

ANNOUNCEMENT

**BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM**

**H.2, 1994, No. 19
Actions of the Board, its Staff, and
the Federal Reserve Banks;
Applications and Reports Received
During the Week Ending May 7, 1994**

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

BOARD OPERATIONS

Office of Board Members -- appointment of Lynn Fox as
Deputy Congressional Liaison.
Approved, May 3, 1994.

INTERNATIONAL OPERATIONS

Citibank Overseas Investment Corporation, New Castle,
Delaware -- to invest in London Capital Holdings
Limited, London, England.
Permitted, May 2, 1994.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

ABBREVIATIONS: BS&R - Banking Supervision and Regulation; C&CA - Consumer and
Community Affairs; FOMC - Federal Open Market Committee; FRBO - Federal Reserve
Bank Operations; IF - International Finance; OSDM - Office of Staff Director
for Management

BANK BRANCHES, DOMESTIC

Chicago	Chemical Bank and Trust Company, Midland, Michigan -- to establish a branch at 5777 M-30 Tobacco Township, Edenville, Michigan. Approved, May 4, 1994.
New York	European American Bank, New York, New York -- to establish a branch at 335 Madison Avenue, New York, New York. Approved, May 4, 1994.
Kansas City	First State Bank of Taos, Taos, New Mexico -- to establish a branch in Santa Fe, New Mexico. Approved, May 2, 1994.
New York	Fleet Bank, Melville, New York -- to establish an offsite electronic facility at R.H. Macy's & Co., New York, New York. Approved, May 6, 1994.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

BANK BRANCHES, DOMESTIC

- New York Fleet Bank of New York, Albany, New York -- to establish a branch at Armored Motor Services of America, Inc., 65 Vantage Point Drive, Ogden, New York.
Approved, May 5, 1994.
- New York Fleet Bank of New York, Albany, New York -- to establish an offsite electronic facility at Woodbury Commons Factory Outlet, Central Valley, New York.
Approved, May 6, 1994.
- Chicago State Bank of Freeport, Freeport, Illinois -- to establish a branch at 6833 Stalter Drive, Rockford, Illinois.
Returned, May 3, 1994.

BANK HOLDING COMPANIES

- St. Louis Bren-Mar Properties, Inc., Columbia, Missouri -- to acquire Jack's Fork Bancorporation, Inc., First Missouri Bancorporation, Inc., and First Heritage National Bank, Davis, Oklahoma.
Approved, May 3, 1994.
- Cleveland Cardinal Bancshares, Inc., Lexington, Kentucky -- to acquire CNB Bank of Kentucky, Louisville, Kentucky.
Withdrawn, May 3, 1994.
- New York City National Bancshares Corporation, Newark, New Jersey -- proposal that City National Bank of New Jersey purchase certain assets and assume certain liabilities of one branch of Polifly Federal Savings and Loan Association, New Milford, New Jersey.
Approved, May 6, 1994.
- Chicago Cleveland Development Bancorporation, Chicago, Illinois, and Shorebank Corporation -- to acquire Cleveland Enterprises Group, Cleveland, Ohio, and CBD Development Co., and engage in community development activities.
Permitted, May 6, 1994.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

BANK HOLDING COMPANIES

St. Louis	CNB Bancshares, Inc., Evansville, Indiana -- to acquire Oakland City Bancshares Corp., Oakland City, Indiana, and First Bank & Trust Company of Oakland City. Approved, May 3, 1994.
Chicago	Community Grain Co., Coon Rapids, Iowa -- to acquire Farmers National Bank, Bayard, Iowa. Approved, May 5, 1994.
Chicago	Employees' Stock Ownership Plan of Horizon Bancorp, Michigan City, Indiana -- to acquire Horizon Bancorp and First Citizens Bank, NA. Returned, May 5, 1994.
Richmond	First Citizens BancShares, Inc., Raleigh, North Carolina -- proposal that First-Citizens Bank & Trust Company merge with Edgecombe Homestead Savings Bank, Inc., SSB, Tarboro, North Carolina. Approved, May 4, 1994.
Kansas City	First National Bank Shares, Ltd., Great Bend, Kansas -- to merge with Urban Bancshares, Inc., Kansas City, Missouri. Approved, May 2, 1994.
Minneapolis	First Sleepy Eye Bancorporation, Inc., Sioux Falls, South Dakota -- to acquire First Security Bank of Benson, Benson, Minnesota. Approved, May 6, 1994.
Dallas	Harrisburg Bancshares, Inc., Houston, Texas -- to acquire Westside National Bank of Pearland, Pearland, Texas. Approved, May 2, 1994.
Dallas	Harrisburg Bancshares Nevada, Inc., Reno, Nevada -- to acquire Westside National Bank of Pearland, Pearland, Texas. Approved, May 2, 1994.
Chicago	Horizon Bancorp, Michigan City, Indiana -- to engage de novo in lending activities. Returned, May 5, 1994.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

BANK HOLDING COMPANIES

Chicago	Horizon Bancorp Employee Stock Ownership Plan, Michigan City, Indiana, and Horizon Bancorp -- to engage de novo in acting as insurance agent or broker through Horizon Insurance Group, Inc. Permitted, May 6, 1994.
New York	HUBCO, Inc., Union City, New Jersey -- proposal that Hudson United Bank purchase certain assets and assume certain liabilities of four New Jersey branches of Polifly Federal Savings and Loan Association, New Milford, New Jersey. Approved, May 6, 1994.
Kansas City	McClain County Bancorporation, Inc., Purcell, Oklahoma -- to engage in the sale of general insurance. Returned, May 5, 1994.
Cleveland	Mellon Bank Corporation, Pittsburgh, Pennsylvania -- to acquire Belden and Associates Investment Counsel, San Francisco, California. Approved, May 6, 1994.
St. Louis	OCB Acquisition Company, Evansville, Indiana -- to acquire Citizens National Bank of Evansville, Evansville, Indiana. Approved, May 3, 1994.
Atlanta	Regions Financial Corporation, Birmingham, Alabama -- proposal that Regions Bank of Florida, Pensacola, Florida, acquire certain assets and assume certain liabilities of the downtown Panama City, East St. Andrews, Parker, and Northside branches of Security Federal Savings Association, Panama City, Florida. Approved, May 6, 1994.
Atlanta	1st United Bancorp, Boca Raton, Florida -- proposal that 1st United Bank acquire certain assets and assume certain liabilities of New River Bank, Oakland Park, Florida. Approved, May 4, 1994.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

BANK MERGERS

Chicago Chemical Bank and Trust Company, Midland, Michigan --
to acquire certain assets and assume deposit
liabilities of the Edenville, Michigan, branch of
First of America Mid-Michigan, National
Association, Bay City, Michigan, and to establish a
branch at 5777 M-30 Tobacco Township, Edenville,
Michigan.
Approved, May 4, 1994.

