
Federal Reserve Release



H.2

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

No. 17

Week Ending April 28, 2007

Testimony And Statements

Industrial Loan Companies -- statement by Vice Chairman Kohn before the House Committee on Financial Services.

- Published, April 25, 2007

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

Chicago

Bank of Lenawee, Adrian, Michigan -- to establish a branch at 1447 West Chicago Boulevard, Tecumseh.
- Approved, April 26, 2007

Atlanta

Cumberland Bank, Franklin, Tennessee -- to establish branches at 9200 Carothers Parkway, Franklin, and 1470 South Church Street, Murfreesboro.
- Approved, April 24, 2007

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at 4724 Liberty Avenue, Bloomfield, Pennsylvania.
- Approved, April 27, 2007

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at 2620 Washington Road, Canonsburg, Pennsylvania.
- Approved, April 27, 2007

Cleveland

Fifth Third Bank, Grand Rapids, Michigan -- to establish a branch at 4630 State Route 64 East, Bradenton, Florida.
- Approved, April 27, 2007

Cleveland

Fifth Third Bank, Grand Rapids, Michigan -- to establish a branch at 17751 Gunn Highway, Odessa, Florida.
- Approved, April 27, 2007

Cleveland

Fifth Third Bank, Grand Rapids, Michigan -- to establish a branch at 114 Hancock Bridge Parkway West, Cape Coral, Florida.
- Approved, April 27, 2007

Bank Branches, Domestic

Cleveland

Fifth Third Bank, Grand Rapids, Michigan -- to establish a branch at 13001 North Dale Mabry Highway, Tampa, Florida.

- Approved, April 27, 2007

Cleveland

Fifth Third Bank, Grand Rapids, Michigan -- to establish a branch at 96 Yorktown Shopping Center, Lombard, Illinois.

- Approved, April 27, 2007

Kansas City

First American Bank, Purcell, Oklahoma -- to establish a branch at 10731 South Western Avenue, Oklahoma City.

- Approved, April 25, 2007

Atlanta

Sun American Bank, Boca Raton, Florida -- to establish a branch at 9293 Glades Road.

- Approved, April 25, 2007

Philadelphia

Susquehanna Bank Pennsylvania, Lititz, Pennsylvania -- to establish a branch at 100 Sterling Parkway, Mechanicsburg.

- Approved, April 23, 2007

Bank Holding Companies

Atlanta

Atlantic Capital Bancshares, Inc., Atlanta, Georgia -- to become a bank holding company and to acquire Atlantic Capital Bank, a de novo bank.

- Approved, April 27, 2007

Director, BS&R

Bank of America Corporation, Charlotte, North Carolina -- to engage on a limited basis in physical commodity trading activities as an activity that is complementary to a financial activity.

- Approved, April 24, 2007

Bank Holding Companies

Atlanta

BankCap Partners Fund I, L.P., Dallas, Texas; BCP Fund I Southeast Holdings, LLC; BankCap Equity Fund, LLC; and BankCap Partners GP, L.P. -- to become a bank holding company and to acquire 49.9 percent of the shares of Atlantic Capital Bancshares, Inc., Atlanta, Georgia, and thereby acquire Atlantic Capital Bank, a de novo bank.

- Approved, April 27, 2007

Kansas City

BOK Financial Corporation, Tulsa, Oklahoma -- to acquire, through its subsidiary BOKF Merger Corporation Number Twelve, Worth Bancorporation, Inc., Lake Worth, Texas, and Worth National Bank; and for BOKF Merger Corporation to merge with Worth Bancorporation, Inc.

- Approved, April 25, 2007

New York

Boymelgreen Financial Holdings Inc., New York, New York -- to become a bank holding company and to acquire LibertyPointe Bank.

- Approved, April 23, 2007

New York

Community Bank System, Inc., Dewitt, New York -- to acquire Hand Benefits & Trust, Inc. and thereby engage in employee benefit plan administration, trust services, and securities brokerage.

