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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. 39*

*Week Ending September 30, 2006*

### **Bank Holding Companies**

Wachovia Corporation, Charlotte, North Carolina -- to acquire Golden West Financial Corporation, Oakland, California, its subsidiary savings associations, World Savings Bank, FSB, and World Savings Bank, FSB (Texas), Houston, Texas, and certain nonbanking subsidiaries, and thereby engage in credit extension, trust company, investment advisory, and securities brokerage activities.

- Approved, September 28, 2006

Wachovia Corporation, Charlotte, North Carolina -- request for an exemption from section 23A of the Federal Reserve Act.

- Granted, September 29, 2006

### **Enforcement**

Credit Agricole, S.A., Paris, France -- written agreement dated December 16, 2003, terminated September 21, 2006.

- Announced, September 26, 2006

Credit Agricole, S.A., Paris, France; Credit Agricole Indosuez; Credit Agricole Indosuez, New York, New York; Credit Lyonnais, S.A., Paris, France; and Credit Lyonnais, S.A., New York, New York -- cease and desist order dated March 9, 2004, terminated September 21, 2006.

- Announced, September 26, 2006

Credit Lyonnais, S.A., Paris, France -- cease and desist order dated December 18, 2003, terminated September 21, 2006.

- Announced, September 26, 2006

### **Regulations And Policies**

Nontraditional Mortgage Products -- final interagency guidance on nontraditional mortgage products and publication for comment of proposed illustrations of consumer information for such products (Docket Nos. OP-1246 and OP-1267).

- Approved, September 27, 2006

### **Testimony And Statements**

Basel II Capital Accord -- statement by Governor Bies before the Senate Committee on Banking, Housing, and Urban Affairs.

- Published, September 26, 2006

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<b>BS&amp;R</b>	Banking Supervision and Regulation	<b>RBOPS</b>	Reserve Bank Operations and Payment Systems
<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**

Secretary

Comerica Bank, Detroit, Michigan -- to establish branches at 2432 East Katella Avenue, Anaheim, California, and 401 Grand Avenue, South San Francisco.  
- Approved, September 27, 2006

Dallas

LegacyTexas Bank, Plano, Texas -- to establish a branch at 907 South Main Street, Grapevine.  
- Approved, September 27, 2006

New York

Manufacturers and Traders Trust Company, Buffalo, New York -- to establish a branch at 1861 Wiehle Avenue, Reston, Virginia.  
- Approved, September 29, 2006

Dallas

PlainsCapital Bank, Lubbock, Texas -- to establish a branch at 8200 Douglas Avenue, Suite 100, Dallas.  
- Approved, September 29, 2006

**Bank Holding Companies**

Minneapolis

Baldwin Bancshares, Inc., Baldwin, Wisconsin -- to acquire Gavic Services, Inc., Spring Valley, and thereby acquire The Bank of Spring Valley.  
- Approved, September 29, 2006

Minneapolis

BlackRidge Financial, Inc., Fargo, North Dakota -- to acquire Carlos Bancshares, Inc., Alexandria, Minnesota, and thereby acquire First State Bank of Alexandria.  
- Approved, September 29, 2006

**Bank Holding Companies**

Kansas City

BOK Financial Corporation, Tulsa, Oklahoma -- to acquire The State Bank of Colony, Colony, Kansas.

- Approved, September 27, 2006

San Francisco

Castle Creek Capital Partners III, L.P., Rancho Santa Fe, California -- for The BANKshares, Inc., Rancho Santa Fe, to become an intermediate bank holding company and to acquire The BANKshares, Inc., Melbourne, Florida, and The Bank Brevard; and for Castle Creek Capital Partners III, L.P., Rancho Santa Fe, California; Castle Creek Capital III, LLC; Eggemeyer Capital, LLC; Ruh Capital, LLC; and Legions IV Advisory Corp. to acquire The BANKshares, Inc., Melbourne, Florida, and The Bank Brevard.

- Approved, September 29, 2006

Richmond

Congaree Bancshares, Inc., West Columbia, South Carolina -- to become a bank holding company and to acquire Congaree State Bank, a de novo bank.

- Approved, September 25, 2006

Director, BS&R

Fortis S.A./N.V., Brussels, Belgium; Fortis N.V.; Fortis Brussels S.A./N.V.; and Fortis Bank S.A./N.V. -- to engage on a limited basis in physical commodity trading activities.

