
Federal Reserve Release



H.2

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

No. 5

Week Ending January 31, 2009

Monetary and Financial Policy

Term Auction Facility -- TAF auction in the amount of \$150 billion in 84-day credit on January 26, 2009.

- Announced, January 26, 2009

Regulations and Policies

Bank of America Corporation, Charlotte, North Carolina -- report to Congress, required by the Emergency Economic Stabilization Act, regarding authorization to provide residual financing to Bank of America Corporation relating to a designated asset pool.

- Approved, January 22, 2009

(A/C)

Liquidity Facility Exemptions -- limited exemptions from sections 23A and 23B of the Federal Reserve Act, Regulation W, and the leverage and risk-based capital rules for purchases of asset-backed commercial paper in connection with the Asset-Backed Commercial Paper Money Market Mutual Fund Liquidity Facility (AMLF), subject to safety-and-soundness conditions.

- Approved, January 27, 2009

Regulation D (Reserve Requirements of Depository Institutions) -- publication for comment of amendments authorizing the establishment of limited-purpose accounts, known as "excess balance accounts," at Federal Reserve Banks.

- Approved, January 25, 2009

Regulation W (Transactions Between Member Banks and Their Affiliates) -- exemption until October 30, 2009 (unless extended by the Board), from section 23A of the Federal Reserve Act to allow all insured depository institutions to provide liquidity to their affiliates for assets typically funded in the tri-party repurchase agreement market, subject to safety-and-soundness conditions.

- Approved, January 27, 2009

Reserve Bank Operations

Federal Reserve Bank of New York -- appointment of William C. Dudley as president, effective January 27, 2009.

- Approved, January 26, 2009

Reserve Bank Directors -- appointment of chairmen and deputy chairmen of the twelve Federal Reserve Banks for 2009.

- Announced, January 27, 2009

Enforcement

America West Bank Members, L.C., Layton, Utah -- written agreement with the Federal Reserve Bank of San Francisco.

- Announced, January 28, 2009

New Frontier Bancorp, Greeley, Colorado -- written agreement with the Federal Reserve Bank of Kansas City.

- Announced, January 30, 2009

Northpointe Bancshares, Inc., Grand Rapids, Michigan -- written agreement with the Federal Reserve Bank of Chicago.

- Announced, January 27, 2009

H.2 Actions under delegated authority

January 25, 2009 to January 31, 2009

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

Richmond

Gateway Bank & Trust Co., Elizabeth City, North Carolina -- to establish a branch at 4725 Southwest Cary Parkway, Cary.

- Approved, January 30, 2009

New York

Manufacturers and Traders Trust Company, Buffalo, New York -- to establish a branch at 10245 Old Georgetown Road, Bethesda, Maryland.

- Approved, January 28, 2009

Secretary

SunTrust Bank, Atlanta, Georgia -- to establish a branch at 6653 Jog Road, Boca Raton, Florida.

- Approved, January 29, 2009

Bank Holding Companies

Secretary

Big Country Bancshares, Inc., Abilene, Texas -- to become a bank holding company and to acquire Citizens Bank, N.A., Abilene.

- Approved, January 27, 2009

Bank Holding Companies

San Francisco

Castle Creek Capital Partners III LP, Rancho Santa Fe, California; Castle Creek Capital III LLC; Eggemeyer Capital LLC; Ruh Capital LLC; and Legions IV Advisory Corp. -- to acquire shares of Guaranty Bancorp, Denver, Colorado, and thereby acquire Guaranty Bank and Trust Company.

- Approved, January 26, 2009

Atlanta

Flint Community Bancshares, Inc., Albany, Georgia -- relief from a commitment.

- Withdrawn, January 26, 2009

San Francisco

Franklin Resources, Inc., San Mateo, California -- to acquire shares of AB&T Financial Corporation, Gastonia, North Carolina, and thereby acquire Alliance Bank & Trust Company.

