

ANNOUNCEMENT
BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM

H.2, 1994, No. 20
Actions of the Board, its Staff, and
the Federal Reserve Banks;
Applications and Reports Received
During the Week Ending May 14, 1994

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

BANK HOLDING COMPANIES

Banque Nationale de Paris, Paris, France -- to enter into a joint venture with, and make a passive investment in, Neuberger & Berman, L.P., New York, New York, a registered broker / dealer that underwrites and deals in securities.
Approved, May 11, 1994.

First Michigan Bank Corporation, Holland, Michigan -- to acquire Old State Bank Corporation, Fremont, Michigan, and Old State Bank of Fremont.
Approved, May 9, 1994.

United Bankers' Bancorporation, Inc., Bloomington, Minnesota -- to acquire United Bankers' Bank.
Approved, May 11, 1994.

United Community Banks, Inc., Blairsville, Georgia -- to acquire White County Bank, Cleveland, Georgia.
Approved, May 9, 1994.

ENFORCEMENT

Citizens Savings Bank Company, Pemberville, Ohio -- order to cease and desist and order of prohibition against Robert F. Bruning, former president, and an order of prohibition against Robert C. Richmond, a former officer.
Announced, May 12, 1994.

Garfield Bank, Montebello, California -- written agreement dated April 26, 1994, with the Federal Reserve Bank of San Francisco.
Announced, May 12, 1994.

Pacific Inland Bancorp, Anaheim, California, Pacific Inland Bank, and Pacific Inland Mortgage Company, San Jose, California -- cease and desist order.
Announced, May 12, 1994.

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

INTERNATIONAL OPERATIONS

NBD Bank, N.A., Detroit, Michigan -- to invest in
Michell NBD Limited, Adelaide, Australia, and to
establish three branches in Australia.
Permitted, May 13, 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

Kansas City	Bank at Broadmoor, Colorado Springs, Colorado -- to establish a branch at 501 South Tejon. Approved, May 9, 1994.
Richmond	First Virginia Bank of Tidewater, Norfolk, Virginia - - to establish a branch at the Village Square Shopping Center (also known as the Kiln Creek Shopping Center), Victory Boulevard, Tabb, Virginia. Approved, May 12, 1994.
New York	Fleet Bank of New York, Albany, New York -- to establish a branch at VETS International Armored Car, Inc., (Brooklyn Terminal), 100 Dobbins Street, Brooklyn, New York. Withdrawn, May 12, 1994.
Chicago	Northern Trust Company, Chicago, Illinois -- to establish a branch at West Pullman School, 11941 South Parnell. Approved, May 12, 1994.
Atlanta	Smyrna Bank & Trust Company, Smyrna, Georgia -- to establish a branch at 1755 Powder Springs Road, Marietta, Georgia. Approved, May 11, 1994.
Minneapolis	Valley Bank of Ronan, Ronan, Montana -- to establish a branch in Arlee, Montana. Approved, May 13, 1994.

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

BANK BRANCHES, DOMESTIC

Secretary	West One Bank, Idaho, Boise, Idaho -- to establish an automatic teller machine facility in the Silverwood Theme Park, North 26225 Highway 95, Athol, Idaho. Approved, May 13, 1994.
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BANK HOLDING COMPANIES

Cleveland	Banc One Corporation, Columbus, Ohio -- proposal to acquire the Arizona banking offices of Great American Federal Savings Association, San Diego, California. Approved, May 13, 1994.
Minneapolis	Citizens Development Company, Billings, Montana -- to acquire Western Bank of Chinook, N.A., Chinook, Montana. Approved, May 12, 1994.
Minneapolis	Citizens Development Company, Billings, Montana -- to acquire Citizens State Bank, Hamilton, Montana. Approved, May 12, 1994.
Minneapolis	Citizens Development Company, Billings, Montana -- to acquire First National Bank of Lewiston, Lewiston, Montana. Approved, May 12, 1994.
Richmond	CNB Holdings, Inc., Pulaski, Virginia -- to acquire Community National Bank. Approved, May 13, 1994.
Richmond	Crestar Financial Corporation, Richmond, Virginia -- proposal that Crestar Bank purchase certain assets and assume certain liabilities of Piedmont Federal Savings Association, Manassas, Virginia. Approved, May 13, 1994.
Kansas City	Farmers State Bank of Hardtner Employee Stock Ownership Plan, Hardtner, Kansas -- to acquire B-K Agency, Inc. and The Farmers State Bank. Approved, May 12, 1994.

