
Federal Reserve Release



H.2

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

No. 43

Week Ending October 23, 2004

Forms

Forms -- final Board review to extend without revision the Recordkeeping and Disclosure Requirements Associated with Securities Transactions Pursuant to Regulation H (Reg H) and to conduct the Quantitative Impact Study (QIS-4) and the Loss Data Collection Exercise (FR 3045).

- Approved, October 18, 2004

Regulations And Policies

Regulation J -- final amendments to provide full coverage of the electronic check processing services the Reserve Banks will offer under the Check Clearing for the 21st Century Act (Docket No. R-1202).

- Approved, October 20, 2004

Enforcement

The Community State Bank, Poteau, Oklahoma -- written agreement with the Federal Reserve Bank of Kansas City and the Oklahoma State Banking Department.

- Announced, October 21, 2004

Union Bank of California International, New York, New York -- written agreement with the Federal Reserve Bank of New York.

- Announced, October 19, 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

Atlanta

Bank Independent, Sheffield, Alabama -- to establish a branch at Highway 72 and Lindsay Lane, Athens.

- Approved, October 20, 2004

Richmond

Bank of Essex, Tappahannock, Virginia -- to establish a branch at 1325 Tappahannock Boulevard, to designate it as the bank's new main office, and to retain the old main office at 323 Prince Street as a branch.

- Approved, October 20, 2004

Chicago

Calumet County Bank, Brillion, Wisconsin -- to establish a branch at W443 Veterans Drive, Sherwood.

- Approved, October 18, 2004

Secretary

Comerica Bank, Detroit, Michigan -- to establish a branch at 12050 Ventura Boulevard, Studio City, California.

- Approved, September 17, 2004 (AC)

Secretary

Comerica Bank, Detroit, Michigan -- to establish branches at 12230 Forestgate Drive, Dallas, Texas; 805 West McDermott Drive, Allen; and 1191 Lincoln Avenue, San Jose, California.

- Approved, October 21, 2004

New York

JPMorgan Chase Bank, New York, New York -- to establish a branch at 23550 Westheimer Parkway, Katy Fort Bend County, Texas.

- Approved, October 18, 2004

Bank Branches, Domestic

Chicago

Michigan Heritage Bank, Farmington Hills, Michigan -- to establish a branch at 28345 Beck Road, Wixom.
- Approved, October 18, 2004

Boston

Northeast Bank, Auburn, Maine -- to establish a branch at 660 Roosevelt Trail, Windham.
- Withdrawn, October 22, 2004

Atlanta

Regions Bank, Birmingham, Alabama -- to establish branches at 2310 Highway 6 South, Sugar Land, Texas, and on Ocoee Crossing, Cleveland, Tennessee.
- Approved, October 18, 2004

Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at 2404 East Parkway Drive, Russellville.
- Approved, October 21, 2004

Atlanta

SunTrust Bank, Atlanta, Georgia -- to establish a branch at 9601 U.S. Highway One, Sebastian, Florida.
- Approved, October 19, 2004

Atlanta

SunTrust Bank, Atlanta, Georgia -- to establish branches at 2911 53rd Avenue East, Bradenton, Florida; 600 U.S. Highway 27, Clermont; 4770 Colonial Boulevard, Ft. Myers; 14821 Six Mile Cypress Highway; 545 Pine Island Road; 3175 Cheney Highway, Titusville; and 1500 East Merritt Island Causeway, Merritt Island.
- Approved, October 21, 2004

Kansas City

Union Colony Bank, Greeley, Colorado -- to establish a branch at 35th Avenue and 37th Street, Evans.
- Approved, October 19, 2004

Bank Holding Companies

Secretary

Barclays PLC, London, England, Barclays Bank PLC, and Barclays Group US Inc., Wilmington, Delaware -- commenter's request to extend the comment period on the application to become bank holding companies and to acquire Juniper Financial Corp., Wilmington, Delaware, and Juniper Bank.

- Denied, October 18, 2004

St. Louis

Cass Information Systems, Inc., Bridgeton, Missouri -- to acquire assets of NTransit, Inc., Wellington, Kansas, and NTransit, LLC and thereby engage in data processing and management consulting activities.

- Approved, October 22, 2004

Secretary

Citigroup Inc., New York, New York -- request to extend the comment period on the application to acquire Citibank Texas, National Association, Bryan, Texas, to comment on Citigroup's response to previous comments.

