
Federal Reserve Release



H.2

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

No. 38

Week Ending September 18, 2004

Bank Holding Companies

SunTrust Banks, Inc., Atlanta, Georgia, and SunTrust Bank Holding Company, Orlando, Florida -- to merge with National Commerce Financial Corporation, Memphis, Tennessee, and to acquire its subsidiary depository institutions, National Bank of Commerce, NBC Bank, FSB, and First Market Bank, FSB.

- Approved, September 14, 2004

Regulations And Policies

Rules of Practice for Hearings -- amendment to increase the Board's civil money penalties to account for inflation, and determination that public comment and a delayed effective date for the amendment are unnecessary.

- Approved, September 15, 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

Chicago

1st Source Bank, South Bend, Indiana -- to establish a branch at 5637 Cleveland Road, Stevensville, Michigan.

- Approved, September 13, 2004

St. Louis

Arvest Bank, Fayetteville, Arkansas -- to establish a branch at 4409 North Highway 7, Suite 10, Hot Springs Village.

- Approved, September 14, 2004

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at 7747 Old Troy Pike, Huber Heights.

- Approved, September 15, 2004

Cleveland

Fifth Third Bank, Grand Rapids, Michigan -- to establish a branch at 11050 Presbyterian Drive, Indianapolis, Indiana.

- Approved, September 17, 2004

St. Louis

First Bank, St. Louis, Missouri -- to establish a branch at 20016 Hawthorne Boulevard, Torrance, California.

- Approved, September 14, 2004

Chicago

Michigan Heritage Bank, Farmington Hills, Michigan -- to establish a branch at 18770 Farmington Road, Livonia.

- Approved, September 14, 2004

Atlanta

Newnan Coweta Bank, Newnan, Georgia -- to establish a branch at 107 Lexington Circle, Peachtree City.

- Withdrawn, September 13, 2004

Bank Branches, Domestic

Kansas City

Platte Valley State Bank and Trust Company, Kearney, Nebraska -- to establish a branch at 5410 17th Avenue.

- Approved, September 15, 2004

St. Louis

Pulaski Bank and Trust Company, Little Rock, Arkansas -- to establish a branch at 7465 Poplar Avenue, Memphis, Tennessee.

- Approved, September 17, 2004

Richmond

RBC Centura Bank, Rocky Mount, North Carolina -- to establish a branch at 790 Gateway Drive, Altamonte Springs, Florida.

- Approved, September 15, 2004

Atlanta

SunTrust Bank, Atlanta, Georgia -- to establish branches at 1037-1039 Light Street, Baltimore, Maryland, and 1100 Town Park Avenue, Lake Mary, Florida.

- Approved, September 15, 2004

Bank Holding Companies

San Francisco

American Pacific Bancorp, Portland, Oregon -- to become a bank holding company and to acquire American Pacific Bank.

- Withdrawn, September 17, 2004

New York

Banco Bilbao Vizcaya Argentaria, S.A., Bilbao, Spain; BBVA International Investment Corporation, Hato Rey, Puerto Rico; Grupo Financiero BBVA Bancomer, S.A., de C.V., Mexico City, Mexico; BBVA Bancomer, S.A., Mexico City; and BBVA Bancomer Financial Holdings, Inc., Houston, Texas -- to directly and indirectly acquire Valley Bank, Moreno Valley, California, and for BBVA Bancomer Financial Holdings, Inc. to engage in permissible nonbanking activities on becoming a bank holding company.

- Approved, September 15, 2004

Bank Holding Companies

Atlanta

FGBC Bancshares, Inc., Franklin, Georgia -- to become a bank holding company and to acquire First Georgia Banking Company.

- Approved, September 17, 2004

Atlanta

Georgia Bancshares, Inc., Peachtree City, Georgia -- relief from a commitment.

- Granted, September 14, 2004

Atlanta

Horizon Bancorporation, Inc., Bradenton, Florida -- relief from a commitment.

- Granted, September 14, 2004

Atlanta

Jones Bancshares, L.P., Waycross, Georgia, and PrimeSouth Bancshares, Inc., Blackshear, d/b/a PrimeSouth Mortgage Company, Jessup -- to engage in making, acquiring, and servicing loans or other extensions of credit.

- Approved, September 16, 2004

Cleveland

KeyCorp, Cleveland, Ohio -- to acquire Evertrust Financial Group, Inc., Everett, Washington, and its subsidiary, Evertrust Bank.