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

BANK HOLDING COMPANIES

Secretary	First Interstate Bancorp, Los Angeles, California -- proposal that First Interstate Bank of Washington, N.A., Seattle, Washington, acquire certain assets and assume certain liabilities of Great American Federal Savings Association, San Diego, California. Approved, May 13, 1994.
Chicago	First Midwest Corporation of Delaware, Elmwood Park, Illinois -- to engage in the business of originating, processing, brokering, and servicing 1-4 family residential mortgages through Midwest One Mortgage Services, Inc., Melrose Park, Illinois. Returned, May 12, 1994.
Boston	Fleet Financial Group, Inc., Providence, Rhode Island -- to engage in asset management servicing and collection activities and real estate advisory services in Canada. Approved, May 8, 1994.
Philadelphia	Fulton Financial Corporation, Lancaster, Pennsylvania -- to acquire Mid-Atlantic Bancorporation, Hagerstown, Maryland. Approved, May 12, 1994.
Cleveland	Futura Banc Corp., Urbana, Ohio -- to acquire Champaign National Bank. Approved, May 10, 1994.
Chicago	Garrett Banshares Ltd., Bloomfield, Iowa -- to engage de novo in the making of a loan to a principal of North Side of the Square, a nonbank subsidiary of Davis County Savings Bank. Returned, May 10, 1994.
Minneapolis	HSB Financial Corporation, Harwood, North Dakota -- to acquire Harwood State Bank. Approved, May 10, 1994.

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

BANK HOLDING COMPANIES

Cleveland	KeyCorp, Cleveland, Ohio -- proposal to acquire the Richland, Washington, banking office of Great American Federal Savings Association, San Diego, California. Approved, May 13, 1994.
Dallas	La Grange Bancshares, Inc., La Grange, Texas -- to acquire La Grange National Bank. Approved, May 9, 1994.
Dallas	Limestone Bancshares, Inc., Mexia, Texas -- to acquire First National Bank of Mexia. Approved, May 12, 1994.
Minneapolis	Pipestone Bancshares, Inc., Pipestone, Minnesota -- to acquire Upper Midwest Financial Corporation, Garretson, South Dakota. Approved, May 10, 1994.
Boston	Shawmut National Corporation, Hartford, Connecticut - - to acquire certain branches of Northeast Savings, F.A. Approved, May 9, 1994.
Secretary	Signet Banking Corporation, Richmond, Virginia -- to engage in the operation of a savings and loan association through Pioneer Financial Corporation, Chester, Virginia, and to engage in general insurance activities through Pioneer Mortgage Corporation. Approved, May 12, 1994.
Kansas City	State Financial Investments, Inc., Winfield, Kansas - - to acquire the Holyrod Insurance Agency, and engage in the sale of property and casualty insurance products. Approved, May 12, 1994.
San Francisco	Sumitomo Bank, Limited, Osaka, Japan -- to engage de novo in leasing tangible personal property or acting as agent, broker, or adviser in leasing such property. Permitted, May 12, 1994.

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

BANK HOLDING COMPANIES

New York	Sumitomo Trust & Banking Co., Ltd., Osaka, Japan -- to acquire Boullioun Aviation Services, Inc., Bellevue, Washington, and engage in aircraft leasing and related management activities. Approved, May 12, 1994.
Dallas	Summit Bancshares, Inc., Fort Worth, Texas -- to engage de novo in community development activities through Fort Worth Community Development Corp. Permitted, May 9, 1994.
New York	UJB Financial Corp., Princeton, New Jersey -- to acquire, and to merge with VSB Bancorp, Inc., Closter, New Jersey, and to acquire Valley Savings Bank. Approved, May 11, 1994.
Secretary	USBANCORP, Inc., Johnstown, Pennsylvania -- to acquire Johnstown Savings Bank. Approved, May 9, 1994.
New York	Valley National Bancorp, Wayne, New Jersey -- to acquire Urban National Bank, Franklin Lakes, New Jersey. Withdrawn, May 10, 1994.

BANK MERGERS

Richmond	Crestar Bank, Richmond, Virginia -- to purchase certain assets and assume certain liabilities of Piedmont Federal Savings Association, Manassas, Virginia, and to establish one branch. Approved, May 13, 1994.
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BANK PREMISES

Atlanta	Smyrna Bank & Trust Company, Smyrna, Georgia -- investment in bank premises. Approved, May 11, 1994.
Dallas	United Bank & Trust, Abilene, Texas -- investment in bank premises. Approved, May 11, 1994.

