
Federal Reserve Release



H.2

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

No. 27

Week Ending July 1, 2000

Bank Holding Companies

Banco Comercial Portugues, S.A., Oporto, Portugal; Banco Portugues do Atlantico, S.A.; BCP-IF S.G.P.S., Lda, Lisbon; BPA Internacional, S.G.P.S. Sociedade Unipessoal Lda, Funchal, Madeira; and Banco Portugues do Atlantico (USA), Inc., Newark, New Jersey -- to become bank holding companies through the acquisition of BPABank, National Association, Newark, a de novo bank; and for Banco Comercial Portugues, S.A. to establish a representative office in Miami, Florida.
- Approved, June 30, 2000

Compass Bancshares, Inc., Birmingham, Alabama, and Compass Bank -- to acquire Founders Bancorp, Inc., Scottsdale, Arizona, and its subsidiary, Founders Bank of Arizona; and for Compass Bank to merge with Founders Bank and to retain and operate branches.
- Approved, June 30, 2000

Northern Star Financial, Inc., Mankato, Minnesota -- to acquire First Federal Holding Company of Morris, Inc., Morris, and First Federal Savings Bank.
- Denied, June 26, 2000

Reserve Bank Operations

Federal Reserve Bank of Philadelphia -- appointment of Anthony Santomero as President, effective July 11, 2000.
- Approved, June 26, 2000

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

Kansas City

Arvest Bank, Duncan, Oklahoma -- to establish a branch at 2622 West Gore Boulevard, Lawton.
- Approved, June 28, 2000

Kansas City

Bank of Holden, Holden, Missouri -- to establish a branch at 1098 East 10th Street.
- Approved, June 27, 2000

Richmond

Bank of Tazewell County, Tazewell, Virginia -- to establish a branch at 1905 Front Street, Richlands.
- Approved, June 28, 2000

San Francisco

County Bank, Merced, California -- to establish a branch at 1330 East Shaw Avenue, Fresno.
- Approved, June 27, 2000

St. Louis

Fifth Third Bank Kentucky, Inc., Louisville, Kentucky -- to establish a branch at 401 West Reynolds Road, Lexington.
- Approved, June 29, 2000

San Francisco

Pacific State Bank, Reedsport, Oregon -- to establish a branch at 200 South 8th Street, Lakeside.
- Approved, June 27, 2000

Chicago

Quad City Bank and Trust Company, Bettendorf, Iowa -- to establish a branch at 5515 Utica Ridge Road, Davenport.
- Approved, June 28, 2000

Bank Holding Companies

Chicago

Amana Bancshares, Inc., Southfield, Michigan -- to become a bank holding company through the acquisition of Amana Bank, Dearborn, a de novo bank.
- Returned, June 26, 2000

Chicago

Capitol Bancorp, Ltd., Lansing, Michigan, and Sun Community Bancorp Limited, Phoenix, Arizona -- to acquire shares of Arrowhead Community Bank, Glendale, a de novo bank.
- Approved, June 29, 2000

Atlanta

Cumberland Bancorp, Inc., Nashville, Tennessee -- waiver of a commitment.
- Granted, June 29, 2000

Atlanta

Cumberland Bancshares, Inc., Hartsville, Tennessee -- to acquire shares of Academy Bank, Lebanon, a de novo bank.
- Returned, June 29, 2000

St. Louis

First United Bancshares, Inc., El Dorado, Arkansas -- waiver of application in connection with the proposed merger of its subsidiary bank, FirstBank, Texarkana, Texas, with First Federal Savings and Loan Association, Texarkana, Arkansas, and the acquisition of First Federal's parent company, Texarkana First Financial Corporation.
- Granted, June 29, 2000

Secretary

Fulton Financial Corporation, Lancaster, Pennsylvania -- to merge with Skylands Financial Corporation, Hackettstown, New Jersey, and thereby acquire Skylands Community Bank.
- Approved, June 29, 2000

Minneapolis

MSB Financial, Inc., Manhattan, Montana -- to become a bank holding company through the acquisition of Manhattan State Bank.
- Approved, June 27, 2000

Bank Holding Companies

St. Louis

National Commerce Bancorporation, Memphis Tennessee -- to engage directly in lending in connection with the acquisition of CCB Financial Corporation, Durham, North Carolina.