Richmond Fairfax Bank & Trust Company, Fairfax, Virginia -- to
purchase certain assets and assume certain
liabilities of Commonwealth Federal Savings Bank,
Manassas, Virginia, to establish three branches,
and to engage in a conversion transaction.
Approved, May 6, 1994.

Kansas City First State Bank of Taos, Taos, New Mexico -- to
merge with First State Bank of Santa Fe, Santa Fe,
New Mexico.
Approved, May 2, 1994.

Philadelphia United Bank of Philadelphia, Philadelphia,
Pennsylvania -- to merge with New Bank.
Approved, May 4, 1994.

BANK PREMISES

New York Adirondack Trust Company, Saratoga Springs, New
York -- investment in bank premises.
Approved, May 6, 1994.

Chicago American Trust & Savings Bank, Dubuque, Iowa --
investment in bank premises.
Approved, May 5, 1994.

Richmond Mellon Bank (MD), Rockville, Maryland -- investment
in bank premises.
Approved, May 2, 1994.

New York Morgan Guaranty Trust Company of New York, New York,
New York -- investment in bank premises.
Approved, May 4, 1994.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

CAPITAL STOCK

Kansas City Buchanan County Bancshares, Inc., St. Joseph,
Missouri -- redemption of shares.
Approved, May 6, 1994.

Chicago Everly Bancorporation, Everly, Iowa -- redemption of
shares.
Approved, May 5, 1994.

CHANGE IN BANK CONTROL

St. Louis Aviston Bancorp, Inc., Aviston, Illinois -- change in
bank control.
Permitted, May 3, 1994.

Atlanta Bradley County Financial Corporation, Cleveland,
Tennessee -- change in bank control.
Permitted, May 3, 1994.

Kansas City Security National Bancshares of Sapulpa, Inc.,
Sapulpa, Oklahoma -- change in bank control.
Returned, May 2, 1994.

COMPETITIVE FACTORS REPORTS

Kansas City Bank IV Kansas, N.A., Wichita, Kansas, proposed
merger with First National Bank and Trust Company
in Dodge City, Dodge City, Kansas -- report on
competitive factors.
Submitted, May 4, 1994.

Kansas City Bank IV Oklahoma, N.A., Tulsa, Oklahoma, proposed
merger with Metro Bank of Broken Arrow, Broken
Arrow, Oklahoma -- report on competitive factors.
Submitted, May 4, 1994.

Richmond Bank of Charles Town, Charles Town, West Virginia,
proposed merger with Charles Town Interim Bank,
Inc. -- report on competitive factors.
Approved, May 5, 1994.

San Francisco Bank of Coronado, Coronado, California, proposed
merger with Crown Bancorp -- report on competitive
factors.
Submitted, May 2, 1994.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

COMPETITIVE FACTORS REPORTS

Cleveland	Bank of Pittsburgh, a phantom savings bank, Charleston, West Virginia, proposed merger into Lincoln Savings Bank, Carnegie, Pennsylvania -- report on competitive factors. Submitted, May 5, 1994.
San Francisco	Bank of Salinas, Salinas, California, proposed merger with Salinas Valley Corporation -- report on competitive factors. Submitted, May 2, 1994.
San Francisco	CenFed Bank, A Federal Savings Bank, Pasadena, California, proposed merger with United California Savings Bank, Santa Ana, California -- report on competitive factors. Submitted, May 6, 1994.
Chicago	Dodgeville State Bank, Dodgeville, Wisconsin, proposed merger with MidAmerica Bank Stoughton, Stoughton, Wisconsin -- report on competitive factors. Submitted, May 6, 1994.
Richmond	First Federal Savings and Loan Association of Walterboro, Walterboro, South Carolina, proposed merger with First Carolina Bank, Federal Savings Bank -- report on competitive factors. Submitted, May 2, 1994.
Cleveland	First Federal Savings Bank, Pineville, Kentucky, proposed purchase of the Corbin, Kentucky, branch of Mutual Federal Savings Bank, Somerset, Kentucky -- report on competitive factors. Submitted, May 2, 1994.
Dallas	First Madison Bank, FSB, Dallas, Texas (on behalf of its holding companies, First Gibraltar Holdings, Inc., et al); proposed purchase of assets and assumption of liabilities of First National Bank, A Federal Savings Bank, San Francisco, California -- report on competitive factors. Submitted, May 6, 1994.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

COMPETITIVE FACTORS REPORTS

Chicago	M&I Bank of Watertown, Watertown, Wisconsin, proposed merger with Valley Bank National Association -- report on competitive factors. Submitted, May 6, 1994.
San Francisco	Metro Commerce Bank, N.A., San Rafael, California, proposed merger with Bank of Hayward, Hayward, California -- report on competitive factors. Submitted, May 6, 1994.
New York	Midlantic National Bank, Newark, New Jersey, proposed merger with Continental Bank, Norristown, Pennsylvania -- report on competitive factors. Submitted, May 5, 1994.
Dallas	New Eldorado State Bank, Eldorado, Texas, proposed merger with The First National Bank of Eldorado -- report on competitive factors. Submitted, May 6, 1994.
Cleveland	Northwest Savings Bank, Warren, Pennsylvania, proposed purchase of the assets and assumption of the liabilities of four branches of Central Pennsylvania Savings Association, F.A. -- report on competitive factors. Submitted, May 5, 1994.
Cleveland	Pemberville Interim Bank, Pemberville, Ohio, proposed merger with The Citizens Savings Bank Company -- report on competitive factors. Submitted, May 2, 1994.
Cleveland	Second National Bank of Warren, Warren, Ohio, proposed purchase of assets and assumption of liabilities of the Aurora branch of First National Bank of Ohio, Akron, Ohio -- report on competitive factors. Submitted, May 2, 1994.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

COMPETITIVE FACTORS REPORTS

Richmond	Security Bank and Trust Company, Salisbury, North Carolina, proposed merger with First Charlotte Interim Bank, Charlotte, North Carolina (successor to First Federal Savings and Loan Association of Charlotte) -- report on competitive factors. Submitted, May 6, 1994.
Cleveland	Sewickley Savings Bank, Sewickley, Pennsylvania, proposed transfer of substantially all of its assets and all of its liabilities to Sewickley Savings Bank, a to be organized stock savings bank -- report on competitive factors. Submitted, May 5, 1994.
New York	Trustco Bank New York, Schenectady, New York, proposed merger with Eastern Trust Company, Albany, New York -- report on competitive factors. Submitted, May 3, 1994.
Richmond	United Carolina Bank, Whiteville, North Carolina, proposed merger with The Bank of Iredell, Statesville, North Carolina -- report on competitive factors. Submitted, May 3, 1994.
Chicago	Valley Bank, Southwest, Spring Green, Wisconsin, proposed merger with M&I Bank of Dodgeville, Dodgeville, Wisconsin -- report on competitive factors. Submitted, May 6, 1994.
Chicago	Valley Bank, Appleton, Appleton, Wisconsin, proposed merger with M&I New Holstein Bank, New Holstein, Wisconsin -- report on competitive factors. Submitted, May 6, 1994.
Dallas	Victoria Bank & Trust Company, Victoria, Texas, proposed acquisition of Texas Commerce Trust Company - Corpus Christi, National Association, Corpus Christi, Texas -- report on competitive factors. Submitted, May 6, 1994.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

EXTENSIONS OF TIME

St. Louis First Banks, Inc., St. Louis, Missouri -- extension to July 8, 1994, to acquire Southside Bancshares, Corp.
Granted, May 6, 1994.

