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# Federal Reserve Release

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

*No. 6*

*Week Ending February 6, 1999*

### **Bank Holding Companies**

Banc Corporation, Birmingham, Alabama -- to merge with Emerald Coast Bancshares, Inc., Panama City Beach, Florida, and acquire Emerald Coast Bank after its conversion from a state-chartered savings bank to a federally chartered savings association.

- Approved, February 1, 1999

BankAmerica Corporation, Charlotte, North Carolina; BancWest Corporation, Honolulu, Hawaii; BB&T Corporation, Winston-Salem, North Carolina; First Union Corporation, Charlotte; SunTrust Banks, Inc., Atlanta, Georgia; Wachovia Corporation, Winston-Salem, North Carolina; and Zions Bancorporation, Salt Lake City, Utah -- to acquire H&S Holding Company, Maitland, Florida, and to merge Honor Technologies, Inc., and Star Systems, Inc., San Diego, California, and engage in providing data processing, check verification, and management consulting services.

- Approved, February 1, 1999

Istituto Bancario San Paolo di Torino-Istituto Mobiliare Italiano S.p.A., Turin, Italy -- to engage through Mabon Securities Corp., New York, New York, and Cedar Street Securities Corp. in certain nonbanking activities.

- Approved, February 1, 1999

### **International Operations**

Carolina First Corporation, Greenville, South Carolina -- to make an investment in Carolina First Guaranty Reinsurance, Ltd., Zetlands, Saint Kitts and Nevis.

- Approved, February 1, 1999

### **Regulations And Policies**

Credit risk management -- guidance to supervisors and bankers concerning counterparty credit risk management.

- Published, February 1, 1999

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

**Bank Branches, Domestic**

## Chicago

1st Source Bank, South Bend, Indiana -- to establish a branch at 720 South 11th Street, Niles, Michigan.

- Approved, February 3, 1999

## Richmond

EagleBank, Bethesda, Maryland -- to operate a mobile branch courier service at certain locations in the Washington, D.C., metropolitan area.

- Approved, February 3, 1999

## San Francisco

Mid-Peninsula Bank, Palo Alto, California -- to establish a branch at 1255 Treat Boulevard, Walnut Creek, California.

- Approved, February 3, 1999

## Kansas City

Olathe State Bank, Olathe, Colorado -- to establish a branch at 102 Main Street, Delta, Colorado.

- Approved, February 3, 1999

## Philadelphia

Twin River Community Bank, Easton, Pennsylvania -- to establish branches at 3815 Linden Street, Bethlehem, Pennsylvania, and 2400 Schoenersville Road.

- Approved, February 4, 1999

**Bank Holding Companies**

## Atlanta

Atlantic BancGroup, Inc., Jacksonville Beach, Florida -- to acquire Oceanside Bank.

- Approved, January 29, 1999 (AC)

**Bank Holding Companies**

New York

Bank of New York Company, New York, New York -- to engage through BNY Capital Markets, Inc. in specialist activities on the Philadelphia and Chicago stock exchanges.

- Approved, February 5, 1999

San Francisco

Bay View Capital Corporation, San Mateo, California -- to engage in check processing and financing activities through the retention of Regent Financial Corporation and Bay Commercial Finance Group.

- Withdrawn, January 13, 1999 (AC)

San Francisco

Bay View Capital Corporation, San Mateo, California -- to acquire Bay View Bank, National Association.

- Approved, February 2, 1999

Dallas

Capital Bancorp, Inc., Delhi, Louisiana -- to acquire Commercial Capital Bank.

- Approved, February 3, 1999

Director, BS&R

Eagle Financial Services, Inc., Berryville, Virginia -- transfer agent registration.

- Withdrawn, February 4, 1999

San Francisco

Eggemeyer Advisory Corp., Rancho Santa Fe, California; Castle Creek LLC; and Castle Creek Capital Partners Fund-I, L.P. -- to acquire shares of Valley Bancorp, Inc., El Paso, Texas.