- Approved, June 30, 2000

San Francisco

North Bay Bancorp, Napa, California -- to acquire Solano Bank, Vacaville, a de novo bank.

- Approved, June 29, 2000

Chicago

Northwest Financial Corporation, Spencer, Iowa -- to acquire shares of Marquette Bank Oelwein, N.A., Oelwein.

- Approved, June 30, 2000

Richmond

Park Meridian Financial Corporation, Charlotte, North Carolina -- to become a bank holding company through the acquisition of Park Meridian Bank.

- Approved, June 29, 2000

Dallas

Plains Bancorporation, Inc., Lubbock, Texas -- to acquire Sudan Bancshares, Inc., Sudan, and its subsidiary, The First National Bank of Sudan.

- Approved, June 26, 2000

Atlanta

Regions Financial Corporation, Birmingham, Alabama -- to acquire Heritage Mortgage Company, Hutto, Texas, and thereby engage in making, acquiring, brokering, or servicing loans or other extensions of credit.

- Approved, June 28, 2000

Richmond

Salem Community Bankshares, Inc., Salem, Virginia -- to become a bank holding company through the acquisition of Salem Bank & Trust, N.A.

- Approved, June 29, 2000

Bank Holding Companies

Cleveland

Somerset Trust Holding Company, Somerset, Pennsylvania -- to acquire Somerset Trust Company, and for Somerset Trust Company to merge with Somerset Interim Bank.

- Approved, June 29, 2000

Bank Mergers

Richmond

James River Bank/Colonial, Smithfield, Virginia, and James River Bank, Waverly -- to merge with Bank of Suffolk, Suffolk; and for James River Bank, Waverly, to purchase certain assets and assume certain liabilities of the branch at 524 North Main Street, Emporia, of One Valley Bank-Central Virginia, National Association, Lynchburg.

- Approved, June 30, 2000

Secretary

Old Kent Bank, Grand Rapids, Michigan -- to merge with Grand Premier Trust and Investment, Inc., National Association, Freeport, Illinois, and to retain and operate an office at the current location of Grand Premier Trust.

- Approved, June 29, 2000

Secretary

Security Bank, Ralls, Texas -- to merge with Security Bank, Idalou, and thereby establish branches.

- Approved, June 29, 2000

Bank Premises

Kansas City

Bank of Holden, Holden, Missouri -- investment in bank premises.

- Approved, June 27, 2000

Banks, Nonmember, And Miscellaneous Institutions

Director, BS&R

AmSouth Bank Agency Services, Nashville, Tennessee -- transfer agent registration.

- Approved, June 27, 2000

Banks, State Member

Richmond

F&M Bank-Emporia, Emporia, Virginia -- to purchase certain assets and assume certain liabilities of branches of Wachovia Bank, National Association, Winston-Salem, North Carolina, in Blackstone, Franklin, Kenbridge, and Drakes Branch, Virginia.

- Approved, June 27, 2000

Director, BS&R

New Peoples Bank, Inc., Honaker, Virginia -- transfer agent registration.

- Approved, June 27, 2000

Kansas City

Pinnacle Bank, Lexington, Nebraska -- payment of a dividend.

- Approved, June 28, 2000

Director, BS&R

Security Bank, Coos Bay, Oregon -- transfer agent registration.

- Withdrawn, June 27, 2000

Capital Stock

Richmond

Pioneer Community Group, Inc., Iaeger, West Virginia -- redemption of stock.

- Approved, June 30, 2000

Change In Bank Control

Atlanta

American BancShares Corporation, Livingston, Tennessee -- change in bank control.

