
Federal Reserve Release



H.2

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

No. 18

Week Ending May 1, 2004

Testimony And Statements

Federal Reserve's Activities in Currency Design and Coin Distribution -- statement by Jeffrey Marquardt, Associate Director, Division of Reserve Bank Operations and Payment Systems, before the Subcommittee on Domestic and International Monetary Policy, Trade, and Technology of the House Committee on Financial Services.

- Published, April 28, 2004

Enforcement

Bank of Ephraim, Ephraim, Utah -- written agreement dated October 26, 2001, terminated November 11, 2003.

- Announced, April 30, 2004

Cache Valley Banking Company, Logan, Utah, and Cache Valley Bank -- written agreement dated April 19, 2004, with the Utah State Department of Financial Institutions, Salt Lake City, and the Federal Reserve Bank of San Francisco.

- Announced, April 30, 2004

First American Bank, Elk Grove Village, Illinois -- written agreement dated September 26, 2003, terminated February 19, 2004.

- Announced, April 30, 2004

First State Bank of West Manchester, West Manchester, Ohio -- written agreement dated April 25, 2003, terminated February 18, 2004.

- Announced, April 30, 2004

Korea Exchange Bank, Seoul, Korea, and its affiliated branches and agencies -- order of consent dated May 16, 2000, terminated April 22, 2004.

- Announced, April 30, 2004

Madison Bank, Blue Bell, Pennsylvania -- written agreement dated June 20, 2002, terminated February 9, 2004.

- Announced, April 30, 2004

Midstate Bancorp, Inc., Hinton, Oklahoma -- written agreement dated March 1, 2003, terminated December 2, 2003.

- Announced, April 30, 2004

Enforcement

MSB Shares, Inc., Jonesboro, Arkansas, and MidSouth Bank -- written agreement dated February 5, 2002, terminated November 11, 2003.

- Announced, April 30, 2004

O.A.K. Financial Corporation, Byron Center, Michigan, and Byron Center State Bank -- written agreement dated October 4, 2002, terminated October 16, 2003.

- Announced, April 30, 2004

Texas Coastal Bank, Pasadena, Texas -- cease and desist order dated May 16, 1995, terminated October 22, 2003.

- Announced, April 30, 2004

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

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

Bank Branches, Domestic

Chicago

M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin -- to establish a branch at 5504 West Bell Road, Glendale, Arizona.

- Approved, April 29, 2004

Richmond

New Peoples Bank, Inc., Honaker, Virginia -- to establish a branch at 2302 Second Street, Richlands.

- Approved, April 29, 2004

Richmond

Peoples Bank of Virginia, Richmond, Virginia -- to establish a branch at 14431 Sommerville Court, Midlothian.

- Approved, April 28, 2004

Atlanta

Pointe Bank, Boca Raton, Florida -- to establish a branch at 165 East Boca Raton Road.

- Approved, April 30, 2004

Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at the southwest corner of Westheimer and Grand Parkways, Katy, Texas.

- Approved, April 27, 2004

Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at the intersection of Moores Mill and Rockfence Roads, Auburn.

- Approved, April 30, 2004

Richmond

Sandy Spring Bank, Olney, Maryland -- to establish a branch at 5800 Mercantile Drive East, Frederick.

- Approved, April 27, 2004

Bank Branches, Domestic

Atlanta

SunTrust Bank, Atlanta, Georgia -- to establish a branch at 2110 John Rolfe Parkway, Richmond, Virginia.
- Approved, April 29, 2004

Secretary

TransAtlantic Bank, Miami, Florida -- to establish a branch at 1666 Kennedy Causeway, North Bay Village.
- Approved, April 30, 2004

Bank Holding Companies

St. Louis

Alliance Bancshares, Inc., Cape Girardeau, Missouri -- to become a bank holding company and to acquire Alliance Bank.
- Approved, April 30, 2004

Atlanta

Buckhead Community Bancorp, Inc., Atlanta, Georgia -- commitment waiver request.
- Withdrawn, April 30, 2004

Atlanta

CBB Bancorp, Cartersville, Georgia -- to become a bank holding company and to acquire Century Bank of Bartow County.
- Approved, April 29, 2004

Dallas

First Financial Bankshares, Inc., Abilene, Texas -- to acquire Liberty National Bank, Granbury.
- Approved, April 29, 2004

Secretary

Huntington Bancshares, Incorporated, Columbus, Ohio -- commenter's requests to extend the comment period on the proposed merger with Unizan Financial Corp., Canton.
- Denied, April 29, 2004