- Approved, April 25, 2007

Atlanta

Fidelity Southern Corporation, Atlanta, Georgia -- waiver of application in connection with the acquisition of United Heritage Bank, Orlando, Florida.

- Granted, April 26, 2007

Dallas

First Bank Lubbock Bancshares, Inc., Lubbock, Texas, and Outsource Delaware Capital Group, Inc., Dover, Delaware -- to acquire Wilson Bancshares, Inc., Wilson, Texas, and Wilson State Bank.

- Approved, April 26, 2007

Bank Holding Companies

Philadelphia

First Priority Financial Corp., Malvern, Pennsylvania -- to become a bank holding company and to acquire First Priority Bank.

- Approved, April 26, 2007

Chicago

Firstbank Corporation, Alma, Michigan -- to merge with ICNB Financial Corporation, Ionia, and thereby acquire Ionia County National Bank of Ionia.

- Approved, April 27, 2007

Atlanta

Gateway Financial Holdings of Florida, Inc., Ormond Beach, Florida -- to acquire Gateway Bank of Central Florida, Ocala, a de novo bank.

- Approved, April 26, 2007

Secretary

Marshall & Ilsley Corporation, Milwaukee, Wisconsin, and EBC Acquisition Corporation -- to acquire Excel Bank Corporation, Minneapolis, Minnesota, and Excel Bank Minnesota.

- Approved, April 23, 2007

General Counsel

MetLife, Inc., New York, New York -- request for an exemption under the Depository Institutions Management Interlocks Act and Regulation L.

- Granted, April 23, 2007

Boston

New Hampshire Thrift Bancshares, Inc., Newport, New Hampshire -- waiver of application to acquire First Brandon Financial Corporation, Brandon, Vermont, and First Brandon National Bank.

- Granted, April 27, 2007

Bank Holding Companies

New York

Rabobank Nederland B*B, Utrecht, Netherlands; Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A.; Rabobank Nederland; Rabobank International Holding B.V.; Utrecht-America Holdings, Inc., New York, New York; and VIB Corp, El Centro, California -- waiver of application to acquire Mid-State Bancshares, Arroyo Grande, California, in connection with the merger of Mid-State Bank & Trust with Rabobank, N.A., El Centro.
- Granted, April 26, 2007

Dallas

SWNB Bancorp, Inc., Houston, Texas -- to acquire Nevada National Bank, Las Vegas, Nevada, a de novo bank.
- Approved, April 25, 2007

Dallas

TIB The Independent BankersBank, Irving, Texas; Independent Bankers Financial Corporation; and IBFC Nevada Corporation, Reno, Nevada -- waiver of application to acquire South Bay Bank, National Association, Torrance, California.
- Granted, April 25, 2007

Cleveland

Waterford Bancorp, Sylvania Township, Ohio -- to become a bank holding company and to acquire Waterford Bank, N.A.
- Approved, April 23, 2007

Banks, Foreign

Director, BS&R

The Royal Bank of Scotland plc, Edinburgh, Scotland -- to establish a branch in Greenwich, Connecticut.
- Approved, April 26, 2007

Extensions Of Time

Secretary

The Bank of New York Mellon Corporation, New York, New York -- commenter's request to extend the comment period on the application to acquire The Bank of New York Company, Inc. and Mellon Financial Corporation, Pittsburgh, Pennsylvania.

- Denied, April 25, 2007

Chicago

Southwest Bank of St. Louis, St. Louis, Missouri -- extension to July 31, 2007, to establish a branch at 101 Laura K Drive, O'Fallon.

- Granted, April 24, 2007

Richmond

Susquehanna Bank, Hagerstown, Maryland -- extension to November 10, 2007, to establish a branch at 1525 Rock Spring Road, Forest Hill.

- Granted, April 25, 2007

Richmond

Susquehanna Bank, Hagerstown, Maryland -- extension to December 2, 2007, to establish a branch at 12875 Washington Township Boulevard, Rouzerville, Pennsylvania.

- Granted, April 26, 2007

Financial Holding Companies

Atlanta

The Tampa Banking Company, Tampa, Florida -- election to become a financial holding company.

