
Federal Reserve Release



H.2

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

No. 49

Week Ending December 7, 2002

Regulations And Policies

Priority Telecommunication Services -- expansion of the Board's criteria for sponsorship of priority telecommunication services of organizations that are important to national security and emergency preparedness (Docket No. R-1137).

- Approved, December 2, 2002

Reserve Bank Services

Fedwire -- request for comment on a proposal to expand the operating hours for the on-line Fedwire Funds Service (Docket No. R-1138).

- Approved, December 4, 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

Chicago

Ames Community Bank, Ames, Iowa -- to establish a branch at 107 Main Street, and to relocate its main office to 1200 South Duff.

- Approved, December 2, 2002

Richmond

Farmers Bank, Windsor, Virginia -- to establish a branch at Godwin Boulevard and Hillpoint Boulevard North, Suffolk.

- Approved, December 6, 2002

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at State Routes 301 and 254, Sheffield Village.

- Approved, December 3, 2002

Richmond

Four Oaks Bank & Trust Company, Four Oaks, North Carolina -- to establish a branch at 101 Avent Ferry Road, Holly Springs.

- Approved, December 4, 2002

New York

JPMorgan Chase Bank, New York, New York -- to establish a branch at 777 Bedford Road, Bedford Hills.

- Approved, December 2, 2002

Atlanta

SouthTrust Bank, Birmingham, Alabama -- to establish a branch at 2310 Dallas Highway, Marietta, Georgia.

- Approved, November 29, 2002 (AC)

Dallas

Texas Bank, Weatherford, Texas -- to establish a branch at 207 North Denton Tap Road, Coppell.

- Approved, December 3, 2002

Bank Holding Companies

Atlanta

Bancshares of Florida, Inc., Naples, Florida -- commitment waiver request.
- Returned, December 2, 2002

Atlanta

Commerce National Bankshares of Florida, Inc., Winter Park, Florida -- to become a bank holding company through the acquisition of Commerce National Bank of Florida, a de novo bank.
- Approved, December 5, 2002

Minneapolis

Community Financial Corporation, Owatonna, Minnesota -- to become a bank holding company through the acquisition of Community Bank Owatonna, a de novo bank.
- Approved, December 6, 2002

Atlanta

First Commerce Bankshares, Inc., Douglasville, Georgia -- to become a bank holding company through the acquisition of First Commerce Community Bank, a de novo bank.
- Withdrawn, December 5, 2002

Chicago

First State Associates, Inc., Hawarden, Iowa, and Old O'Brien Banc Shares, Inc., Sutherland -- to acquire additional shares of Hawarden Banking Company, Hawarden.
- Approved, December 4, 2002

Richmond

Friedman, Billings, Ramsey Group, Inc., Arlington, Virginia; FBR Ashton, Limited Partnership; FBR Opportunity Fund, Ltd.; and FBR Small Cap Financial Fund -- to retain an interest in ITLA Capital Corporation, La Jolla, California.
- Approved, December 3, 2002

St. Louis

Gravett Bancshares, Inc., Gravette, Arkansas -- to become a bank holding company through the acquisition of Bank of Gravett.
- Approved, December 3, 2002

Bank Holding Companies

St. Louis

Harrodsburg First Financial Bancorp, Inc., Harrodsburg, Kentucky -- to acquire shares of Independence Bancorp, New Albany, Indiana, and thereby acquire Independence Bank.

- Approved, December 6, 2002

San Francisco

ITLA Capital Corporation, La Jolla, California, and Franklin Resources, Inc., San Mateo -- for ITLA Capital Corporation to become a bank holding company through the acquisition of Imperial Capital Bank, La Jolla, and to engage in nonbanking activities through ITLA Capital Real Estate Investment Trust and ITLA Mortgage Loan Securitization 2002-1, LLC; and for Franklin Resources to acquire an interest in ITLA Capital Corporation.

- Approved, December 3, 2002

Minneapolis

Merchants Financial Group, Inc., Winona, Minnesota -- to acquire Merchants Bank, National Association, La Crescent, a de novo bank, in connection with the relocation of the charter of the existing Merchants Bank, National Association, to Onalaska, Wisconsin.

