
Federal Reserve Release



H.2

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

No. 43

Week Ending October 26, 2002

Forms

Forms -- revision of the Financial Statements for Bank Holding Companies (FR Y-9) series of reports.

- Approved, October 21, 2002

Enforcement

United Central Bank, Garland, Texas -- amendment, dated October 11, 2002, to a cease and desist order of November 13, 2000.

- Announced, October 23, 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

Equity Bank, Marlton, New Jersey -- to establish a branch at 24 Cedar Street, Lititz, Pennsylvania.

- Approved, October 23, 2002

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish branches at 109 Liberty Square, Hurricane, West Virginia, and 128 Capital Street, Charleston.

- Approved, October 21, 2002

Richmond

First Charter Bank, Charlotte, North Carolina -- to establish a branch at 16719 Birkdale Commons Parkway, Huntersville.

- Approved, October 25, 2002

Chicago

M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin -- to establish branches at 13951 West Thomas Road, Goodyear, Arizona; Arizona Avenue and Germann Road, Chandler; Val Vista Drive and Williams Field Road, Gilbert; and Westland and Scottsdale Roads, Scottsdale.

- Approved, October 21, 2002

Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at 8351 East Walker Springs Lane, Knoxville, Tennessee.

- Approved, October 23, 2002

Cleveland

Sky Bank, Salineville, Ohio -- to establish a branch at 1669 West 5th Avenue, Columbus.

- Approved, October 22, 2002

Bank Branches, Domestic

Secretary

SunTrust Bank, Atlanta, Georgia -- to establish branches at 2075 South Hairston Road, Decatur, and 9259F Airport Boulevard, Orlando, Florida.
- Approved, October 24, 2002

Chicago

Unionbank, Streator, Illinois -- to establish a branch at 208 East Veteran's Parkway, Yorkville.
- Approved, October 23, 2002

Bank Holding Companies

Dallas

Beltline Bancshares, Inc., Dallas, Texas, and Security Bank Holding Company, Wilmington, Delaware -- to become bank holding companies through the acquisition of Security Bank, National Association, Garland, Texas.
- Approved, October 22, 2002

Dallas

Central Texas Financial Corp., Cameron, Texas, and Milam Financial Corp., Wilmington, Delaware -- to become bank holding companies through the acquisition of Citizens National Bank, Cameron, Texas.
- Approved, October 24, 2002

Cleveland

Charter One Financial, Inc., Cleveland, Ohio -- modification of a commitment.
- Granted, October 25, 2002

Atlanta

Commerce Bancshares, Inc., White Castle, Louisiana -- to become a bank holding company through the acquisition of The Bank of Commerce.
- Approved, October 21, 2002

St. Louis

Commerce Holding Corporation, Corinth, Mississippi -- to become a bank holding company through the acquisition of Commerce National Bank.
- Approved, October 25, 2002

Bank Holding Companies

Minneapolis

Community Financial Corporation, Owatonna, Minnesota -- to become a bank holding company through the acquisition of Community Bank Owatonna, a de novo bank.
- Withdrawn, October 22, 2002

Chicago

Fidelity Company, Dyersville, Iowa -- to acquire Worthington Bancorporation, Worthington, and State Bank.
- Approved, October 22, 2002

St. Louis

First Banks, Inc., St. Louis, Missouri -- to engage in investment advisory activities through the acquisition by Allegiant Bancorp, Inc. of Investment Counselors Incorporated.
- Approved, October 22, 2002

Kansas City

Gold Banc Corporation, Inc., Leawood, Kansas -- to acquire George K. Baum Trust Company, a Missouri nondepository trust company.
- Approved, October 22, 2002

Richmond

JCO Ventures, LLC, Union, South Carolina -- to become a bank holding company through retention of control of JCO Partners, LP and JCO Partners II, LP, and thereby indirectly control Arthur State Bancshares, Inc., and Arthur State Bank; Chesnee State Bancshares, Inc., Chesnee, and Carolina State Bank; and Woodruff State Bancshares, Inc., Woodruff, and Pinnacle State Bank.
- Approved, October 22, 2002

Kansas City

Peoples Bancorp., Red Cloud, Nebraska -- to become a bank holding company through the acquisition of Peoples-Webster County Bank.
- Approved, October 24, 2002

Bank Holding Companies

Dallas

Quitaque National Corporation, Quitaque, Texas, and Quitaque National Corporation of Delaware, Wilmington, Delaware -- to become bank holding companies through the acquisition of The First National Bank of Quitaque, Quitaque.