- Denied, October 20, 2004

Secretary

Citigroup Inc., New York, New York -- extension to October 25, 2004, to respond to public comments received on the application to acquire Citibank Texas, National Association, Bryan, Texas.

- Granted, October 20, 2004

Kansas City

Country Bancshares, Inc., Jamesport, Missouri -- to retain shares of Branson Bancshares, Inc., Branson, and thereby retain Branson Bank.

- Approved, October 19, 2004

Boston

Eastern Bank Corporation, Boston, Massachusetts -- to merge with Plymouth Bancorp, Inc., Middleboro, and thereby acquire Plymouth Savings Bank, Wareham.

- Approved, October 19, 2004

Bank Holding Companies

Dallas

First Financial Bankshares, Inc., Abilene, Texas -- to acquire Southwestern Bancshares, Inc., Glen Rose, and thereby acquire Southwestern Delaware Financial Corporation, Wilmington, Delaware, and First National Bank, Glen Rose.
- Approved, October 20, 2004

St. Louis

Maries County Bancorp, Inc., Vienna, Missouri -- to acquire 10.9 percent of Lone Summit Bancorp, Inc., Lake Lotawana, and thereby acquire Lone Summit Bank.
- Approved, October 21, 2004

Chicago

Marshall & Ilsley Corporation, Milwaukee, Wisconsin -- to acquire through Metavante Corporation the limited liability company interests of NuEdge Systems, LLC, Brookfield, and thereby engage in data processing activities.
- Approved, October 19, 2004

Atlanta

United Community Banks, Inc., Blairsville, Georgia -- to merge with Liberty National Bancshares, Inc., Conyers, and thereby acquire Liberty National Bank.
- Approved, October 19, 2004

Kansas City

Wilber Co., Wilber, Nebraska, SSB Management LLC, and First National Johnson Bancshares, Inc., Johnson -- to acquire, directly and indirectly, Hickman Corporation, Hickman, and its subsidiary, First State Bank, Lincoln; to acquire, directly and indirectly, Yutan Bancorp., Inc., Yutan, and Bank of Yutan; to acquire, directly and indirectly, Yutan Insurance Agency and thereby engage in insurance agency activities; and for SSB Management LLC and First National Johnson Bancshares, Inc. to acquire additional shares of Wilber Co.
- Approved, October 20, 2004

Competitive Factors Reports

Chicago

Associated Bank, National Association, Green Bay, Wisconsin -- report on competitive factors of the proposed merger with First Federal Capital Bank, La Crosse.
- Submitted, October 19, 2004

San Francisco

Bank of the West, San Francisco, California -- report on competitive factors of the proposed merger with Community First National Bank, Fargo, North Dakota, Community First Bankshares, Inc., Community First Technologies, Inc., and Community First Financial, Inc.
- Submitted, October 18, 2004

San Francisco

Bank of the West, San Francisco, California -- report on competitive factors of the proposed merger with Union Safe Deposit Bank, Stockton.
- Submitted, October 18, 2004

Chicago

BankFinancial Corporation, Burr Ridge, Illinois -- report on competitive factors of the proposed acquisition of BankFinancial, FSB.
- Submitted, October 19, 2004

Atlanta

First National Bank and Trust Company of the Treasure Coast, Stuart, Florida -- report on competitive factors of the proposed purchase of a branch of BankAtlantic, Vero Beach.
- Submitted, October 19, 2004

San Francisco

Five Star Bank, Rocklin, California -- report on competitive factors of the proposed merger with Five Star Bank Natomas, Sacramento.
- Submitted, October 19, 2004

Competitive Factors Reports

San Francisco

Fullerton Community Bank, Fullerton, California -- report on competitive factors of the proposed transfer of deposit liabilities and certain fixtures of the branch at 2291 West Malvern Avenue to Wescom Credit Union, Pasadena.

- Submitted, October 19, 2004

Atlanta

Greene County Bank, Greeneville, Tennessee -- report on competitive factors of the proposed acquisition of certain assets and deposit liabilities of three Lawrence County branches of National Bank of Commerce, Memphis.

- Submitted, October 18, 2004

Boston

Naugatuck Savings Bank, Naugatuck, Connecticut -- report on competitive factors of the proposed merger with a newly formed stock savings bank, also known as Naugatuck Savings Bank, in connection with its reorganization into a savings association mutual holding company, Nutmeg Financial MHC.

