
Federal Reserve Release



H.2

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

No. 42

Week Ending October 16, 2004

Bank Holding Companies

BNP Paribas, Paris, France, and BancWest Corporation, Honolulu, Hawaii -- to acquire USDB Bancorp, Stockton, California, and Union Safe Deposit Bank.

- Approved, October 15, 2004

BNP Paribas, Paris, France, and BancWest Corporation, Honolulu, Hawaii -- to acquire Community First Bankshares, Inc., Fargo, North Dakota, and Community First National Bank.

- Approved, October 15, 2004

Wachovia Corporation, Charlotte, North Carolina -- to merge with SouthTrust Corporation, Birmingham, Alabama, and thereby acquire SouthTrust Bank.

- Approved, October 13, 2004

Regulations And Policies

Noncash Collection Service -- publication for comment of proposal for the Federal Reserve Banks to stop providing services to depository institutions for the collection of definitive municipal securities at the end of 2005 (Docket No. OP-1214).

- Approved, October 12, 2004

Enforcement

AmSouth Bancorporation, Birmingham, Alabama, and AmSouth Bank -- consent cease and desist order and order of assessment of a civil money penalty.

- Announced, October 12, 2004

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

BankEast, Knoxville, Tennessee -- to establish a branch at 417 Foothills Mall Drive, Maryville.

- Approved, October 13, 2004

Chicago

Bloomington Bank and Trust, Bloomington, Illinois -- to establish a branch at 890 North State Street, Elgin.

- Withdrawn, October 13, 2004

Dallas

First Bank, Burkburnett, Texas -- to establish a branch at 107 West Cash Street, Iowa Park.

- Approved, October 15, 2004

Atlanta

MidSouth Bank, Murfreesboro, Tennessee -- to establish a mobile branch to serve Rutherford, Wilson, Davidson, Williamson, and Bedford Counties.

- Withdrawn, October 14, 2004

Atlanta

MidSouth Bank, Murfreesboro, Tennessee -- to establish branches on Memorial Boulevard, Franklin Road, and Highway 231 South, and on Sam Ridley Parkway, Smyrna.

- Approved, October 15, 2004

Bank Holding Companies

Atlanta

Bancshares of Florida, Inc., Naples, Florida -- to acquire Bank of Florida-Tampa Bay, Tampa, a de novo bank.

- Approved, October 12, 2004

Bank Holding Companies

St. Louis

Cass Information Systems, Inc., Bridgeton, Missouri -- to acquire Franklin Bancorp, Orange, California, and Franklin Bank of California; and for its subsidiary, Cass Commercial Bank, Bridgeton, to merge with Franklin Bank of California, Orange, and thereby establish a branch.

- Approved, October 12, 2004

Minneapolis

First National Bancorp, Inc., Brewster, Minnesota -- to become a bank holding company and to acquire Nobles Agency, Inc. and The First National Bank of Brewster, and to engage through Nobles Agency, Inc. in insurance agency activities in a town with a population not exceeding 5,000.

- Approved, October 15, 2004

Chicago

Irwin Financial Corporation, Columbus, Indiana -- to acquire, through Irwin Mortgage Corporation, an interest in Waterway Financial, LLC, Grandville, Michigan, and thereby engage in mortgage origination and mortgage brokerage activities.

- Withdrawn, October 12, 2004

Kansas City

Lone Summit Bancorp, Inc., Lake Lotawana, Missouri -- to become a bank holding company and to acquire Lone Summit Bank, a de novo bank.

- Approved, October 13, 2004

Secretary

The PNC Financial Services Group, Inc., Pittsburgh, Pennsylvania -- commenter's request to extend the comment period on the application to acquire Riggs National Corporation, Washington, D.C.

- Denied, October 12, 2004

Atlanta

Premier Bank Holding Company, Tallahassee, Florida -- to become a bank holding company and to acquire Premier Bank.

