

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

No. 45

Week Ending November 6, 2004

Board of Governors of the Federal Reserve System, Washington, DC 20551

Forms

Forms -- final Board review to extend with revision the Consolidated Bank Holding Company Report of Equity Investments in Nonfinancial Companies (FR Y-12). - Approved, November 1, 2004

Reserve Bank Services

Federal Reserve Priced Services -- private sector adjustment factor for 2005. - Approved, November 4, 2004

Federal Reserve Priced Services -- 2005 fee schedules for priced services and electronic access.

- Approved, November 4, 2004

H.2	Actions	under	delegated	authority
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BS&RBanking Supervision and RegulationC&CAConsumer and Community AffairsFOMCFederal Open Market Committee

RBOPS Reserve Bank Operations and Payment Systems

 IF International Finance

 OSDM Office of Staff Director for Management

Bank Branches, Domestic

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at 199 Graceland Boulevard, Columbus.

- Approved, November 5, 2004

Cleveland

Fifth Third Bank, Grand Rapids, Michigan -- to establish branches at 6801 Telegraph
Road, Bloomfield Hills; 25950 Gratiot Avenue, Roseville; 20065 Mack Avenue, Grosse
Pointe Woods; and 66 Kercheval Avenue, Grosse Pointe Farms.
Approved, November 5, 2004

Richmond

Four Oaks Bank & Trust Company, Four Oaks, North Carolina -- to establish a branch at 590 Tomahawk Highway, Harrells. - Approved, November 3, 2004

Dallas

Legacy Bank of Texas, Plano, Texas -- to establish a branch at 13333 Midway Road, Farmers Branch.

- Approved, November 5, 2004

Chicago

M&I Marshall & Ilsley Bank, Milwaukee, Wisconsin -- to establish a branch at 1341 Greenwood Court, Shakopee, Minnesota. - Approved, November 5, 2004

Chicago

Southwest Bank of St. Louis, St. Louis, Missouri -- to establish a branch at Clarkson and Clayton Roads, Ellisville.

- Approved, November 5, 2004

Bank Holding Companies

New York

Credit Suisse Group, Zurich, Switzerland, and Credit Suisse First Boston -- to acquire up to 24.9 percent of the shares of Silver Acquisition Corp., Montgomery, Alabama, which will operate as a savings and loan holding company through a merger with Gold Banc Corporation, Inc., Leawood, Kansas, and thereby engage in operating a federal savings bank.

- Withdrawn, November 4, 2004

Atlanta

Enterprise Banking Company, Inc., Stockbridge, Georgia -- to become a bank holding company and to acquire The Dorsey State Bank, Abbeville. - Withdrawn, November 4, 2004

Secretary

First National Bank Group, Inc., Edinburg, Texas -- commenter's request to extend the comment period on the application to acquire up to 14.99 percent of the shares of Alamo Corporation of Texas, Alamo, and thereby acquire Alamo Corporation of Delaware, Wilmington, Delaware, and Alamo Bank of Texas, Alamo. - Denied, November 5, 2004

Philadelphia

Fulton Financial Corporation, Lancaster, Pennsylvania -- to merge with First Washington FinancialCorp, Windsor, New Jersey, and thereby acquire First Washington State Bank. - Approved, November 4, 2004

Minneapolis

State Bankshares, Inc., Fargo, North Dakota -- to acquire First State Bank of Audubon, Audubon, Minnesota.

- Approved, November 3, 2004

Minneapolis

The Tysan Corporation, Minneapolis, Minnesota -- to acquire Blaine State Bank, Blaine. - Approved, November 1, 2004

Bank Mergers

New York

Adirondack Bank, Utica, New York -- to purchase the assets and assume the liabilities of the Herkimer and Ilion branches of HSBC Bank USA, National Association, Buffalo. - Approved, November 4, 2004

St. Louis

First Banks, Inc., St. Louis, Missouri, and The San Francisco Company, San Francisco, California -- to acquire Hillside Investors, Ltd., Hillside, Illinois, and thereby acquire CIB Bank; and for First Banks, Inc.'s subsidiary, First Bank, St. Louis, to merge with CIB Bank and retain the acquired facilities as branches.
Approved, November 1, 2004

