
Federal Reserve Release



H.2

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

No. 8

Week Ending February 21, 2004

Board Operations

Labor Relations Panels -- reappointment of Richard Bloch to the Federal Reserve System's two labor relations panels.
- Approved, February 17, 2004

BS&R Banking Supervision and Regulation
C&CA Consumer and Community Affairs
FOMC Federal Open Market Committee

RBOPS Reserve Bank Operations and Payment Systems
IF International Finance
OSDM Office of Staff Director for Management

Bank Branches, Domestic

Secretary

1st United Bank, North Palm Beach, Florida -- to establish branches at 215 South Olive Avenue, West Palm Beach, and 307 Evernia Street.

- Approved, February 19, 2004

Chicago

Comerica Bank, Detroit, Michigan -- to establish a branch at 2321 Rosecrans Avenue, El Segundo, California.

- Approved, February 20, 2004

Philadelphia

East Penn Bank, Emmaus, Pennsylvania -- to establish a branch at 18 South Second Street, Borough of Emmaus.

- Approved, February 17, 2004

St. Louis

First Bank, St. Louis, Missouri -- to establish a branch at 2462 Taylor Road, Wildwood.

- Approved, February 20, 2004

New York

JPMorgan Chase Bank, New York, New York -- to establish a branch at 55 West Palisade Avenue, Englewood, New Jersey.

- Approved, February 19, 2004

Dallas

PlainsCapital Bank, Lubbock, Texas -- to establish a mobile branch to provide deposit-related services in its Potter and Randall Counties market area.

- Approved, February 18, 2004

Atlanta

Red River Bank, Alexandria, Louisiana -- to establish a branch at 600 Jackson Street.

- Approved, February 19, 2004

Bank Branches, Domestic

Atlanta

SunTrust Bank, Atlanta, Georgia -- to establish a branch at Highway 92 and Hardscrabble Road, Roswell.

- Approved, February 19, 2004

Atlanta

SunTrust Bank, Atlanta, Georgia -- to establish branches at 7648 Arundel Mills Boulevard, Hanover, Maryland, and 1250 U Street, Northwest, Washington, D.C.

- Approved, February 20, 2004

Bank Holding Companies

Secretary

BB&T Corporation, Winston-Salem, North Carolina -- to acquire Republic Bancshares, Inc., St. Petersburg, Florida, and Republic Bank.

- Approved, February 19, 2004

Chicago

Capitol Bancorp, Ltd., Lansing, Michigan -- to acquire First Carolina State Bank, Rocky Mount, North Carolina.

- Approved, February 20, 2004

Minneapolis

Central Banking Services, Inc., St. Cloud, Minnesota -- to acquire St. Joseph Bancshares, Inc., St. Joseph, and First State Bank of St. Joseph.

- Withdrawn, February 18, 2004

Cleveland

KeyCorp, Cleveland, Ohio -- to retain and expand its community development investments.

- Approved, February 17, 2004

Kansas City

Pine River Bank Corp., Bayfield, Colorado -- to acquire First National Bank of Lake City & Creede, Lake City.

- Approved, February 17, 2004

Bank Holding Companies

Boston

Ponkapoag Bancorp, MHC, Canton, Massachusetts, and Massapoag Bancorp, Inc. -- to become a mutual holding company and a stock bank holding company, respectively, through the acquisition of The Canton Institution for Savings and The Bank of Canton as part of a corporate reorganization.

- Approved, February 20, 2004

Dallas

Treaty Oak Holdings, Inc., Austin, Texas, and Treaty Oak Bancorp, Inc. -- to become bank holding companies through the acquisition of Texline State Bank, Texline.

- Approved, February 19, 2004

Bank Mergers

Kansas City

Adams Bank & Trust, Ogallala, Nebraska -- to merge with Vista Bank, Colorado Springs, Colorado, and thereby establish branches.

- Approved, February 20, 2004

Secretary

Bank of Tazewell County, Tazewell, Virginia -- to purchase certain assets and assume certain liabilities of the Richlands branch of FNB Southeast, Reidsville, North Carolina.