- Effective, April 27, 2007

International Operations

Director, BS&R

Citibank, N.A., New York, New York -- waiver of remainder of notification period for Citibank, N.A., Las Vegas, Nevada, and Citibank Overseas Investment Corporation, New Castle, Delaware, to acquire Egg Banking plc, London, United Kingdom, and modification of the aggregate investment limit of Regulation K.

- Granted, April 23, 2007

Membership

St. Louis

First Citizens Bank, Elizabethtown, Kentucky -- to become a member of the Federal Reserve System.

- Approved, April 23, 2007

Richmond

Select Bank, Lynchburg, Virginia, a de novo bank -- to become a member of the Federal Reserve System.

- Approved, April 24, 2007

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending April 28, 2007

Filer	Filing Type	Filing Proposal	End of Comment Period
BANKFIVE, MHC	* 3A5 * 3A3	BankFive, MHC, and BankFive Corporation, both of Fall River, Massachusetts to acquire New Bedford Community Bancorp and its subsidiary bank, Luzo Community Bank, both of New Bedford, Massachusetts, pursuant to sections 3(a)(3) and 3(a)(5) of the Bank Holding Company Act of 1956, as amended.	Newspaper: 05/17/2007 Federal Register: 05/11/2007

District: 1
Federal Reserve Bank of Boston

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.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

District: 2**Federal Reserve Bank of New York****Filings received during the week ending April 28, 2007**

Filer	Filing Type	Filing Proposal	End of Comment Period
BANCO BILBAO VIZCAYA ARGENTARIA, S.A.	* 3A3 * 3A1	Banco Bilbao Vizcaya Argentaria, S.A. ("BBVA"), Bilbao, Spain, to acquire Compass Bancshares, Inc., Birmingham, Alabama, and thereby indirectly acquire its U.S. bank subsidiaries, Compass Bank, Birmingham, Alabama, and Central Bank of the South, Anniston, Alabama. In addition, Circle Merger Corp., Birmingham, Alabama, a wholly-owned subsidiary of Compass Bancshares, Inc., to become a bank holding company by acquiring Compass Bancshares Inc., for a moment in time, to facilitate the acquisition of Compass Bancshares, Inc. by BBVA. Furthermore, Blue Transaction Corporation, The Woodlands, Texas, a wholly-owned subsidiary of BBVA, proposes to become a bank holding company through the merger of Circle Merger Corp., with and into Blue Transaction Corporation.	Newspaper: Not available Federal Register: 05/04/2007
CHEMUNG CANAL TRUST COMPANY	* Branch	Chemung Canal Trust Company, Elmira, New York, requests approval to establish a branch office located at 127 Court Street, Binghamton, New York.	Newspaper: 05/05/2007 Federal Register: Not applicable
INDUSTRIAL AND COMMERCIAL BANK OF CHINA, LIMITED, THE	FBSEA	The Industrial and Commercial Bank of China, Limited, Beijing, Peoples Republic of China is applying to establish a branch in New York.	Newspaper: Not available Federal Register: Not applicable
INTESA SANPAOLO S.P.A.	FBSEA	Intesa Sanpaolo S.p.A., Turin, Italy, to retain the federally licensed branch of former Sanpaolo IMI, S.p.A., in New York, New York.	Newspaper: Not available Federal Register: Not applicable
JPMORGAN CHASE & CO.	Investment	JP Morgan Structured Fund Management SAS ("JPMSFM") an indirect subsidiary of JP International Finance Limited ("JPMIF"), an Edge corporation and an indirect subsidiary of JPMorgan Chase Bank, National Association, Newark, Delaware, submits notice, pursuant to Section 211.9(f) of Regulation K, to permit the investment by a fund structure advised and deemed controlled by JPMSFM to make portfolio investments.	Newspaper: Not applicable Federal Register: Not applicable
MANUFACTURERS AND TRADERS TRUST COMPANY	* Branch	Manufacturers and Traders Trust Company requests approval to open and occupy a full-service branch to be located at BWI Airport, Anne Arundel County, Maryland 21240.	Newspaper: 05/05/2007 Federal Register: Not applicable
Orange County Bancorp	* 3A1	Orange County Bancorp, Inc., to acquire 100 percent of the voting shares of Orange County Trust Company, both of Middletown, New York.	Newspaper: Not available Federal Register: 05/21/2007