- Approved, January 30, 2009

Dallas

Hebbronville Regional Bancshares, Inc., Hebbronville, Texas -- to become a bank holding company and to acquire The First National Bank of Hebbronville, Hebbronville.

- Approved, January 30, 2009

St. Louis

Heritage Bancorp, Inc., Mason, Tennessee -- to acquire shares of Mason Bancorp, Inc., Mason, and thereby acquire The Bank of Mason.

- Approved, January 28, 2009

Bank Holding Companies

Kansas City

High Country Bancorp, Inc., Salida, Colorado -- to become a bank holding company and to acquire High Country Bank, Salida.

- Approved, January 26, 2009

Atlanta

Security Bancorp, Inc., McMinnville, Tennessee -- to become a bank holding company and to acquire Security Federal Savings Bank of McMinnville, McMinnville, on its conversion to a state-chartered bank.

- Approved, January 26, 2009

Bank Mergers

Richmond

Bank of Essex, Tappahannock, Virginia -- to acquire certain assets and assume certain liabilities of Suburban Federal Savings Bank, Crofton, Maryland.

- Approved, January 30, 2009

Change in Bank Control

Minneapolis

Sandquist Corp., Deer Lodge, Montana -- change in bank control of Sandquist and its subsidiary bank, Peoples Bank of Deer Lodge, Deer Lodge.

- Permitted, January 30, 2009

Extensions of Time

Atlanta

Alamerica BancCorp, Inc., Birmingham, Alabama -- extension to April 28, 2009, of change in bank control of Alamerica and its subsidiary bank, Alamerica Bank, Birmingham.

- Granted, January 28, 2009

Boston

Campello Bancorp, Brockton, Massachusetts -- extension to April 30, 2009, to acquire The Community Bank, A Massachusetts Co-operative Bank, Brockton, in connection with Campello's conversion from mutual to stock form.

- Granted, January 26, 2009

Atlanta

Community Bancshares of Mississippi, Inc. Employee Stock Ownership Plan, Brandon, Mississippi -- extension to May 13, 2009, to acquire additional shares of Community Bancshares of Mississippi, Inc., Brandon, and thereby acquire Community Bank of North Mississippi, Amory; Community Bank of Mississippi, Forest; Community Bank, Ellisville, Ellisville; Community Bank Coast, Biloxi; Community Bank, N.A., Memphis, Tennessee; Community Holding Company of Alabama, Brandon, Mississippi; and Community Bank, N.A., Mobile, Alabama.

- Granted, January 26, 2009

Chicago

Minier Financial, Inc. Employee Stock Ownership Plan w/401(k) Provisions, Minier, Illinois -- extension to April 28, 2009, to increase its ownership of Minier Financial, Inc., Minier, and thereby increase its indirect ownership of First Farmers State Bank.

- Granted, January 26, 2009

Extensions of Time

Atlanta

Regent Bancorp, Inc., Davie, Florida -- extension to May 19, 2009, to acquire Regent Bank (in organization), Greenville, South Carolina, and thereby engage in operating a savings association.

- Granted, January 28, 2009

Financial Holding Companies

Director, BS&R

HSH Nordbank AG, Hamburg/Kiel, Germany -- election to be treated as a financial holding company.

- Effective, January 27, 2009

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending January 31, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
INDEPENDENT BANK CORP.	* 3A3	Application by Independent Bank Corp., Rockland, MA to merge with Benjamin Franklin Bancorp, Inc.,and thereby acquire its subsidiary bank Benjamin Franklin Bank, both of Franklin, MA pursuant to sections 3(a)(3)/3(a)(5) of the BHC Act.	Newspaper:	Not available
	* 3A5		Federal Register:	02/20/2009

