
Federal Reserve Release



H.2

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

No. 23

Week Ending June 8, 2002

Bank Mergers

Westamerica Bank, San Rafael, California -- to merge with Kerman State Bank, Kerman, and thereby establish branches.

- Approved, June 3, 2002

Regulations And Policies

Regulation C (Home Mortgage Disclosure) -- final amendments to set the thresholds lenders must use to determine whether to report pricing information, require lenders to report the lien status on loans and applications, and require lenders to ask applicants their ethnicity, race, and sex in connection with telephone applications.

- Approved, June 3, 2002

Regulation H -- joint final rule amending the prohibition against the use of branches as deposit production offices to include any bank or branch of a bank controlled by an out-of-state bank holding company.

- Approved, May 24, 2002 (AC)

Retail Fees and Services of Depository Institutions -- annual report to the Congress.

- Approved, June 5, 2002

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

Bank Branches, Domestic

Philadelphia

Bryn Mawr Trust Company, Bryn Mawr, Pennsylvania -- to establish a branch at 3601 West Chester Pike, Newtown Square.

- Approved, June 3, 2002

Minneapolis

Central Savings Bank, Sault Sainte Marie, Michigan -- to establish a branch at 3501 Interstate 75 Business Spur.

- Approved, June 3, 2002

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at 8355 East Washington Street, Bainbridge Township.

- Approved, June 7, 2002

St. Louis

First Community Bank, Conway, Arkansas -- to establish a branch at 2101 Dave Ward Drive.

- Approved, June 4, 2002

Minneapolis

First State Bank Southwest, Pipestone, Minnesota -- to establish a branch at 760 Main Street, Edgerton.

- Approved, June 7, 2002

Atlanta

Flagler Bank, West Palm Beach, Florida -- to establish a branch at 3650 North Federal Highway, Lighthouse Point.

- Approved, June 5, 2002

Chicago

Goshen Community Bank, Goshen, Indiana -- to establish a mobile branch or messenger service to operate in Goshen.

- Approved, June 5, 2002

Bank Branches, Domestic

New York

Great Eastern Bank, Flushing, New York -- to establish a branch at 5501 8th Avenue, Brooklyn.

- Approved, June 5, 2002

Dallas

Legacy Bank of Texas, Plano, Texas -- to establish a branch at Josey Lane and Hebron Parkway, Carrollton.

- Approved, June 6, 2002

Secretary

SunTrust Bank, Atlanta, Georgia -- to establish a branch at 2635 Housley Road, Annapolis, Maryland.

- Approved, June 5, 2002

Bank Holding Companies

Cleveland

Bankers Bancshares, Inc., Gahanna, Ohio -- to become a bank holding company through the acquisition of Great Lakes Bankers Bank.

- Approved, June 7, 2002

San Francisco

County Bancorp, Inc., Arlington, Washington -- to become a bank holding company through the acquisition of North County Bank.

- Approved, June 4, 2002

Richmond

First Citizens Bancorporation of South Carolina, Inc., Columbia, South Carolina -- to acquire an interest in Trinity Bank, Monroe, North Carolina.

- Approved, June 5, 2002

Richmond

First Mariner Bancorp, Baltimore, Maryland -- to establish Finance Maryland, LLC, and thereby engage in lending and credit-related insurance activities.

- Approved, June 5, 2002

Bank Holding Companies

Richmond

Four Oaks Fincorp, Inc., Four Oaks, North Carolina -- to acquire Four Oaks Mortgage Services, LLC and thereby engage de novo in mortgage banking through Four Oaks Mortgage Company, LP, Clayton.
- Withdrawn, June 6, 2002

Chicago

Hometown Independent Bancorp, Inc. ESOP & Trust, Morton, Illinois to acquire additional shares of Hometown Independent Bancorp, Inc. and thereby acquire additional shares of Morton Community Bank.
- Approved, June 5, 2002

Chicago

IBC Bancorp, Incorporated, Chicago, Illinois -- to engage in data processing services.
- Approved, June 5, 2002

Atlanta

Intrepid Capital Corporation, Jacksonville Beach, Florida -- to become a bank holding company through the acquisition of First Bank of Jacksonville, Jacksonville.
- Withdrawn, June 5, 2002

St. Louis

Monticello Bancshares, Inc., Monticello, Missouri -- to become a bank holding company through the acquisition of Bank of Monticello.
- Approved, June 5, 2002

Dallas

MOW/RPW II, Ltd., Victoria, Texas, and MOW/RPW Management II, Inc. -- to become bank holding companies through the acquisition of FVNB Corp. and thereby acquire First Victoria National Bank; Citizens Bank of Texas, National Association, New Waverly; and FVNB Delaware Corp., Wilmington, Delaware.
- Approved, June 6, 2002

Bank Holding Companies

Secretary

Royal Bank of Canada, Montreal, Canada; RBC Centura Banks, Inc., Rocky Mount, North Carolina; and RBC Centura Bank -- commenter's request to extend the public comment period on the proposed acquisition of Eagle Bancshares, Inc., Tucker, Georgia, and Tucker Federal Bank.