- Approved, September 29, 2006

New York

JPMorgan Chase & Co., New York, New York -- request for an exemption under the Depository Institution Management Interlocks Act and Regulation L.

- Granted, September 28, 2006

Chicago

Lincoln Bancorp, Plainfield, Indiana -- to become a bank holding company on conversion of Lincoln Bank from a federal savings bank to a state-chartered commercial bank, and to engage de novo in lending activities.

- Approved, September 28, 2006

**Bank Holding Companies**

Cleveland

SV Bancorp, Inc., Wyoming, Ohio -- to become a bank holding company and to acquire Spring Valley Bank.

- Approved, September 25, 2006

St. Louis

United Citizens Bancorp, Inc., Columbia, Kentucky -- to become a bank holding company and to acquire United Citizens Bank of Southern Kentucky, Inc.

- Approved, September 29, 2006

**Bank Mergers**

Atlanta

CapitalSouth Bank, Birmingham, Alabama -- to merge with Capital Bank, Montgomery, and thereby establish a branch.

- Approved, September 29, 2006

Chicago

Hinsdale Bank & Trust Company, Hinsdale, Illinois -- to purchase the assets and assume the liabilities of the Willowbrook, Darien, and Downers Grove branches of Hinsbrook Bank and Trust, Willowbrook, and thereby establish branches.

- Approved, September 28, 2006

Philadelphia

Orrstown Bank, Shippensburg, Pennsylvania -- to purchase the assets and assume the liabilities of the Mechanicsburg branch of Omega Bank, State College, and thereby establish a branch.

- Approved, September 26, 2006

Chicago

Wheaton Bank & Trust, Wheaton, Illinois -- to purchase the assets and assume the liabilities of the Glen Ellyn and Lombard branches of Hinsbrook Bank and Trust, Willowbrook, and thereby establish branches.

- Approved, September 28, 2006

**Change In Bank Control**

Richmond

Big Coal River Bancorp, Inc., Whitesville, West Virginia -- to retain control of Big Coal River Bancorp, Inc.  
- Permitted, September 28, 2006

Chicago

Freedom Holdings Company, West Des Moines, Iowa -- to retain control of Freedom Holdings Company.  
- Permitted, September 28, 2006

Chicago

Midland Bancshares, Inc., Kincaid, Illinois -- change in bank control.  
- Permitted, September 28, 2006

**Competitive Factors Reports**

Atlanta

American Banking Company, Moultrie, Georgia -- report on competitive factors of the proposed purchase of assets and assumption of liabilities of Tri-County Bank, Trenton, Florida, and Merchants and Farmers Bank, Kosciusko, Mississippi.  
- Submitted, September 29, 2006

Kansas City

Bank of Choice Colorado, Arvada, Colorado -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of Colonial Bank, Aurora, and its Englewood, Denver, Kiowa, Elizabeth, and Parker branches.  
- Submitted, September 25, 2006

Richmond

Branch Banking and Trust Company, Winston-Salem, North Carolina -- report on competitive factors of the proposed merger with Branch Banking and Trust Company of South Carolina, Greenville, South Carolina.  
- Submitted, September 26, 2006

**Competitive Factors Reports**

Richmond

Branch Banking and Trust Company, Winston-Salem, North Carolina -- report on competitive factors of the proposed merger with Branch Banking and Trust Company of Virginia, Richmond, Virginia.  
- Submitted, September 26, 2006

New York

Fairfield County Bank Corp., Ridgefield, Connecticut -- report on competitive factors of the proposed reorganization as a capital stock bank.  
- Submitted, September 28, 2006

San Francisco

GMAC Automotive Bank, Midvale, Utah -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of GMAC Bank, FSB, Horsham, Pennsylvania.  
- Submitted, September 26, 2006

San Francisco

Kitsap Bank, Port Orchard, Washington -- report on competitive factors of the proposed merger with MarinerBank, Port Townsend.  
- Submitted, September 25, 2006

St. Louis

Marine Bank & Trust, Carthage, Illinois -- report on competitive factors of the proposed merger with Security State Bank of Hamilton, Hamilton, and State Bank of Augusta, Augusta.  
- Submitted, September 27, 2006

Kansas City

Osage Bancshares, Inc., Pawhuska, Oklahoma -- report on competitive factors of the proposed acquisition of Osage Federal Bank.  
- Submitted, September 28, 2006

