
Federal Reserve Release



H.2

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

*No. 12
Week Ending March 21, 1998*

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

BANK HOLDING COMPANIES

ING Group, Amsterdam, the Netherlands -- request for an additional exemption period to conform its operations to the Bank Holding Company Act in connection with acquisition of Banque Bruxelles Lambert, Brussels, Belgium.

- Granted, March 16, 1998

Peoples Heritage Financial Group, Inc., Portland, Maine -- to merge with CFX Corporation, Keene New Hampshire, and acquire CFX Bank, Keene, New Hampshire; Orange Savings Bank, Orange, Massachusetts; and Safety Fund National Bank, Fitchburg, Massachusetts.

- Approved, March 18, 1998

ENFORCEMENT

Omnibank, River Rouge, Michigan -- prompt corrective action directive against Omnibank.

- Announced, March 16, 1998

H.2

March 15, 1998 to March 21, 1998

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

Abbreviations: 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

Richmond

Crestar Bank, Richmond, Virginia -- to establish a branch at 6075 Gorgas Road, Fort Belvoir, Virginia.
- Approved, March 16, 1998

Chicago

Old Kent Bank, Grand Rapids, Michigan -- to establish a branch at 54870 Mound Road, Shelby Township, Michigan.
- Approved, March 16, 1998

Kansas City

Vectra Bank, Denver, Colorado -- to establish a branch at 2011 Ken Pratt Blvd., Longmont, Colorado.
- Approved, March 20, 1998

BANK HOLDING COMPANIES

St. Louis

Chambers Bancshares, Inc., Danville, Arkansas -- to acquire Community Investment Inc., Elkins, Arkansas, and Bank of Elkins.
- Approved, March 18, 1998

Richmond

City Holding Company, Charleston, West Virginia -- to acquire Del Amo Savings Bank, FSB, Torrance, California.
- Approved, March 17, 1998

Minneapolis

Community First Bankshares, Inc., Fargo, North Dakota -- to acquire Pioneer Bank of Longmont, Longmont, Colorado.
- Approved, March 16, 1998

March 15, 1998 to March 21, 1998

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

Minneapolis

Community First Bankshares, Inc., Fargo, North Dakota -- to acquire FNB, Inc., Greeley, Colorado.
- Approved, March 17, 1998

Minneapolis

Community First Bankshares, Inc., Fargo, North Dakota -- to acquire Community Bancorp, Inc., Thornton, Colorado.
- Approved, March 18, 1998

Atlanta

Community Trust Financial Services Corporation, Hiram, Georgia -- to acquire Piedmont Loan Company, Gainesville, Georgia, and engage in consumer finance, credit insurance, and tax planning activities.
- Approved, March 16, 1998

New York

Credit Commercial De France S.A., Paris, France -- to acquire Charterhouse North America Inc., New York, New York, Charterhouse Inc., and Charterhouse North America Securities, Inc., and continue to engage in financial and investment advisory activities and private placement activities.
- Approved, March 20, 1998

Minneapolis

Glacier Bancorp, Inc., Kalispell, Montana -- to acquire HUB Financial Corporation, Helena, Montana.
- Approved, March 19, 1998

Chicago

Halbur Bancshares, Inc., Halbur, Iowa -- application to acquire shares of Westside Banco, Inc., Westside, Iowa, and Westside State Savings Bank.
- Withdrawn, March 19, 1998

March 15, 1998 to March 21, 1998

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

Kansas City

International Brotherhood of Boilermakers, Iron Ship Builders, Blacksmiths, Forgers and Helpers, Kansas City, Kansas -- to acquire shares of Brotherhood Bancshares, Inc.

- Approved, March 19, 1998

Dallas

Krum Holdings, L.L.C., Krum, Texas -- to acquire Porter Holdings, Ltd., and Farmers and Merchants State Bank.

- Approved, March 19, 1998

Cleveland

Laurel Bancorp, Inc., London, Kentucky -- to acquire Laurel National Bank.

- Approved, March 19, 1998

Chicago

Little Sioux Bancshares, Inc., Sioux Rapids, Iowa -- to acquire shares of First State Bank.

- Approved, March 18, 1998

Chicago

Northern Trust Corporation, Chicago, Illinois -- to engage in community development activities through the acquisition of an interest in SunAmerica Affordable Housing Partners 69.