- Approved, February 18, 2004

Secretary

Capital City Bank, Tallahassee, Florida -- to merge with Quincy State Bank, Quincy, and thereby establish a branch; and waiver of application for its parent holding company, Capital City Bank Group, Tallahassee, to acquire Quincy State Bank in connection with the merger.

- Approved, February 19, 2004

San Francisco

United Security Bank, Fresno, California -- to merge with Taft National Bank, Taft, and to acquire two branches.

- Approved, February 19, 2004

Change In Bank Control

St. Louis

ACME Holding Company, Inc., Mulberry, Arkansas -- change in bank control.
- Permitted, February 20, 2004

Kansas City

Cleo Bancshares, Inc., Cleo Springs, Oklahoma -- change in bank control.
- Permitted, February 20, 2004

Kansas City

First Norton Corporation, Norton, Kansas -- change in bank control.
- Permitted, February 19, 2004

Kansas City

Hazelton Bancshares, Inc., Hazelton, Kansas -- change in bank control.
- Permitted, February 20, 2004

Kansas City

Maxlou Bancshares, Inc., Tahlequah, Oklahoma -- change in bank control.
- Permitted, February 18, 2004

Kansas City

Meno Bancshares, Inc., Alva, Oklahoma -- change in bank control.
- Permitted, February 20, 2004

Competitive Factors Reports

St. Louis

Bank Star of the BootHeel, Steele, Missouri -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Caruthersville branch of Montgomery First National Bank, Sikeston.
- Submitted, February 17, 2004

Boston

Banknorth, National Association, Portland, Maine -- report on competitive factors of the proposed merger with Cape Cod Bank and Trust Company, Hyaniss, Massachusetts.
- Submitted, February 17, 2004

Competitive Factors Reports

Dallas

Community State Bank, Houston, Texas -- report on competitive factors of the proposed acquisition of a branch of First Community Bank, N.A. to be located in San Antonio.
- Submitted, February 19, 2004

Boston

Compass Bank for Savings, New Bedford, Massachusetts -- report on competitive factors of the proposed merger with Abington Savings Bank, Abington.
- Submitted, February 18, 2004

Kansas City

The Denison State Bank, Holton, Kansas -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of Countryside Bank, Meriden.
- Submitted, February 18, 2004

Minneapolis

Exchange State Bank of Hills, Hills, Minnesota -- report on competitive factors of the proposed merger with Ellsworth State Bank, Ellsworth.
- Submitted, February 17, 2004

Boston

The First National Bank of Ipswich, Ipswich, Massachusetts -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Cambridge branch of Atlantic Bank of New York, New York, New York.
- Submitted, February 17, 2004

Kansas City

First Southwest Bank, Alamosa, Colorado -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Alamosa, Alamosa/WalMart, Center, Saguache, Del Norte, and Pagosa Springs branches of Vectra Bank, N.A., Farmington, New Mexico.
- Submitted, February 17, 2004

Competitive Factors Reports

Kansas City

FirstBank, FSB, Clovis, New Mexico -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of two Las Cruces branches of Matrix Capital Bank, Denver, Colorado.

- Submitted, February 18, 2004

Dallas

Katy Bank, National Association, Katy, Texas -- report on competitive factors of the proposed merger with Tradition Interim Bank, N.A., Houston.

- Submitted, February 19, 2004

New York

North Fork Bank, Mattituck, New York -- report on competitive factors of the proposed merger with The Trust Company of New Jersey, Jersey City, New Jersey.

- Submitted, February 19, 2004

Kansas City

UMB Bank, National Association, Kansas City, Missouri -- report on competitive factors of the proposed merger with UMB USA, Falls City, Nebraska.

- Submitted, February 17, 2004

Extensions Of Time

Kansas City

Citizens Bancshares, Inc., ESOP, Edmond, Oklahoma -- extension to May 19, 2004, to acquire shares of Citizens Bancshares, Inc.

- Granted, February 19, 2004

New York

Danran Holdings Ltd., Tel Aviv, Israel; Shamdar Holdings Ltd.; Elran (D.D.) Investments Ltd.; and Elran (D.D.) Holdings Ltd. -- extension to March 13, 2004, to become bank holding companies through the acquisition of control of Signature Bank, New York, New York, and to engage in certain nonbanking activities.