Bank Holding Companies

Chicago

Independent Bank Corporation, Ionia, Michigan -- to acquire Midwest Guaranty Bancorp, Inc., Troy, and Midwest Guaranty Bank.
- Approved, April 27, 2004

New York

National Australia Bank Limited, Melbourne, Australia -- to engage de novo through National Americas Capital Investments LLC, New York, New York, National Americas Investment, Inc., Jacksonville, Florida, and MSRA Holdings, Inc. in leasing personal or real property in connection with structured finance and special finance services to large corporate and institutional clients.
- Approved, April 27, 2004

Atlanta

Nexity Financial Corporation, Birmingham, Alabama -- commitment waiver request.
- Withdrawn, April 29, 2004

San Francisco

Northrim Bancorp, Inc., Anchorage, Alaska -- to engage in financial and investment advisory activities through the acquisition of additional shares of Elliott Cove Capital Management, LLC, Seattle, Washington.
- Approved, April 27, 2004

San Francisco

NorthStar Financial Corporation, Seattle, Washington -- to become a bank holding company and to acquire shares of NorthStar Bank.
- Approved, April 29, 2004

St. Louis

The Peoples Holding Company, Inc., Tupelo, Mississippi, and Peoples Merger Corporation, Knoxville, Tennessee -- to acquire Peoples Merger Corporation and thereby acquire Renasant Bancshares, Inc., Germantown, and its subsidiary bank, Renasant Bank; and for Peoples Merger Corporation to become a bank holding company and to acquire Renasant Bancshares, Inc. and Renasant Bank.
- Approved, April 30, 2004

Bank Holding Companies

Atlanta

United Community Banks, Inc., Blairsville, Georgia -- to acquire Fairbanco Holding Company, Inc., Fairburn, and its subsidiary, 1st Community Bank, and thereby engage in operating a savings association.

- Approved, April 29, 2004

Banks, State Member

Director, BS&R

State Street Bank and Trust Company, Boston, Massachusetts, and CitiStreet International, LLC, Quincy -- for State Street Bank and Trust Company and CitiStreet International, LLC to invest in CitiStreet Australia Pty. Ltd., Sidney, Australia.

- Approved, April 30, 2004

Director, BS&R

State Street Bank and Trust Company, Boston, Massachusetts, and State Street International Holdings -- for State Street Bank and Trust Company to invest in World Markets Company Limited, London, England, and for State Street International Holdings to invest in certain of its wholly owned subsidiaries.

- Approved, April 30, 2004

Change In Bank Control

Kansas City

Exchange Bancshares of Moore, Inc., Moore, Oklahoma -- to retain control of Exchange Bancshares of Moore, Inc.

- Permitted, April 28, 2004

Kansas City

NSB Bancshares, Inc., La Crosse, Kansas -- change in bank control.

- Permitted, April 28, 2004

Boston

Washington Trust Bancorp, Inc., Westerly, Rhode Island -- change in bank control.

- Permitted, April 29, 2004

Competitive Factors Reports

St. Louis

Alliance Bank, Cape Girardeau, Missouri -- report on competitive factors of the proposed merger with Alliance Interim Bank.

- Submitted, April 27, 2004

Kansas City

American State Bank & Trust Company, National Association, Great Bend, Kansas -- report on competitive factors of the proposed merger with The First National Bank & Trust, St. John.

- Submitted, April 27, 2004

Chicago

Chemical Bank Shoreline, Benton Harbor, Michigan -- report on competitive factors of the proposed purchase of assets and assumption of deposits of the Kalamazoo branch of State Bank of Caledonia, Caledonia.

- Submitted, April 28, 2004

Chicago

Chemical Bank West, Walker, Michigan -- report on competitive factors of the proposed merger with State Bank of Caledonia, Caledonia.

- Submitted, April 28, 2004

Chicago

Community State Bank, Galva, Illinois -- report on competitive factors of the proposed merger with Whaples & Farmers State Bank, Neponset.

- Submitted, April 28, 2004

New York

Fairfield County Bank Corp., Ridgefield, Connecticut -- report on competitive factors of the proposed merger with Bank of Westport, Westport.

- Submitted, April 28, 2004

Minneapolis

First Bank & Trust Menomonie, Wisconsin -- report on competitive factors of the proposed merger with Interim First Bank & Trust.

