
Federal Reserve Release



H.2

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

***No. 42
Week Ending October 18, 1997***

Board of Governors of the Federal Reserve System, Washington, DC 20551

ACTIONS TAKEN BY THE BOARD OF GOVERNORS

REGULATIONS AND POLICIES

**Rules Regarding Availability of Information -- final amendments.
- Approved, October 1, 1997**

H.2

October 12, 1997 to October 18, 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; RBOPS - Reserve Bank Operations and Payment Systems; IF - International Finance; OSDM - Office of Staff Director for Management

BANK BRANCHES, DOMESTIC

San Francisco

**CivicBank of Commerce, Oakland, California -- to establish a branch at 250 Cambridge Avenue, Palo Alto, California.
- Approved, October 14, 1997**

Kansas City

**MontroseBank, Montrose, Colorado -- to establish a branch at the corner of South 11th Street and Highway 65, Cedaredge, Colorado.
- Approved, October 17, 1997**

Dallas

**Texas Heritage Bank, Hutto, Texas -- to establish a branch at 800 South Austin Avenue, Georgetown, Texas.
- Approved, October 15, 1997**

BANK HOLDING COMPANIES

Chicago

**Albrecht Financial Services, Inc., Norwalk, Iowa -- to acquire Heartland Bancshares, Inc., Madrid, and City State Bank, Grimes, Iowa.
- Approved, October 15, 1997**

Minneapolis

**Community First Bankshares, Inc., Fargo, North Dakota -- to acquire First National Summit Bankshares, Inc., Gunnison, Colorado, and First National Summit Bank.
- Approved, October 16, 1997**

**Community First Bankshares, Inc., Fargo, North Dakota -- to acquire Republic National Bancorp, Inc., Phoenix, Arizona, and Republic National Bank of Arizona, N.A.
- Approved, October 16, 1997**

Kansas City

**Cortez Investment Co., Cortez, Colorado -- to acquire shares of The Cortez State Bank.
- Approved, October 15, 1997**

October 12, 1997 to October 18, 1997

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

St. Louis

First United Bancshares, Inc., El Dorado, Arkansas -- to acquire City Bank & Trust of Shreveport, Shreveport, Louisiana.
- Approved, October 14, 1997

Secretary

HSBC Holdings plc, London, England; HSBC Finance (Netherlands) Limited, Amsterdam, the Netherlands; HSBC Holdings BV; and HSBC Securities, Inc., New York, New York -- to acquire the Clearwater, Florida, office of NatWest Securities Corporation, New York, New York, and engage in providing financial and investment advisory services.
- Permitted, October 16, 1997

St. Louis

Little Rock Bankshares, Inc., Little Rock, Arkansas -- to acquire Bank of Little Rock.
- Approved, October 16, 1997

Richmond

MainStreet BankGroup Incorporated, Martinsville, Virginia -- to acquire Commerce Bank Corporation, College Park, Maryland.
- Permitted, October 14, 1997

Boston

Medford Bancorp, Inc., Medford, Massachusetts -- to acquire Medford Savings Bank.
- Approved, October 17, 1997

Chicago

Mercantile Bank Corporation, Grand Rapids, Michigan -- to acquire Mercantile Bank of West Michigan.
- Approved, October 15, 1997

Boston

Mutual Bancorp of The Berkshire, Inc., Pittsfield, Massachusetts -- to acquire City Savings Bank of Pittsfield, Pittsfield, Massachusetts, and Lee National Bancorp, Lee, Massachusetts.
- Approved, October 17, 1997

October 12, 1997 to October 18, 1997

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

Boston

Mutual Bancorp of The Berkshires, Inc., Pittsfield, Massachusetts -- to engage in trust company activities through Trust Company of the Berkshires, N.A., Pittsfield, Massachusetts.
- Permitted, October 17, 1997

New York

Olympian New York Corporation, Brooklyn, New York -- to acquire Olympian Bank.
- Approved, October 15, 1997

Richmond

One Valley Bancorp, Inc., Charleston, West Virginia -- to acquire One Valley Bank-Central Virginia, National Association, Lynchburg, Virginia.
- Approved, October 16, 1997

Atlanta

Premier Bancshares, Inc., Atlanta, Georgia -- to expand its lending activities through acquisition of Traditional Mortgage Corporation.
- Permitted, October 16, 1997

Minneapolis

Spectrum Bancorporation, Inc., Omaha, Nebraska -- to engage in the operation of a savings association through the acquisition of First Savings & Loan Association of South Dakota, Inc., Aberdeen, South Dakota.
- Permitted, October 16, 1997

BANK MERGERS

St. Louis

First Bank, Creve Coeur, Missouri -- to merge with First Bank, A Federal Savings Bank, Clayton, Missouri, and First Bank, O'Fallon, Illinois.
- Approved, October 14, 1997

COMPETITIVE FACTORS REPORTS

St. Louis

Bank of Dardanelle, Dardanelle, Arkansas -- report on competitive factors of the proposed acquisition of certain assets and assumption of certain liabilities of the Atkins, Arkansas, branch of NationsBank, N.A., Charlotte, North Carolina.
- Submitted, October 16, 1997

October 12, 1997 to October 18, 1997

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

Secretary

Bank of the West, San Francisco, California -- report on competitive factors of the proposed purchase of certain assets and assumption of certain liabilities of the Clearlake branch of Bank of America National Trust & Savings Association.
- Submitted, October 17, 1997

Atlanta

First National Bank of Ashland, Ashland, Alabama -- report on competitive factors of the proposed merger with Citizens Bank at Talladega, Talladega, Alabama.
- Submitted, October 15, 1997

San Francisco

Golden State Bancorp, Inc., Glendale, California -- report on competitive factors of the proposed acquisition of the assets and assumption of the liabilities of CenFed Financial, Pasadena, California.
- Submitted, October 16, 1997

Minneapolis

HMN Financial, Inc., Spring Valley, Minnesota -- report on competitive factors of the proposed purchase of Marshalltown Financial Corporation, Marshalltown, Iowa, and the proposed merger of Marshalltown Savings Bank, FSB, with Home Federal Savings Bank, Spring Valley, Minnesota.
- Submitted, October 16, 1997

Minneapolis

New Nicollet County Bank of St. Peter, St. Peter, Minnesota -- report on competitive factors of the proposed merger with The Nicollet County Bank of St. Peter.
- Submitted, October 15, 1997

Minneapolis

New State Bank of Faribault, Faribault, Minnesota -- report on competitive factors of the proposed merger with The State Bank of Faribault.
- Submitted, October 15, 1997

Secretary

Plumas Bank, Quincy, California -- report on competitive factors of the proposed acquisition of certain assets and assumption of liabilities of the Chester and Fall River Mills branches of Bank of America National Trust & Savings Association, San Francisco, California.
- Submitted, October 17, 1997

October 12, 1997 to October 18, 1997

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

Richmond

Shore Bank, Onley, Virginia -- report on competitive factors of the proposed merger with SB Interim Federal Savings Bank.
- Submitted, October 14, 1997

St. Louis

Union Planters Bank of Southwest Missouri, Ozark, Missouri -- report on competitive factors of the proposed merger with 1st Savings Bank, F.S.B., Mt. Vernon, Missouri.
- Submitted, October 16, 1997

Minneapolis

United Community Bank of North Dakota, Leeds, North Dakota -- report on competitive factors of the proposed purchase of assets and assumption of the liabilities of the Bottineau branch of Ramsey Bank, fsb., Cando, North Dakota.
- Submitted, October 17, 1997

EXTENSIONS OF TIME

Chicago

Friendship State Bank, Friendship, Indiana -- extension to October 25, 1998, within which to establish a branch at 401 Main Street, Risin Sun, Indiana.
- Granted, October 17, 1997

Cleveland

OSB Bancshares, Inc., Osgood, Ohio -- extension to January 15, 1998, to acquire The Osgood State Bank.
- Granted, October 15, 1997

MEMBERSHIP

Chicago

Tama State Bank, Tama, Iowa -- to become a member of the Federal Reserve System.
- Approved, October 15, 1997

Federal Reserve Bank of Boston**Applications and notifications filed during the week of 10-17-97****Section I - Applications subject to newspaper notice only**

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

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*3(a)(1)	North Shore Bancorp, Peabody, MA - Section 3(a)(1) notification to become a bank holding company through the reorganization of North Shore Bank, a Co-operative Bank, Peabody, Massachusetts	Newspaper-11/10/97 Fed Reg - 11/14/97

*Subject to the provisions of the Community Reinvestment Act

Section III - Applications subject to Federal Register notice only

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

Section IV - Applications not subject to Federal Register or newspaper notice

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

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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

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

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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NONE

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

<i>Institution</i>	<i>Location</i>
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NONE

District 02

Federal Reserve Bank of New York

Applications and notifications filed during the week of 10/12/97-10/18/97

Section I - Applications subject to newspaper notice only

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

Section II - Applications subject to both newspaper and Federal Register notice

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

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Toronto-Dominion Bank, Toronto, Canada to acquire the assets of Kennedy, Cabot & Co., Beverly Hills, California, a registered securities broker dealer, and thereby engage in certain nonbanking activities.	11/04/97
4(c)(8)	J.P. Morgan & Co., New York, New York, to acquire 45% of the total shares of American Century Companies, Inc., Kansas City, Missouri, and thereby engage in certain nonbanking activities.	N/Avail