- Submitted, October 20, 2004 (AC)

Atlanta

Union Planters Bank, National Association, Memphis, Tennessee -- report on competitive factors of the proposed merger with Union Planters Bank of the Lakeway Area, Morristown.

- Submitted, October 21, 2004

Richmond

Wachovia Bank, National Association, Charlotte, North Carolina -- report on competitive factors of the proposed merger with SouthTrust Bank, Birmingham, Alabama.

- Submitted, October 19, 2004

Extensions Of Time

Director, BS&R

FNB Southeast, Reidsville, North Carolina -- extension of time to divest certain real estate.

- Granted, October 22, 2004

Extensions Of Time

Atlanta

Regions Bank, Birmingham, Alabama -- extension to November 21, 2005, to establish a branch on Debbie Lane and Highway 287, Mansfield, Texas.

- Granted, October 19, 2004

Atlanta

Regions Bank, Birmingham, Alabama -- extension to November 18, 2005, to establish a branch at 877 Military Cutoff Road, Wilmington, North Carolina.

- Granted, October 19, 2004

Atlanta

Regions Bank, Birmingham, Alabama -- extension to November 20, 2005, to establish a branch on Highway 181 near Interstate 10, Daphne.

- Granted, October 20, 2004

Atlanta

SunTrust Bank, Atlanta, Georgia -- extension to January 5, 2006, to establish a branch at Lightner Road and James Madison Highway, Haymarket, Virginia.

- Granted, October 19, 2004

International Operations

Director, BS&R

JPMorgan Chase Bank, New York, New York -- waiver of remainder of notification period to acquire the Edge and agreement corporations, Bank One International Holdings Corporation, Bank One International Corporation, and BIL International Holdings Inc.

- Granted, October 22, 2004

Director, BS&R

Zions Bank International, Las Vegas, Nevada -- waiver of remainder of notification period to invest in Weather Xchange Limited, London, United Kingdom.

- Granted, October 22, 2004

Membership

Kansas City

Kaw Valley State Bank and Trust Company, Wamego, Kansas -- to become a member of the Federal Reserve System.

- Approved, October 20, 2004

District 1

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, October 23, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Northeast Bank, Auburn, Maine - to open a branch at 660 Roosevelt Trail, Windham, Maine.	Newspaper - N/Avail

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(3)	Webster Financial Corporation, Waterbury, Connecticut - to acquire 100% of the common stock of Eastern Wisconsin Bancshares, Inc., Howards Grove, Wisconsin	Newspaper - 11/21/2004 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 2

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, October 23, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Bank of Baroda, Mumbai, Baroda, to establish a state-licensed branch in Houston, Texas.	Newspaper – N/Avail

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3A3	The Toronto-Dominion Bank, Toronto, Ontario, to acquire 51 percent of the voting shares of Banknorth Group, Inc., and thereby indirectly acquire Banknorth, National Association, both of Portland, Maine.	Newspaper – 11/08/2004 Fed. Reg. – 11/15/2004

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>	<i>Ending date of comment period</i>
Other Foreign	CLS Bank International, New York, New York, a Edge Corporation, to amend its articles of association, to increase the number of shares of outstanding capital stock.	

Section V – Availability of CRA public evaluations

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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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					<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, October 23, 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)	The Bancorp, Inc., Wilmington, Delaware to acquire 100 percent of the issued and outstanding shares of common stock of The Bancorp Bank, Wilmington, Delaware.	Newspaper - N/Avail Fed Reg - 11/15/2004
3(a)(3)	Abington Mutual Holdings Company, Jenkintown, PA, and Abington Community Bancorp, Inc., Jenkintown, PA, each to become a bank holding company in connection with the reorganization of Abington Savings Bank, Jenkintown, PA, from a state chartered mutual savings bank into a state chartered stock savings bank.	Newspaper - 11/11/2004 Fed Reg - 11/19/2004

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>	<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.