* Subject to the provisions of the Community Reinvestment Act

District: 2

Federal Reserve Bank of New York

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.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

District: 3
Federal Reserve Bank of Philadelphia
Filings received during the week ending April 28, 2007

Filer	Filing Type	Filing Proposal	End of Comment Period
NONE			

District: 3

Federal Reserve Bank of Philadelphia

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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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending April 28, 2007

Filer	Filing Type	Filing Proposal	End of Comment Period
COMMUNITY TRUST BANK, INC.	* Branch	Community Trust Bank, Inc., Pikeville, KY to establish a branch at Pullman Square, Huntington, WV.	Newspaper: 04/25/2007 Federal Register: Not applicable
MINSTER BANK	* Branch	Minster Bank, Minster, OH to provide mobile branch services to particular customers in Allen, Augulaize, Mercer, Shelby, Darke, Miami, and Montgomery Counties, OH.	Newspaper: 05/05/2007 Federal Register: Not applicable

District: 4

Federal Reserve Bank of Cleveland

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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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

* Subject to the provisions of the Community Reinvestment Act

District: 5**Federal Reserve Bank of Richmond****Filings received during the week ending April 28, 2007**

Filer	Filing Type	Filing Proposal	End of Comment Period
BANK OF LANCASTER	* Branch	Bank of Lancaster, Kilmarnock, Virginia, proposes to establish a branch at 15104 Northumberland Highway, Burgess, Virginia.	Newspaper: 05/18/2007 Federal Register: Not applicable
BANK OF MCKENNEY	* Branch	Bank of McKenney, McKenney, Virginia, proposes to establish a branch at 4300 Owens Way, Prince George, Virginia.	Newspaper: 05/07/2007 Federal Register: Not applicable
VIRGINIA COMMERCE BANK	* Branch	Virginia Commerce Bank, Arlington, Virginia, proposes to establish a branch at 14701 Lee Highway Units A 107 and 108, Centreville, Virginia.	Newspaper: 05/07/2007 Federal Register: Not applicable

District: 5

Federal Reserve Bank of Richmond

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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- 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.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

* Subject to the provisions of the Community Reinvestment Act

District: 6**Federal Reserve Bank of Atlanta****Filings received during the week ending April 28, 2007**

Filer	Filing Type	Filing Proposal	End of Comment Period
BANK INDEPENDENT	* Branch	Bank Independent, Sheffield, Alabama, to establish a branch located at The Crossings of Decatur, 2606 Highway 31, Decatur, Alabama.	Newspaper: 04/28/2007 Federal Register: Not applicable
BUCKHEAD COMMUNITY BANCORP, INC.	* 3A5	Buckhead Community Bancorp, Inc., Atlanta, Georgia, to merge with Allied Bancshares, Inc., and thereby acquire its subsidiary, First National Bank of Forsyth County, both of Cumming, Georgia.	Newspaper: Not available Federal Register: 05/29/2007
COVINGTON COUNTY BANK	* 18C	Covington County Bank, Andalusia, Alabama, to merge with People's Community Bank of the West Coast, Sarasota, Florida.	Newspaper: 05/24/2007 Federal Register: Not applicable
REGIONS BANK	* Branch	Regions Bank, Birmingham, Alabama, to establish branches at the following locations: 4626 General Degaulle Drive, Algiers, Louisiana, to be known as the Algiers Branch; 1300 Clayton Road, Ellisville, Missouri, to be known as the Ellisville Branch; 16046 Highway 280, Chelsea, Alabama, to be known as the Chelsea Branch; SW Quadrant of Three Oaks and Corkscrew, Estero, Florida, to be known as the Miromar Branch; 3080 Columbia Ave, Franklin, Tennessee, to be known as the Parkway Commons Branch; intersection of Boy Scout and Summerlin Drive, Ft. Myers, Florida, to be known as the Boyscout/Summerlin Branch; Parkside Drive at Turkey Cove Lane, Knoxville, Tennessee, to be known as the Parkside Plaza Branch; Parkstone Boulevard and SR 434, Winter Springs, Florida, to be known as the Parkstone - Winter Springs Branch; Highway 14 East and McQueen, Prattville, Alabama, to be known as the North Prattville Branch; and 8407 Little Road, New Port Richey, Florida, to be known as the Little Road Branch.	Newspaper: 05/09/2007 Federal Register: Not applicable
WGNB CORP.	* 3A5	WGNB Corp., Carrollton, Georgia, to merge with First Haralson Corporation, and thereby acquire its subsidiary, First National Bank of Georgia, both of Buchanan, Georgia.	Newspaper: 05/19/2007 Federal Register: 05/25/2007