- Approved, September 17, 2004

Chicago

Metropolitan Bank Group, Inc., Chicago, Illinois -- to acquire Allegiance Community Bank, Tinley Park.

- Approved, September 16, 2004

San Francisco

MNB Holdings Corporation, San Francisco, California -- to engage directly in extending credit and servicing loans.

- Approved, September 15, 2004

Bank Holding Companies

Secretary

The PNC Financial Services Group, Inc., Pittsburgh, Pennsylvania -- commenter's request to extend the comment period on the application to acquire Riggs National Corporation, Washington, D.C.
- Denied, September 16, 2004

Secretary

S.Y. Bancorp, Inc., Louisville, Kentucky -- to acquire 9.9 percent of the voting shares of Indiana Business Bank, Indianapolis, Indiana, a de novo bank.
- Approved, September 13, 2004

Philadelphia

Sterling Financial Corporation, Lancaster, Pennsylvania -- to acquire The Pennsylvania State Banking Company, Camp Hill.
- Approved, September 16, 2004

Chicago

Wintrust Financial Corporation, Lake Forest, Illinois -- to acquire Town Bankshares, Ltd., Delafield, Wisconsin, and thereby acquire Town Bank.
- Approved, September 13, 2004

Atlanta

YBHC Corp., Ponchatoula, Louisiana -- to become a bank holding company and to acquire Your Bank.
- Withdrawn, September 14, 2004

Banks, State Member

San Francisco

America West Bank Members, LC, Layton, Utah -- relief from a commitment.
- Granted, September 13, 2004

Change In Bank Control

St. Louis

Cardinal Bancorp, Inc., St. Louis, Missouri -- change in bank control.
- Permitted, September 14, 2004

Change In Bank Control

St. Louis

FNB Financial Corp., Scottsville, Kentucky -- to retain control of FNB Financial Corp.
- Permitted, September 17, 2004

Philadelphia

PSB Bancorp, Inc., Philadelphia, Pennsylvania -- change in bank control.
- Permitted, September 13, 2004

Competitive Factors Reports

Dallas

Austin Bank, Texas National Association, Jacksonville, Texas -- report on competitive factors of the proposed merger with First National Bank, Bullard.
- Submitted, September 16, 2004

Dallas

Bank of Texas, National Association, Dallas, Texas -- report on competitive factors of the proposed merger with Bank of Texas Trust Company, National Association.
- Submitted, September 15, 2004

Atlanta

BankTrust, Mobile, Alabama -- report on competitive factors of the proposed merger with Sweetwater State Bank, Sweetwater, in connection with a corporate reorganization.
- Submitted, September 14, 2004

St. Louis

First Midwest Bank of Piedmont, Piedmont, Missouri -- report on competitive factors of the proposed merger with First Midwest Bank of Carter County, Van Buren.
- Submitted, September 13, 2004

Atlanta

NBC Bank, FSB, Memphis, Tennessee -- reports on competitive factors of the proposed acquisition of 25 Georgia and Tennessee branches of National Bank of Commerce, and of the proposed acquisition of the six Georgia branches in connection with a corporate reorganization.
- Submitted, September 13, 2004

Competitive Factors Reports

Philadelphia

Roma Federal Savings Bank, Trenton, New Jersey -- report on competitive factors of the proposed merger with Roma Interim One Savings Bank and Roma Interim Two Savings Bank.

- Submitted, September 16, 2004

Philadelphia

TBI Acquisition Bank, Wilmington, Delaware, an interim bank -- report on competitive factors of the proposed merger with The Bancorp Bank.

- Submitted, September 16, 2004

Atlanta

United Community Bank, Blairsville, Georgia -- report on competitive factors of the proposed merger with Liberty National Bank, Conyers.

- Submitted, September 14, 2004

Minneapolis

Valley Bank & Trust, New Ulm, Minnesota -- report on competitive factors of the proposed merger with Rural American Bank-Montgomery/Lonsdale, Lonsdale.

- Submitted, September 16, 2004

Extensions Of Time

Philadelphia

American Bank Incorporated, Allentown, Pennsylvania -- extension to December 9, 2004, to acquire shares of PSB Bancorp, Inc., Philadelphia.

- Granted, September 16, 2004

Minneapolis

Hopkins Financial Corporation, Mitchell, South Dakota -- extension to December 14, 2004, to engage de novo in lending activities.

