
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 19, 1998

Testimony And Statements

International financial system -- statement by Chairman Greenspan before the House Committee on Banking and Financial Services, September 16, 1998.

- Published, September 16, 1998

Year 2000 issues -- statement by Governor Kelley before the House Committee on Banking and Financial Services, September 17, 1998.

- Published, September 17, 1998

Bank Holding Companies

Banc One Corporation, Columbus, Ohio -- to merge with First Chicago NBD Corporation, Chicago, Illinois, and acquire its bank, nonbank, and foreign subsidiaries.

- Approved, September 14, 1998

Royal Bank of Canada, Montreal, Quebec, Canada -- request for reconsideration of the Board's approval of the notice to acquire New Security First Network Bank, Miami, Florida.

- Denied, September 13, 1998

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

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

Bank Branches, Domestic

Richmond

Commonwealth Bank, Richmond, Virginia -- to establish a branch at 707 East Main Street.

- Approved, September 14, 1998

Richmond

Crestar Bank, Richmond, Virginia -- to establish a branch at 4740 Cherry Hill Road, College Park, Maryland.

- Approved, September 14, 1998

Richmond

F & M Bank - Richmond, Richmond, Virginia -- to establish a branch at 17650 Midlothian Turnpike, Midlothian, Virginia.

- Approved, September 14, 1998

Richmond

F & M Bank - Richmond, Richmond, Virginia -- to establish a branch at 4851 South Laburnum Avenue.

- Approved, September 14, 1998

Richmond

First Virginia Bank - Colonial, Richmond, Virginia -- to establish a branch at 6127 Mechanicsville Turnpike, Mechanicsville, Virginia.

- Approved, September 14, 1998

San Francisco

Liberty Bank, South San Francisco, California -- to establish a branch at 6221 Graham Hill Road, Felton, California.

- Approved, September 18, 1998

Chicago

Michigan Heritage Bank, Novi, Michigan -- to establish a branch at 1917 East Big Beaver Road, Troy, Michigan.

- Approved, September 14, 1998

Bank Branches, Domestic

Atlanta

Republic Security Bank, West Palm Beach, Florida -- to establish a branch at 5131 Congress Avenue, Boca Raton, Florida.
- Approved, September 18, 1998

St. Louis

Union Bank of Illinois, Swansea, Illinois -- to establish a branch at 102 Duncan Street, Marine, Illinois.
- Approved, September 14, 1998

Bank Holding Companies

Chicago

Associated Banc-Corp., Green Bay, Wisconsin -- to acquire Associated Bank Illinois, National Association, Rockford, Illinois.
- Approved, September 15, 1998

Atlanta

Banc Corporation, Birmingham, Alabama -- to merge with Warrior Capital Corporation and acquire The Bank.
- Withdrawn, September 15, 1998

San Francisco

Banque Nationale de Paris, Paris, France -- to acquire shares of First Hawaiian, Inc., Honolulu, Hawaii; and to acquire First Hawaiian Bank; Pacific One Bank, Portland, Oregon; and FHL Lease Holding Company, Honolulu.
- Approved, September 17, 1998

Chicago

Baylake Corp., Sturgeon Bay, Wisconsin -- to acquire Evergreen Bank, National Association, Poysippi, Wisconsin.
- Approved, September 17, 1998

San Francisco

Centennial Bankshares, Inc., Ogden, Utah -- to become a bank holding company as part of a corporate reorganization involving the ownership of Centennial Bank.
- Approved, September 18, 1998

Bank Holding Companies

San Francisco

Community West Bancshares, Goleta, California -- to acquire Palomar Savings and Loan Association, Escondido, California.
- Approved, September 14, 1998

Dallas

Eagle Lake Bancshares, Inc., Eagle Lake, Texas -- to acquire FINABEL Corporation, Dover, Delaware, and First National Bank, Eagle Lake, Texas.
- Approved, September 16, 1998