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

BANKS, NONMEMBER, AND MISCELLANEOUS INSTITUTIONS

GC	Citizens Bank of Massachusetts, Fairhaven, Massachusetts, an indirect subsidiary of The Royal Bank of Scotland Group plc, Edinburgh, Scotland -- determination that sale of certain property by Citizens constitutes effective divestiture by Royal. Granted, May 11, 1994.
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CAPITAL STOCK

Kansas City	Consolidated Insurance, Inc., Hill City, Kansas -- redemption of shares. Approved, May 9, 1994.
New York	VSBC Bancorp, Inc., Closter, New Jersey -- redemption of shares. Approved, May 11, 1994.

CHANGE IN BANK CONTROL

Kansas City	Consolidated Insurance, Inc., Hill City, Kansas -- change in bank control. Permitted, May 9, 1994.
Chicago	Mid America Banks, Inc., Collins, Iowa -- change in bank control. Permitted, May 13, 1994.

COMPETITIVE FACTORS REPORTS

Atlanta	BankFirst, Decatur, Alabama, proposed acquisition of the assets and assumption of the liabilities of the Decatur branch of BankAlabama, Huntsville, Alabama -- report on competitive factors. Submitted, May 9, 1994.
Dallas	Citizens National Bank of Henderson, Henderson, Texas, proposed acquisition of assets and assumption of liabilities of the Jefferson branch at 302 E. Broadway, Jefferson, Texas, of Pacific Southwest Bank, F.S.B., Corpus Christi, Texas -- report on competitive factors. Submitted, May 12, 1994.

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

COMPETITIVE FACTORS REPORTS

Secretary	First Interstate Bank of Arizona, N.A., Phoenix, Arizona, proposed merger with Chase Bank of Arizona, Scottsdale, Arizona -- report on competitive factors. Submitted, May 12, 1994.
Philadelphia	First National Bank of Danville, Danville, Pennsylvania, proposed acquisition of certain assets and assumption of certain liabilities of four branches of Great Valley Savings Bank, Reading, Pennsylvania -- report on competitive factors. Submitted, May 10, 1994.
San Francisco	First Public Savings Bank, F.S.B., Los Angeles, California, proposed merger with Interim First Public, F.S.B. -- report on competitive factors. Submitted, May 12, 1994.
Chicago	First Security Savings Bank, FSB, Bloomfield Hills, Michigan, proposed acquisition of Security Savings Bank, FSB, Jackson, Michigan -- report on competitive factors. Submitted, May 12, 1994.
Philadelphia	New Clayton Bank, Wilmington, Delaware, proposed merger with Interim Clayton Bank -- report on competitive factors. Submitted, May 10, 1994.
Dallas	Pacific Southwest Bank, F.S.B., Corpus Christi, Texas -- application to sell its Jefferson, Texas, branch to Citizens National Bank, Henderson, Texas -- report on competitive factors. Submitted, May 10, 1994.
Philadelphia	Swineford National Bank, Middleburg, Pennsylvania, proposed acquisition of certain assets and assumption of certain liabilities of four branches of Great Valley Savings Bank, Reading, Pennsylvania -- report on competitive factors. Submitted, May 10, 1994.

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

COMPETITIVE FACTORS REPORTS

Chicago	Valley Bank Northeast, Green Bay, Wisconsin -- proposed merger with M&I Fox Heights Bank -- report on competitive factors. Submitted, May 10, 1994.
Philadelphia	Woodstown National Bank & Trust Company, Woodstown, New Jersey, proposed acquisition of certain assets and assumption of certain liabilities of the Beckett branch of Midlantic National Bank, Newark, New Jersey -- report on competitive factors. Submitted, May 10, 1994.

EXTENSIONS OF TIME

Atlanta	AmSouth Bancorporation, Birmingham, Alabama -- extension to August 24, 1994, to acquire Fortune Bancorp, Inc., Clearwater, Florida, Fortune Bank, A Savings Bank; AmSouth Bancorporation, Pensacola, Florida, and AmSouth Bank of Florida. Granted, May 12, 1994.
Cleveland	CoBancorp, Inc., Elyria, Ohio, and Premier Bank & Trust -- extension to August 16, 1994, to acquire the Worthington, Ohio, branch of Jefferson Savings Bank. Granted, May 13, 1994.
Richmond	PNC Bank Corp., Pittsburgh, Pittsburgh, Pennsylvania -- extension to July 26, 1994, to engage in asset management activities through PNC Asset Management Corp. Granted, May 9, 1994.
Cleveland	PNC Bank Corp., Pittsburgh, Pittsburgh, Pennsylvania -- extension to July 26, 1994, to engage in asset management activities through PNC Asset Management Corp. Granted, May 9, 1994.
Cleveland	PNC Bank Corp., Pittsburgh, Pittsburgh, Pennsylvania -- to engage in asset management activities through PNC Asset Management Corp. Granted, May 13, 1994.