- Denied, June 3, 2002

St. Louis

South Central Bancshares, Inc., Russellville, Kentucky -- to merge with Commerce Bancshares, Inc., Franklin, Tennessee; and thereby acquire Peoples State Bank of Commerce, Trenton, and Citizens Corporation, Franklin; and thereby make, acquire, broker, or service loans and extensions of credit; and thereby engage in general insurance agency services in a town with a population not exceeding 5,000 through Citizens & Peoples Insurance, Inc., Grant, Alabama.

- Withdrawn, June 5, 2002

St. Louis

Tennessee Central Bancshares, Inc., Parsons, Tennessee -- to acquire System Ventures, Inc. and thereby develop, support, and sell financial software used in bank data processing applications.

- Approved, June 7, 2002

Minneapolis

Wadena Bankshares, Inc., Wadena, Minnesota -- to acquire Baron Bancshares II, Inc., White Bear Lake, and thereby acquire Security State Bank of Deer Creek, Deer Creek.

- Approved, June 6, 2002

Change In Bank Control

Kansas City

Gower Bancshares, Inc., Gower, Missouri -- change in bank control.

- Permitted, June 4, 2002

St. Louis

SVB&T Corporation, French Lick, Indiana -- change in bank control.

- Permitted, June 6, 2002

Competitive Factors Reports

Richmond

Branch Banking and Trust Company, Winston-Salem, North Carolina -- report on competitive factors of the proposed merger with Bank of Louisville, Louisville, Kentucky.
- Submitted, June 5, 2002

Atlanta

Citrus Bank, Orlando, Florida -- report on competitive factors of the proposed merger with Mercantile Bank, St. Petersburg.
- Submitted, June 3, 2002

Richmond

First Bank, Troy, North Carolina -- report on competitive factors of the proposed acquisition of the Broadway branch of RBC Centura Bank, Rocky Mount.
- Submitted, June 3, 2002

Chicago

The First National Bank in Toledo, Toledo, Illinois -- report on competitive factors of the proposed merger with First State Bank of Newman, Newman.
- Submitted, June 5, 2002

Chicago

Guaranty Financial, M.H.C., Milwaukee, Wisconsin -- report on competitive factors of proposed mergers in connection with the conversion of its state-chartered savings bank to a federal charter.
- Submitted, June 5, 2002

Chicago

Northwestern Savings Bank & Trust, Traverse City, Michigan -- report on competitive factors of the proposed acquisition of certain branches and assumption of certain deposits of Standard Federal Bank, National Association, Troy.
- Submitted, June 5, 2002

San Francisco

Pacific Western National Bank, Santa Monica, California -- report on competitive factors of the proposed merger with Upland Bank, Upland.
- Submitted, June 3, 2002

Competitive Factors Reports

Chicago

State Bank of Cross Plains, Cross Plains, Wisconsin -- report on competitive factors of the proposed merger with Bank of Waunakee, Waunakee.

- Submitted, June 5, 2002

Chicago

Wells Fargo Bank, Wisconsin, National Association, Milwaukee, Wisconsin -- report on competitive factors of the proposed merger with Meridian Capital Bank, National Association and The First National Bank & Trust Company of Baraboo, Baraboo.

- Submitted, June 5, 2002

Richmond

Yadkin Valley Bank and Trust Company, Elkin, North Carolina -- report on competitive factors of the proposed merger with Main Street Bankshares, Inc., Statesville, and Piedmont Bank.

- Submitted, June 7, 2002

Extensions Of Time

Secretary

Citibank, N.A., New York, New York -- extension to September 24, 2003, for Citibank Overseas Investment Corporation, New Castle, Delaware, and Citicorp Finance (Thailand) Limited, Bangkok, Thailand, to divest an interest in certain property.

- Granted, June 3, 2002

Secretary

Citibank, N.A., New York, New York -- extension to June 22, 2003, for Citibank Overseas Investment Corporation, New Castle, Delaware, and Citicorp Finance (Thailand) Limited, Bangkok, Thailand, to divest an interest in certain property.