- Approved, October 13, 2004

Bank Holding Companies

Dallas

Town Center Holdings, Inc., Coppell, Texas, and Town Center Holdings Delaware, Inc., Wilmington, Delaware -- to become bank holding companies and to acquire Town Center Bank, Coppell, a de novo bank.
- Approved, October 14, 2004

Bank Mergers

Minneapolis

American Bank of St. Paul, St. Paul, Minnesota -- to merge with Americana National Bank, Albert Lea, and thereby establish branches at 217 South Newton Avenue and 195 North Broadway, Alden.
- Approved, October 15, 2004

Cleveland

Fifth Third Bank, Grand Rapids, Michigan -- to merge with First National Bank, Lamar, Missouri, and thereby establish branches.
- Approved, October 14, 2004

Competitive Factors Reports

Atlanta

Crescent Bank and Trust Company, Jasper, Georgia -- report on competitive factors of the proposed merger with Futurus Bank, N.A., Alpharetta.
- Submitted, October 13, 2004

Philadelphia

First Financial Bank, Downingtown, Pennsylvania -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of a branch of PNC Bank, N.A., Pittsburgh.
- Submitted, October 13, 2004

Minneapolis

First State Bank of North Dakota, Arthur, North Dakota -- report on competitive factors of the proposed merger with The First State Bank of La Moure, La Moure.
- Submitted, October 13, 2004

Competitive Factors Reports

Dallas

Franklin Bank, S.S.B., Houston, Texas -- report on competitive factors of the proposed merger with Cedar Creek Bank, Seven Points.

- Submitted, October 15, 2004

Dallas

Liberty National Bank, Granbury, Texas -- report on competitive factors of the proposed merger with First National Bank, Glen Rose.

- Submitted, October 15, 2004

Boston

Naugatuck Savings Bank, Naugatuck, Connecticut -- report on competitive factors of the proposed merger with a newly formed stock savings bank, also known as Naugatuck Savings Bank, in connection with its reorganization into a savings association mutual holding company, Nutmeg Financial MHC.

- Submitted, October 14, 2004

Cleveland

Peoples Bank, National Association, Marietta, Ohio -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Ashland, Kentucky, and Summit branches of Advantage Bank, Cambridge, Ohio.

- Submitted, October 14, 2004

Minneapolis

United Prairie Bank-Owatonna, Owatonna, Minnesota -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of the Owatonna Branch of Sterling State Bank, Austin.

- Submitted, October 15, 2004

Extensions Of Time

San Francisco

Eggemeyer Advisory Corp., Rancho Santa Fe, California, WJR Corp., Castle Creek Capital LLC, and Castle Creek Capital Partners Funds I, IIa, and IIb, LP -- extensions to January 8, 2005, to acquire shares of State National Bancshares, Inc., Lubbock, Texas, and thereby acquire Mercantile Bank Texas, Fort Worth; and for State National Bancshares, Inc. to acquire Mercantile Bank Texas.

- Granted, October 12, 2004

Cleveland

S&T Bancorp, Inc., Indiana, Pennsylvania -- extension to January 13, 2005, to acquire shares of Fidelity Bancorp, Inc., Pittsburgh, and thereby acquire Fidelity Savings Bank.

- Granted, October 13, 2004

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, October 16, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Northeast Bank, Auburn, Maine – to open a branch at 660 Roosevelt Trail, Windham, Maine pursuant to section 9 of the Federal Reserve Act and section 208.6 of Regulation H.	Newspaper – 10/23/2004

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

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

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Boston Private Financial Holdings, Inc., Boston, Massachusetts - to acquire an 81% interest in KLS Professional Advisors, LLC, New York, New York.	Fed Reg – 11/03/2004

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, October 16, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Bank of Baroda, Mumbai, Baroda, to establish a state-licensed branch in 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>
3A3	The Toronto-Dominion Bank, Toronto, Ontario, to acquire 51 percent of the voting shares of Banknorth Group, Inc., and thereby indirectly acquire Banknorth, National Association, both of Portland, Maine.	Newspaper – N/Avail Fed Reg – 11/15/2004

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.

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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, October 16, 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>
3(a)(1)	Abington Mutual Holdings Company, Jenkintown, PA, and Abington Community Bancorp, Inc., Jenkintown, PA, each to become a bank holding company in connection with the reorganization of Abington Savings Bank, Jenkintown, PA, from a state chartered mutual savings bank into a state chartered stock savings bank.	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>	<i>Ending date of comment period</i>
None		