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

MEMBERSHIP

Dallas Colorado Valley Bank, La Grange, Texas -- to become a
 member of the Federal Reserve System.
 Approved, May 9, 1994.

Philadelphia First Heritage Bank, Wilkes-Barre, Pennsylvania -- to
 become a member of the Federal Reserve System.
 Approved, May 12, 1994.

RESERVE BANK OPERATIONS

Director, FRBO Federal Reserve Bank of New York -- to purchase
 reader / sorter upgrades for check processing at
 the Utica office.
 Approved, May 10, 1994.

Director, FRBO Federal Reserve Bank of Philadelphia -- to purchase
 high-speed reader / sorters.
 Approved, May 10, 1994.

RESERVE BANK SERVICES

Director, FRBO Federal Reserve Bank of Chicago -- to offer a
 returned check reclearing service at the Chicago
 and Milwaukee offices.
 Approved, May 10, 1994.

Director, FRBO Federal Reserve Bank of Richmond -- to offer an Early
 RCPC deposit option at the Charlotte office.
 Approved, May 10, 1994.

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

BANK BRANCHES, DOMESTIC

Chicago	First Bank North, Freeport, Illinois -- to establish a branch at 3957 N. Mulford Road, Rockford, Illinois. Approved, May 2, 1994.
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BANK HOLDING COMPANIES

Chicago	Capital Commerce Bancorp, Inc., Milwaukee, Wisconsin to acquire Western Bancshares, Inc., and Milwaukee Western Bank. Returned, May 6, 1994.
Cleveland	National City Corporation, Cleveland, Ohio -- to engage de novo in certain securities-related activities through National City Investments Corporation, Cleveland, Ohio. Permitted, May 5, 1994.

CAPITAL STOCK

Chicago	First Security Bancshares, Inc., Lake Park, Iowa -- redemption of shares. Returned, May 6, 1994.
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REGULATIONS AND POLICIES

Director, C&CA	Regulation DD -- determination that Wisconsin's Truth in Savings law is not inconsistent with federal law and therefore is not preempted (Docket R-0818). Approved, May 4, 1994.
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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>
NONE	

SECTION III - APPLICATIONS SUBJECT TO
FEDERAL REGISTER NOTICE ONLY

Fleet Financial Group, Inc., 05-31-94 Providence, Rhode Island - 4(c)(8) notification to conduct Fleet Management & Recovery Corporation activities in Canada	<u>Federal Register</u>
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Shawmut National Corporation, Hartford, Connecticut - 4(c)(8) notification to expand the geographic area served by its subsidiary, Shawmut Investment Advisers, Inc. to Canada	<u>Federal Register</u> 06-02-94
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SECTION IV - APPLICATIONS NOT SUBJECT TO
FEDERAL REGISTER OR NEWSPAPER NOTICE

<u>Application</u>
NONE

*Subject to CRA.

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

<u>Institution</u>	<u>Examination Date</u>	<u>Rating**</u>
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NONE

**Rating Definitions: "O" - Outstanding; "S" - Satisfactory; "N" - Needs to Improve; "SN" - Substantial Noncompliance.

Federal Reserve Bank of New York

Comment Period
Ending Date

SECTION I
Applications Subject to Newspaper
Notice Only

Manufacturers and Traders Trust Company, Buffalo, New York to acquire the following branches of Chemical Bank, New York, New York located at: 23 Lake Street (at Millpond Parkway), Monroe; Route 17M (at Route 306), Monroe; Church Street & Route 17M Harriman; Ball and Sussex Streets, Port Jervis; Route 17M (at Route 6) Middletown; 375 Windsor Highway (at Temple Hill Road) Vails Gate; 108 Main Street (at Franklin Street and Broadway), Nyack, all in New York. 1/ 6/3/94

United Jersey Bank, Hackensack, New Jersey to establish an off-site electronic facility at Lehman Brothers, Inc., 101 Hudson Street, 27th floor, Jersey City, New Jersey. 1/ 6/8/94

SECTION II
Applications Subject to Both
Newspaper and Federal Register Notice

HUBCO Inc., Union City, New Jersey to acquire 27.9 percent of the voting shares of Washington Bancorp, and thereby indirectly acquire Washington Savings Bank, both of Hoboken, New Jersey. 1/ 6/10/94

