
Federal Reserve Release



H.2

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

No. 24

Week Ending June 12, 1999

Bank Holding Companies

First Union Corporation, Charlotte, North Carolina -- request for an exemption from section 23A of the Federal Reserve Act to facilitate First Union's contribution of stock in a nonbank subsidiary to an affiliated national bank.

- Approved, June 11, 1999

Banks, Foreign

Caisse Nationale de Credit Agricole, Paris, France; Paribas, Paris; and Commerzbank AG, Frankfurt, Germany -- request for an exemption under section 4(c)(9) to hold interests in Credit Lyonnais S.A., Paris.

- Approved, June 11, 1999

Competitive Factors Reports

The Washington Trust Company of Westerly, Westerly, Rhode Island -- report on competitive factors of the proposed merger with PierBank, Narragansett.

- Submitted, June 3, 1999 (AC)

General Accounting Office

General Accounting Office -- response to GAO report entitled "Electronic Banking: Enhanced Federal Oversight of Internet Banking Activities."

- Approved, June 4, 1999 (AC)

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

Centura Bank, Rocky Mount, North Carolina -- to establish a branch at 17505 West Catawba Avenue, Suite 100, Cornelius.
- Approved, June 9, 1999

Chicago

Civitas Bank, St. Joseph, Michigan -- to establish branches at 415 Lincoln Avenue, Evansville, Indiana; 4141 Office Plaza Boulevard, Indianapolis; and 540 Green Meadows Drive, Greenfield.
- Approved, June 11, 1999

Secretary

Compass Bank, Birmingham, Alabama -- to establish branches at 400 University Park Drive, Homewood, Alabama, and 8715 Village Drive, San Antonio, Texas.
- Approved, June 9, 1999

St. Louis

English State Bank, English, Indiana -- to establish a branch at State Roads 64 and 66, Milltown.
- Approved, June 11, 1999

Chicago

Irwin Union Bank and Trust Company, Columbus, Indiana -- to establish a branch at 555 West Crosstown Parkway, Suite 100, Kalamazoo, Michigan.
- Approved, June 10, 1999

Cleveland

Wesbanco Bank Wheeling, Wheeling, West Virginia -- to establish limited service branches at 301 Adams Street, Fairmont; 344 High Street, Morgantown; 140 West Main Street, Clarksburg; 415 Market Street, Parkersburg; and 300 Tennessee Avenue, Charlestown.
- Approved, June 11, 1999

Bank Holding Companies

Atlanta

The Banc Corporation, Birmingham, Alabama -- to merge with C&L Banking Corporation, Bristol, Florida, and thereby acquire its subsidiary, C&L Bank of Bristol, and to acquire C&L Bank of Blountstown, Blountstown.

- Approved, June 7, 1999

Secretary

BancTenn Corporation, Kingsport, Tennessee -- to acquire common stock of Independence Bank, Kernersville, North Carolina.

- Approved, June 9, 1999

Philadelphia

BT Financial Corporation, Johnstown, Pennsylvania -- to acquire First Philson Corporation, Berlin, and thereby acquire its subsidiary, First Philson Bank.

- Approved, June 10, 1999

Chicago

Chemical Bank Bay Area, Bay City, Michigan -- to acquire the Linwood and Standish, Michigan, branches of National City Bank, Michigan/Illinois, Bannockburn, Illinois, and establish branches.

- Approved, June 9, 1999

Atlanta

Cherokee Banking Company, Canton, Georgia -- to become a bank holding company through the acquisition of Cherokee Bank, N.A., a de novo bank.

- Approved, June 10, 1999

St. Louis

Commonwealth Bancshares, Inc., Shelbyville, Kentucky -- to acquire shares of First Security Bank, F.S.B, Florence, a de novo bank.

- Approved, June 8, 1999

Atlanta

Community Financial Group, Inc., Nashville, Tennessee -- to acquire through its subsidiary, The Bank of Nashville, shares of Machinery Leasing Company of North America, Inc., a de novo joint venture, and thereby engage in leasing activities.

- Approved, June 8, 1999

Bank Holding Companies

St. Louis

Delta Bancshares of Louisiana, Inc., Oak Grove, Louisiana -- to become a bank holding company through the acquisition of West Carroll Community Bank, Oak Grove, Louisiana, and to acquire, through merger, Delta Bancshares, Inc., Eudora, Arkansas, and thereby acquire The Eudora Bank.

