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**Federal Reserve Release**

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*H.2*

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

*No. 25*

*Week Ending June 20, 2009*

**Monetary and Financial Policy**

Term Auction Facility -- TAF auction in the amount of \$150 billion in 84-day credit on June 15, 2009.

- Announced, June 15, 2009

**Regulations and Policies**

Credit Card Plans -- annual report to Congress on the profitability of credit card operations of depository institutions.

- Approved, June 15, 2009

**Enforcement**

First National Bancshares, Inc., Spartanburg, South Carolina -- written agreement with the Federal Reserve Bank of Richmond.

- Announced, June 18, 2009

Mirae Bancorp, Los Angeles, California -- written agreement with the Federal Reserve Bank of San Francisco and the State of California Department of Financial Institutions.

- Announced, June 18, 2009

## H.2 Actions under delegated authority

June 14, 2009 to June 20, 2009

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**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

#### Atlanta

Capital City Bank, Tallahassee, Florida -- to establish a branch at 4449 Meandering Way, Tallahassee.

- Approved, June 17, 2009

#### Atlanta

Commercial Bank, Harrogate, Tennessee -- to establish a branch at 1072 East Stone Drive, Kingsport.

- Approved, June 18, 2009

#### Richmond

EagleBank, Bethesda, Maryland -- to establish a branch at 12505 Park Potomac Avenue, Potomac.

- Approved, June 17, 2009

#### Secretary

First Interstate Bank, Billings, Montana -- to establish a branch at 2601 10th Avenue South, Great Falls.

- Approved, June 16, 2009

#### Richmond

Monarch Bank, Chesapeake, Virginia -- to establish a branch at 2520 South Croatan Highway, Nags Head, North Carolina.

- Approved, June 17, 2009

**Bank Holding Companies**

Atlanta

- Biscayne Bancshares, Inc., Coconut Grove, Florida -- relief from a commitment.  
- Granted, June 17, 2009

Dallas

- First Grayson Bancshares, Inc. Employee Stock Ownership Plan and Trust, McGregor, Texas, and First Grayson Bancshares, Inc. -- to acquire The Roxton Corporation Employee Stock Ownership Plan and Trust, McGregor, and thereby indirectly acquire The Roxton Corporation and its subsidiary bank, The First Bank, Roxton.  
- Approved, June 18, 2009

Minneapolis

- Lake Shore Wisconsin Corporation, Sheboygan, Wisconsin -- to become a bank holding company and to acquire Hiawatha Bancshares, Inc., Hager City, and thereby indirectly acquire its subsidiary bank, Hiawatha National Bank.  
- Approved, June 15, 2009

Cleveland

- Merchants Bancorp, Inc., Hillsboro, Ohio -- waiver of application to acquire CB Bancorp, Higginsport, in connection with the merger of their respective subsidiary banks, Merchants National Bank, Hillsboro, and Citizens Bank of Higginsport.  
- Returned, June 18, 2009

Boston

- NewStar Financial, Inc., Boston, Massachusetts -- to become a bank holding company and to acquire Southern Commerce Bank, National Association, Tampa, Florida.  
- Withdrawn, June 15, 2009

**Bank Holding Companies**

St. Louis

Southern Missouri Bancorp, Inc., Poplar Bluff, Missouri -- to acquire Southern Bank of Commerce, Paragould, Arkansas.

- Approved, June 17, 2009

Atlanta

Three Shores Bancorporation, Inc., Orlando, Florida -- to become a bank holding company and to acquire Seaside National Bank & Trust, Orlando.

- Approved, June 19, 2009

**Change in Bank Control**

Kansas City

Cedar Bancorp, Hartington, Nebraska -- to retain control of Cedar Bancorp and its subsidiary bank, Bank of Hartington, Hartington.

- Permitted, June 15, 2009

St. Louis

Peoples-Marion Bancorp, Inc., Marion, Kentucky -- change in bank control of Peoples-Marion and its subsidiary bank, The Peoples Bank, Marion.

- Permitted, June 19, 2009

Dallas

Premier Bancshares, Inc., McKinney, Texas -- change in bank control of Premier and its subsidiary bank, Synergy Bank, SSB, McKinney.

- Withdrawn, June 15, 2009

**Change in Bank Control**

Chicago

River Valley Bancorp, Inc., Davenport, Iowa -- change in bank control of River Valley and its subsidiary banks, Valley Bank, Moline, Illinois; Freedom Bank, Sterling; and Valley Bank, Fort Lauderdale, Florida.