- Withdrawn, February 4, 1999

Chicago

First Business Bancshares, Inc., Madison, Wisconsin -- to acquire shares of Fox River Valley Bancorp, Inc., Appleton, Wisconsin, and First Business Bank of the Fox River Valley.

- Approved, February 3, 1999

**Bank Holding Companies**

Chicago

First DuPage Bancorp, Inc., Westmont, Illinois -- to acquire First DuPage Bank.  
- Approved, February 2, 1999

Chicago

First Merchants Corporation, Muncie, Indiana -- to acquire Jay Financial Corporation, Portland, Indiana, and First National Bank of Portland.  
- Approved, February 2, 1999

Chicago

Fountain View Bancorp, Inc., Sigourney, Iowa -- to acquire Keokuk County Bankshares, Inc. and Keokuk County State Bank.  
- Approved, February 4, 1999

Chicago

Fox River Valley Bancorp, Inc., Appleton, Wisconsin -- to acquire First Business Bank of the Fox River Valley.  
- Approved, February 3, 1999

New York

Grand Bancorp, Inc., Kingston, New Jersey -- to become a bank holding company with respect to Grand Bank, N.A.  
- Approved, February 3, 1999

Atlanta

Intervest Bancshares Corporation, New York, New York -- to acquire Intervest National Bank.  
- Approved, February 2, 1999

Atlanta

Manufacturers Bancshares, Inc., Tampa, Florida -- to acquire Manufacturers Bank of Florida.  
- Returned, February 4, 1999

### **Bank Holding Companies**

#### Chicago

McLaughlin Holding Company, Moline, Illinois -- waiver of application in connection with certain changes to the organizational structure of Southeast National Bank of Moline.

- Granted, January 29, 1999 (AC)

#### Atlanta

SouthTrust Corporation, Birmingham, Alabama -- waiver of application to merge with LCNB Bancorporation, Inc., Houston, Texas, and acquire Langham Creek National Bank.

- Granted, February 4, 1999

#### Chicago

Standard Bancshares, Inc., Evergreen Park, Illinois -- to acquire Norton Capital Corporation, Morris, Illinois, and Exchange Bank, Gardner.

- Approved, February 2, 1999

### **Bank Mergers**

#### Chicago

Baylake Bank, Sturgeon Bay, Wisconsin -- to merge with Baylake Bank, National Association and establish four branches.

- Approved, February 5, 1999

### **Banks, National**

#### St. Louis

American National Bank and Trust Company of Shawnee, Shawnee, Oklahoma; Oklahoma National Bank of Duncan, Duncan; and United Bank, Oklahoma City -- to invest in the capital stock and participate in the credit card program of Security BankCard Center, Inc., Norman, Oklahoma.

- Approved, February 4, 1999

### **Banks, State Member**

#### Director, BS&R

First Banking Center-Burlington, Burlington, Wisconsin -- transfer agent registration.

- Withdrawn, February 4, 1999

### **Capital Stock**

#### Chicago

- Madison Holding Company, Winterset, Iowa -- redemption of shares.
- Approved, February 3, 1999

### **Change In Bank Control**

#### Cleveland

- North Valley Bank, Corning, Ohio -- change in bank control.
- Permitted, February 5, 1999

#### Atlanta

- Peoples Bancorp, Manchester, Tennessee -- change in bank control.
- Returned, February 2, 1999

#### Atlanta

- Peoples Bankshares, Inc., Eatonton, Georgia -- change in bank control.
- Permitted, January 29, 1999 (AC)

### **Competitive Factors Reports**

#### San Francisco

- Bank of Eastern Idaho, Idaho Falls, Idaho -- report on competitive factors of the proposed merger with Eagle Rock Savings Bank, Kennewick, Washington.
- Submitted, February 4, 1999

#### Dallas

- Bank of Texas, Devine, Texas -- report on competitive factors of the proposed merger with Devine Acquisition Corporation.
- Submitted, February 3, 1999

#### Richmond

- Branch Banking and Trust Company, Winston-Salem, North Carolina -- report on competitive factors of the proposed merger with Commerce Bank Corporation, College Park, Maryland.
- Submitted, February 4, 1999

