

ANNOUNCEMENT

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

**H.2, 1997, No. 23
Actions of the Board, its Staff, and
the Federal Reserve Banks;
Applications and Reports Received
During the Week Ending June 7, 1997**

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

BANK HOLDING COMPANIES

Mercantile Bancorporation, Inc., St. Louis, Missouri, and Ameribanc, Inc. -- to acquire Roosevelt Financial Group, Inc., Chesterfield, Missouri State Bank and Trust Company, St. Louis, and Roosevelt Bank, Chesterfield, all in Missouri.
Approved, June 4, 1997.

ENFORCEMENT

Bank of New York, New York -- order of prohibition against Donald G. Austin, a former employee and institution-affiliated party of The Bank of New York.
Announced, June 3, 1997.

Crestar Securities, Inc., Richmond, Virginia, a broker-dealer subsidiary of Crestar Financial Corporation -- order to cease and desist against Robert L. McCook, a former registered representative and institution-affiliated party of Crestar Securities.
Announced, June 3, 1997.

First State Bank of Maple Park, Maple Park, Illinois, and Maple Park Bancshares -- written agreements dated September 7, 1995, terminated June 2, 1997.
Announced, June 4, 1997.

Mount Vernon Bancshares, Inc., Mount Vernon, Kentucky, and Jerry Ikerd and Brenda Ikerd -- cease and desist order dated February 23, 1994, terminated May 19, 1997,
Announced, June 4, 1997.

Nova Ljubljanska Banka d.d., New York, New York -- cease and desist order dated December 20, 1991, terminated March 27, 1997.
Announced, June 4, 1997.

Purdy Bancshares, Inc., Monett, Missouri, and Glen Garrett -- cease and desist order dated May 4, 1993, terminated March 25, 1997.
Announced, June 4, 1997.

State Bank of India, Bombay, India, and the bank's Los Angeles, Chicago, and New York offices -- termination of cease and desist order dated September 22, 1994, terminated March 24, 1997.
Announced, June 4, 1997.

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

ENFORCEMENT

Swiss Bank Corporation (New York Branch) -- cease and desist order against Michael Quinn, a former employee of the New York Branch of Swiss Bank Corporation.
Announced, June 4, 1997.

FORMS

Senior Financial Officer Survey -- extension, without revision
Approved, June 3, 1997.

Senior Loan Officer Opinion Survey -- extension, without revision.
Approved, June 3, 1997.

REGULATIONS AND POLICIES

Rules Regarding Availability of Information -- request for comment on proposed revisions to comply with the Electronic Freedom of Information Act Amendments.
Approved, June 4, 1997.

RESERVE BANK OPERATIONS

Federal Reserve Bank of New York -- to purchase laptop computers.
Approved, June 4, 1997.

**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

Richmond	Bank of Gassaway, Gassaway, West Virginia -- to establish a branch at 2190 Sutton Lane, Sutton, West Virginia. Approved, June 2, 1997.
Chicago	Bank of Lenawee, Adrian, Michigan -- to establish a branch at 450 East Michigan Avenue, Silver Spring, Michigan. Approved, June 6, 1997.
Atlanta	Commercial Bank, Harrogate, Tennessee -- to establish a branch at the southeast corner of Emory and Primetime Roads, Knoxville, Tennessee. Approved, June 6, 1997.
Richmond	Union Bank and Trust Company, Bowling Green, Virginia -- to establish a branch at 11625 Brock Road, Spotsylvania, Virginia. Approved, June 6, 1997.

BANK HOLDING COMPANIES

Minneapolis	BayBankcorp, Inc., Gladstone, Michigan -- to acquire BayBank. Approved, June 2, 1997.
Richmond	BB&T Corporation, Winston-Salem, North Carolina (formerly Southern National Corporation) -- to acquire Refloat, Inc., Pilot Mountain, and Sheffield Financial Corp., Clemmons, North Carolina. Permitted, June 5, 1997.
Chicago	Capital Bancorp, Ltd., Lansing, Michigan, and Sun Community Bancorp Ltd., Tucson, Arizona -- to acquire Valley First Community Bank, Scottsdale, Arizona. Approved, June 3, 1997.

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

BANK HOLDING COMPANIES

Richmond	CCB Financial Corporation, Durham, North Carolina -- to acquire American Federal Bank, FSB, Greenville, South Carolina. Approved, June 4, 1997.
Dallas	Central Texas Bankshares Holdings, Inc., Columbus, Texas -- to acquire Hill Bancshares Holdings, Inc., Weimar, Texas; Hill Bancshares, Inc., Wilmington, Delaware; and Hill Bank & Trust Company, Weimar, Texas. Approved, June 6, 1997.
Richmond	Community Bankshares, Inc., Petersburg, Virginia -- to acquire County Bank of Chesterfield, Midlothian, Virginia. Approved, June 5, 1997.
Secretary	Community Capital Corporation, Greenwood, South Carolina -- to acquire The Bank of Newberry County, Newberry, South Carolina. Approved, June 5, 1997.
Chicago	Community Financial Corp., Edgewood, Iowa -- to acquire Community Savings Bank, Robins, Iowa Approved, June 3, 1997.
St. Louis	Concord EFS, Inc., Memphis, Tennessee -- to acquire EFS Federal Savings Bank, Oakland, Tennessee. Approved, June 3, 1997.
Kansas City	Farmers State Bank of Fort Morgan, Colorado ESOP, Fort Morgan, Colorado -- to acquire additional shares of FSB Bancorporation. Approved, June 5, 1997.
Minneapolis	Farmers State Holding Company, Marion, South Dakota - to acquire First State Financial Services, Inc., Bridgewater, South Dakota, and First State Bank. Approved, June 5, 1997.
Chicago	FBA Bancorp, Inc., Chicago, Illinois -- to acquire First Bank of the Americas, S.S.B. Returned, June 2, 1997.

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

BANK HOLDING COMPANIES

Chicago	InvestorsBancorp, Inc., Pewaukee, Wisconsin -- to acquire InvestorsBank. Approved, June 4, 1997.
Dallas	Mansfield Bancshares, Inc., Mansfield, Louisiana -- to acquire Riverside Bancshares, Inc., Logansport, Louisiana, and Bank of Logansport. Approved, June 6, 1997.
Chicago	NEB Corporation, Fond du Lac, Wisconsin -- to acquire State Bank of St. Cloud, St. Cloud, Wisconsin. Approved, June 5, 1997.
Dallas	New Woodson Bancshares, Inc., Graham, Texas -- to acquire Woodson Bancshares, Inc., Woodson, Texas, and First State Bancorp, Inc., Carson City, Nevada, and First State Bank, Graham, Texas. Withdrawn, June 2, 1997.
Philadelphia	Northumberland Bancorp, Dunmore, Pennsylvania -- to acquire The Northumberland National Bank, Northumberland, Pennsylvania. Approved, June 4, 1997.
Philadelphia	Penncore Financial Services Corporation, Newtown, Pennsylvania -- waiver of application to acquire ML Bancorp, Inc., Villanova, Pennsylvania, and Main Line Bank. Returned, June 5, 1997.
Chicago	Schonath Family Partnership, Limited Partnership, Oconomowoc, Wisconsin -- to acquire InvestorsBancorp, Inc., Pewaukee, Wisconsin, and InvestorsBank. Approved, June 4, 1997.
Chicago	Shorebank Corporation, Chicago, Illinois -- to acquire Shorebank Pacific Corporation, Ilwaco, Washington, and ShoreTrust Bank, Seattle, Washington. Approved, June 3, 1997.

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

BANK HOLDING COMPANIES

Chicago	Shorebank Pacific Corporation, Ilwaco, Washington -- to acquire ShoreTrust Bank, Seattle, Washington. Approved, June 3, 1997.
Richmond	South Branch Valley Bancorp, Inc., Moorefield, West Virginia -- to acquire shares of Capital State Bank, Inc., Charleston, West Virginia. Approved, June 2, 1997.
St. Louis	TCCBC Acquisition Corp (to be renamed Clay City Bank Shares, Inc.), Clay City, Illinois -- to acquire Clay City Banking Company. Approved, June 3, 1997.
St. Louis	TrustCorp Financial, Inc., St. Louis, Missouri -- to acquire Missouri State Bank and Trust Company. Approved, June 5, 1997.
GC	WMJ/RMJ Family Limited Partnership II -- determination that it is a family partnership under the Bank Holding Company Act. Granted, June 6, 1997.

CAPITAL STOCK

Kansas City	First Kansas Holding Company, Junction City, Kansas - - redemption of shares. Approved, June 5, 1997.
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CHANGE IN BANK CONTROL

St. Louis	Citizens Bancshares of Batesville, Inc., Batesville, Arkansas -- change in bank control. Permitted, June 5, 1997.
Dallas	Quadco Bancshares, Inc., Ladonia, Texas -- change in bank control. Permitted, June 3, 1997.