San Francisco

Eggemeyer Advisory Corp, Rancho Santa Fe, California; Castle Creek Capital LLC; and Castle Creek Capital Partners Fund-I, L.P. -- to acquire shares of Continental National Bancshares, Inc., El Paso, Texas, through National Bancshares, Inc., Lubbock, Texas.
- Approved, September 14, 1998

Dallas

FINABEL Corporation, Dover, Delaware -- to acquire First National Bank, Eagle Lake, Texas.
- Approved, September 16, 1998

Atlanta

Financial Investors of the South, Inc., Birmingham, Alabama -- to acquire an interest in Alabama Lenders Institute, Decatur, Alabama, and engage in providing management consulting advice.
- Approved, September 17, 1998

New York

First Bancorp, San Juan, Puerto Rico -- to become a bank holding company with respect to FirstBank Puerto Rico.
- Approved, September 14, 1998

Atlanta

First Citizens Corporation, Newnan, Georgia -- request for waiver of commitment.
- Granted, September 15, 1998

Bank Holding Companies

San Francisco

First Hawaiian, Inc., Honolulu, Hawaii -- to acquire BankWest Corporation, San Francisco, California.

- Approved, September 17, 1998

Dallas

First Pecos Bancshares, Inc., Midland, Texas -- to acquire First Alpine, Inc., Alpine, Texas; Alpine Delaware Financial Corporation, Dover, Delaware; and First National Bank in Alpine, Alpine, Texas.

- Approved, September 16, 1998

Atlanta

FLAG Financial Corporation, LaGrange, Georgia -- to acquire E.B.C. Financial Services, Inc., Homerville, Georgia, and engage in insurance agency activities in a town under 5000.

- Approved, September 16, 1998

Atlanta

FLAG Financial Corporation, LaGrange, Georgia -- to merge with Empire Bank Corp., Homerville, Georgia.

- Approved, September 16, 1998

Minneapolis

Franklin Bancorp, Inc., Minneapolis, Minnesota -- to engage de novo in making Small Business Administration loans.

- Approved, September 17, 1998

Dallas

Keene Bancorp, Inc., 401(k) Employee Stock Ownership Plan & Trust, Keene, Texas -- to acquire Keene Bancorp, Inc., and First State Bank.

- Approved, September 16, 1998

Richmond

Maryland Permanent Capital Corporation, Owings Mills, Maryland -- to acquire Maryland Permanent Bank & Trust Co., and to engage in mortgage banking and leasing activities.

- Approved, September 18, 1998

Bank Holding Companies

St. Louis

National City Bancshares, Inc., Evansville, Indiana -- to acquire, through merger, Commonwealth Commercial Corp., Crittenden, Kentucky, and Bank of Crittenden.
- Approved, September 15, 1998

Chicago

NCB Holdings, Inc., Chicago, Illinois -- to acquire New Century Bank.
- Approved, September 14, 1998

Minneapolis

Northern Star Financial, Inc., Mankato, Minnesota -- to acquire Northern Star Bank.
- Returned, September 16, 1998

Director, BS&R

Popular, Inc., Hato Rey, Puerto Rico -- waiver of the remainder of the 45-day notification period to acquire shares of Banco Gerencial & Fiduciario Dominicano, S.A., Santo Domingo, Dominican Republic.
- Granted, September 15, 1998

New York

Popular, Inc., Hato Rey, Puerto Rico; Popular International Bank, Inc.; and Popular North America, Inc., Mt. Laurel, New Jersey -- to acquire Gore Bronson Bancorp, Inc., Prospect Heights, Illinois; The Bronson-Gore Bank; The Irving Bank, Chicago, Illinois; and Water Tower Bank.
- Approved, September 17, 1998

New York

Popular, Inc., Hato Rey, Puerto Rico; Popular International Bank, Inc.; and Popular North America, Inc., Mt. Laurel, New Jersey -- to acquire First State Bank of Southern California, Santa Fe Springs, California.
- Approved, September 17, 1998

