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# Federal Reserve Release

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

*No. 24*

*Week Ending June 15, 2002*

**Enforcement**

Bank of New York, New York, New York -- written agreement dated February 8, 2000, terminated June 3, 2002.

- Announced, June 10, 2002

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|                 |                                    |              |   |
|-----------------|------------------------------------|--------------|---|
| <b>BS&amp;R</b> | Banking Supervision and Regulation | <b>RBOPS</b> | Reserve Bank Operations and Payment Systems |
| <b>C&amp;CA</b> | Consumer and Community Affairs     | <b>IF</b>    | International Finance                       |
| <b>FOMC</b>     | Federal Open Market Committee      | <b>OSDM</b>  | Office of Staff Director for Management     |

**Bank Branches, Domestic**

Philadelphia

AmeriServ Financial Bank, Johnstown, Pennsylvania -- to establish a branch at Benner Pike and Shiloh Road, State College.

- Approved, June 10, 2002

Chicago

Citizens Bank, Flint, Michigan -- to establish a branch at 175 South Livernois Road, Rochester.

- Approved, June 14, 2002

Atlanta

First Commercial Bank of Florida, Orlando, Florida -- to establish a branch at 4601 Neptune Road, St. Cloud.

- Approved, June 12, 2002

New York

HSBC Bank USA, Buffalo, New York -- to establish branches in Portland, Oregon, and Seattle, Washington, at former branches of HSBC Bank Canada, Vancouver, Canada.

- Withdrawn, June 7, 2002 (AC)

New York

JPMorgan Chase Bank, New York, New York -- to establish a branch in The Centre at River Oaks Shopping Center, 2435 West Alabama, Houston, Texas.

- Approved, June 10, 2002

**Bank Holding Companies**

San Francisco

Columbia Commercial Bancorp, Hillsboro, Oregon -- to become a bank holding company through the acquisition of Columbia Community Bank, and election to become a financial holding company.

- Approved, June 13, 2002

**Bank Holding Companies**

Secretary

Community Bankshares, Inc., Orangeburg, South Carolina -- to merge with Ridgeway Bancshares, Inc., Ridgeway, and thereby acquire Bank of Ridgeway.  
- Approved, June 12, 2002

Kansas City

First Community Bancshares, Inc., Overland Park, Kansas -- to engage in management consulting and financial advisory activities.  
- Approved, June 14, 2002

Chicago

First Mutual of Richmond, Inc., Richmond, Indiana, and Richmond Mutual Bancorporation, Inc. -- to acquire AmTrust Capital Corp., Peru, and thereby acquire American Trust Federal Savings Bank and Indiana Financial Service Corporation.  
- Approved, June 11, 2002

Kansas City

Grace Investment Company, Inc., Alva, Oklahoma -- to acquire Alva State Bank & Trust Company.  
- Approved, June 14, 2002

Atlanta

Gwinnett Commercial Group, Inc., Lawrenceville, Georgia -- to merge with Embry Bankshares, Inc. and thereby acquire Embry Bank and commitment waiver request.  
- Withdrawn, June 13, 2002

Atlanta

Heartland Bancshares, Inc., Sebring, Florida -- commitment waiver request.  
- Granted, June 12, 2002

Dallas

Lost Pines Bancshares, Inc., Smithville, Texas -- to engage in lending activities.  
- Approved, June 14, 2002

**Bank Holding Companies**

Kansas City

Meader Insurance Agency, Inc., Waverly, Kansas -- to acquire shares of 1st Financial Bancshares, Inc., Overland Park, parent of 1st Financial Bank, Centerville State Bank, Centerville, and Sylvan Agency, Inc., Sylvan Grove, and thereby engage in insurance activities.

- Approved, June 12, 2002

Atlanta

Mountain National Bancshares, Inc., Sevierville, Tennessee -- to become a bank holding company through the acquisition of Mountain National Bank.

- Approved, June 14, 2002

Chicago

Southport Financial Corporation, Kenosha, Wisconsin -- to become a bank holding company through the acquisition of Southport Bank.

- Approved, June 12, 2002

Dallas

Texas United Bancshares, Inc., La Grange, Texas, and Texas United Nevada, Carson City, Nevada -- to acquire The Bryan-College Station FHC, Bryan, Texas, and its subsidiary, First Federal Savings Bank.

