
Federal Reserve Release



H.2

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

No. 21

Week Ending May 22, 1999

Testimony And Statements

Depository Institution Regulatory Streamlining Act of 1999 -- statement by Governor Meyer before the Subcommittee on Financial Institutions and Consumer Credit of the House Committee on Banking and Financial Services, May 12, 1999.
- Published, May 12, 1999 (AC)

Bank Holding Companies

Community Capital Bancshares, Inc., Albany, Georgia -- request by a commenter for reconsideration of the Board's approval of the application to acquire Albany Bank & Trust, N.A.
- Denied, May 18, 1999

Deutsche Bank AG, Frankfurt am Main, Germany -- to acquire Bankers Trust Corporation, New York, New York, and thereby acquire Bankers Trust Corporation's banking and nonbanking subsidiaries.
- Approved, May 20, 1999

Banks, Foreign

Banco BBA-Creditanstalt S.A., Sao Paulo, Brazil -- to establish a representative office in New York, New York.
- Approved, May 17, 1999

Forms

Recordkeeping and Disclosure Requirements in Connection with Regulation BB (Community Reinvestment) -- proposed extension without revision.
- Approved, May 7, 1999 (AC)

Regulations And Policies

Foreign bank applications -- delegation of authority to the General Counsel to return applications under certain circumstances.
- Approved, May 21, 1999

Regulation K -- joint interagency rule to implement an extended examination cycle for certain U.S. branches and agencies of foreign banks (Docket No. R-1012).
- Approved, May 17, 1999

Reserve Bank Operations

Depository institution liquidity -- request for comment on a proposal to establish a Century Date Change Special Liquidity Facility to make discount window credit available to depository institutions from November 1, 1999, through April 7, 2000.

- Approved, May 17, 1999

Enforcement

B.O.T. Corporation, N.V., Curacao, Netherlands Antilles -- consent order requiring divestiture of Lippo Bank, Los Angeles, California, and payment of a civil money penalty.

- Authorized, May 20, 1999

TransAlliance, L.P., Bellevue, Washington -- interagency written agreement to address Year 2000 readiness of TransAlliance's electronic funds transfer services.

- Authorized, May 20, 1999

BS&R	Banking Supervision and Regulation	RBOPS	Reserve Bank Operations and Payment
C&CA	Consumer and Community Affairs	IF	International Finance
FOMC	Federal Open Market Committee	OSDM	Office of Staff Director for Management

Bank Branches, Domestic

St. Louis

Fifth Third Bank of Kentucky, Inc., Louisville, Kentucky -- to retain a branch at 2225 Versailles Road, Lexington.

- Approved, May 20, 1999

Cleveland

Fifth Third Bank of Western Ohio, Dayton, Ohio -- to establish a branch at 1161 Dayton-Yellow Springs Road, Fairborn.

- Approved, May 17, 1999

Philadelphia

Prime Bank, Philadelphia, Pennsylvania -- to establish a branch at 1430 Walnut Street.

- Approved, May 21, 1999

Kansas City

Security State Bank of Basin, Basin, Wyoming -- to establish a branch at 2124 South Douglas Highway, Gillette.

- Approved, May 21, 1999

Atlanta

SunTrust Bank, Atlanta, Georgia -- to establish a branch at 514 Flat Shoals Avenue.

- Approved, May 18, 1999

Bank Holding Companies

Chicago

American Heartland Bancshares, Inc., Sugar Grove, Illinois -- to become a bank holding company through the acquisition of American Heartland Bank and Trust, a de novo bank.

- Returned, May 17, 1999

Bank Holding Companies

Kansas City

Amoret Bancshares, Inc., Butler, Missouri -- to acquire C. J. Bancshares, Inc., Harrisonville, Missouri, and thereby acquire Citizens Bank of Missouri.
- Approved, May 20, 1999

Secretary

Cullen/Frost Bankers, Inc., San Antonio, Texas, and New Galveston Company, Wilmington, Delaware -- to engage through Frost Securities, Inc., Dallas, in nonbanking activities, including underwriting and dealing in, to a limited extent, all types of debt and equity securities other than open-end investment companies.
- Approved, May 21, 1999

Kansas City

Durant Bancorp, Inc., Durant, Oklahoma -- to acquire First Shawnee Bancshares, Shawnee, Oklahoma, and its subsidiary, First United Bank and Trust Company.
- Approved, May 12, 1999 (AC)