- Submitted, April 29, 2004

Competitive Factors Reports

New York

First Morris Bank and Trust, Morristown, New Jersey -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Mendham branch of Gibraltar Savings Bank, FSB, Newark.
- Submitted, April 29, 2004

Chicago

First State Bank of Western Illinois, LaHarpe, Illinois -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of the Monmouth branch of Associated Bank, N.A., Green Bay, Wisconsin.
- Submitted, April 28, 2004

San Francisco

Heritage Oaks Bank, Paso Robles, California -- report on competitive factors of the proposed merger with Hacienda Bank, Santa Maria.
- Submitted, April 26, 2004

Chicago

Independent Bank East Michigan, Caro, Michigan -- report on competitive factors of the proposed merger with Midwest Guaranty Bank, Troy.
- Submitted, April 28, 2004

San Francisco

Mountain West Bank, Coeur D'Alene, Idaho -- report on competitive factors of the proposed merger with the Ione, Washington, branch of AmericanWest Bank, Spokane.
- Submitted, April 26, 2004

Philadelphia

National Penn Bank, Boyertown, Pennsylvania -- report on competitive factors of the proposed merger with The People's Bank of Oxford, Oxford.
- Submitted, April 30, 2004

Atlanta

Whitney National Bank, New Orleans, Louisiana -- report on competitive factors of the proposed purchase of two Fort Walton, Florida, branches of First National Bank Northwest Florida, Panama City.
- Submitted, April 28, 2004

Extensions Of Time

Secretary

Citibank, N.A., New York, New York -- extensions of time for its subsidiaries, Citibank Overseas Investment Corporation, New Castle, Delaware, and Citicorp Finance (Thailand) Limited, Bangkok, Thailand, to divest their interests in certain DPC property.
- Granted, April 29, 2004

St. Louis

First Bankers Trustshares, Inc., Quincy, Illinois -- extension to June 29, 2004, to engage in trust activities through the acquisition of First Bankers Trust Services, Inc.
- Granted, April 29, 2004

Richmond

NBRS Financial, Rising Sun, Maryland -- extension to May 22, 2005, to establish a branch at North East Shopping Center on U.S. Route 40, North East.
- Granted, April 29, 2004

Richmond

NBRS Financial, Rising Sun, Maryland -- extension to June 19, 2004, to establish a branch at 636 Broad Street, Perryville.
- Granted, April 29, 2004

Richmond

NBRS Financial, Rising Sun, Maryland -- extension to March 19, 2005, to establish a branch at the intersection of Maryland Route 213 and White Hall Road, Elkton.
- Granted, April 29, 2004

International Operations

Chicago

The National Bank of Indianapolis, Indianapolis, Indiana -- to establish a branch at CIBC Financial Centre, 11 Dr. Roy's Drive, Grand Cayman, Cayman Islands.
- Approved, April 30, 2004

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, May 1, 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 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, May 1, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18C & Branch	Banco Popular North America, New York, New York, to merge Quaker City Bank, Whittier, California, with and into Banco Popular North America, and incident thereto, to establish branches.	Newspaper – 05/31/2004
FBSEA	Royal Bank of Canada Finance Co., New York, New York, to upgrade its Miami, Florida Agency to a Federal Branch.	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>
3A1	Hilltop Community Bancorp, Inc., Summit, New Jersey, request prior approval to become a bank holding company through the acquisition of 100 percent of the outstanding shares of Hilltop Community Bank, Summit, New Jersey.	Newspaper – N/Avail Fed Reg – 05/17/2004
4C8	Popular Inc and Popular International Bank, both of San Juan, Puerto Rico, and Popular North America, Mount Laurel, New Jersey, to acquire indirect control of Quaker City Bancorp, Whittier, California.	Newspaper – 04/20/2004 Fed Reg – 04/28/2004

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

Section VI – CRA examinations scheduled for Quarter of

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

District 3

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, May 1, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Landmark Community Bank, Pittston, Luzerne County, PA, to establish office located at the corner of Davis Street and Pittston Avenue, Scranton, Lackawanna County, PA.	Newspaper – 05/14/2004