- Granted, February 18, 2004

Extensions Of Time

Atlanta

Total Bancshares Corporation, Miami, Florida -- extension to May 28, 2004, to become a bank holding company through the acquisition of TotalBank.

- Granted, February 18, 2004

Financial Holding Companies

Richmond

Frederick County Bancorp, Inc., Frederick, Maryland -- election to become a financial holding company.

- Effective, February 18, 2004

Kansas City

Myers Bancshares, Inc., Alva, Oklahoma -- election to become a financial holding company.

- Effective, February 19, 2004

Chicago

Warren Bancorp, Inc., Warren, Michigan -- election to become a financial holding company.

- Effective, February 19, 2004

International Operations

New York

Banco Santander Central Hispano International, Miami, Florida -- to amend its articles of association to change its name to Banco Santander International.

- Approved, February 19, 2004

Membership

Atlanta

Trustmark National Bank, Jackson, Mississippi -- membership in the Federal Reserve System on conversion to a state-chartered bank, to be known as Trustmark Bank.

- Withdrawn, February 19, 2004

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, February 21, 2004

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) & 4(c)(8)	Webster Financial Corporation, Waterbury, Connecticut - to acquire 100% of the voting shares of Webster Bank, National Association and Webster D&P Holdings, Inc. (Holdings), both of Waterbury, Connecticut, and through Holdings, 73.6% of Duff & Phelps, LLC and its wholly-owned subsidiary, Duff & Phelps Securities, LLC, both of Chicago, Illinois	Newspaper - N/Avail Fed Reg – 03/19/2004
3(a)(5)	Salisbury Bancorp, Inc., Lakeville, Connecticut - notification to acquire 100% of the common shares of Canaan National Bancorp, Inc., North Canaan, Connecticut	Newspaper - N/Avail 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</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 2nd Quarter of 2004

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

District 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, February 21, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	JP Morgan Chase Bank, New York, New York, to establish a branch office at 2334 New Hyde Park Road, New Hyde Park, New York.	Newspaper – 03/14/2004
Branch	JP Morgan Chase Bank, New York, New York, to establish a branch office at 16-18 Nassau Street, Princeton, New Jersey.	Newspaper – 03/14/2004

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>	
Investment	Citibank, N.A. and Citibank Overseas Investment Corporation, specific consent to make an investment in excess of the individual and 12 month rolling aggregate limits under Section 211.9(b)(2) and (6) of Regulation K, in connection with the acquisition of KorAm Bank, Seoul, Korea.	

Section V – Availability of CRA public evaluations

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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, February 21, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c)	Equity Bank, Marlton, NJ, to acquire Patriot Bank, Pottstown, PA.	Newspaper – 03/22/2004
3(a)(1)RN	FSB Mutual Holding, Inc.,Perkasie, PA and FSB Bankshares Corporation each to become a bank holding company in connection with the reorganization of First Savings Bank of Perkasie, PA, to change from a state chartered mutual savings bank into a state chartered stock savings bank.	Newspaper – 03/19/2004

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:

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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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, February 21, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*Branch	Community Trust Bank, Inc., Pikeville, Kentucky, to establish branches at 545 Walnut Meadow Road, Berea, Ohio and 1700 Leestown Road, Lexington, Kentucky.	Newspaper - 01/24/2004
*Branch	Sky Bank, Salineville, Ohio, to establish branch facilities at 406 Granville Street, Gahanna, Ohio, and 650 Smithfield Street, Pittsburgh, Pennsylvania.	Newspaper - 02/18/2004

*Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*4(c)(8)	Application by First Commonwealth Financial Corporation, Indiana, Pennsylvania, to acquire GA Financial, Inc., Pittsburgh, Pennsylvania.	Newspaper - 03/04/2004 Fed Reg - 03/08/2004
*3(a)(5) & 4(c)(8)	National City Corporation, Cleveland, Ohio, to acquire 100 percent of Provident Financial Group, Inc., Cincinnati, Ohio, and thereby indirectly acquire Provident Bank, Cincinnati, Ohio.	Newspaper - N/Avail 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>
Other Foreign	PNC Bank International, Pittsburgh, Pennsylvania, seeks a 20-year extension of its corporate existence in accordance with section 25A(20) of the Federal Reserve Act.