- Granted, June 5, 2002

Richmond

CNB Bancorp, Inc., Windsor, Virginia -- extension to September 11, 2002, to become a bank holding company through the acquisition of Citizens National Bank, a de novo bank.

- Granted, June 4, 2002

Financial Holding Companies

Minneapolis

Guaranty Development Company, Livingston, Montana -- election to become a financial holding company.

- Effective, June 6, 2002

International Operations

Richmond

Bank of America, National Association, Charlotte, North Carolina -- to extend the corporate existence of its Edge subsidiary, BankAmerica International Financial Corporation, San Francisco, California.

- Approved, June 6, 2002

Membership

Atlanta

IberiaBank, New Iberia, Louisiana -- membership in the Federal Reserve System.

- Approved, June 6, 2002

Richmond

The National Bank of Rising Sun, Rising Sun, Maryland -- to retain membership in the Federal Reserve System on conversion to a state-chartered institution, NBRFS Financial.

- Approved, June 5, 2002

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, June 8, 2002

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>	
4(c)(8)	Royal Bank of Scotland Group plc, Edinburgh, United Kingdom - notification to acquire 100% of WorldPay Limited, which is located on the English Channel of Island of Jersey and engages in the processing of online credit and debit card payment transactions conducted on the Internet	

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 C FR 228). The regulation was revised in May 1995.

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, June 8, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	HSBC Bank USA, Buffalo, New York, to establish a branch office at 101 N. Federal Highway, Boca Raton, Florida.	06/12/2002
Branch	Minghetti Finanziaria, S.p.A., Rome, Italy, to establish an agency in San Francisco, California, a branch in Chicago, Illinois and a branch in New York, New York.	06/14/2002
Branch	Manufacturers and Traders Trust Company, Buffalo, New York, to establish a branch office at 218 Saw Mill River Road, Westchester, New York.	06/21/2002
Branch	JP Morgan Chase Bank, New York, New York, to establish a branch office at 3 Times Square, New York, New York.	06/21/2002

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4C8	Citigroup Inc., New York, New York, to acquire all of the common stock of California Federal Bank (Cal Fed), a federal savings bank, through the acquisition of the stock of Cal Fed's ultimate parent, Golden State Bancorp Inc., a savings and loan holding company; and to acquire Citibank (West) FSB, a to-be-formed federal savings association.	06/30/2002

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 Third Quarter of 2002

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

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, June 8, 2002

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</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 8, 2002

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.

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, June 8, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Allfirst Bank, Baltimore, Maryland, to establish a branch at 6832 Old Dominion Drive, McLean, Virginia.*	Newspaper - 06/21/2002
Branch	Allfirst Bank, Baltimore, Maryland, to establish a branch at 10254 Main Street, Fairfax, Virginia.*	Newspaper - 06/21/2002
Branch	Barbour County Bank, Philippi, West Virginia, to establish a branch at 1105 Buckhannon Pike, Clarksburg, West Virginia.*	Newspaper - 06/22/2002

*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	Thomas Albert Vann, and the following members of his immediate family, Lee Masten Vann, Edward Winslow Vann, Emily Denton Vann, Richard Small Vann, Patricia Hasty Vann, Lynn Masten Forbes and Elizabeth Wells Honeycut, to acquire 10.98% of the voting securities of First South Bancorp, Inc., Washington, 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.

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 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, June 8, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Bank Independent, Sheffield, Alabama, to establish a branch located at 704 Bank Street, Decatur, Alabama.	06/15/2002*
Branch	First Commercial Bank of Florida, Orlando, Florida, to establish a branch located at 4601 Neptune Road, St. Cloud, Florida, to be known as the St. Cloud Office.	06/05/2002*
Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 16520 No. Nebraska Avenue, Lutz, Florida, to be known as the Lutz Apex Office.	06/08/2002*

*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)	Intrepid Capital Corporation, Jacksonville Beach, Florida, to become a bank holding company by acquiring First Bank of Jacksonville, Jacksonville, Florida.	N/Avail*
3(a)(1)	UCB Financial Group, Inc., Atlanta, Georgia, to become a bank holding company by acquiring United Commercial Bank, Atlanta, Georgia (in organization).	Fed Reg – 07/01/2002*
CIC	Integrity Banc shares, Inc., Alpharetta, Georgia, after-the-fact change in control notice by Clinton M. Day, C. Parke Day, C. Peyton Day, C. Burke Day, Kathleen Day, Day Investments, LLC, and Deen Day-Smith to retain 13.89 percent of the outstanding shares of Integrity Bancshares, Inc., Alpharetta, Georgia.	N/Avail
3(a)(5)	CenterState Banks of Florida, Inc., Winter Haven, Florida, proposes to acquire CenterState Bank of Florida, Winter Haven, Florida.	N/Avail*

*Subject to provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
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 evaluate d 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 n ow available.