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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, May 1, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*Branch	Fifth Third Bank, Grand Rapids, MI, to establish a branch at 1402 South Route 12, Fox Lake, IL.	Newspaper – 05/01/2004
*Branch	Fifth Third Bank, Grand Rapids, MI, to establish a branch at 900 Beasley Street, Lexington, KY.	Newspaper – 05/01/2004
*Branch	Fifth Third Bank, Grand Rapids, MI, to establish a branch at 49895 Grand River Avenue, Wixom, MI.	Newspaper – 05/01/2004
*18(c), *Branch	Merger of State National Bank of Frankfort, Frankfort, KY, and First National Bank & Trust Company, Georgetown, KY, into Whitaker Bank, National Association, Lexington, KY.	Newspaper – 05/02/2004

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>
CIC	Notice of Change in Bank Control by Susan Neff, Robert Neff, Ryan Neff, Heather Neff and Jennifer Neff-Markwell (collectively known as the "Neff Family") of their intent to retain control of 25 percent or more of the outstanding shares of The Citizens Bancorp, Morehead, Kentucky.	Newspaper – N/Avail Fed Reg – N/Avail
*3(a)(1)	Citizens Bancshares, Inc., Bluffton, Ohio, proposes to become a bank holding company through the acquisition of The Citizens National Bank, Bluffton, Ohio.	Newspaper – 05/01/2004 Fed Reg – 04/30/2004
CIC	Notice of Change in Bank Control by the Clay and Bernice Corman Family Control Group, Nicholasville, Kentucky, to retain 17.78% of the voting shares of Citizens National Bancshares, Inc., Nicholasville, Kentucky.	Newspaper – 04/14/2004 Fed Reg – 04/19/2004
*18(c), *Branch	Community First Bank & Trust, Celina, Ohio, to acquire by merger, The Clyde Savings Bank, Clyde, Ohio, pursuant to section 18(c) of the Federal Deposit Insurance Act and incident thereto, to establish branches.	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>
*18(c), *Branch	Community First Bank & Trust, Celina, Ohio, to acquire by merger, Indiana Lawrence Bank, North Manchester, Indiana.	Newspaper – N/Avail Fed Reg – N/Avail
CIC	Notice by the Elder Group and Deborah Bagenstose, Columbus, Ohio, to retain control of Empire Bancshares, Inc., Hicksville, Ohio.	Newspaper – N/Avail Fed Reg – N/Avail
*3(a)(3), 3(a)(5)	Applications by Fifth Third Bancorp and Fifth Third Financial Corporation, its wholly-owned subsidiary, both of Cincinnati, Ohio, to acquire Franklin Financial Corporation and its sole subsidiary bank, Franklin National Bank, both of Franklin, Tennessee.	Newspaper – 04/11/2004 Fed Reg – 04/15/2004
*3(a)(5)	Huntington Bancshares Incorporated, Columbus, Ohio, to acquire Unizan Financial Corp., Canton, Ohio.	Newspaper – 04/28/2004 Fed Reg – 04/23/2004
*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
*18(c), 3(a)(1)	North Valley Bancshares, Inc., Zanesville, Ohio, to acquire North Valley Bank, Zanesville, Ohio, pursuant to Section 3(a)(1) of the Bank Holding Company Act and North Valley Bank, Zanesville, Ohio, to merge with North Valley Interim Bank, Zanesville, Ohio, pursuant to Section 18(c) of the Federal Deposit Insurance Act.	Newspaper – 05/08/2004 Fed Reg – N/Avail
*18(c), *3(a)(5), *Branch	Sky Financial Group, Inc., Bowling Green, Ohio, to acquire Second Bancorp, Incorporated, Warren, Ohio.	Newspaper – 04/26/2004 Fed Reg – N/Avail

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

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

Section VI – CRA examinations scheduled for Quarter of

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

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, May 1, 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)(3)	Premier Community Bankshares, Inc., Winchester, Virginia, to acquire 100% of the voting shares of Premier Bank, Inc., Martinsburg, West Virginia (in organization).*	Fed Reg – N/Avail Newspaper – N/Avail

*Subject to the provisions of the Community Reinvestment Act.