- Approved, June 12, 2002

**Change In Bank Control**

Atlanta

FirstFed Bancorp, Inc., Bessemer, Alabama -- change in bank control.

- Permitted, June 14, 2002

Atlanta

Indian River Banking Company, Vero Beach, Florida -- change in bank control.

- Permitted, June 14, 2002

St. Louis

Maries County Bancorp., Inc., Vienna, Missouri -- change in bank control.

- Permitted, June 11, 2002

### **Competitive Factors Reports**

#### San Francisco

Chinatrust Bank (U.S.A.), Torrance, California -- report on competitive factors of the proposed merger with Chinatrust Savings Bank of Washington, Bellevue, Washington.  
- Submitted, June 12, 2002

#### Dallas

First National Bank in Munday, Munday, Texas -- report on competitive factors of the proposed acquisition of a branch in Haskell from First National Bank, Haskell.  
- Submitted, June 10, 2002

#### Dallas

First National Bank, Haskell, Texas -- report on competitive factors of the proposed merger with New First National Bank, Lubbock.  
- Submitted, June 11, 2002

#### Atlanta

The United Banking Company, Nashville, Georgia -- report on competitive factors of the proposed merger with Merchants Bank, Lakeland.  
- Submitted, June 12, 2002

### **Extensions Of Time**

#### Dallas

A.N.B. Holding Company, Ltd., Terrell, Texas -- extension to September 13, 2002, to acquire an interest in The ANB Corporation, The ANB Delaware Corporation, and The American National Bank of Texas.  
- Granted, June 12, 2002

#### Chicago

Bancshares Holding Corp., Downers Grove, Illinois -- extension to September 20, 2002, to become a bank holding company through the acquisition of The Bank of Commerce.  
- Granted, June 14, 2002

### **Extensions Of Time**

#### Secretary

Citibank, N.A., New York, New York -- extension to July 4, 2003, for its subsidiaries, Citibank Overseas Investment Corporation, New Castle, Delaware, and Saudi American Bank, Riyadh, Saudi Arabia, to divest their interests in certain properties.  
- Granted, June 11, 2002

#### Atlanta

Compass Bank, Birmingham, Alabama -- extension to August 16, 2002, to establish a branch in the Albertson's store at Tatum Boulevard and Deer Valley, Phoenix, Arizona.  
- Granted, June 11, 2002

### **Financial Holding Companies**

#### Atlanta

Thomasville Bancshares, Inc., Thomasville, Georgia -- election to become a financial holding company.  
- Effective, June 12, 2002

### **International Operations**

#### Chicago

Midwest Bank and Trust Company, Elmwood Park, Illinois -- to establish MBTC Investment Company I as an agreement corporation, and for MBTC Investment Company I to invest in MBTC Investment Company II, a Bermuda corporation.  
- Withdrawn, June 7, 2002 (AC)

### **Membership**

#### Minneapolis

Peoples National Bank, Hayward, Wisconsin -- to retain membership in the Federal Reserve System after conversion to a state charter.  
- Approved, June 13, 2002

# District 1

## Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, June 15, 2002

### Section I – Applications subject to newspaper notice only

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

### Section III – Applications subject to Federal Register notice only

| <i>Type</i> | <i>Application</i> | <i>Ending date of<br/>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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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<br/>number</i> | <i>Institution/Location</i> | <i>Examination<br/>date</i> | <i>CRA<br/>public date</i> | <i>CRA<br/>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 2

### Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, June 15, 2002

#### 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>           |
|-------------|---|--|
| 4(c)(8)     | Citigroup Inc., New York, New York, to acquire all of the common stock of California Federal Bank, and its ultimate parent, Golden State Bancorp Inc., both of San Francisco, California; and to acquire Citibank (West) FSB, a to-be -formed federal savings association.* | Newspaper – 06/30/2002<br>Fed Reg – 07/05/2002 |

\* Subject to the Community Reinvestment Act.

#### Section III – Applications subject to Federal Register notice only

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

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

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

## Section V – Availability of CRA public evaluations

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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.