Atlanta

Sequatchie Valley Bancshares, Inc., Dunlap, Tennessee -- to acquire Commercial Bancshare Services, Inc., Birmingham, Alabama, and engage in data processing activities.
- Approved, September 18, 1998

Bank Holding Companies

Chicago

St. Francis Capital Corporation, Milwaukee, Wisconsin -- waiver of application to acquire Reliance Bancshares, Inc., and Reliance Savings Bank.
- Granted, September 11, 1998 (AC)

Dallas

Sterling Bancshares, Inc., Houston, Texas, and Sterling Bancorporation, Inc., Wilmington, Delaware -- to acquire Hometown Bancshares, Inc., Houston, Texas, and Clear Lake National Bank.
- Approved, September 16, 1998

Chicago

Unionbancorp, Inc., Ottawa, Illinois -- to acquire Mercier Insurance Agency, L.P., Spring Valley, Illinois, and Bryan Insurance Associates, Ltd., and engage in securities brokerage and general insurance activities in a town under 5000.
- Approved, September 10, 1998 (AC)

Atlanta

Upton Bancshares, Inc., Thomaston, Georgia -- to acquire First Finance Co. of Thomaston, Inc., and engage in lending activities or other extensions of credit by a finance company and related insurance activities in a town under 5000.
- Approved, September 16, 1998

Minneapolis

Voyager Financial Services Corporation, Eden Prairie, Minnesota -- to become a bank holding company on conversion of The Family Bank, f.s.b., to a state-chartered commercial bank to be known as Voyager Bank; and to engage in brokering mortgage loans through Voyager Mortgage Corporation.
- Approved, September 17, 1998

San Francisco

Western Sierra Bancorp, Cameron Park, California -- to merge with Roseville 1st Community Bancorp, Roseville, California, and acquire Roseville 1st National Bank.
- Approved, September 17, 1998

Chicago

WFC, Inc., Waukon, Iowa -- to acquire Iowa State Bank, Oelwein, Iowa.
- Approved, September 16, 1998

Bank Mergers

Richmond

- FCNB Bank, Frederick, Maryland -- to merge with Capital Bank, National Association, Rockville, Maryland.
- Approved, September 15, 1998

Banks, State Member

Atlanta

- AmTrade International Bank of Georgia, Atlanta, Georgia -- request for waiver of commitment.
- Granted, September 16, 1998

Secretary

- Centura Bank, Rocky Mount, North Carolina -- to acquire certain assets and assume certain liabilities of Clyde Savings Bank, Franklin, North Carolina.
- Approved, September 15, 1998

Kansas City

- Eaton Bank, Eaton, Colorado -- to acquire the Fort Collins branch of Farmers Bank, Fort Collins, Colorado.
- Approved, September 16, 1998

San Francisco

- Westamerica Bank, San Rafael, California -- payment of a dividend.
- Approved, September 14, 1998

Change In Bank Control

Minneapolis

- Citizens State Bank of Arlington, Arlington, South Dakota -- change in bank control.
- Returned, September 18, 1998

St. Louis

- Marked Tree Bancshares, Inc., Marked Tree, Arkansas -- change in bank control.
- Permitted, September 17, 1998

Change In Bank Control

New York

- Solvay Bank Corp., Solvay, New York -- change in bank control.
- Permitted, September 17, 1998

Competitive Factors Reports

Chicago

- American Bank of Rock Island, Rock Island, Illinois -- report on competitive factors of the proposed merger with American Bank and Trust Company, Davenport, Iowa.
- Submitted, September 18, 1998

St. Louis

- Bank of Edwardsville, Edwardsville, Illinois -- report on competitive factors of the proposed merger with Omni Bank, Pontoon Beach, Illinois.
- Submitted, September 17, 1998

Richmond

- Branch Banking and Trust Company, Winston-Salem, North Carolina -- report on competitive factors of the proposed merger with Maryland Federal Bank, Hyattsville, Maryland.
- Submitted, September 15, 1998