- Permitted, March 17, 1998

Dallas

Porter Holdings, Ltd., Krum, Texas -- to acquire Farmers and Merchants State Bank.

- Approved, March 19, 1998

Atlanta

Southern Bancshares, Inc., Claxton, Georgia -- to acquire The Claxton Bank.

- Approved, March 17, 1998

March 15, 1998 to March 21, 1998

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

St. Louis

Union Planters Corporation, Memphis, Tennessee, and Union Planters Holding Corporation -- to acquire Merchants Bancshares, Inc., Houston, Texas, Gulf Southwest Nevada Bancorp, Inc., and Merchants Bank.
- Approved, March 18, 1998

Atlanta

United Community Bancshares, Inc., Gonzales, Louisiana -- application to acquire United Community Bank (in organization).
- Withdrawn, March 16, 1998

BANK MERGERS

Chicago

First Banking Center-Burlington, Burlington, Wisconsin -- to merge with First Banking Center-Albany, Albany, Wisconsin, and to establish branches at 102 West Main Street and 101 7-1/2 Street, Monroe, Wisconsin.
- Approved, March 20, 1998

BANKS, STATE MEMBER

Atlanta

Amtrade International Bank of Georgia, Atlanta, Georgia -- request for waiver of commitment.
- Granted, March 20, 1998

Director, BS&R

Summit Bank, Bethlehem, Pennsylvania -- transfer agent registration.
- Approved, March 17, 1998

CAPITAL STOCK

San Francisco

Farmers & Merchants Bank of Central California, Lodi, California -- to reduce capital stock.
- Approved, March 19, 1998

March 15, 1998 to March 21, 1998

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

CHANGE IN BANK CONTROL

St. Louis

Central Bancompany, Inc., Jefferson City, Missouri -- change in bank control.
- Withdrawn, March 19, 1998

Chicago

Federated Bancorp, Inc., Loda, Illinois -- change in bank control.
- Permitted, March 20, 1998

Chicago

Swea City Bancorporation, Inc., Swea City, Iowa -- change in bank control.
- Permitted, March 17, 1998

Richmond

United Financial Banking Companies, Inc., Vienna, Virginia -- change in bank control.
- Permitted, March 19, 1998

COMPETITIVE FACTORS REPORTS

Minneapolis

F & M Alliance Bank, New Ulm, Minnesota -- report on competitive factors of the proposed merger with State Bank of Hanska, Hanska, Minnesota, and Farmers State Bank of Huntley, Inc., Huntley, Minnesota.
- Submitted, March 19, 1998

Atlanta

Regions Bank, Birmingham, Alabama -- report on competitive factors of the proposed merger with Anderson National Bank, Anderson, South Carolina.
- Submitted, March 18, 1998

Regions Bank, Birmingham, Alabama -- report on competitive factors of the proposed merger with Spartanburg National Bank, Spartanburg, South Carolina.
- Submitted, March 18, 1998

March 15, 1998 to March 21, 1998

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

San Francisco

Security Bank, Coos Bay, Oregon -- report on competitive factors of the proposed purchase of certain assets and the assumption of certain liabilities of the Brookings-Harbor, Oregon, branch of Family Security Bank, Brookings, Oregon.
- Submitted, March 19, 1998

San Francisco

Sterling Bank, Los Angeles, California -- report on competitive factors of the proposed merger with The Pacific Bank, N.A., San Francisco, California.
- Submitted, March 19, 1998

San Francisco

Sterling West Bancorp, Los Angeles, California -- report on competitive factors of the proposed merger with Sterling Bank.
- Submitted, March 19, 1998

Cleveland

United Bank, N.A., Bucyrus, Ohio -- report on competitive factors of the proposed purchase of the assets and assumption of the liabilities of the Galion and Caledonia, Ohio, branches of National City Bank, Columbus, Ohio.
- Submitted, March 17, 1998

EXTENSIONS OF TIME

Dallas

Mesquite Financial Services, Inc., Alice, Texas, and Bank of Alice -- extension to June 7, 1998, to acquire Charlotte Bancshares, Inc., Charlotte, Texas, and The Country Bank.
- Granted, March 20, 1998