- Approved, December 4, 2002

Atlanta

N W Services Corporation, Ringgold, Georgia -- to acquire The Bank of Sharon, Sharon, Tennessee.

- Approved, December 3, 2002

Atlanta

Pinnacle S-Corp, Inc., Elberton, Georgia -- to become a bank holding company through the acquisition of Pinnacle Financial Corporation and Pinnacle Bank.

- Approved, December 6, 2002

Secretary

Platte Valley Financial Service Companies, Inc., Scottsbluff, Nebraska -- to retain Tri-County Bank, National Association, Cheyenne, Wyoming.

- Approved, December 2, 2002

Bank Holding Companies

Dallas

Reynolds, Teague, Thurman Financial Corp., Moody, Texas, and RTT Delaware Holdings, Inc., Wilmington, Delaware -- to become bank holding companies through the acquisition of The First National Bank of Moody, Moody.
- Approved, December 4, 2002

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 comment period on the application to acquire Admiralty Bancorp, Inc., Palm Beach Gardens, Florida, and Admiralty Bank.
- Denied, December 5, 2002

Atlanta

Vision Bancshares, Inc., Gulf Shores, Alabama -- commitment waiver request.
- Granted, December 4, 2002

Bank Mergers

Cleveland

The Citizens Banking Company, Sandusky, Ohio -- to merge with The Castalia Banking Company, Castalia, and thereby establish a branch.
- Approved, December 2, 2002

Banks, National

Director, BS&R

Community Trust Bank, Inc., Pikeville, Kentucky -- transfer agent registration.
- Approved, December 3, 2002

Banks, State Member

Director, BS&R

The Bank of Tidewater, Virginia Beach, Virginia -- transfer agent registration.
- Withdrawn, December 3, 2002

Change In Bank Control

Richmond

Cecil Bancorp, Inc., Elkton, Maryland -- change in bank control.
- Permitted, December 6, 2002

Chicago

First State Associates, Inc., Hawarden, Iowa -- change in bank control.
- Permitted, December 4, 2002

Atlanta

Greater Rome Bancshares, Inc., Rome, Georgia -- change in bank control.
- Permitted, December 6, 2002

St. Louis

Harrell Bancshares, Inc., Camden, Arkansas -- change in bank control.
- Permitted, December 4, 2002

St. Louis

New Era Bancorporation, Inc., Fredericktown, Missouri -- change in bank control.
- Permitted, December 4, 2002

Minneapolis

Voyager Financial Services Corporation, Edina, Minnesota -- change in bank control.
- Permitted, December 3, 2002

Competitive Factors Reports

Richmond

Advance Financial Savings Bank, FSB, Wellsburg, West Virginia -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of two Steubenville, Ohio, branches of The Second National Bank of Warren, Warren.
- Submitted, December 3, 2002

Competitive Factors Reports

Chicago

Associated Bank, National Association, Green Bay, Wisconsin -- report on competitive factors of the proposed merger with Associated Card Services Bank, National Association, Stevens Point.
- Submitted, December 2, 2002

Boston

Banknorth, National Association, Portland, Maine -- report on competitive factors of the proposed merger with American Savings Bank, New Britain, Connecticut.
- Submitted, December 3, 2002

San Francisco

Sterling Financial Corporation, Spokane, Washington -- report on competitive factors of the proposed merger of Empire Bank, Livingston, Montana, and Sterling Savings Bank, Spokane.
- Submitted, December 2, 2002

Chicago

United Bank & Trust-Washtenaw, Ann Arbor, Michigan -- report on competitive factors of the proposed purchase of the Saline, Manchester, and Dexter branches of and assumption of certain deposits from United Bank & Trust, Tecumseh.
- Submitted, December 2, 2002

Extensions Of Time

San Francisco

Farmers and Merchants Bank of Central California, Lodi, California -- extension to December 28, 2003, to establish a branch at 3500 Dale Road, Modesto.
- Granted, December 5, 2002

St. Louis

Planters Financial Group, Inc., Hopkinsville, Kentucky -- extension to March 6, 2003, to acquire City State Bank, Martin, Tennessee.
- Granted, December 6, 2002

Financial Holding Companies

St. Louis

- First State Bancorp, Inc., Caruthersville, Missouri -- election to become a financial holding company.
- Effective, December 3, 2002