San Francisco

Pacific Western Bank, Santa Monica, California -- report on competitive factors of the proposed merger with First National Bank, Rancho Santa Fe.  
- Submitted, September 29, 2006

### **Extensions Of Time**

#### Chicago

Minier Financial, Inc. Employee Stock Ownership Plan w/401(K) Provisions, Minier, Illinois -- extension to December 30, 2006, to become a bank holding company and to acquire between 25 percent and 51 percent of the shares of Minier Financial, Inc. and thereby acquire First Farmers State Bank.  
- Granted, September 27, 2006

#### Director, BS&R

The Northern Trust Corporation, Chicago, Illinois; The Northern Trust Company, and The Northern Trust International Banking Corporation, New York, New York -- extension to September 30, 2007, to comply with a commitment.  
- Granted, September 28, 2006

#### Atlanta

RockBridge Financial Holdings, Inc., Atlanta, Georgia -- extension to December 27, 2006, to become a bank holding company and to acquire RockBridge Commercial Bank, a de novo bank.  
- Granted, September 26, 2006

### **Financial Holding Companies**

#### Chicago

ChoiceOne Financial Services, Inc., Sparta, Michigan -- election to become a financial holding company.  
- Effective, September 29, 2006

### **Membership**

#### Minneapolis

Community Resource Bank, Northfield, Minnesota -- to become a member of the Federal Reserve System.  
- Approved, September 26, 2006



**District: 1**

**Federal Reserve Bank of Boston**

**Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
MARLBOROUGH BANCSHARES MHC	* 3A1 * 3A3	Application by Marlborough Bancshares, MHC and Marlborough Bancshares, Inc., both of Marlborough, Massachusetts, to become a mutual bank holding company and stock bank holding company, respectively, by acquiring Marlborough Savings Bank, Marlborough, Massachusetts, pursuant to sections 3(a)(1) and 3(a)(3) of the Bank Holding Company Act of 1956, as amended.	Newspaper: Not available Federal Register: 10/12/2006

**District: 1**  
**Federal Reserve Bank of Boston**

**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.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

**District: 2****Federal Reserve Bank of New York****Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
GLENVILLE BANK HOLDING COMPANY, INC.	* 3A1	Glenville Bank Holding Company, Inc., to acquire 100 percent of the voting shares of First National Bank of Scotia, both of Scotia, New York, pursuant to Section 3(a)(1) of the BHC Act and Section 225.15 of Regulation Y.	Newspaper: 10/21/2006 Federal Register: 10/23/2006
JPMORGAN CHASE & CO.	Investment	J.P. Morgan International Finance Limited ("JPMIF") submits notice, pursuant to Section 211.9(f) of Regulation K, of its intention to make a subsidiary investment in a newly formed special purpose vehicle.  JPMIF also requests a waiver of the provisions of Section 211.9(a)(3) and (b)(6) of Regulation K to permit JPMIF to exclude the investment for purposes of complying with the 12 month investment limit.	Newspaper: Not applicable Federal Register: Not applicable
NEW YORK PRIVATE BANK & TRUST CORPORATION	* 3A3	New York Private Bank & Trust Corporation, Emigrant Bancorp, Inc. and Emigrant Bank (for a moment in time), all of New York, New York, to acquire all of the outstanding capital stock of EmigrantDirect Bank, Ossining, New York (In formation).	Newspaper: Not available Federal Register: 10/23/2006
STATE EXPORT-IMPORT BANK OF UKRAINE, INC.	FBSEA	Export-Import Bank of Ukraine ("EXIM Bank")Kiev, Ukraine, to establish a representative office in New York, New York, pursuant to Section 10(a) of the International Banking Act of 1978, as amended, and Section 211.24(a)(1) of Regulation K.	Newspaper: Not available Federal Register: Not applicable
UBS AG	FBSEA	UBS AG, Zurich, Switzerland to establish an additional federal limited branch to be located in Tampa, Florida pursuant to Section 211.24(a)(2)(i)(A) of Regulation K.	Newspaper: Not available Federal Register: Not applicable

## District: 2

### Federal Reserve Bank of New York

#### 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.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

**District: 3**  
**Federal Reserve Bank of Philadelphia**  
**Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
NONE			