- Approved, October 25, 2002

Dallas

Woodforest Financial Group, Inc., The Woodlands, Texas, and Sun Belt Bancshares Corporation, Wilmington, Delaware -- to acquire an interest in Main Street National Bank, Cleveland, Texas.

- Approved, October 24, 2002

Bank Mergers

Cleveland

Sand Ridge Bank, Highland, Indiana -- to acquire through an internal reorganization The Bright National Bank, Flora, and National Bank of Hastings, Hastings, Michigan, and thereby establish branches.

- Approved, October 22, 2002

Richmond

Shore Bank, Onley, Virginia -- to purchase certain assets and assume certain liabilities of the Salisbury, Maryland, branch of Susquehanna Bank, Baltimore.

- Approved, October 25, 2002

Banks, Foreign

Director, BS&R

China Merchants Bank, Shenzhen, People's Republic of China -- to establish a representative office in New York, New York.

- Approved, October 22, 2002

Change In Bank Control

Dallas

Diboll State Bancshares, Inc., Diboll, Texas -- change in bank control.

- Permitted, October 22, 2002

Change In Bank Control

Chicago

First Equity Corp., Skokie, Illinois -- change in bank control.
- Permitted, October 21, 2002

Minneapolis

Flathead Lake Bancorporation, Inc., Polson, Montana -- change in bank control.
- Permitted, October 25, 2002

San Francisco

National Mercantile Bancorp, Los Angeles, California -- change in bank control.
- Permitted, October 22, 2002

Atlanta

Twin Cities Financial Services, Inc., Maryville, Tennessee -- change in bank control.
- Permitted, October 23, 2002

Competitive Factors Reports

Secretary

Bay Cities National Bank, Redondo Beach, California -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Torrance branch of Bank of Orange County, Fountain Valley.
- Submitted, October 23, 2002

New York

BPABank, National Association, Newark, New Jersey -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Springfield, Massachusetts branch of Woronoco Savings Bank, Westfield.
- Submitted, October 23, 2002

Cleveland

Community Plus Savings Bank, Rochester Hills, Michigan -- report on competitive factors of the proposed merger with Interim One Federal Savings Bank and Interim Two Federal Savings Bank as part of a mutual holding company conversion and reorganization.
- Submitted, October 23, 2002

Competitive Factors Reports

Cleveland

Fidelity Savings Bank, Pittsburgh, Pennsylvania -- report on competitive factors of the proposed merger with First Pennsylvania Savings Association.

- Submitted, October 23, 2002

Kansas City

The First National Bank and Trust Company, Chickasha, Oklahoma -- report on competitive factors of the proposed merger with Tri Star National Bank, Blanchard.

- Submitted, October 22, 2002

New York

First Niagara Bank, Lockport, New York -- report on competitive factors of the proposed acquisition of Savings Bank of the Finger Lakes, FSB, Geneva.

- Submitted, October 23, 2002

Kansas City

The First State Bank of Kansas City, Kansas City, Kansas -- report on competitive factors of the proposed merger with The Lawrence Bank, Lawrence.

- Submitted, October 22, 2002

Chicago

Liberty National Bank, Sioux City, Iowa -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of the Sioux City branch of Frontier Bank, Rock Rapids.

- Submitted, October 25, 2002

Cleveland

Prospect Bank, Columbus, Ohio -- report on competitive factors of the proposed merger with Prospect Interim Bank, Worthington.

- Submitted, October 23, 2002

Dallas

Texas National Bank, Tomball, Texas -- report on competitive factors of the proposed merger with Tomball Interim Bank, National Association.