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
4(c)(8)	Popular Inc., Hato Rey, Puerto Rico, to acquire, through its wholly-owned subsidiary, Popular Cash Express, Inc., eleven outlets of Florida Exchange, Ltd., an Illinois corporation, and Mirando-J., Inc., a Florida corporation, and thereby engage in certain nonbanking activities.	N/Avail

Section IV - Applications not subject to Federal Register or newspaper notice

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

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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

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Satisfactory
Needs to improve
Substantial noncompliance

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

**Section VI - CRA examinations scheduled
for**

**Quarter
of**

Institution

Location

Footnotes

DISTRICT 03

FEDERAL RESERVE BANK OF PHILADELPHIA

Applications and notifications filed during the week of 10/17/97

Section I - Applications subject to newspaper notice only

Type	Application	Ending date of comment period
18(c)	Community Bank and Trust Co, Forst City, PA to acquire certain assets and assume deposit liabilities associated with two branch offices of First Union National Bank, Charlotte, NC	N/Avail

Footnotes

Section II - Applications subject to both newspaper and Federal Register notice

Type	Application	Ending date of comment period
3(a)(3)	Penn Woods, Williamsport, PA to acquire up to 10 percent of Columbia Financial Institution, Bloomsburg, PA	Fed Reg. N/Avail Newspaper 10/17/97
3(a)(3)	MBNA Corporation, Wilmington, DE, to acquire MBNA America Bank, (Delaware), Wilmington, DE	Fed Reg. N/Avail Newspaper 11/03/97

Footnotes

Sections III - Applications subject to Federal Register notice only

Type	Application	Ending date of comment period
	NONE	

Footnotes

Section IV - Applications not subject to Federal Register or newspaper notice

Type	Application	Ending date of comment period
	NONE	

Footnotes

Section V - Availability of CRA public evaluations

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

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

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

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

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

RSSD number	Institution/Location	Examination date	CRA public	RA rating	Exam type
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NONE

Footnotes

Section VI - CRA examinations scheduled for _____ Quarter of _____

Institution	Locations
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NONE

Footnotes

District
Federal Reserve Bank of Cleveland
Applications and notifications filed during the week ending 10/18/97

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
BKBRX	<i>Notice by Citizens Deposit Bank & Trust, Vanceburg, KY of its intent to establish a branch at HC 73 Box 20, Vanceburg, KY received on October 17, 1997.</i>	* November 15, 1997
Footnotes		

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
CC	<i>Notice of Change in Control for Billy Miller Smith; Marcia Smith Lawrence; Valerie Smith Bartley; Tracey Smith Weinberg; Carew Smith Bartley; Benjamin Lee Smith; Stuart G. Smith; Dirk Smith Trust; William D. Smith; William Samuel Smith; National City Bank, Trustee for U/W Philip Lawrence involving Hindman Bancshares, Inc. located in Hindman, KY received on 10/9/97.</i>	*Not Yet Known
3A3A	<i>Notice by F.N.B. Corporation, Hermitage, PA to acquire West Coast Bank, Sarasota, FL received on October 17, 1997.</i>	*N: November 10, 1997
Footnotes		

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
	NONE	
Footnotes		

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
SRNEW	<i>Notice of proposed redemption of capital stock by Commerce Exchange Bank, Beachwood, OH received on October 8, 1997</i>	N/A
4C8LLEX	<i>Notice by Huntington Bancshares Incorporated, Columbus, OH to acquire a proportionate interest in Solutions By Design, Inc., Atlanta, GA.</i>	N/A

Footnotes

Section V - Availability of CRA public evaluations

Description of the CRA Goal against which institutions are evaluated, the four performance levels, and the institutions for which an evaluation is publicly available.

The CRA requires a periodic evaluation of each covered institution regarding the extent to which it has ascertained, and helped meet, the credit needs of its entire delineated community, including low- and moderate-income neighborhoods, in a manner consistent with its resources and capabilities.

The federal bank regulators use the following four performance levels to rate an institution's performance under CRA.:

- Outstanding**
- Satisfactory**
- Needs to Improve**
- Substantial noncompliance**

<i>RSSD number</i>	<i>Institution/ Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>
	<i>None</i>			

Footnotes

Section VI - CRA examinations scheduled for Fourth Quarter of 1997

<i>Institution</i>	<i>Location</i>
Andover Bank	P.O. Box 1300, Public Square, Andover, OH 44003-1300
Bank of Corning Company	P.O. Box 428, N. Valley Street, Corning, OH 43730-0428
Commercial & Savings Bank Co.	P.O. Box 50, 701 S. Market Street, Danville, OH 43014-0050
Fifth Third of Northeastern Ohio	1404 E. Ninth Street, Cleveland, OH 44114
Genoa Banking Company	P.O. Box 98, 801 Main Street, Genoa, OH 43430-0098
Hamler State Bank	P.O. Box 358, 210 Randolph Street, Hamler, OH 43524-0358
Hocking Valley Bank	P.O. Box 4847, 7 W. Stimson, Athens, OH 45701-4847
The Citizens Banking Company	P.O. Box 5016, 100 E. Water Street, Sandusky, OH 44871-5016
The Corn City State Bank	P.O. Box 197, 120 W. Main Street, Deshler, OH 43516-0197
The Cortland Savings & Banking Co.	P.O. Box 98, 194 W. Main Street, Cortland, OH 44410-0098
The Custar State Bank	P.O. Box 127, Main Street, Custar, OH 43511-0127
The Farmers Citizen Bank	P.O. Box 567, Washington Square, Bucyrus, OH 44820-0567
The Metamora State Bank	P.O. Box F, 120 E. Main Street, Metamora, OH 43540-0270
The Minster State Bank	P.O. Box 90, 96 W. Fourth Street, Minster, OH 45865-0090
The Provident Bank	1 E. 4th Street, Cincinnati, OH 45202
Towne Bank	P.O. Box 202, 610 E. South Boundary, Perrysburg, OH 43551

Footnotes

District 5
Federal Reserve Bank of Richmond
Applications and notifications filed during the week of October 17, 1997

Section I - Applications subject to newspaper notice only

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

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(5)	NationsBank Corporation, Charlotte, North Carolina, to acquire Barnett Banks, Inc., Jacksonville, Florida.	11-13-97*

*Expiration of comment period as specified in the Federal Register.

Section III - Applications subject to Federal Register notice only

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

Section IV - Applications not subject to Federal Register or newspaper notice

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

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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

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

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

Outstanding
Satisfactory
Needs to improve
Substantial noncompliance

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

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

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

Institution

Location

None.

District 6

Federal Reserve Bank of Atlanta

Applications and notifications filed during the week of October 17, 1997

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c)	Colonial Bank, Montgomery, Alabama, to merge with Ashville Savings Bank, Ashville, Alabama.	11-15-97*
18(c)	Colonial Bank, Montgomery, Alabama, to merge with First Central Bank, St. Petersburg, Florida.	11-15-97*

*Subject to provisions of the Community Reinvestment Act.

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)A	Covenant Bancgroup, Inc., Leeds, Alabama, to become a bank holding company by acquiring Covenant Bank, Leeds, Alabama.	11-14-97* Federal Register
3(a)(1)A	First State Financial Corporation, Sarasota, Florida, to become a bank holding company by acquiring First State Bank, Sarasota, Florida (formerly known as First State Bank of Sarasota).	11-15-97* Newspaper
3(a)(1)A	Gulf Coast Bancorp, Inc., Port Charlotte, Florida, to become a bank holding company by acquiring Gulf Coast Community Bank, N.A., Port Charlotte, Florida.	Not yet available*
3(a)(1)A	Citizens Effingham Bancshares, Inc., Springfield, Georgia, to become a bank holding company by acquiring Citizens Bank of Effingham, Springfield, Georgia.	11-14-97* Federal Register
3(a)(5)A	Skylake Bankshares, Inc., North Miami Beach, Florida, to merge with Kislak Financial Corporation, Miami Lakes, Florida, and thereby acquire Kislak National Bank, North Miami, Florida.	Not yet available*

*Subject to provisions of the Community Reinvestment Act.

Section III - Applications subject to Federal Register notice only

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

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
COM	AmSouth Bank, Birmingham, Alabama, commitment waiver request.	
WAIVR	Colonial BancGroup, Inc., Montgomery, Alabama, request for waiver of the application requirements of Section 3(a)(3) of the Bank Holding Company Act to merge with ASB Bancshares, Inc., and thereby directly acquire its subsidiary, Ashville Savings Bank, both of Ashville, Alabama.	

Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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- Outstanding**
- Satisfactory**
- Needs to improve**
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The following state member banks have been examined and their CRA public evaluations are now available.

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None.