District: 6
Federal Reserve Bank of Atlanta

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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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

District: 7**Federal Reserve Bank of Chicago****Filings received during the week ending April 28, 2007**

Filer	Filing Type	Filing Proposal	End of Comment Period
BROADWAY BANCORP, INC.	* 3A1	Broadway Bancorp, Inc., Chicago, Illinois, to become a bank holding company by acquiring 100 percent of the voting shares of Broadway Bank, Chicago, Illinois.	Newspaper: Not available Federal Register: 05/18/2007
COMERICA BANK	* Branch	Comerica Bank, Detroit, Michigan, to establish two branch facilities to be located at 13000 Saratoga-Sunnyvale Road, Saratoga, California and 955 J Street, San Diego, California.	Newspaper: Not available Federal Register: Not applicable
FIRST PERSONAL FINANCIAL CORP.	CIC	Notice by Randall R. Schwartz, the Susan M. Schwartz Trust, Orland Park, Illinois, Susan M. Schwartz as trustee of the Susan M. Schwartz Trust, Richard H. Schwartz, Esther V. Schwartz, both of Lemont, Illinois, the Clarence J. Ludwig Trust, Sarasota, Florida, Clarence J. Ludwig as trustee of the Clarence J. Ludwig Trust, the Mary Lou Ludwig Trust, Sarasota, Florida, Mary Lou Ludwig as trustee of the Mary Lou Ludwig Trust, the William D. Ludwig Trust, Lincoln, Nebraska, William D. Ludwig as trustee of the William D. Ludwig Trust, Linda S. Macaskill, the John D. Macaskill Revocable Trust, Sarasota, Florida, and John D. Macaskill as trustee of the John D. Macaskill Revocable Trust (collectively, "Notificants"), to retain over 25 percent of the voting shares of First Personal Financial Corp., Orland Park, Illinois ("Corp"), and thereby indirectly retain shares of First Personal Bank, Orland Park, Illinois.	Newspaper: 05/07/2007 Federal Register: 05/07/2007
FOX RIVER FINANCIAL CORPORATION	* 3A1	Fox River Financial Corporation, Burlington, Wisconsin, to become a bank holding company by acquiring 100 percent of the voting shares of Fox River State Bank, Burlington, Wisconsin.	Newspaper: Not available Federal Register: 05/03/2007
LIBERTYVILLE BANK & TRUST COMPANY	* Branch	Libertyville Bank & Trust Company, Libertyville, Illinois, to establish a branch facility to be located at 1001 Lakeview Parkway, Vernon Hills, Illinois.	Newspaper: 05/02/2007 Federal Register: Not applicable
ST ANNE BANCORP, INC.	* 3A1	St. Anne Bancorp, Inc., St. Anne, Illinois, to become a bank holding company by acquiring 100 percent of the voting shares of National Bank of Saint Anne, Saint Anne, Illinois.	Newspaper: Not available Federal Register: 05/18/2007