SECTION III
Nonbanking Applications
(Subject to Federal Register Notice Only)

J.P. Morgan & Co., Incorporated, New York, New York through its subsidiary, J.P. Morgan Community Development Corporation, to acquire an 18.0 percent equity interest in New York Equity Fund 1993 Limited Partnership and thereby engage in community development 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 14, 1994

<u>NAME OF BANK</u>	<u>RATING</u>	<u>EXAMINATION DATE</u>
Manufacturers & Traders Trust & Co. One M&T Plaza Buffalo, NY 14240	Outstanding	6/14/94

- 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

Ambassador Bank of the Commonwealth, Allentown, Pennsylvania requests approval to acquire certain assets and assume certain liabilities of one branch of Lafayette Bank, Easton, Pennsylvania, pursuant to Section 18(c) of the Federal Deposit Insurance Act, and incident thereto, to establish a branch office to be located at 535 North 19th Street, Allentown, Pennsylvania, pursuant to Section 9 of the Federal Reserve Act.

6/10/94

Keystone Financial, Inc., Harrisburg, PA, requests approval to acquire, through its bank subsidiary Northern Central Bank, two branch offices of Citizens Savings Association of Clarks Summit, Clarks Summit, PA, pursuant to Section 5(d)(3) of the FDI Act, (the Oakar Amendment.)

N/A

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

None.

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:

6/1/94

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

Meridian Bank, Reading, Pennsylvania requests approval to invest an additional \$150,000 in bank premises in connection with the relocation of its branch office at 101 West Third Street, Williamsport to Commonwealth Plaza, 33 West Third Street, Williamsport, Pennsylvania, pursuant to Section 24A of the Federal Reserve Act.

Meridian Bank, Reading, Pennsylvania requests approval to invest an additional \$150,000 in bank premises in connection with the relocation of its branch office at 101 West Third Street, Williamsport to Commonwealth Plaza, 33 West Third Street, Williamsport, Pennsylvania, pursuant to Section 24A of the Federal Reserve Act.

MBNA Corporation, Newark, DE requests approval to invest an additional £65 million in MBNA International Bank Limited, Chester, England, pursuant to Section 211.5(c)(1) of Regulation K.

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 13, 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**
P. O. BOX 6387
CLEVELAND, OHIO 44101-1387

APPLICATIONS BULLETIN
(For the week ending May 14, 1994)

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

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.

*Not Yet Known #

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

None

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

None

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

None

* - 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 13, 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 13, 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

Application

Comment Period Ending Date

None.

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

Application

Comment Period Ending Date

First Union Corporation, Charlotte, North
Carolina, to acquire BancFlorida Financial
Corporation, Naples, Florida.*

5-26-94

Cooperative Bankshares, Inc., Wilmington,
North Carolina, to become a bank holding
company through the acquisition of 100% of
the voting shares of Cooperative Bank for
Savings, Inc., SSB, Wilmington, North Carolina.*

6-12-94

Section III - Applications Subject to Federal Register Notice

Application

Comment Period Ending Date

None.

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

*Application is subject to CRA requirements.

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

Week ending May 13, 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>
Blue Ridge Bank 213 North Locust Street Floyd, Virginia 24091	2-22-94	Satisfactory
South Boston Bank 4013 Halifax Street South Boston, Virginia 24592	2-22-94	Outstanding

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending May 13, 1994

Section 1 - Applications Subject to Newspaper Notice Only

<u>Application</u>	<u>Comment Period Ending Date</u>
SouthTrust Bank of West Florida St. Petersburg, Florida To merge with University State Bank, Tampa, Florida, pursuant to Section 18(c) of the Federal Deposit Insurance Act.	06-17-94*

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

<u>Application</u>	<u>Comment Period Ending Date</u>
SouthTrust Corporation Birmingham, Alabama Along with its subsidiary, SouthTrust USB, Inc., Birmingham, Alabama, to merge with University State Bank Corp., Tampa, Florida, and thereby directly acquire University State Bank, Tampa, Florida, pursuant to Section 3(a)(5) of the Bank Holding Company Act.	Not yet available*
SouthTrust Corporation Birmingham, Alabama Along with its second-tier subsidiary, SouthTrust of Mississippi, Inc., Birmingham, Alabama, to merge with First Jefferson Corporation, Biloxi, Mississippi, and thereby directly acquire The Jefferson Bank, Biloxi, Mississippi, pursuant to Section 3(a)(5) of the Bank Holding Company Act.	Not yet available*
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.	06-10-94* Federal Register

*Subject to provisions of the Community Reinvestment Act.