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

Institution

Location

Footnotes

District 7

Federal Reserve Bank of Chicago

Applications and notifications filed during the week of October 17, 1997

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
Branch	First Banking Center - Burlington Burlington, Wisconsin Park Street Lake Geneva, Wisconsin	Newspaper - 10/31/97
Branch	NBD Bank Detroit, Michigan 34400 Utica Road Fraser, Michigan	Newspaper - 10/14/97

Newspaper - Newspaper Comment Period Ending Date

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Verona Bancshares, Limited* Verona, Wisconsin Bank of Verona Verona, Wisconsin	N/Avail
3(a)(3)	Capitol Bancorp, Ltd* Lansing, Michigan Muskegon Commerce Bank (in organization) Muskegon, Michigan	Fed Reg - 10/31/97 Newspaper - 11/2/97
3(a)(3)	Johnson International, Inc.* Racine, Wisconsin Bank of Fort Atkinson Fort Atkinson, Wisconsin	Fed Reg - 11/17/97 Newspaper - N/Avail

Footnotes

Fed Reg - Federal Register Comment Period Ending Date

Newspaper - Newspaper Comment Period Ending Date

N/Avail - Not Available at this time

* - Subject to the provisions of the Community Reinvestment Act

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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Section III - Applications subject to Federal Register notice only

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

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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ROS	Bankers Trust Company Des Moines, Iowa To redeem \$2 million of noncumulative perpetual preferred stock	
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Section V - Availability of CRA public evaluations

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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- Needs to improve**
- Substantial noncompliance**

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

<i>RSSD number</i>	<i>Institution/Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
11546	St. Ansgar State Bank 237 West 4th Street P.O. Box 219 St. Ansgar, Iowa 50472-0219 (515) 736-4510	7/14/97		Satisfactory	Small Bank

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

<i>Institution</i>	<i>Location</i>
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FEDERAL RESERVE BANK OF ST. LOUIS**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**

* Section 3(a)(1) notification by Mid America Mortgage Services, Inc., Columbia, Missouri, to acquire up to 15% of Mid America Banking Corporation, Columbia, Missouri.

Newspaper: 11-9-97

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE**Application****End of Comment Period**

Section 4(c)(8) notification by Area Bancshares Corporation, Owensboro, Kentucky, for its affiliate, Security First Technologies, Inc., Atlanta, Georgia, to merge with Solutions By Design, Inc., Atlanta, Georgia.

N/A

Section 4(c)(8) notification by Mid America Mortgage Services, Inc., Columbia, Missouri, to continue to make, acquire and service mortgage loans.

N/A

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE OR NEWSPAPER NOTICE**Application****End of Comment Period**

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
None				

SECTION VI - CRA EXAMINATIONS SCHEDULED

Examinations may have to be rescheduled during the calendar quarter in which they are designated to begin. If an institution's examination is rescheduled for a date later than the end of the date range reflected in a published schedule, the institution's name will be republished in an appropriate later listing. Any comments received as a result of either the first publication or subsequent publications will be considered during the examination.

RSSD Number	Name	City	State
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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**

Thomas B. Jones, Jerry P. Jones, Morris W. Jones, and
Ralph D. Jones to acquire control of 47.3% and by Charles
Ekstrum to acquire control of 25.5% of the voting shares of
Philip Bancorporation, Inc., Philip, South Dakota.

Not yet available

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

Philip Bancorporation, Inc., Philip, South Dakota to redeem 18.0%
of its voting shares.

FEDERAL RESERVE BANK OF MINNEAPOLIS
Section V - Availability of
CRA Public Evaluations
week ending October 17, 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.

BANK(S) EXAMINED

DATE OF EXAMINATION

CRA RATING

NONE.

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

Midland First Financial Corporation, Lee's Summit, Missouri, for prior approval to become a bank holding company through the acquisition of 100 percent of the voting shares of Midland Bank, Lee's Summit, Missouri.*

November 5, 1997

Light Bancshares Corporation, Liberal, Kansas, for prior approval to become a bank holding company through the acquisition of 100 percent of the voting shares of The Community Bank, Liberal, Kansas, a de novo bank in organization.*

Not Available

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

APPLICATION

COMMENT PERIOD ENDING DATE

None.

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

APPLICATION

None.

SECTION V - AVAILABILITY OF CRA PUBLIC EVALUATIONS

Identification of Ratings

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

Outstanding record of meeting community credit needs

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

Satisfactory record of meeting community credit needs

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

Needs to improve record of meeting community credit needs

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

Substantial noncompliance in meeting community credit needs

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

<u>Bank/Location</u>	<u>RSSD#</u>	<u>Exam Date</u>	<u>CRA Public Date</u>	<u>CRA Rating</u>
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None.

***Application is subject to CRA.**

District 11

Federal Reserve Bank of Dallas

Applications and Notifications Filed During the Week of October 14, 1997

Section I - Applications subject to newspaper notice only

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

* Subject to the provisions of the Community Reinvestment Act.
 ** Comment period ending date is the date specified in the newspaper only.
 N/Avail - Not available at this time.

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
*3(a)(3)	WNB Bancshares, Inc., Odessa, TX, to acquire City National Bank, Austin, TX	N/Avail
CIC	Smith Mustang, Ltd., Rio Vista, TX, only notificant, to acquire an interest in First State Bank, Rio Vista, TX (Previously reported during the week of October 6, 1997)	**97/10/28

* Subject to the provisions of the Community Reinvestment Act.
 ** Comment period ending date is the date specified in the newspaper only.
 N/Avail - Not available at this time.

Section III - Applications subject to Federal Register notice only

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

* Subject to the provisions of the Community Reinvestment Act.

Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Texas Central Bancshares, Inc., Dallas, TX, to acquire Texas Central Bancshares of Delaware, Inc., Wilmington, DE, and Texas Central Bank, N.A., Dallas, TX	
3(a)(1)	Texas Central Bancshares of Delaware, Inc., Wilmington, DE, to acquire Texas Central Bank, N.A., Dallas, TX	

Section V - Publicly available CRA evaluations

<i>RSSD number</i>	<i>Institution/ Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>
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The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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

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

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

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

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

Section VI - CRA examinations scheduled **Quarter of**

<i>Institution</i>	<i>Location</i>
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N/Avail

N/Avail - Not available at this time.

District 12

Federal Reserve Bank of San Francisco

Applications and Notifications Filed During the Week of October 13, 1997

Section I - Applications subject to newspaper notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
18(c)	Southern California Bank, Anaheim, California, to merge with Naitoinal Bank of Southern California, Newport Beach, California. *	Newspaper: 11/07/97

Section II - Applications subject to both newspaper and Federal Register notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
3(a)(1)	Timberland Bancorp, Inc., to become a bank holding company by acquiring Timberland Savings Bank, SSB, both of Hoquiam, Washington. *	Newspaper N/Avail Fed Reg N/Avail
3(a)(1)	Pedcor Bancorp, Indianapolis, Indiana, to become a bank holding company by acquiring International City Bank, National Association, Long Beach, California. *	Newspaper N/Avail Fed Reg N/Avail

* Subject to CRA

Section III - Applications subject to Federal Register notice only

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

Section III - Applications subject to Federal Register notice only

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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Section IV - Applications not subject to Federal Register or newspaper notice

<i>Type</i>	<i>Application</i>	<i>Ending date of comment period</i>
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Member	Hacienda National Bank, Santa Maria, California, to become a member of the Federal Reserve System.	None
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Section V - Publicly available CRA evaluations

<i>RSSD number</i>	<i>Institution/ Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>Large bank</i>	<i>Small bank</i>

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

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

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

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

- Outstanding**
- Satisfactory**
- Needs to improve**
- Substantial noncompliance**

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

<i>RSSD number</i>	<i>Institution/ Location</i>	<i>Examination date</i>	<i>CRA public date</i>	<i>CRA rating</i>	<i>Exam type</i>	
					<i>Large bank</i>	<i>Small bank</i>

None

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

Section VI - CRA examinations scheduled

Quarter of

Institution

Location

Footnotes

H.2A

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

Notices Filed as of October 17, 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
1867 Western Financial Corporation(1), Stockton, CA CONTINUED	Capital Corp of the West, Merced, CA, & Town & Country Finance & Thrift Co., Turlock, CA & Capital West Group, Inc., Stockton, CA operating an industrial loan co. (b)(4); providing credit life insurance (b)(11); management consulting (b)(9); CONTINUED	4	San Francisco	August 26, 1997
1867 Western Financial Corporation(2), Stockton, CA CONTINUED	& investment & financial advice (b)(6)	4	San Francisco	August 26, 1997
1867 Western Financial Corporation, Stockton, CA	Capital Corp of the West, Merced, CA & County Bank, Merced, CA	3	San Francisco	September 2, 1997
Alabama National BanCorporation, Birmingham, AL	First American Bancorp, Decatur, AL & First American Bank, Decatur, AL	3	Atlanta	October 24, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Albrecht Financial Services, Inc., Norwalk, IA	Heartland Bankshares, Inc., Madrid, IA & City State Bank, Grimes, IA	3	Chicago	October 9, 1997
Amador Merger Corporation, Las Cruces, NM	Citizens Bank of Las Cruces, Las Cruces, NM	3	Dallas	October 31, 1997
Amador Merger Corporation, Las Cruces, NM CORRECTION	Amador Bancshares, Inc., Las Cruces, NM & Citizens Bank of Las Cruces, Las Cruces, NM CORRECTION	3	Dallas	October 31, 1997
Area bankshares Corporation, Owensboro, KY	Security First Network Bank, Atlanta, GA & Solutions by Design, Inc., Atlanta, GA in data processing & data transmission services (b)(14)	4	St. Louis	November 5, 1997
Arrendale Undiversified Family Limited Partnership(2), Baldwin, GA CONTINUED Cynthia Bussey, in their individual capacities		CIBC	Atlanta	October 16, 1997
Arrendale Undiversified Family Ltd. Partnership(1), Baldwin, GA; its general partners, Thomas A. Arrendale, III, Gainsville, GA; Cynthia Bussey, Atlanta, GA; & Thomas A. Arrendale, Jr., Clarkesville, GA; Thomas A. Arrendale, III, & CONTINUED	Habersham Bancorp, Cornelia, GA, & Habersham Bank, Clarkesville, GA CONTINUED	CIBC	Atlanta	October 16, 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