- Granted, September 14, 2004

Atlanta

NSB Holdings, Inc., Macon, Georgia -- extension to January 15, 2005, to become a bank holding company and to acquire New Southern Bank.

- Granted, September 17, 2004

Extensions Of Time

Richmond

Southern Community Bank and Trust, Winston-Salem, North Carolina -- extension to December 23, 2004, to merge with The Community Bank, Pilot Mountain.
- Granted, September 15, 2004

Atlanta

SunTrust Bank, Atlanta, Georgia -- extension to January 5, 2006, to establish a branch at the intersection of Loudoun County Parkway and U.S. Highway 50, South Riding, Virginia.
- Granted, September 16, 2004

Membership

Kansas City

The First National Bank of Medford, Medford, Oklahoma -- to retain membership in the Federal Reserve System on conversion to a state charter.
- Approved, September 15, 2004

Chicago

The First Trust and Savings Bank of Watseka, Watseka, Illinois -- to become a member of the Federal Reserve System.
- Approved, September 17, 2004

Atlanta

Trustmark National Bank, Jackson, Mississippi -- to retain membership in the Federal Reserve System on conversion to a state charter.
- Withdrawn, September 15, 2004

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, September 18, 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)(3)	The Royal Bank of Scotland Group plc, Edinburgh, Scotland and its subsidiaries, RBSG International Holdings Ltd, Edinburgh, Scotland and Citizens Financial Group, Inc., Providence, Rhode Island - to acquire RBS National Bank, Bridgeport, Connecticut, a de novo bank	Newspaper – N/Avail Fed Reg – 10/07/2004

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.

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, September 18, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Aozora Bank Ltd., Tokyo, Japan to establish a representative office in New York, 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>
3A3	Barclays Plc and Barclays Bank Plc, both of London, England, and Barclays Group US Inc., Wilmington, Delaware, to acquire 100 percent of the issued and outstanding shares of Juniper Financial Corp., and its wholly-owned subsidiary, Juniper Bank, both of Wilmington, Delaware.	Newspaper – 10/08/2004 Fed Reg – 10/12/2004
3A1	Excel Bancorp LLC, New York, New York to become a bank holding company by acquiring 96.93 percent of the voting shares of Excel Bank N.A., New York, New York.	Newspaper – 10/15/2004 Fed Reg – 10/08/2004
18C 3A3	Popular Inc., Popular International Bank, and Popular North America, all of Hato Rey, Puerto Rico, to acquire all of the issued and outstanding common stock of Kislak Financial Corporation, Miami Lakes, Florida.; Banco Popular North America, New York, New York, to acquire by merger all of the assets and liabilities of Kislak National Bank, Miami Lakes, Florida.	Newspaper – 10/08/2004 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>
4C8	Community Bank System, Inc., Dewitt, New York, to engage de novo, through its subsidiary Benefit Plans Administrative Services, LLC, Utica, New York, in certain insurance-related activities.	Fed Reg – 10/08/2004

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 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, September 18, 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>
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>
765019	The Bryn Mawr Trust Company, Bryn Mawr, PA	05/17/2004	09/10/2004	O	X	

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, September 18, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*18(c) & Branch	Application by Fifth Third Bank, Grand Rapids, Michigan, to merge with The First National Bank, Lamar, Missouri, pursuant to Section 18(c) of the Federal Deposit Insurance Act and incident thereto establish branches pursuant to Section 9 of the Federal Reserve Act.	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 of Change in Bank Control by Roger L. Moler and Janet L. Moler (collectively, "The Moler Family Control Group") to retain control of 10.20 percent of the outstanding shares of BNB Bancorp, Brookville, Ohio	Newspaper – N/Avail Fed Reg – N/Avail
*4(c)(8)	Park National Corporation, Newark, Ohio, to acquire First Federal Bancorp, Inc., and its subsidiary, First Federal Savings Bank of Eastern Ohio, both of Zanesville, Ohio, pursuant to Section 4(c)(8) of the Bank Holding Company Act	Newspaper – N/Avail Fed Reg – N/Avail

*Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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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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, September 18, 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 the intersection of Boones Creek Road and Boone Ridge Drive, Johnson City, Tennessee.*	Newspaper – 09/22/2004
Branch	Southern Community Bank and Trust, Winston-Salem, North Carolina, to establish a branch at 1505 Highwoods Boulevard, Greensboro, North Carolina.*	Newspaper – 09/25/2004
Branch	Southern Community Bank and Trust, Winston-Salem, North Carolina, to establish a branch at Morrison Plantation Parkway and Highway 150, Mooresville, North Carolina.*	Newspaper – 09/25/2004
Branch	Bruceton Bank, Bruceton Mills, West Virginia, to establish a branch at 1889 Earl Core Road, Morgantown, West Virginia.*	Newspaper – 09/30/2004

*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>
25A	Bank of America, N.A., Charlotte, North Carolina, to acquire LBI Holdings Limited, London, United Kingdom

Section V – Availability of CRA public evaluations

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

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

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S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>Leg</i>	<i>Smoke</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, September 18, 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 251 Mary Ester Boulevard, Suite C-1, Mary Ester, Florida.*	Newspaper – 09/18/2004
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at the northeast corner of South Mopac Expressway & William Cannon Drive, Austin, Texas.*	Newspaper – 09/18/2004
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at the west corner of Highway 161 & Las Colinas Boulevard, Irving, Texas.*	Newspaper – 09/24/2004
Branch	BankEast, Gainesboro, Tennessee, to establish a branch located at 417 Foothills Mall Drive, Maryville, Tennessee.*	Newspaper – 09/25/2004
Foreign	Banco Financiera Comercial Hondurena, S.A., Tegucigalpa, Honduras, to establish an international representative office in Miami, Florida.	Newspaper – 04/19/2004

*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)(5)	ABC Bancorp, Moultrie, Georgia, to merge with Citizens Bancshares, Inc., and thereby acquire Citizens Bank – Wakulla, both of Crawfordville, Florida.*	Newspaper – 10/06/2004 Fed Reg – 10/04/2004
CIC	First Southern Bancshares, Inc., Florence, Alabama, change in control notice filed by James E. Bishop, Muscle Shoals, Alabama, Jane Kilpatrick Bishop, Muscle Shoals, and Kilpatrick-Bishop, Inc., Tuscumbia, Alabama, to collectively acquire 7.07 percent of First Southern Bancshares and its subsidiary, First Southern Bank, both of Florence, Alabama. Total ownership will be 15.27 percent.	Newspaper – 09/20/2004 Fed Reg – 09/21/2004
3(a)(1)	Premier Bank Holding Company, Tallahassee, Florida, to become a bank holding company by acquiring 100 percent of the outstanding shares of Premier Bank, Tallahassee, Florida.*	Newspaper – 09/24/2004 Fed Reg – 10/04/2004

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	United Community Banks, Inc., Blairsville, Georgia, to merge with Liberty National Bancshares, Inc., and thereby acquire its subsidiary, Liberty National Bank, both of Conyers, Georgia.*	Newspaper – 10/04/2004 Fed Reg – 10/12/2004

*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>
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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Section V – Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
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, September 18, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Comerica Bank, Detroit, Michigan, to establish a branch facility to be located at 1031 E. Hillsdale Blvd., Suite G, Foster City, California.*	Newspaper – 09/16/2004
18C & Branch	First Trust and Savings Bank of Watseka, Watseka, Illinois, to merge with First National Bank of Clifton, Clifton, Illinois, and thereby to establish a branch at 145 E. 5th Avenue, Clifton, Illinois.*	Newspaper – 09/16/2004
Branch	Michigan Heritage Bank, Farmington Hills, Michigan, to establish a branch facility to be located at 28345 Beck Road, Suite 103, Wixom, Michigan.*	Newspaper – 10/09/2004

* 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>
4(c)(8)	Marshall & Ilsley Corporation, Milwaukee, Wisconsin, to acquire through its wholly-owned subsidiary, Metavante Corporation, all of the limited liability company interests of NuEdge Systems, LLC, Brookfield, Wisconsin.	Fed Reg – N/Avail

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

<i>Type</i>	<i>Application</i>
4(c)(8)	Goodenow Bancorporation, Okoboji, Iowa, proposes to engage in the sales of investment securities by acquiring certain assets of Kunkel-Peyman Financial Services, Fairmount, Minnesota.