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending May 13, 1994

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

SouthTrust of Florida, Inc. Jacksonville, Florida To merge with University State Bank Corp., Tampa, Florida, and thereby directly acquire University State Bank, Tampa, Florida, pursuant to Section 3(a)(5) of the Bank Holding Company Act.	Not yet available*
First State Bancshares of Blakely, Inc. Blakely, Georgia To acquire Bostwick Banking Company, Arlington, Georgia, pursuant to Section 3(a)(3) of the Bank Holding Company Act.	Not yet available*
Wrightsville Bancshares, Inc. Wrightsville, Georgia After-the-fact change in control notice by Thomas Luther Lovett to retain .6 percent of the outstanding shares of common stock of Wrightsville Bancshares, Inc., Wrightsville, Georgia. Total ownership equals 13.52 percent.	Not yet available*
CM Bank Holding Company Lake Charles, Louisiana 1-BHC formation, The Calcasieu Marine National Bank of Lake Charles, Lake Charles, Louisiana.	Not yet available*
Hibernia Corporation New Orleans, Louisiana To merge with First Bancorp of Louisiana, Inc., West Monroe, Louisiana, and thereby directly acquire its bank subsidiaries, First National Bank, West Monroe, Louisiana, and Southern National Bank at Tallulah, Tallulah, Louisiana, pursuant to Section 3(a)(5) of the Bank Holding Company Act.	05-27-94* Federal Register

*Subject to provisions of the Community Reinvestment Act.

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending May 13, 1994

Section 3 - Applications Subject to Federal Register Only

<u>Application</u>	<u>Comment Period Ending Date</u>
Shamrock Holding, Inc. Evergreen, Alabama To engage de novo , through its proposed subsidiary, Shamrock Insurance, Inc., in insurance agency activities, pursuant to Section 225.25(b)(8) of Regulation Y.	Not yet available
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.	06-10-94
SunTrust Banks, Inc. Atlanta, Georgia To engage de novo , through a wholly-owned subsidiary, SunTrust Capital Markets, Inc., Atlanta, Georgia (Company), in certain nonbank activities. Specifically, Applicant proposes to make, service or acquire loans or other extensions of credit, to act as an investment or financial advisor, to lease personal or real property, to arrange commercial real estate equity financing, to provide securities brokerage services and to underwrite and deal in government obligations and money market instruments, pursuant to Sections 225.25(b)(1), (4), (5), (14), (15) and (16) of Regulation Y, respectively.	Not yet available

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending May 13, 1994

Section 3 - Applications Subject to Federal Register Only

Application

Comment Period Ending Date

In addition, Applicant proposes to engage, through Company, in certain nonbank activities that have been approved by Board Order, but have not yet been added to the laundry list of permissible nonbank activities. Specifically, Applicant proposes to engage in the private placement of all types of debt and equity securities, see Bankers Trust New York Corporation, 75 Federal Reserve Bulletin 829 (1989) ("Bankers Trust"); J.P. Morgan & Company & Company Incorporated, 76 Federal Reserve Bulletin 26 (1990) ("J.P. Morgan"); to buy and sell all types of debt and equity securities on the order of customers as a "riskless principal", see Bankers Trust and J.P. Morgan; and to underwrite and deal in municipal revenue bonds, mortgage-related securities, consumer-receivable related securities and commercial paper, see Citicorp, J.P. Morgan & Company Incorporated and Bankers Trust New York Corporation, 73 Federal Reserve Bulletin 473 (1987); Chemical New York Corporation et. al, 73 Federal Reserve Bulletin 731 (1987); as modified by Order Approving Modification to Section 20 Orders, 75 Federal Reserve Bulletin 751 (1989)

Section 4 - Applications Not Subject to
Federal Register Notice or Newspaper Notice

Application

SouthTrust Bank of West Florida
St. Petersburg, Florida
Request for increase in bank premises.

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending May 13, 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.

Examination

Bank

Rating

Date

None.