Boston Vermont Financial Services Corp., Brattleboro, Vermont -- extension to August 8, 1994, to acquire West Mass Bankshares, Inc., Greenfield, Massachusetts.
Granted, May 5, 1994.

INTERNATIONAL OPERATIONS

Director, BS&R Citibank Overseas Investment Corporation, New Castle, Delaware -- to invest in London Capital Holdings Limited, London, England, through Citibank Investments Limited.
Approved, May 2, 1994.

MEMBERSHIP

Chicago Cedar Valley State Bank, St. Ansgar, Iowa -- to become a member of the Federal Reserve System.
Returned, May 4, 1994.

RESERVE BANK SERVICES

Director, FRBO Federal Reserve Bank of Chicago -- to offer a Canadian check clearing service at the Chicago office.
Approved, May 2, 1994.

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

RESERVE BANK SERVICES

Daylight overdraft fees for government-sponsored enterprises beginning October 13, 1994 -- interpretation.

Approved, April 28, 1994.

ADDITIONS AND CORRECTIONS

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS
UNDER DELEGATED AUTHORITY**

BANK HOLDING COMPANIES

Cleveland Progressive Bancshares, Inc., Lexington, Kentucky -- to engage de novo in mortgage company activities through Progressive Mortgage Company. Permitted, April 30, 1994.

CHANGE IN BANK CONTROL

Chicago Community Illinois Corporation, Rock Falls, Illinois -- change in bank control. Returned, April 29, 1994.

INTERNATIONAL OPERATIONS

Director, BS&R Morgan Guaranty International Finance Corporation, New York, New York -- to invest in J.P. Morgan Sterling Securities Ltd., London, England. Approved, April 25, 1994.

FEDERAL RESERVE BANK OF BOSTON APPLICATIONS

SECTION I - APPLICATIONS SUBJECT TO
NEWSPAPER NOTICE ONLY

<u>Application</u>	<u>Comment Period Ending Date</u>
Family Bancorp, Haverhill, Massachusetts - 5(d)(3) application to acquire certain assets and assume certain liabilities of the Andover branch of First Federal Savings Bank of Boston, Boston, Massachusetts	<u>Newspaper</u> Not Yet Established

SECTION II - APPLICATIONS SUBJECT TO BOTH
NEWSPAPER AND FEDERAL REGISTER NOTICE

<u>Application</u>	<u>Comment Period Ending Date</u>
Compass Bancorp, New Bedford, Massachusetts - 3(a)(1)/3(a)(3) application to become a bank holding company through the acquisition of Compass Bank for Savings, New Bedford, Massachusetts and to retain direct ownership of 9.74% of Mayflower Cooperative Bank, Middleborough, Massachusetts*	<u>Newspaper</u> 05-29-94
	<u>Federal Register</u> 06-06-94

SECTION III - APPLICATIONS SUBJECT TO
FEDERAL REGISTER NOTICE ONLY

Fleet Financial Group, Inc., Providence, Rhode Island - 4(c)(8) notification to conduct Fleet Management & Recovery Corporation activities in Canada	<u>Federal Register</u> Not Yet Established
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SECTION IV - APPLICATIONS NOT SUBJECT TO
FEDERAL REGISTER OR NEWSPAPER NOTICE

Application

NONE

*Subject to CRA.

Comment Period
Ending Date

SECTION I
Applications Subject to Newspaper
 Notice Only

Trustco Bank New York, Schenectady, New York to establish a branch at Route 4 and Burgoyne Avenue, Kingsbury, New York.1/	5/27/94
United Jersey Bank, Hackensack, New Jersey to establish a branch at 335 Ridge Road, South Brunswick, New Jersey.1/	6/1/94

SECTION II

Applications Subject to Both
 Newspaper and Federal Register Notice

Waterhouse Investor Services, Inc., New York, New York, ("WIS") to become a bank holding company by acquiring 100 percent of the shares of Waterhouse National Bank, White Plains, New York, a <u>de novo</u> bank; WIS also proposes to acquire Waterhouse Investor Services, Inc. and Waterhouse Discount Brokerage Corp., both of New York, and thereby engage in providing securities brokerage services restricted to buying and selling securities solely as agent for the account of customers.	5/23/94 2/
Hudson City Bancorp, Inc., Paramus, New Jersey, to become a bank holding company through the acquisition of 100 percent of the voting shares of Hudson City Savings Bank, Paramus, New Jersey, upon conversion from a state-chartered mutual savings bank to a stock form savings bank.1/	5/27/94 3/

SECTION III

Nonbanking Applications
 (Subject to Federal Register Notice Only)

J.P. Morgan & Co., Incorporated, New York, New York, through its wholly-owned subsidiary, Morgan Community Development Corporation, to retain a partnership investment of 39.8 percent in Henry Phipps Plaza South Associates, New York, New York, and to increase its interest to 59.4 percent; to retain 6.06 percent equity interest in The New York Equity Fund 1989 Limited Partnership and a 18.73 partnership interest in HUDCTC Limited Partnership, and thereby engage in community development activities.	5/27/94
Deutsche Bank AG, Frankfurt (Main), Federal Republic of Germany, to continue to engage through its wholly-owned indirect subsidiaries, Deutsche Bank Sharps Pixley, Inc. ("DBSP") and Sharps Pixley Brokers, Inc. ("Brokers"), both of New York, New York, in trading by DBSP for its own account in gold and silver bullion and providing related financial services, trading in platinum bullion, and execution by Brokers of certain non financial futures contracts and options on those futures contracts and rendering advisory services thereto.	N/A

SECTION III

Nonbanking Applications
(Subject to Federal Register Notice Only), con't

Union Bank of Switzerland, Zurich, Switzerland to acquire substantially all of the assets of Timberland Resources, Inc., West Lebanon, New Hampshire, and thereby engage in investment advisory and management activities. N/A

The Summit Bancorporation, Summit, New Jersey to acquire all of the voting securities of Lancaster Financial Ltd., Inc., Parsippany, New Jersey and thereby engage in mortgage banking activities. N/A

SECTION IV

Applications Not Involving
Public Comment

None.

SECTION V

Availability of CRA Public Evaluations

In connection with the assessment of each insured depository institution's CRA performance, a rating is assigned from the following group:

Outstanding record of meeting community credit needs.

An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs.

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to improve record of meeting community credit needs.

An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial noncompliance in meeting community credit needs.