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, February 21, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	The Bank of Marion, Marion, Virginia, to establish a branch at 101 East Main Street, Marion, Virginia.*	Newspaper – 03/01/2004
Branch	RBC Centura Bank, Rocky Mount, North Carolina, to establish a branch at 1700 East Mitchell Hammock Road, Oviedo, Florida.*	Newspaper – 03/05/2004
Branch	Monarch Bank, Chesapeake, Virginia, to establish a branch at 318 W. 21 st Street, Norfolk, Virginia.*	Newspaper – 03/06/2004

*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.

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, February 21, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at 1114 Lost Creek Boulevard, Suite 100, Austin, Texas.*	Newspaper – N/Avail
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 808 Travis, Suite 110, Houston, Texas.*	Newspaper – 02/27/2004
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 610 West Loop South, Houston, Texas.*	Newspaper – 02/27/2004
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at the intersection of Highway 249 and Northpointe Boulevard, Houston, Texas.*	Newspaper – 02/27/2004
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at the intersection of Holly Hill and Research Forest Drive, Woodlands, Texas.*	Newspaper – 02/27/2004
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 1720 Highway 6, Sugarland, Texas.*	Newspaper – 02/27/2004

*Subject to provisions of the Community Reinvestment Act

Section II – Applications subject to both news paper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	New Horizons Bancshares, Inc., East Ellijay, Georgia, to become a bank holding company by acquiring 100 percent of the outstanding shares of New Horizons Bank, East Ellijay, Georgia (in organization).*	Newspaper – 03/13/2004 Fed Reg – 03/08/2004
3(a)(3)	Synovus Financial Corp., Columbus, Georgia, to acquire 100 percent of the outstanding shares of Trust One Bank, Memphis, Tennessee.*	Newspaper – N/Avail Fed Reg – 03/03/2004

Section II – Applications subject to both news paper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Southern National Corporation, Andalusia, Alabama, after-the-fact change in control notice by Catherine Dixon Roland, to retain 13.6 percent of the outstanding shares of Southern National Corporation, and its subsidiary, Covington County Bank, both of Andalusia, Alabama.	Newspaper – 03/04/2004 Fed Reg – 03/03/2004

*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>
4(c)(8)	Firsttrust Corporation, New Orleans, Louisiana, after-the-fact notice to acquire FBT Advisors, Inc., New Orleans, Louisiana, and thereby engage in financial and investment advisory activities.	Fed Reg – 03/08/2004
4(c)(8)	Firsttrust Corporation, New Orleans, Louisiana, after-the-fact notice to acquire FBT Investments, Inc., New Orleans, Louisiana, and thereby engage in agency transactional services for customer investments.	Fed Reg – 03/08/2004

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 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, February 21, 2004

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 John R. Barlow, Mound, Minnesota and Cinda Mae Classon, Dows, Iowa, to each retain 26.16 percent of the voting shares of Barlow Banking Corporation, Iowa Falls, Iowa, and thereby indirectly acquire Iowa Falls State Bank, Iowa Falls, Iowa.	Fed Reg – 03/04/2004 Newspaper – N/Avail
3(a)(1)	LDF, Inc., Chicago, Illinois, to become a bank holding company through the acquisition of 100 percent of the voting shares of Labe Bank, Chicago, Illinois.*	Fed Reg – N/Avail Newspaper – N/Avail
CIC	Notice by Gregory T. Darga, Verona, Wisconsin, Jack D. Heding, Hillsboro, Wisconsin, Robert L. Hart, Elroy, Wisconsin, and Richard G. Busch, Gays Mills, Wisconsin, to acquire, as a group acting in concert, 29.18 percent of the voting shares of Royal Bancshares, Inc., Elroy, Wisconsin, and thereby indirectly acquire additional shares of Royal Bank, Elroy, Wisconsin.	Fed Reg – N/Avail Newspaper – N/Avail
CIC	Notice by John E. Gorman, Hinsdale, Illinois and Gary L. Svec, Naperville, Illinois, to acquire up to 100 percent of the voting shares of Strategic Capital Bancorp, Inc., Champaign, Illinois, and thereby indirectly acquire Strategic Capital Bank, Champaign, Illinois.	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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S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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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 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, February 21, 2004