- Approved, June 9, 1999

Atlanta

East Alabama Financial Group, Inc., Wedowee, Alabama -- to become a bank holding company through the acquisition of Small Town Bank.

- Approved, June 9, 1999

Dallas

First Louisiana Bancshares, Inc., Shreveport, Louisiana -- to become a bank holding company through the acquisition of First Louisiana Bank.

- Approved, June 7, 1999

St. Louis

First Premier Financial Corporation, St. Louis, Missouri -- to become a bank holding company through the acquisition of Premier Bancshares, Inc., Jefferson City.

- Approved, June 11, 1999

New York

J.P. Morgan & Co., Incorporated, New York, New York -- to acquire through its subsidiary, J.P. Morgan Capital Corporation, in a joint venture with other investors, shares of PeopleFirst.com Inc., San Diego, California, and thereby engage in extending credit and servicing loans and activities related to extending credit.

- Approved, June 11, 1999

Minneapolis

Kircher Bank Shares, Inc., Olivia, Minnesota -- to become a bank holding company through the acquisition of Citizens State Bank of Olivia.

- Approved, June 11, 1999

Atlanta

Manufacturers Bancshares, Inc., Tampa, Florida -- to become a bank holding company through the acquisition of Manufacturers Bank.

- Approved, June 8, 1999

Bank Holding Companies

Chicago

Republic Bancorp, Inc., Ann Arbor, Michigan -- to convert D&N Bank, Hancock, to a state-chartered savings bank.
- Approved, June 9, 1999

Chicago

Strategic Capital Bancorp, Inc., Champaign, Illinois -- to become a bank holding company through the acquisition of Strategic Capital Bank, a de novo bank.
- Approved, June 10, 1999

Bank Mergers

Philadelphia

First Leesport Bancorp, Inc., Leesport, Pennsylvania -- to merge with Merchants of Shenandoah Ban-corp, Shenandoah, and thereby acquire its subsidiary, Merchants Bank of Pennsylvania.
- Approved, June 8, 1999

Banks, Nonmember, And Miscellaneous Institutions

Kansas City

Capital Federal Financial, Topeka, Kansas -- for registration as an ESOP lender under Regulation U.
- Approved, June 8, 1999

Banks, State Member

Kansas City

State Bank, Palmer, Nebraska -- to declare a dividend.
- Approved, June 10, 1999

Change In Bank Control

Atlanta

Manufacturers Bancshares, Inc., Tampa, Florida -- change in bank control notices.
- Permitted, June 8, 1999

Competitive Factors Reports

Atlanta

AmTrade International Bank of Florida, Miami, Florida -- report on competitive factors of a proposal to convert from a noninsured Florida agreement corporation to a Florida branch of AmTrade International Bank of Georgia, Atlanta, Georgia.
- Submitted, June 9, 1999

Richmond

The Bank of Franklin, Franklin, Virginia -- report on competitive factors of the proposed merger with The Bank of Sussex and Surry, Wakefield.
- Submitted, June 10, 1999

Richmond

The Fidelity Bank, Fuquay-Varina, North Carolina -- report on competitive factors of the proposed acquisition of the Gibsonville, Kings Mountain, Polkville, Shelby, Stokesdale, Stoneville, and Wentworth branches of First-Citizens Bank & Trust Company, Raleigh.
- Submitted, June 9, 1999

St. Louis

First Bank & Trust, Mt. Juliet, Tennessee -- report on competitive factors of the proposed merger with National Bank of Commerce, Memphis.
- Submitted, June 7, 1999

Richmond

First National Bank, Orangeburg, South Carolina -- report on competitive factors of the proposed merger with FirstBank, National Association, Beaufort.
- Submitted, June 8, 1999

New York

FirstBank Puerto Rico, San Juan, Puerto Rico -- report on competitive factors of the proposed acquisition of certain assets and assumption of the liabilities of the Hato Rey, Puerto Rico, branch of Royal Bank of Canada, Montreal, Canada.
- Submitted, June 8, 1999

Competitive Factors Reports

Richmond

FirstBank, National Association, Beaufort, South Carolina -- report on competitive factors of the proposed merger with FirstBank of the Midlands, National Association, Columbia.

