
Federal Reserve Release



H.2

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

No. 9

Week Ending February 28, 2004

Bank Holding Companies

NewAlliance Bancshares, Inc., New Haven, Connecticut -- to become a bank holding company through the acquisition of New Haven Savings Bank, New Haven; Alliance Bancorp of New England, Vernon, and Tolland Bank; and to acquire Connecticut Bancshares, Inc., Manchester, and The Savings Bank of Manchester.

- Approved, February 24, 2004

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

Bank Branches, Domestic

Atlanta

AmSouth Bank, Birmingham, Alabama -- to establish branches at 8624 Lee Vista Boulevard, Orlando, Florida; 6730 West Gulf to Lake Highway, Crystal River; and 5028 Murfreesboro Road, La Vergne, Tennessee.
- Approved, February 25, 2004

Chicago

Bank Iowa, Altoona, Iowa -- to establish a branch at 13375 University Avenue, No. 200, Clive.
- Approved, February 23, 2004

Cleveland

Community Trust Bank, Inc., Pikeville, Kentucky -- to establish branches at 1700 Leestown Road, Lexington, and 545 Walnut Meadow Road, Berea, Ohio.
- Approved, February 24, 2004

Boston

The Connecticut Bank and Trust Company, Hartford, Connecticut, a de novo bank -- to establish branches at 68 South Main Street, West Hartford, and 7 Sycamore Street, Glastonbury.
- Approved, February 27, 2004

Minneapolis

Dacotah Bank, Aberdeen, South Dakota -- to establish mobile branches in Sioux Falls and Rapid City.
- Approved, February 26, 2004

Chicago

First Commercial Bank, Chicago, Illinois -- to establish branches at 2935 West Peterson Avenue and 6033 North Sheridan Road.
- Approved, February 25, 2004

Bank Branches, Domestic

Cleveland

The Genoa Banking Company, Genoa, Ohio -- to establish a branch at 9920 Old U.S. 20, Rossford.
- Approved, February 23, 2004

Chicago

Isabella Bank and Trust, Mount Pleasant, Michigan -- to establish a branch at the intersection of Waldron Way and Perry Street, Big Rapids.
- Returned, February 25, 2004

New York

JPMorgan Chase Bank, New York, New York -- to establish branches at 106 Seventh Street, Garden City, and at 111-121 River Street, Hoboken, New Jersey.
- Approved, February 23, 2004

Dallas

PlainsCapital Bank, Lubbock, Texas -- to establish a branch at 400 Sundance Parkway, Round Rock.
- Approved, February 24, 2004

Dallas

PlainsCapital Bank, Lubbock, Texas -- to establish a branch at 70 Northeast Loop 410, San Antonio.
- Approved, February 25, 2004

Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at 11882 East Colonial Drive, Orlando, Florida.
- Approved, February 23, 2004

Cleveland

Sky Bank, Salineville, Ohio -- to establish branches at 406 Granville Street, Gahanna, and at 650 Smithfield Street, Pittsburgh, Pennsylvania.
- Approved, February 25, 2004

Bank Holding Companies

Secretary

1st United Bancorp, Inc., North Palm Beach, Florida -- request for waiver of application in connection with the acquisition of First Western Bank, Cooper City, and the merger of First Western Bank with 1st United Bancorp's subsidiary, 1st United Bank, Boca Raton.
- Granted, February 27, 2004

Atlanta

Allied Bancshares, Inc., Cumming, Georgia -- to become a bank holding company through the acquisition of First National Bank of Forsyth County, a de novo bank.
- Approved, February 27, 2004

Atlanta

CNB Holdings, Inc., Alpharetta, Georgia -- to merge with First Capital Bancorp, Inc., Norcross, and thereby acquire First Capital Bank; and to acquire Capital Financial Software, LLC and thereby engage in data processing activities.
- Approved, February 23, 2004

Chicago

First Citizens Financial Corp., Mason City, Iowa -- to engage de novo in extending credit and servicing loans.
- Approved, February 26, 2004

Kansas City

Home State Bancorp, Loveland, Colorado -- to become a bank holding company through the acquisition of Home State Bank.
- Withdrawn, February 24, 2004

Atlanta

Hometown Bancshares, Inc., Hamilton, Alabama -- to become a bank holding company through the acquisition of PeoplesTrust Bank, a de novo bank.
- Approved, February 23, 2004