Cleveland

Fifth Third Bancorp, Cincinnati, Ohio -- to acquire shares of Michigan Community Bancorp Limited, Sterling Heights, Michigan.
- Approved, May 19, 1999

Secretary

First National of Nebraska, Inc., Omaha, Nebraska -- to acquire Path Technology Group, Inc., Des Moines, Iowa, and engage in data processing and data transmission activities.
- Approved, May 17, 1999

Secretary

FirstBank Holding Company Employee Stock Ownership Plan, Lakewood, Colorado, and FirstBank Holding Company of Colorado -- to acquire FirstBank of El Paso County, Colorado Springs.
- Approved, May 21, 1999

Cleveland

KeyCorp, Cleveland, Ohio -- to acquire NTH Holdings, Raleigh, North Carolina.
- Approved, May 21, 1999

Bank Holding Companies

Chicago

MidCity Financial Corporation, Chicago, Illinois -- request for waiver of the application requirement in connection with the proposed acquisition of Damen Financial Corporation, Schaumburg, and indirect acquisition of Damen National Bank.

- Granted, May 17, 1999

Chicago

Ogden Bancshares, Inc., Ogden, Iowa -- to acquire Community Bank of Boone, a de novo bank.

- Approved, May 18, 1999

New York

Oswego County, MHC, Oswego, New York, and Oswego County Bancorp, Inc. -- to become bank holding companies through the acquisition of Oswego County Savings Bank.

- Approved, May 20, 1999

San Francisco

Pacific Continental Corporation, Eugene, Oregon -- to acquire Pacific Continental Bank.

- Approved, February 22, 1999 (AC)

Philadelphia

Penn Laurel Financial Corp., Curwensville, Pennsylvania -- to acquire Clearfield Bank & Trust Company, Clearfield.

- Approved, May 18, 1999

Kansas City

Peoples Bank & Trust Holding Company, Ryan, Oklahoma -- to acquire Peoples Bank & Trust Company.

- Withdrawn, May 19, 1999

Kansas City

Poteau Bancshares, Inc., Poteau, Oklahoma, and First Poteau Corporation -- to acquire The First State Bank, Wister.

- Approved, May 19, 1999

Bank Holding Companies

Chicago

Republic Bancorp, Inc., Ann Arbor, Michigan -- to acquire D&N Financial Corporation and its subsidiary, D&N Bank, and thereby engage in the operation of a savings association; to retain D&N Financial Corporation's nonbank subsidiaries, D&N Mortgage Corporation and D&N Capital Corporation; and to engage in activities related to extending credit and servicing loans.

- Approved, April 29, 1999 (AC)

Richmond

RHBT Financial Corporation, Rock Hill, South Carolina -- to become a bank holding company through the acquisition of Rock Hill Bank & Trust.

- Approved, May 21, 1999

Boston

Rockport National Bancorp, Inc., Rockport, Massachusetts -- to become a bank holding company through the acquisition of Rockport National Bank.

- Approved, May 20, 1999

St. Louis

Simmons First National Corporation, Pine Bluff, Arkansas -- to acquire NBC Bank Corp., El Dorado, and thereby acquire National Bank of Commerce of El Dorado.

- Approved, May 20, 1999

New York

Summit Bancorp, Princeton, New Jersey, and First Valley Corporation, Bethlehem, Pennsylvania -- to merge with Prime Bancorp, Inc., Fort Washington, Pennsylvania, and thereby indirectly acquire Prime Bank, Philadelphia.

- Approved, May 17, 1999

New York

W Holding Company, Inc., Mayaguez, Puerto Rico -- to become a bank holding company through acquisition of Westernbank Puerto Rico.