District: 7

Federal Reserve Bank of Chicago

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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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

* Subject to the provisions of the Community Reinvestment Act

District: 8**Federal Reserve Bank of St. Louis****Filings received during the week ending April 28, 2007**

Filer	Filing Type	Filing Proposal	End of Comment Period
COMMERCE BANCORP, INC	CIC	Notice by the Wilson-Gardner Family Control Group, Jackson, Mississippi, to retain control of Commerce Bancorp, Inc., Greenwood, Mississippi. The Control Group consists of Alice King Harrison, Forrest City, Arkansas; Fred Gillaspay Wilson, Jackson, Mississippi; John Frederick Wilson, Jackson, Mississippi; Margaret Gardner Wilson, Ridgeland, Mississippi; Margaret Wilson Ethridge, Madison, Mississippi; Ermis King Wilson, Sterlington, Louisiana; Edna Earl Douglas, Memphis, Tennessee; Alison Wilson Page, Sterlington, Louisiana; and Ermis M. Wilson, Sterlington, Louisiana.	Newspaper: Not available Federal Register: Not available
COMMUNITY FIRST BANCSHARES, INC.	* 3A3	Community First Bancshares, Inc., Harrison, Arkansas ("Community"), to acquire additional shares of White River Bancshares Company, Fayetteville, Arkansas ("Bancshares"), and thereby indirectly acquire Signature Bank, Fayetteville, Arkansas. The acquisition will result in Community retaining ownership of up to 23.13 percent of Bancshares stock.	Newspaper: 05/27/2007 Federal Register: 05/29/2007
FIRST BANK	* Branch	First Bank, St. Louis, Missouri, to establish a branch facility to be located at 7833 Highway N, Dardenne Prairie, Missouri.	Newspaper: 05/05/2007 Federal Register: Not applicable
FIRST STATE BANK	* Branch	First State Bank, Conway, Arkansas, to establish a branch facility to be located at 411 Hartsfield Drive, Searcy, Arkansas.	Newspaper: 05/10/2007 Federal Register: Not applicable
FIRST STATE BANK	* Branch	First State Bank, Conway, Arkansas, to establish a branch facility to be located at 815 North Maple Street, Searcy, Arkansas.	Newspaper: 05/10/2007 Federal Register: Not applicable
FIRST STATE BANK	* Branch	First State Bank, Conway, Arkansas, to establish a branch facility to be located at 6039 Heber Springs Road West, Quitman, Arkansas.	Newspaper: 05/10/2007 Federal Register: Not applicable
HOME BANCSHARES, INC.	* 3A3	Home Bancshares, Inc., Conway, Arkansas ("Home"), to acquire additional shares of White River Bancshares Company, Fayetteville, Arkansas ("Bancshares"), and thereby indirectly acquire Signature Bank, Fayetteville, Arkansas. The acquisition will result in Home retaining ownership of at least 20.0 percent of Bancshares stock.	Newspaper: 05/27/2007 Federal Register: 05/29/2007
JACKSON FINANCIAL CORPORATION	CIC	Notice by Peter Mahurin, Bowling Green, Kentucky, and Ben Lovell Cundiff, Cadiz, Kentucky, individually and as members of a group acting in concert, to gain control of Jackson Financial Corporation, Mayfield, Kentucky. The group consists of Messrs. Mahurin and Cundiff, Damon Salvatore Vitale, Bowling Green, Kentucky, and Charles Lester Key, Franklin, Kentucky.	Newspaper: 05/03/2007 Federal Register: Not available

District: 8**Federal Reserve Bank of St. Louis****Filings received during the week ending April 28, 2007**

Filer	Filing Type	Filing Proposal	End of Comment Period
LEGACY BANK & TRUST COMPANY	* Branch	Legacy Bank and Trust Company, Plato, Missouri, to establish a branch facility to be located at 175 Johnstown Drive, Rogersville, Missouri.	Newspaper: 05/10/2007 Federal Register: Not applicable
MISSOURI BANK, THE	* Branch	The Missouri Bank, Warrenton, Missouri, to establish a branch facility to be located at 3194 South Service Road East, Foristell, Missouri.	Newspaper: 05/03/2007 Federal Register: Not applicable