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 4302 West Olive Street, Rogers, Arkansas.*	Newspaper – 03/01/2004
Branch	Arvest Bank, Fayetteville, Arkansas, to establish a branch facility to be located at 10615 East 81st Street, Tulsa, Oklahoma.*	Newspaper – 03/03/2004
Branch	Belgrade State Bank, Belgrade, Missouri, to establish a drive-up branch facility at 801 East High, Potosi, Missouri.*	Newspaper – 03/05/2004

* 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>
3A1	Bancorp IV, Inc., Stilwell, Kansas, to become a bank holding company by acquiring 100 percent of Bank of Montgomery County, Wellsville, Missouri. (Previously submitted during the week ending February 14, 2004.)*	Newspaper – 03/18/2004 Fed Reg – 03/19/2004
3A3	Bank of the Ozarks, Inc., Little Rock, Arkansas, to acquire 100 percent of Sun Bank, Sunray, Texas. (Previously submitted during the week ending February 14, 2004.)*	Newspaper – 03/16/2004 Fed Reg – 03/19/2004
3A3	Security Bancorp of Tennessee, Inc., Halls, Tennessee, to acquire 44.93 percent of Patriot of Tennessee Corporation, Millington, Tennessee, and thereby indirectly acquire Patriot Bank, Millington, Tennessee. (Previously submitted during the week ending February 14, 2004.)*	Newspaper – 03/11/2004 Fed Reg – 03/19/2004

* 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 2nd Quarter of 2004

<i>Institution</i>	<i>Location</i>
Arvest Bank	Fayetteville, Arkansas
First State Bank of Dongola	Dongola, Illinois
Fayette County Bank	St. Elmo, Illinois
Scott County State Bank	Scottsburg, Indiana
First Bank	Creve Coeur, Missouri
Century Bank of the Ozarks	Gainesville, Missouri
Bank of Hillsboro	Hillsboro, Missouri
Exchange Bank of Northeast Missouri	Kahoka, Missouri
Bank of Cairo and Moberly	Moberly, Missouri
Legacy Bank and Trust	Plato, Missouri
Southern Commercial	St. Louis, Missouri
First State Bank of St. Robert	St. Robert, Missouri

The inclusion on the list of institutions that are scheduled to undergo CRA examinations in the next calendar quarter is not determinative of whether the institution will be examined in that quarter. Reserve Banks may need to defer a planned examination or conduct an unforeseen examination because of scheduling difficulties or other circumstances.

District 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, February 21, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Dacotah Bank, Aberdeen, South Dakota, to establish mobile branch facilities to be located in Sioux Falls, and Rapid City, South Dakota	Newspaper – 02/19/2004

