
Federal Reserve Release



H.2

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

No. 48

Week Ending November 29, 2008

Bank Holding Companies

Bank of America Corporation, Charlotte, North Carolina -- to acquire Merrill Lynch & Co., Inc., New York, New York, and thereby acquire Merrill Lynch Bank & Trust Co., FSB; Merrill Lynch Bank USA, Salt Lake City, Utah; and Merrill Lynch Yatirim Bank A.S., Istanbul, Turkey.

- Approved, November 26, 2008

Banks, Nonmember, and Miscellaneous Institutions

Union Bank and Trust Company, Lincoln, Nebraska -- request for an exemption from section 23A of the Federal Reserve Act and Regulation W to purchase student loans from its affiliate, Nelnet, Inc., Lincoln.

- Granted, November 24, 2008

Monetary and Financial Policy

Citigroup Inc., New York, New York -- joint statement by the Board, Department of the Treasury, and Federal Deposit Insurance Corporation on an agreement with Citigroup to provide a package of guarantees, liquidity access, and capital.

- Announced, November 23, 2008

Term Asset-Backed Securities Loan Facility (TALF) -- to create a loan facility to help market participants meet the credit needs of households and small businesses by supporting the issuance of asset-backed securities collateralized by student loans, auto loans, credit card loans, and loans guaranteed by the Small Business Administration.

- Announced, November 25, 2008

Term Auction Facility -- forward TAF auction on November 24, 2008, in the amount of \$150 billion in 13-day credit to provide term funding over year-end.

- Announced, November 24, 2008

Enforcement

Team Financial, Inc., Paola, Kansas; Team Financial Acquisition Subsidiary, Inc.; and Post Bancorp, Inc., Colorado Springs, Colorado -- written agreement with the Federal Reserve Bank of Kansas City.

- Announced, November 25, 2008

H.2 Actions under delegated authority

November 23, 2008 to November 29, 2008

BS&R Banking Supervision and Regulation

RBOPS Reserve Bank Operations and Payment Systems

C&CA Consumer and Community Affairs

IF International Finance

FOMC Federal Open Market Committee

OSDM Office of Staff Director for Management

Bank Branches, Domestic

Chicago

First Chicago Bank & Trust, Itasca, Illinois -- to establish a branch at 1040 West Randolph, Chicago.

- Approved, November 25, 2008

Bank Holding Companies

Kansas City

Lakeside Holding Corporation, Oologah, Oklahoma -- to become a bank holding company and to acquire Lakeside State Bank, Oologah.

- Approved, November 28, 2008

Bank Mergers

Atlanta

Florida Bank, Tampa, Florida -- to merge with Florida Bank of Sarasota, Sarasota.

- Approved, November 26, 2008

Banks, Foreign

Director, BS&R

Banco Itau S.A., Sao Paulo, Brazil, and I U Participacoes, S.A. (in formation) -- to acquire control of Banco Itau Europa International, an Edge corporation, Miami, Florida.

- Approved, November 26, 2008

Banks, Foreign

New York

Landsbanki Islands hf, Reykjavik, Iceland -- to establish a branch in New York, New York.

- Withdrawn, November 26, 2008

Banks, National

Secretary

HSBC Bank USA, National Association, Wilmington, Delaware -- location determination of master account at the Federal Reserve Bank of New York.

- Approved, November 25, 2008

Change in Bank Control

Atlanta

Jones Bancshares, L.P., Waycross, Georgia -- to retain control of Jones and its subsidiary bank, Primesouth Bank, Blackshear.

- Permitted, November 25, 2008

Chicago

M.S.B. Bancorporation, Inc., Marion, Wisconsin -- to retain control of M.S.B. and its subsidiary bank, Premier Community Bank, Marion.

- Permitted, November 25, 2008

Dallas

Ouachita Bancshares Corp., Monroe, Louisiana -- change in bank control of Ouachita and its subsidiary bank, Ouachita Independent Bank, Monroe.

- Permitted, November 24, 2008

Extensions of Time

Richmond

Bank of the Commonwealth, Norfolk, Virginia -- extension to January 28, 2009, to establish a branch at 3732 North Croatan Highway, Kitty Hawk, North Carolina.