- Submitted, June 8, 1999

Cleveland

Geauga Savings Bank, Newbury, Ohio -- report on competitive factors of the proposed merger with Great Lakes Bank, Mentor.

- Submitted, June 4, 1999 (AC)

Cleveland

The Huntington National Bank, Columbus, Ohio -- report on competitive factors of the proposed merger with Huntington Interim Bank.

- Submitted, June 7, 1999

Richmond

JRB Acquisition Bank, Inc., Suffolk, Virginia -- report on competitive factors of the proposed merger with State Bank of Remington, Inc., Remington.

- Submitted, June 11, 1999

Secretary

SunTrust Bank, Tallahassee, N.A., Tallahassee, Florida -- report on competitive factors of the proposed merger with SunTrust Bank, West Florida, Pensacola.

- Submitted, June 11, 1999

Minneapolis

Triumph State Bank, Trimont, Minnesota -- report on competitive factors of the proposed purchase of the assets and assumption of the liabilities of the Darfur branch of Southwest State Bank, Windom.

- Submitted, June 11, 1999

Minneapolis

United Prairie Bank-Mountain Lake, Mountain Lake, Minnesota -- report on competitive factors of the proposed purchase of the assets and assumption of the liabilities of the Springfield branch of Southwest State Bank, Windom.

- Submitted, June 10, 1999

Extensions Of Time

Kansas City

Adams Bank & Trust Company, Ogallala, Nebraska -- extension to September 24, 1999, to merge with Bank of Indianola, Indianola.

- Granted, June 8, 1999

Dallas

A.N.B. Holding Company, Ltd., Terrell, Texas -- extension to September 13, 1999, to acquire The ANB Corporation, The ANB Delaware Corporation; and The American National Bank of Texas.

- Granted, June 11, 1999

Atlanta

Cumberland Bancorp, Inc., Carthage, Tennessee -- extension to September 8, 1999, to acquire an interest in The Murray Bank, Murray, Kentucky, and engage in operating a savings association.

- Approved, June 8, 1999

San Francisco

Silver State Bancorp, Henderson, Nevada -- extension to September 17, 1999, to become a bank holding company through the acquisition of Silver State Bank.

- Granted, June 7, 1999

International Operations

Director, BS&R

First Union National Bank of North Carolina, Charlotte, North Carolina -- request for relief from a commitment that would allow its agreement corporation, First Union Overseas Investment Corporation, to hold a portfolio investment in Besso Holdings Ltd., London, England.

- Granted, June 7, 1999

Membership

Cleveland

Settlers Bank, Marietta, Ohio -- membership in the Federal Reserve System.

- Approved, June 7, 1999

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, June 12, 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>
Change in Control	The KSB Bancorp, Inc. Employee Stock Ownership Plan, Kingfield, Maine - to increase percentage of ownership of voting shares of KSB Bancorp, Inc., Kingfield, Maine	Newspaper - N/Avail Fed. Reg. - 6/21/1999

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.