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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 4

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, October 23, 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, Cincinnati, OH to establish a branch at 4515 McCorkle Avenue, Charleston, WV.*	Newspaper - 10/19/2004

*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 Roger L. Moler and Janet L. Moler (collectively, "The Moler Family Control Group") to retain control of 10.20 percent of the outstanding shares of BNB Bancorp, Brookville, Ohio.	Newspaper - N/Avail Fed Reg - 09/27/2004
4(c)(8)	Park National Corporation, Newark, Ohio, to acquire First Clermont Bank, Milford, Ohio, pursuant to Section 4(c)(8) of the Bank Holding Company Act*.	Newspaper - N/Avail Fed Reg - 11/19/2004
3(a)(1), 4(c)(8)	Peoples Community Bancorp, Inc., West Chester, OH, to acquire 38% of the outstanding voting shares of Columbia Bancorp, Inc., Cincinnati, OH, pursuant to Section 3(a)(1) of the Bank Holding Company Act and Peoples Community Bancorp, Inc., West Chester, OH, to retain 100% of the voting shares of Peoples Community Bank, West Chester, OH, pursuant to Section 4(c)(8) of the Bank Holding Company Act*.	Newspaper - N/Avail Fed Reg - 10/29/2004
18(c), 3(a)(5), Branch	Sky Financial Group, Inc., Bowling Green, OH to acquire 100 percent of the voting shares of Prospect Bancshares, Inc., Worthington, OH pursuant to Section 3(a)(5) of the Bank Holding Company Act and thereby acquire its wholly-owned subsidiary, Prospect Bank, Columbus, OH and Sky Bank, Salineville, OH to merge with and into Prospect Bank, Columbus, OH pursuant to Section 18(c) of the Federal Deposit Insurance Act and incident thereto establish branch offices pursuant to Section 9 of the Federal Reserve Act.*	Newspaper - 10/24/2004 Fed Reg - 10/22/2004

*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)	Tri-State 1 st Banc, Inc., East Liverpool, Ohio, proposes to acquire MDH Investment Management, Inc., East Liverpool, Ohio, and engage in permissible investment advisory activities.	Fed Reg - 11/09/2004

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.

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

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

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

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

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

District 5

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, October 23, 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	Notice of Change in Control filed by Mr. Ronald Beach, BMTW LLC, Annette Beach, Benjamin Beach, Hillary Beach, Linda Blunt, and Ruthen Hamilton, to control approximately 12.79% of the voting shares of Community First Financial Corporation, Lynchburg, Virginia.*	Fed Reg – 11/10/2004 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>	<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.

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<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
390925	FNB Southeast 202 South Main Street Reidsville, North Carolina 27320	07/06/2004	10/20/2004	S	X	

Section VI – CRA examinations scheduled for

Quarter of

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

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, October 23, 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)(5)	GB&T Bancshares, Inc., Gainesville, Georgia, to merge with FNBG Bancshares, Inc., and thereby acquire its subsidiary, First National Bank of Gwinnett, both of Duluth, Georgia.*	Newspaper - 11/12/2004 Fed Reg - 11/15/2004
3(a)(1)	Heritage Mutual Corporation, Albany, Georgia, to become a bank holding company by acquiring 100 percent of the outstanding shares of HeritageBank of the South, Albany, Georgia.*	Newspaper - 10/29/2004 Fed Reg - 11/08/2004
3(a)(1)	Heritage Financial, Inc., Albany, Georgia, to become a bank holding company by acquiring 100 percent of the outstanding shares of HeritageBank of the South, Albany, Georgia.*	Newspaper - 10/29/2004 Fed Reg - 11/09/2004
3(a)(3)	Synovus Financial Corp., Columbus, Georgia, to acquire 100 percent of the outstanding shares of Cohutta Banking Company of Tennessee, Chattanooga, Tennessee (in organization).*	Newspaper - N/Avail Fed Reg: 10/28/2004
CIC	Valley Bancshares, Inc., Russellville, Alabama, prior change in control notice by the Rogers Investments, LP, Russellville, Alabama (Partnership), with Diane Rogers Barnes, Marietta, Georgia, and Robert Isaac Rogers, Jr., Russellville, Alabama, as general partners of Partnership, to acquire 44.13 percent of the outstanding shares of Valley Bancshares, Inc., and its subsidiary, Valley State Bank, both of Russellville, Alabama.	Newspaper - N/Avail Fed Reg - 10/26/2004

*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)	Sunshine Bankshares, Inc., Port Orange, Florida, notice to become a bank holding company by acquiring 100 percent of the outstanding shares of Sunshine State Community Bank, Port Orange, Florida.