- Granted, November 26, 2008

Dallas

Charter Bancshares, Inc., Corpus Christi, Texas, and Charter IBHC, Inc., Wilmington, Delaware -- extension to January 15, 2009, to acquire shares of Charter Alliance Bank, a de novo bank, Corpus Christi.

- Granted, November 24, 2008

Richmond

Colonial Virginia Bank, Gloucester, Virginia -- extension to May 29, 2009, to establish a branch at Maidstone, New Kent Courthouse Village, New Kent.

- Granted, November 26, 2008

Chicago

SBA Bancorp, Inc., Ashland, Illinois -- extension to March 26, 2009, to merge with First Beardstown Bancorp, Inc., Beardstown, and thereby acquire First State Bank of Beardstown.

- Granted, November 26, 2008

Financial Holding Companies

Director, BS&R

Itausa-Investimentos Itau S.A., Sao Paulo, Brazil -- election for its subsidiary, I U Participacoes, S.A. (in formation), Sao Paulo, to be treated as a financial holding company effective as of the date of its formation.

- Approved, November 26, 2008

International Operations

Director, BS&R

J.P. Morgan International Finance Limited, Newark, Delaware -- waiver of remainder of notification periods to invest in J.P. Morgan Whitefriars (UK), London, England, and J.P. Morgan Securities Ltd. and modification of the aggregate investment limit under Regulation K.

- Granted, November 25, 2008

Membership

Secretary

The Goldman Sachs Trust Company, New York, New York -- to become a member of the Federal Reserve System on its merger with Goldman Sachs Bank USA, Salt Lake City, Utah, and to retain its branches.

- Approved, November 24, 2008

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending November 29, 2008

Filer	Filing Type	Filing Proposal	End of Comment Period	
First Community Bank of New Haven	Member	First Community Bank of New Haven, New Haven, Connecticut, to become a do novo state-chartered member of the Federal Reserve System	Newspaper:	Not applicable
			Federal Register:	Not applicable

District: 1

Federal Reserve Bank of Boston

Availability of CRA Public Evaluations

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.

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

- O = Outstanding
- S = Satisfactory
- NI = Needs to improve
- SN = Substantial noncompliance

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

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 2

Federal Reserve Bank of New York

Filings received during the week ending November 29, 2008

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANCO POPULAR DE PUERTO RICO	* 18C	Banco Popular de Puerto Rico, San Juan, Puerto Rico, to merge with its wholly-owned subsidiary, Popular Finance, Inc., Ponce, Puerto Rico, pursuant to Section 18(c) of the Federal Deposit Insurance Act.	Newspaper: Federal Register:	Not available Not applicable
MORGAN STANLEY	* 3A3	Morgan Stanley, New York, New York to acquire up to 9.9 percent of the common stock of Heritage Bank, N.A. (in organization), New York, New York.	Newspaper: Federal Register:	12/03/2008 12/04/2008

District: 2

Federal Reserve Bank of New York

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Institution	Location
NONE	

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District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending November 29, 2008

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NONE			

District: 3

Federal Reserve Bank of Philadelphia

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Institution	Location
NONE	

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District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending November 29, 2008

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 4

Federal Reserve Bank of Cleveland

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Institution	Location
NONE	

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District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending November 29, 2008

Filer	Filing Type	Filing Proposal	End of Comment Period	
SONABANK, NATIONAL ASSOCIATION	Member	Sonabank, N.A., Charlottesville, Virginia, to become a member of the Federal Reserve system.	Newspaper:	Not applicable
			Federal Register:	Not applicable