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for

Quarter of

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

District 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, June 12, 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
Branch	Summit Bank, Hackensack, New Jersey, to establish a branch office located at 2000 Windrows Drive, Princeton, New Jersey.*	Newspaper – 07/01/1999
Branch	Manufacturers and Traders Trust Company, Buffalo, New York, to establish branch offices located at the following locations: (1) 151 North Main Street, New City, New York; (2) Indian Rock Shopping Center, Route 59 and Hemion Road, Montebello, New York; (3) Newton Plaza II, 595 New Loudon Road, Colonie, New York.*	Newspaper – 07/05/1999
18(c)	HSBC Bank USA, Buffalo, New York, to merge into Republic National Bank of New York, New York, New York (“Republic Bank”), and to establish branches, upon Republic Bank’s conversion from a national to a state-chartered bank. It will then change its name to HSBC Bank USA (“New HSBC Bank”).*	Newspaper – N/Avail
9	New HSBC Bank, Buffalo, New York, to establish a branch in the location of HSBC Bank’s non-U.S. branch in Nassau, Bahamas.*	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>
3(a)(1)	Maham Beteiligungsgesellschaft AG, Zurich, Switzerland, to acquire 25 percent of the shares of Habib American Bank, New York, New York.*	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(1)	USHoldCo, to become a bank holding company with respect to Republic Bank.*	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>
3(a)(5)	HSBC Americas, Inc., Buffalo, New York, to merge into RNYC, with RNYC as the surviving bank holding company that will acquire indirect control of HSBC Bank USA, Buffalo, New York.*	Newspaper – N/Avail 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>
4(c)(8)	Fuji Bank, Ltd., Tokyo, Japan, to acquire through its subsidiary, Heller Financial Inc., Chicago, Illinois, up to 100 percent of the capital stock of HealthCare Financial Partners, Inc., Chevy Chase, Maryland, and thereby engage in lending and related servicing activities.	Fed Reg – N/Avail
4(c)(8)	Westdeutsche Landesbank Girozentrale, Dusseldorf, Germany, to acquire, through its wholly-owned subsidiary, Criterion Investment Management, LLC, 100 percent of the assets of the fixed-income investment management division of Nicholas-Applegate Capital Management, Houston, Texas, and thereby engage in financial and investment advisory activities.	Fed Reg – N/Avail
4(c)(8)	HSBC Holdings plc, London, England, HSBC Finance Netherlands, London, England, HSBC Holding BV, Amsterdam, Netherlands, and a to-be-formed U.S. holding company, to acquire indirect control of the U.S. nonbanking subsidiaries of Republic New York Corporation, New York, New York, namely: (i) Republic Bank Delaware National Association, Wilmington, Delaware, (ii) Republic New York Securities Corporation, New York, New York, and (iii) Republic Business Credit Corporation, New York, New York, and thereby engage in certain nonbanking activities.	Fed Reg – N/Avail

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

<i>Type</i>	<i>Application</i>
25A	Morgan Guaranty International Finance Corporation, Newark, Delaware, to extend its corporate existence for an additional twenty years.

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

<i>Type</i>	<i>Application</i>
25A	HSBC Holdings plc, London, England, HSBC Finance Netherlands, London, England, HSBC Holding BV, Amsterdam, Netherlands, and a to-be-formed U.S. holding company, to acquire indirect control of the Edge subsidiaries of RNYC, Republic International Bank of New York (Miami), Miami, Florida, and Republic International Bank of New York (Delaware), Wilmington, Delaware.
4(c)(13)	HSBC Holdings plc, London, England, HSBC Finance Netherlands, London, England, HSBC Holding BV, Amsterdam, Netherlands, and a to-be-formed U.S. holding company, to acquire the non-U.S. investments of RNYC, including Safra Republic Holdings S.A., Luxembourg.
25	New HSBC Bank USA, Buffalo, New York, to acquire control of HSBC Bank USA's Agreement Corporation subsidiary, Marine Midland Overseas Corporation, Buffalo, New York.
Member	Republic National Bank of New York (after conversion to a New York State charter), to become a member bank.

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**

Institution

Location

None

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, June 12, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Main Street Bank, Reading, PA, to establish a branch office on the existing property at 555 Penn Avenue, West Reading, County of Berks, PA.	06/25/1999

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

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

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

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

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

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SN = Substantial noncompliance

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<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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, June 12, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Received notice on 06/10/1999 from Provident Bank, Cincinnati, OH of its intent to establish a branch at 9934 Waterstone Blvd., Cincinnati, OH.*	06/21/1999
Branch	Received notice on 06/10/1999 from Mid Am Bank, Toledo, OH of its intent to establish a branch at 838 Mill Lake Rd., Fort Wayne, IN.*	06/11/1999

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Section 3(a)(1)	Received application on 06/07/1999, from Third Street Bancshares, Inc., Marietta, OH of its intent to acquire all of the outstanding shares of Settlers Bank, Marietta, OH.	Fed Reg – 07/08/1999

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>
Member	Received application on 06/09/1999 from North Side Bank and Trust Company, Cincinnati, OH to become a member of the Federal Reserve System.
4(c)(8)	Received notice on 06/07/1999 from Fifth Third Bancorp, Cincinnati, OH of its intent to acquire Vanguard Financial Company, Cincinnati, OH.
4(c)(8)	Received notice from Wayne Banc Corp., Wooster, OH of its intent to establish a de novo subsidiary, MidOhio Data, which will engage in permissible data processing activities.
4(c)(8)	Received notice from Tri-State First Bank, Inc., East Liverpool, OH of its intent to establish a de novo subsidiary, Gateminder Corporation, which will engage in permissible data processing 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.