Richmond

NBRS Financial, Rising Sun, Maryland -- to purchase certain assets and assume certain liabilities of the Aberdeen branch of Susquehanna Bank, Baltimore. - Withdrawn, November 2, 2004

Change In Bank Control

Atlanta

Financial Corporation of Louisiana, Crowley, Louisiana -- change in bank control. - Withdrawn, November 3, 2004

Competitive Factors Reports

Kansas City

American National Bank, Omaha, Nebraska -- report on competitive factors of the proposed merger with Peoples National Bank, Council Bluffs, Iowa. - Submitted, November 5, 2004

Kansas City

Bank of Keystone, Keystone, Nebraska -- report on competitive factors of the proposed merger with Commercial State Bank, Elsie. - Submitted, November 2, 2004

- Submitted, November 2, 200

Competitive Factors Reports

Kansas City

Central National Bank, Junction City, Kansas -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of Western National Bank, Lenexa.

- Submitted, November 2, 2004

Kansas City

Community State Bank, Coffeyville, Kansas -- report on competitive factors of the proposed merger with CSB Bancorp, Inc. - Submitted, November 4, 2004

Kansas City

Equity Bank, A National Association, Andover, Kansas -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of three Wichita branches of Hillcrest Bank, Overland Park. - Submitted, November 3, 2004

Dallas

First State Bank, Honey Grove, Texas, Honey Grove, Texas -- report on competitive factors of the proposed merger with HG Acquisitions, Inc., Houston. - Submitted, November 5, 2004

St. Louis

Peoples Bank of Jamestown, Jamestown, Missouri -- report on competitive factors of the proposed merger with Jamestown Interim Bank. - Submitted, November 1, 2004

New York

Wilber National Bank, Oneonta, New York -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Sidney and Walton branches of HSBC Bank USA, National Association, New Castle, Delaware. - Submitted, November 5, 2004

Secretary

Zions First National Bank, Salt Lake City, Utah -- report on competitive factors of the proposed acquisition of deposits of American Investment Bank, National Association. - Submitted, November 5, 2004

Extensions Of Time

St. Louis

Arvest Bank, Fayetteville, Arkansas -- extension to May 31, 2005, to establish a branch at 2203 North Highway 81, Duncan, Oklahoma.

- Granted, November 3, 2004

St. Louis

First Banks, Inc., St. Louis, Missouri -- extension to February 2, 2005, to acquire up to 24.99 percent of the shares of Community West Bancshares, Goleta, California, and thereby acquire Goleta National Bank.
Granted, November 1, 2004

St. Louis

FSB Bancshares, Inc., Henderson, Tennessee -- extension to February 1, 2005, to acquire up to 35 percent of the shares of Merchants and Planters Bancshares, Inc., Toone, and thereby acquire Merchants and Planters Bank. - Granted, November 1, 2004

Chicago

Oswego Community Bank Employee Stock Ownership Plan, Oswego, Illinois -extension to January 30, 2005, to increase its ownership of Oswego Bancshares, Inc., and thereby acquire Oswego Community Bank.

- Granted, November 1, 2004

Atlanta

SunTrust Bank, Atlanta, Georgia -- extension to January 5, 2006, to establish a branch at 7451 Mount Vernon Square, Alexandria, Virginia. - Granted, November 3, 2004

Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, November 6, 2004

Section I – Applications subject to newspaper notice only

Type	Application	Ending date of comment period
None		

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

Type	Application	Ending date of comment period
None		

Section III – Applications subject to Federal Register notice only

Type	Application	Ending date of comment period
None		

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

Туре	Application		
None			

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

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, November 6, 2004

Туре	Application	Ending date of comment period
FBSEA	Bank of Baroda, Mumbai, Baroda to establish a state-licensed branch in Houston, Texas.	Newspaper – N/Avail
FBSEA	Calyon, Paris, France to establish an after-the-fact branch in Los Angeles, California.	Newspaper – 12/03/2004

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

Type	Application	Ending date of comment period
3A3	Banco Bilbao Vizcaya Argentaria S.A., Bilbao, Spain to acquire Laredo National Bancshares, Laredo, Texas and thereby acquire Laredo National Bank and South Texas National Bank, both of Laredo, Texas.	