Chicago

Mainsource Financial Group, Greensburg, Indiana -- to acquire Peoples Financial Corporation, Linton, and thereby acquire Peoples Trust Company.
- Approved, February 26, 2004

Bank Holding Companies

Secretary

National City Corporation, Cleveland, Ohio -- commenter's request to extend the comment period on the application to acquire Allegiant Bancorp, Inc., St. Louis, Missouri.
- Denied, February 23, 2004

Secretary

NBC Capital Corporation, Starkville, Mississippi -- to merge with Enterprise Bancshares, Inc., Memphis, Tennessee, and thereby acquire Enterprise National Bank.
- Approved, February 23, 2004

Chicago

Village Investment Company, Libertyville, Iowa -- to engage de novo in extending credit and servicing loans.
- Approved, February 24, 2004

Bank Mergers

Secretary

1st United Bank, Boca Raton, Florida -- to merge with First Western Bank, Cooper City, and to operate the existing location of First Western Bank as a branch.
- Approved, February 27, 2004

Banks, Nonmember, And Miscellaneous Institutions

Cleveland

PNC Bank International, Pittsburgh, Pennsylvania -- renewal of its corporate existence for 20 years.
- Approved, February 25, 2004

Board Operations

Secretary

Systems of Records -- amendments to revise one system of records, Consumer Complaints Information, and delete one system of records, Financial Disclosure Reports and Outside Business Interests Applications (Docket No. OP-1184).
- Approved, February 24, 2004

Change In Bank Control

Chicago

Kennedy Bancshares, Inc., Bancroft, Iowa -- change in bank control.
- Permitted, February 26, 2004

Atlanta

Red River Bancshares, Inc., Alexandria, Louisiana -- change in bank control.
- Permitted, February 24, 2004

Competitive Factors Reports

Chicago

CBC Bank, Lansing, Michigan -- report on competitive factors of the proposed merger with First Carolina State Bank, Rocky Mount, North Carolina.
- Submitted, February 23, 2004

Philadelphia

First Financial Bank, Downingtown, Pennsylvania -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of the Coatesville branch of PNC Bank, National Association, Pittsburgh.
- Submitted, February 26, 2004

Kansas City

Madison County Bank, Federal Savings Bank, Madison, Nebraska -- report on competitive factors of the proposed merger with Madison County Interim Savings Bank and MCB Interim Savings Bank.
- Submitted, February 26, 2004

Secretary

Republic Bank, Saint Petersburg, Florida -- report on competitive factors of the proposed merger with Branch Banking and Trust Company, Winston-Salem, North Carolina.
- Submitted, February 26, 2004

Competitive Factors Reports

Boston

Webster Bank, Waterbury, Connecticut -- report on competitive factors of the proposed merger of Phoenix National Trust Company, Hartford, with Webster Trust Company, N.A., Waterbury, and Webster Bank, N.A., the successor to Webster Bank.
- Submitted, February 24, 2004

Boston

Webster Bank, Waterbury, Connecticut -- report on competitive factors of the proposed merger with First Federal Savings Bank of America, Fall River, Massachusetts.
- Submitted, February 27, 2004

Secretary

Wells Fargo Bank, National Association, San Francisco, California -- report on competitive factors of the proposed consolidation with Pacific Northwest Bank, Seattle, Washington.
- Submitted, February 23, 2004

Extensions Of Time

Chicago

Hinsbrook Bancshares, Inc., Willowbrook, Illinois -- extension to May 12, 2004, to engage de novo in extending credit and servicing loans.
- Granted, February 25, 2004

Chicago

Oswego Community Bank Employee Stock Ownership Plan, Oswego, Illinois -- extension to May 22, 2004, to increase its ownership of Oswego Bancshares, Inc. and thereby acquire Oswego Community Bank.
- Granted, February 24, 2004

Atlanta

SunTrust Bank, Atlanta, Georgia -- extension to February 27, 2005, to establish a branch at the intersection of Elden Street and Post Drive, Herndon, Virginia.
- Granted, February 23, 2004

Extensions Of Time

Chicago

Wintrust Financial Corporation, Lake Forest, Illinois -- extension to April 14, 2004, to acquire Beverly Bank & Trust Company, National Association, Chicago, a de novo bank.
- Granted, February 24, 2004

Financial Holding Companies

St. Louis

FCB Bancorp, Inc., Louisville, Kentucky -- election to become a financial holding company.
- Effective, February 26, 2004