Membership

Cleveland

- Community Trust Bank, National Association, Pikeville, Kentucky -- membership in the Federal Reserve System on conversion to a state-chartered institution, Community Trust Bank, Inc.
- Approved, December 2, 2002

Chicago

- The Knisely National Bank of Butler, Butler, Indiana -- membership in the Federal Reserve System.
- Approved, December 5, 2002

Richmond

- Suffolk First Bank, Suffolk, Virginia -- membership in the Federal Reserve System.
- Approved, December 6, 2002

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, December 7, 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 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, December 7, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Barclays Bank PLC, London, England, to upgrade its Miami, Florida, agency to a branch office.	Newspaper – N/A

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

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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 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, December 7, 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>	
Member	Patriot Bank, Pottstown, PA, to become a member of the Federal Reserve System.	

Section V – Availability of CRA public evaluations

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<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for Quarter of

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

District 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, December 7, 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

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<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>
None						

Section VI – CRA examinations scheduled for Quarter of

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

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, December 7, 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

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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>
365325	United Bank 11185 Main Street Fairfax, Virginia 22030-5008	09/16/2002	12/07/2002	S	X	

Section VI – CRA examinations scheduled for

Quarter of

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

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, December 7, 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 6360 W. Plano Parkway, Plano, Texas.*	Newspaper-12/06/2002
Branch	Colonial Bank, Montgomery, Alabama, to establish a branch located at 2223 Del Prado Boulevard S. Cape Coral, Florida.*	Newspaper-12/05/2002
18(c)	IBERIABANK, New Iberia, Louisiana, to merge with LBA Savings Bank, Lafayette, Louisiana.*	Newspaper-12/30/2002

*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)	Community Bancshares of West Georgia, Villa Rica, Georgia, to become a bank holding company through the acquisition of Community Bank of West Georgia, Villa Rica, Georgia (in organization).*	Newspaper-N/Avail Fed Reg-12/26/2002
CIC	Community Bank of South Florida, Inc., Homestead, Florida, after-the-fact notification filed by Mr. George H. Eicher, Mrs. Mary Ethel Eicher, and Mr. George P. Eicher to collectively retain 10.33 percent of the outstanding shares of Community Bank of South Florida, Inc., and its subsidiary, Community Bank of Florida, both of Homestead, Florida.	Newspaper-12/17/2002 Fed Reg-12/13/2002
3(a)(5)	IBERABANK Corporation, Lafayette, Louisiana, to merge with Acadiana Bancshares, Inc., and its subsidiary, LBA Savings Bank, both of Lafayette, Louisiana.*	Newspaper-N/Avail Fed Reg-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>
COM	FCB Florida Bancorporation, Inc., Orlando, Florida, 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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SN = Substantial noncompliance