## District: 3

### Federal Reserve Bank of Philadelphia

#### 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.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

**District: 4****Federal Reserve Bank of Cleveland****Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIFTH THIRD BANK	* Branch	Fifth Third Bank, Grand Rapids, MI to establish a branch at 225 West State Street, Geneva, IL.	Newspaper: 10/10/2006 Federal Register: Not applicable	
FIFTH THIRD BANK	* Branch	Fifth Third Bank, Grand Rapids, MI to establish a branch at 24653 West Higgins Road, Hoffman Estates, IL.	Newspaper: 10/10/2006 Federal Register: Not applicable	
FIFTH THIRD BANK	* Branch	Fifth Third Bank, Grand Rapids, MI to establish a branch at 400 East South Water Street, Chicago, IL.	Newspaper: 10/10/2006 Federal Register: Not applicable	
PARK NATIONAL CORPORATION	* 3A3	Application by Park National Corporation, Newark, OH to acquire Anderson Bank Company, Cincinnati, OH pursuant to Section 3(a)(3) of the Bank Holding Company Act.	Newspaper: Not available Federal Register: 10/26/2006	
TriState Capital Holdings, Inc.	* 3A1	TriState Capital Holdings, Inc., Pittsburgh, Pennsylvania to become a bank holding company by acquiring 100 percent of TriState Capital Bank, Pittsburgh, Pennsylvania	Newspaper: Not available Federal Register: Not available	

## District: 4

### Federal Reserve Bank of Cleveland

#### 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.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
746513	PEOPLES B&TC OF MADISON CTY, BEREA, KENTUCKY	07/10/2006	09/21/2006	S	Small Bank

CRA Examinations scheduled for Institution	Quarter of Location
NONE	



**District: 5****Federal Reserve Bank of Richmond****Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BANK OF MONROE, THE	Premises	The Bank of Monroe, Union, West Virginia, to increase its investment in bank premises in the amount of \$2 million.	Newspaper:	Not applicable
			Federal Register:	Not applicable
BANK OF THE JAMES	* Branch	Bank of the James, Lynchburg, Virginia, proposes to establish a branch at 164 South Main Street, Amherst, Virginia.	Newspaper:	10/16/2006
			Federal Register:	Not applicable
FARMERS & MECHANICS BANK	* Branch	Fidelity Bank, Hagerstown, Maryland, a division of Farmers & Mechanics, Frederick, Maryland, proposes to establish a branch at 12916 Conamar Drive, Hagerstown, Maryland.	Newspaper:	10/11/2006
			Federal Register:	Not applicable
HOMETOWN BANK	* Branch	HomeTown Bank, Roanoke, Virginia, proposes to establish a branch at 3521 Franklin Road S.W., Roanoke, Virginia.	Newspaper:	10/16/2006
			Federal Register:	Not applicable
SANDY SPRING BANK	* Branch	Sandy Spring Bank, Olney, Maryland, proposes to establish a branch at 8677 Georgia Avenue, Silver Spring, Maryland.	Newspaper:	10/17/2006
			Federal Register:	Not applicable

## District: 5

### Federal Reserve Bank of Richmond

#### 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.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
164331	LOGAN B&TC, LOGAN, WEST VIRGINIA	06/05/2006	08/30/2006	S	Small Bank

CRA Examinations scheduled for Institution	Quarter of Location
NONE	

**District: 6****Federal Reserve Bank of Atlanta****Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
AMSOUTH BANK	* Branch	AmSouth Bank, Birmingham, Alabama, to establish branches at the following locations: 5252 Ehrlich Road, Tampa, Florida, to be known as the Ehrlich Road Branch; 15351 Amberly Drive, Tampa, Florida, to be known as the Tampa Palms Branch; Dale Mabry at Van Dyke, Van Dyke Commons, Lutz, Florida, to be known as the Van Dyke Branch; intersection of Monument Road and Trednick Road, Jacksonville, Florida, to be known as the Regency Branch; Shoppes at Amelia Concourse; SR200/A-1-a, Yulee, Florida, to be known as the North Hampton Branch; 501/503 Manatee Avenue, Holmes Beach, Florida, to be known as the Anna Maria Island Branch; Palm Harbor Boulevard, (Alt. U.S. Highway 19) and Alderman Road, Palm Harbor, Florida, to be known as the Alternate 19 Branch; intersection of Maguire Road and Moore Road, Ocoee, Florida, to be known as the Maguire & Woods Branch; Collier Boulevard (CR 951) at Lely Cultural Parkway, Naples, Florida, to be known as the Naples Lake Branch and US 441 near Wal-Mart Supercenter, Mount Dora, Florida, to be known as the Mount Dora Branch.	Newspaper: 10/05/2006 Federal Register: Not applicable
INSCORP, INC.	* 3A3	InsCorp, Inc., Nashville, Tennessee, to acquire 50 percent of the outstanding shares of Insurors Bank of Tennessee, Nashville, Tennessee. Total ownership will be 100 percent.	Newspaper: 10/06/2006 Federal Register: 10/27/2006
UNITED COMMUNITY BANCSHARES, INC.	CIC	United Community Bancshares, Gonzales, Louisiana, prior change in control notification filed by Gloria Bienvenu Callais, Charles Michael Callais, Corey Joseph Callais, Paul Abdon Callais, and Peter Wade Callais to acquire an additional 6.2 percent of the outstanding shares of United Community Bancshares, Inc. and its subsidiary, United Community Bank, both of Gonzales, Louisiana. Proforma total ownership will equal 75.67 percent.	Newspaper: Not available Federal Register: Not available

