
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 24, 1999

Banks, Foreign

ING Bank, N.V., Amsterdam, the Netherlands -- to establish a representative office in New York, New York.

- Approved, April 19, 1999

Enforcement

First National Summit Bankshares, Crested Butte, Colorado -- issuance of a combined order to cease and desist and order of assessment of a civil money penalty against Paul P. Piper, Jr., a former institution-affiliated party of the holding company and First National Summit Bank.

- Announced, April 16, 1999 (AC)

Foxdale Bancorp, South Elgin, Illinois, and Foxdale Bank -- written agreement dated March 25, 1999, with the Federal Reserve Bank of Chicago and the Illinois Office of Banks and Real Estate.

- Announced, April 22, 1999

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

Bank Branches, Domestic

Secretary

AmSouth Bank, Birmingham, Alabama -- to establish a branch at 11804 Bruce B. Downs Boulevard, Tampa, Florida.
- Approved, April 22, 1999

Richmond

Guaranty Bank, Charlottesville, Virginia -- to establish branches at the intersections of Park Terrace Drive and Lauderdale Drive, Richmond, and U.S. Route 29 and North Crossing, Charlottesville.
- Approved, April 21, 1999

Atlanta

The Community Bank, Nashville, Tennessee -- to establish a branch at 109 Holiday Court, Suite C-5, Franklin, Tennessee.
- Approved, April 22, 1999

St. Louis

The Elberfeld State Bank, Elberfeld, Indiana -- to establish a branch at 4424 Vogel Road, Evansville.
- Approved, April 21, 1999

Bank Holding Companies

Secretary

BancTenn Corporation, Kingsport, Tennessee -- to acquire shares of Paragon Commercial Bank, Raleigh, North Carolina, a de novo bank.
- Approved, April 22, 1999

Chicago

Bank of Montreal, Toronto, Canada, and Bankmont Financial Corp., Chicago, Illinois -- to engage in investing and trading activities and in buying and selling bullion and related activities through Nesbitt Burns Securities, Inc., New York, New York.
- Permitted, April 23, 1999

Bank Holding Companies

Kansas City

Clear Creek Bancorp, Inc., Idaho Springs, Colorado -- to acquire High Desert State Bank, Albuquerque, New Mexico.
- Withdrawn, April 21, 1999

San Francisco

Community Bancorp, Fallbrook, California -- to become a bank holding company through the acquisition of Fallbrook National Bank.
- Approved, April 23, 1999

Chicago

F&M Bancorporation, Inc., Kaukauna, Wisconsin, and F&M Merger Corporation -- to acquire shares of CBE, Inc., Elkhorn, and indirectly acquire Community Bank of Elkhorn.
- Approved, April 21, 1999

San Francisco

First National Bank of Nevada Holding Company, Scottsdale, Arizona -- to acquire First Bank of Arizona, N.A., a de novo bank.
- Approved, April 20, 1999

Chicago

Foresight Financial Group, Inc., Freeport, Illinois -- to acquire State Bank FFG, a de novo bank.
- Approved, April 22, 1999

Kansas City

Guaranty, Inc., Beloit, Kansas -- to invest in Beloit Development, L.P. and engage in community development activities.
- Approved, April 21, 1999

Director, BS&R

Hanmi Bank, Los Angeles, California -- to make community development investments in Clearinghouse Community Development Financial Institution, Lake Forest, California, and California Corporate Tax Credit Fund II, Boston, Massachusetts.
- Approved, April 19, 1999

Bank Holding Companies

Chicago

Iowa Community Bancorp, Inc., Creston, Iowa -- to become a bank holding company through the acquisition of Union-Adams Bancorp and thereby acquire Iowa State Savings Bank.

- Approved, April 21, 1999

St. Louis

Rich Land Bancorp, Olney, Illinois -- to acquire Cisne State Bank, Cisne.

- Approved, April 23, 1999

Dallas

Roxton Corporation Employee Stock Ownership Plan, Waco, Texas -- to acquire The Roxton Corporation, Celeste, and the First Bank, Roxton.

- Approved, April 22, 1999

Dallas

South Texas Bancorp of Delaware, Wilmington, Delaware -- to acquire Hebbroville State Bank, Hebbroville, Texas.