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Bank Capital Corporation, Strasburg, CO	Guaranty Corporation, Denver, CO	3	Kansas City	September 26, 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
Bennett, James(1), Billings, MT; First PREMIER Bank as Custodian/FBO Emil Erhardt IRA, Stevensville, MT; Donald Bennett, Columbia Falls, MT; Steven Tostenrud, Billings, MT; Alex Zier, Lewistown, MT; William Thorndal, Laurel, MT; CONTINUED	Citizens Development Co., Billings, MT, & First Security Bank of Laurel, Laurel, MT; First Citizens Bank of Billings, Billings, MT; Citizens State Bank, Hamilton, MT; First Citizens Bank, N.A., Columbia Falls, MT; First National Bank CONTINUED	CIBC	Minneapolis	October 23, 1997
Bennett, James(2), Billings, MT; Robert Sizemore, Chinook, MT; Willam Curley, Oyenette, WI; Jon Sustarich, Cambridge, WI; Kenneth Baker, Osceola, IA; Gregory Bormann, Stickney, SD; Duncan Flann, Iroquois, SD; Ronald Hornischer, Merrill, WI; CONTINUED	of Lewistown, Lewistown, MT & Western Bank of Chinook, N.A., Chinook, MT	CIBC	Minneapolis	October 23, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Bennett, James(4), Billings, MT; D.A. Davidson & Co., as custodian/FBO William Thorndal IRA, Laurel, MT; and James Bennett, et al CONTINUED	United Bancorporation, Billings, MT & Bank of Poynette, Poynette, WI; Cambridge State bank, Cambridge, WI; Clarke County State Bank, Osceola, IA; Farmers State Bank, Stickney, SD; Farmers & Merchants State Bank, Iroquois, SD; CONTINUED	CIBC	Minneapolis	October 23, 1997
Bennett, James(5), Billings, MT CONTINUED	Lincoln County Bank, Merrill, WI & United Bank, Osseo, WI	CIBC	Minneapolis	October 23, 1997
Boston Private Bancorp, Inc., Boston, MA	Westfield Capital Management Company, Inc., Boston, MA, in financial & investment advisory activities (b)(6)	4	Boston	October 14, 1997
Boston Private Bancorp, Inc., Boston, MA	Westfield Capital Management Company, Inc., Boston, MA, financial investment advisory activities (b)(6)	4	Boston	October 21, 1997
Bradley Investments, L.L.L.P., Golden, CO, Bradley, Leo N., Golden, CO, Bradley, Susan Q., Denver, CO, and Bradley, Jeffrey N., Denver, CO	Evergreen Bancorporation, Evergreen, CO & Evergreen National Bank, Evergreen, CO	CIBC	Kansas City	October 10, 1997
Broun Family Partnership LLP & Conway C. Broun, Managing Partner, Athen, GA	Georgia National Bancorp, Inc., Athens, GA & The Georgia Bank, Athens, GA	CIBC	Atlanta	November 3, 1997
Builders Financial Corporation, Chicago, IL	Builders Bank, Chicago, IL	3	Chicago	October 23, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
California Community Financial Institutions Fund Limited Partnership; Belvedere Capital Partners, Inc., & Newco, all of San Francisco, CA & National Bancorp of Alaska, Inc., Anchorage, AL	Securities First Bank, Fulleton, CA	3	San Francisco	September 29, 1997
Calvin B. Taylor Bankshares, Inc., Berlin, MD	Calvin B. Taylor Banking Company of Berlin Maryland, Berlin, MD, & Calvin B. Taylor Bank of Delaware, Ocean View, DE	3	Richmond	September 15, 1997
Canadian Imperial Bank of Commerce(3), Toronto, CA CONTINUED	agency transactional services (b)(7); in underwriting & delaing in government obligations & money market instruments, providing investments & trading services & buying & selling bullion & related activities (b)(8)	4	New York	August 28, 1997
Canadian Imperial Bank of Commerce(1), Toronto, Canada CONTINUED	CIBC Wood Gundy Securities Corp. ("CIBC Wood Gundy"), New York, NY, all the outstanding shares of Oppenheimer Holdings, Inc., New York, NY, & its subsidiaries, including Oppenheimer & Co., Inc., New York, NY in underwriting & CONTINUED	4	New York	August 28, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Canadian Imperial Bank of Commerce(2), Toronto, Canada CONTINUED	dealing to a limited extent in all types of equity & debt securities; lending (b)(1), (b)(2); financial & investment advisory services (b)(6); securities brokerage, riskless principal, private placement, futures commission merchant & other CONTINUED	4	New York	August 28, 1997
Canisteo Valley Corporation, Canisteo, NY	First State Bank, Canisteo, NY	3	New York	October 30, 1997
Capitol Bancorp, Ltd., Lansing, MI	Muskegon Commerce Bank, Muskegon, MI	3	Chicago	October 31, 1997
Carolina First Corporation, Greenville, SC	First Southeast Financial Corporation, Anderson, SC & First Federal Savings & Loan Association of Anderson, Anderson, SC in operating a savings & loan association (b)(4)(ii)	4	Richmond	September 3, 1997
Cashin, Stuart A., Jr., Duluth, GA	Embry Bankshares, Inc., Duluth, GA & Embry National Bank, Larenceville, GA	CIBC	Atlanta	October 21, 1997
Centre 1 Bancorp, Inc., Beloit, WI	First Winnebago Corporation, Winnebago, IL & First National Bank of Winnebago	3	Chicago	September 26, 1997
Citizens Bancshares Company, Chillicothe, MO	Trenton Trust Bancshares, Inc., Trenton, MO & Trenton Trust Company, Trenton, MO	3	Kansas City	November 7, 1997
Citizens Bankers, Inc., Baytown, TX	First National Bank of Bay City, Bay City, TX	3	Dallas	October 6, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Citizens Bankers, Inc., Baytown, TX, and Citizens Bankers of Delaware, Wilmington, DE	First National Bank of Bay City, Bay City, TX	3	Dallas	September 18, 1997
Citizens Development Co., Billings, MT	Citizens Development Col., Billings, MT, in making & servicing loans, (b)(1)	4	Minneapolis	October 23, 1997
Citizens Effingham Bankshares, Inc., Leeds, AL	Citizens Bank of Effingham, Springfield, GA	3	Atlanta	November 14, 1997
Citizens Financial Corp., Midwest City, OK	U.S. National Bank, Midwest City, OK	3	Kansas City	October 16, 1997
City National Corporation, Beverly Hills, CA	Harbor Bancorp, Long Beach, CA & Harbor Bank, Long Beach, CA	3	San Francisco	November 7, 1997
Coddle Creek Financial Corp., Mooresville, NC	Mooresville Savings Bank, SSB, Mooresville, NC	3	Richmond	October 16, 1997
Community Bankshares of West Plains, Inc., West Plains, MO	Community First National Bank of West Plains, West Plains, MO	3	St. Louis	October 24, 1997
Community Bankshares, Inc., Denver, CO	Dove Creek State Bank, Dover Creek, CO	3	Kansas City	October 20, 1997
Community First Bankshares, Inc., Fargo, ND	Community First National Bank, Globe, AZ	3	Minneapolis	November 17, 1997
Community First Bankshares, Inc., Fargo, ND	First National Summit Bankshares, Inc., Gunnison, CO & First National Summit Bank, Gunnison, CO	3	Minneapolis	October 6, 1997
Community First Bankshares, Inc., Fargo, ND	Republic National Bancorp, Inc., Pehoenix, AZ & Republic National Bank of Arizona, N.A., Phoenix, AZ	3	Minneapolis	October 6, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Community National Corporation, Lexington, TN	Community National Bank of Tennessee, Lexington, TN	3	St. Louis	October 17, 1997
Compass Bancshares, Inc., Birmingham, AL	GSB Investments, Inc., Gainesville, FL & Gainesville State Bank, Gainesville, FL	3	Atlanta	October 6, 1997
Cortez Investment Co., Cortez, CO	The Cortez State Bank, Cortez, CO	3	Kansas City	October 6, 1997
Covenant Bancgroup, Inc., Leeds, AL	Covenant Bank, Leeds, AL	3	Atlanta	November 14, 1997
CSB Bancshares, Inc., Ellsworth, KS	Wilson Bancshares, Inc., Wilson, KS & Wilson State Bank, Wilson, KS	3	Kansas City	October 23, 1997
Davis, John Francis, and Davis, Carman Lee, both of Concordia, KS	Tri-County Bancshares, Inc., Linn, KS, & Tri-County National Bank, Washington, KS	CIBC	Kansas City	October 15, 1997
Deutsche Bank, AG (Main) Federal Republic of Germany	Ganis Credit Corporation, Newport Beach, CA, lending (b)(1)	4	New York	May 12, 1997
Douglas, Ronald B., Medina, WA	Washington Commercial Bancorp, Redmond, WA & Redmond National Bank, Redmond, WA	CIBC	San Francisco	October 29, 1997
Exchange National Bancshares, Inc., Jefferson City, MO	Union State Bancshares, Inc., Clinton, MO & Union State Bank & Trust Company of Clinton, Clinton, MO	3	St. Louis	October 2, 1997
F.N.B. Corporation, Hermitage PA & Southwest Banks, Inc., Naples, FL	Mercantile Bank of Southwest Florida, Naples, FL	3	Cleveland	October 10, 1997
F.N.B. Corporation, Hermitage, PA	Indian Rocks State Bank, Largo, FL	3	Cleveland	September 2, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
FBOP Corporation, Oak Park, IL	First Capital Bank of Arizona, Phoenix, AZ	3	Chicago	October 2, 1997
FBOP Corporation, Oak Park, IL	California Bank, N.A., Beverly Hills, CA	3	Chicago	October 27, 1997
Fidelity Ban Corporation, Independence, IA	Benton County Savings Bank, Norway, IA	3	Chicago	November 10, 1997
First Banks, Inc., St. Louis, MO	Surety Bank, Vallejo, CA	3	St. Louis	October 14, 1997
First Citizens Bancshares, Inc., Dyersburg, TN	Bank of Troy, Troy, TN	3	St. Louis	October 30, 1997
First Commercial Corporation, Little Rock, AR	First Charter Bancshares, Inc., North Little Rock, AR, & Charter State Bank, Beebe, Arkansas, Beebe, AR	3	St. Louis	September 19, 1997
First National Bancorp, Inc., Green Forest, AR	First National Bank of Green Forest, Green Forest, AR	3	St. Louis	November 3, 1997
First National Bancshares, Inc., East Lansing, MI	Finance Company of North America, LLC, East Lansing, MI in making and servicing loans (b)(1)	4	Chicago	August 17, 1997
First National Bank of Las Animas ESOP, Las Animas, CO	First Bankshares of Las Animas, Inc., Las Animas, CO & First National Bank, Las Animas, CO	3	Kansas City	October 6, 1997
First National of Nebraska, Inc., Omaha, NE, & its subsidiary First National of Colorado, Inc., Fort Collins, CO	Platte Valley National Bank, Grand Island, NE & First National of Nebraska, Lincoln, NE	3	Dallas	August 25, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
First National Security Company, DeQueen, AR	First Financial Corporation of Idabel, Idabel, OK & First State Bank of Idabel, Idabel, OK	3	St. Louis	November 7, 1997
First State Bancshares, Inc., Farmington, MO	Perry County Financial Corporation, Perryville, MO, and Perry County Savings Bank, FSB, Perryville, MO operating a savings association (b)(4)	4	St. Louis	August 1, 1997
First State Financial Corporation, Sarasot, FL	First State Bank, Sarasot, FL (formerly First State Bank of Sarasota)	3	Atlanta	November 14, 1997
First United Bancshares, Inc., El Dorado, AR	City Bank & Trust of Shreveport, Shreveport, LA	3	St. Louis	October 9, 1997
FirstBank Holding Company of Colorado, ESOP, Lakewood, CO	FirstBank Holding Company of Colorado, Lakewood, CO	3	Kansas City	October 9, 1997
Fischer Bancorp, Inc., Fischer, IL	Fisher National Bank, Fisher, IL	3	Chicago	October 24, 1997
Frame, Chark S. & David C., Doylestown, PA	Premier Bancorp, Inc., Doylestown, PA & Premier Bank, Doylestown, PA	CIBC	Philadelphia	October 22, 1997
FSB Bancorp, MHC & FSB Bancorp, both of Farmington, ME CORRECTION	Franklin Savings Bank, Farmington, MN	CIBC	Boston	August 28, 1997
FSB Bancorp, MHC, and FSB Bancorp, both of Farmington, ME	Franklin Savings Bank, Farmington, ME	3	Boston	August 28, 1997
George Washington, Bancorp, Inc., Oak Lawn, IL	George Washington Savings Bank, Oak Lawn, IL	3	Chicago	October 6, 1997
Gilinski, Jaime, Santafe de Bogota, Columbia	Eagle National Holding Company, Inc., Miami, FL	CIBC	Atlanta	October 1, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Gold Banc Corporation, Inc., Leawood, KS	Farmers Bancshares of Oberlin, Inc., Oberlin, KS, and Farmers National Bank, Oberlin, KS	3	Kansas City	August 21, 1997
Great Southern Capital Corporation Employee Stock Ownership Trust, Meridian, MS	Great Southern Capital Corporation, Meridian, MS, & Great Southern National Bank, Meridian, MS	3	Atlanta	October 30, 1997
Greater Bay Bancorp, Palo Alto, CA	Peninsula Bank of Commerce, Millbrae, CA	3	San Francisco	October 31, 1997
Greenblatt, Leon A., III, and Chiplease, Inc., both of Chicago, IL	Home Financial Bancorp, Spencer, IN, and Owen Community Bank, S.B., Spencer, IN	CIBC	Chicago	July 9, 1997
Greer, Elmo, East Bernstadt, KY	Cumberland Valley Financial Company, London, KY	CIBC	Cleveland	May 23, 1997
Grell, Steven; Bovee Investment Trust, Bovee, Michael R., Trustee; Tamisiea, Bruce; Nystrom, Bruce; Grave, Gary; Cotton, John M.; & Hultgren, David M.; all of Spencer, IA, acting in concert	Albert City Bankshares, Inc., Albert City, IA & Albert City Savings Bank, Albert City, IA & The Citizens State Bank, Marathon, IA	CIBC	Chicago	August 29, 1997
Griffin Investment, L.P. & Griffin General Partner, Inc., both of Cameron, MO	Griffin Bancshares, Inc., Cameron, MO & Pony Express Bank, Braymer, MO	3	Kansas City	October 16, 1997
Harbor, Lacy J., Denison, TX	Marble Falls National Bancshares, Inc., Marble Falls, TX, & Marble Falls National Bank, Marble Falls, TX	CIBC	Dallas	September 4, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Hardin County Bancshares, Inc., Savannah, TN	Majors Insurance Agency, Inc., Adamsville, TN general insurance agency activities in a town of less than 5,000 (b)(11)	4	St. Louis	August 26, 1997
Hazard, Charles Michael, Boston, MA	Boston Private Bancorp, Inc., Boston, MA, & Boston Private Bank & Trust Company, Boston, MA	CIBC	Boston	October 15, 1997
Hazard, Charles Michael, Boston, MA CORRECTION	Boston Private Bancorp, Inc., Boston, MA & Boston Private Bank & Trust Company, Boston, MA CORRECTION	CIBC	Boston	October 15, 1997
Heath, Craig Dwight, Phoenix, AZ	Texico Bancshares Corporation, Texico, IL & Texico State Bank, Texico, IL	CIBC	St. Louis	October 1, 1997
Heritage Financial Corporation, Olympia, WA	Heritage Savings Bank, Olympia, WA	3	San Francisco	October 31, 1997
Hibernia Corporation, New Orleans, LA	Northwest Bancshares of Louisiana, Inc., Mansfield, LA & First National Bank in Mansfield, Mansfield, LA	3	Atlanta	October 24, 1997
Hibernia Corporation, New Orleans, LA	Unicorp Bancshares-Texas Inc., Orange, TX, and OrangeBank, Orange, TX	3	Atlanta	August 11, 1997
Horizon Bancorp of South Arkansas, Inc., Magnolia, AR	Horizon Bank of Columbia County, Magnolia, AR	3	St. Louis	October 20, 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