Section V – Availability of CRA public evaluations

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					<i>LrgBk</i>	<i>SmBk</i>
686440	Bank Iowa 1710 3 rd Avenue East Oskaloosa, Iowa 52577 (641) 673-7400	05/24/2004	09/14/2004	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, September 18, 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 1810 North First Street, Jacksonville, Arkansas.*	Newspaper – 09/21/2004
Branch	Bank of Little Rock, Little Rock, Arkansas, to establish a branch facility to be located at 15901 Cantrell Road, Little Rock, Arkansas.*	Newspaper – 09/27/2004

* 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>
3A5	The Peoples Holding Company, Tupelo, Mississippi, to merge with Heritage Financial Holding Corporation, Decatur, Alabama, and thereby indirectly acquire Heritage Bank, Decatur, Alabama.*	Newspaper – 10/17/2004 Fed Reg – 10/15/2004
3A3	Maries County Bancorp, Inc., Vienna, Missouri, to acquire 10.90 percent of Lone Summit Bancorp, Inc., Lake Lotawana, Missouri, and thereby indirectly acquire Lone Summit Bank, Lake Lotawana, Missouri. (Previously reported during the week ended September 11, 2004)*	Newspaper – 09/29/2004 Fed Reg – 10/14/2004

* 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.

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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 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, September 18, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c) & Branch	American Bank of St. Paul, St. Paul, Minnesota, to merge with Americana National Bank, Albert Lea, Minnesota and incident thereto establish branches at 217 South Newton Avenue, Albert Lea, Minnesota, and 195 North Broadway, Alden, Minnesota.*	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)(1) & 4(c)(8)	First National Bancorp, Inc., Brewster, Minnesota, to become a bank holding company by acquiring 100% of Nobles Agency, Inc., Brewster, Minnesota; and thereby indirectly acquiring The First National Bank of Brewster, Brewster, Minnesota. Applicant also proposes through Nobles Agency, Inc., Brewster, Minnesota, to engage in insurance agency activities in a town with a population not exceeding 5,000.*	Fed Reg – 10/08/2004 Newspaper – N/Avail
CIC	Notice by Kevin R. Engel, Le Center, Minnesota, and Rodney G. Engel, Jordan, Minnesota, to acquire control of First State Agency of Le Center, Inc., Le Center, Minnesota, and thereby indirectly acquire control of First State Bank of Le Center, Le Center, Minnesota.	Fed Reg – 09/21/2004 Newspaper-09/21/2004
3(a)(3)	Marshall Bancorp, Inc., Minneapolis, Minnesota, to acquire 100% of BANKFIRST Corporation, Sioux Falls, South Dakota, and thereby indirectly acquire BANKFIRST, Sioux Falls, South Dakota.*	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(1)	Timberland Bancorp, Baxter, Minnesota, to become a bank holding company by acquiring 100 percent of the outstanding common stock of Buhl Bancorporation, Inc., Buhl, Minnesota, and thereby indirectly acquire The First National Bank of Buhl, Buhl, Minnesota.*	Fed Reg – 09/24/2004 Newspaper-09/23/2004

* 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.

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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

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

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, September 18, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	United Bank and Trust Company, Marysville, Kansas, to establish a drive-thru facility at 726 West Crawford, Clay Center, Kansas.	Newspaper – 09/24/2004

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	Lindoe, Inc., Ordway, Colorado, to acquire up to 14.99 percent of the voting shares of Southern Colorado National Bancorp, Inc., parent of Southern Colorado National Bank, both of Pueblo, Colorado.	Newspaper – N/Avail Fed Reg – 10/18/2004
3(a)(3)	Wilber Co., Wilber, Nebraska, to acquire 100 percent of the voting shares of Hickman Corporation, Hickman, Nebraska, and thereby indirectly acquire First State Bank, Lincoln, Nebraska.	Newspaper – 09/26/2004 Fed Reg – 10/15/2004
3(a)(3)	Wilber Co., Wilber, Nebraska, to acquire 100 percent of the voting shares of Yutan Bancorp., Inc., Yutan, Nebraska, and thereby indirectly acquire Bank of Yutan, Yutan, Nebraska.	Newspaper – 09/26/2004 Fed Reg – 10/15/2004
3(a)(3)	SSB Management LLC, Wilber, Nebraska, to acquire an additional 362 shares, for a total of 45.2 percent of the voting shares of Wilber Co., Wilber, Nebraska.	Newspaper – 09/26/2004 Fed Reg – 10/15/2004
3(a)(3)	SSB Management LLC, Wilber, Nebraska, to acquire through Wilber Co., Wilber, Nebraska, 100 percent of the voting shares of Hickman Corporation, Hickman, Nebraska, and thereby indirectly acquire First State Bank, Lincoln, Nebraska.	Newspaper – 09/26/2004 Fed Reg – 10/15/2004
3(a)(3)	SSB Management LLC, Wilber, Nebraska, to acquire through Wilber Co., Wilber, Nebraska, 100 percent of the voting shares of Yutan Bancorp., Inc., Yutan, Nebraska, and thereby indirectly acquire Bank of Yutan, Yutan, Nebraska.	Newspaper – 09/26/2004 Fed Reg – 10/15/2004