### **Competitive Factors Reports**

#### Secretary

Chase Manhattan Bank, New York, New York -- report on competitive factors of the proposed merger with Texas Commerce Trust Company of New York.  
- Submitted, February 5, 1999

#### Richmond

First American Federal Savings Bank, Roanoke, Virginia -- report on competitive factors of the proposed purchase of the assets and assumption of the liabilities of certain branches of National Commerce Bancorporation, Memphis, Tennessee.  
- Submitted, February 5, 1999

#### Richmond

First Charter National Bank, Concord, North Carolina -- report on competitive factors of the proposed merger with Home Federal Savings and Loan, Charlotte, North Carolina.  
- Submitted, February 5, 1999

#### Kansas City

First National Bank, Kemmerer, Wyoming -- report on competitive factors of the proposed merger with First National Bank in Evanston, Evanston, Wyoming.  
- Submitted, January 28, 1999 (AC)

#### San Francisco

First Savings Bank of Washington, Walla Walla, Washington -- report on competitive factors of the proposed merger with Seaport Citizens Bank, Lewiston, Idaho.  
- Submitted, February 3, 1999

#### San Francisco

Norwest Bank Texas, N.A., San Antonio, Texas -- report on competitive factors of the proposed merger with First Valley Bank, Harlingen, Texas.  
- Submitted, February 3, 1999

#### Atlanta

Premier Bank, Atlanta, Georgia -- report on competitive factors of the proposed merger with Frederica Bank and Trust, St. Simons Island, Georgia.  
- Submitted, February 3, 1999

### **Competitive Factors Reports**

#### Chicago

Standard Bank and Trust Company, Hickory Hills, Illinois -- report on competitive factors of the proposed merger with Exchange Bank, Gardner, Illinois.

- Submitted, February 2, 1999

#### Minneapolis

U.S. Bank, National Association, Minneapolis, Minnesota -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of Northwest National Bank, Vancouver, Washington.

- Submitted, February 5, 1999

#### Kansas City

United Bank, Oklahoma City, Oklahoma -- report on competitive factors of the proposed merger with the Oklahoma City branch of WestStar Bank, Bartlesville, Oklahoma.

- Submitted, January 28, 1999 (AC)

#### Dallas

Woodforest National Bank, Houston, Texas -- report on competitive factors of the proposed merger with Highlands Bank, Highlands, Texas.

- Submitted, February 4, 1999

#### Dallas

Woodforest National Bank, Houston, Texas -- report on competitive factors of the proposed acquisition of a branch of Sterling Bank.

- Submitted, February 4, 1999

### **Extensions Of Time**

#### Atlanta

Great Southern Capital Corporation Employee Stock Ownership Trust, Meridian, Mississippi -- extension to May 4, 1999, to acquire shares of Great Southern Capital Corporation.

- Granted, February 4, 1999

### **Extensions Of Time**

#### Chicago

National Australia Bank Limited, Melbourne, Australia -- extension to May 6, 1999, to engage in securities brokerage activities through National Australia Capital Markets, LLC, New York, New York.

- Granted, February 1, 1999

#### Chicago

Petefish, Skiles Bancshares, Inc., Virginia, Illinois -- extension to April 15, 1999, to acquire Petefish, Skiles & Co.

- Granted, January 29, 1999 (AC)

#### New York

Popular Bank, New York, New York -- extension to May 16, 1999, to merge with certain other recently acquired commercial bank subsidiaries of Popular, Inc., Hato Rey, Puerto Rico.

- Granted, February 5, 1999

### **Regulations And Policies**

#### FOMC

Federal Open Market Committee -- minutes of the meeting on December 22, 1998.