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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**

Institution

Location

None

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, June 12, 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)(3)	Cardinal Financial Corporation, Fairfax, Virginia, to acquire Cardinal Bank - Manassas/Prince William, N.A., Manassas, Virginia, and Cardinal Bank – Dulles, N.A., Reston, Virginia, both organizing banks.*	Fed Reg – 07/06/1999 Newspaper – 07/02/1999
3(a)(3)	First Union Corporation, Charlotte, North Carolina, to acquire additional shares of United Bancshares, Inc., Philadelphia, Pennsylvania.*	Fed Reg – 07/08/1999 Newspaper – N/Avail
3(a)(1)	AmericasBank Corp, Baltimore, Maryland, to become a bank holding company through the acquisition of 100% of the voting shares of AmericasBank, Baltimore, Maryland.*	Fed Reg – 07/09/1999 Newspaper – N/Avail
3(a)(1)	Peoples Bancorp of North Carolina, Inc., Newton, North Carolina, to become a bank holding company through the acquisition of 100% of the voting shares of Peoples Bank, Newton, North Carolina.*	Fed Reg – N/Avail Newspaper – N/Avail

*Subject to the provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

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

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

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

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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>
809324	The Annapolis Banking and Trust Company 236 Main Street Annapolis, Maryland 21401-2048	03/15/1999	06/11/1999	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, June 12, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Bay Bank, Theodore, Alabama (in organization), to establish a branch located at 650 LeMoyné Drive, Dauphin Island, Alabama.	N/Avail*
Branch	Citizens Trust Bank, Atlanta, Georgia, to establish a branch located at 6055 Old National Highway, College Park, Georgia.	07/01/1999*
Branch	Red River Bank, Alexandria, Louisiana, to establish a branch located at 3120 Highway 28 East, Pineville, Rapides Parish, Louisiana.	06/12/1999*
FBAG	Banco Sella, S.P.A., Biella, Italy, to establish an international bank agency located in Miami, Florida.	N/Avail*

*Subject to provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Alliance Bancshares, Inc., Orlando, Florida, prior notification by Mr. James M. Seneff, Jr.; Mr. Robert A. Bourne; Mr. Phillip M. Anderson, Jr.; Mr. Brian H. Fluck; Mr. James W. Kersey; Ms. Miriam S. Kersey; Mr. Edgar J. McDougall; Mr. Curtis B. McWilliams; Ms. Kelley P. Mossburg; Mr. Jack L. Parker; Ms. Lynn E. Rose; Mr. Michael T. Shepardson; Mr. John T. Walker; Ms. Beverly S. Walker; and Ms. Jean A. Wall; to collectively acquire 28.9 percent of the outstanding shares of Alliance Bancshares, Inc., and its sole subsidiary, Alliance Bank, both of Orlando, Florida, pursuant to the Change in Bank Control Act of 1978.	N/Avail
3(a)(5)	United Community Banks, Inc., Blairsville, Georgia, to merge with 1 st Floyd Bankshares, Inc., Rome, Georgia, and thereby directly acquire 1 st Floyd Bank, Rome, Georgia.	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>
MEMBER	Bay Bank, Theodore, Alabama (in organization), to become a member of the Federal Reserve System.
SMBOTH	Arizona Bank, Tucson, Arizona, for authority to exercise trust powers.
COM	AmTrade International Bank of Georgia, Atlanta, Georgia, commitment waiver request.
COM	Murfreesboro Bancorp, Inc., Murfreesboro, Tennessee, commitment waiver request.