Section III – Applications subject to Federal Register notice only

Type	Application	Ending date of comment period
None		

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

None	Туре	Application		
	None			

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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number	Institution/Location	date	public date	rating	LrgBk SmBk
None					

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, November 6, 2004

Section I – Applications subject to newspaper notice only

Туре	Application	Ending date of comment period
Branch	Pocono Community Bank, Stroudsburg, PA, to establish a branch office at Route 611, Swiftwater, PA.	Newspaper - 11/12/2004

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

Type	Application	Ending date of comment period
None		

Section III – Applications subject to Federal Register notice only

Type	Application	Ending date of comment period
None		

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

Туре	Application
None	

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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RSSD		Examination	CRA	CRA	Exam ty	vpe
number	Institution/Location	date	public date	rating	LrgBk	SmBk
None						

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, November 6, 2004

Type	Application	Ending date of comment period	
*18(c) & *Branch	Citizens Deposit Bank and Trust Company, Vanceburg, Kentucky, to merge with Bank of Germantown, Germantown, Kentucky, 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 – 11/26/2004	
*Branch	Citizens Deposit Bank and Trust Company, Vanceburg, Kentucky, to establish de novo a branch office located at 191 Walmart Way, Maysville, Kentucky, pursuant to section 9 of the Federal Reserve Act.	Newspaper – 11/10/2004	
*Branch	Fifth Third Bank, Cincinnati, OH, to establish a branch facility at 3885 Rocky River Drive, Cleveland, OH	Newspaper - 11/18/2004	
*Subject to the provisions of the Community Reinvestment Act			

Section II – Applications subject to both newspaper and Federal Register notice			
Type	Application	Ending date of comment period	
*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	

*Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

Type	Ending date of comment period
None	

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

Туре	Application
Foreign Branch	Prior notice by Fifth Third Bank, Cincinnati, Ohio, to establish a foreign bank branch operating from two offices to be located in Windsor, Ontario, Canada and Toronto, Ontario, Canada, pursuant to section 211.3(b) of Regulation K

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:

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, November 6, 2004

Section I – Applications subject to newspaper notice only

Type	Application	Ending date of comment period
Branch	Monarch Bank, Chesapeake, Virginia, to establish a branch at 240 East Main Street, Norfolk, Virginia.*	Newspaper - 11/17/2004

*Subject to the provisions of the Community Reinvestment Act.

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

Type	Application	Ending date of comment period
None		

Section III – Applications subject to Federal Register notice only

Type	Application	Ending date of comment period
None		

Section IV – Applications	not subject to Fede ral	l Register or newspape	er notice

Туре	Application
4(c)(8)	Capital One Financial Corporation, McLean, Virginia, proposes to engage in the automobile financing business through the acquisition of 100% of the voting shares of Onyx Acceptance Corporation, Foothill Ranch, California.

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.

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

Institution	Location
The Annapolis Banking and Trust Company	Annapolis, Maryland
Fidelity & Trust Bank	Bethesda, Maryland
Four Oaks Bank & Trust Company	Four Oaks, North Carolina
The Bank of Currituck	Moyock, North Carolina
Virginia Bank and Trust Company	Danville, Virginia
Colonial Virginia Bank	Gloucester, Virginia
Benchmark Community Bank	Kenbridge, Virginia
The Page Valley Bank	Luray, Virginia
Bank of Virginia	Midlothian, Virginia
Central Virginia Bank	Powhatan, Virginia
Citizens Community Bank	South Hill, Virginia
BCBank, Inc.	Philippi, West Virginia