- Approved, May 17, 1999

Bank Mergers

Cleveland

Community First Bank and Trust Company, Celina, Ohio -- to merge with Union Trust Bank, Union City, Indiana, and establish branches.
- Approved, May 21, 1999

Richmond

FCNB Corp, Frederick, Maryland -- to merge with First Frederick Financial Corporation and First Bank of Frederick and establish branches.
- Approved, May 19, 1999

Philadelphia

Summit Bank, Bethlehem, Pennsylvania -- to merge with Prime Bank, Philadelphia.
- Approved, May 17, 1999

Kansas City

The Eaton Bank, Eaton, Colorado -- to purchase certain assets and assume certain liabilities of the Loveland, Colorado, branch of World Savings Bank, FSB, Oakland, California, and to operate a branch at 221 East 29th Street, Loveland.
- Approved, May 19, 1999

Banks, State Member

St. Louis

Century Bank of the Ozarks, Gainesville, Missouri -- payment of a dividend.
- Approved, May 20, 1999

Capital Stock

San Francisco

Santa Lucia Bank, Atascadero, California -- to reduce capital stock.
- Approved, May 21, 1999

Change In Bank Control

Chicago

Fairmount Bancorp, Inc., Fairmount, Illinois -- change in bank control.
- Permitted, May 21, 1999

Change In Bank Control

Minneapolis

St. Stephen BanGroup, Inc., Minneapolis, Minnesota -- change in bank control.
- Returned, May 21, 1999

Competitive Factors Reports

Dallas

Brookhollow National Bank, Dallas, Texas -- report on competitive factors of the proposed merger with Brookhollow National Bank, Richardson.
- Submitted, May 21, 1999

Philadelphia

Commerce Bank/Harrisburg, NA, Camp Hill, Pennsylvania -- report on competitive factors of the proposed merger with Commerce Bank/Harrisburg Interim NA.
- Submitted, May 18, 1999

San Francisco

Cypress Bank, Seaside, California -- report on competitive factors of the proposed merger with Bank of Salinas, Salinas.
- Submitted, May 20, 1999

New York

The Dime Savings Bank of New York, FSB, New York, New York -- report on competitive factors of the proposed acquisition of certain assets and assumption of certain liabilities of the automobile finance unit of Citibank N.A., including the related loan portfolios of Citibank, N.A.; Citibank, Federal Savings Bank; and Citibank (Nevada) National Association.
- Submitted, May 20, 1999

San Francisco

Fallbrook National Bank, Fallbrook, California -- report on competitive factors of the proposed merger with Fallbrook Interim National Bank.
- Submitted, May 13, 1999 (AC)

Competitive Factors Reports

New York

Independence Community Bank Corp., Brooklyn, New York -- report on competitive factors of the proposed acquisition of Broad National Bancorporation, Newark, New Jersey, and its subsidiary, Broad National Bank.
- Submitted, May 20, 1999

Chicago

Mid-City National Bank of Chicago, Chicago, Illinois -- report on competitive factors of the proposed merger with Damen National Bank, Schaumburg.
- Submitted, May 19, 1999

New York

Midwood Federal Savings Bank, Brooklyn, New York -- report on competitive factors of the proposed merger with Midwood Federal Credit Union.
- Submitted, May 19, 1999

New York

Oswego County Savings Bank, Oswego, New York -- report on competitive factors of the proposed merger with an interim savings bank.
- Submitted, May 20, 1999

St. Louis

Somerville Interim Bank, Somerville, Tennessee -- report on competitive factors of the proposed merger with The Somerville Bank & Trust Company.
- Submitted, May 18, 1999

St. Louis

Union Planters Bank, N.A., Memphis, Tennessee -- report on competitive factors of the proposed merger with Alvin State Bank, Alvin, Texas.
- Submitted, May 20, 1999

New York

Western Interim Bank, Mayaguez, Puerto Rico -- report on competitive factors of the proposed merger with Westernbank Puerto Rico.
- Submitted, May 17, 1999

Extensions Of Time

Richmond

Crestar Bank, Richmond, Virginia -- extension to May 26, 2000, to establish a branch in the Langley AFB Commissary at 51 Spaatz Drive, Langley AFB, Hampton.
- Approved, May 21, 1999

Director, BS&R

Dresdner Bank AG, Frankfurt am Main, Germany -- extension to June 30, 2000, to comply with a commitment made in connection with its proposal to acquire RCM Capital Management, San Francisco, California.
- Granted, May 20, 1999

San Francisco

Eggemeyer Advisory Corp., Rancho Santa Fe, California; WJR Corp.; and Castle Creek Capital LLC -- extension to August 25, 1999, to increase indirect ownership of Rancho Santa Fe National Bank through Castle Creek Capital Partners Fund I, LP; Castle Creek Capital Partners Fund IIa, LP; and Castle Creek Capital Partners Fund IIb, LP.
- Approved, May 20, 1999