- Permitted, June 17, 2009

**Financial Holding Companies**

Kansas City

Community Bancorp, Inc., Chanute, Kansas -- election to become a financial holding company.

- Effective, June 18, 2009

Cleveland

First Commonwealth Financial Corporation, Indiana, Pennsylvania -- election to become a financial holding company.

- Effective, June 18, 2009

**Membership**

Cleveland

Peoples Bank & Trust Company of Hazard, Hazard, Kentucky -- to become a member of the Federal Reserve System.

- Approved, June 18, 2009

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending June 20, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
NEWSTAR HOLDCO INC	* 3A1	Application filed by NewStar Holdco, Boston, Massachusetts (HoldCo) to become a bank holding company through the acquisition of 100% of the outstanding common stock of Southern Commerce Bank, National Association, Tampa, Florida, pursuant to section 3(a)(1) of the Bank Holding Company Act of 1956, as amended (BHC Act). Concurrently, HoldCo seeks approval to: i) continue to operate NewStar Financial, Inc. as an existing commercial finance company; and ii) establish NewStar Asset Management, LLC to provide asset management services to NewStar Credit Opportunities Fund, both pursuant to section 4(c)(8) of the BHC Act.	Newspaper:	Not available
	4c8		Federal Register:	Not available

\* Subject to the provisions of the Community Reinvestment Act

**District: 1**

**Federal Reserve Bank of Boston**

**Availability of CRA Public Evaluations**

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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.

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
816304	MARBLEHEAD BK, MARBLEHEAD, MASSACHUSETTS	02/17/2009	05/11/2009	O	Small Bank

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 June 20, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
CITIBANK, N.A.	Investment	Citibank, N.A., Las Vegas, Nevada and Citibank Overseas Investment Corporation, New Castle, Delaware, pursuant to Section 211.9(f) of Regulation K, to make an additional investment in Citibank Savings, Inc., Quezon City, Philippines.	Newspaper: Federal Register:	Not applicable Not applicable
TOMPKINS FINANCIAL CORPORATION	* 3A3	Tompkins Financial Corporation, Ithaca, New York, to acquire 6.85 percent of Darien Rowayton Bank, Darien, Connecticut, pursuant to Section 3(a)(3) of the Bank Holding Company Act of 1956, as amended and Section 225.15 of Regulation Y.	Newspaper: Federal Register:	07/09/2009 07/06/2009

\* Subject to the provisions of the Community Reinvestment Act

**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 June 20, 2009**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
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NONE

**District: 3**

**Federal Reserve Bank of Philadelphia**

**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.

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

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending June 20, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
COMMERCIAL AND SAVINGS BANK OF MILLERSBURG, OHIO, THE	* Branch	The Commercial & Savings Bank of Millersburg, Millersburg, OH to establish a branch at 330 West High Street, Orrville, OH.	Newspaper:	06/25/2009
			Federal Register:	Not applicable
FNB, INC.	CIC	Interagency Notices of Change in Bank Control filed by the following immediate family members of the Hillyer Family Control Group and related controlling interests: Hudson Hillyer, Hudson Hillyer Trust (Hudson Hillyer, Trustee), Marie Hillyer Trust (Hudson Hillyer, Trustee), Carole Hillyer, Majorie Shelley, David Shelley, Blair Hillyer, Brad Hillyer, Beth Hillyer, Rebecca Hillyer, Brett Hillyer, Aaron Hillyer, Alec Hillyer, Katherine Hillyer, Jacob Hillyer, and The Clay City Pipe Company, Uhrichsville, Ohio; The Bowerston Shale Company, Bowerston, Ohio, and Fab Ohio, Uhrichsville, Ohio; to acquire 10 percent or more of the outstanding voting shares of FNB, Inc., Dennison, OH	Newspaper:	Not available
			Federal Register:	Not available

**District: 4**

**Federal Reserve Bank of Cleveland**

**Availability of CRA Public Evaluations**

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- 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: 5

Federal Reserve Bank of Richmond

Filings received during the week ending June 20, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
Army and Air Force Mutual Aid Association	* 3A1 4c8	Army and Air Force Mutual Aid Association, Ft. Myer, Virginia, and Armed Forces Bank Holding Company, Reston, Virginia, to become bank holding companies through the acquisition of 100% of the voting securities of Armed Forces Bank, National Association, Fort Leavenworth, Kansas, and Armed Forces Bank of California, National Association, San Diego, California.	Newspaper: Federal Register:	07/15/2009 07/10/2009
The Bank of Monroe	Premises	The Bank of Monroe, Union, West Virginia, proposes to purchase 1.56 acres in Fairlea, West Virginia for the purpose of developing the property as a branch at some future date and to increase its investment in bank premises by \$325,000.	Newspaper: Federal Register:	Not applicable Not applicable