Section VI – CRA examinations scheduled for 1^{st} Quarter of 2005

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

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, November 6, 2004

Type	Application	Ending date of comment period
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 1110 Hillsboro Road, Franklin, Tennessee, to be known as the Harpeth Village Branch.*	Newspaper – 11/17/2004
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 8031 US Highway 431, Albertville, Alabama, to be known as the Albertville Branch.*	Newspaper – 11/17/2004
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 11231 Bloomingdale Avenue, Riverview, Florida, to be known as the Winthrop Branch.*	Newspaper – 11/17/2004
Branch	AmSouth Bank, Birmingham, Alabama, to establish a branch located at 2000 Capital Circle NE, Tallahassee, Florida, to be known as the Buck Lake Branch.*	Newspaper – 11/17/2004
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at 201 South Main Street, Summerville, South Carolina.*	Newspaper – 11/11/2004
Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at the southwest corner of Wilson Park Avenue and FM 620, Four Points, Texas.*	Newspaper – 11/06/2004

Section I – Applications subject to newspaper notice only	

*Subject to provisions of the Community Reinvestment Act

Section II – Applications s	ubject to both newspa	aper and Federal Register notice
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Type	ApplicationEnding date of comment period
3(a)(1)	Great Financial Corporation, Miami Lakes, Florida, to become a Newspaper – N/Avail bank holding company by acquiring 100 percent of the Fed Reg – N/Avail outstanding shares of Great Florida Bank, Miami, Florida.*

Section II – Applications	s subject to both newspaper a	and Federal Register notice
Section II ipplication	s subject to both hetispuper	und i cuci ul itegister notice

Туре	Application	Ending date of comment period
CIC	CBS Banc-Corp, Russellville, Alabama, prior change in control notice filed by The Cecil and Olivia Batchelor Family Limited Partnership, J. Gregory Batchelor general partner; and The Olivia and Cecil Batchelor Family Limited Partnership, Rebecca Batchelor Reeves general partner; along with Cecil Batchelor, Olivia Batchelor, J. Gregory Batchelor, Rebecca Batchelor Reeves, Ray Bradley Reeves, Donna Batchelor, and Dependable True Value, Inc., all of Russellville, Alabama, to collectively acquire 56.28 percent of the outstanding shares of CBS Banc- Corp, and its subsidiaries, Citizens Bank & Savings Company, Russellville, Alabama, and Bank of Bolivar, Bolivar, Tennessee.	
CIC	Peoples Independent Bancshares, Inc., Boaz, Alabama, change in control notice filed by Rex Lee Davis, Emily Medlock Davis, Alan Rex Davis, Beverly Renee Davis, Stephen Paul Davis, and Tammy Renee Davis, all of Boaz, Alabama, to collectively acquire 2.31 percent of the outstanding shares of Peoples Independent Bancshares, Inc., and its subsidiaries, Peoples Independent Bank, Boaz, Alabama, and First Bank, Wadley, Alabama. Total ownership will equal 13.86 percent.	

*Subject to provisions of the Community Reinvestment Act

Section III –	Applications	subject to Fede	eral Register n	otice only

Type	Application	Ending date of comment period
4(c)(8)	Civitas BankGroup, Inc., Franklin, Tennessee, to engage de novo in making, acquiring, brokering, or servicing loans or other extensions of credit, pursuant to section 225.28(b)(1) of Regulation Y; and to engage in activities related to extending credit, pursuant to section 225.28(b)(2) of Regulation Y, through its subsidiary, Civitas Management Company, Inc., Franklin, Tennessee.	
4(c)(8)	DBT Holding Company, Vidalia, Georgia, to own 47.5 percent investment in DBW Technologies, LLC, Atlanta, Georgia, and thereby engage de novo in data processing activities, pursuant to section 225.28 (b) (14) of Regulation Y.	Fed Reg – N/Avail

Type	Application
3(a)(1)	Florida Choice Bankshares, Inc., Mt. Dora, Florida, notice to become a bank holding company by acquiring 100 percent of the outstanding shares of Florida Choice Bank, Mt. Dora, Florida.