Atlanta

- Community Savings Bancshares, Inc., North Palm Beach, Florida -- report on competitive factors of the proposed acquisition of Community Federal Interim Savings & Loan Association.
- Submitted, September 16, 1998

Chicago

- Corus Bank, National Association, Chicago, Illinois -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of LaSalle National Bank.
- Submitted, September 17, 1998

Competitive Factors Reports

Richmond

First-Citizens Bank and Trust Company of South Carolina, Columbia, South Carolina -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Hollywood and Prosperity, South Carolina, branches of First Union National Bank, Charlotte, North Carolina.
- Submitted, September 17, 1998

Chicago

Firststar Bank Milwaukee, National Association, Milwaukee, Wisconsin -- report on competitive factors of the proposed merger with Firststar Trust Company.
- Submitted, September 18, 1998

Chicago

Firststar Trust Company of Florida, National Association, West Palm Beach, Florida -- report on competitive factors of the proposed merger with Firststar Bank Florida, National Association.
- Submitted, September 18, 1998

Secretary

Mercantile Trust Company National Association, St. Louis, Missouri -- report on competitive factors of the proposed merger with First National Bank Iowa, Iowa City, Iowa.
- Submitted, September 17, 1998

Atlanta

Newport Federal Bank, Newport, Tennessee -- report on competitive factors of the proposed purchase of the assets and assumption of the liabilities of the Newport branch of Union Planters Bank of the Lakeway Area, Morristown, Tennessee.
- Submitted, September 16, 1998

Cleveland

People's Building, Loan, & Savings Company, Lebanon, Ohio -- report on competitive factors of the proposed acquisition and merger with The People's Building & Loan Company, Blanchester, Ohio.
- Submitted, September 17, 1998

Extensions Of Time

Chicago

Bloomington Bank and Trust, Bloomington, Illinois -- extension to September 15, 1999, to establish a branch at the southeast corner of Arlington Heights Road and Pierce Road, Itasca, Illinois.

- Granted, September 15, 1998

Atlanta

First TeleBanc Corporation, Sanford, Florida -- extension to December 15, 1998, to acquire Boca Raton First National Bank, Boca Raton, Florida.

- Granted, September 15, 1998

Boston

Plymouth Bancorp, Inc., Wareham, Massachusetts -- extension to December 31, 1998, to become a mutual bank holding company through the reorganization of Plymouth Savings bank.

- Granted, September 8, 1998 (AC)

Minneapolis

Ronan State Bank, Ronan, Montana -- extension to September 22, 1999, to establish a branch at 1509 Highway 93, Polson, Montana.

- Granted, September 16, 1998

Chicago

West Burlington Bancorporation, Inc., West Burlington, Iowa -- extension to December 24, 1998, to acquire West Burlington Bank.

- Granted, September 18, 1998

Dallas

WTSB Bancorp, Inc., Snyder, Texas, and WTSB Delaware Bancorp, Inc., Dover, Delaware -- extension to December 15, 1998, to acquire West Texas State Bank, Snyder, Texas.

- Granted, September 15, 1998

International Operations

San Francisco

BankAmerica International Investment Corporation, Chicago, Illinois -- to make an investment in Bodden Bay Co., Grand Cayman, Cayman Islands.

- Withdrawn, September 16, 1998

Membership

San Francisco

Family Security Bank, Brookings, Oregon -- to become a member of the Federal Reserve System.

- Approved, September 17, 1998

Philadelphia

Lafayette Ambassador Bank, Easton, Pennsylvania -- to become a member of the Federal Reserve System.

- Approved, September 16, 1998

San Francisco

Peninsula Bank of Commerce, Millbrae, California -- to become a member of the Federal Reserve System.

- Approved, September 14, 1998

Philadelphia

United States National Bank in Johnstown, Johnstown, Pennsylvania -- to become a member of the Federal Reserve System.