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

COMPETITIVE FACTORS REPORTS

Secretary	Bank of America Trust Company of Florida, N.A., Boca Raton, Florida, proposed merger with Bank of America, NT & SA, San Francisco, California -- report on competitive factors. Submitted, June 6, 1997.
San Francisco	Bank of Sumner, Sumner, Washington, proposed acquisition of the assets and assumption of the liabilities of the Buckley, Washington, branch of Wells Fargo Bank, N.A., San Francisco, California - - report on competitive factors. Submitted, June 2, 1997.
Richmond	Branch Banking and Trust Company, Winston-Salem, North Carolina, proposed merger with United Carolina Bank, Whiteville, North Carolina -- report on competitive factors. Submitted, June 4, 1997.
Richmond	Branch Banking and Trust Company of South Carolina, Greenville, South Carolina, proposed merger with United Carolina Bank of South Carolina, Greer, South Carolina -- report on competitive factors. Submitted, June 2, 1997.
Cleveland	Community First Bank, Maysville, Kentucky, proposed merger with Community First Bank, N.A., Ripley, Ohio -- report on competitive factors. Submitted, June 3, 1997.
Cleveland	First National Bank of Pa., Greenville, Pennsylvania, proposed purchase of certain assets and assumption of certain liabilities of The Metropolitan Savings Bank of Youngstown, Ohio -- report on competitive factors. Submitted, June 3, 1997.
Cleveland	First National Bank of Slippery Rock, Slippery Rock, Pennsylvania, proposed purchase of certain assets and assumption of certain liabilities of First Western Bank, Federal Savings Bank, Sharon, Pennsylvania -- report on competitive factors. Submitted, June 3, 1997.

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

COMPETITIVE FACTORS REPORTS

Cleveland	Lebanon Citizens National Bank, Lebanon, Ohio, proposed purchase of three Ohio branches of Key Bank National Association, Cleveland, Ohio -- report on competitive factors. Submitted, June 3, 1997.
San Francisco	Marina Bank, Marina Del Rey, California, proposed merger with FCB Interim, Inc., El Segundo, California -- report on competitive factors. Submitted, June 4, 1997.
Cleveland	Old Phoenix National Bank of Medina, Medina, Ohio, EST National Bank, Elyria, Citizens National Bank, Canton, Peoples National Bank, Wooster, and Peoples Bank, National Association, Ashtabula proposed merger with First National Bank of Ohio, Akron, Ohio -- report on competitive factors. Submitted, June 3, 1997.
Dallas	Pinemont Bank, Houston, Texas, proposed merger with Southwest Bank of Texas, N.A. -- report on competitive factors. Submitted, June 3, 1997.
San Francisco	Redlands Federal Bank, Federal Savings Bank, Redlands, California, proposed acquisition of the assets and assumption of the liabilities of the Irvine branch of Pioneer Savings and Loan Association, F.S.L.A. -- report on competitive factors. Submitted, June 4, 1997.
Chicago	ShoreTrust Bank, Seattle, Washington, proposed acquisition of the liabilities of South Shore Bank of Chicago, Chicago, Illinois -- report on competitive factors. Submitted, June 3, 1997.
Cleveland	Three Rivers Bank and Trust Company, Jefferson Borough, Pennsylvania, proposed merger with Community Savings Bank, Monroeville, Pennsylvania -- report on competitive factors. Submitted, June 7, 1997.

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

EXTENSIONS OF TIME

Chicago	Lewis Management Company, Morris, Illinois -- extension to September 6, 1997, to acquire Illinois Valley Bancorp, Inc., and Grundy County National Bank. Granted, June 3, 1997.
Richmond	Woodsboro Bancshares, Inc., Woodsboro, Maryland -- extension to August 19, 1997, to acquire Woodsboro Bank. Granted, June 4, 1997.

MEMBERSHIP

Chicago	Community Savings Bank, Robins, Iowa -- to become a member of the Federal Reserve System. Approved, June 3, 1997.
San Francisco	North County Bank, Escondido, California -- to become a member of the Federal Reserve System. Approved, June 6, 1997.

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

BANK BRANCHES, DOMESTIC

Chicago Quad City Bank & Trust Company, Bettendorf, Iowa --
to establish a branch at 3551 Seventh Street,
Moline, Illinois.
Approved, May 29, 1997.

BANK HOLDING COMPANIES

Chicago Quad City Holdings, Inc., Bettendorf, Iowa -- to
acquire Quad City Bank & Trust Company-Illinois,
Moline, Illinois.
Permitted, May 29, 1997.

BANK MERGERS

Chicago Quad City Bank & Trust Company, Bettendorf, Iowa --
to merge with Quad City Bank and Trust Company-
Illinois, Moline, Illinois and to establish a
branch at 3551 Seventh Street.
Approved, May 29, 1997.

FEDERAL RESERVE BANK OF BOSTON APPLICATIONS

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
NONE

SECTION III - APPLICATIONS SUBJECT TO
FEDERAL REGISTER NOTICE ONLY

Application Comment Period Ending Date
NONE

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

Application
NONE

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

Institution Examination Date Rating**
NONE

SECTION VI - APPLICATIONS BULLETIN

Effective April 21, 1997, information regarding the comment periods associated with applications and notices submitted to the Federal Reserve Bank of Boston for processing under section 3 and 4(c)(8) of the Bank Holding Company Act of 1956, as amended, will be available 24 hours a day by calling the following toll-free number 1-800-896-9480.

*Subject to CRA.

**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**

None.

SECTION II

**Applications Subject to Both
Newspaper and Federal Register Notice**

None.

SECTION III

**Nonbanking Applications
(subject to Federal Register Notice Only)**

Swiss Bank Corporation, Basel, Switzerland, to acquire ownership and control of the subsidiaries of Dillon, Read Holding Inc., New York, New York.

6/27/97

Bankers Trust New York Corporation, New York, New York, to acquire Alex. Brown Incorporated, and engage in nonbanking activities including operating Alex. Brown & Sons Incorporated, a subsidiary broker-dealer.

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 June 7, 1997

NAME OF BANK

RATING

EXAMINATION DATE

None.

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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 RECEIVED AND SUBJECT TO NEWSPAPER
NOTICE ONLY**

Absecon Bancorp. Absecon, NJ to form a bank holding company through the acquisition of the First National Bank of Absecon, Absecon, NJ, pursuant to Section 3 of the Bank Holding Company Act.

Newspaper comment period expires: 06/18/97*

*Publication is not required. However, notificant choose to publish anyway.

Pennsylvania State Bank. Camp Hill, PA to establish a branch office at One North Hanover Street, Carlisle, PA, pursuant to Section 9 of the Federal Reserve Act.

Newspaper comment period expires: 06/30/97

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

Fulton Financial Corp. Lancaster, PA to acquire 100 percent of the voting shares of The Peoples Bank of Elkton, Elkton, MD., pursuant to Section 3(a)(3) of the Banking Holding Company Act.

Newspaper comment period expires: 06/23/97
Federal Register comment period expires: N/Avail

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

CoreStates Financial Corp. Philadelphia, PA to expand the activities of CoreStates Securities Corp to include Tier One Section 20 powers, pursuant to Section 4(c)(8) of the Bank Holding Company Act.

Federal Register comment period expires: N/Avail

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

NONE

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 June 6, 1997.

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

APPLICATIONS BULLETIN
(For the week ending June 7, 1997)

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

NONE

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

Notice by Mellon Bank, N.A., Pittsburgh, PA, received on June 5, 1997, to make an additional investment through Mellon Canada, Toronto, Canada, in its joint venture subsidiary, CIBC Mellon Global Securities Services Company.

Notice by Banc One Corp, Columbus, OH, received on June 5, 1997, for its subsidiary Banc One Capital Corporation to purchase certain assets of Venture Marketing Corporation, Washington, D.C. d/b/a Delphos International.

Notice by Bank of Corning Co., Corning, OH, received on June 6, 1997, for a change in Director and Senior Executive Officer.

* - Subject to CRA

N - Newspaper Comment Period

F - Federal Register Comment Period

- Expected to End 30 Days from Date of Receipt

AVAILABILITY OF CRA PUBLIC EVALUATIONS
(June 6, 1997)

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 June 6, 1997. 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>
Triangle Bank, Raleigh, North Carolina, to establish a branch inside the Winn Dixie Supermarket at 211 North Berkeley Boulevard, Goldsboro, North Carolina.*	6-25-97
Centura Bank, Rocky Mount, North Carolina, to establish a branch inside the Hannaford Brothers Store at 1900 Republic Road, Virginia Beach, Virginia.	7-3-97
Centura Bank, Rocky Mount, North Carolina, to acquire the Chadbourn, Clinton (two), Goldsboro, Kenansville, Wadesboro (two), Whiteville, and Williamston, North Carolina, branches of United Carolina Bank, Whiteville, North Carolina.*	7-3-97
Centura Bank, Rocky Mount, North Carolina, to acquire the Faison, Raeford, Rockingham, and Whiteville, North Carolina, branches of Branch Banking and Trust Company, Winston-Salem, North Carolina.*	7-3-97
Citizens Bank of Tazewell, Inc., Tazewell, Virginia, to acquire the Clintwood, Virginia, branch of First Virginia Bank-Mountain Empire, Damascus, Virginia; the Pound, Virginia, branch of Premier Bank-Central, National Association, Honaker, Virginia; and the Fort Chiswell, Virginia, branch of Premier Bank-South, N.A., Wytheville, Virginia.*	7-3-97
F&M Bank - Allegiance, Inc., Bethesda, Maryland, to establish a branch at 9401 Key West Avenue, Rockville, Maryland.*	7-6-97

*Application is subject to CRA requirements.

Federal Reserve Bank of Richmond

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

Application

Comment Period Ending Date

Provident Bankshares Corporation,
Baltimore, Maryland, to acquire
First Citizens Financial Corporation,
Gaithersburg, Maryland, and thereby
indirectly acquire Citizens Savings
Bank, F.S.B., Gaithersburg, Maryland.*

6-30-97

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

Bank of Mecklenburg, Charlotte,
North Carolina, for membership
in the Federal Reserve System.