- Returned, June 29, 2000

Kansas City

Financial Services of the Rockies, Inc., Colorado Springs, Colorado -- change in bank control.

- Permitted, June 29, 2000

Change In Bank Control

Atlanta

Plaquemine Bancshares Corporation, Plaquemine, Louisiana -- change in bank control.

- Permitted, June 30, 2000

Atlanta

Sarasota BanCorporation, Inc., Sarasota, Florida -- change in bank control.

- Returned, June 29, 2000

Competitive Factors Reports

Richmond

Century National Bank, Washington, D. C. -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Reston, Virginia, branch of Resource Bank, Virginia Beach.

- Submitted, June 29, 2000

St. Louis

Community South Bank, Parsons, Tennessee -- report on competitive factors of the proposed merger with Lewis County Bank, Hohenwald.

- Submitted, June 28, 2000

St. Louis

Dent County Bank & Trust Company, Salem, Missouri -- report on competitive factors of the proposed merger with Town & Country Bank, Bourbon, and Peoples Security Bank, Licking.

- Submitted, June 28, 2000

St. Louis

First Community Bank, Pocahontas, Arkansas -- report on competitive factors of the proposed merger with Bank of Tuckerman, Tuckerman.

- Submitted, June 29, 2000

St. Louis

First Federal Savings & Loan Association of Edwardsville, Edwardsville, Illinois -- report on competitive factors of the proposed merger with Interim One.

- Submitted, June 30, 2000

Competitive Factors Reports

Cleveland

First Savings Bank, Norwood, Ohio -- report on competitive factors of the proposed acquisition of certain assets and assumption of certain liabilities of the branch of Americana Bank of Ohio, FSB, Cincinnati, at 6385 Branch Hill Guinea Pike Road, Loveland.

- Submitted, June 27, 2000

Minneapolis

Heritage State Bank, Fort Benton, Montana -- report on competitive factors of the proposed merger with Heritage Bank, FSB, Great Falls.

- Submitted, June 26, 2000

Philadelphia

ING USA Holding, Wilmington, Delaware -- report on competitive factors of the proposed acquisition of ReliaStar Financial Corp., Minneapolis, Minnesota, and ReliaStar Bank, Saint Cloud.

- Submitted, June 26, 2000

Atlanta

Regions Bank, Birmingham, Alabama -- report on competitive factors of the proposed mergers with Texas Heritage Bank, Hutto, Texas; Security First National Bank, Alexandria, Louisiana; and Bank at Ormond By-the-Sea, Daytona Beach, Florida.

- Submitted, June 27, 2000

Cleveland

Third Federal Savings & Loan Association of Cleveland, MHC, Cleveland, Ohio -- report on competitive factors of the proposed acquisition of PenFed Bancorp, Inc., Falmouth, Kentucky, and Pendleton Federal Savings Bank.

- Submitted, June 27, 2000

Extensions Of Time

Boston

Bancorp Rhode Island, Inc., Providence, Rhode Island -- extension to October 2, 2000, to become a bank holding company through the acquisition of Bank Rhode Island.

- Granted, June 30, 2000

Extensions Of Time

Richmond

Cardinal Financial Corporation, Fairfax, Virginia -- extension to September 29, 2000, to acquire Cardinal Bank-Alexandria/Arlington, N.A., Alexandria, a de novo bank.
- Granted, June 29, 2000

Atlanta

Cumberland Bancorp, Inc., Nashville, Tennessee -- extension to October 7, 2000, to acquire The Bank of Mason, Mason.
- Granted, June 29, 2000

Chicago

Heartland Bancshares, Inc., Lenox, Iowa -- extension to September 23, 2000, to engage in operating a nonbank depository institution on conversion of its wholly owned subsidiary, First Community National Bank, Corning, to a federal savings charter.
- Granted, June 19, 2000 (AC)