Chicago

First Personal Financial Corp., Orland Park, Illinois -- extension to August 24, 1999, to become a bank holding company through the acquisition of First Personal Bank, a de novo bank.
- Approved, May 17, 1999

St. Louis

HBancorporation, Inc., Lawrenceville, Illinois -- extension to July 30, 1999, to consummate change in bank control.
- Granted, May 13, 1999 (AC)

Dallas

North Texas Future Bankshares, Inc., Whitewright, Texas -- extension to August 17, 1999, to acquire First National Bank of Whitewright, Sherman.
- Granted, May 20, 1999

Extensions Of Time

San Francisco

Pacific Continental Corporation, Eugene, Oregon -- extension to August 22, 1999, to become a bank holding company through the acquisition of Pacific Continental Bank.

- Granted, May 20, 1999

New York

Warwick Community Bancorp, Inc., Warwick, New York -- extension to August 12, 1999, to acquire shares of GSB Financial Corporation, Goshen.

- Granted, May 19, 1999

Membership

Kansas City

The Bank of Kremlin, Kremlin, Oklahoma -- membership in the Federal Reserve System.

- Approved, May 20, 1999

San Francisco

Santa Monica Bank, Santa Monica, California -- membership in the Federal Reserve System.

- Approved, May 12, 1999 (AC)

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, May 29, 1999

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>
Change in Control	The KSB Bancorp, Inc. Employee Stock Ownership Plan, Kingfield, Maine - to increase percentage of ownership of voting shares of KSB Bancorp, Inc., Kingfield, Maine	Newspaper - N/Avail Fed Reg - N/Avail
3(a)(3)	Union Bankshares, Inc., Morrisville, Vermont - application to acquire 100% of the voting stock of Citizens Savings Bank & Trust, St. Johnsbury, Vermont	Newspaper - 6/26/1999 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

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, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Moscow Narodny Bank, London, England, to establish a representative office in New York, New York.	Newspaper – N/Avail
Branch	Chase Manhattan Bank, New York, New York, to establish a branch office located at Store A, 428 Haledon Avenue, Haledon, New Jersey.*	Newspaper – 06/28/1999

* Subject to the provisions of the Community Reinvestment Act

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

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

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Fuji Bank, Ltd., Tokyo, Japan, to acquire through its subsidiary, Heller Financial Inc., Chicago, Illinois, up to 100 percent of the capital stock of HealthCare Financial Partners, Inc., Chevy Chase, Maryland, and thereby engage in lending and related servicing activities.	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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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, May 29, 1999

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD 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, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Received notification on 05/25/1999 from Wesbanco Bank Wheeling, Wheeling, WV of its intent to establish limited service branch offices, at the following locations, which will provide trust services only in order to consolidate all trust services into Wesbanco Bank Wheeling: 301 Adams Street, Fairmont, WV; 344 High Street, Morgantown, WV; 140 West Main Street, Clarksburg, WV; 415 Market Street, Parkersburg, WV; and 300 Tennessee Avenue, Charleston, WV.*	06/05/1999

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Section 3(a)(5)	Received application from Tonti Financial Corp., Columbus, OH on 05/24/1999 to acquire Greater Ohio River Corp., Columbus, OH.*	Fed Reg – 06/25/1999

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for 3rd Quarter of 1999

<i>Institution</i>	<i>Location</i>
Provident Bank	1 East 4 th Street, Cincinnati, OH 45202
The Ohio Bank	236 S. Main Street, Findlay, OH 45840
Citizens Banking Co.	10 E. Main Street, Salinesville, OH 43945
The Commercial Bank	230 E. 2 nd Street, Delphos, OH 45833
Cortland Savings & Banking Co.	194 W. Main Street, Cortland, OH 44410

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

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Centura Bank, Rocky Mount, North Carolina, to establish a branch at 17505 West Catawba Avenue, Suite 100, Cornelius, North Carolina.*	Newspaper – 06/05/1999
18(c)	F&M Bank-Winchester, Winchester, Virginia, to acquire the Stephens City and Woodstock, Virginia, branch offices of Wachovia Bank, N.A., Winston-Salem, North Carolina.*	Newspaper – 06/21/1999
18(c)	JRB Acquisition Bank, Inc., Suffolk, Virginia, an organizing bank, to merge with State Bank of Remington, Inc., Remington, Virginia.*	Newspaper – 06/24/1999