District: 5

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending November 29, 2008

Filer	Filing Type	Filing Proposal	End of Comment Period	
COMPASS BANK	* Branch	Compass Bank, Birmingham, Alabama, to establish the following branches: 2134 Rayford Road, Spring, Texas, to be known as the Rayford Branch; 14213 Cypress Rosehill Road, Cypress, Texas, to be known as the 290 and Cypress Rosehill Branch; and 11091 Broadway Street, Pearland, Texas, to be known as the Shadow Creek Branch.	Newspaper:	12/05/2008
			Federal Register:	Not applicable
INDEPENDENT BANCSHARES, INC. EMPLOYEE STOCK OWNERSHIP PLAN	* 3A3	Independent Bancshares, Inc. Employee Stock Ownership Plan, Red Bay, Alabama, to acquire 26.46 percent of the outstanding shares of Independent Bancshares, Inc., and its subsidiaries, Community Spirit Bank, both of Red Bay, Alabama, along with Spirit Bancshares, Inc., and Spirit Bank, both of Belmont, Mississippi.	Newspaper:	12/26/2008
			Federal Register:	12/22/2008

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for **Quarter of**

Institution	Location
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NONE

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending November 29, 2008

Filer	Filing Type	Filing Proposal	End of Comment Period	
CITY STATE BANK	* 18C * Branch	City State Bank, Odgen, Iowa, to merge with Ames Community Bank, Ames, Iowa, and Community Bank of Boone, Boone, Iowa. As a result of these mergers, all offices of Ames Community Bank and Community Bank of Boone will become offices of City State Bank.	Newspaper: Federal Register:	11/22/2008 Not applicable
FIRST COMMUNITY FINANCIAL PARTNERS, INC.	* 3A3	First Community Financial Partners, Inc., Joliet, Illinois, to acquire at least 50.1 percent of the voting shares of Burr Ridge Bank and Trust (in organization), Burr Ridge, Illinois.	Newspaper: Federal Register:	Not available 12/04/2008
PARAMOUNT BANK	* 18C * Branch	Paramount Bank, Farmington Hills, Michigan, to merge with Paramount Bank, Las Vegas, Nevada, and thereby to establish a branch at 7795 West Sahara Avenue, Las Vegas, Nevada.	Newspaper: Federal Register:	Not available Not applicable
PEOPLES BANCORP, INC.	* 3A3	Peoples Bancorp, Inc., Prairie du Chien, Wisconsin, to acquire 100 percent of the voting shares of Security State Bank, Guttenberg, Iowa.	Newspaper: Federal Register:	11/29/2008 11/28/2008

* Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of	Institution	Location
NONE			

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District: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending November 29, 2008

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIRST STATE BANK	* 18C	First State Bank, Conway, Arkansas, to merge with Bank of Mountain, Mountain View, Arkansas, and to retain the acquired facilities as branch offices.	Newspaper:	12/31/2008
	* Branch		Federal Register:	Not applicable

District: 8

Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending November 29, 2008

Filer	Filing Type	Filing Proposal	End of Comment Period	
182 BANCSHARES, INC.	* 3A1	182 Bancshares, Inc., Mankato, Minnesota, to become a bank holding company by acquiring 100 percent of Bank 182, Mankato, Minnesota, a de novo bank.	Newspaper: Federal Register:	Not available 12/18/2008
COMMUNITY PRIDE BANK CORPORATION	CIC	Notice by John E. Post, Coon Rapids, Minnesota, to gain control of Community Pride Bank Corporation, Ham Lake, Minnesota, and thereby indirectly gain control of Community Pride Bank, Isanti, Minnesota.	Newspaper: Federal Register:	12/12/2008 12/09/2008
NASB SHARES, INC.	4c8	NASB Shares, Inc., Belgrade, Minnesota, requests approval to retain 100% of Borgerding Agency, Inc., Belgrade, Minnesota, and North American State Insurance Agency, Inc., Elrosa, Minnesota, and thereby indirectly engage in insurance agency activities, in a place with a population not exceeding 5000.	Newspaper: Federal Register:	Not applicable Not applicable

District: 9

Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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NONE					

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Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 10

Federal Reserve Bank of Kansas City

Filings received during the week ending November 29, 2008

Filer	Filing Type	Filing Proposal	End of Comment Period	
FSB INVESTMENTS LLC	* 3A1	FSB Investments, LLC, Oklahoma City, Oklahoma, to become a bank holding company through the acquisition of up to 100 percent of the voting shares of MidWest Community Financial Corporation, Midwest City, Oklahoma, parent of The First State Bank, Canute, Oklahoma.	Newspaper:	Not available
			Federal Register:	12/12/2008