**District: 6**  
**Federal Reserve Bank of Atlanta**

**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.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

**District: 7****Federal Reserve Bank of Chicago****Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BAYTREE BANCORP, INC.	4c8	Baytree Bancorp, Inc., Lake Forest, Illinois, to continue to engage de novo in riskless-principal transactions through its subsidiary, Baytree Bancorp Investments, Inc., Lake Forest, Illinois.	Newspaper:	Not applicable Federal Register: 10/13/2006
CASTLE CREEK CAPITAL PARTNERS III, L.P.	* 3A3	Castle Creek Capital Partners III LP, Castle Creek Capital III LLC, Eggemeyer Capital LLC, Ruh Capital LLC, Legions IV Advisory Corp., Western States Opportunity LLC, Eggemeyer Family Trust, William J. Ruh Trust, all located in Rancho Santa Fe, California, and LDF, Inc., Chicago, Illinois, to acquire 100 percent of the voting shares of BB&T Bancshares Corp., Bloomingdale, Illinois, and thereby indirectly acquire Bloomingdale Bank and Trust, Bloomingdale, Illinois.	Newspaper:	Not available Federal Register: Not available
CITIZENS BANKING CORPORATION	* 3A5	Citizens Banking Corporation, Flint, Michigan, to acquire 100 percent of the voting shares of Republic Bancorp, Inc., Owosso, Michigan, and thereby indirectly acquire Republic Bank, Lansing, Michigan.	Newspaper:	Not available Federal Register: 10/13/2006
COMERICA BANK	* Branch	Comerica Bank, Detroit, Michigan, to establish two branch facilities to be located at 49 El Camino Real, Millbrae, California, and 4950 N. Garland Ave., Garland, Texas.	Newspaper:	Not available Federal Register: Not applicable
DEARBORN BANCORP, INC.	* 3A5	Dearborn Bancorp, Inc., Dearborn, Michigan, to merge with Fidelity Financial Corporation of Michigan, Birmingham, Michigan, and thereby indirectly acquire Fidelity Bank, Birmingham, Michigan.	Newspaper:	Not available Federal Register: Not available
FBOP CORPORATION	* 3A5	FBOP Corporation, Oak Park, Illinois, to acquire 100 percent of the voting shares of United Financial Holdings, Inc., Lisle, Illinois, and thereby indirectly acquire United Community Bank of Lisle, Lisle, Illinois.	Newspaper:	Not available Federal Register: Not available
HEARTLAND FINANCIAL USA, INC.	* 3A3 * 3A1	Heartland Financial USA, Inc., Dubuque, Iowa, to acquire up to 100 percent of the voting shares of Summit Acquisition Corporation, Broomfield, Colorado, and thereby indirectly acquire Summit Bank & Trust (in organization), Broomfield, Colorado, and the related application by Summit Acquisition Corporation, Broomfield, Colorado, to become a bank holding company by acquiring 100 percent of the voting shares of Summit Bank & Trust (in organization), Broomfield, Colorado.	Newspaper:	10/02/2006 Federal Register: 10/06/2006
LABE BANK	* 18C * Branch	Labe Bank, Chicago, Illinois, to merge with Bloomingdale Bank and Trust, Bloomingdale, Illinois, and thereby to establish 6 branches.	Newspaper:	Not available Federal Register: Not applicable