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

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## Section VI – CRA examinations scheduled for

## Quarter of

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

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# District 3

## Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, June 15, 2002

### Section I – Applications subject to newspaper notice only

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

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

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

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### Section III – Applications subject to Federal Register notice only

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

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

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| <i>Type</i> | <i>Application</i> |  |
|-------------|--------------------|--|
| None        |                    |  |

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**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<br/>number</i> | <i>Institution/Location</i> | <i>Examination<br/>date</i> | <i>CRA<br/>public date</i> | <i>CRA<br/>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, June 15, 2002

### Section I – Applications subject to newspaper notice only

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

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

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

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### Section III – Applications subject to Federal Register notice only

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

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

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| <i>Type</i> | <i>Application</i> |  |
|-------------|--------------------|--|
| None        |                    |  |

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## Section V – Availability of CRA public evaluations

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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.

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

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## Section VI – CRA examinations scheduled for Quarter of

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

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## District 5

### Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, June 15, 2002

#### Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i>  | <i>Ending date of comment period</i> |
|-------------|---|--------------------------------------|
| 18(c)       | Southern Financial Bank, Warrenton, Virginia, to merge with Metro-County Bank of Virginia, Inc., Mechanicsville, Virginia.* | Newspaper - N/Avail                  |

\*Subject to the provisions of the Community Reinvestment Act.

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

| <i>Type</i> | <i>Application</i>   | <i>Ending date of comment period</i>           |
|-------------|--|--|
| CIC         | Thomas Albert Vann and the following members of his immediate family, Lee Masten Vann, Edward Winslow Vann, Emily Denton Vann, Richard Small Vann, Patricia Hasty Vann, Lynn Masten Forbes and Elizabeth Wells Honeycut, to acquire up to 10.98% of the voting securities of First South Bancorp, Inc., Washington, North Carolina.* | Fed Reg - 06/27/2002<br>Newspaper - 07/01/2002 |
| 3(a)(3)     | MainStreet BankShares, Inc., Martinsville, Virginia, to acquire 100% of the voting shares of Franklin Community Bank, N.A. (in organization), Rocky Mount, Virginia.*  | Fed Reg - N/Avail<br>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>   |
|-------------|--|
| Membership  | The Bank of Currituck, Moyock, North Carolina, for membership in the Federal Reserve System.                                       |
| 25          | Wachovia Bank, National Association, Charlotte, North Carolina, to convert its Shanghai, China, representative office to a branch. |

**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> |
| 353023             | Johnsonville State Bank<br>127 South Georgetown Highway<br>Johnsonville, South Carolina 29555 | 03/18/2002              | 06/09/2002             | S                 |                  | X           |
| 969424             | Highlands Union Bank<br>340 West Main Street<br>Abingdon, Virginia 24210-2624                 | 04/01/2002              | 06/13/2002             | 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, June 15, 2002

#### Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i>   | <i>Ending date of comment period</i> |
|-------------|--|--------------------------------------|
| Branch      | Regions Bank, Birmingham, Alabama, to establish a branch located at 1544 Piedmont Road, Suite 215, Atlanta, Georgia.   | 06/12/2002*                          |
| Branch      | Regions Bank, Birmingham, Alabama, to establish a branch located at 1745 Peachtree Road, Suite D, Atlanta, Georgia.  | 06/12/2002*                          |
| Branch      | SunTrust Bank, Atlanta, Georgia, to establish a branch located at 1601 Maryland Avenue, N.E., Washington, D.C., to be known as the Hechinger Mall Safeway Office.          | 06/18/2002*                          |
| Branch      | SunTrust Bank, Atlanta, Georgia, to establish a branch located at 6235 Oxon Hill Road, Oxon Hill, Maryland, to be known as the Oxon Hill Safeway Office.                   | 06/18/2002*                          |
| Branch      | SunTrust Bank, Atlanta, Georgia, to establish a branch located at 14939 Shady Grove Road, Rockville, Maryland, to be known as the Falls Grove Safeway Office.              | 06/18/2002*                          |
| Branch      | First Commercial Bank of Florida, Orlando, Florida, to establish a branch located at 3505 W. Lake Mary Boulevard, Lake Mary, Florida, to be known as the Lake Mary Office. | 06/18/2002*                          |
| Branch      | SouthTrust Bank, Birmingham, Alabama, to establish a branch located at One Jackson Place, 188 East Capitol Street, Suite 100, Jackson, Mississippi.                        | 06/15/2002*                          |