- Approved, April 23, 1999

Dallas

South Texas Bancorp, Inc., Hebbroville, Texas -- to become a bank holding company through the acquisition of South Texas State Bancorp of Delaware, Inc., Wilmington, Delaware, and Hebbroville State Bank, Hebbroville.

- Approved, April 23, 1999

Richmond

Southcoast Financial Corporation, Mt. Pleasant, South Carolina -- to become a bank holding company through the acquisition of Southcoast Community Bank.

- Approved, April 21, 1999

Philadelphia

Susquehanna Bancshares, Inc., Lititz, Pennsylvania -- to purchase shares of AExpert, Inc., Lancaster, Pennsylvania.

- Approved, April 22, 1999

Bank Holding Companies

Kansas City

Swedish-American Bancshares, Inc., Courtland, Kansas -- to acquire Swedish-American State Bank.

- Approved, April 23, 1999

New York

UBS AG, Basle, Switzerland -- to engage through Warburg Dillon Read, New York, New York, in acting as the general partner for certain private investment funds and as commodity pool operator for those funds.

- Approved, April 19, 1999

Director, BS&R

Valley View Bancshares, Inc., Overland Park, Kansas -- relief from a commitment made in connection with a merger with its affiliated holding companies.

- Granted, April 20, 1999

Change In Bank Control

Chicago

Decatur Corporation, Leon, Iowa -- change in bank control.

- Permitted, April 21, 1999

Kansas City

West Point Bancorp, Inc., West Point, Nebraska -- change in bank control.

- Permitted, April 21, 1999

Competitive Factors Reports

San Francisco

Bank of Bellingham, Bellingham, Washington -- report on competitive factors of the proposed merger with Horizon Bank.

- Submitted, April 1, 1999 (AC)

Chicago

Bank of Rantoul, Rantoul, Illinois -- report on competitive factors of the proposed merger with First National Bank of Rossville, Rossville.

- Submitted, April 20, 1999

Competitive Factors Reports

Chicago

Bank One, N.A., Columbus, Ohio; Bank One, Arizona, N.A., Phoenix, Arizona; Bank One, Indiana, N.A., Indianapolis, Indiana; Bank One, Kentucky, N.A., Louisville, Kentucky; NBD Bank, N.A., Indianapolis, Indiana; and NBD Bank, Elkhart, Indiana -- report on competitive factors of the proposed purchase and assumption, merger, and participation transactions related to the reorganization and consolidation of the Indiana banking and student loan business of the bank subsidiaries of Bank One Corporation, Chicago, Illinois.
- Submitted, April 20, 1999

San Francisco

BankInfinity.com, N.A., Seattle, Washington -- report on competitive factors of the proposal to commence operations as a limited purpose bank.
- Submitted, April 23, 1999

Richmond

Branch Banking and Trust Company of Virginia, Virginia Beach, Virginia -- reports on competitive factors of the proposed mergers with MainStreet Trust Company, National Association, Martinsville, and Tysons National Bank, McLean.
- Submitted, April 19, 1999

Chicago

Castle Bank, National Association, Sandwich, Illinois -- report on competitive factors of the proposed merger with Bank of Yorkville.
- Submitted, April 21, 1999

Cleveland

Community First Bank of Kentucky, Warsaw, Kentucky -- report on competitive factors of the proposed merger with Community First Bank, N.A., Maysville.
- Submitted, April 20, 1999

St. Louis

First & Farmers Bank of Somerset, Kentucky, and Bank of Cumberland, Burkesville -- report on competitive factors of the proposed merger with Union Planters Bank, N.A., Memphis, Tennessee.
- Submitted, April 23, 1999

Competitive Factors Reports

Chicago

First State Bank of Van Orin, Van Orin, Illinois -- report on competitive factors of the proposed merger with First Interim Bank of Van Orin.
- Submitted, April 21, 1999

St. Louis

First Volunteer Bank, Union City, Tennessee -- report on competitive factors of the proposed merger with First Citizens National Bank, Dyersburg.
- Submitted, April 23, 1999

Atlanta

Habersham Bank, Clarkesville, Georgia -- report on competitive factors of the proposed merger with Security State Bank, Canton.
- Submitted, April 21, 1999

St. Louis

LNB National Bank of Warrick County, Lynnville, Indiana -- report on competitive factors of the proposed merger with Lynnville National Bank.
- Submitted, April 23, 1999