Section III – Applications subject to Federal Register notice only

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

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

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

Section V – Availability of CRA public evaluations

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

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

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

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

O = Outstanding

S = Satisfactory

NI = Needs to improve

SN = Substantial noncompliance

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

<i>RSSD 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, May 1, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of East Baseline Road and North Cooper Road, Gilbert, Arizona, to be known as the Gilbert-Cooper Branch.*	Newspaper – 05/07/2004
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of South Gilbert Road and West Warner Road, Gilbert, Arizona, to be known as the Gilbert-Warner Branch.*	Newspaper – 05/07/2004
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of North 67th Avenue and State Highway 101, Glendale, Arizona, to be known as the Glendale-67th Avenue Branch.*	Newspaper – 05/07/2004
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of West Magee Road and North LaCholla Boulevard, Tucson, Arizona, to be known as the Tucson-LaCholla Branch.*	Newspaper – 05/07/2004
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of West 80th Avenue and Wadsworth Boulevard, Arvada, Colorado, to be known as the Arvada-Wadsworth Branch.*	Newspaper – 05/07/2004
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of East Florida Avenue and South Havana Street, Aurora, Colorado, to be known as the Aurora-Florida Branch.*	Newspaper – 05/07/2004
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of Highway 470 and Gartrell Road, Aurora, Colorado, to be known as the Aurora-Gartrell Branch.*	Newspaper – 05/07/2004
Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at the intersection of Central Avenue East and Tramway Boulevard Northeast, Albuquerque, New Mexico, to be known as the Albuquerque-Central Branch.*	Newspaper – 05/07/2004
Branch	The Park Avenue Bank, Valdosta, Georgia, to establish a branch located at 500 Eagles Landing Parkway, Stockbridge, Georgia.*	Newspaper – N/Avail

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 1508 Ashley Worth Boulevard, Bee Cave, Texas.*	Newspaper – N/Avail
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at the corner of Northpoint Parkway and Rock Mill Road, Alpharetta, Georgia.*	Newspaper – 05/08/2004
Branch	SouthTrust Bank, Birmingham, Alabama, to establish a branch located at 102 Newnan Crossing By-Pass, Newnan, Georgia.*	Newspaper – 05/08/2004

*Subject to provisions of the Community Reinvestment Act

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	CBB Bancorp, Cartersville, Georgia, to become a bank holding company by acquiring 100 percent of the outstanding shares of Century Bank of Bartow County, Cartersville, Georgia.*	Newspaper – 03/08/2004 Fed Reg – 03/12/2004
3(a)(1)	NSB Holdings, Inc., Macon, Georgia, to become a bank holding company by acquiring 100 percent of the outstanding shares of New Southern Bank, Macon, Georgia.*	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(1)	Southern Heritage Bancshares, Inc., Cleveland, Tennessee, to become a bank holding company by acquiring 100 percent of the outstanding shares of Southern Heritage Bank, Cleveland, Tennessee.*	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(1)	SunSouth Bancshares, Inc., Dothan, Alabama, to become a bank holding company by acquiring 100 percent of the outstanding shares of SunSouth Bank, Dothan, Alabama.*	Newspaper – N/Avail Fed Reg – N/Avail
3(a)(5)	Upton Bankshares, Inc., Thomaston, Georgia, to merge with First Polk Bankshares, Inc., and thereby directly acquire its subsidiary, First National Bank of Polk County, both of Cedartown, Georgia.*	Newspaper – 05/19/2004 Fed Reg – 05/27/2004

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>
4(c)(8)	SunTrust Banks, Inc., along with its subsidiary, Trusco Capital Management, Inc., both of Atlanta, Georgia, to acquire 100 percent of Seix Investment advisors Inc., Woodcliff Lake, New Jersey, and thereby engage in financial and investment advisory activities.	Fed Reg – N/Avail

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

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

Section V – Availability of CRA public evaluations

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

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

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>
876634	Capital City Bank Post Office Box 900 Tallahassee, Florida 32302 (850) 671-0300	11/17/2003	04/25/2004	S	X	

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

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

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, May 1, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Comerica Bank, Detroit, Michigan, to establish a branch facility to be located at 16700 - 26 Mile Road, Macomb Township, Macomb County, Michigan.*	Newspaper – 04/26/2004
18C	Community Bank (in organization), Austin, Minnesota, to purchase the assets and assume the liabilities of the Austin, Minnesota branch of Security Bank Minnesota, Albert Lea, Minnesota.*	Newspaper – N/Avail
Branch	Harris Trust and Savings Bank, Chicago, Illinois, to establish a branch facility to be located at the northwest corner of 2nd Avenue and Laurel Street, Highland Park, Illinois.*	Newspaper – 04/30/2004