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					<i>LrgBk</i>	<i>SmBk</i>
279338	First Southern Bank 9955 West Glade Road Boca Raton, Florida 33434 (561) 731-4200	08/26/2002	12/03/2002	S		X
3034257	First Community Bank of Central Alabama Post Office Box 1270 Wetumpka, Alabama 36092 (334) 512-2034	08/26/2002	12/05/2002	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, December 7, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	American Trust & Savings Bank, Dubuque, Iowa, to establish a branch at the corner of Old Farley Road and Pleasant Grove Road, Farley, Iowa.*	Newspaper – 12/05/2002
18C & Branches	M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin, to merge with Southwest Bank of Phoenix, Phoenix, Arizona and thereby to establish a branch at 2222 East Camelback Road, Phoenix, Arizona.*	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>
CIC	Notice by Mark Charles Hewitt, Ventura, Iowa, to increase his ownership in Arneson Bancshares, Inc., Clear Lake, Iowa, from 19.71 percent to 43.21 percent.	Fed Reg – 12/13/2002 Newspaper – N/Avail
3(a)(3)	FBOP Corporation, Oak Park, Illinois, to acquire an additional 50 percent for a total ownership of 100 percent of the outstanding voting shares of PNB Financial Corp., Chicago, Illinois, and thereby indirectly acquire Park National Bank and Trust of Chicago, Chicago, Illinois.*	Fed Reg – 12/23/2002 Newspaper – 12/20/2002
3(a)(1)	FEB Bancshares, Inc., Neshkoro, Wisconsin, to become a bank holding company by acquiring 100 percent of Golden Sands Bankshares, Inc., Neshkoro, Wisconsin, and thereby indirectly acquire Farmers Exchange Bank of Neshkoro, Neshkoro, Wisconsin.*	Fed Reg – 01/02/2003 Newspaper – 12/21/2002
3(a)(1)	F T Bancshares, Inc., Aurelia, Iowa, to become a bank holding company by acquiring 6,149 shares, or 61.58% of Aurelia F T & S Bankshares, Inc., Aurelia, Iowa, and thereby indirectly acquiring The First Trust & Savings Bank, Marcus, Iowa.*	Fed Reg – 01/02/2003 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)	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 – 11/23/2002
3(a)(5)	MB Financial, Inc., Chicago, Illinois, to acquire 100 percent of South Holland Bancorp, Inc., South Holland, Illinois, and thereby indirectly acquire South Holland Trust & Savings Bank, South Holland,*	Fed Reg – 01/02/2003 Newspaper – N/Avail
3(a)(3)	Prairieland Employee Stock Ownership Plan, Bushnell, Illinois, to increase its ownership of Prairieland Bancorp, Inc., Bushnell, Illinois, from 44.73 percent to 49.77 percent, and thereby indirectly acquire Farmers and Merchants State Bank, Bushnell, Illinois.*	Fed Reg – 12/13/2002 Newspaper – 12/16/2002
CIC	Notice by Wayne W. Whalen and Paula Wolff, to retain ownership of 17.80 percent of the common stock of Unionbancorp, Inc., Ottawa, Illinois, and thereby indirectly retain control of Unionbank, Streator, Illinois; Unionbank/Central, Princeton, Illinois; Unionbank/West, Macomb, Illinois, and Unionbank/Northwest, Hanover, Illinois.	Fed Reg – 12/26/2002 Newspaper – 12/09/2002
CIC	Notice by Dennis J. McDonnell and Kathleen A. McDonnell, to retain ownership of 12.78 percent of the outstanding shares of Unionbancorp, Inc., Ottawa, Illinois, and thereby indirectly control Unionbank, Streator, Illinois; Unionbank/Central, Princeton, Illinois; Unionbank/West, Macomb, Illinois, and Unionbank/Northwest, Hanover, Illinois.	Fed Reg – 12/26/2002 Newspaper – 12/11/2002

* 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>
3(a)(1) Notice	Goodfield Financial Corporation, Goodfield, Illinois, to become a bank holding company by acquiring 100 percent of Goodfield State Bank, Goodfield, Illinois.

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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					<i>LrgBk</i>	<i>SmBk</i>
695349	Tri-County Bank 4222 Main Street Brown City, Michigan 48416 (810) 346-2745	06/24/2002	12/02/2002	S		X
364337	Logan County Bank 303 Pulaski Street Lincoln, Illinois 62656 (217) 732-3151	07/08/2002	12/02/2002	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, December 7, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Arvest Bank, Fayetteville, Arkansas, to establish a branch facility to be located at 1930 Fayetteville Road, Van Buren, Arkansas.*	Newspaper – 12/24/2002

* 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 Herbert L. Winemiller and Gwyneth A. Winemiller, both of Fort Pierce, Florida, to retain control of Whittington Bancorp, Inc., Benton, Illinois.	Newspaper – 1/2/2003 Fed Reg – N/Avail
3A1	First Federal Financial Corporation of Kentucky, Elizabethtown, Kentucky, to become a bank holding company by acquiring 100 percent of First Federal Savings Bank of Elizabethtown, Elizabethtown, Kentucky, upon its conversion from a federally chartered savings bank to a state chartered bank. (Previously submitted during the week ending November 30, 2002) *	Newspaper – 12/11/2002 Fed Reg – 12/12/2002

* 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>	<i>Ending date of comment period</i>
None		