Wachovia Corporation, Winston-
Salem, North Carolina, to acquire
the assets of Macro*World Research
Corporation, Winston-Salem, North
Carolina.

*Application is subject to CRA requirements.

Federal Reserve Bank of Richmond

Section V - Availability of CRA Public Evaluations

Week ending June 6, 1997

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>RSSD</u>		<u>Examination</u>	
<u>Number</u>	<u>Name of Bank</u>	<u>Date</u>	<u>Rating</u>

None.

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending June 6, 1997

Section 1 - Applications Subject to Newspaper Notice Only

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

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

<u>Application</u>	<u>Comment Period Ending Date</u>
Commercial Bancshares of Ozark, Inc. Ozark, Alabama 1-BHC formation, The Commercial Bank of Ozark, Ozark, Alabama.	Not yet available*
Habersham Bancorp Cornelia, Georgia Notification by Mr. Thomas A. Arrendale, III, Ms. Cynthia A. Bussey, and Ms. Nelle Arrendale, as partners of the Arrendale Undiversified Family Limited Partnership, to collectively to acquire 12.48 percent of the outstanding shares of Habersham Bancorp, Cornelia, Georgia.	06-09-97* Newspaper
Jamestown Union Bancshares, Inc. Jamestown, Tennessee Change in control by Mr. Willard M. Johnson, as managing general partner of the WMJ/RMJ Family Limited Partnership II, Houston, Texas (Partnership), to transfer 17.7 percent of the shares of Jamestown Union Bancshares, Inc., Jamestown, Tennessee, currently owned directly by him, to Partnership, pursuant to the Change in Bank Control Act of 1978.	06-18-97* Federal Register

Section 3 - Applications Subject to Federal Register Only

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

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

<u>Application</u>
None.

*Subject to the provisions of the Community Reinvestment Act.

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending June 6, 1997

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>Bank</u>	<u>CRA Rating</u>	<u>Examination Date</u>
Southern Security Bank of Hollywood Post Office Box 6699 Hollywood, Florida 33081 (954) 985-3900	Satisfactory	02-17-97
Gulf Bank Post Office Box 015-299 Miami, Florida 33145 (305) 443-4853	Satisfactory	02-24-97

Federal Reserve Bank of Atlanta
Applications Bulletin for Week Ending June 6, 1997

Recently Approved Applications

Approval Date

Commercial Bank

06-06-97

Harrogate, Tennessee

To establish a branch located at the southeast corner of Emory and Primetime Roads, Knoxville, Tennessee.

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>
Merger & Branch	M&I Bank of Fox Valley Appleton, Wisconsin 5 branch offices of M&I Marshall & Ilsley Bank Milwaukee, Wisconsin and to establish a branch at 2009 East Calumet Street Appleton, Wisconsin	NP - **
Merger & Branch	M&I Bank Northeast Green Bay, Wisconsin 10 branch offices of M&I Marshall & Ilsley Bank Milwaukee, Wisconsin and to establish 3 branches	NP - **
Merger	M&I Bank of Eagle River Eagle River, Wisconsin Eagle River, Wisconsin & Three Lakes, Wisconsin branches of M&I Marshall & Ilsley Bank Milwaukee, Wisconsin	NP - **
Merger	M&I Bank of Menomonee Falls Menomonee Falls, Wisconsin Menomonee Falls, Wisconsin branch office of M&I Marshall & Ilsley Bank Milwaukee, Wisconsin	NP - **
Merger	M&I Bank of Shawano Shawano, Wisconsin Shawano, Wisconsin branch office of M&I Marshall & Ilsley Bank Milwaukee, Wisconsin	NP - **
Merger	M&I Bank of South Central Watertown, Wisconsin Watertown, Wisconsin branch office of M&I Marshall & Ilsley Bank Milwaukee, Wisconsin	NP - **
Merger	M&I Central State Bank Oshkosh, Wisconsin Oshkosh, Wisconsin branch office of M&I Marshall & Ilsley Bank Milwaukee, Wisconsin	NP - **

Federal Reserve Bank of Chicago

Section I - Applications Subject to Newspaper
Notice Only cont'd

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
Merger & Branch	M&I Lake Country Bank Hartland, Wisconsin Oconomowoc, Wisconsin branch office of M&I Marshall & Ilsley Bank Milwaukee, Wisconsin and to establish a branch at 326 East Wisconsin Avenue Oconomowoc, Wisconsin	NP - **
Merger	M&I Merchants Bank Rhineland, Wisconsin Rhineland, Wisconsin branch office of M&I Marshall & Ilsley Bank Milwaukee, Wisconsin	NP - **
Merger	M&I First American Bank Wausau, Wisconsin Wausau, Wisconsin & Rothschild, Wisconsin branch offices of M&I Marshall & Ilsley Bank Milwaukee, Wisconsin	NP - **
Merger & Branch	M&I Bank of Racine Racine, Wisconsin Racine, Wisconsin branch office of M&I Marshall & Ilsley Bank Milwaukee, Wisconsin and to establish a branch at 468 College Avenue Racine, Wisconsin	NP - **
Branch	State Bank Everly, Iowa 301 North Main Street Everly, Iowa	NP - 6-14-97

Federal Reserve Bank of Chicago

Section I - Applications Subject to Newspaper
Notice Only cont'd

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
Branch	1st Source Bank South Bend, Indiana 801 West Wayne Avenue Middlebury, Indiana	NP - 6-23-97
Branch	Prairie Bank & Trust Company Bridgeview, Illinois Caton Farm Road and Route 59 Joliet, Illinois	NP - 6-20-97

NP - Newspaper

FR - Federal Register

* - Subject to Provisions of Community Reinvestment Act

** - Not available at this time

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>
3(a)(3)	Capitol Bancorp, Ltd.* Lansing, Michigan Valley First Community Bank (in organization) Scottsdale, Arizona	FR - 5-27-97 NP - 5-14-97
3(a)(3)	Sun Community Bancorp, Ltd.* Tucson, Arizona Valley First Community Bank (in organization) Scottsdale, Arizona	FR - 5-27-97 NP - 5-14-97
3(a)(1)	Bancorp of New Glarus, Inc.* New Glarus, Wisconsin Bank of New Glarus New Glarus, Wisconsin	FR - 6-6-97 NP - 6-2-97
3(a)(3)	Shorebank Corporation* Chicago, Illinois Shorebank Pacific Corporation Ilwaco, Washington Shoretrust Bank Seattle, Washington	FR - 5-17-97 NP - 5-28-97
3(a)(1)	Shorebank Pacific Corporation* Ilwaco, Washington Shoretrust Bank Seattle, Washington	FR - 5-17-97 NP - 5-28-97
CoC-HC	First State Bancorp of Monticello, Inc. Monticello, Illinois by John W. Corley	FR - 5-16-97 NP - 6-03-97

Federal Reserve Bank of Chicago

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

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
3(a)(1)	Schonath Family Partnership, A Limited Partnership* Oconomowoc, Wisconsin InvestorsBancorp, Inc. Pewaukee, Wisconsin InvestorsBank (in organization) Pewaukee, Wisconsin	FR - 5-30-97 NP - 5-16-97
3(a)(1)	InvestorsBancorp, Inc.* Pewaukee, Wisconsin InvestorsBank (in organization) Pewaukee, Wisconsin	FR - 5-30-97 NP - 5-16-97
3(a)(1)	FBA Bancorp Inc.* Chicago, Illinois First Bank of the Americas, S.S.B. Chicago, Illinois	FR - 6-12-97 NP - **
3(a)(3)	Central Illinois Bancorp, Inc.* Sidney, Illinois First Ozaukee Capital Corporation Cedarburg, Wisconsin First Ozaukee Savings Bank Cedarburg, Wisconsin	FR - 6-26-97 NP - **
3(a)(3)	Firstbank Corporation* Alma, Michigan Lakeview Financial Corporation Lakeview, Michigan Bank of Lakeview Lakeview, Michigan	FR - 6-9-97 NP - 6-8-97
3(a)(1)	Covest Bancshares, Inc.* Des Plaines, Illinois Covest Bank, N.A. (formerly First Federal Bank for Savings) Des Plaines, Illinois	FR - 7-3-97 NP - 6-30-97

Federal Reserve Bank of Chicago

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

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
3(a)(1)	Edgar County Banc Shares, Inc.* Paris, Illinois Kansas Banc Corporation Kansas, Illinois Edgar County Bank and Trust Co. Paris, Illinois	FR - 6-30-97 NP - **
3(a)(3)	F&M Bancorporation Kaukauna, Wisconsin Clear Lake Bancorp, Inc. Clear Lake, Wisconsin Landmark Bank Clear Lake, Wisconsin	FR - 7-3-97 NP - **
3(a)(5)	F&M Merger Corporation Kaukauna, Wisconsin Clear Lake Bancorp, Inc. Clear Lake, Wisconsin Landmark Bank Clear Lake, Wisconsin	FR - 7-3-97 NP - **

Federal Reserve Bank of Chicago

Section III - Applications Subject to Federal Register
Notice Only

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
4(c)(8)	Caisse Nationale de Credit Agricole, S.A. Paris, France Dean Witter Reynolds Inc. New York, New York Dean Witter International, Ltd. London, England	FR - 6-13-97
4(c)(8)	Credit Agricole Indosuez Paris, France Dean Witter Reynolds Inc. New York, New York Dean Witter International, Ltd. London, England	FR - 6-13-97
4(c)(8)	Pinnacle Financial Services, Inc. St. Joseph, Michigan CB Bancorp, Inc. Michigan City, Indiana Community Bank, a Federal Savings Bank Michigan City, Indiana	FR - 6-19-97
4(c)(8)	Pinnacle Financial Services, Inc. St. Joseph, Michigan Indiana Federal Corporation Valparaiso, Indiana Indiana Federal Bank Valparaiso, Indiana IndFed Mortgage Company Valparaiso, Indiana IndFed Investment Services, Inc. Valparaiso, Indiana Forest Holdings, Inc. Lisle, Illinois	FR - 6-19-97
4(c)(8)	First Chicago NBD Corporation Chicago, Illinois First Chicago Capital Markets, Inc. Chicago, Illinois	FR - **

Federal Reserve Bank of Chicago

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

Type **Application**

NONE

Federal Reserve Bank of Chicago

Section V - 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 June 6, 1997. 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 has a 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 substantial noncompliance 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 NAME/LOCATION</u>	<u>EXAMINATION DATE</u>	<u>RATINGS</u>
First Community Bank 200 East Main Street Harbor Springs, Michigan 49740-1512 (616) 526-2114 RSSD# 932745	2/10/97	S
Liberty Bank 815 North Water Street Milwaukee, Wisconsin 53202-4201 (414) 223-8400 RSSD# 755346	2/10/97	O

FEDERAL RESERVE BANK OF ST. LOUIS**SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE**

<u>Application</u>	<u>End of Comment Period</u>
None.	