**District: 5**

**Federal Reserve Bank of Richmond**

**Availability of CRA Public Evaluations**

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

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

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act



**District: 6**

**Federal Reserve Bank of Atlanta**

**Filings received during the week ending June 20, 2009**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
PEOPLESSOUTH BANCSHARES, INC.	CIC	After-the-fact notification filed by Dr. H.J. Merritt, Ruth D. Merritt, and Melanie Williams, all of Colquitt, Georgia, and Marianne Melton, Damascus, Georgia, to retain 12.76 percent of the outstanding shares of PeoplesSouth BancShares, Inc., and its subsidiary, PeoplesSouth Bank, both of Colquitt, Georgia.	Newspaper:	07/06/2009
			Federal Register:	06/26/2009



**District: 7**

**Federal Reserve Bank of Chicago**

**Filings received during the week ending June 20, 2009**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FREEPORT BANCSHARES, INC.	CIC	Notice by Mark H. Wright, Freeport, Illinois and Todd M. Wright, Caledonia, Illinois, as individuals, and as a group acting in concert with James H. Wright and Luanne S. Wright, both of Longboat Key, Florida, to acquire 25 percent or more of the voting shares of Freeport Bancshares, Inc., Freeport, Illinois, and thereby indirectly acquire control of Midwest Community Bank, Freeport, Illinois.	Newspaper: Federal Register:	Not available 07/09/2009
GLENWOOD STATE BANK	* 18C * Branch	Glenwood State Bank, Glenwood, Iowa, to merge with First State Bank, Tabor, Iowa. As a result of their merger, the office at 711 Main Street, Tabor, Iowa, will become a branch of Glenwood State Bank, Glenwood, Iowa.	Newspaper: Federal Register:	Not available Not applicable
PRAIRIELAND BANCORP EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST	* 3A3	PrairieLand Bancorp Employee Stock Ownership Plan and Trust, Bushnell, Illinois, to increase its ownership to 48.01 percent of PrairieLand Bancorp, Inc., Bushnell, Illinois, and thereby indirectly increase its ownership of Merchants and Farmers State Bank of Bushnell, Bushnell, Illinois.	Newspaper: Federal Register:	Not available Not available
VAN FINANCIAL CORP	* 3A1	Van Financial Corp., Breda, Iowa, to become a bank holding company by acquiring at least 80 percent of Breda Savings Bank, Breda, Iowa.	Newspaper: Federal Register:	Not available 07/10/2009

Federal Reserve Bank of Chicago

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.

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

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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
1007846	FIRST MIDWEST BK, ITASCA, ILLINOIS	08/04/2008	05/28/2009	O	Large Bank

CRA Examinations scheduled for	Quarter of	Institution	Location
NONE			

\* Subject to the provisions of the Community Reinvestment Act

**District: 8**

**Federal Reserve Bank of St. Louis**

**Filings received during the week ending June 20, 2009**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
ARVEST BANK	* Branch	Arvest Bank, Fayetteville, Arkansas, to establish a branch facility to be located at 5621 North Classen Boulevard, Oklahoma City, Oklahoma.	Newspaper:	06/24/2009
			Federal Register:	Not applicable

**District: 8**

**Federal Reserve Bank of St. Louis**

**Availability of CRA Public Evaluations**

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

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 9****Federal Reserve Bank of Minneapolis****Filings received during the week ending June 20, 2009**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIRST INTERSTATE BANK	* 18C * Branch * 18C * Branch	First Interstate Bank, Billings, Montana, to merge with First Western Bank, Wall, South Dakota, and The First Western Bank Sturgis, Sturgis, South Dakota, and incident thereto, proposes to establish 15 branches.	Newspaper: Federal Register:	Not available Not applicable
FIRST LEROY BANCORPORATION, INC.	CIC	Notice by the Donald A. Hanson Family Trust, Donna L. Hanson, LeRoy, Minnesota, individually and as trustee of the Family Trust, Jeanie Rae Thorson, Rochester, Minnesota, as trustee of the Family Trust, Barbara Kay Billings, Cresco, Iowa, as trustee of the Family Trust, and Kristi Jo Jacobson, Cannon Falls, Minnesota, as trustee of the Family Trust, a group acting in concert to acquire and retain 25 percent or more of the shares of First LeRoy Bancorporation, Inc., LeRoy, Minnesota, and thereby indirectly retain control of First State Bank Minnesota, LeRoy, Minnesota.	Newspaper: Federal Register:	06/17/2009 06/17/2009
HATTON BANCSHARES, INC.	CIC	Notice by Richard Jordahl, Fargo, North Dakota, to acquire 25 percent or more of the shares of Hatton Bancshares, Inc., Fargo, North Dakota, and thereby indirectly gain control of Farmers and Merchants National Bank, Hatton, North Dakota.	Newspaper: Federal Register:	Not available 06/29/2009