\*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         | Liberty Shares, Inc., Hinesville, Georgia, after -the-fact change in control notification filed by James M. Floyd, Sr., Floyd Stockholdings, LP, Floyd Real Estate Holdings, LP, Carolyn M. Floyd, James M. Floyd, Jr., Alicia L. Floyd, Meghann T. Floyd, Roscoe L. Floyd, Evanne L. Floyd (joint tenants with Right of Survivorship), O.C. Martin, Jr., Carroll W. Floyd, Billie G. Floyd, all of Hinesville, Georgia; Karen Floyd Boyer, Clayton D. Boyer, Mary Nichole Boyer, Nicholas C. Boyer, all of Richmond Hill, Georgia, O.C. Martin, III, and Janet P. Martin, both of Winston-Salem, North Carolina; to collectively retain 16.15 percent of the outstanding shares of Liberty Shares, Inc., Hinesville, 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> |
|-------------|--------------------|
| None        |                    |

## Section V – Availability of CRA public evaluations

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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          |                             |                    |                    |               |                  |             |

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## Section VI – CRA examinations scheduled for Quarter of

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

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# District 7

## Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, June 15, 2002

### Section I – Applications subject to newspaper notice only

| <i>Type</i>  | <i>Application</i>   | <i>Ending date of comment period</i> |
|--------------|--|--------------------------------------|
| Branch       | First Farmers Bank and Trust Company, Converse, Indiana, to establish a branch facility to be located at 2040 S. Reed Road, Kokomo, Indiana.*  | Newspaper – 06/07/2002               |
| 18C & Branch | Midwest Bank and Trust Company, Elmwood Park, Illinois, to merge with Midwest Bank of Hinsdale, Hinsdale, Illinois and Midwest Bank of McHenry County, Union, Illinois and to establish seven branch offices.* | Newspaper – N/Avail                  |
| Branch       | Northside Community Bank, Gurnee, Illinois, to establish a branch facility to be located at 8060 Oakton, Street, Niles, Illinois.*   | Newspaper – 06/21/2002               |
| Branch       | Sand Ridge Bank, Highland, Indiana, to establish a branch facility to be located at the northwest corner of U.S. Hwy 231 and Broadway Avenue, Crown Point, Indiana.*   | Newspaper – 06/18/2002               |

\* 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>           |
|-------------|--|--|
| CC          | Notice by the Friday Family (Beth Gore Friday, Mesa, Arizona; Allen Gore Friday, Atlantic, Iowa; Arthur Randall Friday, Houston, Texas; and Nola Kathleen Friday, Dallas, Texas) to retain control of Anita Bancorporation, Atlantic, Iowa and thereby to retain Rolling Hills Bank and Trust, Atlantic, Iowa. | Fed Reg – 05/14/2002<br>Newspaper – 05/20/2002 |
| CC          | Notice by Kenneth A. and Diane M. Hendricks to acquire greater than 10 percent of the outstanding shares of Blackhawk Bancorp, Inc., Beloit, Wisconsin, and thereby indirectly acquire Blackhawk State Bank, Beloit, Wisconsin.  | Fed Reg – 06/05/2002<br>Newspaper – 06/14/2002 |
| 3(a)(1)     | Cincinnati BancGroup, Inc., Mason, Ohio, to become a bank holding company by acquiring 100 percent of Bank of Kenney, Kenney, Illinois.*   | Fed Reg – 07/05/2002<br>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>           |
|-------------|---|--|
| CC          | Notice by David Lee Gross to acquire greater than 10 percent of the outstanding shares of First Beardstown Bancorp, Inc., Beardstown, Illinois and thereby indirectly acquire First State Bank of Beardstown, Beardstown, Illinois.   | Fed Reg – 05/15/2002<br>Newspaper – 05/30/2002 |
| 3(a)(1)     | Franklin Bancorp, Inc., Southfield, Michigan, to become a bank holding company by acquiring 100 percent of Franklin Bank, N.A., Southfield, Michigan.*  | Fed Reg – 06/07/2002<br>Newspaper – 06/11/2002 |
| CC          | Notice by Gary F. Pribyl, Cedar Rapids, Iowa, of a Change in Control, to acquire 26.82 percent of Herky Hawk Financial Corp., Monticello, Iowa, as independent trustee of an irrevocable voting trust, and thereby indirectly acquire Citizens State Bank, Monticello, Iowa.  | Fed Reg – 05/22/2002<br>Newspaper – 06/04/2002 |
| 3(a)(1)     | Orchid Financial Bancorp, Inc., St. Charles, Illinois, to become a bank holding company by acquiring 100 percent of American Eagle Bank (in organization), South Elgin, Illinois.*  | Fed Reg – 06/24/2002<br>Newspaper – N/Avail    |
| CC          | Notice by Stephen Suiter, Princeton, Iowa, and Jane Suiter Gahard, LeClaire, Iowa, as immediate family acting in concert, to increase control of Princeton/LeClaire, Agency, Inc., Princeton, Iowa, following the redemption of 199 shares of holding company stock. Stephen Suiter will own and control 41.79 percent individually and Jane Suiter Gahard will own and control 7.96 percent. | Fed Reg – 07/01/2002<br>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>  | <i>Ending date of comment period</i> |
|-------------|---|--------------------------------------|
| 3(a)(1)     | PdS Bancorp, Inc., Prairie du Sac, Wisconsin, to become a bank holding company by acquiring 100 percent of Bank of Prairie du Sac, Prairie du Sac, Wisconsin. |                                      |