Federal Reserve Bank of Chicago

Section I - Applications Subject to Newspaper
Notice Only

<u>Type</u>	<u>Application</u>	<u>Comment Period</u> <u>Ending Date</u>
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 **
Branch	Westby-Coon Valley State Bank Westby, Wisconsin 420 Commerce Street West Salem, Wisconsin	N 5-16-94

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 Ending Date</u>	
CoC-HC	Spring Bancorp, Inc. Springfield, Illinois Jack A. Marantz & Tom E. Marantz	FR	5-09-94
		NP	5-01-94
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
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

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>
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 - 5-25-94 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 - 5-31-94 N - 5-13-94
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 - 5-27-94 N - 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 - 5-31-94 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</u> <u>Ending Date</u>
Y-2	Comerica Incorporated Detroit, Michigan Lockwood Banc Group, Inc. Houston, Texas Lockwood National Bank Houston, Texas*	FR - 5-31-94 N **
Y-2	Comerica Texas Incorporated Dallas, Texas Lockwood Banc Group, Inc. Houston, Texas Lockwood National Bank Houston, Texas*	FR 5-31-94 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 5-31-94 N **
Y-2	Republic Bancorp, Inc. Ann Arbor, Michigan Horizon Savings Bank Beachwood, Ohio*	FR - ** N - **
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</u>	<u>Period 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	6-6-94 **
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 III - Applications Subject to Federal Register

Notice Only

Continued

<u>Type</u>	<u>Application</u>	<u>Comment Period</u>	<u>Ending Date</u>
4(c)(8)	First of America Bank Corporation Kalamazoo, Michigan First of America Securities, Inc. Kalamazoo, Michigan - providing full service brokerage; fin. advice & underwriting & dealing in securities	FR N	6-6-94 **
4(c)(8)	Firstbank of Illinois Co. Springfield, Illinois FFG Trust, Inc. Springfield, Illinois engage in trust company activities	FR N	** **

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
RoS	Community Illinois Corporation Rock Falls, Illinois Purchase an additional 7.5% of its outstanding shares

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 13, 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 13, 1994

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE

Application

End of Comment Period

None.

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

Application

End of Comment Period

Change in Control notification involving Capital Bancorporation, Inc., Cape Girardeau, Missouri, by William Lauber and Douglas Hommert (as trustees of five trusts collectively); also separately by Capital Trust.

Not yet available

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE

Application

End of Comment Period

Section 4(c)(8) notification by Mainline Bankshares of Portland, Inc., Portland, Arkansas, to engage de novo in making loans (previously reported during week ending 4-29-94).

5-26-94

Section 4(c)(8) notification by First Commercial Corporation, Little Rock, Arkansas, to engage de novo in making, acquiring, and servicing loans (previously reported during week ending 4-22-94).

5-25-94

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

Application

End of Comment Period

Section 24A application by Arkansas Bank & Trust Company, Hot Springs, Arkansas, for an investment in bank premises.

N/A

* 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 13, 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

NONE.

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

Application

Comment Period
Ending Date

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

Security State Agency of Aitkin
Aitkin, MN
To acquire 100% of Cook County
State Bank, Grand Marais, MN, a
de novo bank*

Not yet available

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

Application

Comment Period
Ending Date

Security State Agency of Aitkin
Aitkin, MN
To engage in general insurance
agency activities*

Not yet available

*Subject to CRA

FEDERAL RESERVE BANK OF MINNEAPOLIS

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

Application

Ronan State Bank

Ronan, MN

Applicant proposes to
pay a \$1,000M dividend

United Bankers' Bank

Bloomington, MN

Applicant proposes to
pay a \$24M dividend on
its preferred stock

FEDERAL RESERVE BANK OF MINNEAPOLIS
Section V - Availability of
CRA Public Evaluations
week ending May 13, 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
Crow River State Bank 710 Babcock, Box B2 Delano, MN 55328 (612) 972-3385	January 31, 1994	Outstanding

Federal Reserve Bank of Kansas City

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

<u>APPLICATION</u>	<u>COMMENT PERIOD ENDING DATE</u>
OMNIBANK Southeast, Denver, Colorado, for prior approval to merge with OMNIBANK Arapahoe, Englewood, Colorado.	Not Available

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

<u>APPLICATION</u>	<u>COMMENT PERIOD ENDING DATE</u>
PBT Bancshares, Inc., McPherson, Kansas, for prior approval to acquire 100 percent of the voting shares of Nickerson Bankshares, Inc., Nickerson, Kansas.*	Not Available
Young Family Trust, Hugoton, Kansas, for prior approval to retain 41.47 percent of the voting shares of Hugoton Bancshares, Inc., Hugoton, Kansas.	Not Available

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE
ONLY

<u>APPLICATION</u>	<u>COMMENT PERIOD ENDING DATE</u>
None.	

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

<u>APPLICATION</u>
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>
Sac River Valley Bank P.O. Box B Stockton, Missouri 65785	01-31-94	05-09-94	Satisfactory

*Application is subject to CRA.