*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)	First National Corporation, Orangeburg, South Carolina, to merge with First Bancorporation, Inc., Beaufort, South Carolina.*	Fed Reg – 06/21/1999 Newspaper – 06/22/1999
3(a)(3)	James River Bankshares, Inc., Suffolk, Virginia, to acquire State Bank of Remington, Inc., Remington, Virginia.*	Fed Reg – 07/01/1999 Newspaper – 06/24/1999
3(a)(3)	BB&T Corporation, Winston-Salem, North Carolina, to acquire Matewan Bancshares, Inc., Williamson, West Virginia.*	Fed Reg – N/Avail Newspaper – 06/28/1999

*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>
Foreign	Riggs National Corporation, Washington, D. C., to establish a branch in Berlin, Germany, through Riggs Bank Europe Limited, London, England.
4(c)(8)	Union National Bancorp, Inc., Westminster, Maryland, to acquire Barnes-Bollinger Insurance Services, Inc., Westminster, Maryland.
Membership	JRB Acquisition Bank, Inc., Suffolk, Virginia, an organizing bank, for membership in the Federal Reserve System.

Section V – Availability of CRA public evaluations

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

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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>
2692762	Barbour County Bank 107 Pike Stret Philippi, West Virginia 26416	03/08/1999	05/23/1999	NI		X
47377	Southern Financial Bank 37 East Main Street Warrenton, Virginia 20186	02/11/1999	05/27/1999	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, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	AuburnBank, Auburn, Alabama, to establish a branch located at 312 Main Street, Hurtsboro, Alabama.	06/18/1999*
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at 3850 Galleria Woods Drive, Hoover, Alabama, to be known as the Galleria Woods Branch.	06/12/1999*

*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>
None		

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	BankFirst Corporation, Knoxville, Tennessee, applicant seeks after-the-fact approval to retain a trust company subsidiary and thereby engage in trust company activities.	06/15/1999

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

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

Section V – Availability of CRA public evaluations

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

Section VI – CRA examinations scheduled for

Quarter of

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

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c) & Branch	F&M Bank – Iowa Central Marshalltown, Iowa F&M Bank – Iowa Story County Story City, Iowa F&M Bank – Iowa South Central Grinnell, Iowa establish 13 branches	Newspaper – 06/09/1999
Branch	Civitas Bank St. Joseph, Michigan 4141 Office Plaza Boulevard Indianapolis, Indiana 540 Green Meadows Drive Greenfield, Indiana	Newspaper – 06/05/1999
Branch	Civitas Bank St. Joseph, Michigan 415 Lincoln Avenue Evansville, Indiana	Newspaper – 06/05/1999
Edge Branch	Bank One International Corporation Dallas, Texas to establish a branch office of an Edge corporation at 1119 Houston Street Laredo, Texas	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)(5)	Merchants and Manufacturers Bancorporation, Inc.* New Berlin, Wisconsin Pyramid, Bancorp, Inc. Grafton, Wisconsin Grafton State Bank Grafton, Wisconsin	Fed Reg – 06/25/1999 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)	Peoples Bancorp, Inc.* Arlington Heights, Illinois The Peoples Bank of Arlington Heights (in organization) Arlington Heights, Illinois	Fed Reg – 06/25/1999 Newspaper – 06/22/1999
3(a)(5)	Associated Banc-Corp.* Green Bay, Wisconsin Riverside Acquisition Corp. Minneapolis, Minnesota Riverside Bancshares Corporation Minneapolis, Minnesota Riverside Bank Minneapolis, Minnesota	Fed Reg – 06/25/1999 Newspaper – N/Avail
4(c)(8)	Northwest Financial Corporation Spencer, Iowa Gateway Savings Bank (in organization) Ankeny, Iowa	Fed Reg – 04/07/1999 Newspaper – N/Avail
3(a)(3)	Capitol Bancorp, Ltd.* Lansing, Michigan Desert Community Bank (in organization) Las Vegas, Nevada	Fed Reg – 06/11/1999 Newspaper – 06/12/1999
3(a)(3)	Sun Community Bancorp Limited* Phoenix, Arizona Desert Community Bank (in organization) Las Vegas, Nevada	Fed Reg – 06/11/1999 Newspaper – 06/12/1999
3(a)(1)	Nevada Community Bancorp Limited* Las Vegas, Nevada Desert Community Bank (in organization) Las Vegas, Nevada	Fed Reg – 06/11/1999 Newspaper – 06/12/1999
3(a)(3)	Capitol Bancorp, Ltd.* Lansing, Michigan Elkhart Community Bank (in organization) Elkhart, Indiana	Fed Reg – 06/11/1999 Newspaper – 06/12/1999
3(a)(1)	Indiana Community Bancorp Limited* Goshen, Indiana Elkhart Community Bank (in organization) Elkhart, Indiana	Fed Reg – 06/11/1999 Newspaper – 06/12/1999
3(a)(1)	Commerce Bancshares, Inc.* Waukee, Iowa Waukee State Bank Waukee, Iowa	Fed Reg – N/Avail Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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>
843243	F&M Bank – Grant County 1275 10 th Street Fennimore, Wisconsin 53809 (608) 822-3248	02/01/1999	05/25/1999	O	X	
651149	State Bank 728 Grand Avenue Spencer, Iowa 51301 (712) 262-6580	02/01/1999	05/28/1999	O		X