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

<u>Application</u>	<u>End of Comment Period</u>
* Section 3(a)(3) notification by The Union Illinois 1995 Investment Limited Partnership, Swansea, Illinois, to acquire up to 18.22% of The Union Illinois Company, Sawnsea, Illinois.	Newspaper: 7-4-97
* Section 3(a)(3) notification by Central Bancompany, Inc., Jefferson City, Missouri, to acquire Farmers and Traders Bancshares, Inc., California, Missouri.	Newspaper: 7-7-97
* Section 3(a)(1) notification by City Bancorp, Springfield, Missouri, to acquire THE BANK, Springfield, Missouri.	Newspaper: 7-3-97

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE

<u>Application</u>	<u>End of Comment Period</u>
None.	

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

<u>Application</u>	<u>End of Comment Period</u>
None.	

* This notification is subject to CRA.

FEDERAL RESERVE BANK OF ST. LOUIS

SECTION V - 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.

Bank RSSD Number	Name of Bank	Bank Address	Examination Date	Examination Rating
519146	First State Bank of DeQueen	DeQueen, AR	2/24/97	Satisfactory

FEDERAL RESERVE BANK OF MINNEAPOLIS

Section I - Applications Subject to
Newspaper Notice Only

Application

Comment Period
Ending Date

NONE.

FEDERAL RESERVE BANK OF MINNEAPOLIS

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

Application

Comment Period
Ending Date

Cobb Limited Partnership, St. Croix Falls, Wisconsin to acquire control of 55.7% of the voting shares of Financial Services of St. Croix Falls, Inc., St. Croix Falls, Wisconsin.

June 23, 1997
(Federal Register)

James A. Espeland to acquire control of 31.3% of the voting shares of Henning Bancshares, Inc., Henning, Minnesota.

June 26, 1997
(Federal Register)

New Prague Bancshares, Inc., New Prague, Minnesota for prior approval to become a bank holding company through the acquisition of 100% of the voting shares of Community Security Bank, New Prague, Minnesota, a *de novo* bank. *

July 7, 1997
(Federal Register)

Waseca Bancshares, Inc., Waseca, Minnesota to engage *de novo* in industrial loan and thrift activities through a wholly-owned subsidiary, American Savings, Inc., Farmington, Minnesota.

June 24, 1997

* Subject to CRA

FEDERAL RESERVE BANK OF MINNEAPOLIS

Section III - Applications Subject
to Federal Register Notice Only

Application

Comment Period
Ending Date

NONE.

FEDERAL RESERVE BANK OF MINNEAPOLIS

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

Application

Norwest Corporation, Minneapolis, Minnesota to engage in the residential mortgage lending business through the acquisition of Revelation Mortgage Company of America, Washington, D.C., a joint venture with Revelation Mortgage Corporation.

La Crescent State Bank, La Crescent, Minnesota, to become a member of the Federal Reserve System.

FEDERAL RESERVE BANK OF MINNEAPOLIS
Section V - Availability of
CRA Public Evaluations
week ending June 6, 1997

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.

<u>BANK(S) EXAMINED</u>	<u>DATE OF EXAMINATION</u>	<u>CRA RATING</u>
American State Bank of Rapid City 632 Main Street Box 2530 Rapid City, SD 57709-2530	February 24, 1997	Outstanding

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**

George H. Moyer, Jr., Madison, Nebraska, for prior approval to acquire an additional 12.84 percent, for a total of 28.09 percent, and Jon M. Moyer, Madison, Nebraska, to acquire an additional 12.84 percent, for a total of 31.83 percent, of the voting shares of Madison Bancshares, Inc., Madison, Nebraska, and thereby indirectly acquire The Bank of Madison, Madison, Nebraska.

June 26, 1997

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY**APPLICATION****COMMENT PERIOD ENDING DATE**

Altus NBC Corporation, Inc., Oklahoma City, Oklahoma, for prior approval to engage de novo in the activity of providing data processing services to others, through a nonbank subsidiary, NBC Technologies, Inc., Oklahoma City, Oklahoma.

June 25, 1997

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

APPLICATION

Five Points Bank, Grand Island, Nebraska for prior approval to become a member of the Federal Reserve System.

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>RSSD#</u>	<u>Exam Date</u>	<u>CRA Public Date</u>	<u>CRA Rating</u>
Bank of Colorado - Front Range P.O. Box 939 Windsor, Colorado 80550-0939	131258	3-3-97	6-5-97	Satisfactory

*Application is subject to CRA.

FEDERAL RESERVE BANK OF DALLAS APPLICATIONS BULLETIN

APPLICATIONS AND NOTIFICATIONS FILED DURING THE WEEK OF JUNE 2, 1997

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER
NOTICE ONLY

APPLICATION

NOTICE EXP

*Section 9 application by
First State Bank, Livingston, TX,
to establish a branch at
2300 U.S. Highway 190 West,
Livingston, TX 77351

97/06/24

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

APPLICATION

** NOTICE EXP

*Section 3(a)(1) application by
New Woodson Bancshares, Inc., Graham, TX,
to acquire Woodson Bancshares, Inc., Woodson, TX,
First State Bancorp, Inc., Carson City, NV, and
First State Bank, Graham, TX

97/07/05

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER
NOTICE ONLY

APPLICATION

NOTICE EXP

None.

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

APPLICATION

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 JUNE 2, 1997

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 6/06/97

Section I - Applications Subject to Newspaper Notice Only

Application

Comment Period Ending Date

Bank of Utah, Ogden, Utah, to establish a mobile branch office to serve the counties of Box Elder, Weber, Morgan, Davis, Salt Lake, Utah, and Summit counties in the State of Utah. *

Newspaper: 6/13/97

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

Neighborhood Bancorp, San Diego, California, to become a bank holding company by acquiring Neighborhood National Bank (In Organization), San Diego, California. *

Newspaper: Not available

Fed. Reg.: 6/23/97

Randall M. Proctor, Sandy, Oregon, to increase his ownership up to 24.0 percent of CCB Financial Corporation, Sandy, Oregon. *

Newspaper: Not available

Fed. Reg.: 6/23/97

Section III - Applications Subject to Federal Register Only

None

Section IV - Applications Not Subject to Federal Register Notice
or Newspaper Notice (Cont'd.)

None

* Subject to CRA.

FEDERAL RESERVE BANK OF SAN FRANCISCO

Week ending 6/06/97

Section V - Availability of CRA Public Evaluations

The CRA public evaluations of the institution(s) below became available during this week. 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.

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

H.2A

Notice of Formations and Mergers of, and Acquisitions by, Bank Holding Companies; Change in Bank Control

Notices Filed as of June 6, 1997

The following companies and individuals seek System approval to acquire a bank holding company, a bank, or a nonbanking company in a transaction that is subject to the Bank Holding Company Act of 1956 (12 U.S.C. 1841 et seq.), the Change in Bank Control Act (12 U.S.C.1817(j)), Regulation Y (12 CFR Part 225), or other applicable statutes and regulations. Comments regarding the applications and notices must be received in writing at the Reserve Bank indicated, or at the Board of Governors, no later than the end of the public comment period. Addresses for the Board and Federal Reserve Banks are listed at the end of this release.

The public portions of the applications and notices, as well as other related filings required by the Board, may be obtained on an expedited basis by contacting the appropriate Federal Reserve Bank; addresses are listed at the end of this release. Applications and notices also may be obtained from the Board.