District: 8
Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

* Subject to the provisions of the Community Reinvestment Act

District: 9**Federal Reserve Bank of Minneapolis****Filings received during the week ending April 28, 2007**

Filer	Filing Type	Filing Proposal	End of Comment Period
1ST BANK	* 18C * Branch	1st Bank, Sidney, Montana, to purchase certain assets and assume certain liabilities of the Broadus, Montana branch of Rocky Mountain Bank, Billings, Montana, and incident thereto proposes to establish a branch at 201 North Wilber, Broadus, Montana.	Newspaper: Not available Federal Register: Not applicable
BLOOMER BANCSHARES, INC.	CIC	Notice by Archie Pecha, and Ardella Pecha, both of Arcadia, Florida, to gain control of Bloomer Bancshares, Inc., Bloomer, Wisconsin, and thereby indirectly gain control of Peoples State Bank of Bloomer, Bloomer, Wisconsin.	Newspaper: Not available Federal Register: 05/17/2007
FARMERS STATE BANK	* Branch	Farmers State Bank, Victor, Montana, to establish a branch facility at 3130 North Reserve, Missoula, Montana.	Newspaper: 05/01/2007 Federal Register: Not applicable
FIRST AMERICAN INVESTMENT, INC.	* 3A1	First American Investment, Inc., Lake Elmo, Minnesota to become a bank holding company by acquiring 100 percent of First American Bank, National Association, Hudson, Wisconsin, a de novo bank.	Newspaper: Not available Federal Register: 05/17/2007
FIRST NATIONAL BANK OF LEWISTOWN	Member * 18C * Branch	First National Bank of Lewistown, Lewistown, Montana, to be known as First Bank of Montana, Lewistown, Montana, proposes to become a member of the Federal Reserve System. In addition, First Bank of Montana, Lewistown, Montana, to merge with Western Bank of Chinook, N.A., Chinook, Montana, and incident thereto proposes to establish a branch at 327 Indiana Street, Chinook, Montana.	Newspaper: Not available Federal Register: Not applicable
Reliance Bancorporation, Inc.	* 3A1	Reliance Bancorporation, Inc., Faribault, Minnesota to become a bank holding company by acquiring 100 percent of Reliance Bank, Faribault, a de novo bank.	Newspaper: Not available Federal Register: 05/24/2007

District: 9

Federal Reserve Bank of Minneapolis

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.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

* Subject to the provisions of the Community Reinvestment Act

District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending April 28, 2007**