\* Subject to the provisions of the Community Reinvestment Act

**District: 7**

**Federal Reserve Bank of Chicago**

**Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
PRIVATEBANCORP, INC.	* 3A5	PrivateBancorp, Inc., Chicago, Illinois, to acquire 100 percent of the voting shares of Piedmont Bancshares, Inc., Atlanta, Georgia, and thereby indirectly acquire Piedmont Bank of Georgia, Atlanta, Georgia.	Newspaper: Not available Federal Register: 10/12/2006

**District: 7**

**Federal Reserve Bank of Chicago**

**Availability of CRA Public Evaluations**

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

\* Subject to the provisions of the Community Reinvestment Act

**District: 8**

**Federal Reserve Bank of St. Louis**

**Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
JACKSON FINANCIAL CORPORATION	CIC	Notice by Frederick D. Blume, Mayfield, Kentucky, to increase control of Jackson Financial Corporation, Mayfield, Kentucky.	Newspaper: 10/10/2006 Federal Register: 10/12/2006



**District: 8**  
**Federal Reserve Bank of St. Louis**

**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.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
1146	PULASKI B&TC, LITTLE ROCK, ARKANSAS	09/12/2005	09/18/2006	S	Int Sm Bank

CRA Examinations scheduled for Institution	Quarter of Location
NONE	

\* Subject to the provisions of the Community Reinvestment Act

**District: 9****Federal Reserve Bank of Minneapolis****Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
DACOTAH BANK	* 18C * Branch	Dacotah Bank, Aberdeen, South Dakota, proposes to purchase the assets and assume the liabilities of the Brookings, South Dakota, branch of BankFirst, Sioux Falls, South Dakota, and incident thereto establish a branch at 425 22nd Avenue South, Brookings, South Dakota.	Newspaper: Not available Federal Register: Not applicable
FIRST INTERSTATE BANK	* Branch	First Interstate Bank, Billings, Montana, to establish a branch at 100 Hutton Ranch Road, Kalispell, Montana, 59901.	Newspaper: 09/30/2006 Federal Register: Not applicable

## District: 9

### Federal Reserve Bank of Minneapolis

#### 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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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
256553	DACOTA BK, ABERDEEN, SOUTH DAKOTA	05/08/2006	09/18/2006	S	Large Bank
687951	FIRST WESTERN B&TC, MINOT, NORTH DAKOTA	06/05/2006	09/20/2006	S	Int Sm Bank
1401891	VALLEY BK GLASGOW, GLASGOW, MONTANA	06/12/2006	09/21/2006	S	Small Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

**District: 10**  
**Federal Reserve Bank of Kansas City**  
**Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
BOK BANCSHARES, INC.	4c8	BOK Bancshares, Inc., Wichita, Kansas, to engage in securities brokerage, private placement services, underwriting and dealing in government obligations, and money market instruments, through the acquisition of 1st St. Louis Securities, St. Louis, Missouri.	Newspaper: Not applicable Federal Register: 10/17/2006
COMMERCE BANKSHARES, INC.	CIC	Notification by Sandra Freund, Littleton, Colorado, and Duane M. Freund, Denver, Colorado, as co-trustees of the Michael R. Freund Irrevocable Trust #2; and Ali S. Freund, and Lewis L. Johnson, both of Denver, Colorado, as co-trustees of the Duane M. Freund Irrevocable Trust #2; to retain control of Commerce Bankshares, Inc., parent of Commerce Bank, both in Aurora, Colorado.	Newspaper: Not available Federal Register: 10/10/2006
FIRST MIAMI BANCSHARES, INC.	* 3A3	First Miami Bancshares, Miami, Oklahoma, to acquire up to 100 percent of the voting shares of Bank of Billings, Billings, Missouri.	Newspaper: 10/20/2006 Federal Register: Not available
PEOPLES BANK	* Branch	Peoples Bank, Lawrence, Kansas, to establish a branch at 3045 Iowa Street, Lawrence, Kansas.	Newspaper: 10/13/2006 Federal Register: Not applicable
PEOPLES BANK	* Branch	Peoples Bank, Lawrence, Kansas, to establish a branch at 7300 Jefferson Street NE, Albuquerque, New Mexico.	Newspaper: 10/13/2006 Federal Register: Not applicable