Section V – Availability of CRA public evaluations

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

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

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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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, October 16, 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	Notice of Change in Bank Control by Roger L. Moler and Janet L. Moler (collectively, "The Moler Family Control Group") to retain control of 10.20 percent of the outstanding shares of BNB Bancorp, Brookville, Ohio.	Newspaper – N/Avail Fed Reg – N/Avail
*3(a)(3) & 4(c)(8)	Park National Corporation, Newark, Ohio, to acquire First Federal Bancorp, Inc., and its subsidiary, First Federal Savings Bank of Eastern Ohio, both of Zanesville, Ohio, pursuant to Section 4(c)(8) of the Bank Holding Company Act.	Newspaper – 10/20/2004 Fed Reg – 10/12/2004
*3(a)(1) & 4(c)(8)	Peoples Community Bancorp, Inc., West Chester, OH, to acquire 38% of the outstanding voting shares of Columbia Bancorp, Inc., Cincinnati, OH, pursuant to Section 3(a)(1) of the Bank Holding Company Act and Peoples Community Bancorp, Inc., West Chester, OH, to retain 100% of the voting shares of Peoples Community Bank, West Chester, OH, pursuant to Section 4(c)(8) of the Bank Holding Company Act.	Newspaper – N/Avail Fed Reg – N/Avail
*18(c), *3(a)(5) & Branch	Sky Financial Group, Inc., Bowling Green, OH to acquire 100 percent of the voting shares of Prospect Bancshares, Inc., Worthington, OH pursuant to Section 3(a)(5) of the Bank Holding Company Act and thereby acquire its wholly-owned subsidiary, Prospect Bank, Columbus, OH and Sky Bank, Salineville, OH to merge with and into Prospect Bank, Columbus, OH pursuant to Section 18(c) of the Federal Deposit Insurance Act and incident thereto establish branch offices pursuant to Section 9 of the Federal Reserve Act.	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>
*18(c) & 4(c)(8)	Wesbanco, Inc., Wheeling, West Virginia, proposes to acquire Winton Financial Corporation and its wholly-owned subsidiary, The Winton Savings and Loan Company, Cincinnati, Ohio.	Newspaper – 11/08/2004 Fed Reg – 11/15/2004

*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>
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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SN = Substantial noncompliance

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

Section V – Availability of CRA public evaluations

<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, October 16, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Virginia Commerce Bank, Arlington, Virginia, to establish a branch at 9161 Liberia Avenue, Manassas, Virginia.*	Newspaper – 10/25/2004
Branch	Four Oaks Bank & Trust, Four Oaks, North Carolina, to establish a limited service facility at 590 Tomahawk Highway, Harrells, North Carolina.*	Newspaper – 10/29/2004
Branch	EagleBank, Bethesda, Maryland, to establish a branch at 11961 Tech Road, Silver Spring, Maryland.*	Newspaper – 11/15/2004

*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)(1)	Palmetto Heritage Bancshares, Inc., Pawleys Island, South Carolina, to become a bank holding company through the acquisition of 100% of the voting shares of Palmetto Heritage Bank & Trust, Pawleys Island, South Carolina (an organizing bank).*	Fed Reg – 11/12/2004 Newspaper – 11/06/2004
3(a)(1)	CommunitySouth Bancshares, Incorporated, Easley, South Carolina, to become a bank holding company through the acquisition of 100% of the voting shares of CommunitySouth Bank & Trust, Easley, South Carolina (an organizing bank).*	Fed Reg – 11/15/2004 Newspaper – 11/15/2004

*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>
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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SN = Substantial noncompliance

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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>
713926	Farmers & Merchants Bank 205 South Main Street Timberville, Virginia 22853-9521	07/26/2004	10/10/2004	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, October 16, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Bank Independent, Sheffield, Alabama, to establish a branch located at the corner of Highway 72 and Lindsay Lane, Athens, Alabama.*	Newspaper – 10/13/2004
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 7915 FM 1960, Suite 105, Houston, Texas.*	Newspaper – 10/22/2004
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 12907 FM 1960 West, Houston, Texas.*	Newspaper – 10/22/2004
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 9475 Jones Road, Houston, Texas.*	Newspaper – 10/22/2004
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 8711 West Loop South, Houston, Texas.*	Newspaper – 10/22/2004