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
1st United Bancorp, Boca Raton, FL	Seaboard Savings Bank, F.S.B., Stuart, FL, operating a savings association (b)(4)(ii)	4	Atlanta	June 12, 1997
Allegiant Bancorp, Inc., Clayton, MO	Reliance Financial, Inc., St. Louis, MI, and Reliance Federal Savings and Loan Association of St. Louis County, St. Louis, MI, operating a savings and loan (b)(4)(ii)	4	St. Louis	June 9, 1997
Altus NBC Corporation, Inc., Oklahoma City, OK	NBC Corporation, Inc., Oklahoma City, OK, and NBC Technologies, Inc., Oklahoma City, OK providing data processing services (b)(14)	4	Kansas City	June 25, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
AMCORE Financial, Inc., Rockford, IL	County Bank Shares Corp.; State Bank of Mt. Horeb; Mt. Horeb, WI; Belleville Bancshares Corp., Belleville, WI; Montello State Bank, Montello, WI; State Bank of Argyle, Argyle, WI; Citizens State Bank, Clinton, WI; Belleville State Bank, Belleville, WI	3	Chicago	April 22, 1997
Arrendale, Thomas A., III, Gainesville, GA, Bussey, Cynthia A., Atlanta, GA, and Arrendale, Nelle, Clarkesville, GA, as partners in the Arrendale Undiversified Family Limited Partnership, Baldwin, GA	Habersham Bancorp, Cornelia, GA, and Habersham Bank, Clarkesville, GA	CIBC	Atlanta	June 5, 1997
Banco Bilbao Vizcaya, S.A., Bilbao, Spain	BBV LatInvest Securities Inc., New York, NY, securities activities (b)(1), (b)(4), (b)(15), and (b)(16)	4	New York	March 4, 1997
Bancorp of New Glarus, Inc., New Glarus, WI	The Bank of New Glarus, New Glarus, WI	3	Chicago	June 6, 1997
Bank of Idaho Holding Company, Idaho Falls, ID	Bank of Eastern Idaho, Idaho Falls, IA	3	San Francisco	June 9, 1997
Bank of New York Company, Inc., New York, NY	State Street Boston Corporation, Boston, MA; State Street Bank and Trust Company, Boston, MA, trust, securities and data processing activities (b)(3), (b)(4), and (b)(7)	3 and 4	New York	March 14, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Bedene, John B., Bedene, Bruce Fowler, Bualle, Becky Suzanne, and Bedene, Barry William, as co-trustees of the Trust Estate established by the Will of John H. Bedene, Deceased, all of Arma, KS	Bedene Insurance Agency, Inc., Arma, KS, and The First State Bank, Arma, KS	CIBC	Kansas City	June 18, 1997
Bedford Bancshares, Bedford, TX, and Bedford Delaware Bancshares, Inc., Dover, DE	Western American National Bank, Bedford, TX	3	Dallas	June 23, 1997
Binger Agency, Inc., Binger, OK	Midstate Bancorp, Inc., Hinton, OK, and Legacy Bank TC, Blanchard, OK, and Legacy Bank, Hinton, OK	3	Kansas City	June 20, 1997
Caisse Nationale de Credit Agricole and Credit Agricole Indosuez (formerly Banque Indosuez), both of Paris, France	Indosuez Carr Futures, Inc., Chicago, IL, purchasing the institutional futures business of Dean Witter Reynolds, Inc., & its London, England, based affiliate, Dean Witter Reynolds, Internat'l., Ltd., financial & investment advise (b)(6) and (7)	4	Chicago	June 13, 1997
Central Illinois Bancorp, Sidney, IL	First Ozaukee Capital Corporation, Cedarburg, WI, and First Ozaukee Savings Bank, Cedarburg, WI	3	Chicago	June 26, 1997
Century Bancorp, MHC, Bridgeton, NJ; and Century Bancorp, Inc., Bridgeton, NJ	Century Savings Bank, Bridgeton, NJ	3	Philadelphia	May 1, 1997
City Bancorp, Springfield, MO	THE BANK, Springfield, MO, a de novo bank	3	St. Louis	July 3, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Cobb Limited Partnership, St. Croix Falls, WI	Financial Services of St. Croix Falls, Inc., St. Croix Falls, WI, and First National Bank of St. Croix Falls, St. Croix Falls, WI	CIBC	Minneapolis	June 23, 1997
Comerzbank AG, Frankfurt am Main, Germany	CAM Acquisition, LLC, Wilmington, DE Montgomery Asset Management, L.P., Montgomery Services, LLC, all of San Francisco, CA, securities activities (b)(7)(i) and (iii); financial & investment advisory services (b)(6); administrative services	4	New York	May 14, 1997
Commercial Bancshares of Ozark, Inc., Ozark, AL	The Commercial Bank of Ozark, Ozark, AL	3	Atlanta	July 3, 1997
Community Capital Corporation, Greenwood, SC	The Bank of Newberry County, Newberry, SC	3	Richmond	May 29, 1997
Cooperative Centrale Raiffeisen-Boerenleenbank, B.A., Rabobank Nederland, Utrecht, Netherlands; and Smith Graham & Co. Asset Managers L.P., Houston, TX	Financial advisor (b)(1) & (2)	4	New York	June 17, 1997
Corley, John William, (1) Monticello, IL CONTINUED	First State Bancorp of Monticello, Inc., Monticello, IL State Bank of Hammond, Hammond, IL; First State Bank of Monticello, Monticello, IL; First State Bank of Bloomington, Bloomington, IL; First State Bank of Heyworth, Heyworth, IL; CONTINUED	CIBC	Chicago	May 16, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Corley, John William, (2) Monticelli, IL	and First State Bank of Atwood, Atwood, IL	CIBC	Chicago	May 16, 1997
CoVest Bancshares, Inc., Des Plaines, IL	CoVest Banc, N.A. (formerly known as First Federal Bank for Savings), Des Plaines, IL	3	Chicago	July 3, 1997
Cox, Walter L., Sr., Naples, TX	Morris County Bankshares, Incorporated, Naples, TX; Morris County National Bank, Naples, TX	CIBC	Dallas	April 30, 1997
Crites, John William, Petersburg, WV	South Branch Valley Bancorp, Inc., Moorefield, WV, and South Branch Valley National Bank of Moorefield, Moorefield, WV	CIBC	Richmond	June 3, 1997
Deer, Charlie, Monroeville, AL	First Citizens Bancorp, Inc., Monroeville, AL First Citizens Bank of Monroe County, Monroeville, AL	CIBC	Atlanta	May 27, 1997
Deutsche Bank, AG (Main) Federal Republic of Germany	Ganis Credit Corporation, Newport Beach, CA, lending (b)(1)	4	New York	May 12, 1997
Dresdner Bank AG, Frankfurt, Germany, and Dresdner Kleinwort Benson, New York, NY	extending credit & servicing loans (b)(1), leasing personal/real property (b)(3), trust company functions (b)(5), financial/investment advisor (b)(6); agency transactional services for customer investment (b)(8); & management consulting & conseling (b)(9)	4	New York	June 17, 1997
Eagle Investment Company, Inc., Glenwood, MN	Eagle Bank, Glenwood, MN	3	Minneapolis	June 13, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
ECSB Holding Company, Inc., Fort Walton Beach, FL	American National Financial Corporation, Panama City, FL and First National Bank Northwest Florida, Panama City, FL	3	Atlanta	June 27, 1997
Edgar County Banc Shares, Inc., Paris, IL	Kansas Banc Corporation, Kansas, IL, and Kansas State Bank, Kansas, IL, and Edgar County Bank & Trust Co., Paris, IL	3	Chicago	June 30, 1997
Espeland, James A., Henning, MN	Henning Bancshares, Inc., Henning, MN, and First National Bank of Henning, Henning, MN, and First National Bank of Battle Lake, Battle Lake, MN	CIBC	Minneapolis	June 26, 1997
Ewen Bancshares, Inc., Ewen, MI	State Bank of Ewen, Ewen, MI	3	Minneapolis	June 26, 1997
Exchange Bankshares Corporation of Kansas, Atchison, KS	The Farmers and Merchants State Bank, Effingham, KS	3	Kansas City	May 2, 1997
F & M Bancorporation, Inc., Kaukauna, WI, and F & M Merger Corporation, Kaukauna, WI	Clear Lake Bancorp, Inc., Clear Lake, WI, and Landmark Bank, Clear Lake, WI	3	Atlanta	July 3, 1997
Fannin Bancorp, Inc., Employee Stock Ownership Plan and Trust, Windom, TX	Fannin Bancorp, Inc., Windom, TX, and Fannin Bank, Windom, TX	3	Dallas	June 12, 1997
FBA Bancorp, Inc., Chicago, IL	Interim First Bank, S.B., Chicago, IL, a de novo bank, First Bank of the Americas, SSB, Chicago, IL	3	Chicago	June 12, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Fields, Alvin L., Honey Grove, TX, and Wilburn, Ronald L., San Antonio, TX	Quadco Bancshares, Inc., Ladonia, TX, and Farmers and Merchants State Bank, Ladonia, TX	CIBC	Dallas	June 18, 1997
Fifth Third Bancorp, Cincinnati, OH	Suburban Bancorporation, Inc., Cincinnati, OH, Suburban Federal Savings Bank, Cincinnati, OH	4	Cleveland	May 27, 1997
Financial Services of St. Croix Falls, St. Croix Falls, WI	State Bank of Dennison, Dennison, MN	3	Minneapolis	June 6, 1997
First Bank System, Inc. (1), Minneapolis, MN CONTINUED	U.S. Bancorp; U.S. Nat'l Bank of Oregon, Portland, OR; U.S. Bank of Washington, N.A., Seattle, WA; U.S. Bank of Nevada, Reno, NV; U.S. Bank of Utah, Salt Lake City, UT; U.S. Bank of Idaho, Boise, ID; U.S. Bank of California, Sacramento, CA; CONTINUED	3 and 4	Minneapolis	May 16, 1997
First Bank System, Inc. (2), Minneapolis, MN CONTINUED	First State Bank of Oregon, Canby, OR; Sun Capital Bank, St. George, UT; and Business & Professional Bank, Woodland, CA; West One Trust Co., Salt Lake City, UT; LNB Corp., Alameda, CA; and U.S. Bank Trust Co., Portland, OR, CONTINUED	3 and 4	Minneapolis	May 16, 1997