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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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, October 23, 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 branch facilities to be located at 2730 W. Maple, Commerce Township, Michigan, 444 S. El Camino Real, San Mateo, California, and 800 North Haven, Ontario, California.*	Newspaper – N/Avail
18C & Branch	Libertyville Bank and Trust Company, Libertyville, Illinois, to purchase the assets and assume the liabilities of the branch located at 1110 Maple, Mundelein, Illinois, from Northview Bank and Trust, Northfield, Illinois, and thereby to establish a branch at 1110 Maple, Mundelein, Illinois.*	Newspaper – N/Avail
18C & Branches	Northbrook Bank and Trust Company, Northbrook, Illinois, to purchase the assets and assume the liabilities of the two branches located at 245 Waukegan Road, Northfield, Illinois, and 1751 Orchard Lane, Northfield, Illinois, from Northview Bank and Trust, Northfield, Illinois, and thereby to establish branches at 245 Waukegan Road, Northfield, Illinois, and 1751 Orchard Lane, Northfield, 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>
3(a)(3) & 3(a)(1)	Capitol Bancorp, Ltd., Lansing, Michigan, to acquire 100 percent of the voting shares of Capitol Development Bancorp Limited I, Lansing, Michigan, and thereby indirectly control Bank of Michigan (in organization), Farmington Hills, Michigan, and by Capitol Development Bancorp Limited I, Lansing, Michigan, to become a bank holding company by acquiring 51 percent of the voting shares of Bank of Michigan (in organization), Farmington, Hills, Michigan.*	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(1)	Rural Bancshares of Wisconsin, Inc., Fennimore, Wisconsin, to become a bank holding company by acquiring 80 percent of the voting shares of LSB Holding Company, Livingston, Wisconsin, and thereby indirectly acquire Livingston State Bank, Livingston, Wisconsin.*	Fed Reg – 11/12/2004 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 Rebecca Ann Ritchey, Wichita, Kansas, Gregory and Anne Ritchey, Shenandoah, Iowa, and Michael Bauer, Shenandoah, Iowa, to gain control of 97.27 percent of the common stock and 96.0 percent of the preferred stock of CNB Corp., Shenandoah, Iowa, and thereby indirectly City National Bank of Shenandoah, Shenandoah, Iowa.	Fed Reg – 11/05/2004 Newspaper – N/Avail
3(a)(3)	Cornerstone Financial Services Group, Inc., Ottumwa, Iowa, to acquire 100 percent of West Liberty Holding Co., West Liberty, Iowa, and thereby indirectly acquire West Liberty State Bank, West Liberty, Iowa.*	Fed Reg – 11/01/2004 Newspaper – N/Avail
3(a)(1) & 3(a)(3)	Nashua Bancshares, Inc., Saint Paul, Minnesota, to become a bank holding company by acquiring 100 percent of First State Bank (in organization), Nashua, Iowa, and by FNSB Bancorp, Inc., Nashua, Iowa; Readlyn Bancshares, Inc., St. Paul, Minnesota; Britt Bancshares, Inc., St. Paul, Minnesota; Tripoli Bancshares, Inc., St. Paul, Minnesota, and Ashton Bancshares, Inc., St. Paul, Minnesota, to acquire shares of Nashua Bancshares, Inc., St. Paul, Minnesota, and thereby indirectly acquire First State Bank (in organization), Nashua, Iowa.*	Fed Reg – 11/22/2004 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)	Marshall & Isley Corporation, Milwaukee, Wisconsin, to acquire, indirectly through its wholly-owned subsidiary, Metavante Corporation, 100 percent of the outstanding capital stock of VECTORsgi Holdings, Inc., Addison, Texas, and indirectly acquire VECTORsgi, Inc., Addison, Texas, and thereby engage in data processing activities and management consulting activities.	Fed Reg – 11/12/2004

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>
312244	First Bank of Berne 102 W. Main Street Berne, Indiana 46711 (260) 589-2151	03/22/2004	10/12/2004	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, October 23, 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>
3A1	FCB Financial Services, Inc., Marion, Arkansas, to become a bank holding company by acquiring 100 percent of First Community Bank of Eastern Arkansas, Marion, Arkansas. (Previously reported during the week ended October 16, 2004)*	Newspaper – 11/15/2004 Fed Reg – 11/15/2004
3A1	Liberty Financial Inc., Louisville, Kentucky, to become a bank holding company by acquiring 100 percent of Middleburg Bancorp, Inc., Middleburg, Kentucky, and thereby indirectly acquire Farmers Deposit Bank, Middleburg, Kentucky.	Newspaper – N/Avail Fed Reg – 11/19/2004

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>	<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.