- Published, February 4, 1999

# District 1

## Federal Reserve Bank of Boston

Applications and notifications filed during the week ending Saturday, February 6, 1999

### 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)	Chittenden Corporation, Burlington, Vermont – notification to acquire Vermont Financial Services Corp., Brattleboro, Vermont	Newspaper – 3/3/1999 Fed Reg – 3/5/1999

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

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

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

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

## Section V – Availability of CRA public evaluations

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

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

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

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

**O = Outstanding**

**S = Satisfactory**

**NI = Needs to improve**

**SN = Substantial noncompliance**

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

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

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## Section VI – CRA examinations scheduled for

## Quarter of

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

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## District 2

### Federal Reserve Bank of New York

Applications and notifications filed during the week ending Saturday, February 6, 1999

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
FBSEA	Banco de la Ciudad de Buenos Aires, Buenos Aires, Argentina, to establish a representative office in New York, New York.	Newspaper – N/Avail
FBSEA	Moscow Narodny Bank, London, England, to establish a representative office in New York, New York.	Newspaper – N/Avail
FBSEA	Caixa Geral de Depositos, Lisbon, Portugal, to establish a branch in New York, New York.	Newspaper – N/Avail
Branch	Banco Popular North America, New York, New York, to establish branches at: (1) 501 West Lincoln Avenue, Anaheim, California, and (2) 3760 McFadden Avenue, Santa Ana, California.*	Newspaper – 03/02/1999

\* 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)(1)/4(c)(8)	Deutsche Bank AG, Frankfurt am Main, Federal Republic of Germany, to become a bank holding company by acquiring 100 percent of the shares of Bankers Trust Corp., New York, New York (“BT”), and as a result, acquire the nonbanking subsidiaries of BT.*	Newspaper – 03/01/1999 Fed Reg – 03/01/1999
3(a)(3)	The Fuji Bank, Tokyo, Japan, to acquire additional voting shares of The Yasuda Trust & Banking Co., Ltd., Tokyo, Japan, thereby controlling more than a majority of the voting shares.*	Newspaper – 03/05/1999 Fed Reg – N/Avail

\* Subject to the provisions of the Community Reinvestment Act

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

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

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

<i>Type</i>	<i>Application</i>
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**

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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 3

### Federal Reserve Bank of Philadelphia

Applications and notifications filed during the week ending Saturday, February 6, 1999

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Lebanon Valley Farmers Bank, Lebanon, PA, to establish two (2) branch offices located at 119 West Main Street, South Londonderry Township, Campbelltown, PA, and Northport Industrial Park, Micro Drive, Union Township, PA, pursuant to Section 9 of the Federal Reserve Act.	02/02/1999
Branch	Main Street Bank, Reading, PA, to establish a branch office on the existing property located at 50 West Market Street, West Chester, County of Chester, PA, pursuant to Section 9 of the Federal Reserve Act.	02/12/1999
Branch	Main Street Bank, Reading, PA, to establish two (2) branch offices on the existing properties located at 65 North York Road, Willow Grove, County of Montgomery, PA, and 225 West Lancaster Avenue, Ardmore, County of Montgomery, PA, Pursuant to Section 9 of the Federal Reserve Act.	02/12/1999

#### 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**

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<i>Type</i>	<i>Application</i>
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None
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**Section V – Availability of CRA public evaluations**

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

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

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

**O = Outstanding**

**S = Satisfactory**

**NI = Needs to improve**

**SN = Substantial noncompliance**

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

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<i>RSSD</i>		<i>Examination</i>	<i>CRA</i>	<i>CRA</i>	<i>Exam type</i>	
<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>

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None
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**Section VI – CRA examinations scheduled for** **Quarter of**

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<i>Institution</i>	<i>Location</i>
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None
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## District 4

### Federal Reserve Bank of Cleveland

Applications and notifications filed during the week ending Saturday, February 6, 1999

#### 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)	Received application from First Financial Bancorp, Hamilton, OH on 02/02/1999, to acquire Sand Ridge Financial Corporation, Highland, IN.*	Fed Reg – 03/05/1999

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

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

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

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

## Section V – Availability of CRA public evaluations

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

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

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

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

**O = Outstanding**

**S = Satisfactory**

**NI = Needs to improve**

**SN = Substantial noncompliance**

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

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

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## Section VI – CRA examinations scheduled for