First Bank System, Inc. (3), Minneapolis, MN CONTINUED	personal and institutional trust & fiduciary activities (b)(3); U.S. Bancorp Insurance Agency, Inc., Portland, OR, insurance agency activities (b)(8)(i) and (vii); U.S. Trade Services, Inc., Portland, OR, letter of credit activities, (b)(1)(iv); CONTINUED	3 and 4	Minneapolis	May 16, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
First Bank System, Inc. (4), Minneapolis, MN CONTINUED	West One Life Insurance Co., Portland, OR, credit reinsurance (b)(8)(i); CBI Mortgage, Modesto, CA, mortgage banking (b)(1)(iii); Compass Group, Inc., Spokane, WA, investment advisory services (b)(4); Island Bancorp Leasing, Inc., Alameda, CA, CONTINUED	3 and 4	Minneapolis	May 16, 1997
First Bank System, Inc. (5), Minneapolis, MN	leasing & equipment financing (b)(5); and numerous partnerships, community development activities, (b)(6)	3 and 4	Minneapolis	May 16, 1997
First Bank System, Inc., Minneapolis, MN	First Bank National Association, Fargo, ND	3	Minneapolis	July 3, 1997
First Citizens BancShares, Inc., Raleigh, NC	First Savings Financial Corp., Reidsville, NC, and First Savings Bank of Rockingham County, Inc., SSB, Reidsville, NC	3	Richmond	June 13, 1997
First National Bancorp of River Falls, Inc., River Falls, WI	The First National Bank of River Falls, River Falls, WI	3	Minneapolis	June 26, 1997
First National Bancshares of Gallatin, Inc., Gallatin, MO	Interim First National Bank of Gallatin, Gallatin, MO, First National Bank of Gallatin, Gallatin, MO	3	Kansas City	June 27, 1997
First State Bancshares of Blakely, Inc., Blakely, GA	First State Bank of Donalsonville, Donalsonville, GA	3	Atlanta	June 20, 1997
First United Bancshares, Inc., El Dorado, AR	Fredonia Bancshares, Inc., Nacogdoches, TX, and Fredonia State Bank, Nacogdoches, TX	3	St. Louis	June 30, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Firstbank Corporation, Alma, MI	Lakeview Financial Corporation, Lakeview, MI, and Bank of Lakeview, Lakeview, MI	3	Chicago	June 9, 1997
Florida Bancshares, Inc., Dade City, FL	First National Bank of Pasco, Dade City, FL	3	Atlanta	April 21, 1997
Fulton Financial Corporation, Lancaster, PA	The Peoples Bank of Elkton, Elkton, MD	3	Philadelphia	June 23, 1997
Gideon Bancshares Company, Dexter, MO	First Midwest Bank of Chaffee, Chaffee, MO	3	St. Louis	June 20, 1997
Gold Banc Corporation, Inc., Prairie Village, KS	Peoples Bancshares, Inc., Clay Center, KS, and Peoples National Bank of Clay Center, Clay Center, KS	3	Kansas City	June 13, 1997
Greer, Elmo, East Bernstadt, KY	Cumberland Valley Financial Company, London, KY	CIBC	Cleveland	May 23, 1997
Guaranty Bancshares Corporation, Kansas City, KS	Bank of Coffey, Coffey, MO	3	Kansas City	June 4, 1997
Harris Financial MHC, Harrisburg, PA	Harris Financial Inc., Harrisburg, PA; Harris Savings Bank, Harrisburg, PA	3	Philadelphia	March 27, 1997
Hohl Financial, Inc., Wahoo, NE	Wahoo State Bank, Wahoo, Nebraska	3	Kansas City	May 16, 1997
Huntington Bancshares, Inc., Columbus, OH CONTINUED	The Chase Manhattan Corp., Bankers Trust New York Corp., Citicorp and Security Pacific Corp. (75. Fed. Res. Bull. 192 (1989)	4	Cleveland	June 17, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Huntington Bancshares, Inc., Columbus, OH, Huntington Capital Corp., Columbus, OH CONTINUED	underwriting & dealing to a limited extent in all types of debt securities, including corporate debt, sovereign debt securities, mortgage revenue bonds, mortgage-backed and consumer-receivable securities J.P. Morgan & Co., CONTINUED	4	Cleveland	June 17, 1997
Hyder, Ronald Hollis, and McNabb, Garry Wayne, both of Livingston, TN, as co-trustees of the Melissa Lynn Oakley 1996 Trust	First Holding Company, Inc., Livingston, TN, First National Bank of the Cumberlands, Livingston, TN	CIBC	Atlanta	June 2, 1997
Industrial Bank of Japan, Ltd., Tokyo, Japan	Aubrey G. Lanston & Co., Inc., New York, NY, securities activities (b)(7); data processing (b)(14); financial & investment activities (b)(6); and underwriting (b)(8)	4	New York	May 12, 1997
Intra Financial Corporation, Clyde, KS	Peoples Bancorp of Belleville, Inc., Belleville, KS, and Peoples Bank of Belleville, Belleville, KS	3	Kansas City	June 20, 1997
John Porter Pennington, El Paso, TX	Ruidoso Bank Corporation, Ruidoso, NM, and Ruidoso State Bank, Ruidoso, NM	CIBC	Dallas	June 11, 1997
Johnson, Willard M., as managing general partner of the WMJ/RMJ Family Limited Partnership II, Houston, TX	Jamestown Union Bancshares, Inc., Jamestown, TN, and Union Bank, Jamestown, TN	CIBC	Atlanta	June 18, 1997
Kazi, Zubair and Khatija, Studio City, CA; and Abdul-Rahman, Yahia and Magda, Pasadena, CA	Greater Pacific Bancshares, Whittier, CA; Bank of Whittier, N.A., Whittier, CA	CIBC	San Francisco	May 5, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Kazi, Zubair and Khatija, Studio City, CA; and Yahia and Magda Abdul-Rahman, Pasadena, CA	Kentucky Home Bank, Bardstown, KY	3	San Francisco	April 17, 1997
Lane, Richard E.(1); McFadin, Nick, Jr.; Krause, Charles F.; Rockwald Ltd.; Wolff, Gary W.; Meadows, Gilbert R.; G. G. Gale Family Partners, Ltd.; BGG Associates, LC; Schroeder, George F.; all of San Antonio, TX; CONTINUED	South Texas Capital Group, Inc., San Antonio, TX; Plaza International Bank, N.A., San Antonio, TX; CONTINUED	CIBC	Dallas	May 2, 1997
Lane, Richard E.(2), San Antonio, TX; Garrett, Michael L. Garrett; Jack B. Sommerfield Defined Benefit Pension Plan, both of Dallas, TX; Wolff, George A.; Friddle, Paul R., both of Boerne, TX; CONTINUED	South Texas Capital Group, Inc., San Antonio, TX; Plaza International Bank, N.A., San Antonio, TX; CONTINUED	CIBC	Dallas	May 2, 1997
Lane, Richard E.(3), San Antonio, TX; Garrett, J. Patrick; and McDonie, Karen Wynne, Both of Houston, TX	South Texas Capital Group, Inc., San Antonio, TX; Plaza International Bank, N.A., San Antonio, TX	CIBC	Dallas	May 2, 1997
Lashute, Ronald J., Opelousas, LA	American Bancorp, Inc., Opelousas, LA and American Bank & Trust Company, Opelousas, LA	CIBC	Atlanta	May 23, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Lauritzen Corporation (1), Omaha, NE CONTINUED	First National of Nebraska, Inc., Omaha, NE, & First Nat'l Bank of Kansas, Overland Park, KS; First Nat'l Bank and Trust Co., Columbus, NE; Fremont Nat'l Bank, Fremont, NE; Platte Valley State Bank, Kearney, NE; First Nat'l Bank, CONTINUED	3	Kansas City	June 2, 1997
Lauritzen Corporation (2), Omaha, NE CONTINUED	North Platte, NE; and First National Bank of Omaha, Omaha, NE	3	Kansas City	June 2, 1997
Lauritzen Corporation, Omaha, NE	First National of Nebraska, Inc., Omaha, NE, and First National Bank South Dakota, Yankton, SD; First National Bank, Fort Collins, CO; Union Colony Bank, Greeley, CO; and The Bank of Boulder, Boulder, CO	3	Kansas City	June 20, 1997
Lloyds TSB Group PLC, and Lloyds Bank PLC, both of London, England	IAI Holdings Inc., Investment Advisers, Inc., Minneapolis, MN, trust services (b)(3); investment advisory services (b)(4); full-service brokerage (b)(15); foreign exchange execution & advisory services, and other advisory & administrative services	4	New York	March 26, 1997
Mansfield Bancshares, Inc., Mansfield, LA	Riverside Bancshares, Inc., Logansport, LA, and Bank of Logansport, Logansport, LA	3	Dallas	June 12, 1997
Marshall & Ilsey Corporation, Milwaukee, WI	Security Capital Corporation, Milwaukee, WI, Security Bank, S.S.B., Milwaukee, WI	3	Chicago	May 5, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Mauldin, Leonard P., Town Creek, AL, Mauldin, Macke B., Sheffield, AL, and Mauldin, E. Fennel, Jr., Sheffield, AL, as the MPEFM, II Limited Partnership	BancIndependent, Inc., Sheffield, AL, and Bank Independent, Sheffield, AL	CIBC	Atlanta	June 2, 1997
Meade Bancorp, Inc., Brandenburg, KY	Bedford Loan & Deposit Bancorp, Inc., Bedford, KY, and Bedford Loan & Deposit Bank, Bedford, KY	3	St. Louis	June 20, 1997
Mellon Bank Corporation, Pittsburgh, OH	Buck Consultants, Inc., New York, NY, employee benefits consulting (b)(9)(ii)	4	Cleveland	May 27, 1997
Midwest Bancorporation, Inc.; Midwest Bancshares, Inc., and Affiliated Employee Stock Ownership Plan, all of Poplar Bluff, MO	Midwest Bancshares, Inc., Poplar Bluff, MO, and First Midwest Bank of Dexter, Dexter, MO; First Midwest Bank of Piedmont, Piedmont, MO; and Carter County State Bank, Van Buren, MO	3	St. Louis	June 16, 1997
Moody Bancshares, Inc., Galveston, TX, and Moody Bank Holding Company, Reno, NV	The Bank of Galveston, N.A., Galveston, TX	3	Dallas	June 30, 1997
Moody Bancshares, Inc., Galveston, TX, and Moody Bank Holding Company, Reno, NV	The Moody National Bank of Galveston, Galveston, TX	3	Dallas	June 27, 1997