**District: 10**

**Federal Reserve Bank of Kansas City**

**Availability of CRA Public Evaluations**

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

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
522959	MONTROSEBANK, MONTROSE, COLORADO	06/05/2006	09/08/2006	S	Small Bank

CRA Examinations scheduled for Institution	Quarter of Location
NONE	

\* Subject to the provisions of the Community Reinvestment Act

**District: 11****Federal Reserve Bank of Dallas****Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
AFNB HOLDINGS, INC.	* 3A1	AFNB Holdings, Inc., Houston, Texas, to become a bank holding company by acquiring 100 percent of American First National Bank, Houston, Texas.	Newspaper: 10/25/2006 Federal Register: 10/26/2006
HIGHLANDS BANCSHARES, INC.	* 3A1	Highlands Bancshares, Inc., Dallas, Texas, to become a bank holding company by acquiring 100 percent of First Jacksboro Bancshares, Inc., Jacksboro, Texas, and indirectly acquire First Jacksboro Bancshares of Delaware, Inc., Wilmington, Delaware, and The First National Bank of Jacksboro, Jacksboro, Texas.	Newspaper: Not available Federal Register: 10/26/2006
KLEBERG AND COMPANY BANKERS, INC.	* 3A5 4c8	Kleberg & Company Bankers, Inc., Kingsville, Texas, and Kleberg Delaware, Inc., Dover, Delaware, to acquire by merger 100 percent of Brazosport Corporation, Corpus Christi, Texas, and indirectly acquire Brazosport Corporation - Nevada, Inc., Carson City, Nevada, and First Commerce Bank, Corpus Christi, Texas. Also, Kleberg & Company Bankers, Inc., Kingsville, Texas, and Kleberg Delaware, Inc., Dover, Delaware, will engage in nonbanking activities pursuant to Section 225.28(b)(1) of Regulation Y though the acquisition of an existing company, First Commerce Mortgage Corporation, Corpus Christi, Texas.	Newspaper: 10/20/2006 Federal Register: Not available

**District: 11**  
**Federal Reserve Bank of Dallas**

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

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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NONE

CRA Examinations scheduled for Institution	Quarter of Location
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NONE

**District: 12****Federal Reserve Bank of San Francisco****Filings received during the week ending September 30, 2006**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
BELVEDERE CAPITAL PARTNERS II LLC	* 3A1 * 3A3	1) Green Bancorp, Inc. to become a bank holding company by acquiring 100 percent of Redstone Bank, N.A., both of Houston, Texas; 2) Belvedere Texas Holdings L.P., San Francisco, California to become a bank holding company by acquiring 49 percent of Green Bancorp, Inc., and thereby indirectly acquire Redstone Bank, N.A., both of Houston, Texas; and 3) Belvedere Capital Partners II, LLC, Belvedere Capital Fund II L.P., and Belvedere Texas Holdings L.P., all of San Francisco, California, to acquire up to 49 percent of Green Bancorp, Inc., and thereby indirectly acquire Redstone Bank, N.A., Houston, Texas.	Newspaper: Not available Federal Register: 10/30/2006
EAST WEST BANK	* Branch	East West Bank, Pasadena, California, to establish a branch facility to be located at 6032 Stevenson Boulevard, Fremont, California.	Newspaper: 09/29/2006 Federal Register: Not applicable
NHB HOLDINGS, INC.	* 3A1	NHB Holdings, Inc., Jacksonville, Florida, to become a bank holding company by acquiring 100 percent of Volvo Commercial Credit Corp. of Utah, which will be renamed Globility Bank, Salt Lake City, Utah.	Newspaper: Not available Federal Register: 09/22/2006
PREMIER COMMERCIAL BANCORP	* 3A3	Premier Commercial Bancorp, Anaheim, California, to acquire 85.4 percent of Premier Commercial Bank Arizona, N.A., (proposed), Mesa, Arizona.	Newspaper: 10/20/2006 Federal Register: 10/23/2006



**District: 12**

**Federal Reserve Bank of San Francisco**

**Availability of CRA Public Evaluations**

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

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- NI = Needs to improve
- SN = Substantial noncompliance

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

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
1162017	UNITED SCTY BK, FRESNO, CALIFORNIA	05/30/2006	09/21/2006	O	Int Sm Bank

CRA Examinations scheduled for Institution	Quarter of Location
NONE	

\* Subject to the provisions of the Community Reinvestment Act