Richmond

Peoples Community Bank, Montross, Virginia -- extension to July 1, 1998, to establish a branch at the intersection of Route 3 and State Route 607 (Cool Springs Road), Fredericksburg, Virginia.
- Granted, March 20, 1998

March 15, 1998 to March 21, 1998

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

Richmond

Wachovia Corporation, Winston-Salem, North Carolina -- extension to April 30, 1998, to acquire Ameribank Bancshares, Inc., Hollywood, Florida.
- Granted, March 19, 1998

MEMBERSHIP

Kansas City

First State Bank, Anadarko, Oklahoma -- to become a member of the Federal Reserve System.
- Approved, March 17, 1998

District 1
Federal Reserve Bank of Boston

Applications and notifications filed during the week of March 21, 1998

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> | <i>Ending date of comment period</i> |
|-------------|--------------------|--|
| None | | |

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> |
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

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

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

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

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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> |
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

None

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

| <i>Institution</i> | <i>Location</i> |
|--------------------|-----------------|
|--------------------|-----------------|

None

District 2
Federal Reserve Bank of New York

Applications and notifications filed during the week of March 21, 1998

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) | Notice by the Fuji Bank, Tokyo, Japan, to acquire up to 16.84 percent of the Yasuda Trust and Banking Co., Ltd., Tokyo, Japan. | 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> | <i>Ending date of comment period</i> |
|-------------|--------------------|--|
| None | | |

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> |
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

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|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

None

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

| <i>Institution</i> | <i>Location</i> |
|--------------------|-----------------|
|--------------------|-----------------|

None

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week of March 21, 1998

Section I - Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|--|--------------------------------------|
| Branch | Berks County Bank, Reading, PA, to establish a branch office at 422 & Freeman Street, Berk County, PA | 4/08/98 |
| Branch | First Republic Bank, Philadelphia, PA to establish a branch office at 1818 Market Street, Philadelphia, PA | 4/20/98 |

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) | Mainline Bancorp, Inc., Ebensburg, PA, to acquire First National Bank of Spangler, Spangler, PA. | 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> | <i>Ending date of comment period</i> |
|-------------|--------------------|--------------------------------------|
| None | | |

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> |
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
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|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

None

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

| <i>Institution</i> | <i>Location</i> |
|--------------------|-----------------|
|--------------------|-----------------|

None

District 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week of March 21, 1998

Section I - Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|----------------------|---|--------------------------------------|
| 18(c)/Branch | Received application from The Fifth Third Bank of Kentucky, Inc., Louisville, KY on March 4, 1998, to merge with Fifth Third Bank of Central Kentucky, Inc., Paris, KY and Fountain Square Bank of Southern Indiana, Inc., Sellersburg, IN and to establish branches. | N/Avail |
| 18(c)/Branch | Received application from Fifth Third Bank of Central Kentucky, Inc., Paris, KY on March 4, 1998, to merge with The Fifth Third Bank of Kentucky, Inc., Louisville, KY and to establish branches. | N/Avail |
| 18(c)/Branch | Received application from Fountain Square Bank of Southern Indiana, Inc., Sellersburg, IN on March 4, 1998, to merge with Fifth Third Bank of Central Kentucky, Inc., Paris, KY and establish branches. | N/Avail |
| Member | Received application from Fifth Third Bank of Central Kentucky, Inc., Paris, KY on March 4, 1998, to become a member of the Federal Reserve System. | N/Avail |
| Member | Received application from Fountain Square Bank of Southern Indiana, Inc., Clarksville, IN on March 4, 1998 to become a member of the Federal Reserve System. | N/Avail |
| Member | Received application from Portage Community Bank, Ravenna, OH on March 10, 1998, to become a member of the Federal Reserve System. | 4/15/98 |
| 18(c)/5(d)(3)/Branch | Received application from The Fifth Third Bank of Western Ohio, Dayton, OH on March 11, 1998, to merge with Citizens Federal Bank, FSB, Dayton, OH and to establish branches. | N/Avail |
| 18(c)/Branch | Received application from The Fifth Third Bank of Southern Ohio, Hillsboro, OH on March 11, 1998, to acquire a branch office of Fifth Third Bank of Western Ohio, Dayton, OH located at 140 West Main Street and to establish a branch. | N/Avail |
| 18(c)/Branch | Received application from The Fifth Third Bank, Cincinnati, OH on March 11, 1998, to acquire seven branch offices currently owned by Fifth Third Bank of Western Ohio, Dayton, OH and to establish branches. | N/Avail |
| Branch | Received notice from Fifth Third Bank, Cincinnati, OH on March 23, 1998, of its intent to establish the Liberty Bank Mart, 5420 Liberty-Fairfield, Hamilton, OH. | 4/18/98 |