## Quarter of

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

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## District 5

### Federal Reserve Bank of Richmond

Applications and notifications filed during the week ending Saturday, February 6, 1999

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	The Bank of Tidewater, Virginia Beach, Virginia, to establish a branch at 2089 General Booth Boulevard, Virginia Beach, Virginia.*	Newspaper – 02/10/1999
Branch	The Bank of Tidewater, Virginia Beach, Virginia, to establish a branch at 3801 Pacific Avenue, Virginia Beach, Virginia.*	Newspaper – 02/10/1999
Branch	The Bank of Romney, Romney, West Virginia, to establish a branch on Route 28 North, Springfield, West Virginia.*	Newspaper – 02/11/1999
Branch	Bank of Greenville, Greenville, West Virginia, to establish a branch at 298-300 Stokes Drive, Hinton, West Virginia.*	Newspaper – 02/15/1999

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

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

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

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

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

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

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

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

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

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

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

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

**O = Outstanding**

**S = Satisfactory**

**NI = Needs to improve**

**SN = Substantial noncompliance**

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

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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>
310875	Shore Bank 25253 Lankford Highway Onley, Virginia 23418	11/02/1998	02/06/1999	S		X

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

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

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## District 6

### Federal Reserve Bank of Atlanta

Applications and notifications filed during the week ending Saturday, February 6, 1999

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
None	First Vantage Bank – Tennessee, Knoxville, Tennessee, to establish a branch located at 4525 Highway 411, Madisonville, Tennessee.	03/02/1999*

\*Subject to provisions of the Community Reinvest 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	PBG Financial Services, Graceville, Florida, after-the-fact notice by C. Finley McRae, Martha Kay McRae, Robert F. McRae, Jr., Suzanne McRae Sheffield, and Joseph Allen Sheffield, to retain 23.29 percent of the outstanding shares of PBG Financial Services, Inc., and its subsidiary, Peoples Bank of Graceville, Graceville, Florida.	N/Avail
3(a)(5)	First Sterling Banks, Inc., Kennesaw, Georgia, to merge with Georgia Bancshares, Inc., Tucker, Georgia, and thereby acquire Community Bank of Georgia, Tucker, Georgia.	Fed Reg – 03/08/1999*

\*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>
Membership	Covington County Bank, Andalusia, Alabama, 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>
None						

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

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

## District 7

### Federal Reserve Bank of Chicago

Applications and notifications filed during the week ending Saturday, February 6, 1999

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

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<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	F&M Bank-Darlington Darlington, Wisconsin 640 Dodge Street Mineral Point, Wisconsin	Newspaper – 3/1/1999

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

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<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	First Personal Financial Corp.* Orland Park, Illinois First Personal Bank (in organization) Orland Park, Illinois	Fed Reg – 2/19/1999 Newspaper – 2/12/1999
3(a)(3)	Schonath Family Partnership, a Limited Partnership Plan* Oconomowoc, Wisconsin Investorsbancorp, Inc. Pewaukee, Wisconsin Investorsbank Pewaukee, Wisconsin	Fed Reg – 3/1/1999 Newspaper – N/Avail
3(a)(3)	C-B-G-, Inc.* Wilton, Iowa Peoples National Corporation Columbus Junction, Iowa Community Bank of Muscatine Muscatine, Iowa	Fed Reg – 3/1/1999 Newspaper – N/Avail
3(a)(3)	ANB Corporation* Muncie, Indiana Farmers State Bancorp Union City, Ohio Farmers Sate Bank of Union City Union City, Ohio	Fed Reg – 3/5/1999 Newspaper – N/Avail

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**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	Midstates Bancshares, Inc. Harlan, Iowa By Peter N. Horne, Sr., Frederick R. Horne III & Todd K. Plumb	Fed Reg – 2/22/1999 Newspaper – 2/15/1999
CIC	First Midwest Financial, Inc. Storm Lake, Iowa By James S. Haahr, James T. Haahr, Ellen E. Moore & Troy Moore III	Fed Reg – 2/23/1999 Newspaper – N/Avail
CIC	First Clinton Bancorporation, Inc. Clinton, Illinois By John M. Killian	Fed Reg – N/Avail Newspaper – N/Avail
CIC	FM Fincorp Laotto, Indiana By Louis & Mary M Peduto	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>
S/R	Capital Commerce Bancorp, Inc. Milwaukee, Wisconsin To redeem 700 shares of its common stock