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, December 7, 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	Brian B. and Patricia A. Wellmon, Crandon, Wisconsin, to acquire control of Northern Wisconsin Bank Holding Company, Laona, Wisconsin, and thereby indirectly acquire control of Laona State Bank, Laona, Wisconsin.*	Fed Reg – 12/26/2002 Newspaper – 12/18/2002
CIC	Paul David Pieschel, Springfield, Minnesota, to acquire control of Piesco, Inc., Springfield, Minnesota, and thereby indirectly acquire control of Citizens State Bank Norwood Young America, Norwood Young America, Minnesota and Farmers & Merchants State Bank of Springfield, Springfield, Minnesota.*	Fed Reg – /Avail Newspaper – 12/31/2002
CIC	Todd Haugan, Long Lake, Minnesota; Tom P. Kell, Duluth, Minnesota; and Richard Lefcowitz, Minong, Wisconsin, to retain control of Superior Financial Holding, Inc., Two Harbors, Minnesota, and thereby indirectly retain control of the Lake Bank, National Association, Two Harbors, Minnesota.*	Fed Reg – 11/19/2002 Newspaper – N/Avail
3(a)(1)	Olmsted Holding Corporation, Byron, Minnesota, proposes to become a bank holding company by acquiring 100% of Olmsted National Bank, Rochester, Minnesota.*	Fed Reg – 01/03/2003 Newspaper – 01/08/2003

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
Member	Dacotah Bank-Valley City, Valley City, North Dakota, proposes to become a member of the Federal Reserve System.

Section V – Availability of CRA public evaluations

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

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

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<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>
914853	CornerStone State Bank Le Sueur, Minnesota	05/27/2002	11/26/2002	S		X
624956	Valley Bank of Ronan Ronan, Montana	08/12/2002	11/27/2002	O		X
564856	1 st Bank Sidney, Montana	08/19/2002	11/27/2002	S		X
595953	Farmers State Bank of Denton Denton, Montana	08/05/2002	12/04/2002	S		X

Section VI – CRA examinations scheduled for

Quarter of

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

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, December 7, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Five Points Bank, Grand Island, Nebraska, to establish a branch at 20 East 21 st Street, Kearney, Nebraska.	Newspaper - 12/11/2002
Branch	Bank of Blue Valley, Overland Park, Kansas, to establish a branch at 7900 College Boulevard, Overland Park, Kansas.	Newspaper - 12/20/2002

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)	Healthcare Bancorp, Inc., Broken Arrow, Oklahoma, to become a bank holding company through the acquisition of 100 percent of the voting shares of Federal BankCentre, Broken Arrow, Oklahoma.	Newspaper - N/Available Fed Reg - 01/07/2003
3(a)(1)	Bancorp V, Inc., Olathe, Kansas, to become a bank holding company through the acquisition of 97.2 percent of the voting shares of Bank of Leeton, Leeton, Missouri.	Newspaper - N/Available Fed Reg - 12/27/2002
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 - 12/31/2002 Fed Reg - 01/02/2003
3(a)(3)	First Olathe Bancshares, Inc., Overland Park, Kansas, to acquire an additional 29.26 percent, for a total of 59.56 percent of the voting shares of Bannister Bancshares, Inc., Kansas City, Missouri, parent of Union Bank, Kansas City, Missouri.	Newspaper - 12/27/2002 Fed Reg - 01/03/2003
CIC	Notice by Connie F. Rose, individually and as trustee of the Jon F. Rose Revocable Trust, Hastings, Nebraska; Paul H. and Faye E. Powers, Hastings, Nebraska; and Larry W. Coffey, Lincoln, Nebraska, to acquire control of Hastings Bancorp, Inc., Hastings, Nebraska, parent of Hastings State Bank, Hastings, Nebraska.	Newspaper - N/Available Fed Reg - 12/30/2002

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.

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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>
311050	American Heritage Bank 2 S. Main Street Sapulpa, Oklahoma 74066-4104	08/19/2002	12/02/2002	S	X	
982151	Western Bank 307 W. Aztec Gallup, New Mexico 87301-6349	09/16/2002	12/03/2002	S		X

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

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

District 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, December 7, 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)	OSB Financial Services, Inc., Orange, TX, and OSB Delaware Financial Services, Inc., Dover, DE, to acquire 100 percent of Mauriceville National Bank, Mauriceville, 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, December 7, 2002

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Valley Independent Bank, El Centro, California, to establish a branch facility to be located at One El Paseo, 74-199 El Paseo Drive, Palm Desert, California.*	Newspaper – 12/31/2002

* 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>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	