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

Section VI – CRA examinations scheduled for Quarter of

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

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, June 8, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	First Farmers Bank and Trust Company, Converse, Indiana, to establish a branch facility to be located at 2040 S. Reed Road, Kokomo, Indiana.*	Newspaper – N/Avail
18C & Branch	Midwest Bank and Trust Company, Elmwood Park, Illinois, to merge with Midwest Bank of Hinsdale, Hinsdale, Illinois and Midwest Bank of McHenry County, Union, Illinois and to establish seven branch offices.*	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>
CC	Notice by the Friday Family (Beth Gore Friday, Mesa, Arizona; Allen Gore Friday, Atlantic, Iowa; Arthur Randall Friday, Houston, Texas; and Nola Kathleen Friday, Dallas, Texas) to retain control of Anita Bancorporation, Atlantic, Iowa and thereby to retain Rolling Hills Bank and Trust, Atlantic, Iowa.	Fed Reg – 05/14/2002 Newspaper – N/Avail
CC	Notice by Kenneth A. and Diane M. Hendricks to acquire greater than 10 percent of the outstanding shares of Blackhawk Bancorp, Inc., Beloit, Wisconsin, and thereby indirectly acquire Blackhawk State Bank, Beloit, Wisconsin.	Fed Reg – 06/05/2002 Newspaper – N/Avail
3(a)(1)	Cincinnati BancGroup, Inc., Mason, Ohio, to become a bank holding company by acquiring 100 percent of Bank of Kenney, Kenney, Illinois.*	Fed Reg – N/Avail Newspaper – N/Avail
CC	Notice by David Lee Gross to acquire greater than 10 percent of the outstanding shares of First Beardstown Bancorp, Inc., Beardstown, Illinois and thereby indirectly acquire First State Bank of Beardstown, Beardstown, Illinois.	Fed Reg – 05/15/2002 Newspaper – N/Avail
3(a)(1)	Franklin Bancorp, Inc., Southfield, Michigan, to become a bank holding company by acquiring 100 percent of Franklin Bank, N.A., Southfield, Michigan.*	Fed Reg – 06/07/2002 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>
CC	Notice by Gary F. Pribyl, Cedar Rapids, Iowa, of a Change in Control, to acquire 26.82 percent of Herky Hawk Financial Corp., Monticello, Iowa, as independent trustee of an irrevocable voting trust, and thereby indirectly acquire Citizens State Bank, Monticello, Iowa.	Fed Reg – 05/22/2002 Newspaper – N/Avail
3(a)(3)	Metropolitan Bank Group, Inc., Chicago, Illinois, to retain a greater than 5 percent ownership of Upbancorp, Inc., Chicago, Illinois, and thereby indirectly acquire Uptown National Bank of Chicago, Chicago, Illinois.*	Fed Reg – 06/17/2002 Newspaper – 06/28/2002
3(a)(1)	Orchid Financial Bancorp, Inc., St. Charles, Illinois, to become a bank holding company by acquiring 100 percent of American Eagle Bank (in organization), South Elgin, Illinois.*	Fed Reg – 06/24/2002 Newspaper – N/Avail
CC	Notice by Stephen Suiter, Princeton, Iowa, and Jane Suiter Gahard, LeClaire, Iowa, as immediate family acting in concert, to increase control of Princeton/LeClaire, Agency, Inc., Princeton, Iowa, following the redemption of 199 shares of holding company stock. Stephen Suiter will own and control 41.79 percent individually and Jane Suiter Gahard will own and control 7.96 percent.	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>	<i>Ending date of comment period</i>
Reg H	Midwest Guaranty Bank, Troy, Michigan, to engage in trust powers.	