Director, BS&R

U.S. Bancorp, Minneapolis, Minnesota -- extension to May 1, 2001, to fulfill certain commitments in connection with its acquisition of Piper Jaffray Companies, Inc.
- Approved, June 30, 2000

Minneapolis

Waumandee Bancshares, Ltd., Waumandee, Wisconsin -- extension to October 13, 2000, to acquire Waumandee State Bank.
- Granted, June 30, 2000

Financial Holding Companies

Minneapolis

Farmers State Bancshares, Inc., Bangor, Wisconsin -- election to become a financial holding company.
- Effective, June 29, 2000

Chicago

Heartland Bancshares, Inc., Lenox, Iowa -- election to become a financial holding company.
- Effective, June 29, 2000

Financial Holding Companies

Chicago

MBT Bancorp, West Harrison, Indiana -- election to become a financial holding company.
- Effective, June 29, 2000

Chicago

Osceola Bancorporation, Osceola, Iowa -- election to become a financial holding company.
- Effective, June 29, 2000

Membership

San Francisco

1st Pacific Bank of California, San Diego, California, a de novo bank -- to become a member of the Federal Reserve System.
- Approved, June 29, 2000

Dallas

Plaza Bank, San Antonio, Texas -- to become a member of the Federal Reserve System.
- Approved, June 30, 2000

Kansas City

Security Bank, Pawnee, Oklahoma -- to retain membership in the Federal Reserve System after the conversion of its predecessor institution, Security Bank N.A., to a state charter.
- Approved, June 27, 2000

Regulations And Policies

FOMC

Federal Open Market Committee -- minutes of the meeting on May 16, 2000.
- Published, June 29, 2000

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, July 01, 2000

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>
4(c)(8)	Boston Private Financial Holdings, Inc., Boston, Massachusetts to acquire Sand Hill Advisors, Inc., Menlo Park, California and thereby engage in investment advisory services consistent with section 225.28 (b)(6) of Regulation Y	Fed Reg - 07/17/2000

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 third Quarter of 2000

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

District 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, July 1, 2000

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	The Governor and Company of the Bank of Ireland, Dublin, Ireland, to establish a representative office in Greenwich, Connecticut.	Newspaper – N/Avail
FBSEA	Caixa Economica Montepio Geral, Lisbon, Portugal, to establish a representative office in Newark, New Jersey.	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)\3(a)(5)\ 4(c)(8)\18(c)	M&T Bank Corporation, Buffalo, New York, and Olympia Financial Corporation, Buffalo, New York, (i) to acquire by merger Keystone Financial Inc., (“Keystone”) and thereby acquire its wholly-owned subsidiary, Keystone Financial Bank, N.A.; (“Keystone Bank”) and (ii) to acquire Keystone’ s wholly-owned nonbanking subsidiaries. Manufacturers and Traders Trust Company, Buffalo, New York, to merge with Keystone Bank, and as incident thereto, to establish branches .*	Newspaper - 07/12/2000 Fed. Reg. – N/Avail
3(a)(1)	Avant Financial LLC, Syracuse, New York, to become a bank holding company by acquiring 67.5 percent of the voting shares of Reliance Bank, White Plains, New York.*	Newspaper – 07/29/2000 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)	Unicredito Italiano S.P.A., Milan, Italy, to acquire The Pioneer Group, Inc., and to engage in acting as investment and financial adviser, providing administrative services to mutual funds, acting as a general partner of or otherwise controlling investment funds, acting as a commodity pool operator, and conducting agency transactional services for customer investments.	Fed Reg – 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

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 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, July 1, 2000

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, July 1, 2000

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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

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

- O = Outstanding**
- S = Satisfactory**
- NI = Needs to improve**
- SN = Substantial noncompliance**

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

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

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

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

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, July 1, 2000

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(C)	Southern Financial Bank, Warrenton, Virginia, to merge with First Savings Bank of Virginia, Springfield, Virginia .*	Newspaper – 07/19/2000