Minneapolis

North Country Bank and Trust, Manistique, Michigan -- report on competitive factors of the proposed purchase of certain assets and assumption of the deposit liabilities of the Kaleva and Mancelona branches of Huntington National Bank, Columbus, Ohio.
- Submitted, April 21, 1999

Atlanta

Regions Bank, Birmingham, Alabama -- reports on competitive factors of the proposed mergers with The Arkansas Bank, N.A., Batesville, Arkansas, and establishment of three branches; The Arkansas Bank, Walnut Ridge, and establishment of three branches; The Planters Bank, Osceola, and establishment of two branches; and The Arkansas Bank, Jonesboro, and establishment of six branches.
- Submitted, April 21, 1999

Competitive Factors Reports

Chicago

Shoreline Bank, Benton Harbor, Michigan -- report on competitive factors of the proposed acquisition of the Sister Lake branch of Huntington National Bank, Columbus, Ohio.

- Submitted, April 19, 1999

San Francisco

SierraWest Bank, Truckee, California -- report on competitive factors of the proposed merger with Bank of the West, San Francisco.

- Submitted, April 14, 1999 (AC)

Dallas

Swiss Avenue State Bank, Dallas, Texas -- report on competitive factors of the proposed merger with PC Interim State Bank.

- Submitted, April 22, 1999

Extensions Of Time

Chicago

Arenzville Bancorp, Inc., Arenzville, Illinois -- extension to July 28, 1999, to become a bank holding company through the acquisition of First National Bank of Arenzville.

- Granted, April 20, 1999

St. Louis

BCC Bancshares, Inc., Hardin, Illinois -- extension to July 21, 1999, to become a bank holding company through the acquisition of shares of Bank of Calhoun County.

- Granted, April 20, 1999

Minneapolis

Community Bank Minnesota Employee Stock Ownership Plan, Owatonna, Minnesota -- extension to July 24, 1999, to become a bank holding company by increasing its ownership interest in Owatonna Bancshares, Inc.

- Granted, April 22, 1999

Extensions Of Time

New York

M&T Bank Corporation, Buffalo, New York, and Olympia Financial Corporation -- extension to August 22, 1999, to acquire by merger FNB Rochester Corp., Rochester, New York, and First National Bank of Rochester; and related application by Manufacturers and Traders Trust Company, Buffalo, to merge with First National Bank of Rochester, Rochester.

- Granted, April 19, 1999

St. Louis

Southern Commercial Bank, St. Louis, Missouri -- extension to July 19, 1999, to establish a branch at 5638 Telegraph Road.

- Granted, April 23, 1999

Membership

Kansas City

American Bank of Baxter Springs, Baxter Springs, Kansas -- to become a member of the Federal Reserve System.

- Approved, April 23, 1999

Richmond

Clemson Bank & Trust, Clemson, South Carolina -- to become a member of the Federal Reserve System.

- Approved, April 23, 1999

St. Louis

First Financial Bank, El Dorado, Arkansas -- to become a member of the Federal Reserve System.

- Approved, April 21, 1999

Minneapolis

State Bank of La Crosse, La Crosse, Wisconsin -- to become a member of the Federal Reserve System.

- Approved, April 20, 1999

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, April 24, 1999

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)	Ipswich Bancshares, Inc., Ipswich, Massachusetts - application to become a bank holding company through the acquisition of 100% of Ipswich Savings Bank, Ipswich, Massachusetts	Newspaper - 5/17/1999 Fed. Reg. - 5/24/1999

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:

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 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, April 24, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Moscow Narodny Bank, London, England, to establish a representative office in New York, New York.	Newspaper – N/Avail
FBSEA	Caixa Geral de Depositos, Lisbon, Portugal, to establish a branch in New York, New York.	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>
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)	Barclays PLC, Barclays Bank PLC, both of London, England, Bayerische Hypo-und Vereinsbank AG, Munich, Germany, and Deutsche Bank AG, Frankfurt, Germany, through their affiliates, to establish and operate, through Global Trust Organization, LLC, in global interoperable network of participating financial institutions that will operate as certification authorities.	Fed Reg – N/Avail

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

<i>Type</i>	<i>Application</i>
25A	Citibank Overseas Investment Corporation, New Castle, Delaware, to acquire certain assets from an organization that is not an affiliate or joint venture.