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate- income neighborhoods, in a manner consistent with its resources and capabilities.

Week Ending May 7, 1994

<u>NAME OF BANK</u>	<u>RATING</u>	<u>EXAMINATION DATE</u>
European American Bank EAB Plaza Uniondale, New York 11555	Satisfactory	3/29/93

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- 1/ Subject to provisions of Community Reinvestment Act.
 - 2/ Later of dates specified in newspaper and Federal Register notices.
 - 3/ Date specified in newspaper notice; a later date may be specified in the Federal Register notice.
 - 4/ Date specified in Federal Register notice; a later date may be specified in the newspaper notice.
- N/A - Not Available

FEDERAL RESERVE BANK OF PHILADELPHIA

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

Comment Period Ending Date

Fulton Financial Corporation, Lancaster, PA requests approval to merger certain assets and liabilities of its savings Bank subsidiary, Great Valley Savings Bank, Reading, PA into its commercial bank subsidiary, Fulton Bank, Lancaster, PA, pursuant to Section 5(d)(3) of the Federal Reserve Deposit Insurance Act, as amended.

5/31/94

Fulton Financial Corporation, Lancaster, PA requests approval to merger certain assets and liabilities of its savings bank subsidiary, Great Valley Savings Bank, Reading, PA into its commercial bank subsidiary, The First National Bank of Danville, Danville, PA pursuant to Section 5(d)(3) of the Federal Deposit Insurance Act, as amended.

5/31/94

Fulton Financial Corporation, Lancaster PA requests approval to merger certain assets and liabilities of its savings bank subsidiary, Great Valley Savings Bank Reading, PA, into its commercial bank subsidiary, Swineford National Bank, Middleburg, PA pursuant to Section 5(d)(3) of the Federal Deposit Insurance Act, as amended.

5/31/94

Meridian Bank, Reading, Pennsylvania requests approval to establish an in-store branch facility at the Festival Foods Store, 6301 Grayson Road, Harrisburg, Pennsylvania, pursuant to Section 9 of the Federal Reserve Act. Expedited branch procedures.

5/31/94

SECTION II - APPLICATIONS SUBJECT TO BOTH NEWSPAPER AND FEDERAL REGISTER NOTICE

First Fidelity Bancorporation, Lawrenceville, New ("Applicant") to acquire 100% of the voting shares of First Inter-Bancorp Inc., Fishkill, New York ("Company") and thereby indirectly acquire Mid-Hudson Savings Bank FSB, Fishkill, New York ("Mid-Hudson"), pursuant to Section 225.25(b)(9) of Reg Y and Section 4(c)(8) of the Bank Holding Company Act. Mid-Hudson will merge into Applicant's subsidiary, First Fidelity Bank, N.A., New York, Bronx, NY and Company will merge into Applicant.

Newspaper Comment Period expires: 5/23/94
Federal Regis. Comment period expires: 5/26/94

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

National Penn Bancshares, Inc., Boyertown, PA, requests approval to acquire 100% of the voting shares of Investors Trust Company, Wyomissing, PA, and thereby engage, de novo, in performing the functions and activities of a trust company, including those of a fiduciary, agency or custodial nature, pursuant to Section 4(c)(8) of the bank Holding Company Act and Section 225.25(b)(3) of Regulation Y.

Federal Regis. Comment period expires: N/A

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE OR NEWSPAPER NOTICE

None.

1/ Subject to provisions of Community Reinvestment Act.

* N/A - not yet available.

FEDERAL RESERVE BANK OF PHILADELPHIA

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

The following institutions were examined for CRA. The 30-business day period the bank has to make the evaluation public has lapsed during the week ending May 6, 1994.

Identification of Ratings

In connection with the assessment of each insured depository institution's CRA performance, a rating is assigned from the following groups:

Outstanding record of meeting community credit needs.

An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs.

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to improve record of meeting community credit needs.

An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial noncompliance in meeting community credit needs.

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

<u>Bank/Location</u>	<u>Examination Date</u>	<u>CRA Rating</u>
None	None	None

Federal Reserve Bank of Cleveland

APPLICATIONS BULLETIN
(For the week ending May 7, 1994)

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

Received application from Provident Bank of Kentucky, Alexandria, Kentucky, on May 3, 1994, of its intent to establish a branch facility at KY 18 & Merchant Street, Florence, Kentucky. *May 23, 1994

Received OAKAR application from F.N.B. Corporation Hermitage, Pennsylvania on April 28, 1994, to acquire certain assets and assume certain liabilities of Dollar Savings Association, New Castle, Pennsylvania. Non Yet Known #

SECTION II - APPLICATIONS SUBJECT TO BOTH
NEWSPAPER AND FEDERAL REGISTER NOTICE

Received Section 3(a)(1) application from Hebron Bancorp, Inc., Hebron, Kentucky on April 25, 1994, to acquire Hebron Deposit Bank, Hebron, Kentucky. Non June 1, 1994

Received Section 3(a)(3) application from McCrea Bancshares, Inc., Whitley City, Kentucky, on May 2, 1994, to acquire First Trust and Savings Bank, Oneida, Tennessee. Feat June 6, 1994

Received Section 3(a)(1) application from Williams Bancorp, Inc., Corbin, Kentucky on May 3, 1994 to acquire Williamsburg National Bank, Williamsburg, Kentucky. Williamsburg June 6, 1994

Received Section 3(a)(1) application from Peoples Bancorporation of Northern Kentucky, Inc., Crestview Hills, Kentucky, on May 3, 1994, to acquire Peoples Bank of Northern Kentucky, Inc., Crestview Hills, Kentucky. Peoples June 6, 1994

* - Subject to CRA

N - Newspaper Comment Period

F - Federal Register Comment Period

- Expected to end approximately 30 days from date of application's receipt

- Expected to end approximately 18 days from date of application's receipt

APPLICATIONS BULLETIN
(For the week ending May 7, 1994)

SECTION II - APPLICATIONS SUBJECT TO BOTH
NEWSPAPER AND FEDERAL REGISTER NOTICE

Received Section 3(a)(1) application from Sewickley Mutual Holding Company, Sewickley, Pennsylvania, on May 5, 1994, to acquire up to 50.10 percent of the voting shares of Sewickley Savings Bank, Sewickley, Pennsylvania. *F: June 6, 1994

Received Section 3(a)(1) application from Kingston Bankshares, Inc., Kingston, Ohio, on May 5, 1994, to acquire Kingston National Bank, Kingston, Ohio. *F: June 6, 1994

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER ONLY

None

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE OR
NEWSPAPER NOTICE

Received application from The Provident Bank, Cincinnati, Ohio, on May 5, 1994, for permission to establish a branch facility in Georgetown, Grand Cayman, Cayman Islands, British West Indies.

Received request from Fayette Bank and Trust Company, Uniontown, Pennsylvania, on May 3, 1994, for permission to exceed its limit of investment in bank premises permitted under Section 24A of the Federal Reserve Act.