Richmond

TransCommunity Bankshares Incorporated, Glen Allen, Virginia -- election to become a financial holding company.
- Effective, February 25, 2004

Membership

Kansas City

Bank of Commerce, Chanute, Kansas -- to become a member of the Federal Reserve System.
- Approved, February 27, 2004

Kansas City

Bank of Parsons, Parsons, Kansas -- to become a member of the Federal Reserve System.
- Approved, February 27, 2004

Kansas City

Chetopa State Bank & Trust Co, Chetopa, Kansas -- to become a member of the Federal Reserve System.
- Approved, February 27, 2004

Boston

The Connecticut Bank and Trust Company, Hartford, Connecticut, a de novo bank -- to become a member of the Federal Reserve System.
- Approved, February 27, 2004

Membership

Kansas City

First Neodesha Bank, Neodesha, Kansas -- to become a member of the Federal Reserve System.

- Approved, February 27, 2004

Kansas City

First State Bank of Thayer, Thayer, Kansas -- to become a member of the Federal Reserve System.

- Approved, February 27, 2004

Kansas City

Home State Bank, Erie, Kansas -- to become a member of the Federal Reserve System.

- Approved, February 27, 2004

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, February 28, 2004

Section I – Applications subject to newspaper notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)/4(c)(8)	Webster Financial Corporation, Waterbury, Connecticut - to acquire 100% of the voting shares of Webster Bank, National Association and Webster D&P Holdings, Inc. (Holdings), both of Waterbury, Connecticut, and through Holdings, 73.6% of Duff & Phelps, LLC and its wholly-owned subsidiary, Duff & Phelps Securities, LLC, both of Chicago, Illinois	Newspaper - N/Avail Fed Reg – 03/19/2004
3(a)(5)	Salisbury Bancorp, Inc., Lakeville, Connecticut - notification to acquire 100% of the common shares of Canaan National Bancorp, Inc., North Canaan, Connecticut	Newspaper - 03/22/2004 Fed Reg 03/22/2004

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, February 28, 2004

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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<i>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 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, February 28, 2004

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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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 2nd Quarter of 2004

<i>Institution</i>	<i>Location</i>
Asian Bank	Philadelphia, PA
Orrstown Bank	Shippensburg, PA
Bryn Mawr Trust Company	Bryn Mawr, PA

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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, February 28, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*Branch	Sky Bank, Salineville, Ohio, to establish branch facilities at 7551 Secor Road, Lambertville, Michigan.	Newspaper - 03/09/2004
*Subject to the provisions of the Community Reinvestment Act		

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*4(c)(8)	Application by First Commonwealth Financial Corporation, Indiana, Pennsylvania, to acquire GA Financial, Inc., Pittsburgh, Pennsylvania.	Newspaper - 03/04/2004 Fed Reg - 03/08/2004
*3(a)(5) & 4(c)(8)	National City Corporation, Cleveland, Ohio, to acquire 100 percent of Provident Financial Group, Inc., Cincinnati, Ohio, and thereby indirectly acquire Provident Bank, Cincinnati, Ohio.	Newspaper - 03/22/2004 Fed Reg - 03/19/2004
*Subject to the provisions of the Community Reinvestment Act		

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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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O = Outstanding

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SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, February 28, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	RBC Centura Bank, Rocky Mount, North Carolina, to establish a branch at 100 South Ashley Drive, Suites 1760 and 1770, Tampa, Florida.*	Newspaper – 03/10/2004

*Subject to the provisions of the Community Reinvestment Act.

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	TransCommunity Bankshares Incorporated, Glen Allen, Virginia, to acquire Bank of Louisa, NA, Louisa, Virginia (a <u>de novo</u> bank).*	Fed Reg – 03/26/2004 Newspaper N/Avail
3(a)(1)	Capital One Financial Corporation, McLean, Virginia, to become a bank holding company with respect to Capital One Bank, Glen Allen, Virginia.*	Fed Reg – N/Avail Newspaper – 03/29/2004
4(c)(8)	Capital One Financial Corporation, McLean, Virginia, to retain its subsidiary, Capital One, F.S.B., McLean, Virginia.	Fed Reg – N/Avail Newspaper – 03/29/2004

*Subject to the provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Columbia Bancorp, Columbia, Maryland, to acquire through its subsidiary, The Columbia Bank, Columbia, Maryland, a 20% ownership interest in Delmarva Bank Data Processing Center, Inc., Easton, Maryland.	Fed Reg – 03/22/2004

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)	Capital One Financial Corporation, McLean, Virginia, to retain its nonbanking subsidiaries.	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.