FEDERAL RESERVE BANK OF DALLAS APPLICATIONS BULLETIN

APPLICATIONS AND NOTIFICATIONS FILED DURING THE WEEK OF MAY 9, 1994

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER
NOTICE ONLY

APPLICATION

NOTICE EXP

None.

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

APPLICATION

** NOTICE EXP

Change in Control Notice by
John Thomas Talkington, Lubbock, TX, to
acquire an interest in Lubbock National
Bancshares, Inc., Lubbock, TX
(Previously reported during the week of 3-28-94)

94/05/15

Change in Control Notice by
Bob G. Scott, as Voting Trustee, Fort Worth, TX, to
acquire an interest in Provident Bancorp of Texas,
Inc., Dallas, TX

N/A

Change in Control Notice by
George Gregory Griffin and Margaret Theo Griffin
Family Living Trust, Fort Stockton, TX, and as
Trustees, to acquire an interest in Pecos County
Bancshares, Inc., Fort Stockton, TX

N/A

*Section 3(a)(1) application by
Bronte Bancshares, Inc., Bronte, TX, to acquire
Bronte Bancshares - Delaware, Inc., Wilmington, DE,
and First National Bank in Bronte, Bronte, TX

94/06/07

*Section 3(a)(1) application by
Bronte Bancshares - Delaware, Inc., Wilmington, DE,
to acquire First National Bank in Bronte, Bronte, TX

94/06/07

*Section 3(a)(1) application by
Riverway Holdings, Inc., Houston, TX, to acquire
Riverway Holdings of Delaware, Inc., Wilmington, DE,
and Riverway Bank, Houston, TX

N/A

*Section 3(a)(1) application by
Riverway Holdings of Delaware, Inc., Wilmington, DE,
to acquire Riverway Bank, Houston, TX

N/A

*Section 3(a)(3) application by
GNB Bancshares, Inc., Gainesville, TX, to acquire
Lake Cities Financial Corporation, Lake Dallas, TX, and
Lake Cities State Bank, Lake Cities, TX N/A

*Section 3(a)(5) application by
Guaranty National Bancshares, Inc., Wilmington, DE,
to acquire Lake Cities Financial Corporation, Lake
Dallas, TX N/A

**SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER
NOTICE ONLY**

APPLICATION **NOTICE EXP**

Section 4(c)(8) de novo notification by
Riverway Holdings, Inc., Houston, TX, to acquire
Riverway Financial Services, Inc., Houston, TX
(engage in providing investment advice) N/A

Section 4(c)(8) de novo notification by
Riverway Holdings of Delaware, Inc., Wilmington, DE, to
acquire Riverway Financial Services, Inc., Houston, TX
(engage in providing investment advice) N/A

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

APPLICATION

Section 24A application by
Silsbee State Bank, Silsbee, TX, to invest in
bank premises in excess of bank's capital stock

Section 9 application received from
The State Bank of Texas, Houston, TX,
(currently Antoine National Bank), to
become a member of the Federal Reserve System

* 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 9, 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>
None.		

FEDERAL RESERVE BANK OF SAN FRANCISCO

Week ending 05/13/94

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, to become a member of the Federal Reserve System. *	<u>Newspaper:</u>	05/20/94

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

Charter Bancorporation, Inc., Newport, Minnesota, to become a bank holding company by acquiring First Buffalo Holding Company, Scottsdale, Arizona. *	<u>Newspaper:</u>	05/19/94
	<u>Fed. Req.:</u>	05/27/94
EverFinancial Corporation, South Pasadena, California, to become a bank holding company by acquiring EverTrust Bank (In Org.), City of Industry, California. *	<u>Newspaper:</u>	05/28/94
	<u>Fed. Req.:</u>	06/06/94
Union International Financial, South Pasadena, California, to become a bank holding company by acquiring Pacific Business Bank, Carson, California. *	<u>Newspaper:</u>	Not available
	<u>Fed. Req.:</u>	Not available

Section III - Applications Subject to Federal Register Notice Only

Grupo Financiero Serfin, S.A., Mexico City, Mexico, to establish Serfin Funds Transfer, Inc., Los Angeles, California, and engage in receiving/transmitting of money, buying/selling foreign currency, cashing US\$ payroll checks, cash advances on credit cards, issuing/selling US\$ and foreign currency denominated money orders and similar payment investments.	<u>Fed. Req.:</u>	Not on "laundry list" to be published by Board after acceptance
Cupertino National Bancorp, Cupertino, California, to engage directly in lending activities.	<u>Fed. Req.:</u>	06/10/94

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 05/13/94

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>
None			

* 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.