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) | Received application from Community Trust Bancorp, Inc., Pikeville, KY on March 13, 1998, of its intent to acquire Community Trust Bank of West Virginia, N.A., Williamson, WV. | Fed Reg - 4/13/98 |
| 3(a)(1) | Received application from Heritage Capital Corporation, Ashland, KY on March 12, 1998, of its intent to acquire Heritage Bank of Ashland, Inc., Ashland, KY. | Fed Reg - 4/13/98 |
| 4(c)(8)/5(d)(3) | Received notice from Fifth Third Bancorp, Cincinnati, OH on March 11, 1998 to acquire CitFed Bancorp, Inc., Dayton, OH. | Fed Reg - 4/20/98 |

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> |
|-------------|--|--------------------------------------|
| 4(c)(8) | Notice by National City Corporation, Cleveland, OH received on March 17, 1998, of its intent to acquire Sterling Ltd., Co; Sterling Asset Management Co.; and SLC Capital, Inc., Pepper Pike, OH. | None |
| 4(c)(8) | Notice by National City Corporation, Cleveland, OH received on March 17, 1998, of its intent to acquire INFITEQ, LLC., Dallas, TX. | None |
| 4(c)(8) | Notice by PNC Bank Corp, Pittsburgh, PA received on March 17, 1998, of its intent to engage de novo in investing and trading activities pursuant to Section 225.28(b)(8)(ii) of Regulation Y through investment limited partnerships for which PNC GPI, Inc., serves as general partner. | None |
| 4(c)(8) | Notice by KeyCorp, Cleveland, OH received on March 17, 1998, of its intent to engage de novo in making, acquiring, brokering, or servicing loans pursuant to Section 225.28(b)(1) of Regulation Y through Key Capital Markets, Inc. | None |
| 4(c)(8) | Notice by Commercial Bancshares, Inc., Upper Sandusky, OH received on March 20, 1998, of its intent to engage de novo in permissible finance activities pursuant to Section 225.28(b)(1) of Regulation Y through Advantage Finance, Inc. | None |

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> |
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

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

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

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

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

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

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|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

None

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

| <i>Institution</i> | <i>Location</i> |
|--------------------------------|---|
| Citizens Deposit Bank & Trust | P.O. Box 9, 400 Second Street, Vanceburg, KY 41179-0009 |
| Enterprise Bank | 6150 Enterprise Parkway, Solon, OH 44139 |
| Farmers Bank & Savings Company | P.O. Box 626, 211 W. 2nd Street, Pomeroy, OH 45769-1037 |
| Heartland Bank | P.O. Box 7, 12 N. Main Street, Croton, OH 43013-0007 |
| The Citizens Banking Company | P.O. Box 247, 10 E. Main Street, Salineville, OH 43945-0247 |
| The St. Henry Bank | P.O. Box 330, 231 E. Main Street, St. Henry, OH 45883 |
| Towne Bank | 610 East South Boundary, Perrysburg, OH 43551 |

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week of March 21, 1998

Section I - Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|--|--------------------------------------|
| Branch | Triangle Bank, Raleigh, North Carolina, to establish a branch inside the Winn-Dixie Store at 2799 Raleigh Road, Wilson, North Carolina.* | 4/11/98 |
| Branch | Virginia Bank and Trust Company, Danville, Virginia, to establish a branch at Franklin Turnpike and Mount Hermon Circle, Danville, Virginia.* | 4/13/98 |
| Branch | The Horizon Bank of Virginia, Merrifield, Virginia, to establish a branch in the Heritage Mall Shopping Center at 7857 Heritage Drive, Annandale, Virginia.* | 4/13/98 |
| Branch | First Virginia Bank-Piedmont, Lynchburg, Virginia, to establish a branch inside the Kroger Store at 143 Crown Drive, Danville, Virginia.* | 4/15/98 |
| 18(c) | F&M Bank-Northern Virginia, Fairfax, Virginia, to merge with The Bank of Alexandria, Alexandria, Virginia.* | 4/16/98 |