**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 June 20, 2009**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIRST FIDELITY BANCORP, INC.	CIC	Notice submitted by David Carpenter, Chandler, Oklahoma, as trustee of the Lynda L. Cameron 2005 Family Trust, the William M. Cameron 2004 Family Trust, and the Lynda L. Cameron Trust B, to acquire control of First Fidelity Bancorp, Inc., Oklahoma City, Oklahoma, and thereby indirectly acquire control of First Fidelity Bank, N.A., Oklahoma City, Oklahoma.	Newspaper: Federal Register:	Not available Not available
FIRST KEYES BANCSHARES, INC.	CIC	Notice submitted by B. Dirk Bagenstos and Lesley D. Bagenstos, Cherokee, Oklahoma, to acquire control of First Keyes Bancshares, Inc., parent of The First State Bank, both of Keyes, Oklahoma.	Newspaper: Federal Register:	Not available 07/07/2009
FIRST STATE BANK	* 18C * Branch	The First State Bank, Lincoln, Nebraska, to merge with Filley Bank, Filley, Nebraska and incident thereto to establish a branch, and to operate under the title of First State Bank, Lincoln, Nebraska.	Newspaper: Federal Register:	07/03/2009 Not applicable
FIRST TEAM RESOURCES CORPORATION	CIC	Notification submitted by Richard Kevin Chase, Derby, Kansas; and Peter Cran Chase, Eastborough, Kansas, to acquire control of First Team Resources Corporation, Derby, Kansas, and indirectly acquire control of First Fidelity Bank, N.A., Oklahoma City, Oklahoma.	Newspaper: Federal Register:	Not available Not available

**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 June 20, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
AUSTIN BANCSHARES, INC.	* 3A1	Austin Bancshares, Inc., Austin, Texas, to become a bank holding company by acquiring 100 percent of La Grange Bancshares, Inc., La Grange, Texas, and indirectly acquire Colorado Valley Bank, SSB, La Grange, Texas.	Newspaper:	Not available
			Federal Register:	Not available
PREMIER BANCSHARES, INC.	CIC	Mr. James Edward Baxter, II, Richmond, Virginia, to acquire an interest in Premier Bancshares, Inc., McKinney, Texas, and indirectly acquire Synergy Bank, SSB, McKinney, Texas.	Newspaper:	Not available
			Federal Register:	Not available

**District: 11**

**Federal Reserve Bank of Dallas**

**Availability of CRA Public Evaluations**

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NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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**District: 12**

**Federal Reserve Bank of San Francisco**

**Filings received during the week ending June 20, 2009**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FRANKLIN RESOURCES, INC.	* 3A3	Franklin Resources, Inc., San Mateo, California, to acquire 9.9 percent of Black River BancVenture, Inc., Memphis, Tennessee, and thereby indirectly acquire Allegiance Bank of North America, Bala Cynwyd, Pennsylvania, Bay Commercial Bank, Walnut Creek, California, Community Shores Bank, Muskegon, Michigan, Cornerstone Bank, Moorestown, New Jersey, Lakeside Community Bank, Sterling Heights, Michigan, and Quaint Oak Bank, Southampton Pennsylvania.	Newspaper: Federal Register:	Not available 06/25/2009
PACIFIC INTERNATIONAL BANCORP, INC.	* 3A3	Pacific International Bancorp, Seattle, Washington, to acquire up to 9.9 percent of Center Financial Corporation and thereby indirectly acquire Center Bank, both of Los Angeles, California.	Newspaper: Federal Register:	Not available 07/06/2009
STATE BANK CORP.	CIC	Notice by Donald and Donna Nelson, to retain 10.9 percent of State Bank Corp., and indirectly its subsidiary, Mohave State Bank, both of Lake Havasu City, Arizona.	Newspaper: Federal Register:	Not available 07/06/2009

**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
1471577	AMERICAN SCTY BK, NEWPORT BEACH, CALIFORNIA	02/17/2009	06/08/2009	S	Int Sm Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

\* Subject to the provisions of the Community Reinvestment Act