*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>
4(c)(8)	Southern Financial Bancorp, Inc., Warrenton, Virginia, to acquire First Savings Bank of Virginia, Springfield, Virginia.	Fed Reg – 07/27/2000 Newspaper – 07/19/2000
3(a)(5)	Cardinal Financial Corporation, Fairfax, Virginia, to acquire Heritage Bancorp, Inc., McLean, Virginia .*	Fed Reg – 07/27/2000 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	State Bancorp, Inc., Bruceton Mills, West Virginia, to redeem 44,069 shares of its common stock.
25A	Branch Banking and Trust Company, Winston-Salem, North Carolina, to establish BB&T International Services, L.L.C., Winston-Salem, North Carolina, an Agreement Corporation .*

*Correction.

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 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, July 1, 2000

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	The Peoples Bank & Trust Company, Selma, Alabama, to establish a branch located at 720 Skyland Boulevard East, Tuscaloosa, Alabama.	07/11/2000*
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 6943 Douglas Boulevard, Douglasville, Georgia.	07/06/2000*
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at the intersection of Owings Mills Boulevard and Reisterstown Road, Owings Mills, Maryland.	07/07/2000*
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 2644 Chapel Lake Drive, Gambrills, Maryland.	07/07/2000*
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 540 Benfield Road, Severna Park, Maryland.	07/07/2000*

*Subject to provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	First Home Bancorp, Inc., Seminole, Florida, to become a bank holding company by acquiring First Home Bank, Seminole, Florida.	N/Avail*
3(a)(1)	Integrity Bancshares, Inc., Alpharetta, Georgia, to become a bank holding company by acquiring Integrity Bank, Alpharetta, Georgia (in organization).	N/Avail*
3(a)(3)	Cumberland Bancshares, Inc., Hartsville, Tennessee, to acquire 51 percent of the outstanding shares of Academy Bank, Lebanon, Tennessee (in organization).	Fed Reg - 07/17/2000*

*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)	Century South Banks, Inc., Alpharetta, Georgia, to engage in providing agency transactional services, including securities brokerage activities and investment advisory services, through its wholly-owned subsidiary, Century South Securities, Inc., Duluth, Georgia.
3(a)(1)	FMB Equibanc, Inc., Statesboro, Georgia, notice to become a bank holding company by acquiring Farmers & Merchants Bank, Statesboro, Georgia.
OTHFOR	AmSouth Bank, Birmingham, Alabama, to establish an agreement corporation and a wholly owned Bermuda subsidiary of the agreement corporation.

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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S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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Section V – Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
2616076	Riverside Bank 521 Del Prado Boulevard Cape Coral, Florida (941) 573-9000	03/13/2000	06/19/2000	S	X	
873334	American Bank and Trust Company of Polk County Post Office Box 3400 Lake Wales, Florida (941) 676-7631	02/22/2000	06/29/2000	S	X	

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

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

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, July 1, 2000

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	Notification by Perry B. Hansen, Douglas M. Kratz and Francis P. McCarthy, of a Change in Control to acquire at least 50 percent of the issued and outstanding voting stock of Second Mid-America Bancorp, Inc., Savanna, Illinois.	Fed Reg – 07/19/2000 Newspaper – N/Avail
3(a)(1)	Grant County State Bancshares, Inc. Employees Stock Ownership Plan, Swayzee, Indiana, for prior approval to become a bank holding company through the acquisition of 28 percent of the voting shares of Grand County State Bancshares, Inc., Swayzee, Indiana and thereby indirectly acquire Grant County State Bank, Swayzee, Indiana.*	Fed Reg – 07/31/2000 Newspaper – 07/18/2000

* 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)	Byron Bancshares, Inc., Byron, Illinois, notification of intent to continue to sell mutual funds through Byron Bank Financial Services, Byron, Illinois and thereby engage in securities brokerage activities.	Fed Reg – 07/14/2000

