to be located at 1000 A South State Street, Hampshire, Illinois.*	Newspaper – 05/07/2004
Branch	Quad City Bank and Trust Company, Bettendorf, Iowa, to establish a branch facility to be located at 1700 Division Street, Davenport, Iowa.*	Newspaper – 05/12/2004

* 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)	Community National Bancorporation, Waterloo, Iowa, to acquire 100 percent of Community Bank (In Organization), Austin, Minnesota.*	Fed Reg – N/Avail Newspaper – 05/06/2004
3(a)(5)	Independent Bank Corporation, Ionia, Michigan, to acquire through merger North Bancorp, Inc., Gaylord, Michigan and thereby indirectly acquire First National Bank of Gaylord, Gaylord, Michigan and immediately merge with and into IBC's subsidiary, Independent Bank, Bay City, Michigan.*	Fed Reg – 05/06/2004 Newspaper – N/Avail
3(a)(3)	Koss-Winn Bancshares, Inc. ESOP with 401 K provisions, Buffalo Center, Iowa, to acquire additional shares of Koss-Winn Bancshares, Inc., Buffalo Center, Iowa, and thereby indirectly acquire Farmers Trust & Savings Bank, Buffalo Center, Iowa.*	Fed Reg – 06/03/2004 Newspaper – 05/29/2004

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)	MCB Bankshares, Inc., Middleton, Wisconsin, to become a bank holding company by acquiring 100 percent of the voting shares of Middleton Community Bank, Middleton, Wisconsin.*	Fed Reg – 05/27/2004 Newspaper – N/Avail
CIC	Notice by Darin J. Johnson, Sutherland, Iowa, to gain control of Old O'Brien Banc Shares, Inc., Sutherland, Iowa, and thereby indirectly Security State Bank, Sutherland, Iowa, and Hawarden Banking Company, Hawarden, Iowa.	Fed Reg – N/Avail Newspaper – N/Avail
CIC	Notice by Marantz Investment, L.P., Springfield, Illinois, Tom E. Marantz, Springfield, Illinois, Natalie K. Marantz, Springfield, Illinois, Marla J. Marantz, Springfield, Missouri, Melissa J. Hayner, Springfield, Illinois, Tom E. Marantz as Trustee for the Marla Marantz Trust, Tom E. Marantz as Trustee for the Tom Marantz Trust, Marla J. Marantz as Trustee for the Marla Marantz Irrevocable Trust, Gregory R. Marantz, Springfield, Illinois, Jennifer A. Marantz, Springfield, Illinois, and Elizabeth M. Saltzman, Springfield, Missouri, to retain 33.9 percent of the common shares outstanding of Spring Bancorp, Inc., Springfield, Illinois, and thereby indirectly control Bank of Springfield, Springfield, Illinois, and Bank of Jacksonville, Jacksonville, Illinois.	Fed Reg – 05/24/2004 Newspaper – 05/05/2004

* 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)	Marshall & Ilsley Corporation, Milwaukee, Wisconsin, proposes to acquire, indirectly through its subsidiary, Metavante Corporation, certain of the assets of The Kirchman Corporation, Altamonte Springs, Florida, and thereby engage in data processing activities and management consulting.	Fed Reg – 05/21/2004

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

<i>Type</i>	<i>Application</i>
Membership	Community Bank (in organization), Austin, Minnesota, 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>
None						

Section VI – CRA examinations scheduled for Third Quarter of 2004

<i>Institution</i>	<i>Location</i>
Bank of Pontiac	Pontiac, Illinois
Rushville State Bank	Rushville, Illinois
Irwin Union Bank and Trust Company	Columbus, Indiana
Demotte State Bank	Demotte, Indiana
Community Bank of Boone	Boone, Iowa
Farmers and Merchants Savings Bank	Manchester, Iowa
The First Trust and Savings Bank	Marcus, Iowa
F&M Bank – Central Iowa	Marshalltown, Iowa
Chemical Bank and Trust Company	Midland, Michigan
ChoiceOne Bank	Sparta, Michigan

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 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, May 8, 2004

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>
3A3	First Banks, Inc., St. Louis, Missouri, to acquire 100 percent of Continental Mortgage Corporation - Delaware, Aurora, Illinois, and thereby indirectly acquire Continental Community Bank and Trust Company, Aurora, Illinois.*	Newspaper – 06/07/2004 Fed Reg – 06/07/2004
3A3	Porter Bancorp, Inc., Shepherdsville, Kentucky, to acquire 100 percent of United Community Bank, Glasgow, Kentucky.*	Newspaper – 06/09/2004 Fed Reg – 06/07/2004

* 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.

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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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 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, May 8, 2004

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	John Wesley Templer Sr. and Jacqueline Sue Templer, Amarillo, Texas, to acquire control of Western Dakota Holding Company, Timber Lake, South Dakota, and thereby indirectly acquire control of Western Dakota Bank, Timber Lake, South Dakota.	Newspaper – N/Avail Fed Reg – 05/13/2004

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, May 8, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c)	The State Bank, Winfield, Kansas, to purchase certain assets and assume certain liabilities of the Bank of Commerce, Udall, Kansas, and incident thereto, to establish a branch.	Newspaper – 06/03/2004

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)	Centennial C Corp, Rancho Santa Fe, California, to become a bank holding company through the acquisition of 100 percent of the voting shares of Centennial Bank Holdings, Inc., Fort Collins, Colorado, parent of Centennial Bank of the West, Fort Collins, Colorado	Newspaper – N/Avail Fed Reg – 06/03/2004

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	Valley State Bank, Syracuse, Kansas, 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>
2396604	Bank of Star Valley 384 Washington Afton, Wyoming 83110	03/08/2004	05/06/2004	S		X
603559	Farmers State Bank 110 W. State Phillipsburg, Kansas 67664	02/02/2004	04/28/2004	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, May 8, 2004

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>	
3(a)(1)	Royal Oaks Bancshares, Inc., Houston, TX, and Royal Oaks Holdings of Delaware, Inc., Wilmington, DE, to acquire Royal Oaks Bank, SSB, Houston, TX*	

* Subject to the provisions of the Community Reinvestment Act

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 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, May 8, 2004

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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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 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>
808260	Farmers & Merchants Bank of Central California 121 West Pine Street Lodi, California 95240-2184 (209) 334-1101	01/20/2004	05/05/2004	O	X	
2688895	Central California Bank 14685 Mono Way Sonora, CA 95370-9220 (209) 536-9900	12/08/2003	05/05/2004	S		X

Section VI – CRA examinations scheduled for Quarter of

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