- Approved, September 16, 1998

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, September 19, 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)/3(a)(5)	Banknorth Group, Inc., Burlington, Vermont – to acquire at least 19.9% and up to 100% of the voting shares of Evergreen Bancorp, Inc., Glens Falls, New York, and thereby acquire control of its subsidiary bank, Evergreen Bank, N.A., Glens Falls, New York, of the Bank Holding Company Act of 1956	Newspaper – 10/15/1998 Fed Reg – 10/16/1998

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)	State Street Corporation – 4(c)(8) to acquire substantially all of the assets of ADP Financial Information Services, Inc., Jersey City, New Jersey	Fed Reg – 9/30/1998

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 19, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Member	Banco Popular New York, New York, New York (“BPNY”), to become a member bank.	N/Avail
Member	Banco Popular Transition Bank, Hato Rey, Puerto Rico, to become a member bank.	N/Avail
18(c)	Banco Popular Transition Bank, Hato Rey, Puerto Rico, to acquire the assets and related liabilities of Banco Popular de Puerto Rico, Hato Rey, Puerto Rico, and to establish branches.	N/Avail
18(c)	Banco Popular de Puerto Rico, Hato Rey, Puerto Rico, to merge into BPNY, and to establish branches.*	N/Avail
18(c)	Banco Popular, N.A. (California), Commerce City, California, to merge into BPNY, and to establish branches.*	N/Avail
18(c)	Banco Popular, N.A. (Florida), Sanford, Florida, to merge into BPNY, and to establish branches.*	N/Avail
18(c)	Banco Popular N.A. (New Jersey), Newark, New Jersey, to merge into BPNY, and to establish branches.*	N/Avail
18(c)	Banco Popular N.A. (Illinois), Melrose Park, Illinois, to merge into BPNY, and to establish branches.*	N/Avail
18(c)	First State Bank of California, Santa Fe Springs, California, to merge into BPNY, and to establish branches.*	N/Avail
18(c)	Gore-Bronson Bank, Prospect Heights, Illinois, to merge into BPNY, and to establish branches.*	N/Avail
18(c)	Irving Bank, Chicago, Illinois, to merge into BPNY, and to establish branches.*	N/Avail
18(c)	Water Tower Bank, Chicago, Illinois, to merge into BPNY, and to establish branches.*	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)	Ridgewood Financial, MHC, and Ridgewood Financial, Inc., both of Ridgewood, New Jersey, to become bank holding companies with respect to Ridgewood Savings Bank, Ridgewood, New Jersey.*	N/Avail
3(a)(3)	Popular, Inc., and Popular International Bank, Inc., both of Hato Rey, Puerto Rico, Popular North America, Inc., Mt. Laurel, New Jersey, and Banco Popular North America, Inc., Chicago, Illinois, to acquire control of the proposed New York state-chartered Banco Popular, New York, New York, New York.*	N/Avail
3(a)(3)	Popular, Inc., and Banco Popular de Puerto Rico, both of Hato Rey, Puerto Rico, to acquire the proposed Puerto Rico state-chartered Banco Popular Transition Bank, Hato Rey, Puerto Rico.*	N/Avail
3(a)(3)	Popular, Inc., Popular International Bank, Inc., both of Hato Rey, Puerto Rico, and Popular North America, Inc., Mt. Laurel, New Jersey, to retain control of Banco Popular N.A. (New Jersey), Newark, New Jersey, upon its conversion from a federal savings association.*	N/Avail
3(a)(3)	Banco Popular North America, Inc., Mt. Laurel, New Jersey, to acquire control of Banco Popular, N.A. (Texas), Houston, Texas.*	N/Avail