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

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

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, July 1, 2000

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Notice by Fifth Third Bank Kentucky, Inc., Louisville, Kentucky, to establish a branch at 401 West Reynolds Road, Lexington, Kentucky.*	6/26/2000
Branch	Notice by One Bank and Trust, Little Rock, Arkansas, to establish a branch at Arkansas Highways #9 and #92, Center Ridge, Arkansas.*	7/1/2000

* Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Notice involving Marked Tree Bancshares, Inc., Marked Tree, Arkansas, by the L.V. Ritter Trust No. 2.	Newspaper – N/Avail. Fed Reg – 7/19/2000
CIC	Notice involving Summit Bancorp, Inc., Arkadelphia, Arkansas, by the Whipple Family Banking Limited Partnership (Ross M. Whipple general partner).	Newspaper – 7/13/2000 Fed Reg – 7/5/2000

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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

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

- O = Outstanding**
- S = Satisfactory**
- NI = Needs to improve**
- SN = Substantial noncompliance**

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, July 1, 2000

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)A	The EastBank Corporation, Minneapolis, Minnesota, for prior approval to become a bank holding company through the acquisition of 100% of the voting shares of EastBank, Minneapolis, Minnesota, a <u>de novo</u> bank.*	Fed Reg – 07/28/2000

*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)LLEX	Community First Bankshares, Inc. Fargo, North Dakota, to engage in operation a general insurance agency in a place with a population not exceeding 5,000 through the acquisition of certain assets of Paula Carper Crop Insurance, LLC, Holyoke, Colorado.	

Section V – Availability of CRA public evaluations

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

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

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

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

- O = Outstanding**
- S = Satisfactory**
- NI = Needs to improve**
- SN = Substantial noncompliance**

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

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

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

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

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, July 1, 2000

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Chickasha Bank & Trust Company, Chickasha, Oklahoma, to establish a branch at South Coblake and Highway 281, Apache, Oklahoma.	Newspaper - 07/07/2000

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)	Southwest Capital, L.L.C., Weatherford, Oklahoma, to become a bank holding company through becoming a general partner of The Jack and Katherine Dickey Family Limited Partnership, Weatherford, Oklahoma, and thereby indirectly acquire First Farm Credit Corporation, Weatherford, Oklahoma.	Newspaper - 07/28/2000 Fed Reg - N/Avail
3(a)(1)	The Jack and Katherine Dickey Family Limited Partnership, Weatherford, Oklahoma, to become a bank holding company through the acquisition of 59.6 percent of the voting shares of First Farm Credit Corporation, Weatherford, Oklahoma, and thereby indirectly acquire Southwest National Bank, Weatherford, Oklahoma.	Newspaper - 07/28/2000 Fed Reg - N/Avail
3(a)(1)	FNB Financial Corporation, Las Vegas, New Mexico, to become a bank holding company through the acquisition of 100 percent of the voting shares of First National Bank in Las Vegas, Las Vegas, New Mexico.	Newspaper - N/Avail Fed Reg - 07/31/2000
3(a)(5)	Sooner Southwest Bankshares, Inc., Tulsa, Oklahoma, to merge with and thereby acquire 100 percent of the voting shares of State National Bancshares, Inc., Heavener, Oklahoma, and thereby indirectly acquire State National Bank, Heavener, Oklahoma.	Newspaper - N/Avail Fed Reg - 07/21/2000
3(a)(3)	Commfirst Bancorp, South Sioux City, Nebraska, to acquire 100 percent of the voting shares of Robuck, Inc., South Sioux City, Nebraska, and thereby indirectly acquire Iowa State Bank, Onawa, Iowa.	Newspaper - 07/31/2000 Fed Reg - 07/19/2000

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	David R. and Norvelle Dickey, Oklahoma City, Oklahoma, to retain voting shares of First Thomas Ban Corp, Thomas, Oklahoma, and thereby indirectly retain First National Bank of Thomas, Thomas, Oklahoma.	Newspaper 07/22/2000 Fed Reg - 07/11/2000