*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	Martha A. Soter, Tucson, AZ; Fred J. Christenson, Fairfield, CT; Molly A. Hershede, Phoenix, AZ; John W. Thomson, Sioux Falls, SD, individually and as trustee of the Nane A. Thomson Trust; Nane A. Thomson, Sioux Falls, SD; the Nane A. Thomson Trust, Sioux Falls, SD; James R. Thomson, Centerville, SD, individually and as trustee of the Sarah A. Thomson Trust, the Christopher Thomson Trust, the Alex B. Cole Trust, and the Erin T. Cole Trust; the Sarah A. Thomson Trust, Centerville, SD; the Christopher Thomson Trust, Centerville, SD; John E. Lindahl, Wayzata, MN, as trustee of the Sarah A. Thomson Trust, the Christopher Thomson Trust, the Alex B. Cole Trust, and the Erin T. Cole Trust; John L. Thomson, Minneapolis, MN, individually and as trustee of the John Lubar Thomson Trust, the Maddie C. Thomson Trust and the Joseph N. Thomson Trust; Kristine L. Thomson, Minneapolis, MN, as trustee of the John Lubar Thomson Trust, the Maddie C. Thomson Trust and the Joseph N. Thomson Trust; David J. Lubar, Milwaukee, WI, as trustee of the John Lubar Thomson Trust, the Maddie C. Thomson Trust and the Joseph N. Thomson Trust; the John Lubar Thomson Trust, Minneapolis, MN; the Maddie C. Thomson Trust, Minneapolis, MN; the Joseph N. Thomson Trust, Minneapolis, MN; Ann L. Cole, Sioux Falls, SD; the Alex B. Cole Trust, Centerville, SD; and the Erin T. Cole Trust, Centerville, SD, to acquire control of Thomson Holdings, Inc., Centerville, South Dakota, and thereby to indirectly acquire control of First Midwest Bank, Centerville, South Dakota.	Fed Reg – 03/09/2004 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)(1)	Pinehurst Bancorp, Inc., St. Paul, Minnesota to become a bank holding company by acquiring 100% of Pinehurst Bank, St. Paul, Minnesota, a de novo bank.*	Fed Reg – 03/03/2004 Newspaper – 03/15/2004 (corrected)
CIC	Gerald A. Payne, LeRoy, Minnesota, to acquire control of First LeRoy Bancorporation Inc., LeRoy, Minnesota, and thereby indirectly acquire control of First State Bank of LeRoy, LeRoy, Minnesota.	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(3)	Forstrom Bancorporation, Inc., Clara City, Minnesota, proposes to acquire 100% of the voting shares of First State Agency of Lake Lillian, Inc., Lake Lillian, Minnesota, and thereby indirectly acquire First State Bank, Lake Lillian, Lake Lillian, Minnesota.	Fed Reg – 03/08/2004 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>
4(c)(8)	Watford City Bancshares, Inc., Watford City, North Dakota, proposes to engage de novo in community development activities through its wholly-owned subsidiary First International Community Development Fund, Inc., Watford City, North Dakota.	Fed Reg – N/Avail

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

<i>Type</i>	<i>Application</i>
4(c)(8)	Yellowstone Trail Bancorporation, Ipswich, South Dakota, requests retroactive approval to acquire the insurance agency assets from Ipswich State Bank, Ipswich, South Dakota, and through a de novo subsidiary, YTB Insurance, Inc., Ipswich, South Dakota, to engage in insurance agency activities in a place with a population of less than 5,000.

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for

Quarter of

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

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, February 21, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Farmers and Merchants Bank, Crescent, Oklahoma, to establish a branch at 2211 South Division, Guthrie, Oklahoma.	Newspaper – 03/01/2004

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Notification by Robert D. Hanhardt, LaCrosse, Kansas, as trustee of the Hanhardt Family Trust, to acquire control of NSB Bancshares, Inc., parent of Nekoma State Bank, both in LaCrosse, Kansas.	Newspaper – 03/03/2004 Fed Reg – 02/04/2004
CIC	Notification by Robert J. Barmann, Jr. Maryville, Missouri; James L. Baber, Weston, Missouri; and Robert M. McGinness, Platte City, Missouri, to acquire control of Wells Bancshares, parent of Wells Bank of Platte City, both in Platte City, Missouri.	Newspaper – N/Avail Fed Reg – 03/08/2004

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>
Membership	Five Points Bank of Hastings, Hastings, Nebraska, to become a member of the Federal Reserve System.	

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

<i>Type</i>	<i>Application</i>
Investment In Bank Premises	Farmers and Merchants Bank, Crescent, Oklahoma, to increase its investment in bank premises.

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 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, February 21, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	TexasBank, Fort Worth, TX, to establish a branch at 816 South Crowley Blvd., Crowley, TX 76036*	Newspaper – 02/28/2004

* 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	Ms. Dianne Jaggars Stone, Hico, TX, only notificant, to acquire an interest in First National Bancshares of Hico, Inc., Hico, TX	Fed Reg – 03/09/2004 Newspaper – 03/03/2004

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>
491569	TexasBank 8875 Hwy 80 West Fort Worth, Texas 76035	10/06/2003	02/21/2004	S	X	

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, February 21, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18C Branch	Hanmi Bank, Los Angeles, California, to merge with Pacific Union Bank, Los Angeles, California, and thereby acquire 12 branch offices of Pacific Union Bank, all located in California.*	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>
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 2nd Quarter of 2004

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