

Abstract: State member banks must adopt and maintain a written real estate lending policy. Also, banks must identify their loans in excess of the supervisory loan-to-value limits and report (at least quarterly) the aggregate amount of the loans to the bank's board of directors.

Board of Governors of the Federal Reserve System, December 22, 2004.

Jennifer J. Johnson,

Secretary of the Board.

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FEDERAL RESERVE SYSTEM

Change in Bank Control Notices; Acquisition of Shares of Bank or Bank Holding Companies

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and § 225.41 of the Board's Regulation Y (12 CFR 225.41) to acquire a bank or bank holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notices are available for immediate inspection at the Federal Reserve Bank indicated. The notices also will be available for inspection at the office of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank indicated for that notice or to the offices of the Board of Governors. Comments must be received not later than January 11, 2005.

A. Federal Reserve Bank of St. Louis (Randall C. Sumner, Vice President) 411 Locust Street, St. Louis, Missouri 63166-2034:

1. *Joel Porter*, Memphis, Tennessee; to acquire voting shares of BankTennessee, Collierville, Tennessee.

B. Federal Reserve Bank of Kansas City (Donna J. Ward, Assistant Vice President) 925 Grand Avenue, Kansas City, Missouri 64198-0001:

1. *Louis Keith Ahlemeyer and Nadine Mae Ahlemeyer*, both of Sedalia, Missouri; to acquire voting shares of Investors Financial Corporation of Pettis County, Inc., Sedalia, Missouri, and thereby indirectly acquire voting shares of Community Bank of Pettis County, Sedalia, Missouri.

Board of Governors of the Federal Reserve System, December 22, 2004.

Jennifer J. Johnson,

Secretary of the Board.

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A. Federal Reserve Bank of Atlanta (Sue Costello, Vice President) 1000 Peachtree Street, N.E., Atlanta, Georgia 30309-4470:

1. *NBOG Bancorporation, Inc.*, Gainesville, Georgia; after-the-fact change in control noticed by Dr. Wendell A. Turner, Gainesville, Georgia, to retain 10.56 percent of the outstanding shares of NBOG Bancorporation, Inc., and its subsidiary, National Bank of Gainesville, both of Gainesville, Georgia.

Board of Governors of the Federal Reserve System, December 23, 2004.

Jennifer J. Johnson,

Secretary of the Board.

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FEDERAL RESERVE SYSTEM

Formations of, Acquisitions by, and Mergers of Bank Holding Companies

The companies listed in this notice have applied to the Board for approval, pursuant to the Bank Holding Company Act of 1956 (12 U.S.C. 1841 *et seq.*) (BHC Act), Regulation Y (12 CFR Part 225), and all other applicable statutes and regulations to become a bank holding company and/or to acquire the assets or the ownership of, control of, or the power to vote shares of a bank or bank holding company and all of the banks and nonbanking companies owned by the bank holding company, including the companies listed below.

The applications listed below, as well as other related filings required by the Board, are available for immediate

inspection at the Federal Reserve Bank indicated. The application also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the standards enumerated in the BHC Act (12 U.S.C. 1842(c)). If the proposal also involves the acquisition of a nonbanking company, the review also includes whether the acquisition of the nonbanking company complies with the standards in section 4 of the BHC Act (12 U.S.C. 1843). Unless otherwise noted, nonbanking activities will be conducted throughout the United States. Additional information on all bank holding companies may be obtained from the National Information Center website at www.ffiec.gov/nic/.

Unless otherwise noted, comments regarding each of these applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than January 21, 2005.

A. Federal Reserve Bank of Boston (Richard Walker, Community Affairs Officer) 600 Atlantic Avenue, Boston, Massachusetts 02106-2204:

1. *Benjamin Franklin Bancorp, MHC*, Franklin, Massachusetts; to become a bank holding company by acquiring 100 percent of the voting shares of Benjamin Franklin Savings Bank, Franklin, Massachusetts.

B. Federal Reserve Bank of Chicago (Patrick Wilder, Assistant Vice President) 230 South LaSalle Street, Chicago, Illinois 60690-1414:

1. *Blue River Bancshares, Inc.*, Shelbyville, Indiana; to become a bank holding company by acquiring 100 percent of the voting shares of Heartland Community Bank, Franklin, Indiana. Applicant also has applied to retain voting shares of Paramount Bank, Lexington, Kentucky a federal savings bank, and thereby operate a savings association, pursuant to section 12 CFR 225.28(b)(4) of Regulation Y.

2. *C-B-G, Inc.*, West Liberty, Iowa; to acquire 24.35 percent of the voting shares of Washington Bancorp, Washington, Iowa, and thereby indirectly acquire voting shares of Federation Bank, Washington, Iowa.

C. Federal Reserve Bank of Minneapolis (Jacqueline G. Nicholas, Community Affairs Officer) 90 Hennepin Avenue, Minneapolis, Minnesota 55480-0291:

1. *Glacier Bancorp, Inc.*, Kalispell, Montana; to merge with First National Banks-West Co., Evanston, Wyoming, and thereby indirectly acquire First National Bank-West, Evanston, Wyoming.

D. Federal Reserve Bank of Dallas (W. Arthur Tribble, Vice President) 2200