*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)	Heritage Mutual Corporation, Albany, Georgia, to become a bank holding company by acquiring 100 percent of the outstanding shares of HeritageBank of the South, Albany, Georgia.*	Newspaper – N/Avail Fed Reg – 11/08/2004
CIC	Valley Bancshares, Inc., Russellville, Alabama, prior change in control notice by the Rogers Investments, LP, Russellville, Alabama (Partnership), with Diane Rogers Barnes, Marietta, Georgia, and Robert Isaac Rogers, Jr., Russellville, Alabama, as general partners of Partnership, to acquire 44.13 percent of the outstanding shares of Valley Bancshares, Inc., and its subsidiary, Valley State Bank, both of Russellville, Alabama.	Newspaper – N/Avail Fed Reg – 10/26/2004
3(a)(1)	Heritage Financial, Inc., Albany, Georgia, to become a bank holding company by acquiring 100 percent of the outstanding shares of HeritageBank of the South, Albany, Georgia.*	Newspaper – N/Avail Fed Reg – 11/08/2004

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Williston Holding Company, Williston, Florida, after-the-fact change in control notice filed by Kenneth Edwin Arnold, Gainesville, Florida; Nancy Carol Etheridge; Victoria Rene Arnold; Betty Whitehurst Arnold; Vivian Elliot Whitehurst III; Gerald Frank Etheridge; Margaret Whitehurst Hubbard; V. E. Whitehurst, Jr. Irrevocable Family Trust FBO Betty W. Arnold, Betty W. Arnold, Trustee; V. E. Whitehurst, Jr. Irrevocable Family Trust FBO Margaret W. Hubbard, Margaret W. Hubbard, Trustee; V. E. Whitehurst, Jr. Irrevocable Family Trust FBO Nancy W. Etheridge, Nancy W. Etheridge; Trustee, V. E. Whitehurst, Jr. Irrevocable Family Trust FBO V. E. Whitehurst, III, V. E. Whitehurst III, Trustee; Florelle H. Whitehurst Irrevocable Family Trust, V. E. Whitehurst, III, Betty W. Arnold, Nancy W. Etheridge, and Margaret W. Hubbard, Trustees; Betty W. and William E. Arnold Irrevocable Trust, Kenneth E. Arnold and Victoria R. Arnold, Trustees; all of Williston, Florida, to collectively retain 51.45 percent of the outstanding shares of Williston Holding Company, and its subsidiary, Perkins State Bank, both of Williston, Florida.	Newspaper – 10/20/2004 Fed Reg – 11/04/2004

*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

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

O = Outstanding

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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 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, October 16, 2004

Section I – Applications subject to newspaper notice only

18C	Libertyville Bank and Trust Company, Libertyville, Illinois, to purchase the assets and assume the liabilities of the branch located at 1110 Maple, Mundelein, Illinois, from Northview Bank and Trust, Northfield, Illinois.*	Newspaper – N/Avail
18C	Northbrook Bank and Trust Company, Northbrook, Illinois, to purchase the assets and assume the liabilities of the two branches located at 245 Waukegan Road, Northfield, Illinois, and 1751 Orchard Lane, Northfield, Illinois, from Northview Bank and Trust, Northfield, 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 Rebecca Ann Ritchey, Wichita, Kansas, Gregory and Anne Ritchey, Shenandoah, Iowa, and Michael Bauer, Shenandoah, Iowa, to gain control of 97.27 percent of the common stock and 96.0 percent of the preferred stock of CNB Corp., Shenandoah, Iowa, and thereby indirectly City National Bank of Shenandoah, Shenandoah, Iowa.	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(3)	Cornerstone Financial Services Group, Inc., Ottumwa, Iowa, to acquire 100 percent of West Liberty Holding Co., West Liberty, Iowa, and thereby indirectly acquire West Liberty State Bank, West Liberty, Iowa.*	Fed Reg – 11/01/2004 Newspaper – N/Avail
CIC	Notice by Marlene D. Huls, Gifford, Illinois, to retain 29.8 percent of the voting shares of Illini Corporation, Springfield, Illinois, and thereby indirectly acquire Illini Bank, Springfield, Illinois.	Fed Reg – 10/13/2004 Newspaper – 11/01/2004
3(a)(1)	Rural Bancshares of Wisconsin, Inc., Fennimore, Wisconsin, to become a bank holding company by acquiring 80 percent of the voting shares of LSB Holding Company, Livingston, Wisconsin, and thereby indirectly acquire Livingston State Bank, Livingston, Wisconsin.*	Fed Reg – 11/12/2004 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>
3(a)(1) Notice	Bancshares Holding Corp., Downers Grove, Illinois, to become a bank holding company through the acquisition of 100 percent of the voting shares of The Bank of Commerce, Downers Grove, Illinois.