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Iron Bancshares, Inc., Salisbury, CT	The National Iron Bank, Salisbury, CT	3	Boston	October 2, 1997
Jackson Boulevard Fund, Ltd.; Jackson Boulevard Equities, L.P. & Paul J. Duggan, all of Chicago, IL	Damen Financial Corporation, Schaumburg, IL & Damen National Bank, Schaumburg, IL	CIBC	Chicago	September 3, 1997
Jacobsen, Sam J., Middleton, WI	First Business Bancshares, Madison, WI & First Business Bank, Madison, WI	CIBC	Chicago	August 28, 1997
Jacobson, Wendell A. & Melba B., Fountain Green, UT CORRECTION	Bank of Ephraim, Ephraim, UT	CIBC	San Francisco	October 30, 1997
Jacobson, Wendell A., Fountain Green, UT	Bank of Ephraim, Ephraim, UT	CIBC	San Francisco	October 30, 1997
Jasper Banking Company Second Amended and Restated Employee Stock Ownership Stock Bonus Plan (ESOP), Jasper, GA	JBC Bancshares, Inc., Jasper, GA	CIBC	Atlanta	August 12, 1997
Johnson International, Inc., Racine, WI	The Bank of Fort Atkinson, Fort Atkinson, WI	3	Chicago	November 17, 1997
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
Kroll, Rodney, G; Copeland, Newman E.; Slamans, Scott J.; Gray, Rondy, T.; Turner, Charles B.; DuBois, James H., all of Waco, TX, and Salome, Tommy G., Crawford, TX, & Time Manufacturing Company., Waco, TX	First Riesel Corporation, Riesel, TX & First State bank, Riesel, TX	CIBC	Dallas	September 30, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Lagomarsino, Richard A., and Robert J., both of Ventura, CA, & Wood, Catherine S., Carpinteria, CA; acting in concert	Americorp, Ventura, CA, and American Commercial Bank, Ventura, CA	CIBC	San Francisco	August 6, 1997
Lagomarsino, Richard A.; Lagomarsino, Ramona; Ramona Lagomarsino Family Limited Partnership; Lagomarsino, Robert J., all of Ventura, CA; & Lagomarsino, Norma M; Wood, Catherine S.; & Wood, Jack W.; acting in concert, all of Carpinteria, CA	Americorp, Ventura, CA, and American Commercial Bank, Ventura CA	CIBC	San Francisco	August 20, 1997
Landen, Michael P., Dallas, TX	Security National Corporation, Omaha, NE & Security National Bank of Omaha, Omaha, NE	CIBC	Kansas City	October 22, 1997
Leake Family Partnership, L.P., Jackson, MS	Citizens Capital Corporation, Magee, MS, and Citizens State Bank, Magee, MS	CIBC	Atlanta	July 23, 1997
Lexington B & L Financial Corp., Lexington, MO	Lafayette Bancshares, Inc., Lexington, MO, and Lafayette County Bank of Lexington/Wellington, Lexington, MO; and B & L Bank, Lexington, MO operating a savings association (b)(4)	3 and 4	Kansas City	August 4, 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