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

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

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, November 6, 2004

Type	Application	Ending date of comment period
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
Branch	Community State Bank, Avilla, Indiana, to establish a branch facility to be located at 1802 Ida Red Road, Kendallville, Indiana.*	Newspaper - 11/10/2004

* Subject to the provisions of the Community Reinvestment Act

Type	Application	Ending date of comment period
3(a)(3) & 3(a)(1)	Bank of Montreal, Toronto, Ontario, Canada, Harris Financial Corp., Chicago, Illinois, and Harris Bankcorp, Inc., Chicago, Illinois, to acquire 100 percent of the voting shares of Lake Commercial Corporation, Hammond, Indiana, and thereby indirectly acquire Mercantile Bancorp, Inc., Hammond, Indiana, and indirectly Mercantile National Bank of Indiana, Hammond, Indiana, and by Bank of Montreal, Toronto, Ontario, Canada, Harris Financial Corp., Chicago, Illinois, and Harris Bankcorp, Inc., Chicago, Illinois, to acquire indirectly through Lake Commercial Corporation, Hammond, Indiana, and Mercantile Bancorp, Inc., Hammond, Indiana, 8.6 percent of First State Bank of Porter, Porter, Indiana, and by Lake Commercial Corporation, Hammond, Indiana, to become a bank holding company through the acquisition of 100 percent of the voting shares of Mercantile Bancorp, Inc., Hammond, Indiana, and indirectly Mercantile National Bank of Indiana, Hammond, Indiana, and through the acquisition of 8.6 percent of First State Bank of Porter, Porter, Indiana Bank of Indiana, Hammond, Indiana, and through the acquisition of 8.6 percent of First State Bank of Porter, Porter, Indiana Bank of Indiana, Hammond, Indiana, and through the acquisition of 8.6 percent of First State	Fed Reg – 11/29/2004 Newspaper – 11/28/2004

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

Type	Application	Ending date of comment period
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 – 11/22/2004 Newspaper – 11/20/2004
3(a)(5)	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 – 11/21/2004
3(a)(1)	Logan Investment Corp., Keokuk, Iowa, to become a bank holding company by acquiring 100 percent of State Central Bank, Keokuk, Iowa.*	Fed Reg – 12/06/2004 Newspaper – N/Avail
3(a)(1)	Metropolitan Capital Bancorp, Inc., Chicago, Illinois, to become a bank holding company by acquiring 100 percent of the voting shares of Metropolitan Capital Bank (in organization), Chicago, Illinois.*	Fed Reg – 11/30/2004 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
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 – 11/08/2004

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

Туре	Application	Ending date of comment period
3(a)(3) & 3(a)(1)	Peotone Bancorp, Inc., Peotone, Illinois, to acquire 74.19% of the voting shares (48.39% directly and 25.81% indirectly) of Legacy Integrity Group, Inc., Scottsdale, Arizona, and thereby indirectly acquire Legacy Bank (in organization), Scottsdale, Arizona; Founders Group, Inc., Worth, Illinois, to acquire 12.90% of the voting shares of Legacy Inte grity Group, Inc., Scottsdale, Arizona, and thereby indirectly acquire Legacy Bank (in organization), Scottsdale, Arizona; Terrapin Bancorp, Inc., Elizabeth, Illinois, to acquire 25.81 % of the voting shares of Legacy Integrity Group, Inc., Scottsdale, Arizona, and thereby indirectly acquire Legacy Bank (in organization), Scottsdale, Arizona; Rock River Bancorporation, Inc., Oregon, Illinois, to acquire 12.9% of the voting shares of Legacy Integrity Group, Inc., Scottsdale, Arizona, and thereby indirectly acquire Legacy Bank (in organization), Scottsdale, Arizona, and by Legacy Integrity Group, Inc., Scottsdale, Arizona, and by Legacy Integrity Group, Inc., Scottsdale, Arizona, and by Legacy Bank (in organization), Scottsdale, Arizona, to become a bank holding company by acquiring 100% of the voting shares of Legacy Bank (in organization), Scottsdale, Arizona.*	Fed Reg – N/Avail Newspaper – N/Avail

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

* Subject to the provisions of the Community Reinvestment Act

Section III –	Applications	subject to Fede	ral Register noti	ce only
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Type	Application	Ending date of comment period
4(c)(8)	Parkway Bancorp, Inc., Harwood Heights, Illinois, proposes to establish a wholly owned subsidiary, Parkway Financial, Inc., Harwood Heights, Illinois, to acquire a 49.9 percent interest in Parkway Mortgage & Financial Center, LLC, Des Moines, Iowa, and thereby engage in residential real estate mortgage lending activities.	Fed Reg – 11/24/2004

Section IV – Applications	not subject to Feder	al Register or	newspape r notice
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Туре	Application
Membership	Great River Bank & Trust, Davenport, Iowa, to become a member in the Federal Reserve System.