*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) | Anson Bancorp, Inc., Wadesboro, North Carolina, to become a bank holding company through the acquisition of 100% of the voting shares of Anson Savings Bank, SSB, Wadesboro, North Carolina.* | Fed Reg - 4/16/98 |
| 3(a)(3) | BB&T Corporation, Winston-Salem, North Carolina, and BB&T Financial Corporation of Virginia, Winston-Salem, North Carolina, to acquire Franklin Bancorporation, Inc., Washington, D. C.* | Fed Reg - 4/16/98 |

*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

| <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> |
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

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|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
| None | | | | | |

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

Institution

Location

None

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week of March 21, 1998

Section I - Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|---|--------------------------------------|
| 18(c) | Colonial Bank, Montgomery, Alabama, to purchase certain assets and assume certain liabilities of Premier Bank, Atlanta, Georgia.* | 04/11/98 |
| Branch | Friendship Community Bank, Ocala, Florida, to establish a branch located at 1626 SE 36th Avenue, Ocala, Florida.* | 02/28/98 |

*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)(5) | Alabama National Bancorporation, Birmingham, Alabama, to merge with Public Bank Corporation, and thereby directly acquire Public Bank, both of St. Cloud, Florida.* | N/Avail |
| 3(a)(5) | Peoples BancTrust Company, Inc., Selma, Alabama, to merge with Elmore County Bancshares, Inc., and thereby directly acquire Bank of Tallassee, both of Tallassee, Alabama. | Newspaper - 04/10/98 |
| 3(a)(5) | FLAG Financial Corporation, LaGrange, Georgia, to merge with Three Rivers Bancshares, Inc., and thereby directly acquire Bank of Milan, both of Milan, Georgia.* | Fed Reg - 04/17/98 |
| 3(a)(3) | Employee Stock Ownership Trust of Peoples Bank and Trust Co. Of Pickett County, Byrdstown, Tennessee, to acquire 40 percent of Upper Cumberland Bancshares, Inc., Byrdstown, Tennessee.* | 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)(5) | Regions Financial Corporation, Birmingham, Alabama, to merge with First Commercial Corporation, Little Rock, Arkansas (FCC), and thereby (1) directly acquire First Commercial Bank, N.A., Little Rock, Arkansas; Morrilton Security Bank, N.A., Morrilton, Arkansas; First National Bank of Russellville, Russellville, Arkansas; First National Bank of Conway, Conway, Arkansas; First Commercial Bank of Memphis, N.A., Memphis, Tennessee; The Security Bank, Harrison, Arkansas; Benton State Bank, Benton, Arkansas; Arkansas Bank and Trust Company, Hot Springs, Arkansas; Farmers and Merchants Bank, Rogers, Arkansas; Clinton State Bank, Clinton, Arkansas; Tyler Bank and Trust, N.A., Tyler, Texas; Lufkin National Bank, Lufkin, Texas; Longview National Bank, Longview, Texas; Stone Fort National Bank of Nacogdoches, Nacogdoches, Texas; State First National Bank, Texarkana, Texas; State First National Bank, Texarkana, Arkansas; Kilgore First National Bank, Kilgore, Texas; First National Bank of Palestine, Palestine, Texas; First National Bank of Nashville, Nashville, Arkansas; Citizens First Bank, El Dorado, Arkansas; Citizens First Bank, Fordyce, Arkansas; Citizens First Bank, Arkadelphia, Arkansas; Arkansas State Bank, Clarksville, Arkansas; First National Bank of Searcy, Searcy, Arkansas; First Bank of Arkansas, Jonesboro, Arkansas; (2) directly acquire FCC's second tier subsidiary, Springhill Bancshares, Inc., Springhill, Louisiana; and thereby indirectly acquire Springhill Bank and Trust Company, Springhill, Louisiana; and (3) directly acquire FCC's second tier subsidiary, TRH Bank Group, Inc., Norman, Oklahoma; and thereby indirectly acquire Security National Bank & Trust Company, Norman, Oklahoma, and Oklahoma National Bank of Duncan, Duncan, Oklahoma; all pursuant to Section 3(a)(5) of the Bank Holding Company Act.* | Fed Reg - 04/20/98 |