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
973056	Bank of Hillsboro Hillsboro, Missouri	07/06/2004	10/209/2004	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, October 23, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c) Branch	Peoples State Bank of Plainview, Plainview, Minnesota, to merge with Red Cedar Bank, National Association, Boyceville, Wisconsin, and thereby establish branches at 715 Highway 79, Boyceville, Wisconsin, and 1428 North Broadway, Menomonie, Wisconsin.*	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 Bradley E. Bakken, St. Louis Park, Minnesota, to gain control of Bakken Securities, St. Louis Park, Minnesota, and thereby indirectly gain control of Citizens Independent Bank, St. Louis Park, Minnesota.	Fed Reg-11/09/2004 Newspaper-N/Avail
3(a)(1)	DCNB Holding Company, Clear Lake, South Dakota, to become a bank holding company by acquiring 100 percent of Deuel County National Bank, Clear Lake, South Dakota.*	Fed Reg-11/08/2004 Newspaper-11/06/2004
3(a)(5)	Independent Bancshares. Inc., Clarkfield, Minnesota, to acquire 100 percent of the voting shares of Clarkfield Holding Company, Clarkfield, Minnesota, and thereby indirectly acquire Farmers and Merchants State Bank of Clarkfield, Clarkfield, Minnesota.*	Fed Reg-N/Avail Newspaper-N/Avail
3(a)(1)	Vision Bank Holdings, Inc., Fargo, North Dakota, to become a bank holding company by acquiring 100 percent of VISIONBank, Fargo, North Dakota, a de novo bank.*	Fed Reg-11/15/2004 Newspaper-11/08/2004

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

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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 10

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, October 23, 2004

Section I – Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c)	Citizens Security Bank and Trust Company, Bixby, Oklahoma, to merge with Citizens Bank & Trust Company, Okmulgee, Oklahoma, and incident thereto, to establish four branches located at 101 E. Sixth Street, Okmulgee, Oklahoma; 3801 W. Okmulgee, 2401 E. Hancock, and 401 North Main Street, all in Muskogee, Oklahoma.	Newspaper - 11/20/2004

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)(1)	Young Corporation, Chillicothe, Missouri, to become a bank holding company through the indirect retention of 20.34 percent of the voting shares of Citizens Bancshares Co., Chillicothe, Missouri, parent of Citizens Bank & Trust Company, Chillicothe, Missouri.	Newspaper - 11/15/2004 Fed Reg - 11/15/2004
3(a)(1)	Young Partners, L.P., Chillicothe, Missouri, to become a bank holding company through the direct retention of 20.34 percent of the voting shares of Citizens Bancshares Co., Chillicothe, Missouri, parent of Citizens Bank & Trust Company, Chillicothe, Missouri.	Newspaper - 11/15/2004 Fed Reg - 11/15/2004
3(a)(3)	Citizens Bancshares Co., Chillicothe, Missouri, to acquire 12 percent of the voting shares of First Community Bancshares, Inc., Overland Park, Kansas, parent of First Community Bank, Lee's Summit, Missouri.	Newspaper - 11/15/2004 Fed Reg - 11/15/2004
CIC	Notice by the M.L. Smith Revocable Trust, Brookfield, Missouri, Mark L. Smith, trustee; the Ann E. Smith Revocable Trust and the Ann E. Smith Residuary Trust, both in Brookfield, Missouri, Ann E. Smith, trustee; and Michael R. Smith, Perry, Iowa, to retain control of First Missouri Bancshares, Inc., parent of First Missouri National Bank, both in Brookfield, Missouri.	Newspaper - N/Avail 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>
Investment in Bank Premises	Citizens Security Bank and Trust Company, Bixby, Oklahoma, to increase its investment in bank premises.

Section V – Availability of CRA public evaluations

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

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

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

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

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

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

District 11

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, October 23, 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 12

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, October 23, 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)	Franklin Resources, Inc., San Mateo, California, to acquire 14 percent of Centennial Bank Holdings, Inc., Fort Collins, Colorado, and thereby indirectly acquire Centennial Bank of the West, Fort Collins, Colorado, Guaranty Corporation, Denver, Colorado, Guaranty Bank & Trust Company, Denver, Colorado, The First National Bank of Strasburg, Strasburg, Colorado, and Collegiate Peaks Bank, Buena Vista, Colorado.*	Newspaper – N/Avail Fed Reg – 11/15/2004

* 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>
3(a)(5)(c)	Idaho Bancorp, Boise, Idaho, to become a bank holding company by acquiring 100 percent of Idaho Banking Company, Boise, Idaho.

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>LrgBk</i>	<i>SmBk</i>
None						

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

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