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 January 31, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK OF NOVA SCOTIA, THE	FBSEA	Bank of Nova Scotia, Toronto, Canada, to establish an agency in Miami, Florida, pursuant to Section 5(a)(3) of the International Banking Act and Section 211.24(a)(2)(i)(A) of Regulation K.	Newspaper: Federal Register:	Not available Not applicable
DEUTSCHE BANK AKTIENGESELLSCHAFT	* 3A3	Deutsche Bank AG, Frankfurt, Germany, Taunus Corporation and Deutsche Bank Trust Corporation, both of New York, New York, to acquire Deutsche Bank Trust Company, National Association, New York, New York as a full service national bank as part of an internal reorganization.	Newspaper: Federal Register:	02/23/2009 02/27/2009
INVESTORS BANCORP, MHC	* 4c8	Investors Bancorp, MHC and Investors Bancorp, Inc., both of Short Hills, New Jersey to acquire American Bancorp of New Jersey, and its wholly-owned subsidiary, American Bank of New Jersey, both of Bloomfield, New Jersey , pursuant to Section 4(c)(8) of the BHC Act and Section 225.24 of Regulation Y.	Newspaper: Federal Register:	Not available 02/27/2009
M&T BANK CORPORATION	* 3A3 * 3A5 * 18C	Allied Irish Banks, p.l.c., Dublin, Ireland, M&T Bank Corporation ("M&T"), and M&T's newly-formed subsidiary, First Empire State Holding Company ("First Empire"), both of Buffalo, New York, request prior approval of the Board of Governors of the Federal Reserve System (the "Board") to acquire Provident Bankshares Corporation ("Provident"), Baltimore, Maryland, and to merge Provident with and into First Empire and thereby to acquire Provident's wholly owned bank, Provident Bank of Maryland, ("Provident Bank"), Baltimore, Maryland pursuant to Sections 3(a)(3) and 3(a)(5) of the Bank Holding Company Act of 1956 , as amended (the "BHC Act") and Section 225.15 of the Board's Regulation Y. Additionally, M&T requests prior approval to merge Provident Bank, with and into its subsidiary bank, Manufacturers and Traders Trust Company ("M&T Bank"), Buffalo, New York pursuant to Section 18(c) of the Federal Deposit Insurance Act, and to retain the current branch locations of Provident Bank pursuant to Section 9 of the Federal Reserve Act.	Newspaper: Federal Register:	02/03/2009 02/26/2009
MANUFACTURERS AND TRADERS TRUST COMPANY	* Branch	Manufacturers and Traders Trust Company, Buffalo, New York, to establish a branch to be located at 1452 Buck Road, Northampton Township, Bucks County, Pennsylvania. (Holland branch-RSSD 3882775)	Newspaper: Federal Register:	02/08/2009 Not applicable

* Subject to the provisions of the Community Reinvestment Act

District: 2

Federal Reserve Bank of New York

Filings received during the week ending January 31, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
MAX BANCORP, LLC	* 3A1	Max Bancorp, LLC, New York, New York, to become a one-bank holding company by acquiring majority of the voting shares of Allegiance Community Bank, South Orange, New Jersey, pursuant to Section 3(a)(1) of BHC Act and Section 225.15 of Regulation Y.	Newspaper: Federal Register:	Not available 02/23/2009
STANDARD CHARTERED BANK	FBSEA	Standard Chartered Bank, London, United Kingdom to establish a representative office in Houston, Texas.	Newspaper: Federal Register:	02/15/2009 Not applicable

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District: 2

Federal Reserve Bank of New York

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: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending January 31, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 3

Federal Reserve Bank of Philadelphia

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: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending January 31, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANCO HARLAN, INC.	CIC	Interagency Notices of Change in Bank Control filed by the following persons acting in concert: Earl F. Croushorn,II, Rayburn Doss, Mark David Goss, Vesper Singleton, Phillip M. Smith, U. Wayne Greene, Richard L. Fox, D. Steve Tolliver, Donald G. Parsons, Frederick M. Busroe,Jr., Gary W. Cupp, James A. Emrich, Julie E. Fredrick, and James E.F. Croushorn (also individually)to retain and acquire 25% or more of the outstanding voting shares of Banco Harlan, Inc., Harlan, KY	Newspaper:	Not available
			Federal Register:	Not available