*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) | Regions Financial Corporation, Birmingham, Alabama, (1) to acquire First Commercial Mortgage Company, N.A., Little Rock, Arkansas and thereby engage in making and servicing loans, pursuant to Section 225.28(b)(1) of Regulation Y and Section 4(c)(8) of the Bank Holding Company Act, and (2) to acquire First Commercial Trust Company, N.A., Little Rock, Arkansas, and thereby engage in trust department functions and related investment advisory activities, pursuant to Sections 225.28(b)(5) and 225.28(b)(6) of Regulation Y and 4(c)(8) of the Bank Holding Company Act. | Fed Reg - 04/20/98 |

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

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|---|--------------------------------------|
| COM | First Bankshares, Inc., Longwood, Florida, commitment waiver request. | |
| COM | Cumberland Bancorp, Inc., Carthage, Tennessee, commitment waiver request. | |

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> |
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

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

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

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

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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> |
|--------------------|--|-------------------------|------------------------|-------------------|------------------|
| 14931 | First Western Bank 5854 S. Flamingo Road Cooper City, Florida 33330 (954) 434-7600 | 12/03/97 | 03/19/98 | Satisfactory | Small Bank |
| 304034 | First Newton Bank Post Office Box 1107 Covington, Georgia 30209 (770) 787-5500 | 12/08/97 | 03/19/98 | Satisfactory | Small Bank |
| 184834 | Tri-City Bank and Trust Company Post Office Box 277 Blountville, Tennessee 37617 (423) 323-3161 | 01/30/98 | 03/19/98 | Satisfactory | Large Bank |

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> |
|--------------------|---|-------------------------|------------------------|-------------------|------------------|
| 1217485 | First Vantage Bank-Tennessee Post Office Box 200 Knoxville, Tennessee 37901 | 01/30/98 | 03/19/98 | Satisfactory | Large Bank |

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

| <i>Institution</i> | <i>Location</i> |
|--------------------|-----------------|
| None | |

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week of March 21, 1998

Section I - Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|---|--------------------------------------|
| Branch | Liberty Bank Milwaukee, Wisconsin 15505 West National Avenue New Berlin, Wisconsin | Newspaper - N/Avail |

Newspaper - Newspaper Comment Period Ending Date
N/Avail- Not Available at this time

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) | Central Iowa Bancorporation* Iowa City, Iowa Conrad Bancorporation Conrad, Iowa First State Bank Conrad, Iowa | Fed Reg - 3/30/98 Newspaper - 3/30/98 |
| 3(a)(3) | ISB Financial Corp.* Iowa City, Iowa Conrad Bancorporation Conrad, Iowa First State Bank Conrad, Iowa | Fed Reg - 3/30/98 Newspaper - 3/30/98 |
| 3(a)(3) | Northern Trust Corporation* Chicago, Illinois Trustbank Financial Corporation Denver, Colorado Trust Bank of Colorado Denver, Colorado | Fed Reg - 4/13/98 Newspaper - 4/8/98 |
| CIC | Northwest Iowa Bancorporation LeMars, Iowa By William A. Krause | Fed Reg - 3/19/98 Newspaper - 3/27/98 |

Fed Reg - Federal Register Comment Period Ending Date

Newspaper - Newspaper Comment Period Ending Date

*Subject to provision 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

| <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> |
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

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

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

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

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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> |
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
| None | | | | | |