Received request from Iron and Glass Bank, Pittsburgh, Pennsylvania, on May 2, 1994, for permission to exceed its limit of investment in bank premises permitted under Section 24A of the Federal Reserve Act.

* - Subject to CRA

N - Newspaper Comment Period

F - Federal Register Comment Period

- Expected to end approximately 30 days from date of application's receipt

- Expected to end approximately 18 days from date of application's receipt

AVAILABILITY OF CRA PUBLIC EVALUATIONS

(May 6, 1994)

The following state member banks have been examined by the Federal Reserve Bank of Cleveland for compliance with The Community Reinvestment Act. A public evaluation document became available from the bank(s) listed below during the week ended May 6, 1994. If you are interested in obtaining a copy of an evaluation document, please contact the bank(s) directly.

There are four descriptive ratings for CRA:

OUTSTANDING: a bank in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

SATISFACTORY: a bank in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

NEEDS TO IMPROVE: a bank in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

SUBSTANTIAL NON COMPLIANCE: a bank in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

NONE

Federal Reserve Bank of Richmond

Section I - Applications Subject to Newspaper
Notice Only

<u>Application</u>	<u>Comment Period Ending Date</u>
Centura Bank, Rocky Mount, North Carolina, to establish an Electronic Funds Transfer Facility in the Blockbuster Pavilion at 707 Blockbuster Boulevard, Charlotte, North Carolina.*	5-28-94
Mellon Bank (MD), Rockville, Maryland, to establish an Electronic Funds Transfer Facility in Marley Station Mall at 7900 Governor Ritchie Highway, Glen Burnie, Maryland.*	5-30-94
Signet Credit Card Bank, Richmond, Virginia, for membership in the Federal Reserve System.*	6-1-94
First Bank, Strasburg, Virginia (successor to The First National Bank of Strasburg), to establish a branch at 3143 Valley Pike, Winchester, Virginia.*	6-3-94

Section II - Applications Subject to Both
Newspaper and Federal Register Notice

<u>Application</u>	<u>Comment Period Ending Date</u>
Signet Banking Corporation, Richmond, Virginia, to acquire Signet Credit Card Bank, Richmond, Virginia.*	6-1-94

Section III - Applications Subject to Federal Register Notice

<u>Application</u>	<u>Comment Period Ending Date</u>
None.	

Section IV - Application Not Subject to
Federal Register Notice or Newspaper Notice

Second Bank & Trust, Culpeper, Virginia
(successor to Second National Bank), for
membership in the Federal Reserve System.

*Application is subject to CRA requirements.

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

Week ending May 6, 1994

Definition of Ratings

Outstanding record of meeting community credit needs.

An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs.

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to improve record of meeting community credit needs.

An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial noncompliance in meeting community credit needs.

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

	<u>Examination Date</u>	<u>Rating</u>
The First Bank and Trust Company Main Street and Secondary Road Lebanon, Virginia 24266	2-14-94	Satisfactory
Farmers and Miners Bank 403 West Morgan Avenue Pennington Gap, Virginia 24277	2-14-94	Satisfactory

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending May 6, 1994

Section 1 - Applications Subject to Newspaper Notice Only

<u>Application</u>	<u>Comment Period Ending Date</u>
Bank of Albertville Albertville, Alabama To establish a branch located at 2333 U.S. Hwy. 431 (Lot No. 2 in Hospital Heights Addition of Boaz), Boaz, Alabama.	05-23-94*

Section 2 - Applications Subject to Both
Newspaper and Federal Register Notice

<u>Application</u>	<u>Comment Period Ending Date</u>
Triangle Bancorporation Berry, Alabama 1-BHC formation, The Bank of Carbon Hill, Carbon Hill, Alabama, Bank of Berry, Berry, Alabama and Bank of Parrish, Parrish, Alabama. The three banks will be merged, with the Bank of Carbon Hill being the survivor.	Not yet available*
First National Bancorp Gainesville, Georgia To merge with Barrow Bancshares, Inc., Winder, Georgia, and thereby directly acquire Barrow Bank & Trust, Winder, Georgia, pursuant to Section 3(a)(5) of the Bank Holding Company Act.	Not yet available*

*Subject to provisions of the Community Reinvestment Act.

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending May 6, 1994

Section 3 - Applications Subject to Federal Register Only

<u>Application</u>	<u>Comment Period Ending Date</u>
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Barnett Banks, Inc. Jacksonville, Florida Along with its wholly-owned subsidiary, Barnett Mortgage Company, Jacksonville, Florida, to acquire Loan America Financial Corporation, Miami Lakes, Florida, pursuant to Section 4(c)(8) of the Bank Holding Company Act and pursuant to Section 225.25(b)(1) of Regulation Y.	
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First Alliance Bancorp, Inc. Marietta, Georgia To acquire 80 percent of Interim Alliance Corporation D/B/A Alliance Finance, Smyrna, Georgia, pursuant to Section 4(c)(8) of the Bank Holding Company Act, and to engage in consumer finance activities, pursuant to Section 225.25(b)(1)(i) of Regulation Y.	
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Section 4 - Applications Not Subject to
Federal Register Notice or Newspaper Notice

Application

Bank of Albertville
Albertville, Alabama
Request for increase in bank premises.

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending May 6, 1994

Section 10 - Availability of CRA Public Evaluations

The CRA public evaluations of the insured depository institutions listed below became available during this week. Information about an institution's CRA evaluation may be obtained directly from the institution. In connection with the assessment of an institution's CRA performance, a rating is assigned from the following groups:

Outstanding record of meeting community credit needs: An institution has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs: An institution has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to improve record of meeting community credit needs: An institution needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial noncompliance in meeting community credit needs: An institution has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

<u>Examination</u> <u>Bank</u>	<u>Rating</u>	<u>Date</u>
The Blackshear Bank Post Office Box 189 Blackshear, Georgia 31516 (912)449-6685	Satisfactory	01-24-94
Carney Bank Post Office Box 3219 Boynton Beach, Florida 33424 (407)736-8300	Satisfactory	01-24-94

Federal Reserve Bank of Chicago

Section I - Applications Subject to Newspaper
Notice Only

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
Branch	State Bank of Freeport Freeport, Illinois 6833 Stalter Drive Rockford, Illinois	N - **
Branch	The Northern Trust Company Chicago, Illinois West Pullman School 11941 South Parnell Chicago, Illinois	N - 5-05-94
Oakar	Chemical Bank and Trust Company Freeland, Michigan Freeland, Michigan Office of Standard Federal Bank Troy, Michigan	N 5-18-94
Oakar	Farmers State Bank of Breckenridge Breckenridge, Michigan Hemlock, Michigan Branch of Standard Federal Bank Troy, Michigan	N **
Oakar	M&I Mid-State Bank, N.A. Stevens Point, Wisconsin Valley Bank Western, F.S.B. Sparta, Wisconsin	N - **