* 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)	Community National Bancorporation, Waterloo, Iowa, to acquire 100 percent of Community Bank (In Organization), Austin, Minnesota.*	Fed Reg – 05/03/2004 Newspaper – N/Avail
3(a)(5)	Independent Bank Corporation, Ionia, Michigan, to acquire through merger North Bancorp, Inc., Gaylord, Michigan and thereby indirectly acquire First National Bank of Gaylord, Gaylord, Michigan and immediately merge with and into IBC's subsidiary, Independent Bank, Bay City, Michigan.*	Fed Reg – 05/06/2004 Newspaper – N/Avail
3(a)(3)	Koss-Winn Bancshares, Inc. ESOP with 401 K provisions, Buffalo Center, Iowa, to acquire additional shares of Koss-Winn Bancshares, Inc., Buffalo Center, Iowa, and thereby indirectly acquire Farmers Trust & Savings Bank, Buffalo Center, Iowa.*	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(1)	MCB Bankshares, Inc., Middleton, Wisconsin, to become a bank holding company by acquiring 100 percent of the voting shares of Middleton Community Bank, Middleton, Wisconsin.*	Fed Reg – N/Avail Newspaper – N/Avail

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Marshall & Ilsley Corporation, Milwaukee, Wisconsin, proposes to acquire, indirectly through its subsidiary, Metavante Corporation, certain of the assets of The Kirchman Corporation, Altamonte Springs, Florida, and thereby engage in data processing activities and management consulting.	Fed Reg – 05/17/2004

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

<i>Type</i>	<i>Application</i>
Membership	Community Bank (in organization), Austin, Minnesota, 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>
2693264	Town Bank 400 Genesse Street Delafield, Wisconsin 53018 (262) 646-7641	11/12/2003	04/28/2004	S		X
78643	State Bank of Viroqua 101 N. Main Street Viroqua, Wisconsin 54665 (608) 637-3127	12/15/2003	04/26/2004	S		X

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

Institution

Location

None

District 8

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, May 1, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Arvest Bank, Fayetteville, Arkansas, to establish a branch facility to be located at 2730 Highway 412 East, Siloam Springs, Arkansas.*	Newspaper – 05/17/2004

* 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>
3A3	TrustBanc Financial Group, Inc., Mountain Home, Arkansas, to acquire 9.90 percent of Bank of Pocahontas, Pocahontas, Arkansas (to be relocated to Bentonville, Arkansas prior to this acquisition, and renamed Pinnacle Bank immediately after acquisition).*	Newspaper – 06/01/2004 Fed Reg – 06/01/2004
3A3	Cross County Bancshares, Inc., Wynne, Arkansas, to acquire 9.90 percent of Bank of Pocahontas, Pocahontas, Arkansas (to be relocated to Bentonville, Arkansas prior to this acquisition, and renamed Pinnacle Bank immediately after acquisition).*	Newspaper – 06/07/2004 Fed Reg – 06/01/2004
3A3	Lonoke Bancshares, Inc., Lonoke, Arkansas, to acquire 9.90 percent of Bank of Pocahontas, Pocahontas, Arkansas (to be relocated to Bentonville, Arkansas prior to this acquisition, and renamed Pinnacle Bank immediately after acquisition).*	Newspaper – 06/05/2004 Fed Reg – 06/01/2004

* 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.

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>
535641	Citizens Bank Hartford, Kentucky	02/02/2004	04/28/2004	S		X

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

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

District 9

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, May 1, 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	John Wesley Templer Sr. and Jacqueline Sue Templer, Amarillo, Texas, to acquire control of Western Dakota Holding Company, Timber Lake, South Dakota, and thereby indirectly acquire control of Western Dakota Bank, Timber Lake, South Dakota.	Newspaper – N/Avail Fed Reg – 05/13/2004

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 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, May 1, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Five Points Bank of Hastings, Hastings, Nebraska, to establish a branch at 320 South Burlington, Hastings, Nebraska.	Newspaper – 05/14/2004

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)	Platte Valley Financial Services Companies, Inc., Scottsbluff, Nebraska, to acquire 100 percent of the voting shares of North Park Bancshares, and thereby indirectly acquire North Park State Bank, both of Walden, Colorado.	Newspaper – 05/21/2004 Fed Reg – 05/27/2004

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 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>
865759	Union State Bank 5 th Street & Lincoln Avenue Clay Center, Kansas 67432	02/03/2004	04/27/2004	S		X
603559	Farmers State Bank 110 W. State Phillipsburg, Kansas 67664	09/30/2003	04/28/2004	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, May 1, 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 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, May 1, 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)	American West Bank Members, LC, to become a bank holding company by acquiring 100 percent of America West Bank, both of Layton, Utah.*	Fed Reg – 06/01/2004 Newspaper – 05/10/2004

* 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.

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	