Morris Mayer Testamentary Trust, Walkenhorst, Dale as Trustee, Madison, NE	Madison Bancshares, Inc., Madison, NE, Bank of Madison, Madison, NE	CIBC	Kansas City	April 7, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Moyer, George H., Jr., Madison, NE, and Moyer, Jon M., Madison, NE	Madison Bancshares, Inc., Madison, NE, and The Bank of Madison, Madison, NE	CIBC	Kansas City	June 26, 1997
MSB Mutual Holding Company, and MSB Financial Corp., both of Wall Township, NJ	Manasquan Savings Bank, Wall Township, NJ	3	New York	June 27, 1997
National City Bancshares, Inc., Evansville, IN	Bridgeport Bancorp, Inc., Bridgeport, IL, and First National Bank of Bridgeport, Bridgeport, IL	3	St. Louis	June 6, 1997
NationsBank Corporation, and NB Holdings Corporation, both of Charlotte, NC	Citizens Bancshares of Eldon, Missouri, Inc., Eldon, MO, and Citizens Bank of Eldon, Eldon, MO	3	Richmond	June 26, 1997
NEB Corporation, Fond du Lac, WI	State Bank of St. Cloud, St. Cloud, WI	3	Chicago	May 5, 1997
Neighborhood Bancorp, San Diego, CA CONTINUED	extending loan and credit activities (b)(1) & (2) , and consumer financial counseling (b)(6)	3 and 4	San Francisco	June 23, 1997
Neighborhood Bancorp, San Diego, CA CONTINUED	Neighborhood Nat'l Bank, San Diego, CA; & Neighborhood Capital Advisors, San Diego, CA, community development (b)(12); financial & investment advisory (b)(6); Neighborhood Housing Development Corp., San Diego, CA, community development (b)(12), CONTINUED	3 and 4	San Francisco	June 23, 1997
New Prague Bancshares, Inc., New Prague, MN	Community Security Bank, New Prague, MN, a de novo bank	3	Minneapolis	July 7, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
New Woodson Bancshares, Inc., Graham, TX	Woodson Bancshares, Inc., Woodson, TX, and First State Bancorp, Inc., Carson City, NV, and First State Bank, Graham, TX	3	Dallas	June 27, 1997
Norma McLane-Smith Family Limited Partnership, Poplar Bluff, MO	Midwest Bancorporation, Inc.; Midwest Bancshares, Inc., Poplar Bluff, MI; First Midwest Bank of Piedmont, Piedmont, MI; First Midwest Bank of Dexter, Dexter, MI; and Carter County State Bank, Van Buren, MI	3	St. Louis	July 3, 1997
Norwest Corporation, Minneapolis, MN	Myers Bancshares, Inc., Dallas, TX, and Continental State Bank, Boyd, TX	3	Minneapolis	July 3, 1997
Norwest Corporation, Minneapolis, MN	Woodhaven National Bank, Fort Worth, TX	3	Minneapolis	July 3, 1997
Patel, Susma; Patel, Suketu Madhusudan (Suku); Patel, Parimal Kantibhai (Perry); Amin, Bharat Muljibhai, London, England; and King, Dennis John Lloyd, Surrey, England; collectively, as the Patel Group	First Bankshares, Inc., Longwood, FL, and First National Bank of Central Florida, Longwood, FL	CIBC	Atlanta	June 26, 1997
Patel, Susma; Patel (Suku), Suketu Madhusudan; Patel (Perry), Parimal Kantibhai; Amin, Bharat Muljibhai, London, England; and King, Dennis John Lloyd, Surrey, England; collectively, as the Patel Group	First Bankshares, Inc., Longwood, FL, and First National Bank of Central Florida, Longwood, FL	CIBC	Atlanta	May 30, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
PBT Bancshares, Inc., McPherson, KS	Yoder Bankshares, Inc., Yoder, KS, and Farmers State Bank, Yoder, KS	3	Kansas City	June 6, 1997
Peoples Bank Employee Stock Ownership Trust, Marion, KY	Peoples-Marion Bancorp, Inc., Marion, KY	3	St. Louis	June 12, 1997
Peoples-Marion Bancorp, Inc., Marion, KY	The Peoples Bank, Marion, KY	3	St. Louis	June 12, 1997
PHS Bancorp, M.H.C., Beaver Falls, PA	Peoples Home Savings Bank, Beaver Falls, PA	3	Cleveland	May 1, 1997
Pinnacle Financial Services, Inc. (A), St. Joseph, MI CONTINUED	CB Bancorp Inc., Michigan City, IN, & Community Bank, FSB, Michigan City, IN, operating a savings assoc. (b)(4)(ii); Community Bank, Community Financial Services Inc., & Community Brokerage Services Inc., Michigan City, IN, CONTINUED	4	Chicago	June 19, 1997
Pinnacle Financial Services, Inc. (B), St. Joseph, MI CONTINUED	financial & investment advisory (b)(6)(ii), (iii), (iv), (v) & (vi), & provide securities brokerage services, (b)(7)(i) & (ii)	4	Chicago	June 19, 1997
Pinnacle Financial Services, Inc., (1) St. Joseph, MI CONTINUED	Indiana Federal Corp., & Indiana Federal Bank for Savings, Valparaiso, IN, operating a savings association (b)(4)(ii); IndFed Mortgage Co., Valparaiso, IN, community development activities (b)(12); & CONTINUED	4	Chicago	June 19, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Pinnacle Financial Services, Inc., (2) St. Joseph, MI CONTINUED	provide advice in connection with financing transactions (b)(iii); IFB Investment Services, Inc., Valparaiso, IN, financial & investment advisory (b)(6); & provide advice in connection with financing transactions (b)(iii); & provide CONTINUED	4	Chicago	June 19, 1997
Pinnacle Financial Services, Inc., (3) St. Joseph, MI CONTINUED	securities brokerage services & riskless principal transactions (b)(7), & Forrest Holdings, Inc., & Forrest Financial Corp., Lisle, IL, leasing (b)(3(i)&(ii))	4	Chicago	June 19, 1997
Plainview Holding Company, Pilger, NE	American National Creighton Co., Creighton, NE, and American National Bank of Creighton, Creighton, NE	3	Kansas City	June 23, 1997
PN Holdings, Inc., Ann Arbor, MI	Pelican National Bank, Naples, FL (in organization); Washtenaw Mortgage Company, Ann Arbor, MI, lending (b)(1)	3 and 4	Atlanta	April 21, 1997
Provident Bankshares Corporation, Baltimore, MD	First Citizens Financial Corp., Gaithersburg, MD, and Citizens Savings Bank, F.S.B., Gaithersburg, MD, operating a saving association (b)(4)(ii); originating & selling residential mortgage loans (b)(1); and selling mortgage life insurance (b)(11)(i)	4	Richmond	June 30, 1997
Randall M. Proctor, Sandy, OR	CCB Financial Corporation, Sandy, OR, and Clackamas County Bank, Sandy, OR	CIBC	San Francisco	June 23, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Reich Family Limited Partnership, Kansas City, MO, and general partners Carolyn Reich Weir, Independence, MO, and Nancy Reich Esry, Sarasota, FL	Blue Ridge Bancshares, Inc., Kansas City, MO, and Blue Ridge Bank and Trust Co., Kansas City, MO	CIBC	Kansas City	May 27, 1997
Republic Bancshares, Inc., St. Petersburg, FL	F.F.O. Financial Group, Inc., St. Cloud, FL, and First Federal Savings and Loan Association of Ocelola County, Kissimmee, FL, operating a savings association (b)(4)(ii)	4	Atlanta	May 23, 1997
Rossenber, Clifford R., Sunset Beach, CA	Security First Bank, Fullerton, CA	CIBC	San Francisco	May 27, 1997
Security Bancshares, Inc., Scott City, KS	Intra Financial Corp., and Exchange Bank of Clyde, Clyde, KS; Farmers State Bancshares of Sabetha, Inc., Sabetha, KS; Farmers State Bank, Sabetha, KS; Peoples Bancorp of Belleville, Inc., and Peoples Bank of Belleville, Belleville, KS	3	Kansas City	June 20, 1997
Security State Corporation, Centralia, WA	Security State Bank, Centralia, WA	3	San Francisco	June 9, 1997
Simmons First National Corporation, Pine Bluff, AR	First Bank of Arkansas, Russellville, AR, and First Bank of Arkansas, Searcy, AR	3	St. Louis	June 27, 1997
State Bank of Hawley Employee Stock Ownership Plan and Trust, Hawley, MN	Bankshares of Hawley, Inc., Hawley, MN, and State Bank of Hawley, Hawley, MN	3	Minneapolis	June 27, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Stearns Financial Services, Inc., Employee Stock Ownership Plan T1, St. Cloud, MN, and Stearns Financial Services, Inc., St. Cloud, MN	Arizona Community Bank of Scottsdale, Scottsdale, AZ	3	Minneapolis	June 6, 1997
Sullivan, John C., Livingston, MT, and Hornby, Mary C., Las Cruces, NM	Northeastern Wyoming Bank Corporation, Newcastle, WY, and First State Bank of Newcastle, Newcastle, WY	CIBC	Kansas City	June 17, 1997
The Bank of Mulberry Employee Stock Ownership Trust, Mulberry, AR	ACME Holding Company, Inc., Mulberry, AR, and The Bank of Mulberry, Mulberry, AR	3	St. Louis	June 23, 1997
The Union Illinois 1995 Investment Limited Partnership, Swansea, IL	Union Illinois Company, Swansea, IL, and Union Bank of Illinois, Swansea, IL, and State Bank of Jerseyville, Jerseyville, IL	3	St. Louis	July 7, 1997
United Bankshares, Inc., Charleston, WV	First Patriot Bankshares Corporation, Reston, VA, and Patriot National Bank, Reston, VA	3	Richmond	June 16, 1997
United Rossevelt MHC, and United Rossevelt Bancorp, both of Carteret, NJ	United Rossevelt Savings Bank, Carteret, NJ	3	New York	June 23, 1997
Valcourt, Jeffery T., Arlington, VA	United Financial Banking Companies, Inc., Vienna, VA, and The Business Bank, Vienna, VA	CIBC	Atlanta	June 5, 1997
Village Bancshares, Inc., Springfield, MO	Village Bank, Springfield, MO (a de novo state chartered bank)	3	St. Louis	June 16, 1997