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Louisville Development Bancorp, Inc., Louisville, KY	Louisville Enterprise Center, Inc., Louisville, KY, in community development activities (b)(12)	4	St. Louis	November 4, 1997
Mahaska Investment Company, Oskaloosa, IA	Pella State Bank, Pella, IA	3	Chicago	September 12, 1997
MainStreet BankGroup Incorporated, Martinsville, VA	Commerce Bank Corporation, College Park, MD	3	Richmond	October 6, 1997
Marengo Bancshares, Inc., Marengo, IL	Prairie State Bank, Marengo, IL	3	Chicago	October 2, 1997
MBNA Corporation, Wilmington, DE	MBNA America Bank (Delaware), Wilmington, DE	3	Philadelphia	November 1, 1997
Mercantile Bancorp, Inc., Quincy, Illinois, Quincy, IL	Golden Bancshares, Inc., Golden, IL & Golden State Bank, Golden, IL & Brown County State Bank, Mount Sterling, IL	3	St. Louis	October 27, 1997
Mercantile Bank Corporation, Grand Rapids, MI	Mercantile Bank of West Michigan, Grand Rapids, MI	3	Chicago	October 9, 1997
Mid America Banking Corporation, Columbia, MO	Pulaski Bancshares, Inc., Dixon, MO & State Bank of Dixon, Dixon, MO	3	St. Louis	October 27, 1997
Mid America Mortgage Services, Inc., Columbia, MO; Mid America Mortgage Services of St. Louis, Inc., St. Louis, MO; Mid America Mortgage Services of Springfield, Inc., Springfield, MO	Mid America Banking Corporation, Columbia, MO, & Pulaski Bancshares, Inc., Dixon, MO, & State Bank of Dixon, Dixon, MO	3	St. Louis	October 27, 1997
Midland Bancshares, Inc., Kincaid, IL	The Midland Community Bank, Kincaid, IL	3	Chicago	October 31, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Midland First Financial Corporation, Lee's Summit, MO	Midland Bank, Lee's Summit, MO	3	Kansas City	November 3, 1997
MidSouth Bancorp, Inc., ESOP, Lafayette, LA	MidSouth Bancorp, Inc., Lafayette, LA & MidSouth National Bank, Lafayette, LA	CIBC	Atlanta	September 30, 1997
Midwest Community Bancshares, Inc., Marion, IL	The Bank of Marion, Marion, IL	3	St. Louis	September 2, 1997
Mutual Bancorp of the Berkshires, Inc., Pittsfield, MA	Trust Company of the Berkshires, N.A., Pittsfield, MA, performing trust company functions (b)(5)	4	Boston	October 10, 1997
Mutual Bancorp of the Berkshires, Inc., Pittsfield, MA	Pittsfield Central Development Company, LLC., Pittsfield, MA, community development activities (b)(12)	4	Boston	October 10, 1997
Mutual Bancorp of the Berkshires, Inc., Pittsfield, MA	Lee National Banc Corp., Lee, MA, & First National Bank of the Berkshires, Lee, MA & City Savings Bank of Pittsfield, Pittsfield, MA	3	Boston	September 19, 1997
Myers, Judy Noe, Dallas, TX	Rusk County Bancshares, Inc., Henderson, TX & Peoples State Bank, Henderson, TX	CIBC	Dallas	September 24, 1997
National Bank of Canada, Montreal, Canada & NatBC Holding Corporation, Hollywood, FL	Natbank, N.A., Hollywood, FL & Natbank, N.A.	3	New York	October 3, 1997
National City Bancshares, Inc., Evansville, IN	Fourth First Bancorp, Inc., Huntingburg, IN & First Bank of Huntingburg, Huntingburg, IN	3	St. Louis	October 3, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
National Commerce Bancorporation, Memphis, TN	First Market Banks, FSB, Memphis, TN, operation of a federal savings bank (b)(4).	4	St. Louis	October 10, 1997
NationsBank Corporation(1), & NB Holdings Corporation, both of Charlotte, NC CONTINUED	Barnett Banks, Inc., & Barnett Bank, Nat'l Association, Jacksonville, FL & Community Bank of the Islands, Sanibel, FL, & acquire a savings assoc., (b)(4); Barnett Community Development Corp., Jacksonville, FL, in community development (b)(12); CONTINUED	3 and 4	Richmond	November 13, 1997
NationsBank Corporation(2), & NB Holdings Corporation, Jacksonville, FL CONTINUED	EquiCredit Corp., Jacksonville, FL, in lending (b)(1); Equity/Protect Reinsurance Co., Jacksonville, FL in credit realted insurance (b)(11) & Honor Technologies, Inc., Maitland, FL, in data processing & management consulting (b)(9) & (b)(14) CONTINUED	3 and 4	Richmond	November 13, 1997
New Amboy, Inc., Old Bridge, NJ	Amboy Bancorporation, Old Bridge, NJ & Amboy National Bank, Old Bridge, NJ	3	New York	September 26, 1997
North Shore Bancorp, Peabody, MA	North Shore Bank, Peabody, MA	3	Boston	November 14, 1997
Northside Banking Corporation, Tampa, FL	Northside Bank of Tampa, Tampa, FL	3	Atlanta	August 29, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Norwest Corporation, Minneapolis, MN, through its wholly owned subsidiaries Norwest Financial Services, Inc., and Norwest Financial, Inc., both of Des Moines, IA	Cityside Fin.'l Serv.s of WI, Inc., Cityside Savings & Fin.'l Services, Co., & Cityside Insurance Co., Ltd., Eden Prairie, MN, in consumer fin. (b)(1); the sale of insur. (b)(11)(i), (ii) & (iii) & the operation of a nonbank depository institution (b)(4)	4	Minneapolis	October 17, 1997
O.A.K. Financial Corporation, Byron Center, MI	Caledonia Financial Corporation, Caledonia, MI, & State Bank of Caledonia, Caledonia, MI	3	Chicago	August 15, 1997
Olney Bancshares of Texas, Inc., Olney, TX & Olney Bancorp of Delaware, Inc., Wilimington, DE	First National Bank of Borger, Borger, TX; Citizens National Bank of Childress, Childress, TX & First State Bank of Canadian, N.A., Canadian, TX	3	Dallas	October 16, 1997
Olympian New York Corporation, Brooklyn, NY	Olympian Bank, Brooklyn, NY	3	New York	October 9, 1997
Olympic Bancorp, Port Orchard, WA	Kitsap Bank, Port Orchard, WA	3	San Francisco	September 19, 1997
One Valley Bancorp, Inc., Charleston, WV	One Valley Bank-Central Virginia, N.A., Lynchburg, VA	3	Richmond	October 9, 1997
P.C.B. Bancorp, Inc., Largo, FL	Anchor Savings Bank, F.S.B., St. Petersburg, FL operating a savings association (b)(4)	4	Atlanta	August 8, 1997
Paradigm Bancorporation, Inc., Houston, TX & Paradigm Delaware Bancorporation, Inc., Dover, DE	First National Bank of Dayton, Dayton, TX	3	Dallas	October 3, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Pederson, Richard Paul II, Page, ND	Page Bank Holding Company, Page, ND, & Page State Bank, Page, ND	CIBC	Minneapolis	October 17, 1997
Penns Wood Bancorp, Inc., Williamsport, PA	Columbia Financial Corporation, Bloomsburg, PA & First Columbia Bank & Trust Company, Bloomsburg, PA	3	Philadelphia	October 20, 1997
Peoples Bancorp, Inc., Marietta, OH	Gateway Bancorp, Inc., Catlettsburg, KY, and Catlettsburg Federal Savings Bank, Catlettsburg, KY operating a savings association (b)(4)(ii)	4	Cleveland	August 1, 1997
Peoples Bancorporation, Inc., Cuba, MO	Peoples Investment Corporation, Cuba, MO & Peoples Bank, Cuba, MO	3	St. Louis	October 17, 1997
Peoples Commercial Bancorp, Inc., Stilwell, OK	Bank of Commerce, Stilwell, OK & Peoples Bank, Westville, OK	3	Kansas City	September 26, 1997
Peoples Community Bancshares, Inc., Colquitt, GA	Farmers Bank of Malone, Malone, FL	3	Atlanta	August 11, 1997
Peoples Financial Corp., Inc., Ford City, PA	Elderton State Bank, Elderton, PA	3	Cleveland	August 25, 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
Planters & Merchants Bancshares, Inc., Hearne, TX, & Planters & Merchants Bancshares of Delaware, Inc., Wilmington, DE	Homestead Bank, S.S.B., College Station, TX	3	Dallas	August 14, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Platt, Michael D., Hardtner, KS; Molz, James L., Kiowa, KS; Collins, David C., & Pederson, Roland C., both of Burlington, OK	B-K Agency, Inc. Hardtner, KS, & The Farmers State Bank, Hardtner, KS	CIBC	Kansas City	September 10, 1997
Popular, Inc., Hato Rey, Puerto Rico	Houston Bancorporation, Inc., Houston, TX, & Citizens National Bank, Houston, TX	3	New York	October 16, 1997
Preimer Bancorp, Inc., Doylestown, PA	Preimer Bank, Doylestown, PA	3	Philadelphia	October 23, 1997
Premier Bancshares, Inc., Atlanta, GA	Citizens Gwinnett Bankshares, Inc., Duluth, GA & Citizens Bank of Gwinnett, Duluth, GA	3	Atlanta	October 31, 1997
Prillaman, Bob Maurice & Lillias B., Marietta, GA	Independent Bancshares, Inc., Powder Springs, GA	CIBC	Atlanta	August 29, 1997
Proffitt, Richard Todd, Pigeon Forge, TN	Tennessee State Bancshares, Inc., Pigeon Forge, TN (formerly Gatlinburg, TN), and Tennessee State Bank, Gatlinburg, TN	CIBC	Atlanta	August 5, 1997
Progress Bancshares, Inc., Sullivan, MO	Progress Bank of Sullivan, Sullivan, MO, a de novo bank	3	St. Louis	August 8, 1997
Provident Financial Group, Inc., & FGBI Acquisition Corp., both of Cincinnati, OH	Florida Gulfcoast Bancorp, Inc., Sarasota, FL, and Enterprise National Bank of Sarasota, Sarasota, FL	3	Cleveland	July 24, 1997
Rice Lake Bancorp, Inc., Rice Lake, WI	TALCO, Inc., Menomonie, WI & Menomonie Shares, Inc., Menomonie, WI; Menomonie Financial Services, Inc., Menomonie, WI & First Bank and Trust, Menomonie, WI	3	Minneapolis	October 9, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Riverside Gulf Coast Banking Company, Cape Coral, FL	Riverside Bank of the Gulf Coast, Cape Coral, FL	3	Atlanta	October 24, 1997
Rockdale National Bankshares, Conyers, GA CORRECTION	Rockdale National Bank, Conyers, GA	3	Atlanta	August 22, 1997
Rockdale National Bankshares, Inc., Conyers, GA	Rockdale National Bank, Conyers, GA	3	Atlanta	August 25, 1997
Rockdale National Bankshares, Inc., Conyers, GA	Rockdale National Bank, Conyers, GA	3	Atlanta	August 22, 1997
Rogers Family Limited Partnership No. 2 & Doyle W. Rogers, General Partner, Batesville, AR	Rogers Bancshares, Inc., Little Rock, AR & Metropolitan National Bank, Little Rock, AR	CIBC	St. Louis	November 4, 1997