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

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

Section VI – CRA examinations scheduled for	First	Quarter of 2005
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Institution	Location
First Bank and Trust of Evanston	Evanston, Illinois
Elkhart Community Bank	Elkhart, Indiana
Sand Ridge Bank	Highland, Indiana
Freedom Security Bank	Coralville, Iowa
Security State Bank	New Hampton, Iowa

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

Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, November 6, 2004

Section I –	Applications	subject to	newspaper	notice only

Type	Application	Ending date of comment period
Branch	Arvest Bank, Fayetteville, Arkansas, to establish a branch facility to be located at 218 West Henry De Tonti Boulevard, Tontitown, Arkansas.	Newspaper – 11/13/2004
Branch	Arvest Bank, Fayetteville, Arkansas, to establish a branch facility to be located at 4301 South Garnett, Tulsa, Oklahoma.	Newspaper - 11/13/2004
Branch	Arvest Bank, Fayetteville, Arkansas, to establish a branch facility to be located at 2200 West Pleasant Grove Road, Rogers, Arkansas.	Newspaper - 11/13/2004

Туре	Application	Ending date of comment period
CIC	Notice by the Russell Badgett, Jr. Irrevocable Trust, with Bentley F. Badgett, Jr. as trustee, both of Madisonville, Kentucky, to gain control of Hancock Bancorp, Inc., Hawesville, Kentucky ("Bancorp"). Also, the Badgett Control Group, which consists of Russell Badgett, Jr., Madisonville, Kentucky; Russell Badgett, Jr. Irrevocable Trust, Madisonville, Kentucky; Bentley F. Badgett, individually and as trustee, Madisonville, Kentucky; Dr. C. B. Badgett, Lewisport, Kentucky; Russell Badgett III, Owensboro, Kentucky; Joseph Rockney Badgett, Madisonville, Kentucky; Nita Anne Smaldone, Nashville, Tennessee; and Claudia Badgett Riner, Louisville, Kentucky, to retain control of Bancorp. (Previously reported during the week ended October 16, 2004)	Newspaper – 11/29/2004 Fed Reg – 11/04/2004
CIC	Notice by Charles Keith Akin, Clinton, Kentucky, to increase control of Purchase Area Bancorp, Bardwell, Kentucky ("Bancorp"). Notice is also provided by the Akin Control Group, which consists of Charles Keith Akin, Anita Akin, Burkley Investments, Inc., Parkway Manor - KY, and Parkway Manor - TN, all of Clinton, Kentucky, and Bruce Akin, Paducah, Kentucky, to increase control of Bancorp.	Newspaper – 11/22/2004 Fed Reg – 11/24/2004

Type	Application	Ending date of comment period
3A1	Centennial Bancshares, Inc., Little Rock, Arkansas, to become a bank holding company by acquiring 100 percent of Pine State Bancshares, Inc., Kingsland, Arkansas, and thereby indirectly acquire Pine State Bank, Kingsland, Arkansas.*	Newspaper – N/Avail Fed Reg – 12/06/2004

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

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

Type	Application	Ending date of comment period
None		

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

Туре	Application
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

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, November 6, 2004

Type	Application	Ending date of comment period
18(c) & Branch	Dacotah Bank, Aberdeen, South Dakota, to merge with Dacotah Bank, Rolla, North Dakota, and Dacotah Bank, Valley City, North Dakota, and thereby establish 7 branches.*	Newspaper – N/Avail
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 – App	lications subject to be	oth newspaper and	Federal Register notice
II.	···· · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	