Federal Reserve Bank of Chicago

Section II - Applications Subject to Both Newspaper and Federal Register Notice

<u>Type</u>	<u>Application</u>	<u>Comment Period</u> <u>Ending Date</u>	
Y-1	The First Trust Holdings, Inc. Watseka, Illinois First Trust and Savings Bank of Watseka Watseka, Illinois First National Bank of Clifton Clifton, Illinois*	FR	4-28-94
		N	4-11-94
Y-2	Northern Trust of Florida Corporation Chicago, Illinois Beach One Financial Services, Inc. Vero Beach, Florida The Beach Bank of Vero Beach Vero Beach, Florida*	FR	5-2-94
		NP	4-28-94
CoC-HC	Spring Bancorp, Inc. Springfield, Illinois Jack A. Marantz & Tom E. Marantz	FR	5-09-94
		NP	5-01-94
Y-2	Northern Trust Corporation Chicago, Illinois Beach One Financial Services, Inc. Vero Beach, Florida The Beach Bank of Vero Beach Vero Beach, Florida*	FR	5-2-94
		NP	4-28-94
Y-1	Second Fourth Street Financial Corp. Pekin, Illinois Herget Financial Corp. Pekin, Illinois Herget National Bank of Pekin Pekin, Illinois*	FR	5-12-94
		NP	5-12-94
Y-2	Heritage Financial Services Tinley Park, Illinois Midlothian State Bank Midlothian, Illinois*	FR	5-12-94
		NP	5-15-94
Y-1	Capital Commerce Bancorp, Inc. Milwaukee, Wisconsin Western Bancshares, Inc. Milwaukee, Wisconsin Milwaukee Western Bank Milwaukee, Wisconsin*	FR	5-13-94
		NP	5-6-94
CoC-HC	Peoples Bancorp, Inc. Prairie Du Chien, Wisconsin Thomas F. Farrel	FR	5-19-94
		N	5-01-94

Federal Reserve Bank of Chicago

Section II - Applications Subject to Both Newspaper and Federal
Register Notice
(Continued)

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
Y-2	Capitol Bancorp, LTD. Lansing, Michigan Financial Center Corporation Holland, Michigan Paragon Bank Holland, Michigan*	FR - 2-25-94 NP - 5-14-94
Y-2	Amcore Financial Inc. Rockford, Illinois First State Bancorp of Princeton, Illinois, Inc. Princeton, Illinois First Bank of Gridley Gridley, Illinois First State Bank of Princeton Princeton, Illinois First Bank of Ashton-Rochelle Ashton, Illinois*	FR - 5-27-94 N - 5-14-94
CoC-HC	Northwood Financial Services Corporation Northwood, Iowa Carol J. Paulson	FR - 5-20-94 N - 4-27-94
CoC-HC	Community Illinois Corporation Rock Falls, Illinois Louis F. Pignatelli	FR - ** N - **
Y-2	Ambank Company, Inc. Sioux Center, Iowa Remsen Financial Services, Inc. Council Bluffs, Iowa First Trust & Savings Bank, NA Remsen, Iowa*	FR - 5-20-94 N - 5-13-94
\Y-1	Madison Bancorp, Inc. Madison Heights, Michigan Madison National Bank Madison Heights, Michigan*	FR - 5-27-94 N - **
Y-2	Baylake Corp. Sturgeon Bay, Wisconsin Kewaunee County Banc-shares, Inc. Kewaunee, Wisconsin State Bank of Kewaunee Kewaunee, Wisconsin*	FR - ** N - 5-13-94

Federal Reserve Bank of Chicago

Section II - Applications Subject to Both Newspaper and Federal
Register Notice
(Continued)

<u>Type</u>	<u>Application</u>	<u>Comment</u>	<u>Period Ending Date</u>
Y-1	Employees Stock Ownership Plan of Horizon Bancorp Michigan City, Indiana Horizon Bancorp Michigan City, Indiana First Citizens Bank, NA Michigan City, Indiana*	FR N	** 5-19-94
Y-1	Northwest Indiana Bancorp Munster, Indiana Peoples Bank, SB Munster, Indiana*	FR N	5-27-94 3-07-94
Y-2	Town Financial Corporation Hartford City, Indiana Pacesetter Bank of Hartford City Hartford City, Indiana Pacesetter Bank of Montpelier Montpelier, Indiana*	FR N	** **
Y-2	Comerica Incorporated Detroit, Michigan Lockwood Banc Group, Inc. Houston, Texas Lockwood National Bank Houston, Texas*	FR N	** **
Y-2	Comerica Texas Incorporated Dallas, Texas Lockwood Banc Group, Inc. Houston, Texas Lockwood National Bank Houston, Texas*	FR N	- ** - **
Y-2	Firststar Corporation Milwaukee, Wisconsin First Southeast Banking Corp. Lake Geneva, Wisconsin First Bank Southeast, N.A. Milwaukee, Wisconsin First Bank Southeast of Lake Geneva, N.A. Lake Geneva, Wisconsin*	FR N	- 5-31-94 - **
Y-2	Republic Bancorp, Inc. Ann Arbor, Michigan Horizon Savings Bank Beachwood, Ohio*	FR N	- ** - **

Federal Reserve Bank of Chicago

Section II - Applications Subject to Both Newspaper and Federal
Register Notice
(Continued)

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
Y-2	Firststar Corporation of Wisconsin Milwaukee, Wisconsin First Southeast Banking Corp. Lake Geneva, Wisconsin First Bank Southeast, N.A. Milwaukee, Wisconsin First Bank Southeast of Lake Geneva, N.A. Lake Geneva, Wisconsin*	FR - 5-31-94 N - **
CoC	Mid America Banks, Inc. Collins, Iowa Gary Hested Michael R. Rude J.C. Van Ginkel	FR - ** N - 5-18-94

Federal Reserve Bank of Chicago

Section III - Applications Subject to Federal Register
Notice Only

<u>Type</u>	<u>Application</u>	<u>Comment Period</u> <u>Ending Date</u>	
Y-4	Heartland Financial USA, Inc. Dubuque, Iowa Keokuk Bancshares, Inc. Keokuk, Iowa First Community Bank, A Federal Savings Bank Keokuk, Iowa	FR N	4-15-94 5-14-94
4(c)(8)	Heartland Financial USA, Inc. Dubuque, Iowa KFS Services, Inc. Keokuk, Iowa engage in discount brokerage services	FR N	4-15-94 5-14-94
Y-4	First Midwest Corporation of Delaware Elmwood Park, Illinois Midwest One Mortgage Services, Inc. Melrose Park, Illinois	FR N	** **
4(c)(8)	First Midwest Corporation of Delaware Elmwood Park, Illinois Midwest Trust Services Elmwood Park, Illinois	FR	5-09-94
4(c)(8)	Horizon Bancorp Michigan City, Indiana Engage in lending activities	FR	**
4(c)(8)	Garrett Bancshares LTD. Bloomfield, Iowa Engage in the making of a loan to a principal of North Side of the Square, Inc.	FR	**
SMB-OT	Independent Banker's Bank of Illinois Springfield, Illinois Investment & financial advice & management consulting to depository institutions	FR -	**
4(c)(8)	Heartland Financial USA, Inc. Dubuque, Iowa KFS Services, Inc. Keokuk, Iowa - engage in acting as principal, agent or broker for insurance	FR	6-02-94