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SN = Substantial noncompliance

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

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

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

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

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, February 28, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at 1705 Highway 20 West, McDonough, Georgia.*	Newspaper – N/Avail
Branch	Riverside Bank of the Gulf Coast, Cape Coral, Florida, to establish a branch located at 211 South Tamiami Trail, Venice, Florida.*	Newspaper – 02/28/2004
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 131 S. Pebble Beach Boulevard, Sun City Center, Florida, to be known as the Sun City West Branch.*	Newspaper – N/Avail
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 2295 S. Hiawassee Road #11, Orlando, Florida, to be known as the Metro West Branch.*	Newspaper – N/Avail
Branch	Bank of St. Petersburg, St. Petersburg, Florida, to establish a branch located at 201 North Franklin Street, Suite 100, Tampa, Florida.*	Newspaper – N/Avail
18(c)	SouthTrust Bank, Birmingham, Alabama, to merge with FloridaFirst Bank, Lakeland, Florida.*	Newspaper – N/Avail
Foreign	Banco Financiera Comercial Hondurena, S.A., Tegucigalpa, Honduras, to establish an international representative office in Miami, Florida.	Newspaper – N/Avail

*Subject to provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	Synovus Financial Corp., Columbus, Georgia, to acquire 100 percent of the outstanding shares of Synovus Bank of Jacksonville, Jacksonville, Florida (in organization).*	Newspaper – N/Avail Fed Reg – 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)	The Colonial BancGroup, Inc., Montgomery, Alabama, to merge with P.C.B. Bancorp, Inc., Clearwater, Florida, and thereby acquire Premier Community Bank of Southwest Florida, Fort Myers, Florida; Premier Community Bank of South Florida, Fort Lauderdale, Florida; Premier Community Bank, Venice, Florida; and Premier Community Bank of Florida, Largo, Florida.*	Newspaper – 03/14/2004 Fed Reg – 03/12/2004
3(a)(1)	Gulf Atlantic Financial Group, Inc., Tallahassee, Florida, to become a bank holding company by acquiring 100 percent of the outstanding shares of First National Bank, Tarpon Springs, Florida.*	Newspaper – 03/13/2004 Fed Reg – 03/15/2004
3(a)(1)	New Regions Financial Corporation, Birmingham, Alabama, to become a bank holding company by acquiring 100 percent of the outstanding shares of Regions Financial Corporation, along with its subsidiary, Regions Bank, all of Birmingham, Alabama.*	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(5)	New Regions Financial Corporation, Birmingham, Alabama, to merge with Union Planters Corporation, Memphis, Tennessee, and thereby indirectly acquire Union Planters Holding Corporation, Memphis, Tennessee; Union Planters Bank, N.A., Memphis, Tennessee; Franklin Financial Group, Inc., Morristown, Tennessee; and Union Planters Bank of Lakeway Area, Morristown, Tennessee.*	Newspaper – N/Avail Fed Reg – N/Avail
4(c)(8)	New Regions Financial Corporation, Birmingham, Alabama, to acquire Regions Morgan Keegan Trust, F.S.B., Birmingham, Alabama, and thereby engage in operating a savings association.*	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(1)	Privee Financial, Inc., Miami, Florida, to become a bank holding company by acquiring 100 percent of the outstanding shares of Hemisphere National Bank, Miami, Florida.*	Newspaper – 03/15/2004 Fed Reg – 03/15/2004
3(a)(1)	Privee LLC, Miami, Florida, to become a bank holding company by acquiring 100 percent of the outstanding shares of Hemisphere National Bank, Miami, Florida.*	Newspaper – 03/15/2004 Fed Reg – 03/15/2004
3(a)(1)	Remo DuQuoin LLC, Miami, Florida, to become a bank holding company by acquiring 100 percent of the outstanding shares of Hemisphere National Bank, Miami, Florida.*	Newspaper – 03/15/2004 Fed Reg – 03/15/2004

*Subject to provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
3(a)(1)	Brand Group Holdings, Inc., Lawrenceville, Georgia, notice to become a bank holding company by acquiring The Brand Banking Company, Lawrenceville, Georgia.