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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NI = Needs to improve

SN = Substantial noncompliance

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

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

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

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

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, April 24, 1999

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>	
Inv.	MBNA Corporation, Wilmington, DE, to invest an additional \$125 million in the common stock of MBNA Internatinoal Bank Limited, its wholly owned United Kingdom banking subsidiary (MBNA International).	

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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, April 24, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c) Branch	Received application from Community First Bank and Trust Company, Celina, OH on 04/19/1999 to merge with Union Trust Bank, Union City, IN and incident thereto establish branches.	05/14/1999

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)	Received notification from Fifth Third Bancorp, Cincinnati, OH on 04/19/1999 to acquire Emerald Financial Corp., and its wholly-owned subsidiary, Strongsville Savings Bank, both of Strongsville, OH.*	Fed Reg – 05/20/1999

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.

The federal bank regulators use the following four 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 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, April 24, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	FNB Southeast, Reidsville, North Carolina, to establish a branch at 4638 Hicone Road, Greensboro, North Carolina.*	Newspaper – 05/06/1999
Branch	FNB Southeast, Reidsville, North Carolina, to establish a branch at 3202 Randleman Road, Greensboro, North Carolina.*	Newspaper – 05/06/1999
Branch	Virginia Commerce Bank, Arlington, Virginia, to establish a branch at 506 King Street, Alexandria, Virginia.*	Newspaper – 05/07/1999
Branch	Resource Bank, Virginia Beach, Virginia, to establish a branch at 501 Independence Parkway, Suite 105, Chesapeake, Virginia.*	Newspaper – 05/07/1999

*Subject to the provisions of the Community Reinvestment Act.

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	City Holding Company, Charleston, West Virginia, to merge with Frontier Bancorp, Redondo Beach, California.*	Fed Reg - N/Avail Newspaper – N/Avail
3(a)(3)	BB&T Corporation, Winston-Salem, North Carolina, to acquire Mason-Dixon Bancshares, Inc., Westminster, Maryland.*	Fed Reg – N/Avail Newspaper – N/Avail

*Subject to the provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	BB&T Corporation, Winston-Salem, North Carolina, to engage in providing credit related insurance through Bay Insurance, LLC, Baltimore, Maryland; and to also engage in consumer finance activities through Rose Shanis Financial Services, LLC, Baltimore, Maryland.	Fed Reg – N/Avail

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

<i>Type</i>	<i>Application</i>
3(a)(1)	RHBT Financial Corporation, Rock Hill, South Carolina, to become a bank holding company through the acquisition of 100% of the voting shares of Rock Hill Bank & Trust, Rock Hill, South Carolina.

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>
976226	The Fauquier Bank 10 Courthouse Square Warrenton, Virginia 20186-2800	02/08/1999	04/24/1999	O		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, April 24, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Equitable Bank, Ft. Lauderdale, Florida, to establish a branch located at 5420 University Drive, Coral Springs, Florida, to be known as the North Springs Banking Center.	04/28/1999*
18(c)	Republic Security Bank, West Palm Beach, Florida, to acquire certain assets and assume certain liabilities of nine branch offices of First National Bank of Central Florida, Longwood, Florida. The branches are at the following locations: Northdale Branch, located at 15692 N. Dale Mabry, Tampa, Florida; North Pointe Branch, located at 13508 N. Florida Avenue, Suite A, Tampa, Florida; Hillsborough Branch, located at 2333 W. Hillsborough Avenue, Tampa, Florida; Town & Country Branch, located at 7095 W. Waters Avenue, Tampa, Florida; West Village Branch, located at 5320 Erlich Road, Tampa, Florida; Hyde Park Branch, located at 2100 W. Swann Avenue, Tampa, Florida; Field of Dreams Branch, located at 7131 N. U.S. Highway 441, Ocala, Florida; Zephyrhills Branch, located at 7325 Gall Boulevard, Zephyrhills, Florida; and Temple Terrace Branch, located at 8837 56 th Street, Temple Terrace, Florida.	05/21/1999*

*Subject to provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	BOE Bancshares, Inc., Edison, Georgia, prior notification filed by Charlotte L. Collins; D. Conner Collins; Benjamin A. Dismukes; Cornelia L. Savage; Carla T. Toal; Robert D. Toal; Laurie H. Turner; Robert Turner; and Michelle B. Turner, to collectively acquire 2.23 percent of the outstanding shares of BOE Bancshares, Inc., Edison, Georgia. Total ownership will equal 18.90 percent.	Fed Reg – 05/14/1999*