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

Institution

Location

None

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week of March 21, 1998

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) | Notice by Mercantile Bancorporation Inc., St. Louis, Missouri, to indirectly acquire CBT Corporation, Paducah, Kentucky (previously reported during the week of March 9, 1998).* | Fed Reg - 4/3/98 |
| 3(a)(5) | Notice by Ameribanc, Inc., St. Louis, Missouri, a wholly owned subsidiary of Mercantile Bancorporation Inc., St. Louis, Missouri, to merge with CBT Corporation, Paducah, Kentucky (previously reported during the week of March 9, 1998).* | Fed Reg - 4/3/98 |
| 4(c)(8) | Notice by Mercantile Bancorporation Inc., St. Louis, Missouri, to indirectly acquire CBT Corporation, Paducah, Kentucky, and thereby indirectly acquire United Commonwealth Bank, FSB, Murray, Kentucky, and engage in the operation of a thrift, pursuant to Section 225.28(b)(4)(ii) of Regulation Y, and to also indirectly acquire the thrift's wholly owned subsidiary, United Commonwealth Service Corporation, Murray, Kentucky, and engage in full service securities brokerage activities, pursuant to Section 225.28(b)(7)(i) of Regulation Y (previously reported during the week of March 9, 1998).* | Fed Reg - 4/3/98 |
| 3(a)(3) | Notice by Union Planters Corporation, Memphis, Tennessee, to indirectly acquire Magna Group, Inc., St. Louis, Missouri.* | Fed Reg - 4/20/98 |
| 3(a)(5) | Notice by Union Planters Holding Company, Memphis, Tennessee, a wholly owned subsidiary of Union Planters Corporation, Memphis, Tennessee, to merge with Magna Group, Inc., St. Louis, Missouri.* | Fed Reg - 4/20/98 |
| 4(c)(8) | Notice by Union Planters Corporation, Memphis, Tennessee, to indirectly acquire Magna Group, Inc., St. Louis, Missouri, and thereby indirectly acquire its proposed wholly owned subsidiary, Charter Bank, S.B., Sparta, Illinois, and engage in the operation of a thrift, pursuant to Section 225.28(b)(4)(ii) of Regulation Y.* | Fed Reg - 4/20/98 |

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 involving Tallahatchie Holding Company, Charleston, Mississippi, by Isaac E. Sayle. | N/Avail |
| 4(c)(8) | Union Planters Corporation, Memphis, Tennessee, to indirectly acquire Capital Savings Bancorp, Jefferson City, Missouri, and thereby indirectly acquire its wholly owned subsidiary, Capital Savings Bank, Jefferson City, Missouri, and engage in the operation of a thrift, pursuant to Section 225.28(b)(4)(ii) of Regulation Y.* | Newspaper - 4/15/98 |

* 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

| <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> |
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

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

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

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

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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> |
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

None

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

| <i>Institution</i> | <i>Location</i> |
|--------------------|-----------------|
|--------------------|-----------------|

None

District 9
Federal Reserve Bank of Minneapolis

Applications and Notifications Filed During the Week of March 21, 1998

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) | Norwest Corporation, Minneapolis, Minnesota, for prior approval to acquire 100% of the voting shares of the First Bank of Grants, Grants, New Mexico.* | Fed Reg - 4/20/98 |
| CIC | First National Corporation Employee Stock Ownership Plan, Grand Forks, North Dakota, to increase its ownership to 10.86% of the voting shares of First National Corporation North Dakota, Grand Forks, North Dakota. | Fed Reg - 4/7/98 |
| CIC | Donald O. Gilmer Revocable Trust to acquire control of 50.5% of the voting shares of Delano State Agency, Inc., Delano, Minnesota. | N/Avail |

*Subject to the provisions of the Community Reinvestment Act.

Section III - Applications subject to Federal Register notice only

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

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

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

Section V - Publicly available CRA 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> |
|--------------------|------------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|------------------------------|-------------------------|------------------------|-------------------|------------------|

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

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

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

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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> |
|--------------------|---|-------------------------|------------------------|-------------------|------------------|
| 467957 | Fulton State Bank Fulton, South Dakota | 12/8/97 | 3/16/98 | Satisfactory | Small Bank |

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

| <i>Institution</i> | <i>Location</i> |
|--------------------|-----------------|
| None | |

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week of March 21, 1998

Section I - Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|--------------|--|--------------------------------------|
| 18(c)/Branch | Mercantile Bank, Overland Park, Kansas, for prior approval to merge with Mercantile Bank of St. Joseph, St. Joseph, Missouri, and Mercantile Bank of Northwest Missouri, Maryville, Missouri; and establish additional branches. | 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) | South Tulsa Financial Corporation, Tulsa, Oklahoma; for prior approval to become a bank holding company through the acquisition of 100 percent of the voting shares of Bank South, N.A., Tulsa, Oklahoma. | Newspaper - 04/10/98 Fed Reg - 04/13/98 |
| 3(a)(1) | Giltner Investment Partnership II, Ltd., Omaha, Nebraska; for prior approval to become a bank holding company through the acquisition of 60 percent of the voting shares of The Avoca Company, Omaha, Nebraska, and thereby indirectly acquire The First State Bank of Nebraska, Bennet, Nebraska. | Newspaper - N/Avail Fed Reg - 04/20/98 |
| 3(a)(3) | CountryBanc Holding Company, Edmond, Oklahoma; for prior approval to acquire 99.4 percent of the voting shares of Home State Bank, Hobart, Oklahoma. | Newspaper - 04/12/98 Fed Reg - 04/16/98 |
| 3(a)(3) | Wilber Co., Wilber, Nebraska; for prior approval to acquire 23.34 percent of the voting shares of NebraskaLand National Bank, North Platte, Nebraska, a de novo bank in organization. | Newspaper - N/Avail Fed Reg - 04/17/98 |