Section V – Availability of CRA public evaluations

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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 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>
630948	Bank of Lenawee 135 E. Maumee Street Adrian, Michigan 49221 (517) 265-5144	02/09/2004	10/07/2004	O		X
582234	Old Second Bank-Kane Co. 749 N. Main Street Elburn, Illinois 60119 (630) 365-6401	04/05/2004	10/07/2004	S	X	

Section V – Availability of CRA public evaluations

289542	Old Second Bank-Yorkville 102 E. Van Emmon Street Yorkville, Illinois 60560 (630) 553-4230	03/22/2004	10/07/2004	S	X
716833	Marquette Bank 6316 S. Western Avenue Chicago, Illinois 60636 (773) 918-4524	04/19/2004	10/08/2004	O	X
312244	First Bank of Berne 102 W. Main Street Berne, Indiana 46711 (260) 589-2151	03/22/2004	10/12/2004	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, October 16, 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	Notice by the Russell Badgett, Jr. Irrevocable Trust, with Bentley F. Badgett, Jr. as trustee, both of Madisonville, Kentucky, to gain control of Hancock Bancorp, Inc., Hawesville, Kentucky ("Bancorp"). Also, the Badgett Control Group, which consists of Russell Badgett, Jr., Madisonville, Kentucky; Russell Badgett, Jr. Irrevocable Trust, Madisonville, Kentucky; Bentley F. Badgett, individually and as trustee, Madisonville, Kentucky; Dr. C. B. Badgett, Lewisport, Kentucky; Russell Badgett III, Owensboro, Kentucky; Joseph Rockney Badgett, Madisonville, Kentucky; Nita Anne Smaldone, Nashville, Tennessee; and Claudia Badgett Riner, Louisville, Kentucky, to retain control of Bancorp.	Newspaper – N/Avail Fed Reg – 11/04/2004
3A1	FCB Financial Services, Inc., Marion, Arkansas, to become a bank holding company by acquiring 100 percent of First Community Bank of Eastern Arkansas, Marion, Arkansas.*	Newspaper – N/Avail Fed Reg – 11/15/2004
3A5	FSB Bancshares, Inc., Henderson, Tennessee, to merge with Friendship Bancshares, Inc., Friendship, Tennessee, and thereby indirectly acquire Friendship Bank, Friendship, Tennessee.*	Newspaper – 11/13/2004 Fed Reg – 11/15/2004

* 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>
3A1	Jamestown Bancshares, Inc., Jamestown, Missouri, to become a bank holding company by acquiring 100 percent of Peoples Bank of Jamestown, Jamestown, Missouri.

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 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, October 16, 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>
3(a)(1)	DCNB Holding Company, Clear Lake, South Dakota, to become a bank holding company by acquiring 100 percent of Deuel County National Bank, Clear Lake, South Dakota.*	Fed Reg – 11/08/2004 Newspaper – N/Avail
3(a)(3)	Marshall Bancorp, Inc., Minneapolis, Minnesota, to acquire 100% of BANKFIRST Corporation, Sioux Falls, South Dakota, and thereby indirectly acquire BANKFIRST, Sioux Falls, South Dakota.*	Fed Reg – 10/22/2004 Newspaper-10/22/2004
CIC	Notice by Todd L. Johnson, Superior, Wisconsin, to gain control of NATCOM Bancshares, Inc., Superior, Wisconsin, and thereby indirectly gain control of National Bank of Commerce, Superior, Wisconsin.	Fed Reg – 10/27/2004 Newspaper-10/25/2004
3(a)(1)	Vision Bank Holdings, Inc., Fargo, North Dakota, to become a bank holding company by acquiring 100 percent of VISIONBank, Fargo, North Dakota, a de novo bank.*	Fed Reg – 11/15/2004 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.