Federal Reserve Bank of Chicago

Section IV - Applications Not Subject to Federal Register or Newspaper
Notice

<u>Type</u>	<u>Application</u>
RoS	Peoples Bancorp, Inc. Prairie du Chien, Wisconsin Redeem 45.10% of outstanding stock
RoS	Charter Bancorporation, Inc. Newport, Minnesota Redeem 905 shares of its common stock

N - Newspaper
FR - Federal Register
* - Subject to Provisions of Community Reinvestment Act
** - Not available at this time

AVAILABILITY OF CRA PUBLIC EVALUATIONS

The following state member banks have been examined by the Federal Reserve Bank of Chicago for compliance with the CRA. The 30-business day period the bank has to make the evaluation public has lapsed during the week ending May 6, 1994. If you are interested in obtaining a copy of the evaluation document, please contact the bank(s) directly.

Identification of Ratings

O-An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate- income neighborhoods, in a manner consistent with its resources and capabilities.

S-An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

NI-An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

SN-An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate- income neighborhoods, in a manner consistent with its resources and capabilities.

BANK NAME/LOCATION
EXAMINATION DATE

RATINGS

- NONE

Federal Reserve Bank of St. Louis

FOR THE WEEK ENDING May 6, 1994

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE

Application

End of Comment Period

- * Section 5(d)(3) application by FDH Bancshares, Inc., Little Rock, Arkansas, to merge Grant Federal Savings Bank, Sheridan, Arkansas, into its bank subsidiary, Citizens First Bank, Little Rock, Arkansas.

Newspaper: 6-3-94

SECTION II - APPLICATIONS SUBJECT TO BOTH NEWSPAPER AND FEDERAL REGISTER NOTICE

Application

End of Comment Period

- * Section 3(a)(5) application by Trans Financial Bancorp, Inc., Bowling Green, Kentucky, to acquire FGD Holding Company, Martin, Kentucky (parent of First Guaranty National Bank, Martin, Kentucky).

Newspaper: 5-30-94

- * Section 4(c)(8) application by First Banks, Inc., St. Louis, Missouri, to acquire St. Charles Federal Bancshares, Inc., St. Charles, Missouri (parent of St. Charles Federal Savings and Loan Association, St. Charles, Missouri).

Newspaper: 6-4-94

- * Section 3(a)(3) application by Community First Financial Group, Inc., English, Indiana, to acquire The New Washington State Bank, New Washington, Indiana.

Newspaper: 6-4-94

- * Section 4(c)(8) application by FDH Bancshares, Inc., Little Rock, Arkansas, to acquire Grant Federal Savings Bank, Sheridan, Arkansas.

Newspaper: 6-3-94

Change in Control notification involving Community First Financial Group, Inc., English, Indiana, by Russell Breeden, III.

Newspaper: 5-24-94

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE

Application

End of Comment Period

None.

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE OR NEWSPAPER NOTICE

Application

End of Comment Period

None.

* This application is subject to CRA.

FEDERAL RESERVE BANK OF ST. LOUIS
St. Louis, Missouri

AVAILABILITY OF CRA PUBLIC DISCLOSURES

Identification of Ratings:

Outstanding record of meeting community credit needs

An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate- income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to improve record of meeting community credit needs

An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial noncompliance in meeting community credit needs

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

FOR THE WEEK ENDING May 6, 1994

Name of Bank	Bank Address	Examination Date	Examination Rating
None			

FEDERAL RESERVE BANK OF MINNEAPOLIS

Section I - Applications Subject to
Newspaper Notice Only

Application

Comment Period
Ending Date

Western Bank of Billings
Billings, MT
To become a member of the
Federal Reserve System*

May 9, 1994

Section II - Applications Subject to Both
Newspaper and Federal Register Notice

Application

Comment Period
Ending Date

Norwest Corporation
Minneapolis, MN
To acquire 100% of the voting
shares of Copper Bancshares,
Inc., Silver City, NM*

June 6, 1994
(Federal Register)

Mountain West Financial Corp.
Helena, MT
To acquire 80% of the voting
shares of Mountain West Bank
of Helena, N.A.
Helena, MT*

May 27, 1994
(Federal Register)

First Bank System, Inc.,
Minneapolis, MN, and
Colorado National Bankshares,
Inc., Denver, CO,
To acquire 100% of the
voting shares of the Green
Mountain Bancorporation, Inc.,
Lakewood, CO*

May 22, 1994
(Newspaper)

Dirk Gasterland, Jan Gasterland
Hans Gasterland and Gretchen Gilbertson
To each acquire 21.84% of the voting
shares of Coulee Bancshares, Inc.,
LaCrosse, WI*

Not yet available

The Bridger Company
Bridger, MT
To acquire 100% of the voting
shares of Norwest Bank Wyoming
Lovell, N.A., Lovell, WY*

Not yet available

*Subject to CRA

FEDERAL RESERVE BANK OF MINNEAPOLIS
Section III - Applications Subject
to Federal Register Notice Only

<u>Application</u>	<u>Comment Period Ending Date</u>
Norwest Corporation Minneapolis, MN To engage in Mortgage Lending through the acquisition of Legacy Mortgage, a joint venture with Heritage Realtors, Centerville, OH	May 31, 1994
Norwest Corporation Minneapolis, MN To engage in title insurance agency and real estate settlement activities through the acquisition of American Land Title Company of Kansas City, Kansas City, MO	June 6, 1994
Community First Bankshares, Inc. Fargo, ND To engage in general insurance agency activities through the acquisition of Key Insurance Agency, Gettysburg, SD	May 20, 1994
First State Bancorp, Inc. LaCrosse, WI To engage <u>de novo</u> in community development activities	May 31, 1994

FEDERAL RESERVE BANK OF MINNEAPOLIS

Section IV - Applications Not Subject to
Federal Register Notice or Newspaper Notice

Application
NONE.

FEDERAL RESERVE BANK OF MINNEAPOLIS
Section V - Availability of
CRA Public Evaluations
week ending May 6, 1994

ASSIGNMENT OF RATING

Identification of Ratings

In connection with the assessment of each insured depository institution's CRA performance, a rating is assigned from the following groups:

OUTSTANDING RECORD OF MEETING COMMUNITY CREDIT NEEDS.

An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

SATISFACTORY RECORD OF MEETING COMMUNITY CREDIT NEEDS.

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

NEEDS TO IMPROVE RECORD OF MEETING COMMUNITY CREDIT NEEDS.