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

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>
353238	Central State Bank Post Office Box 180 Calera, Alabama 35040 (205) 668-0711	03/01/1999	06/09/1999	O		X

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

Institution

Location

None

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, June 12, 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	Old Kent Bank Grand Rapids, Michigan Pinnacle Bank Cicero, Illinois Pinnacle Bank of the Quad-Cities Silvis, Illinois and to establish 15 branch offices	Newspaper – N/Avail
18(c)	Clear Lake Bank & Trust Company Clear Lake, Iowa Clear Lake, Iowa, branch of US Bank, N.A. Minneapolis, Minnesota	Newspaper – N/Avail
18(c)	Bank Iowa National Association Red Oak, Iowa Red Oak, Iowa branch of US Bank, N.A. Minneapolis, Minnesota (both a charter conversion to a state member bank and a name change to Bank Iowa is pending)	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)(5)	Merchants and Manufacturers Bancorporation, Inc.* New Berlin, Wisconsin Pyramid Bancorp, Inc. Grafton, Wisconsin Grafton State Bank Grafton, Wisconsin	Fed Reg – 06/25/1999 Newspaper – 06/21/1999
3(a)(1)	Commerce Bancshares, Inc.* Waukee, Iowa Waukee State Bank Waukee, Iowa	Fed Reg – 07/01/1999 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)(5)	Old Kent Financial Corporation* Grand Rapids, Michigan Pinnacle Banc Group, Inc. Oak Brook, Illinois Pinnacle Bank Cicero, Illinois Pinnacle Bank of the Quad-Cities Silvis, Illinois	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(5)	Associated Banc-Corp.* Green Bay, Wisconsin Riverside Acquisition Corp. Minneapolis, Minnesota Riverside Bancshares Corporation Minneapolis, Minnesota Riverside Bank Minneapolis, Minnesota	Fed Reg – 06/25/1999 Newspaper – 06/25/1999
4(c)(8)	Mahaska Investment Company Oskaloosa, Iowa Midwest Bancshares, Inc. Burlington, Iowa Midwest Federal Savings & Loan Association Burlington, Iowa	Fed Reg – N/Avail Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
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:

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S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
2636083	Paramount Bank 30850 Telegraph Road, Suite 250 Bingham Farms, Michigan 48025 (248) 646-3000	11/30/1998	06/07/1999	S		X
269049	City State Bank 217 West Mulberry Street Ogden, Iowa 50212-0804 (515) 275-2420	02/23/1999	06/07/1999	S		X
184142	Lapeer Bank & Trust Company 83 West Nepessing Street Lapeer, Michigan 48446-0250 (810) 664-2977	01/04/1999	06/11/1999	O		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, June 12, 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)	Notice by Quincy Bancshares, Inc., Quincy, Illinois, to acquire Bank of Quincy, Quincy, Illinois.*	Newspaper – 7/5/1999 Fed Reg – 7/9/1999
3(a)(3)	Notice by Town and Country Financial, Inc., Dundee, Kentucky, to acquire Main Street Bancshares, Inc., Vine Grove, Kentucky (in organization). A companion Section 3(a)(1) notice accompanies this notice.*	Newspaper – N/Avail. Fed Reg – 6/25/1999
3(a)(1)	Notice by Main Street Bancshares, Inc., Vine Grove, Kentucky (in organization), to acquire Farmers Bank of Vine Grove, Vine Grove, Kentucky. A companion Section 3(a)(3) notice accompanies this notice.*	Newspaper – N/Avail. Fed Reg – 6/25/1999
3(a)(3)	Notice by First Banks, Inc., St. Louis, Missouri, to acquire Century Bank, Beverly Hills, California (previously reported during the week ending June 5, 1999).*	Newspaper – 7/5/1999 Fed Reg – 7/6/1999

* 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>
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None

Section V – Availability of CRA public evaluations

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

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

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

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>
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None

District 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, June 12, 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>
CIC	Alfred Haugen, Virginia Haugen, and Marlene Ensrud, to acquire control of McVile Financial Services, McVile, North Dakota.	Fed. Reg. - 06/28/1999
3(a)(3)	First Bancshares Corporation, Gladstone, Michigan, for prior approval to acquire 5.84% of the voting shares of Baybank Corporation, Gladstone, Michigan.*	Fed. Reg. - 07/09/1999
3(a)(3)	United Financial Corp., Great Falls, Montana, for prior approval to acquire 11.3% and thereby increase its ownership interest to 36.3% of the voting shares of Valley Bancorp, Inc., Phoenix, Arizona.*	Fed. Reg. - 07/12/1999
CIC	Robert Olson, to acquire control of St. Stephen BanGroup, Inc., Minneapolis, Minnesota.	Fed. Reg. - 06/03/1999
3(a)(3)	Mille Lacs Bancorporation, Inc., Onamia, Minnesota, for prior approval to acquire 100% of the voting shares of Rural American Bank - Hinckley, Hinckley, Minnesota.*	Fed. Reg. - 07/02/1999

*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>
4(c)(8)LLE	Farmers State Corporation, Mankato, Minnesota, to engage in general insurance agency activities in a community with a population not exceeding 5,000 through the acquisition of certain insurance agency business of MIS Agencies, Inc.	N/Avail.