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 C FR 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>
807348	Bank of Oakfield 103 Main Street Oakfield, Wisconsin 53065 (920) 583-3191	01/14/2002	06/04/2002	S		X
474245	Villa Grove State Bank 10 N. Main Street Villa Grove, Illinois 61956 (217) 832-2631	02/11/2002	06/04/2002	S		X
474245	Security Trust & Savings Bank 601 Lake Avenue Storm Lake, Iowa 50588 (712) 732-3022	12/17/2001	06/03/2002	S		X
956134	La Salle State Bank 654 1 st Street La Salle, Illinois 61301 (815) 223-8800	12/17/2001	06/06/2002	S		X

Section VI – CRA examinations scheduled for

Quarter of

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

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, June 8, 2002

Section I – Applications subject to newspaper notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Notice by The New Washington State Bank Employee Stock Ownership Plan, New Washington, Indiana ("ESOP"), to acquire up to 24.00 percent of New Independent Bancshares, Inc., New Washington, Indiana. The stock of New Independent Bancshares, Inc. is voted by Scott Walters in his capacity as trust officer for the Monroe County Bank, Bloomington, Indiana, in conjunction with the ESOP committee consisting of Scott R. Benner, Jeffersonville, Indiana; Brenda G. Bridges, Sellersburg, Indiana; Betty A. Carver, Henryville, Indiana; Rhonda K. Clapp, Memphis, Indiana; Patrick J. Glotzbach, New Albany, Indiana; Cathy L. Tinsley, Marysville, Indiana; and Max H. Zimmerman, Charlestown, Indiana. (Previously submitted during the week ending June 1, 2002)	Newspaper – 06/15/2002 Fed Reg – 06/20/2002
3A3	Security Bancorp of Tennessee, Inc., Halls, Tennessee, to acquire up to 45.63 percent of Patriot Bank, Millington, Tennessee (in organization).*	Newspaper – 06/22/2002 Fed Reg – 07/05/2002

* 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.

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, June 8, 2002

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.

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
2265335	Community Bank-Missoula, Inc., Missoula Montana	02/20/2002	06/04/2002	S		x
475354	Farmers State Bank	02/20/2002	06/04/2002	S		x

Section VI – CRA examinations scheduled for Quarter of

Institution

Location

None

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, June 8, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Webb City Bank, Webb City, Missouri, to establish a branch at 3435 E. 7 th Street, Joplin, Missouri.	Newspaper - 06/10/2002
18(c)	American Bank, Baxter Springs, Kansas, to merge with Southwest Community Bank, Ozark, Missouri, and incident thereto, to establish a branch.	Newspaper - 06/30/2002

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)	Countryside Square Bancshares, Inc., Meriden, Kansas, to become a bank holding company through the acquisition of 100 percent of the voting shares of Countryside Bank, Meriden, Kansas.	Newspaper - 07/01/2002 Fed Reg - 06/28/2002
3(a)(3)	American Bancshares, Inc., Baxter Springs, Kansas, to acquire 100 percent of the voting shares of Southwest Missouri Bancshares, Inc., Ozark, Missouri, parent of Southwest Community Bank, Ozark, Missouri.	Newspaper - 06/30/2002 Fed Reg - 07/05/2002
CIC	Notice by Michele Costello Lundy and Christopher G. Costello, both of Marion, Kansas, to acquire control of Tampa State Bankshares, Inc., Tampa, Kansas, parent of Tampa State Bank, Tampa, Kansas.	Newspaper - N/Available Fed Reg - 06/26/2002
CIC	John Steven Schnoor, Hildreth, Nebraska, to acquire control of Hildreth State Company, Inc., Hildreth, Nebraska, parent of State Bank of Hildreth, Hildreth, Nebraska.	Newspaper - N/Available Fed Reg - N/Available
CIC	John W. Sutherland, Jr., Andover, Kansas, to acquire control of Ottawa Bancshares, Inc., Salina, Kansas, parent of Kansas State Bank, Ottawa, Kansas; First Kansas Bank, Hoisington, Kansas; Lyon County State Bank, Emporia, Kansas; and First Bank Kansas, Salina, Kansas.	Newspaper - 06/19/2002 Fed Reg - 06/25/2002

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 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 8, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Texas Bank, Weatherford, TX, to establish a branch office at 5980 South Cooper Street, Arlington, TX, 76017*	06/17/2002

*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>
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>	<i>Ending date of comment period</i>
3(a)(1)	Texas National Bancshares, Inc., Tomball, TX, to acquire Tomball Capital Corporation, Wilmington, DE, and Texas National Bank, Tomball, TX*	

*Subject to the provisions of the Community Reinvestment Act

Section V – Availability of CRA public evaluations

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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 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, June 8, 2002

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.

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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>
2364564	Valley Bank of Arizona 3550 N. Central Avenue, Suite 150 Phoenix, Arizona 85012 (602) 274-7500	01/22/2002	06/03/2002	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