- Submitted, October 21, 2002

Competitive Factors Reports

New York

Trustco Municipal Bank, Schenectady, New York -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of Trustco Savings Bank, Canajoharie.
- Submitted, October 24, 2002

St. Louis

The Weakley County Bank, Dresden, Tennessee -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Tennessee banking operations of Farmers Bank and Trust Company, Blytheville, Arkansas.
- Submitted, October 23, 2002

Chicago

West Michigan National Bank & Trust, Frankfort, Michigan -- report on competitive factors of the proposed merger with WMNB Interim National Bank.
- Submitted, October 25, 2002

Extensions Of Time

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- extension to October 24, 2003, to establish a branch at 3075 Mallory Lane, Franklin, Tennessee.
- Granted, October 21, 2002

Dallas

Horizons Bancorp, Inc., Monroe, Louisiana -- extension to January 24, 2003, to merge with American National Bancshares, Inc., Ruston, and thereby acquire American Bank, N.A.
- Granted, October 22, 2002

Dallas

Texas National Bancshares, Inc., Tomball, Texas, and Tomball Capital Corporation, Wilmington, Delaware -- extension to January 3, 2003, to become bank holding companies through the acquisition of Texas National Bank, Tomball, Texas.
- Granted, October 11, 2002 (AC)

Extensions Of Time

Atlanta

United Community Bankshares of Florida, Inc., Orlando, Florida -- extension to November 8, 2002, to become a bank holding company through the acquisition of United Heritage Bank and Community National Bank of Mid-Florida, Lake Mary.
- Granted, October 24, 2002

Membership

Boston

Community Guaranty Savings Bank, Plymouth, New Hampshire -- membership in the Federal Reserve System.
- Approved, October 25, 2002

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, October 26, 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>
4(c)(8)	Boston Private Financial Holdings, Inc., Boston, Massachusetts - Fed Reg - N/Avail notice to acquire up to 33% of Coldstream Holdings, Inc. and its wholly-owned subsidiaries, Coldstream Capital Management, Inc. and Coldstream Securities, Inc., all of Bellevue, Washington	

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(j)(5)(B)	The Royal Bank of Scotland Group plc, Edinburgh, Scotland, United Kingdom and its domestic bank holding company subsidiary, Citizens Financial Group, Inc., Providence, Rhode Island - to acquire an approximate 20% Class D membership interest in PULSE EFT Association, Houston, Texas	

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, October 26, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Representative Office	The Daiwa Bank, Limited, Osaka, Japan, to establish a representative office in New York, New York.	Newspaper – N/Avail
Branch Office	JP Morgan Chase Bank, New York, New York, to establish a branch office at 777 Bedford Road, Bedford Hills, New York.	Newspaper – N/Avail

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

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

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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 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:

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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>
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, October 26, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Premier Bank, Doylestown, PA, to establish a branch office located at 801 Old York Road, Abington, PA.	Newspaper - 11/05/2002

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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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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 C RA 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, October 26, 2002

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, Michigan, Grand Rapids, MI to establish a branch at 430 South Randal Road, Algonquin, IL.*	Newspaper - 10/15/2002

*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>
3(a)(3)	Application by KeyCorp, Cleveland, OH and Buffalo Acquiror Sub, Inc., Cleveland, OH to acquire all voting shares of Union Bankshares, Inc., Denver, CO and Union Bank & Trust, Denver, CO pursuant to Section 3(a)(3) of the Bank Holding Company Act.*	Newspaper - 11/14/2002 Fed Reg - 11/18/2002

*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 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, October 26, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	New Peoples Bank, Inc., Honaker, Virginia, to establish a branch at the intersection of State Routes 80 and 600, Davenport, Virginia.*	Newspaper - 11/04/2002
Branch	Gateway Bank & Trust Co., Elizabeth City, North Carolina, to establish a branch at 575 Cedar Road, Chesapeake, Virginia.*	Newspaper - 11/08/2002

*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	Notice of Change in Control filed by Charles F. Sposato to acquire in excess of 10% of the voting shares of Cecil Bancorp, Inc., Elkton, Maryland.	Fed Reg - 12/12/2002 Newspaper - 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>	
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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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, October 26, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Colonial Bank, Montgomery, Alabama, to establish a branch located at 5220 Summerlyn Commons Boulevard, Ft. Myers, Florida.*	Newspaper-10/25/2002
Branch	First Community Bank, Debarry, Florida, to establish a branch located at 450 N. McDonald Avenue, Deland, Florida.*	Newspaper-11/17/2002
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at 2000 Island Circle Park, Mt. Pleasant, South Carolina.*	Newspaper-10/24/2002