District: 10

Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 11**Federal Reserve Bank of Dallas****Filings received during the week ending November 29, 2008**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BMC BANCSHARES, INC.	* 3A1	BMC Bancshares, Inc., Dallas, Texas, to become a bank holding company by acquiring 100 percent of First National Bank-Graford, Graford, Texas.	Newspaper: Federal Register:	Not available 12/26/2008
INDEPENDENT BANK GROUP, INC.	* 3A5	Independent Bank Group, Inc., McKinney, Texas, to acquire by merger 100 percent of Independent Bank Group Central Texas, Inc., McKinney, Texas, and indirectly acquire Independent Bank, Waco, Texas.	Newspaper: Federal Register:	Not available 12/04/2008
MNB VENTURES, INC.	CIC	Notice by David O. Rogers, Jr. and Dora Rogers of Edinburg, Texas, Saul and Kellye Ortega of Edinburg, Texas, and Arturo and Sonja Ortega of Weslaco, Texas, to acquire shares of, and thereby control, MNB Ventures, Inc., Mercedes, Texas, which controls Texas National Bank, Mercedes, Texas.	Newspaper: Federal Register:	11/19/2008 11/20/2008

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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NONE					

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Institution	Location
NONE	

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District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending November 29, 2008

Filer	Filing Type	Filing Proposal	End of Comment Period	
	3A1	Silvergate Capital Corp to become a bank holding company upon the conversion of Silvergate Bank, both of La Jolla, California, from an industrial bank to a commercial bank, pursuant to section 3(a)(1) of the Bank Holding Company Act.	Newspaper: Federal Register:	Not applicable Not applicable
IST SECURITY BANCORP, INC.	* 3A1	1st Security Bancorp, Inc., to become a bank holding company by acquiring 100 percent of 1st Security Bank of Washington, both of Mountlake Terrace, Washington.	Newspaper: Federal Register:	Not available Not available
CARPENTER FUND MANAGER GP, LLC	* 3A3 * 3A1	Carpenter Fund Manager GP LLC, Carpenter Fund Management Company LLC, Carpenter Community Bancfund L.P., Carpenter Community Bancfund-A, L.P., Carpenter Community Bancfund-CA L.P., CCFW, Inc., and SCJ, Inc., all of Irvine, California, to: 1) acquire CG Holdings, Inc., Wilmington, Delaware, and indirectly acquire up to 80 percent of California General Bank, N.A. (in organization), Pasadena, California; and 2) CG Holdings, Inc., Wilmington, Delaware, to become a bank holding company by acquiring up to 80 percent of California General Bank, N.A. (in organization), Pasadena, California.	Newspaper: Federal Register:	Not available Not available
MARLIN BUSINESS SERVICES CORP.	* 3A1 Member 4c8	Marlin Business Services Corp., Mount Laurel, New Jersey, to: 1) become a bank holding company upon the conversion of Marlin Business Bank, Salt Lake City, Utah, from an industrial bank to a commercial bank, pursuant to section 3(a)(1) of the Bank Holding Company Act; 2) Marlin Business Services Corp. to engage indirectly in equipment leasing services through Marlin Leasing Corporation, both of Mount Laurel, New Jersey, pursuant to section 225.28(b)(3) of Regulation Y and 4(c)(8) of the Bank Holding Company Act; and 3) Marlin Business Bank, Salt Lake City, Utah, to become a member of the Federal Reserve System.	Newspaper: Federal Register:	Not available 12/12/2008
TAMALPAIS BANCORP	* 3A1 4c8	Tamalpais Bancorp to: 1) become a bank holding company upon the conversion of Tamalpais Bank, both of San Rafael, California, from an industrial bank to a commercial bank, pursuant to section 3(a)(1) of the Bank Holding Company Act; and 2) engage in financial and investment advisory activities through Tamalpais Wealth Advisors, San Rafael, California, pursuant to sections 4(c)(8) of the Bank Holding Company Act, and 225.28(6)(i) of Regulation Y.	Newspaper: Federal Register:	Not available 12/18/2008

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District: 12

Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

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