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)	Banco Espirito Santo e Comercial de Lisboa, S.A., Lisbon, Republic of Portugal; E.S. Control Holding S.A., Luxembourg; Espirito Santo Financial Group S.A., Luxembourg; E.S. International Holding S.A., Luxembourg; Espirito Santo Financial (Portugal) Sociedade Gestora de Participacoes Sociais, S.A., Lisbon, Republic of Portugal; Bespar Sociedade Gestora de Participacoes Sociais, S.A., Lisbon, Republic of Portugal; to become bank holding companies through the acquisition of Espirito Santo Bank, Miami, Florida.	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>
4(c)(8)	Community Trust Financial Services Corporation, Hiram, Georgia, to acquire five offices of Drummond Association, Inc., Cartersville, Georgia, and thereby engage in consumer finance business, credit insurance, and tax planning and preparation services.
COM	Southern Bancorp, Inc., Marietta, Georgia, commitment waiver request.
4(c)(8)	South Georgia Bank Holding Company, Omega, Georgia, to acquire SGBC Financial Services, Inc., Omega, Georgia, and thereby engage in selling mutual funds, annuities, and insurance products for individuals and small businesses.
4(c)(8)	SunTrust Banks, Inc., Atlanta, Georgia, through its wholly-owned subsidiary, SunTrust Community Development Corporation, to acquire Regency Constructors, Inc., and Regency Development Associates, Inc., both of Raleigh, North Carolina, and thereby engage in community development activities.

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 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, April 24, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branches	Old Kent Bank Grand Rapids, Michigan 44777 Mound Rd. Sterling Heights, Michigan M-21 Lowell, Michigan 2900 Thornhills Drive, S.E. Grand Rapids, Michigan	Newspaper – 4/9/1999
18(c) & Branches	Pullman Bank and Trust Company Chicago, Illinois Regency Savings Bank, F.S.B. Naperville, Illinois and thereby to establish branches at 1350 E. Sibley Blvd. Dolton, Illinois 2600 Sauk Trail Sauk Village, Illinois 3501 E. 106 th Street Chicago, Illinois 17150 S. Torrence Avenue Lansing, Illinois	Newspaper – N/Avail

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	Decatur Corporation* Leon, Iowa Spectrum Bancorporation, Inc. Omaha, Nebraska Rushmore Financial Services, Inc. Omaha, Nebraska Rushmore Bank & Trust Company Rapid City, South Dakota F&M Bank Watertown, South Dakota	Fed Reg – 5/3/1999 Newspaper – 5/9/1999

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)	The Bancorp, Inc.* Cedarburg, Wisconsin Elcho Bancorporation, Inc. Elcho, Wisconsin Northwoods State Bank Elcho, Wisconsin	Fed Reg – 5/14/1999 Newspaper – 5/10/1999
3(a)(3)	Independent Bank Corporation* Ionia, Michigan New MSB Bank Bay City, Michigan	Fed Reg – 5/13/1999 Newspaper – N/Avail
CIC	Greater Chicago Financial Corp. Chicago, Illinois By Edward S. Salomon and Salvatore T. Scambietterra, a/k/a Sam Scott	Fed Reg – N/Avail Newspaper – 3/26/1999
4(c)(8)	Old Kent Financial Corporation Grand Rapids, Michigan CFSB Bancorp, Inc. Lansing, Michigan Community First Bank Lansing, Michigan Capital Consolidated Financial Corporation Lansing, Michigan Community First Mortgage Company Lansing, Michigan	Fed Reg – 5/21/1999 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>
S/R	Greater Chicago Financial Corp. Chicago, Illinois To redeem 187,280.41 shares of its outstanding shares

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>
37743	Calumet County Bank 103 N. Main Street Brillion, Wisconsin 54110 (920) 756-2181	11/30/1998	4/20/1999	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, April 24, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Notice by MidSouth Bank, Jonesboro, Arkansas, to establish a branch at 4818 E. Highland Drive, Jonesboro, Arkansas.*	4/30/1999

* Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	Notice by Simmons First National Corporation, Pine Bluff, Arkansas, to acquire NBC Banc Corp., El Dorado, Arkansas (previously reported during the week ending April 17, 1999).*	Newspaper – 5/15/1999 Fed Reg – 5/17/1999
CIC	Notice involving Raymond Bancorp, Inc., Raymond, Illinois, by Larry D. Wernsing, Raymond, Illinois.	Newspaper – 5/11/1999 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>
4(c)(8)	Notice by Sharon Bancshares, Inc., Martin, Tennessee, to acquire American Holdings Investments, Inc., Union City, Tennessee, and thereby engage in lending activities, pursuant to Section 225.28(b)(1) of Regulation Y (previously acknowledged in Section III of this report during the week ending April 17, 1999).

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.

<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>
2503569	REVISED Pinnacle Bank Little Rock, Arkansas	1/4/1999	4/21/1999	NI		S

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, April 24, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c) & Branch	BANKFIRST, Sioux Falls, South Dakota, to merge with Minnesota BANKFIRST, Minneapolis, Minnesota, and incident thereto establish a branch.*	05/08/1999
Branch	Big Sky Western Bank, Big Sky, Montana, proposes to establish a branch in Bozeman, Montana*	04/30/1999

* - 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)	First Interstate BancSystem, Inc., Billings, Montana, for prior approval to acquire 100% of the voting shares of Security State Bank Shares, Polson, Montana.*	Fed Reg - 05/24/1999
3(a)(1)	Commercial Bancshares, Inc., Minnetonka, Minnesota, proposes to become a bank holding company through the acquisition of 100% of the voting shares of First Commerce Bank, Bloomington, Minnesota, a <u>de novo</u> bank.*	Fed Reg - 05/14/1999

* - 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>
MBR	First Commerce Bank, Bloomington, Minnesota, a <u>de novo</u> bank, proposes 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.

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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>
659855	First Interstate Bank Billings, Montana	11/30/1998	04/19/1999	O	X	

Section VI – CRA examinations scheduled for Quarter of

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

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, April 24, 1999

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>	
Member	First American Bank, Stonewall, Oklahoma, for membership in the Federal Reserve System.	

Section V – Availability of CRA public evaluations

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

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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>
456755	Exchange Bank & Trust Company Perry, Oklahoma	01/25/1999	04/22/1999	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, April 24, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	United Central Bank, Garland, TX, to establish a branch at 710 West Parker Road, Plano, TX, 75075*	Newspaper – 05/03/1999

*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	Phillip G. Newsom, Ennis, TX, only notificant, to acquire an interest in Palmer Bancshares, Inc., Palmer, TX* (Previously reported the week ending April 17, 1999)	Fed Reg – 04/21/1999 Newspaper – 05/03/1999

*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)	A. B. Bancshares, Inc., Houston, TX, to acquire A. B. Bancshares of Delaware, Inc., Wilmington, DE, and American Bank, Houston, TX
3(a)(1)	A. B. Bancshares of Delaware, Inc., Wilmington, DE, to acquire American Bank, Houston, TX

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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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, April 24, 1999

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)	Bank On It, Inc., Stockton, California, to become a bank holding company by acquiring Community Bank of San Joaquin (Proposed), Stockton, California. *	Newspaper – 05/11/1999 Fed Reg – 05/17/1999

* 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>
Waiver	Banque Nationale de Paris, Paris, France, and BancWest Corporation, Honolulu, Hawaii, requests a waiver of any Bank Holding Company Act application requirement in connection with its proposed acquisition of SierraWest Bancorp and its subsidiary, SierraWest Bank, Truckee, California, and the subsequent merger of SierraWest Bank with and into Bank of the West, San Francisco, California.

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

<i>Type</i>	<i>Application</i>
3(a)(5)(C)	Community Bancorp, Inc., to become a bank holding company by acquiring Fallbrook National Bank, both of Fallbrook, California.
S/R	Santa Lucia Bank, Atascadero, California, to repurchase up to ten percent of its outstanding common stock.

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>
36063	Bank of Commerce 9918 Hibert Street San Diego, CA 92196-0489 (619) 536-4505	11/02/1998	04/23/1999	S	X	

The above listing has been prepared as a courtesy by the Federal Reserve Bank of San Francisco, and is not intended to replace formal notices required by statute or regulation; the Reserve Bank assumes no responsibility for errors or omissions.

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

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