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Dresdner Bank AG, Frankfurt, Germany, through Dresdner RCM Global Investors LLC, San Francisco, California, to acquire Caywood-Scholl Capital Management, San Diego, California, and thereby indirectly engage in nonbanking activities.	N/Avail
4(c)(8)	United Overseas Bank Limited, Singapore, to engage indirectly through its to-be-formed 70 percent owned subsidiary, UOB Global capital LLC, a Delaware limited liability company, in acting in agency or custodial capacities pursuant to Section 225.28(b)(5) of Regulation Y and engaging in financial and investment advisory activities pursuant to Section 225.28(b)(6) of Regulation Y.	N/Avail

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

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

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

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

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, September 19, 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>	
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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, September 19, 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)(5)	Received application from First Commonwealth Financial Corporation, Indiana, PA on 09/16/1998 to acquire Southwest National Corporation, Greensburg, PA.	*Federal Register: 10/16/1998

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)	Received notice from PNC Bank Corp., Pittsburgh, PA on 09/17/1998 of its intent to engage de novo in underwriting and dealing in all types of debt and equity securities and other related permissible incidental activities through its wholly-owned subsidiary, PNC Capital Markets, Pittsburgh, PA.	Federal Register: 10/08/1998

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 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, September 19, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	First Colonial Bank, Hopewell, Virginia, to establish a branch at 2141 East Hundred Road, Chester, Virginia.*	10/12/1998
Branch	First Virginia Bank-Blue Ridge, Staunton, Virginia, to establish a branch inside the Wal-Mart SuperCenter at 461 West Reservoir Road, Woodstock, Virginia.*	10/13/1998

*Subject to provisions of the Community Reinvestment Act.

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Travelers Rest Bancshares, Inc., Travelers Rest, South Carolina, to become a bank holding company through the acquisition of 100% of the voting shares of Bank of Travelers Rest, Travelers Rest, South Carolina.*	Fed Reg – 10/12/1998 Newspaper – 10/15/1998

*Subject to provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	BB&T Corporation, Winston-Salem, North Carolina, to acquire Scott & Stringfellow Financial, Inc., Richmond, Virginia.	Fed Reg – N/Avail

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

<i>Type</i>	<i>Application</i>
None	

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
2536352	The Bank of Newberry County 999 Wilson Road Newberry, South Carolina 29108	7/7/1998	9/19/1998	S		X

Section VI – CRA examinations scheduled for Quarter of

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

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, September 19, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c)	Republic Security Bank, West Palm Beach, Florida, to merge with Newberry Bank, Newberry, Florida.	10/17/1998*
Branch	Riverside Bank of the Gulf Coast, Cape Coral, Florida, to establish a branch located at 3405 Hancock Bridge Parkway, North Fort Myers, Florida.	10/11/1998*
Branch	First Vantage Bank-Tennessee, Knoxville, Tennessee, to establish a branch located at 6632 Clinton Highway, Knoxville, Tennessee.	10/06/1998*

*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>
CIC	First Banks, Inc., Carnesville, Georgia, after-the-fact notice by MST Investments, L.P. , Toccoa, Georgia, to retain 39.9 percent of the outstanding shares of First Banks, Inc., Carnesville, Georgia, and its subsidiaries, First Bank and Trust, Carnesville, Georgia, and Bank of Toccoa, Toccoa, Georgia.	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>
WAIVR	Republic Security Financial Corporation, West Palm Beach, Florida, application waiver request for the proposed acquisition of Newberry Bank, Newberry, Florida.
4(c)(8)	Community Financial Group, Inc., Nashville, Tennessee, to acquire 16.20 percent of American Growth Finance, Inc., Dallas, Texas, a de novo joint venture, and thereby engage in making, acquiring, and servicing loans or other extensions of credit. The co-ventures are Glenn W. Jones, Jr., Tampa, Florida (18.22 percent); John Stiffer, Sr., Dallas, Texas (16.40 percent); John Stiffer, Jr., Dallas, Texas (16.40 percent); Fours McGraw, Dallas, Texas (16.40 percent); C. Norris Nelson, Nashville, Tennessee (9.10 percent); Craig Mercian, Nashville, Tennessee (1.82 percent); Andrew Kerosene, Tampa, Florida (1.82 percent); and Donald Burton, Tampa, Florida (16.20 percent).