Roscoe Community Bankshares, Inc., Roscoe, SD	Roscoe Financial Services, Inc., Roscoe, SD & First State Bank of Roscoe, Roscoe, SD	3	Minneapolis	October 28, 1997
Roseau Realty Co., Inc., Roseau, MN	Citizens State Bank of Roseau, Roseau, MN, in general insurance agency activities (b)(11)(iii)(A)	3 and 4	Minneapolis	October 23, 1997
Security Bank Holding Company ESOP and Security Bank Holding Company, both of Coos Bay, OR	Pacific State Bank, Reedsport, OR	3	San Francisco	October 20, 1997
Security State Bancshares, Inc., Charleston, MO	Merchants and Planters Bank of Hornersville, Hornersville, MO	3	St. Louis	October 24, 1997
Shields, James Homer, III, London, England	Sebastian Bankshares, Inc., Barling, AR & River Valley Bank and Trust, Lavaca, AR	CIBC	St. Louis	September 24, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
SIS Bancorp, Inc., Springfield, MA	Glastonbury Bank & Trust Company, Glastonbury, CT	3	Boston	October 16, 1997
Smith Mustang Ltd., Rio Vista, TX; Lowell Smith, Jr., General Partner	Mustang Financial Corporation, Rio Vista, TX, & First State Bank of Rio Vista, Rio Vista, TX	CIBC	Dallas	October 28, 1997
Smith(1), Billy, Miller; Weinberg, Tracey Smith; Dirk Smith Trust; Smith, William Dirk, Hindman, KY; Larwence, Marcia, Lexington, KY; Bartley, Valerie Smith; Barley, Carew Smith, Pikeville, KY; Smith, Benjamin Lee; CONTINUED	Hindman Banchsares, Inc., Kindman, KY & Hindman Bank, Hindman, KY CONTINUED	CIBC	Cleveland	October 30, 1997
Smith(2), Billy Miller; Smith, William Samuel, Archbold, OH; National City Bank, Trustee for U/W Philip Lawrence, Cleveland, OH collectively referred to as the Smith Family CONTINUED		CIBC	Cleveland	October 30, 1997
Smith, Carmen P. Family Limited Partnership; Smith, Carmen P.; & Woodruff, Peggie J., as General Partners, all of Wichita Falls, TX	AmeriBancShares, Inc., Wichita Falls, TX & AmeriBancShares of Delaware, Inc., Wilmington, DE & American National Bank, Wichita Falls, TX	CIBC	Dallas	September 24, 1997
Smith, James Randel, Auburn, NE; Jobe, Jerry A. Tabor, IA; and Schaaf, Grant, T., Randolph, IA	Tabor Enterprises, Inc., Tabor, IA & First State Bank, Tabor, IA	CIBC	Chicago	October 1, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Smith, James Randel, Auburn, NE; Jobe, Jerry A., Tabor, IA, and Schaaf, Grant T., Randolph, IA CORRECTION	Tabor Enterprises, Inc., Tabor, IA, & First State Bank, Tabor, IA CORRECTION	CIBC	Chicago	October 1, 1997
Spanjer, Leland, Cozad, NE, in his capacity as Personal Representative of the Estate of Clifford G. Young	C.S.B. Co., Cozad, NE, Cozad State Bank & Trust Company, Cozad, NE, and First National Bank of Chadron, Chadron, NE	CIBC	Kansas City	August 11, 1997
Sparta Union Bancshares, Inc., Sparta, WI	Union National Bank & Trust Company, Sparta, WI	3	Chicago	November 3, 1997
Spectrum Bancorporation, Inc., Omaha, NE	First Savings & Loan Association of South Dakota, Inc., Aberdeen, SD in the operation of a savings association (b)(4)	4	Minneapolis	September 26, 1997
Spehar, David L. & Nancy A., Kansas City, KS	First Community Bancshares, Inc., Kansas City, KS, and First Community Bank, Kansas City, KS	CIBC	Kansas City	August 5, 1997
State Financial Services Corporation, Hales Corners, WI	Richmond Bancorp, Inc., Gurnee, IL & Richmond Bank, Richmond, IL & Richmond Financial Services, Inc., Richmond, IL, in discount brokerage, insurance agency activities & management advisory services (b)(7), (b)(11) & (b)(6)(iii)	3 and 4	Chicago	November 14, 1997
SWB Bancshares, Inc., Fort Worth, TX & SW Financial, Inc., Dover, DE	Southwest Bank, Fort Worth, TX	3	Dallas	October 23, 1997
TCA Financial Corporation, Englewood, CO	Trust Company of America, Boulder, CO	3	Kansas City	October 31, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
The First national Bank of St. James ESOP, St. James, MN	The First National Agency at St. James, St. James, MN, & The First National Bank of St. James, St. James, MN	3	Minneapolis	October 20, 1997
The Marine BancCorp, Inc., Chincoteague, VA	The Marine Bank, Chincoteague, VA	3	Richmond	October 6, 1997
The Sanwa Bank Limited, Osaka, Japan	Morcroft Capital Corporation, Fairfield, NJ, leasing & financing activities, (b)(3) & (b)(1)	4	San Francisco	October 21, 1997
The Toronto-Dominion Bank, Toronto, Canada, & Waterhouse Investors Services, Inc., New York, NY	Kennedy Cabot & Co., Beverly Hills, CA, in investment advisory activities & securities brokerage & riskless principal activities (b)(6) and (7)	4	New York	November 4, 1997
Triangle Bancorp, Inc., Raleigh, NC	Bank of Mecklenburg, Charlotte, NC	3	Richmond	August 1, 1997
Trust No. 3 Under Will of Charles Henderson, Troy, AL	Pea River Capital Corporation, Elba, AL, & The Peoples Bank of Coffee County, Elba, AL	3	Atlanta	November 3, 1997
Trust No. 3 Under Will of Charles Henderson, Troy, AL, & Henderson Bancshares, Inc., Troy, AL	Pea River Capital, Corporation, Elba, AL, & Peoples Bank of Coffee County, Elba, AL	3	Atlanta	October 24, 1997
Trustbank Financial Corporation, Denver, CO	Trust Bank of Colorado, Denver, CO	3	Kansas City	October 20, 1997
U.S. Bancorp(2), Minneapolis, MN CONTINUED	arranging commercial real estate equity financing, asset manamange servicing & collection activities, & acquiring debt in default (b)(2)(ii), (vi), & (vii); leasing personal or real property (b)(3); financial & investment advisory (b)(6); CONTINUED	4	Minneapolis	October 29, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
U.S. Bancorp(3), Minneapolis, MN CONTINUED	agency transactional services for customer investments (b)(7); investment transactions as principal (b)(8); management consulting & counseling (b)(9);(i)(A)(1) and (2); & insurance agency activities (b)(11)(vii)	4	Minneapolis	October 29, 1997
U.S. Bancorp, Minneapolis, MN	Zappco, Inc., St. Cloud, MN & The First National Bank of Little Falls, Little Falls, MN; Melrose State Bank, Melrose, MN; & Zapp National Bank of St. Cloud, St. Cloud, MN & Zapp Data, Inc., St. Cloud, MN, providing data processing services (b)(14)	3 and 4	Minneapolis	October 24, 1997
Union Planters Corporation, Memphis, TN	Capital Bancorp, Miami, FL & Capital Bank, Miami, FL	3	St. Louis	October 3, 1997
US Bancorp(1), Minneapolis, MN CONTINUED	U.S. Bancorp Investment, Inc., Minneapolis, MN, in underwriting & dealing in commercial paper, municipal revenue bonds, mortgage-backed securities, & consumer-receivable-related securities; in extending credit & servicing loans (b)(1); CONTINUED	4	Minneapolis	October 29, 1997
UST Corp. Boston, MA CORRECTION	Firestone Financial Corp., Newton, MA in installment loan and lease financing activities to commercial customer (b)(1) & (b)(3)	4	Boston	September 5, 1997
UST Corp., Boston, MA	Firestone Financial Corp., Newton, MA in installment loan & lease financing activities to commercial customers (b)(1) & (b)(3)	4	Atlanta	September 15, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Vail Banks, Inc., Vail, CO	Cedaredge Financial Services, Inc., Cedaredge, CO	3	Kansas City	October 6, 1997
Voorhees, Steven L., Harvard, NE	Harvard State Company, Harvard, NE & Harvard State Bank, Harvard, NE	CIBC	Kansas City	September 29, 1997
Wachovia Corporation, Winston-Salem, NC	Central Fidelity Banks, Inc., & Central Fidelity National Bank, Richmond, VA; Central Fidelity Insurance Agency, Inc., Richmond, VA acting as an agent or broker in the sale of credit related insurance (b)(11)	3 and 4	Richmond	September 26, 1997
Wachovia Corporation, Winston-Salem, NC	1st United Bancorp, Boca Raton, FL, & First United Bank, Boca Raton, FL, & United Bancorp's subsidiary, Island Investment Service, Inc., Palm Beach, FL in securities brokerage activities (b)(7)(i)	3	Richmond	September 15, 1997
Warwick Community Bancorp, Inc., Warwick, NY	Warwick Savings Bank, Warwick, NY	3	New York	October 24, 1997
Washington Bancorp, Washington, IA	Rubio Savings Bank of Brighton, Brighton, IA & Washington Federal Savings Bank, operating a savings association (b)(11)	3 and 4	Chicago	October 23, 1997
Wingate, J. Alton, Cornelia, GA	Community Bankshares, Inc., Cornelia, GA, & Community Bank & Trust-Jackson, Commerce, GA; Community Bank & Trust-Troup, LaGrange, GA, & Community Bank & Trust-Alabama, Union Springs, AL	CIBC	Atlanta	October 16, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Winter-Park Bancshares, Inc., Cameron, WI	Owen-Curtiss Financial Corporation, Rice Lake, WI & Brill Bancshares, Inc., Rice Lake, WI & Brill State Bank, Brill, WI	3	Minneapolis	October 23, 1997
WNB Bancshares, Inc., Odessa, TX	City National Bank, Austin, TX, a de novo bank	3	Dallas	November 14, 1997
Yaeger, Marion P., Trust, Grand Rapids, MI	Litchfield Bancshares Company, Litchfield, IL & Litchfield National Bank, Litchfield, IL	CIBC	St. Louis	September 26, 1997
Young, David E., Chattanooga, TN	East Ridge Bancshares, Inc., East Ridge, TN, and Bank of East Ridge, East Ridge, TN	CIBC	Atlanta	July 22, 1997
Young, Susan Aileen, Chicago, IL	C.S.B. Co., Cozad, NE, and Cozad State Bank & Trust Company, Cozad, NE, and First National Bank of Chadron, Chadron, NE	CIBC	Kansas City	August 5, 1997
Zions Bancorporation, Salt Lake City, UT	GB Bancorporation, San Diego, CA & Grossmont Bank, San Diego, CA; Rancho Vista National Bank, Vista, CA & Pacific Commerce Bank, Chula Vista, CA	3	San Francisco	September 22, 1997
Zions Bancorporation, Salt Lake City, UT	GB Bancorporation, San Diego, CA, & Grossmont Bank, San Diego, CA	3	San Francisco	September 15, 1997