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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 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, October 16, 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>
3(a)(1)	Young Corporation, Chillicothe, Missouri, to become a bank holding company through the indirect retention of 20.34 percent of the voting shares of Citizens Bancshares Co., Chillicothe, Missouri, parent of Citizens Bank & Trust Company, Chillicothe, Missouri.	Newspaper – N/Avail Fed Reg – 11/15/2004
3(a)(1)	Young Partners, L.P., Chillicothe, Missouri, to become a bank holding company through the direct retention of 20.34 percent of the voting shares of Citizens Bancshares Co., Chillicothe, Missouri, parent of Citizens Bank & Trust Company, Chillicothe, Missouri.	Newspaper – N/Avail Fed Reg – 11/15/2004
3(a)(1)	Vision Bancshares, Inc., Ada, Oklahoma, to become a bank holding company through the acquisition of up to 100 percent of the voting shares of First Ada Bancshares, Inc., Ada, Oklahoma, parent of First National Bank and Trust Company of Ada, Ada, Oklahoma.	Newspaper – 10/18/2004 Fed Reg – 10/18/2004
3(a)(1)	Newco Front Range, Inc., Fort Collins, Colorado, to become a bank holding company through the acquisition of 100 percent of the voting shares of Guaranty Corporation, Denver, Colorado, parent of Guaranty Bank and Trust Company, Denver, Colorado; Collegiate Peaks Bank, Buena Vista, Colorado; and First National Bank of Strasburg, Strasburg, Colorado.	Newspaper – 11/04/2004 Fed Reg – 10/29/2004
3(a)(3)	UniBanc Corporation, Maywood, Nebraska, to acquire 100 percent of the voting shares of Farmers State Bank, Big Springs, Nebraska.	Newspaper – 09/14/2004 Fed Reg – 11/05/2004

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)(3)	Citizens Bancshares Co., Chillicothe, Missouri, to acquire 12 percent of the voting shares of First Community Bancshares, Inc., Overland Park, Kansas, parent of First Community Bank, Lee's Summit, Missouri.	Newspaper – N/Avail Fed Reg – 11/15/2004
3(a)(3)	Centennial Bank Holdings, Inc., Fort Collins, Colorado, to acquire, through its wholly owned subsidiary Newco Front Range, Inc., Fort Collins, Colorado, 100 percent of the voting shares of Guaranty Corporation, Denver, Colorado, parent of Guaranty Bank and Trust Company, Denver, Colorado; Collegiate Peaks Bank, Buena Vista, Colorado; and First National Bank of Strasburg, Strasburg, Colorado.	Newspaper – 11/04/2004 Fed Reg – 10/29/2004
4(c)(8)	Vision Bancshares, Inc., Ada, Oklahoma, to engage in credit insurance agency activities and consumer finance activities through the acquisition of Witherspoon Finance Company, Inc., Ada, Oklahoma.	Newspaper – 10/18/2004 Fed Reg – 10/18/2004
4(c)(8)	UniBanc Corporation, Maywood, Nebraska, to engage in general insurance activities through the acquisition of Hendrickson-Kjeldgaard Agency, Big Springs, Nebraska.	Newspaper – 09/14/2004 Fed Reg – 11/05/2004
4(c)(8)	Centennial Bank Holdings, Inc., Fort Collins, Colorado, to engage in trust activities through the acquisition of Guaranty Corporation, Denver, Colorado, parent of AMG Guaranty Trust, N.A., Greenwood Village, Colorado.	Newspaper – 11/04/2004 Fed Reg – 10/29/2004

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	First State Bank, Lincoln, Nebraska, 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</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 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, October 16, 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

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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 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, October 16, 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>
4(c)(8)	First National Bank Holding Company, Scottsdale, Arizona, to acquire 100 percent of First Capital Bank of New Mexico, FSB, Albuquerque, New Mexico, and thereby establish a de novo savings association.*	Newspaper – 08/19/2004 Fed Reg – 08/17/2004
3A3	Franklin Resources Inc., San Mateo, California, to acquire 14 percent of Centennial Bank Holdings Inc., Fort Collins, Colorado, and thereby indirectly acquire Centennial Bank of the West, Fort Collins, Colorado, Guaranty Corporation, Denver, Colorado, Guaranty Bank & Trust Company, Denver, Colorado, The First National Bank of Strasburg, Strasburg, Colorado, and Collegiate Peaks Bank, Buena Vista, Colorado.*	Newspaper – N/Avail Fed Reg – 11/15/2004

* 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>
Foreign Branch	Zions First National Bank, Salt Lake City, Utah, to establish a branch in London, United Kingdom.

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>
None						

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

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