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	First National Johnson Bancshares, Inc., Johnson, Nebraska, to acquire an additional 104 shares, for a total of 12.9 percent of the voting shares of Wilber Co., Wilber, Nebraska.	Newspaper – 09/26/2004 Fed Reg – 10/15/2004
3(a)(3)	First National Johnson Bancshares, Inc., Johnson, Nebraska, to acquire through Wilber Co., Wilber, Nebraska, 100 percent of the voting shares of Hickman Corporation, Hickman, Nebraska, and thereby indirectly acquire First State Bank, Lincoln, Nebraska.	Newspaper – 09/26/2004 Fed Reg – 10/15/2004
3(a)(3)	First National Johnson Bancshares, Inc., Johnson, Nebraska, to acquire through Wilber Co., Wilber, Nebraska, 100 percent of the voting shares of Yutan Bancorp., Inc., Yutan, Nebraska, and thereby indirectly acquire Bank of Yutan, Yutan, Nebraska.	Newspaper – 09/26/2004 Fed Reg – 10/15/2004
4(c)(8)	Wilber Co., Wilber, Nebraska, to engage in insurance activities through the acquisition of Yutan Insurance Agency, Yutan, Nebraska.	Newspaper – 09/26/2004 Fed Reg – 10/15/2004
4(c)(8)	SSB Management LLC, Wilber, Nebraska, to indirectly engage in insurance activities through the acquisition of Yutan Insurance Agency, Inc., Yutan, Nebraska, by Wilber Co., Wilber, Nebraska.	Newspaper – 09/26/2004 Fed Reg – 10/15/2004
4(c)(8)	First National Johnson Bancshares, Inc., Johnson, Nebraska, to indirectly engage in insurance activities through the acquisition of Yutan Insurance Agency, Inc., Yutan, Nebraska, by Wilber Co., Wilber, Nebraska.	Newspaper – 09/26/2004 Fed Reg – 10/15/2004

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>
Investment In Bank Premises	FirstBank, Antlers, Oklahoma, to increase its investment in bank premises.

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>
14258	The Jackson State Bank & Trust 50 Buffalo Way Jackson, Wyoming 83001	06/14/2004	09/15/2004	S	X	
1421161	Bank of Blue Valley 11935 Riley Street Overland Park, Kansas 66213-1127	06/01/2004	09/15/2004	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, September 18, 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)	Town Center Holdings, Inc., Coppell, TX, and Town Center Holdings Delaware, Inc., Wilmington, DE, to acquire Town Center Bank, Coppell, TX (de novo) * (previously reported the week ending September 11, 2004)	Fed Reg – 10/08/2004 Newspaper – 10/07/2004
3(a)(1)	Town Center Holdings Delaware, Inc., Wilmington, DE, to acquire Town Center Bank, Coppell, TX (de novo) * (previously reported the week ending September 11, 2004)	Fed Reg – 10/08/2004 Newspaper – 10/07/2004
3(a)(3)	First Financial Bankshares, Inc., Abilene, TX, to acquire Southwestern Bancshares, Inc., Glen Rose, TX, Southwestern Delaware Financial Corporation, Wilmington, DE, and First National Bank, Glen Rose, TX *	Fed Reg – 10/15/2004 Newspaper – 10/09/2004
3(a)(3)	First National Bank Group, Inc., Edinburg, TX, to acquire Alamo Corporation of Texas, Alamo, TX, Alamo Corporation of Delaware, Wilmington, DE, and First National Bank, Edinburg, TX *	Fed Reg – 10/15/2004 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>
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 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, September 18, 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)	Community First Bancorporation, Inc., Kennewick, Washington, to become a bank holding company by acquiring 100 percent of Community First Bank, Kennewick, Washington.*	Newspaper – 10/08/2004 Fed Reg – 10/18/2004

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

Section V – Availability of CRA public evaluations

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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	