*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)	Pinnacle S-Corp, Inc., Elberton, Georgia, to become a bank holding company by acquiring Pinnacle Financial Corporation, and its subsidiary, Pinnacle Bank, both of Elberton, Georgia.*	Newspaper - N/Avail Fed Reg – N/Avail
CIC	FMB Bancshares, Inc., Lakeland, Georgia, Prior change in control notice by Lee Investments, LLP (William Larry Lee, Ann S. Lee, their son, William Alexander Lee, and their daughter, Mary Carol Lee Green), to acquire 14.32 percent of the outstanding shares of FMB Bancshares, Inc., Lakeland, Georgia.	Newspaper – N/Avail Fed Reg - N/Avail
3(a)(3)	Southwest Florida Community Bancorp, Inc., Fort Myers, Florida, to acquire 50 percent of the outstanding shares of Sanibel Captiva Community Bank, Sanibel, Florida (in organization).*	Newspaper-11/15/2002 Fed Reg-11/21/2002

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>
COM	Red River Bancshares, Inc., commitment waiver request.
COM	The PB Financial Services Corporation, Duluth, Georgia , 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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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:

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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 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, October 26, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Community First Bank, Boscobel, Wisconsin, to establish a branch facility to be located at 715 Broadway Street, Baraboo, Wisconsin	Newspaper – N/Avail
18C & Branches	Midwest Bank and Trust Company, Elmwood Park, Illinois, to merge with Fairfield Savings Bank, F.S.B., Long Grove, Illinois and thereby to establish branches.*	Newspaper – 11/06/2002
Branch	Tri-County Bank, Brown City, Michigan, to establish a branch facility to be located at 4436 Main Street, Brown City, Michigan.*	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)(3 &) 3(a)(5)	Backlund Investment Co., Peoria, Illinois, to acquire 100 percent of each of the following: Astoria Investment Company, Astoria, Illinois, and thereby indirectly acquire Farmers State Bank, Astoria, Astoria, Illinois; Bartonville Investment Co., Peoria, Illinois, and thereby indirectly acquire Bartonville Bank, Bartonville, Illinois; Backlund-White, Inc., Peoria, Illinois, and thereby indirectly acquire Glasford State Bank, Glasford, Illinois; Backlund-Scott Company, Wyoming, Illinois and thereby indirectly acquire Wyoming Bank & Trust Company, Wyoming, Illinois, Dunlap Bank, Dunlap, Illinois; and to acquire control of at least 25 percent of the voting shares of Hopedale Investment Company, Hopedale, Illinois, and thereby indirectly acquire Community Bank of Hopedale, Hopedale, Illinois.*	Fed Reg – 11/18/2002 Newspaper – 11/12/2002

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Notice by Steven M. Eldred, Beloit, Wisconsin, as voting trustee of the Helen M. Eldred Voting Trust and the John M. Eldred Voting Trust; and the Eldred Family Limited Partnership I and Eldred Family Limited Partnership II, both located in Beloit, Wisconsin, to gain control of Centre 1 Bancorp, Inc., Beloit, Wisconsin, and thereby indirectly acquire First National Bank and Trust Company of Beloit, Beloit, Wisconsin.	Fed Reg – 10/22/2002 Newspaper – 10/28/2002
3(a)(3)	Herky Hawk Financial Corp., Monticello, Iowa, to acquire 100 percent of Munter Agency, Inc., Strawberry Point, Iowa, and thereby indirectly acquire Union Bank & Trust Company, Strawberry Point, Iowa.*	Fed Reg – 11/22/2002 Newspaper – N/Avail
3(a)(3)	Mahaska Investment Company, Oskaloosa, Iowa, to acquire 100 percent of Belle Plaine Service Corporation, Belle Plaine, Iowa, and thereby indirectly acquire Citizens Bank and Trust Company, Hudson, Iowa.*	Fed Reg – 11/18/2002 Newspaper – N/Avail
4(c)(8)	Midwest Banc Holdings, Inc., Elmwood Park, Illinois, to merge with Big Foot Financial Corporation, Long Grove, Illinois, and thereby indirectly acquire Fairfield Savings Bank, F.S.B., Long Grove, Illinois, and thereby operate a savings association.*	Fed Reg – 11/15/2002 Newspaper – 11/18/2002

* 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>
Membership	Southwest Bank of St. Louis, St. Louis, Missouri, to become a member of the Federal Reserve System.