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
648831	SunTrust Bank, Gulf Coast Post Office Box 2138 Sarasota, Florida 34230 (941) 951-3307	05/18/1998	09/16/1998	0	X	

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

Institution

Location

None

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, September 19, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c) & Branches	Comerica Bank Detroit, Michigan Comerica Bank & Trust, F.S.B. Boca Raton, Florida and thereby to establish branches	Newspaper – N/Avail
N/Avail - Not Available (Not yet available; 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)(5)	Associated Banc-Corp* Green Bay, Wisconsin Citizens Bankshares, Inc. Shawano, Wisconsin Citizens Bank, National Association Shawano, Wisconsin	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(1)	Petefish, Skiles Bancshares, Inc.* Virginia, Illinois Petefish, Skiles & Co. Virginia, Illinois	Fed Reg – 10/9/1998 Newspaper – 10/3/1998

* Subject to the provisions of the Community Reinvestment Act

Fed Reg - Federal Register Comment Period Ending Date

Newspaper - Newspaper Comment Period Ending Date

N/Avail - Not Available (Not yet available; Not available at this time)

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)	Associated Banc-Corp Green Bay, Wisconsin Wisconsin Finance Corporation Shawano, Wisconsin Citizens Financial Services, Inc. Shawano, Wisconsin	Fed Reg – N/Avail
4(c)(8)	ANB Corporation Muncie, Indiana Indiana Trust & Investment Management Company Mishawaka, Indiana	Fed Reg – 10/02/1998

Fed Reg - Federal Register Comment Period Ending Date
N/Avail - Not Available (Not yet available; Not available at this time)

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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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**

Institution *Location*

None

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, September 19, 1998

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	*Notice by Fifth Third Bank of Kentucky, Inc., to relocate its existing branch facility located at 2312 South Preston Street, Louisville, Kentucky, to 2425 South Shelby Street, Louisville, Kentucky.	Newspaper - 9/18/1998

* 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)	*Notice by Old National Bancorp, Inc., Evansville, Indiana, to acquire Southern Bancshares, Ltd., Carbondale, Illinois.	Newspaper – 10/5/1998 Fed Reg – 10/5/1998
CIC	Notice involving Holly Grove Bancshares, Inc., Holly Grove, Arkansas, by John Allison and Robert H. Adcock.	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>
4(C)(8)	Notice by New London Bancshares, Inc., New London, Missouri, to engage in general insurance agency activities in a place where it or its subsidiary has a lending office and that has a population not exceeding 5,000.	Fed Reg – N/Avail.

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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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 19, 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	Farmers State Bank of West Concord, West Concord, Minnesota, for prior approval to acquire certain assets and assume certain liabilities of the Dennison, Minnesota office of Eagle Valley Bank, National Association, St. Croix Falls, Wisconsin, and incident thereto establish a branch.*	10/18/1998
Branch	Pioneer Bank & Trust, Belle Fourche, South Dakota, to establish a branch in Rapid City, South Dakota.*	09/29/1998

* 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)	United Financial Corp., Great Falls, Montana, for prior approval to acquire up to 24.2% and thereby increase its ownership to 25.0% of the voting shares of Valley Bancorp, Inc., Phoenix, Arizona.*	Fed Reg - 10/19/1998