District: 4

Federal Reserve Bank of Cleveland

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: 5

Federal Reserve Bank of Richmond

Filings received during the week ending January 31, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
Live Oak Bancshares, Inc.	* 3A1	Live Oak Bancshares, Inc., Wilmington, North Carolina, to become a bank holding company through the acquisition of 100% of the voting securities of Live Oak Banking Company, Wilmington, North Carolina.	Newspaper:	02/20/2009
			Federal Register:	02/20/2009
TRUPOINT BANK	* Branch	TruPoint Bank, Grundy, Virginia, proposes to establish a branch at 600 East Main Street, Abingdon, Virginia.	Newspaper:	02/13/2009
			Federal Register:	Not applicable

District: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending January 31, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
AMERICAN GATEWAY FINANCIAL CORPORATION	CIC	After-the-fact change in control notice filed by Marshall Truman Reynolds and Douglas Vernon Reynolds, both of Huntington, West Virginia, Samuel George Kapourales, Williamson, West Virginia, and Todd R. Fry, Barboursville, West Virginia, to collectively retain 6.64 percent of the outstanding shares of American Gateway Financial Corporation, Port Allen, Louisiana, and its subsidiary, American Gateway Bank, Baton Rouge, Louisiana. Total pro forma ownership is 16.57 percent.	Newspaper:	02/01/2009
			Federal Register:	01/30/2009
CITIZENS TRUST BANK	* 18C * Branch	Citizens Trust Bank, Atlanta, Georgia, to acquire a branch of The Peoples Bank, Lithonia, Georgia.	Newspaper:	03/03/2009
			Federal Register:	Not applicable

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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3415463	COMMERCE UNION BK, SPRINGFIELD, TENNESSEE	09/15/2008	12/22/2008	S	Int Sm Bank
3402575	RELIANT BK, BRENTWOOD, TENNESSEE	07/28/2008	01/18/2009	S	Small Bank

CRA Examinations scheduled for **Quarter of**

Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending January 31, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
GMAC LLC	* 3A3	GMAC LLC, Detroit, Michigan, to retain 21.5 percent of the voting shares of Capmark Financial Group, Inc., Horsham, Pennsylvania, and thereby indirectly retain control of Capmark Bank, Midvale, Utah and Escrow Bank USA, Midvale, Utah, and thereby to operate an industrial bank.	Newspaper:	Not available
	4c8		Federal Register:	Not available
JOHNSON BANK	* Branch	Johnson Bank, Racine, Wisconsin, to establish a branch facility to be located at 580 Broad Street, Lake Geneva, Wisconsin.	Newspaper:	01/23/2009
			Federal Register:	Not applicable
ROLLING HILLS BANK & TRUST	* 18C	Rolling Hills Bank & Trust, Atlantic, Iowa, to merge with The First National Bank of Brewster, Brewster, Minnesota, and thereby to establish branches at 224 Tenth Street, Brewster, Minnesota and 229 Tenth Street, Worthington, Minnesota.	Newspaper:	Not available
	* Branch		Federal Register:	Not applicable

Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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324340	CHOICEONE BK, SPARTA, MICHIGAN	09/29/2008	01/19/2009	S	Int Sm Bank
2339795	LIBERTYVILLE B&TC, LIBERTYVILLE, ILLINOIS	09/22/2009	01/26/2009	S	Large Bank
2533119	NORTHSIDE CMNTY BK, GURNEE, ILLINOIS	09/22/2008	01/15/2009	S	Large Bank

CRA Examinations scheduled for Quarter of

Institution Location

NONE

District: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending January 31, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
CABOOL STATE BANK EMPLOYEE STOCK OWNERSHIP PLAN	* 3A3	Cabool State Bank Employee Stock Ownership Plan, Cabool, Missouri, to increase its ownership from 30.99 percent up to 32.02 percent of the outstanding voting shares of Cabool Bancshares, Inc., Cabool, Missouri, and thereby increase its indirect control of Cabool State Bank, Cabool, Missouri.	Newspaper: Federal Register:	02/15/2009 02/27/2009