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>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>
655651	Montana State Bank Plentywood, Montana	03/08/1999	06/08/1999	S		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, June 12, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	First State Bank of Wheatland, Wheatland, Wyoming, to establish a branch at 1410 East Valley Highway 25, Torrington, Wyoming.	Newspaper – 06/24/1999

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)	Apex Mortgage Company, Edmond, Oklahoma, to become a bank holding company through the acquisition of 100 percent of the voting shares of Edmond Bank & Trust, Edmond, Oklahoma, a de novo bank in organization.	Newspaper – 06/14/1999 Fed Reg – 06/14/1999
CIC	Crawford Family Investments Limited Partnership, Frederick, Oklahoma, to acquire voting shares of First Southwest Corporation, Frederick, Oklahoma, and thereby indirectly acquire First Southwest Bank, Frederick, Oklahoma.	Newspaper – N/Avail Fed Reg – 07/01/1999

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>
Member	Edmond Bank & Trust, Edmond, Oklahoma, a de novo organization, for membership in the Federal Reserve System.	

Section V – Availability of CRA public evaluations

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

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

<i>RSSD</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, June 12, 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)	La Plata Bancshares, Inc., Hereford, TX, to acquire La Plata Delaware Bancshares, Inc., Dover, DE, and The First National Bank of Hereford, Hereford, TX (de novo)*	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(1)	La Plata Delaware Bancshares, Inc., Dover, DE, to acquire The First National Bank of Hereford, Hereford, TX (de novo)*	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(3)	Haleco Bancshares, Inc., Plainview, TX, to acquire La Plata Bancshares, Inc., Hereford, TX, and La Plata Delaware Bancshares, Inc., Dover, DE, and The First National Bank of Hereford, Hereford, TX (de novo)*	Fed Reg – N/Avail Newspaper – N/Avail

*Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
Member	Lone Star Bank, N.A., Houston, TX, to become a member of the Federal Reserve System

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, June 12, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Sun Country Bank, Victorville, California to establish a branch office at 123 E. Ninth Street, Upland, California .*	Newspaper – 06/23/1999
Branch	Pacific Mercantile Bank, Newport Beach, California, to establish a branch office at 501 El Camino Real, San Clemente, California.*	Newspaper – 07/01/1999
18(c)	Bank of Utah, Ogden, Utah, to merge with First Commerce Bancorp, Inc., and thereby acquire 13 branches of First Commerce Bank, both of Logan, Utah.*	Newspaper – 07/12/1999

* 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)	Eggemeyer Advisory Corp., WJR Corp., and Castle Creek Capital, LLC, all of Rancho Santa Fe, California, to indirectly acquire up to 45 percent of State National Bancshares, Inc., Lubbock, Texas.*	Newspaper – N/Avail Fed Reg – 06/21/1999
3(a)(3)	Castle Creek Capital Partners Fund IIa, LP, and Castle Creek Capital Partners Fund II(b), LP, both of Rancho Santa Fe, California,, to directly acquire up to 34.21 percent of State National Bancshares, Inc., Lubbock, Texas.*	Newspaper – N/Avail Fed Reg – 06/21/1999
3(a)(3)	Belvedere Capital Partners, LLC, California Community Financial Institutions Fund Limited Partnership, and Placer Capital Co., all of San Francisco, California, to acquire Placer Savings Bank, Auburn, California.*	Newspaper – 07/09/1999 Fed Reg – 07/09/1999

* 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>
4(c)(8)	Cowlitz Bancorporation, Longview, Washington, to acquire Independent Financial Network, Inc., Bellevue, Washington, and thereby engage in origination, purchasing, selling, and servicing loans through its wholly-owned subsidiary, Cowlitz Bank, Longview, Washington.

Section V – Availability of CRA public evaluations

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

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

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