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>
None						

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

Institution *Location*

None

District 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, July 1, 2000

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)	First West Texas Bancshares, Inc., Midland, TX, to acquire First Pecos Bancshares, Inc., Midland, TX, First National Bank, Pecos, TX, First National Bank, Alpine, TX, and First National Bank, Fort Stockton, TX*	Fed Reg – 07/28/2000 Newspaper – N/Avail
CIC	Testamentary Trusts A and B and Constance M. Vickery, Houston, TX, to acquire an interest in Texas Coastal Bank, Pasadena, TX	Fed Reg – 07/19/2000 Newspaper – N/Avail
CIC	Charles Asher Rosebrough, III, and Nancy King Rosebrough, Graham, TX, to acquire an interest in First Graham Bancorporation, Graham, TX (previously reported the week ending June 17, 2000)	Fed Reg – 07/10/2000 Newspaper – 06/30/2000
3(a)(3)	First Graham Bancorporation, Inc., Graham, TX, to acquire First Bryson Bancorporation, Inc., Flower Mound, TX, First Security Bancshares of Delaware, Inc., Dover, DE, and First Security Bank, Flower Mound, TX*	Fed Reg – 07/14/2000 Newspaper – 07/14/2000
3(a)(3)	State National Bancshares, Inc., Lubbock, TX, to acquire Ruidoso Bank Corporation, Inc., Ruidoso, NM, and Ruidoso State Bank, Ruidoso, TX*	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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					<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, July 1, 2000

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Farmers & Merchants Bank of Rockford, Spokane, Washington, to establish a branch office at Country Vista Drive and Liberty Lake Road, Liberty Lake, Washington. *	Newspaper - 06/30/2000
Branch	Westamerica Bank, San Rafael, California, to establish a branch office at 3499 Brookside Road, Stockton, California. *	Newspaper - 07/07/2000

* 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)	Wells Fargo & Company, San Francisco, California, to acquire First Security Corporation, Salt Lake City, Utah, and thereby indirectly acquire its wholly-owned bank and nonbank subsidiaries. *	Newspaper - 07/31/2000 Fed Reg - N/Avail
CIC	Alan E. Knudson and the Knudson Family Limited Partnership, Draper, Utah, to retain voting shares of Silver State Bancorp, and thereby indirectly retain voting shares of Silver State Bank, both of Henderson, Nevada. *	Newspaper - 05/19/2000 Fed Reg - 07/17/2000
3(a)(3)	Eggemeyer Advisory Corp., WJR Corp., Castle Creek Capital, LLC, Castle Creek Capital Partners Fund I, LP, Castle Creek Capital Partners Fund IIa, LP, and Castle Creek Capital Partners Fund IIb, LP, all of Rancho Santa Fe, California, to acquire more than 5 percent of Ruidoso Bank Corporation and thereby indirectly acquire Ruidoso State Bank, both of Ruidoso, New Mexico. *	Newspaper - 07/28/2000 Fed Reg - 07/31/2000
3(a)(5)	Heritage Commerce Corp., San Jose, California, to merge with Western Holdings Bancorp, and thereby acquire Bank of Los Altos, both of Los Altos, California. *	Newspaper - 08/04/2000 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)	Zions Bancorporation, Salt Lake City, Utah, to acquire Garban-Intercapital plc, London, England, and thereby engage in brokerage activities.	Fed Reg - 07/19/2000

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

<i>Type</i>	<i>Application</i>
4(c)(8)	CPB, Inc., Honolulu, Hawaii, to engage in the activities of providing loans and other extensions of credit through CPB Real Estate, Inc., Honolulu, Hawaii.

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>
2717012	Pacific Mercantile Bank 450 Newport Center, Suite 100 Newport Beach, CA 92660 (949) 644-8040	02/21/2000	06/27/2000	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**

Institution *Location*

None