## Section V – Availability of CRA public evaluations

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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.

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| <i>RSSD<br/>number</i> | <i>Institution/Location</i>  | <i>Examination<br/>date</i> | <i>CRA<br/>public date</i> | <i>CRA<br/>rating</i> | <i>Exam type</i> |             |
|------------------------|--|-----------------------------|----------------------------|-----------------------|------------------|-------------|
|                        |  |                             |                            |                       | <i>LrgBk</i>     | <i>SmBk</i> |
| 1003549                | First State Bank<br>300 E. Main Street<br>Manchester, Iowa 52057<br>(563) 927-3814 | 02/04/2002                  | 06/11/2002                 | S                     |                  | X           |

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## Section VI – CRA examinations scheduled for

## Quarter of

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*Institution*

*Location*

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None

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## District 8

### Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, June 15, 2002

#### Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i>   | <i>Ending date of comment period</i> |
|-------------|--|--------------------------------------|
| Branch      | Allied Bank, Mulberry, Arkansas, to establish a branch facility to be located at 111 North 2 <sup>nd</sup> Street, Ozark, Arkansas.* | Newspaper – 07/15/2002               |
| Branch      | Arvest Bank, Fayetteville, Arkansas, to retain a branch facility located at 1501 West Edmond Road, Edmond, Oklahoma.*                | Newspaper – 07/02/2002               |

\* Subject to the provisions of the Community Reinvestment Act

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

| <i>Type</i> | <i>Application</i>  | <i>Ending date of comment period</i>  |
|-------------|---|---------------------------------------|
| 3A1         | Independent Group Holdings, Inc., Memphis, Tennessee, to become a bank holding company by acquiring 100 percent of Independent Bank, Memphis, Tennessee.* | 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>  |
|-------------|---|
| Member      | Bank of Crockett, Bells, Tennessee, to become a member of the Federal Reserve System. |



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

| <i>Type</i> | <i>Application</i>   |
|-------------|--|
| Member      | Bank of Halls, Halls, Tennessee, to become a member of the Federal Reserve System.                 |
| Member      | The Bank of Jackson, Jackson, Tennessee, to become a member of the Federal Reserve System.         |
| Member      | Gates Banking & Trust Company, Gates, Tennessee, to become a member of the Federal Reserve System. |
| Member      | Security Bank, Newbern, Tennessee, to become a member of 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.

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> |
| 426141             | First State Bank of St. Peter<br>St. Peter, Illinois     | 02/25/2002              | 06/10/2002             | S                 |                  | X           |
| 499613             | Fifth Third Bank, Kentucky, Inc.<br>Louisville, Kentucky | 03/05/2001              | 06/12/2002             | O                 | 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, June 15, 2002

### Section I – Applications subject to newspaper notice only

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

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

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

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### Section III – Applications subject to Federal Register notice only

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

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

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| <i>Type</i> | <i>Application</i> |  |
|-------------|--------------------|--|
| None        |                    |  |

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## Section V – Availability of CRA public evaluations

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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.