Filer	Filing Type	Filing Proposal	End of Comment Period
BANK AT BROADMOOR, THE	Premises	The Bank at Broadmoor, Colorado Springs, Colorado, to increase its investment in bank premises in the amount of \$844,603.	Newspaper: Not applicable Federal Register: Not applicable
CNBO BANCORP, INC.	CIC	Notifications filed by Richard W. Willhour, Jr., Inola, Oklahoma and Tommy L. Woods, Tulsa, Oklahoma, to individually control and by Richard W. Willhour, Jr., Inola, Oklahoma; Tommy L. Woods, Thomas J. O'Brien, Matthew Q. Klimisch, and John R. Woolman, all of Tulsa, Oklahoma; Stephen M. Murphy and Curtis L. Roberts, both of Jenks, Oklahoma, all acting as a group in concert to acquire control of the voting common stock of CNBO Bancorp, Inc., Pryor, Oklahoma, parent of Century National Bank of Oklahoma, Pryor, Oklahoma.	Newspaper: Not available Federal Register: 05/07/2007
DICKINSON FINANCIAL CORPORATION II	CIC	Notification by Jane A. Dickinson and Burton K. Dickinson, both of Kansas City, Missouri, as trustees of the Dickinson Family Stock Retention Trust Dated February 9, 1999; the Dickinson Grandchildren's Education Trust Dated February 9, 1999; the Chillicothe Properties Trust Dated July 30, 1998; to retain control of Dickinson Financial Corporation II, Kansas City, Missouri, and its subsidiaries including: Dickinson Financial Corporation and Bank Midwest, National Association, both in Kansas City, Missouri; Armed Forces Bank, National Association, Fort Leavenworth, Kansas; Armed Forces Bank of California, National Association, San Diego, California; Academy Bank, National Association, Colorado Springs, Colorado; Southern Commerce Bank, National Association, Tampa, Florida; and SunBank, National Association, Phoenix, Arizona, (in organization). Jane and Burton Dickinson are also filing to become members of the Dickinson Family Group, a group acting in concert, to control the above listed organizations.	Newspaper: 04/30/2007 Federal Register: 04/24/2007
GREEN COUNTRY BANCORPORATION, INC.	CIC	Notification by William Scott Martin Trust, and William S. Martin, Miami Beach, Florida, as trustee, to acquire control of Green Country Bancorporation, Inc., parent of The First State Bank, both in Ketchum, Oklahoma.	Newspaper: Not available Federal Register: 04/10/2007
MIDWEST REGIONAL BANCORP, INC.	* 3A1	Midwest Regional Bancorp, Inc., Festus, Missouri, to become a bank holding company through the acquisition of 100 percent of the voting shares of Federated Bancshares, Inc., Stilwell, Kansas, parent of The Bank of Otterville, Otterville, Missouri.	Newspaper: Not available Federal Register: 05/14/2007

* Subject to the provisions of the Community Reinvestment Act

District: 10

Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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

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

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

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

- O = Outstanding
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- SN = Substantial noncompliance

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

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

* Subject to the provisions of the Community Reinvestment Act

District: 11**Federal Reserve Bank of Dallas****Filings received during the week ending April 28, 2007**

Filer	Filing Type	Filing Proposal	End of Comment Period	
PLAINSCAPITAL BANK	* Branch	PlainsCapital Bank, Lubbock, Texas, to establish a branch to be located at 3100 South Hulen Street, Fort Worth, Texas 76109-1925.	Newspaper:	05/08/2007
			Federal Register:	Not applicable
PROFESSIONAL CAPITAL, INC.	* 3A3	Professional Capital, Inc., Dallas, Texas, and Professional Capital of Delaware, Inc., Wilmington, Delaware, to acquire up to 20 percent of Pioneer Bank, SSB, Dripping Springs, Texas. (in organization)	Newspaper:	05/19/2007
			Federal Register:	05/18/2007
PROFESSIONAL CAPITAL, INC.	4c8	Professional Capital, Inc., Dallas, Texas, to engage in Management Consulting Activities thru the BHC pursuant to Section 225.28(b)(i)(9)(A) of Regulation Y.	Newspaper:	Not applicable
			Federal Register:	Not available
SOUTHWEST BANCSHARES, INC.	* 3A1	Southwest Bancshares, Inc., San Antonio, Texas, to become a bank holding company by acquiring 100 percent of The Bank of San Antonio, San Antonio, Texas (de novo).	Newspaper:	Not available
			Federal Register:	05/25/2007
TIB THE INDEPENDENT BANKERSBANK	* 18C * Branch	TIB The Independent BankersBank, Irving, Texas, to merge with South Bay Bank, National Association, Torrance, California, and to establish a branch to be located at 17011 Beach Boulevard, Suite 1260, Huntington Beach, California.	Newspaper:	Not available
			Federal Register:	Not applicable

District: 11
Federal Reserve Bank of Dallas

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

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending April 28, 2007

Filer	Filing Type	Filing Proposal	End of Comment Period
MANHATTAN BANCORP	* 3A1	Manhattan Bancorp to become a bank holding company by acquiring 100 percent of Bank of Manhattan, N.A. (In Organization), both of El Segundo, California.	Newspaper: Not available Federal Register: 05/21/2007

District: 12

Federal Reserve Bank of San Francisco

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.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

* Subject to the provisions of the Community Reinvestment Act