Section V – Availability of CRA public evaluations

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

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

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S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>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, February 28, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Prairie Bank and Trust Co., Bridgeview, Illinois, to establish a branch facility to be located at 224 W. Division, Chicago, Illinois.*	Newspaper – N/Avail
Branch	Prairie Bank and Trust Co., Bridgeview, Illinois, to establish a branch facility to be located at the northwest corner of Mill Road and Orchard Avenue, Oswego, Illinois.*	Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Notice by John R. Barlow, Mound, Minnesota and Cinda Mae Classon, Dows, Iowa, to each retain 26.16 percent of the voting shares of Barlow Banking Corporation, Iowa Falls, Iowa, and thereby indirectly acquire Iowa Falls State Bank, Iowa Falls, Iowa.	Fed Reg – 03/04/2004 Newspaper – N/Avail
CIC	Notice by Gregory T. Darga, Verona, Wisconsin, Jack D. Heding, Hillsboro, Wisconsin, Robert L. Hart, Elroy, Wisconsin, and Richard G. Busch, Gays Mills, Wisconsin, to acquire, as a group acting in concert, 29.18 percent of the voting shares of Royal Bancshares, Inc., Elroy, Wisconsin, and thereby indirectly acquire additional shares of Royal Bank, Elroy, Wisconsin.	Fed Reg – 03/10/2004 Newspaper – N/Avail
CIC	Notice by John E. Gorman, Hinsdale, Illinois and Gary L. Svec, Naperville, Illinois, to acquire up to 100 percent of the voting shares of Strategic Capital Bancorp, Inc., Champaign, Illinois, and thereby indirectly acquire Strategic Capital Bank, Champaign, Illinois.	Fed Reg – 03/10/2004 Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
4(c)(8)	W.J. Young & Co., Clinton, Iowa, proposes to engage in extending credit and servicing loans.

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>
566243	Glenwood State Bank 21 N. Walnut Glenwood, Iowa 51534 (712) 527-3157	10/20/2003	02/26/2004	S		X

Section VI – CRA examinations scheduled for

Quarter of

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

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, February 28, 2004

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, February 28, 2004

Section I – Applications subject to newspaper notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CIC	Martha A. Soter, Tucson, AZ; Fred J. Christenson, Fairfield, CT; Molly A. Hershede, Phoenix, AZ; John W. Thomson, Sioux Falls, SD, individually and as trustee of the Nane A. Thomson Trust; Nane A. Thomson, Sioux Falls, SD; the Nane A. Thomson Trust, Sioux Falls, SD; James R. Thomson, Centerville, SD, individually and as trustee of the Sarah A. Thomson Trust, the Christopher Thomson Trust, the Alex B. Cole Trust, and the Erin T. Cole Trust; the Sarah A. Thomson Trust Centerville, SD; the Christopher Thomson Trust, Centerville, SD; John E. Lindahl, Wayzata, MN, as trustee of the Sarah A. Thomson Trust, the Christopher Thomson Trust, the Alex B. Cole Trust, and the Erin T. Cole Trust; John L. Thomson, Minneapolis, MN, individually and as trustee of the John Lubar Thomson Trust, the Maddie C. Thomson Trust and the Joseph N. Thomson Trust; Kristine L. Thomson, Minneapolis, MN, as trustee of the John Lubar Thomson Trust the Maddie C. Thomson Trust and the Joseph N. Thomson Trust; David J. Lubar, Milwaukee, WI, as trustee of the John Lubar Thomson Trust, the Maddie C. Thomson Trust and the Joseph N. Thomson Trust; the John Lubar Thomson Trust, Minneapolis, MN; the Maddie C. Thomson Trust, Minneapolis, MN; the Joseph N. Thomson Trust, Minneapolis, MN; Ann L. Cole, Sioux Falls, SD; the Alex B. Cole Trust, Centerville, SD; and the Erin T. Cole Trust, Centerville, SD, to acquire control of Thomson Holdings, Inc., Centerville, South Dakota, and thereby to indirectly acquire control of First Midwest Bank, Centerville, South Dakota.	Fed Reg – 03/09/2004 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>
CIC	Notice by Anchor Bancorp, Inc. Voting Preferred Stock Trust No.1, Wayzata, Minnesota and Anchor Bancorp, Inc. Voting Preferred Stock Trust No.2, Wayzata, Minnesota; Jacqueline D. Becklund, William J. Berens, Richard D. Bliss, Carl W. Jones, Christopher W. Jones, Richard A. McMahon, Helen J. Warren, and Wendy J. Zehngebot, as trustees of each trust as a group acting in concert, to gain control of Anchor Bancorp, Inc., Wayzata, Minnesota.	Fed Reg – 03/19/2004 Newspaper – N/Avail
CIC	Gerald A. Payne, LeRoy, Minnesota, to acquire control of First LeRoy Bancorporation Inc., LeRoy, Minnesota, and thereby indirectly acquire control of First State Bank of LeRoy, LeRoy, Minnesota.	Fed Reg – 03/16/2004 Newspaper – 03/05/2004
3(a)(3)	Forstrom Bancorporation, Inc., Clara City, Minnesota, proposes to acquire 100% of the voting shares of First State Agency of Lake Lillian, Inc., Lake Lillian, Minnesota, and thereby indirectly acquire First State Bank, Lake Lillian, Lake Lillian, Minnesota.	Fed Reg – 03/08/2004 Newspaper – N/Avail