Applicant or notificant	Acquiree or activity	Relation to acquirer	Reserve Bank	End of comment period
Waseca Bancshares, Inc., Waseca, MN	American Savings, Inc., Farmington, MN, acquiring an industrial loan and thrift company (b)(4)(i)	4	Minneapolis	June 24, 1997
Waymon Heriot Welch, Jr., Memphis, TN	Nashoba Bancshares, Inc., Memphis, TN, and Nashoba Bank, Germantown, TN	CIBC	St. Louis	June 23, 1997
Zions Bancorporation, Salt Lake City, UT	Tri-State Bank, Montpelier, ID	3	San Francisco	June 6, 1997

Addresses for Comments and Information Requests

Addresses for comments differ from those for information requests.

Addresses for Comments

Comments on the applications and notices may be sent to the appropriate Federal Reserve Bank or the Board.

Federal Reserve Bank of Boston

Richard Walker, Community Affairs Officer, 600 Atlantic Avenue, Boston, MA
02106-2204

Federal Reserve Bank of New York

Betsy Buttrill White, Senior Vice President, 33 Liberty Street, New York, NY 10045-0001

Federal Reserve Bank of Philadelphia

Michael E. Collins, Senior Vice President, 100 North 6th Street, Philadelphia,
PA 19105-1521

Federal Reserve Bank of Cleveland

Jeffrey Hirsch, Banking Supervisor, 1455 East Sixth Street, Cleveland, OH
44101-2566

Federal Reserve Bank of Richmond

A. Linwood Gill, III, Assistant Vice President, 701 East Byrd Street, Richmond, VA 23261-4528

Federal Reserve Bank of Atlanta

Lois Berthaume, Vice President, 104 Marietta Street, N.W., Atlanta, GA
30303-2713

Federal Reserve Bank of Chicago

Philip Jackson, Applications Officer, 230 South LaSalle Street, Chicago, IL
60690-1413

Federal Reserve Bank of St. Louis

Randall C. Sumner, Vice President, 411 Locust Street, St. Louis, MO 63102-2034

Federal Reserve Bank of Minneapolis

Karen L. Grandstrand, Vice President, 250 Marquette Avenue, Minneapolis, MN 55480-2171

Federal Reserve Bank of Kansas City

D. Michael Manies, Assistant Vice President, 925 Grand Avenue, Kansas City, MO 64198-0001

Federal Reserve Bank of Dallas

Genie D. Short, Vice President, 2200 North Pearl Street, Dallas, TX 75201-2272

Federal Reserve Bank of San Francisco

Pat Marshall, Manager of Analytical Support, Consumer Regulation Group, 101 Market Street, San
Francisco, CA 94105-1579

Board of Governors of the Federal Reserve System

William W. Wiles, Secretary, 20th & Constitution Avenue, N.W., Washington, DC 20551-0001

Information Requests

The public portions of the applications and notices currently listed in this release are available on an expedited basis from the appropriate Federal Reserve Bank. The public portion of the application also may be obtained from the Board.

Federal Reserve Bank of Boston

Jonathan Fine (TEL: 617-973-3339; FAX: 617-973-3219)

Federal Reserve Bank of New York

Margaret Carmody (TEL: 212-720-7924; FAX: 212-720 -6628)

Federal Reserve Bank of Philadelphia

Rosanna Crosier (TEL: 215-574-6581; FAX: 215-574-4146)

Federal Reserve Bank of Cleveland

Jim Terlop (TEL: 216-579-2197; FAX: 216-579-2932)

Federal Reserve Bank of Richmond

Gaile Clark (TEL: 804-697-8825; FAX: 804-697-8283)

Federal Reserve Bank of Atlanta

Wayne Smith (TEL: 404-589-7265; FAX: 404-589-7342)

Federal Reserve Bank of Chicago

Frank Skweres (TEL: 312-322-4785; FAX: 312-322-5894)

Federal Reserve Bank of St. Louis

Cathie Windsor (TEL: 314-444-4638; FAX: 314-444-8740)

Federal Reserve Bank of Minneapolis

Paula Charles (TEL: 612-372-2982; FAX: 612-344-2702)

Federal Reserve Bank of Kansas City

Patty Biesemeyer (TEL: 816-881-2464; FAX: 816-881-2252)

Federal Reserve Bank of Dallas

Rob Jolley (TEL: 214-922-6071; FAX: 214-922-6302)

Federal Reserve Bank of San Francisco

Michael Johnson (TEL: 415-974-2995; FAX: 415-974-3031)

Board of Governors of the Federal Reserve System

Freedom of Information Office (TEL: 202-452-3684; FAX: 202-872-7562, and 202-872-7565)

H.2A

Notice of Formations and Mergers of, and Acquisitions by, Bank Holding Companies; Change in Bank Control

Notices Filed since the H.2A dated June 6, 1997

The following companies and individuals seek System approval to acquire a bank holding company, a bank, or a nonbanking company in a transaction that is subject to the Bank Holding Company Act of 1956 (12 U.S.C. 1841 et seq.), the Change in Bank Control Act (12 U.S.C.1817(j)), Regulation Y (12 CFR Part 225), or other applicable statutes and regulations. Comments regarding the applications and notices must be received in writing at the Reserve Bank indicated, or at the Board of Governors, no later than the end of the public comment period. Addresses for the Board and Federal Reserve Banks are listed at the end of this release.

The public portions of the applications and notices, as well as other related filings required by the Board, may be obtained on an expedited basis by contacting the appropriate Federal Reserve Bank; addresses are listed at the end of this release. Applications and notices also may be obtained from the Board.

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Cabot Bankshares, Inc., Cabot, AR	The Capital Bank, Cabot, AR	3	St. Louis	July 11, 1997
Central Banccompany, Inc., Jefferson City, MO	Farmers and Traders Bancshares, Inc., California, MO, and Farmers and Traders Bank, California, MO	3	St. Louis	July 7, 1997
CoreStates Financial Corp., Philadelphia, PA	CoreStates Securities Corp., Philadelphia, PA, underwriting; lending (b)(1); investment advice (b)(6); and management consulting (b)(9)	4	Philadelphia	June 27, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Ferguson, Roy, Tulsa, OK; Leonard, Michael S., Muskogee, OK, directly and indirectly; and Jackson, Beverly Carter, Q-TIP Trust, and Leonard, Michael S., Trustee, both of Stigler, OK	Stigler Bancorporation, Inc., Stigler, OK, and First National Bank of Stigler, Stigler, OK	CIBC	Kansas City	July 2, 1997
First Chicago NBD Corporation, Chicago, IL	First Chicago Capital Markets, Inc., Chicago, IL, underwriting & dealing in to a limited extent, equity securities	4	Chicago	June 30, 1997
First Eldorado Bancshares, Inc., Eldorado, IL	Dana Bancorp, Inc., Dana, IN, and First National Bank of Dana, Dana, IN	3	St. Louis	July 10, 1997
First Marshall Bancshares, Inc., Marshall, TX, and First Marshall Delaware Bancshares, Inc., Dover, DE	First Marshall Corporation, Marshall, TX, and East Texas National Bank of Marshall, Marshall, TX	3	Dallas	July 11, 1997
Swiss Bank Corporation, Basel, Switzerland	Dillion, Read Holding, Inc., New York, NY, investment advisory lending (b)(6); futures commission merchant (b)(7); brokerage activities (b)(7); underwriting	4	New York	June 27, 1997