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| <i>RSSD<br/>number</i> | <i>Institution/Location</i>                         | <i>Examination<br/>date</i> | <i>CRA<br/>public date</i> | <i>CRA<br/>rating</i> | <i>Exam type</i> |             |
|------------------------|---|-----------------------------|----------------------------|-----------------------|------------------|-------------|
|                        |   |                             |                            |                       | <i>LrgBk</i>     | <i>SmBk</i> |
| 21359                  | American State Bank of Grygla,<br>Grygla, Minnesota | 2/20/2002                   | 06/14/2002                 | O                     |                  | X           |

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## Section VI – CRA examinations scheduled for Quarter of

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*Institution*

*Location*

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None

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## District 10

### Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, June 15, 2002

#### Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i>   | <i>Ending date of comment period</i> |
|-------------|--|--------------------------------------|
| 18(c)       | First State Bank of Taos, Taos, New Mexico, to merge with First Community Industrial Bank, Denver, Colorado, and incident thereto, establish several branches that will operate under the charter and title of First State Bank of Taos, Taos, New Mexico. | Newspaper - N/Available              |

#### 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         | Patrick Turner Rooney, Oklahoma City, Oklahoma, to acquire control of First Bancorp of Oklahoma, Inc., Tonkawa, Oklahoma, parent of First National Bank of Oklahoma, Ponca City, Oklahoma.                        | Newspaper - 07/03/2002<br>Fed Reg - 07/03/2002  |
| CIC         | Bruce L. Bachman and Matthew C. Bachman, both of Centralia, Kansas, to acquire control of First Centralia Bancshares, Inc., Centralia, Kansas, parent of The First National Bank of Centralia, Centralia, Kansas. | Newspaper - 06/28/2002<br>Fed Reg - 07/03/2002  |
| CIC         | Michele Costello Lundy and Christopher G. Costello, both of Marion, Kansas, to acquire control of Tampa State Bankshares, Inc., Tampa, Kansas, parent of Tampa State Bank, Tampa, Kansas.                         | Newspaper - 07/03/2002<br>Fed Reg - 06/26/2002  |
| CIC         | John Steven Schnoor and Carmela Rose Schnoor, both of Hildreth, Nebraska, to acquire control of Hildreth State Company, Inc., Hildreth, Nebraska, parent of State Bank of Hildreth, Hildreth, Nebraska.           | Newspaper - N/Available<br>Fed Reg - 07/02/2002 |

**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> |
| 277053             | First State Bank of Hotchkiss<br>102 E. Bridge Street<br>Hotchkiss, Colorado 81419 | 03/18/2002              | 06/12/2002             | S                 |                  | X           |

**Section VI – CRA examinations scheduled for Third Quarter of 2002**

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| <i>Institution</i>              | <i>Location</i>        |
|---------------------------------|------------------------|
| Citizens Cortez                 | Cortez, Colorado       |
| Mountain State Bank             | Denver, Colorado       |
| WestStar Bank                   | Vail, Colorado         |
| American Bank of Baxter Springs | Baxter Springs, Kansas |
| Cornerstone Bank                | Overland Park, Kansas  |
| Bank of Hartington              | Hartington, Nebraska   |
| Webb City Bank                  | Webb City, Missouri    |
| Western Bank                    | Gallup, New Mexico     |
| First State Bank                | Taos, New Mexico       |
| The Community Bank              | Poteau, Oklahoma       |
| Farmers State Bank              | Quinton, Oklahoma      |
| American Bank and Trust         | Sapulpa, Oklahoma      |
| Jackson State Bank              | Jackson, Wyoming       |
| Unita County State Bank         | Mountain View, Wyoming |

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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 institutions 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 11

## Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, June 15, 2002

### Section I – Applications subject to newspaper notice only

| <i>Type</i> | <i>Application</i>  | <i>Ending date of comment period</i> |
|-------------|---|--------------------------------------|
| Branch      | Community Bank, Granbury, TX, to establish a branch office at 6904 Colleyville Boulevard, Colleyville, TX, 76034- 6244* | 06/28/2002                           |

\*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)     | Overton Financial Corporation, Overton, TX, and Overton Delaware Corporation, Dover, DE, to acquire Longview Financial Corporation, Longview, TX, and indirectly, Longview Delaware Corporation, Dover, DE, Longview Bank and Trust Company, Longview, TX, and First State Bank, Van, TX* (previously reported the week ending June 1, 2002) | Fed Reg – 06/28/2002<br>Newspaper – 06/18/2002 |

\*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

---

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.

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

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## Section VI – CRA examinations scheduled for Quarter of

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

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# District 12

## Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, June 15, 2002

### Section I – Applications subject to newspaper notice only

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

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

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

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### Section III – Applications subject to Federal Register notice only

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

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

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| <i>Type</i> | <i>Application</i> |
|-------------|--------------------|
| None        |                    |

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**Section V – Availability of CRA public evaluations**

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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.

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

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

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

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