An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

SUBSTANTIAL NONCOMPLIANCE IN MEETING COMMUNITY CREDIT NEEDS.

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

BANK(S) EXAMINED	DATE OF EXAMINATION	CRA RATING
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NONE.

Federal Reserve Bank of Kansas City

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

<u>APPLICATION</u>	<u>COMMENT PERIOD ENDING DATE</u>
The Bank at Broadmoor, Colorado Springs, Colorado, for prior approval to establish a <u>de novo</u> branch banking facility at 501 South Tejon, Colorado Springs, Colorado.	Not Available

SECTION II - APPLICATIONS SUBJECT TO BOTH NEWSPAPER AND FEDERAL REGISTER NOTICE

<u>APPLICATION</u>	<u>COMMENT PERIOD ENDING DATE</u>
George K. Waitt, III, Rose Hill, Kansas, for prior approval to increase his proportionate ownership interest in Rose Hill Bancorp, Inc., Rose Hill, Kansas, from 13.7 percent to 36.8 percent.	May 20, 1994
Morrill Bancshares, Inc., Sabetha, Kansas, for prior approval to acquire 100 percent of the voting shares of Morrill and Janes Bank and Trust Co., Hiawatha, Kansas, and to merge with Morrill and Janes Bancshares, Inc., Hiawatha, Kansas.*	June 6, 1994

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

<u>APPLICATION</u>	<u>COMMENT PERIOD ENDING DATE</u>
First Ainsworth Company, Ainsworth, Nebraska, for prior approval to acquire the assets of The Kulek Insurance Agency, Ainsworth, Nebraska, and 80 percent of The First National Agency of Ainsworth, Inc., Ainsworth, Nebraska, and to engage in certain nonbanking activities.	May 20, 1994

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE OR NEWSPAPER NOTICE

APPLICATION

None.

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

Identification of Ratings

In connection with the assessment of each insured depository institution's CRA performance, a rating is assigned from the following groups:

Outstanding record of meeting community credit needs

An institution in this group has an outstanding record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to improve record of meeting community credit needs

An institution in this group needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial noncompliance in meeting community credit needs

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

<u>Bank/Location</u>	<u>Exam Date</u>	<u>CRA Public Date</u>	<u>CRA Rating</u>
Bank of Cushing & Trust Co. P.O. Box 951 Cushing, Oklahoma 74023-0951	01-24-94	05-02-94	Outstanding

*Application is subject to CRA.

FEDERAL RESERVE BANK OF DALLAS APPLICATIONS BULLETIN
APPLICATIONS AND NOTIFICATIONS FILED DURING THE WEEK OF MAY 2, 1994

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER
NOTICE ONLY

<u>APPLICATION</u>	<u>NOTICE EXP</u>
None.	

SECTION II - APPLICATIONS SUBJECT TO BOTH
NEWSPAPER AND FEDERAL REGISTER NOTICE

<u>APPLICATION</u>	<u>** NOTICE EXP</u>
*Section 3(a)(3) application by Central Financial Bancorp, Inc., Lorena, TX, to acquire Bank of Troy, Troy, TX	N/A
*Section 3(a)(3) application by Central Delaware Financial Bancorp, Inc., Dover, DE, to acquire Bank of Troy, Troy, TX	N/A
Change in Control Notice by First Bancshares of Texas, Inc., Employee Stock Ownership Plan, Tomball, TX, to acquire an interest in First Bancshares of Texas, Inc., Tomball, TX	N/A

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER
NOTICE ONLY

<u>APPLICATION</u>	<u>NOTICE EXP</u>
Section 4(c)(8) <u>de novo</u> notification by Northwest Bancorporation, Inc., Houston, TX, to engage in trust activities	94/05/31

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE
OR NEWSPAPER NOTICE

<u>APPLICATION</u>
None.

* SUBJECT TO CRA.
** EXPIRATION DATE IS THE DATE SPECIFIED IN THE NEWSPAPER NOTICE ONLY.
N/A - NOT AVAILABLE AT THIS TIME.

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS
FOR THE WEEK OF MAY 2, 1994

Outstanding record of meeting community credit needs.

An institution in this group has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs.

An institution in this group has a satisfactory record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to Improve record of meeting community credit needs.

An institution in this group need to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial Noncompliance in meeting community credit needs.

An institution in this group has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

<u>Bank</u>	<u>Date of Examination</u>	<u>CRA Rating</u>
Security Bank of Arlington 1521 N. Cooper, Ste. 100 P. O. Box 121288 Arlington, TX 76012-1288	94/01/24	Satisfactory

FEDERAL RESERVE BANK OF SAN FRANCISCO

Week ending 05/06/94

Section I - Applications Subject to Newspaper Notice Only

<u>Application</u>	<u>Comment Period</u>	<u>Ending Date</u>
EverTrust Bank (In. Org.), City of Industry, California, for membership in the Federal Reserve System.*		Not available

Section II - Applications Subject to Both
Newspaper and Federal Register Notice

Union International Financial, South Pasadena, California, became a bank holding company by acquiring Pacific Business Bank, Carson, California.*	<u>Newspaper:</u>	Not available
	<u>Fed. Req.:</u>	Not available
EverFinancial Corporation, South Pasadena, California, to become a bank holding company by acquiring EverTrust Bank (In. Org.), City of Industry, California.*	<u>Newspaper:</u>	Not available
	<u>Fed. Req.:</u>	06/06/94

Section III - Applications Subject to Federal Register Notice Only

BankAmerica Corporation, San Francisco, California, to acquire United Mortgage Holding Corporation, Bloomington, Minnesota, through Bank of America, F.S.B., San Francisco, California.	<u>Fed. Req.:</u>	05/26/94
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Section IV - Applications Not Subject to Federal Register Notice
or Newspaper Notice

None

* Subject to CRA

FEDERAL RESERVE BANK OF SAN FRANCISCO (cont'd.)

Week ending 05/06/94

Section V - Availability of CRA Public Evaluations

The CRA public evaluations of the institution(s) below became available during the week ending December 24, 1993. Information about a particular institution's CRA evaluation may be obtained directly from the institution.

<u>Institution</u>	<u>Location</u>	<u>Examination Date</u>	<u>Rating*</u>
Cuyamaca Bank	9955 Mission Gorge Road Santee, California 92076 (619) 562-6400	01/31/94	Satisfactory

* Under the rating system an institution's CRA performance is assigned one of the following four ratings:

Outstanding record of meeting community credit needs: An institution has an outstanding record of, and is a leader in, ascertaining and helping to meet the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Satisfactory record of meeting community credit needs: An institution has a satisfactory record of ascertaining and meeting the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Needs to improve record of meeting community credit needs: An institution needs to improve its overall record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- to moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

Substantial noncompliance in meeting community credit needs: An institution has a substantially deficient record of ascertaining and helping to meet the credit needs of its entire delineated community, including low- to moderate-income neighborhoods, in a manner consistent with its resources and capabilities.