Section V – Availability of CRA public evaluations

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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>
991135	The State Bank of Geneva 22 S. 4 th Sreet Geneva, Illinois 60134 (630) 232-3200	06/10/2002	10/23/2002	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, October 26, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18C Branch	First Bank, Creve Coeur, Missouri, to merge with Bank of Ste. Genevieve, Sainte Genevieve, Missouri, and to retain the acquired facilities as full service branch offices at the existing locations.*	Newspaper – 11/27/2002

* 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	Notice by Harrell Investment Partners Limited Partnership, Camden, Arkansas, and Searcy W. Harrell, Jr. and Peggy Harrell, as general partners, to gain control of Harrell Bancshares, Inc., Camden, Arkansas.	Newspaper – N/Avail Fed Reg – 11/12/2002
CIC	Notice by immediate family members consisting of Terry E. Forcht, Marion C. Forcht, Theodore B. Forcht, Rodney S. Shockley, and Laurie S. Shockley, acting in concert to retain control of Green County Bancshares, Inc., Corbin, Kentucky.	Newspaper – 11/20/2002 Fed Reg – N/Avail
CIC	Notice by immediate family members consisting of Terry E. Forcht, Marion C. Forcht, Theodore B. Forcht, Rodney S. Shockley, and Laurie S. Shockley, acting in concert to retain control of Campbellsville Bancorp, Inc., Corbin, Kentucky.	Newspaper – 11/20/2002 Fed Reg – N/Avail
CIC	Notice by immediate family members consisting of Terry E. Forcht, Marion C. Forcht, Theodore B. Forcht, Rodney S. Shockley, and Laurie S. Shockley, acting in concert to retain control of PRP Bancorp, Inc., Corbin, Kentucky.	Newspaper – 11/20/2002 Fed Reg – 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>
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>
912578	Heritage State Bank Lawrenceville, Illinois	07/08/2002	10/21/2002	S		X

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, October 26, 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>
3(a)(3)	State Bankshares, Inc., Fargo, North Dakota, to acquire 100% of State Bank of Moorhead, Moorhead, Minnesota.*	Fed Reg – 11/01/2002 Newspaper – N/Avail
3(a)(3)	TCF Financial Corporation, Wayzata, Minnesota, to acquire an additional 5.00%, thereby increasing its total ownership to 9.99%, of the voting shares of MainStreet BankShares, Inc., Martinsville, Virginia, which owns Smith River Community Bank, N.A., Martinsville, Virginia, and Franklin Community Bank, N.A., Rocky Mount, Virginia, a de novo bank.*	Fed Reg – 11/18/2002 Newspaper – 11/04/2002
CIC	Notice by David C. Arnold, North Mankato, Minnesota, to gain control of Voyager Financial Services Corporation, Edina, Minnesota, and thereby indirectly gain control of Voyager Bank, Eden Prairie, Minnesota.	Fed Reg – N/Avail Newspaper – N/Avail
CIC	Marie Gillespie, LaGrange Park, Illinois, as trustee of the Lake Bank Shares, Inc. Employee Stock Ownership Plan, Emmons, Minnesota, to gain control of Lake Bank Shares, Inc., Emmons, Minnesota, and thereby indirectly gain control of Security Bank of Minnesota, Albert Lea, Minnesota, and First State Bank of Emmons, Emmons, Minnesota.	Fed Reg – 10/21/2002 Newspaper – N/Avail
CIC	Robert B. Whitlock, Minneapolis, Minnesota, to retain control as trustee of Lake Bank Shares, Inc. Employee Stock Ownership Plan, Emmons, Minnesota, and thereby indirectly retain control of Lake Bank Shares, Inc., Emmons, Minnesota, which owns Security Bank of Minnesota, Albert Lea, Minnesota, and First State Bank of Emmons, Emmons, Minnesota.	Fed Reg – 10/21/2002 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>
CIC	Jonathon H. Berg, M.D., Northwood, North Dakota, as trustee of the Herbert A. Lund Revocable Trust, to gain control of Lake Bank Shares, Inc., Emmons, Minnesota, and thereby indirectly gain control of Security Bank of Minnesota, Albert Lea, Minnesota, and First State Bank of Emmons, Emmons, Minnesota.	Fed Reg – 10/21/2002 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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<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>
1441600	Big Sky Western Bank, Gallatin Gateway, Montana	04/29/2002	10/22/2002	S		X
2634191	Glacier Bank, Kalispell, Montana	04/29/2002	10/24/2002	O	X	
2999845	Western Security Bank, Billings, Montana	04/29/2002	10/24/2002	S		X
652351	First Security Bank of Missoula, Missoula, Montana	04/29/2002	10/24/2002	S		X
444257	Glacier Bank of Whitefish, Whitefish, Montana	04/29/2002	10/22/2002	O		X