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> |
|-------------|--|--------------------------------------|
| 4(c)(8) | 1st Choice Financial Corporation, Greeley, Colorado, to engage in lending activities; and to establish Choice Investment Corporation, a wholly owned subsidiary, and thereby provide mutual funds, discount brokerage services, and other various investment services. | |

Section V - Availability of CRA public evaluations

Description of the CRA Goal against which institutions are evaluated, the four performance levels, and the institutions for which an evaluation is publicly available.

The CRA requires a periodic evaluation of each covered institution regarding the extent to which it has ascertained, and helped meet, the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

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

- Outstanding**
- Satisfactory**
- Needs to Improve**
- Substantial noncompliance**

| <i>RSSD number</i> | <i>Institution/ Location</i> | <i>Examination date</i> | <i>CRA public date</i> | <i>CRA rating</i> |
|--------------------|--|-------------------------|------------------------|-------------------|
| 912550 | Lusk State Bank 415 S. Main Street Lusk, Wyoming 82225 | 12/15/97 | 03/16/98 | Satisfactory |

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

| <i>Institution</i> | <i>Location</i> |
|--------------------|-----------------|
| None | |

District 11
Federal Reserve Bank of Dallas

Applications and notifications filed during the week of March 21, 1998

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> | <i>Ending date of comment period</i> |
|-------------|---|--|
| 3(a)(1) | H B Financial Corp, Highlands, TX, to acquire H B Financial Corp of Delaware, Wilmington, DE, and Highlands Bank, Highlands, TX | |
| 3(a)(1) | H B Financial Corp of Delaware, Wilmington, DE, to acquire Highlands Bank, Highlands, TX | |

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> |
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|
|--------------------|-----------------------------|-------------------------|------------------------|-------------------|------------------|

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

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

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

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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> |
|--------------------|---|-------------------------|------------------------|-------------------|------------------|
| 336361 | Sanger Bank 501 North Stemmons Sanger, TX 76266 | 11/10/97 | 2/23/98 | Satisfactory | Small Bank |

Section VI - CRA examinations scheduled for 2nd Quarter of 1998

| <i>Institution</i> | <i>Location</i> |
|--------------------|-----------------|
| None | |

District 12
Federal Reserve Bank of San Francisco

Applications and Notifications Filed During the Week of March 21, 1998

Section I - Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|--|--------------------------------------|
| 18(c) | Bank of Commerce, San Diego, California, to merge with Rancho Vista National Bank, Vista, California.* | Newspaper - 4/10/98 |

*Subject to the provisions of the Community Reinvestment Act.

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

| <i>Type</i> | <i>Application</i> | <i>Ending date of comment period</i> |
|-------------|---|--|
| 3(a)(3) | Security Bank Holding Company Employee Stock Ownership Plan and Security Bank Holding Company, both of Coos Bay, Oregon, to acquire Family Security Bank (In Organization), Brookings, Oregon.* | Newspaper - 3/28/98 Fed Reg - 4/10/98 |
| CIC | Learner Family 1998 Trust, Walnut Creek, California, to acquire all of the outstanding shares of Learner Financial Corporation, Walnut Creek, California.* | 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> | <i>Ending date of comment period</i> |
|-------------|--------------------|--------------------------------------|
| None | | |

Section V - Publicly available CRA 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>Large bank</i> | <i>Small bank</i> |

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- 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>Large bank</i> | <i>Small bank</i> |
| None | | | | | | |

Section VI - CRA examinations scheduled 2nd Quarter of 1998

| <i>Institution</i> | <i>Location</i> |
|--------------------|-----------------|
| None | |