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending January 31, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
LAKE SHORE WISCONSIN CORPORATION	* 3A1	Lake Shore Wisconsin Corporation, Sheboygan, Wisconsin, to become a bank holding company by acquiring 100 percent of Hiawatha Bancshares, Inc., Hager City, Wisconsin, and thereby indirectly acquire Hiawatha National Bank, Hager City, Wisconsin.	Newspaper:	Not available
			Federal Register:	02/20/2009

District: 9

Federal Reserve Bank of Minneapolis

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: 10

Federal Reserve Bank of Kansas City

Filings received during the week ending January 31, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
EMPRISE FINANCIAL CORPORATION	CIC	Notice by Matthew A. Michaelis, New York, New York, and Amy L. Madsen, Wichita, Kansas, as proposed co-trustees of the M. D. Michaelis Trust F, the Paula Sue Michaelis Trust F, the Matthew Michaelis Trust F, the Amy Loflin Trust F, and the Laura Haunschild Trust F, all dated October 27, 2003, Wichita, Kansas, to acquire control of Emprise Financial Corporation, parent of Emprise Bank, both in Wichita, Kansas, through the acquisition of voting shares.	Newspaper:	02/10/2009
			Federal Register:	02/09/2009
HULETT BANCORP	* 3A1	Hulett Bancorp, to become a bank holding company through the acquisition of 100 percent of the voting shares of Summit National Bank, both in Hulett, Wyoming.	Newspaper:	Not available
			Federal Register:	Not available

District: 10

Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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132853	COLORADO CMNTY BK, YUMA, COLORADO	10/06/2008	01/09/2009	S	Int Sm Bank
462756	FIRST AMER BK, PURCELL, OKLAHOMA	10/20/2008	01/27/2009	S	Int Sm Bank
563756	FIRST ST BK, WHEATLAND, WYOMING	09/15/2008	12/10/2008	S	Small Bank

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 January 31, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANDERA FIRST STATE BANCSHARES, INC.	* 3A1	Bandera First State Bancshares, Inc., Bandera, Texas, to become a bank holding company by acquiring 100 percent of Bandera First State Bank, Bandera, Texas (de novo).	Newspaper:	Not available
			Federal Register:	Not available

* Subject to the provisions of the Community Reinvestment Act

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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645465	SECURITY BK, RALLS, TEXAS	07/14/2008	11/03/2008	S	Small Bank
371362	WELLINGTON ST BK, WELLINGTON, TEXAS	06/02/2008	12/29/2008	S	Small Bank

CRA Examinations scheduled for Quarter of

Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 12**Federal Reserve Bank of San Francisco****Filings received during the week ending January 31, 2009**

Filer	Filing Type	Filing Proposal	End of Comment Period	
NARA BANK	* Branch	Nara Bank, Los Angeles, California, to establish a branch office at 1741-A Route 27, Edison, New Jersey.	Newspaper: Federal Register:	02/06/2009 Not applicable
TRANS PACIFIC BANCORP	CIC	Notice by Dorothy Margaret Daly, Oak Brook, Illinois, individually and as executor of the estate of Denis J. Daly, Sr., or trustee of various trusts, to retain 45.6 percent of Trans Pacific Bancorp, Inc., and indirectly its subsidiary, Trans Pacific National Bank, both of San Francisco, California.	Newspaper: Federal Register:	Not available 02/04/2009
WACHOVIA INTERNATIONAL BANKING CORPORATION	Investment	Wachovia International Banking Corporation, Charlotte, North Carolina, to make an investment of \$15 million in an indirect subsidiary, Congress Financial Capital Company, Halifax, Nova Scotia, Canada, pursuant to section 211.9(f) of Regulation K.	Newspaper: Federal Register:	Not applicable Not applicable

District: 12

Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

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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
2319676	COMMUNITY BK OF NV, LAS VEGAS, NEVADA	09/29/2008	01/22/2009	S	Int Sm Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act