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, May 29, 1999

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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					<i>LrgBk</i>	<i>SmBk</i>
643546	Leitchfield Deposit Bank Leitchfield, Kentucky	2/22/1999	6/1/1999	S		X

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, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Merchants State Bank, Freeman, South Dakota, to establish a branch in Viborg, South Dakota.*	5/21/1999

*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)	Pembina County Bankshares, LTD, Cavalier, North Dakota, for prior approval to merge with Stephen Bancshares, Inc., Stephen, Minnesota.*	Fed. Reg. - 6/25/1999

*Subject to the 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>
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 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, May 29, 1999

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)	First State Bancorp, Inc., Randolph, Nebraska, to become a bank holding company through the reorganization of 100 percent of the voting shares of First State Bank, Randolph, Nebraska.	

Section V – Availability of CRA public evaluations

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

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<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
41553	First State Bank Anadarko, Oklahoma	02/22/1999	05/26/1999	S		X
696056	Citizens Bank & Trust Company Okmulgee, Oklahoma	03/08/1999	05/27/1999	S		X

Section VI – CRA examinations scheduled for

Quarter of

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

District 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, May 29, 1999

Section I – Applications subject to newspaper notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Peoples Bancorp, Inc., Lubbock, TX, to acquire Peoples Bancorp of Delaware, Inc., Dover, DE, Lorenzo Bancshares, Inc., Lorenzo, TX, and Lorenzo State Bank at Lorenzo, Lorenzo, TX*	Fed Reg – 07/01/1999 Newspaper – N/Avail
3(a)(1)	Peoples Bancorp of Delaware, Inc., Dover, DE, to acquire Lorenzo Bancshares, Inc., Lorenzo, TX, and Lorenzo State Bank at Lorenzo, Lorenzo, TX*	Fed Reg – 07/01/1999 Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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<i>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>
645465	Security Bank 901 Main St. Ralls, TX 79357	02/22/1999	05/29/1999	O		X

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

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

District 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, May 29, 1999

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Valley Bank of Arizona, Phoenix, Arizona, to establish a branch office at 104 th Street and McDowell Mountain Ranch Road, Scottsdale, Arizona. *	Newspaper – 06/12/1999

* Subject to the provisions of the Community Reinvestment Act

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

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

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	The Sumitomo Bank Limited, Osaka, Japan, to retain its indirect interest in Daiwa SB Investments (USA), Ltd., New York, New York.	Fed Reg – 06/15/1999

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

<i>Type</i>	<i>Application</i>	
3(a)(5)(C)	Scripps Financial Corporation to become a bank holding company by acquiring Scripps Bank, both of La Jolla, California.	

Section V – Availability of CRA public evaluations

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

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<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
199762	San Benito Bank 300 Tres Pinos Road Hollister, CA 95024 (408) 637-2265	02/01/1999	05/28/1999	S		X
665575	Regency Bank 7060 N. Fresno Street Fresno, CA 93720 (209) 438-2600	02/16/1999	05/28/1999	S		X

The above listing has been prepared as a courtesy by the Federal Reserve Bank of San Francisco, and is not intended to replace formal notices required by statute or regulation; the Reserve Bank assumes no responsibility for errors or omissions.

Section VI – CRA examinations scheduled for Quarter of

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