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

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

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, October 26, 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>
3(a)(1)	Heritage Bancshares, Inc., Topeka, Kansas, to become a bank holding company through the acquisition of 100 percent of the voting shares of Heritage Bank, Topeka, Kansas (in organization).	Newspaper - N/Available Fed Reg - N/Available
3(a)(1)	Commerce Bancorp, Inc., Duncan, Oklahoma, to become a bank holding company through the acquisition of 100 percent of the voting shares of Bank of Commerce, Duncan, Oklahoma (in organization).	Newspaper - 11/15/2002 Fed Reg - 11/15/2002
3(a)(3)	Platte Valley Financial Service Companies, Inc., Scottsbluff, Nebraska, to retain 100 percent of the voting shares of Tri-County National Bank, Cheyenne, Wyoming.	Newspaper - 11/22/2002 Fed Reg - 11/21/2002
3(a)(3)	Community Bankshares, Inc., Greenwood Village, Colorado, to acquire 100 percent of the voting shares of Community Bank of Tracy (formerly known as Tracy Federal Bank, F.S.B.), Tracy, California.	Newspaper - 11/19/2002 Fed Reg - 11/15/2002
3(a)(3)	First Okmulgee Corporation, Okmulgee, Oklahoma, to acquire up to 100 percent of the voting shares of First National of Henryetta, Inc., parent of First National Bank of Henryetta, both of Henryetta, Oklahoma.	Newspaper - 11/12/2002 Fed Reg - 11/18/2002
CIC	Notice by Nancy Louise Smith and Patrick Allen Brooks, both of Chickasha, Oklahoma, to acquire control of First Independent Bancorp, Inc., Chickasha, Oklahoma, parent of First National Bank & Trust Company, Chickasha, Oklahoma.	Newspaper - N/Available Fed Reg - 11/12/2002

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>
Member	Heritage Bank, Topeka, Kansas (in organization), to become a member of the Federal Reserve System.
Premises	Kearney Commercial Bank, Kearney, Missouri, for prior approval to increase its investment in bank premises.
Withdrawal	First American Bank, Stonewall, Oklahoma, requests to waive the 6-month notification of intent to withdraw membership in the Federal Reserve System.
4(c)(8)	AmeriBank Holding Company, Inc., Collinsville, Oklahoma, to engage in mortgage origination activities through the acquisition of AmeriBank Mortgage Company, LLC, Collinsville, Oklahoma.

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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<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, October 26, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Western Bank, Lordsburg, NM, to establish a branch located at 333 Highway 180 West, Silver City, NM, 88061*	Newspaper - 11/01/2002

*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>
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, October 26, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Bank of Ephraim, Ephraim, Utah, to establish a branch facility to be located at 747 North Main, Ephraim, Utah.*	Newspaper – 11/08/2002

* 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>
3(a)(3)	BankWest Nevada Corporation, Las Vegas, Nevada, to acquire 100 percent of Alliance Bank of Arizona (In Organization), Phoenix, Arizona.*	Newspaper – 11/16/2002 Fed Reg – 11/18/2002

* 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>
COM	Bay View Capital Corporation, San Mateo, California, requests an additional one-year extension of the divestiture deadline in connection with certain impermissible equity investments regarding the acquisition of Franchise Mortgage Acceptance Corporation, which was approved by the Reserve Bank on June 17, 1999.

Section V – Availability of CRA public evaluations

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

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

Section VI – CRA examinations scheduled for

Quarter of

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