* 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 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, September 19, 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>
CIC	Marvin Dwight Schlegel, Swink, Colorado for prior approval to acquire voting shares of First Bankshares of Las Animas, Las Animas, Colorado.	Newspaper – N/Available Fed Reg – 09/29/1998
CIC	Mortgage Investment Trust Corporation, Prairie Village, Kansas, for prior approval to acquire voting shares of IFB Holdings, Inc., Chillicothe, Missouri; and thereby indirectly acquire Investors Federal Bank, N.A., Chillicothe, Missouri.	Newspaper – 09/30/1998 Fed Reg – N/Available
3(a)(3)	Albion National Management Co., Inc., Albion, Nebraska for prior approval to acquire 16.87 percent of the voting shares of Sutton Agency, Inc., Sutton, Nebraska, and indirectly acquire City State Bank, Sutton, Nebraska.	Newspaper – N/Available Fed Reg – 10/16/1998
3(a)(3)	First York Ban Corp., York, Nebraska for prior approval to acquire 70 percent of the voting shares of Sutton Agency, Inc., Sutton, Nebraska, and indirectly acquire City State Bank, Sutton, Nebraska	Newspaper – N/Available Fed Reg – 10/16/1998
3(a)(3)	Central Bancshares, Cambridge, Nebraska for prior approval to acquire 100 percent of the voting shares of First Central Bank, McCook, National Association, McCook, Nebraska a de novo bank in organization.	Newspaper – N/Available Red Reg – 10/16/1998
3(a)(5)	Gold Banc Corporation, Inc., Leawood, Kansas for prior approval to acquire 100 percent of the voting shares of Citizens Bancorporation, Inc., Tulsa, Oklahoma, and thereby indirectly acquire Citizens Bank of Tulsa, Tulsa, Oklahoma.	Newspaper – 10/10/1998 Fed Reg – 10/12/1998

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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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 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, September 19, 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)	First Financial Bancshares, Inc., Abilene, TX, to acquire Cleburne State Bank, Cleburne, TX* (Previously reported the week ending September 12, 1998)	Fed Reg – 10/16/1998 Newspaper – 10/09/1998
CIC	William T. Byler, Chappell Hill, TX, and W.T.B., II, Ltd., Houston, TX (William T. Byler and Merlene A. Byler, general partners), to acquire an interest in Community Bancorporation, Inc., Bellville, TX	Fed Reg – 09/24/1998 Newspaper – 09/23/1998

* 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>
S/R	Notice by Cleburne State Bank, Cleburne, TX, to redeem 48,690 shares of its preferred stock

Section V – Availability of CRA public evaluations

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

<i>RSSD</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 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, September 19, 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)	Eggemeyer Advisory Corp, Castle Creek Capital L.L.C. and Castle Creek Capital Partners Fund-I, L.P., all of Rancho Santa Fe, California, and Western Bancorp, Newport Beach, California, to acquire Peninsula Bank of San Diego, San Diego, California. *	Newspaper 09/30/1998 Fed Reg 09/28/1998
3(a)(3)	Heritage Commerce Corp, San Jose, California, to acquire Heritage Bank East Bay, Fremont, California. *	Newspaper 10/01/1998 Fed Reg 10/16/1998
3(a)(5)	First Washington Bancorp, Inc., Walla Walla, Washington, to acquire Whatcom State Bancorp, Inc., Bellingham, Washington. *	Newspaper 10/07/1998 Fed Reg 10/19/1998
CIC	Matt Calvin Packard and Mark William Packard, Springville, Utah, to become general partners of The F. Calvin Packard Family Limited Partnership, Springville, Utah, pursuant to the Change in Bank Control Act of 1978. *	Newspaper 09/23/1998 Fed Reg N/Avail

* Subject to the provisions of the Community Reinvestment Act

Fed Reg - Federal Register Comment Period Ending Date

Newspaper - Newspaper Comment Period Ending Date

N/Avail - Not Available (Not yet available; Not available at this time)

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)	Imperial Bancorp, Los Angeles, California, to acquire First Houston Financial Services, Inc., Houston, Texas, and thereby engage in nonbanking activities.	Fed Reg N/Avail

Fed Reg - Federal Register Comment Period Ending Date
N/Avail - Not Available (Not yet available; Not available at this time)

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

<i>Type</i>	<i>Application</i>
3(a)(5)(C)	Pacific Coast Bankers' Bancshares to become a bank holding company by acquiring Pacific Coast Bankers' Bank, both of San Francisco, California.

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**

Institution

Location

None