## Section V – Availability of CRA public evaluations

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

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

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

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

**O = Outstanding**

**S = Satisfactory**

**NI = Needs to improve**

**SN = Substantial noncompliance**

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

<i>RSSD 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>
63041	F&M Bank-East Troy 2905 Main Street East Troy, Wisconsin 53120 (414) 642-7391	10/23/1998	2/2/1999	O	x	
696243	Farmers State Bank 201 Main Street Merrill, Iowa 51038-0155 (712) 938-2556	11/5/1998	2/5/1999	S		x

## Section VI – CRA examinations scheduled for

## Quarter of

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

## District 8

### Federal Reserve Bank of St. Louis

Applications and notifications filed during the week ending Saturday, February 6, 1999

#### 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)	*Notice by Franklin Bancshares, Inc., Franklin, Illinois, to acquire Franklin Bank, Franklin, Illinois (in organization) (represents revision of newspaper comment period ending date that had previously been reported during the week ending January 30, 1999).	Newspaper – 3/4/1999 Fed Reg – 2/25/1999

\* Subject to the provisions of the Community Reinvestment Act

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

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

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)(C)	*Notice by Ripley County Bancshares, Inc., Piedmont, Missouri, to acquire Ripley County State Bank, Doniphan, Missouri.	

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

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

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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.

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

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**Section VI – CRA examinations scheduled for**

**Quarter of**

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

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## District 9

### Federal Reserve Bank of Minneapolis

Applications and notifications filed during the week ending Saturday, February 6, 1999

#### 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	Paul Lindholm, Clarkfield, Minnesota, to acquire control of Clarkfield Holding Company, Clarkfield, Minnesota.	02/23/99 - Fed. Reg.
CIC	Sevrin G. Steen Trust, Clinton, Minnesota, to acquire control of Clinton Bancshares, Inc., Clinton, Minnesota.	02/23/99 - Fed. Reg.
3(a)(1)	B W Bancorp, Woodbury, Minnesota, for prior approval to become a bank holding company through the acquisition of 100% of the voting shares of Boundary Waters Community Bank, Ely, Minnesota, a <u>de novo</u> bank. *	03/05/99 - Fed. Reg.
3(a)(3)	Otto Bremer Foundation and Bremer Financial Corporation, both of St. Paul, Minnesota, for prior approval to acquire 100% of the voting shares of Dean Financial Services, Inc., St. Paul, Minnesota. *	02/25/99 - Fed. Reg.

\* 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**

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<i>Type</i>	<i>Application</i>
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None
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**Section V – Availability of CRA public evaluations**

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

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

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

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**S = Satisfactory**

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**SN = Substantial noncompliance**

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

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<i>RSSD</i>		<i>Examination</i>	<i>CRA</i>	<i>CRA</i>	<i>Exam type</i>	
<i>number</i>	<i>Institution/Location</i>	<i>date</i>	<i>public date</i>	<i>rating</i>	<i>LrgBk</i>	<i>SmBk</i>

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None
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**Section VI – CRA examinations scheduled for** **Quarter of**

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<i>Institution</i>	<i>Location</i>
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None
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## District 10

### Federal Reserve Bank of Kansas City

Applications and notifications filed during the week ending Saturday, February 6, 1999

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

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	Olathe State Bank, Olathe, Colorado, to establish a branch at 102 Main Street, Delta, Colorado	Newspaper – 1/30/1999
Branch	Olathe State Bank, Olathe, Colorado, to invest in bank premises.	Newspaper – 1/30/1999