Type	Application	Ending date of comment period
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 – 11/26/2004 Newspaper – 11/30/2004
CIC	Notice by Lyndon L. Krause, Winnebago, Minnesota, and David D. Krause, Winnebago, Minnesota, to gain control of Krause Financial, Inc., Winnebago, Minnesota, and thereby indirectly gain control of First National Bank in Winnebago, Winnebago, Minnesota.	Fed Reg – 11/24/2004 Newspaper – N/Avail
CIC	Notice by Craig K. Potts, Henderson, Nevada, to gain control of Security State Agency of Aitkin, Inc., Aitkin, Minnesota, and thereby indirectly gain control of Security State Bank of Aitkin, Aitkin, Minnesota.	Fed Reg – 11/24/2004 Newspaper – N/Avail

Type	Application	Ending date of comment period
3(a)(1) & 4(c)(8)	Western Transaction Corporation, Duluth, Minnesota, to become a bank holding company by acquiring 100% of Western National Bank, Duluth, Minnesota; and 100% of Cass Lake Company, Duluth, Minnesota, and thereby indirectly acquiring The First National Bank of Cass Lake, Cass Lake, Minnesota. Applicant also proposes to acquire 100% of Premier Credit Corporation, Duluth, Minnesota, an industrialloan company, and, through Cass Lake Company, Duluth, Minnesota, to engage in insurance agency activities in a town with a population not exceeding 5,000.*	Fed Reg – N/Avail Newspaper – N/Avail

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

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

Type	Application	Ending date of comment period
None		

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

Туре	Application		
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

RSSD		Examination	CRA	CRA	Exam type	
number	Institution/Location	date	public date	rating	LrgBk SmBk	
374653	First PREMIER Bank Sioux Falls, SD	10/20/2003	11/05/2004	S	Х	
2802945	First Commercial Bank Bloomington, MN	08/09/2004	11/05/2004	S	Х	

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, November 6, 2004

Section I – Applications subject to newspaper notice only

Type	Application	Ending date of comment period
None		

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

Type	Application	Ending date of comment period
CIC	Notification by Walter David Scott, Amy Scott, and Sandra Parker, all of Omaha, Nebraska; and Karen Dixon, Leawood, Kansas, to acquire control of DB Holding Company, Inc., parent of Omaha State Bank, both in Omaha, Nebraska.	Newspaper – N/Avail Fed Reg – N/Avail
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 – 11/17/2004 Fed Reg – 11/12/2004

Section III – Applications subject to Federal Register notice only

Туре	Application	Ending date of comment period
None		

Section IV – Applications not subject to Federal Register or news paper notice

Туре	Application		
None			

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, November 6, 2004

Section I – Applications subject to newspaper notice only

Type	Application	Ending date of comment period
Branch	The First State Bank, Granger, TX, to establish a branch at 120 County Road 119, Suite A., Hutto, TX 78634*	Newspaper - 11/15/2004

* Subject to the provisions of the Community Reinvestment Act

Section II – Applications subject to both newspaper and Fede ral Register notice

Туре	Application	Ending date of comment period
CIC	Ken Chee-Kin Mok, et ux, Plano, TX, to acquire an interest in First International Bancorp Texas, Inc., Plano, TX	Fed Reg – 11/24/2004 Newspaper – 11/22/2004

Section III – Applications subject to Federal Register notice only

Type	Application	Ending date of comment period
None		

Section IV – Applications not subject to Federal Register or newspaper notice			
Туре	Application		
None			

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	

Federal Reserve Bank of San Francisco

Applications and notifications filed during the week ending Saturday, November 6, 2004

Section I – Applications subject to newspaper notice only

Type	Application	Ending date of comment period
None		

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

Туре	Application	Ending date of comment period
3A3	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 – 11/19/2004 Fed Reg – 11/15/2004

* Subject to the provisions of the Community Reinvestment Act

Section III – Applications subject to Federal Register notice only

		Ending date of
Туре	Application	comment period
None		

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

Туре	Application
None	

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

Section VI – CRA examinations scheduled for	Quarter of
Institution	Location
None	