Addresses for Comments and Information Requests

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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

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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

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

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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 October 17, 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
Brown, Raymond D. & RDB Family Ltd. Partnership, North Augusta, SC & Gay, Arthur J., Jr.; Hall, James R.; Inman, George H.; Lee, John W.; Miller, Alfred M.; Osbon, Julian W.; Hatcher, William G.; & Hamilton, Hugh, Jr., Augusta, GA; acting collectively	Pinnacle Bancshares, Inc., Thomson, GA & McDuffie Bank & Trust Company, Thomson, GA	CIBC	Atlanta	November 12, 1997
Central Bancshares, Inc., Lexington, KY	Central Bank, F.S.B., Nicholasville, KY through a federal-chartered savings bank, in permissible savings & loan association activities (b)(4)	4	Cleveland	November 17, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Ekstrum, Charles W., Philip, SD, & Jones, Morris W.; Jones, Jerry P.; Jones, Ralph D.; and Jones, Thomas B., all of Midland, SD, acting in concert	Philip Bancorporation, Inc., Philip, SD & First National Bank in Philip, Philip, SD	CIBC	Minneapolis	November 10, 1997
F.N.B. Corporation, Hermitage, PA & Southwest Banks, Inc., Naples, FL	West Coast Bank, Sarasota, FL	3	Cleveland	November 17, 1997
First Union Corporation(1), Charlotte, NC CONTINUED	Wheat First Butcher Singer, Inc., Richmond, VA; underwriting debt & equity securities; underwriting & dealing in obligations of the U.S.; investment or financial advisor (b)(6); securities brokerage services (b)(7); riskless principal (b)(7); CONTINUED	4	Richmond	November 10, 1997
First Union Corporation(2), Charlotte, NC CONTINUED	private placement (b)(7); futures commission merchant (b)(7); & engaging as principal in foreign exchange (b)(8)	4	Richmond	November 10, 1997
Gulf Coast Bancorp, Inc., Port Charlotte, FL	Gulf Coast Community Bank, N.A., Port Charlotte, FL	3	Atlanta	November 20, 1997
J.P. Morgan & Inc., New York, NY	American Century C., Kansac City, MO investment or financial advice (b)(6); securities brokerage services (b)(7) & providing certain administrative services, see Bankers Trust Corp., 83 Fed. Res. Bull. 780 (1997)	4	New York	November 10, 1997
Light Bancshares Corporation, Liberal, KS	The Community bank, Liberal, KS	3	Kansas City	November 17, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
MBNA Corporation, Wilmington, DE	MBNA Bank America Bank (Delaware), Wilmington, DE	3	Philadelphia	November 17, 1997
Mid America Mortgage Services, Inc., Columbia, MO	to engage in making, acquiring, & servicing mortgage loans (b)(1)	4	St. Louis	November 21, 1997
MNB Bancshares, Inc., Manhattan, KS	Freedom Bancshares, Inc., Osage City, KS & Citizens State bank, Osage City, KS	3	Kansas City	November 20, 1997
NationsBank Corporation(3) & NB Holdings Corporation, both of Charlotte, NC CONTINUED	NationsBank option to acquire Barnett Shares & Barnett option to acquire NationsBank shares	3 and 4	Richmond	November 13, 1997
Pedcor Bancorp, Indianapolis, IN	International City Bank, N.A., Long Beach, CA	3	San Francisco	November 20, 1997
Premier Bancshares, Inc., Atlanta, GA	Citizens Gwinnett Bankshares, Inc., Duluth, GA & Citizens Bank of Gwinnett, Duluth, GA	3	Atlanta	November 21, 1997
Skylake Bankshares, Inc., North Miami Beach, FL	Kislak Financial Corporation, Miami Lakes, FL & Kislak National Bank, North Miami, FL	3	Atlanta	November 20, 1997
Southern Missouri Bancshares, Inc., Marshfield, MO	Southern Missouri Bank, Marshfield, MO	3	St. Louis	November 17, 1997
Star Bank Corporation, Cincinnati, OH	Great Financial Corporation, Louisville, KY & Great Financial Bank, F.S.B., Louisville, KY, permissible savings & loan association activities (b)(4)	4	Cleveland	November 17, 1997
Strasburg Bancorp, Inc., Strasburg, OH	Strasburg Savings, Strasburg, OH	3	Cleveland	November 21, 1997
Timberland Bancorp, Inc., Hoquiam, WA	Timberland Savings Bank, SSB, Hoquiam, WA	3	San Francisco	November 21, 1997

Applicant or notificant	Acquiree or activity	Section of law	Reserve Bank	End of comment period
Verona Bancshares, Limited, Verona, WI	Bank of Verona, Verona, WI	3	Chicago	November 17, 1997
Wills Point Financial Corporation, Wills Point, TX	Citizens National Bank of Wills Point, Wills Point, TX	3	Dallas	November 20, 1997
Zions Bancorporation, Salt Lake City, UT	Vectra Bancorporation, Denver, CO & Vectra Bank, Denver, CO	3	San Francisco	November 20, 1997

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