*Subject to the provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Watford City Bancshares, Inc., Watford City, North Dakota, proposes to engage de novo in community development activities through its wholly-owned Subsidiary First International Community Development Fund, Inc., Watford City, North Dakota.	Fed Reg – 03/19/2004

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

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

Section V – Availability of CRA public evaluations

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

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>
697455	Ridgedale State Bank, Minnetonka, Minnesota.	11/17/2003	02/23/2004	S		X

Section VI – CRA examinations scheduled for Quarter of

Institution

Location

None

District 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, February 28, 2004

Section I – Applications subject to newspaper notice only

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Sundance State Bank Profit Sharing ESOP and Trust, Sundance, Wyoming, to become a bank holding company through the acquisition of 25.65 percent of the voting shares of Sundance Bankshares, Inc., parent of Sundance State Bank, both of Sundance, Wyoming.	Newspaper – 03/15/2004 Fed Reg – 03/26/2004
CIC	Notification by Robert J. Barmann, Jr. Maryville, Missouri; James L. Baber, Weston, Missouri; and Robert M. McGinness, Platte City, Missouri, to acquire control of Wells Bancshares, parent of Wells Bank of Platte City, both in Platte City, Missouri.	Newspaper – 03/15/2004 Fed Reg – 03/08/2004

Section III – Applications subject to Federal Register notice only

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

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

<i>Type</i>	<i>Application</i>
Membership	Bank of Commerce, Chanute, Kansas, 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>
Membership	Chetopa State Bank and Trust Company, Chetopa, Kansas, to become a member of the Federal Reserve System.
Membership	Home State Bank, Erie, Kansas, to become a member of the Federal Reserve System.
Membership	First State Bank of Thayer, Thayer, Kansas, to become a member of the Federal Reserve System.
Membership	Bank of Parsons, Parsons, Kansas, to become a member of the Federal Reserve System.
Membership	First Neodesha Bank, Neodesha, Kansas, 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.

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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>
671053	Stock Exchange Bank 103 S. Main Street Caldwell, Kansas 67022-1607	12/08/2003	02/27/2004	S		X

Section VI – CRA examinations scheduled for

Quarter of

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

District 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, February 28, 2004

Section I – Applications subject to newspaper notice only

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

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

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

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
867650	First State Bank Texas 309 South Old Betsy Road Keene, Texas 76059	11/17/2003	03/01/2004	S		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, February 28, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	County Bank, Merced, California, to establish a branch facility to be located at 2625 Divisadero Avenue, Fresno, California.*	Newspaper – 03/11/2004
18C Branch	Hanmi Bank, Los Angeles, California, to merge with Pacific Union Bank, Los Angeles, California, and thereby acquire 12 branch offices of Pacific Union Bank, all located in California.*	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>
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)(5)(C)	Canyon Bancorporation, Inc., Tucson, Arizona, to become a bank holding company by acquiring at least 67 percent of the voting shares of Canyon Community Bank, N.A., Tucson, Arizona.	

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

<i>Type</i>	<i>Application</i>
3(a)(5)(C)	Desert Hills Capital Corp., Phoenix, Arizona, to become a bank holding company by acquiring 100 percent of Desert Hills Bank, Phoenix, Arizona.
3(a)(5)(C)	SunFirst Corporation, St. George, Utah, to become a bank holding company by acquiring 100 percent of SunFirst Bank, St. George, Utah.

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	