#### 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)	Davenport Community Bancshares, Inc., Davenport, Nebraska, to become a bank holding company through the acquisition of 100 percent of the voting shares of Jennings State Bank, Davenport, Nebraska	Newspaper – N/Avail Fed Reg – 03/05/1999
3(a)(3)	Farm & Home Insurance Agency, Lyons, Nebraska to acquire 100 percent of the voting shares of Oakland Financial, Inc., Oakland, Nebraska; and thereby indirectly acquire Farmers & Merchants National Bank, Oakland, Nebraska.	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>
None	

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

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

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**SN = Substantial noncompliance**

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>LrgBk</i>	<i>SmBk</i>
4053	Frontier Bank of Laramie City 1501 S. Greeley Hwy. Cheyenne, Wyoming 82007-3028	11/02/1998	02/01/1999	S		x

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

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

# District 11

## Federal Reserve Bank of Dallas

Applications and notifications filed during the week ending Saturday, February 6, 1999

### 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)	Sam Houston Financial Corp., Huntsville, TX, to acquire Huntsville Holdings, Inc., Wilmington, DE, and The First State Bank, Kosse, TX*	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(1)	Huntsville Holdings, Inc., Wilmington, DE, to acquire The First State Bank, Kosse, TX*	Fed Reg – N/Avail Newspaper – N/Avail
3(a)(3)	Central Texas Bankshare Holding Company, Columbus, TX, and Colorado County Investment Holdings, Inc., Wilmington, DE, to acquire Hill Bancshares Holdings, Inc., Weimar, TX, and Hill Bank and Trust Company, Weimar, TX* (Previously reported the week ending January 30, 1999)	Fed Reg – 03/01/1999 Newspaper – 02/20/1999
CIC	Brian Douglas Campbell, Baton Rouge, LA, only notificant, to acquire an interest in Central Louisiana Capital Corporation, Vidalia, LA (Previously reported the week ending January 30, 1999)	Fed Reg – 02/18/1999 Newspaper – 02/12/1999

\* 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)(1)	Carthage State Bancshares, Inc., Carthage, TX, to acquire Carthage Nevada Financial Group, Inc., Carthage, TX, and First State Bank & Trust Company, Carthage, TX*
3(a)(1)	Carthage Nevada Financial Group, Inc., Carthage, TX, to acquire First State Bank & Trust Company, Carthage, TX*
3(a)(1)	Kress National Bancshares, Inc., Kress, TX, to acquire Kress Delaware National Bancshares, Inc., Kress, TX, and Kress National Bank, Kress, TX*
3(a)(1)	Kress Delaware National Bancshares, Inc., Kress, TX, to acquire Kress National Bank, Kress, TX*

\* Subject to the provisions of the Community Reinvestment Act

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

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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>
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, February 6, 1999

#### 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>
4(c)(8)	Wells Fargo & Company, San Francisco, California, and Norwest Insurance Inc., Minneapolis, Minnesota, to engage in a joint venture through its subsidiary, ATI Title Agency of Ohio, Inc., Cleveland, Ohio, in title insurance agency, escrow, and other real estate closing services.	Fed Reg – 02/22/1999
4(c)(8)	Wells Fargo & Company, San Francisco, California, Norwest Mortgage, Inc., and Norwest Ventures, LLC, both of Des Moines, Iowa, to engage in a joint venture through its subsidiary, South County Mortgage, Mission Viejo, California, in residential mortgage lending activities.	Fed Reg – 02/25/1999

Fed Reg - Federal Register Comment Period Ending Date

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

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

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

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

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**O = Outstanding**

**S = Satisfactory**

**NI = Needs to improve**

**SN = Substantial noncompliance**

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

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<i>RSSD 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>
785062	Santa Barbara Bank & Trust 1021 Anacapa Street P.O. Box 1119 Santa Barbara, CA 93102-1119 (805) 564-6300	08/31/1999	02/05/1999	S	X	

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The above listing has been prepared as a courtesy by the Federal Reserve Bank of San Francisco, and is not intended to replace formal notices required by statute or regulation; the Reserve Bank assumes no responsibility for errors or omissions.

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

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

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