
Federal Reserve Release



H.2

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

No. 15

Week Ending April 14, 2012

Banks, Foreign

Banco del Pacifico, S.A., Guayaquil, Ecuador -- to place the shares of its subsidiary bank, Pacific National Bank, Miami, Florida, in a temporary U.S. voting trust in connection with the transfer of Banco del Pacifico from the Central Bank of Ecuador to another government-owned company, Corporacion Financiera Nacional.

- Approved, April 10, 2012

Regulations and Policies

Payment System Risk Policy -- technical revisions to the Board's policy to modify the posting rules to conform with procedural changes to the redemption of separately sorted savings bonds and to eliminate a reference to the contractual clearing balance program.

- Approved, April 9, 2012

Enforcement

First National Community Bancorp, Dunmore, Pennsylvania, and Urban Financial Group, Inc., Bridgeport, Connecticut -- issuance of a final decision and a cease and desist order against Louis A. DeNaples, an institution-affiliated party.

- Announced, April 10, 2012

NCAL Bancorp, Los Angeles, California -- written agreement with the Federal Reserve Bank of San Francisco.

- Announced, April 12, 2012

Raton Capital Corporation, Raton, New Mexico -- written agreement with the Federal Reserve Bank of Kansas City.

- Announced, April 12, 2012

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

MA Monetary Affairs

Bank Branches, Domestic

St. Louis

Arvest Bank, Fayetteville, Arkansas -- to establish a branch at the corner of Fremont Avenue and Republic Street, Springfield, Missouri.

- Approved, April 11, 2012

Secretary

FirstBank, Lakewood, Colorado -- to establish a branch at 13300 East Colfax Avenue, Aurora.

- Approved, April 13, 2012

Bank Holding Companies

Richmond

BNC Bancorp, Thomasville, North Carolina -- to acquire KeySource Financial, Inc., Durham, and thereby acquire KeySource Commercial Bank.

- Withdrawn, April 10, 2012

Atlanta

Hamilton State Bancshares, Inc., Hoschton, Georgia -- relief from certain commitments.

- Granted, April 11, 2012

Chicago

Waytru Bancorp, Cambridge City, Indiana -- to continue to engage in extending credit and servicing loans.

- Approved, April 10, 2012

Bank Premises

Richmond

Benchmark Community Bank, Kenbridge, Virginia -- to increase its investment in bank premises.

- Approved, April 10, 2012

Change in Bank Control

Kansas City

Country Agencies & Investments, Inc., Odessa, Missouri -- to retain control of Country Agencies & Investments and its subsidiary banks, Bank of Odessa, Odessa; Commercial Bank of Oak Grove, Oak Grove; and LaMonte Community Bank, LaMonte.

- Permitted, April 9, 2012

Minneapolis

Eagle Investment Company, Inc., Glenwood, Minnesota -- to retain control of Eagle Investment and its subsidiary bank, Eagle Bank, Glenwood.

- Permitted, April 12, 2012

Chicago

Johnson Financial Group, Inc., Racine, Wisconsin -- to retain control of Johnson Financial and its subsidiary bank, Johnson Bank, Racine.

- Permitted, April 11, 2012

Minneapolis

State Bank of Hawley Employee Stock Ownership Plan & Trust, Hawley, Minnesota -- change in bank control of State Bank of Hawley Employee Stock Ownership Plan & Trust; its subsidiary holding company; and its subsidiary bank, State Bank of Hawley, Hawley.

- Permitted, April 10, 2012

Financial Holding Companies

Atlanta

Alfa Mutual Insurance Company, Montgomery, Alabama, and Alpha Mutual Fire Insurance Company -- elections to become financial holding companies.

- Effective, April 5, 2012

(A/C)

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
COASTWAY BANCORP MHC	* 3A1	Coastway Bancorp, MHC and Coastway Bancorp, LLC, both of Cranston, Rhode Island, to become a mutual bank holding company and a stock bank holding company, respectively, by acquiring Coastway Community Bank, Cranston, Rhode Island, pursuant to sections 3(a)(1) and 3(a)(3) of the Bank Holding Company Act of 1956, as amended.	Newspaper:	Not available
	* 3A3		Federal Register:	05/07/2012
GEORGETOWN BANCORP, MHC	* MHC Conversion	Georgetown Bancorp, MHC, Georgetown, Massachusetts proposes to convert to stock form and merge with Georgetown Bancorp, Inc., Georgetown, Massachusetts, which proposes to become a savings and loan holding company by acquiring 100 percent of Georgetown Savings Bank, Georgetown, Massachusetts.	Newspaper:	Not available
	* SLHC Formation		Federal Register:	04/09/2012
MEETINGHOUSE BANCORP INC	* 3A1	Meetinghouse Bancorp, Inc., Dorchester, Massachusetts to acquire 100% of the outstanding capital stock of Meetinghouse Bank, Dorchester, Massachusetts, pursuant to section 3(a)(1) of the BHC Act, in connection with the conversion of the bank from mutual to stock form.	Newspaper:	04/10/2012
			Federal Register:	04/13/2012
MNB BANCORP	CIC	Notification by Kevin P. Meehan to acquire up to 53.18% of the outstanding shares of the common stock of MNB Bancorp, Milford, Massachusetts pursuant to the Change in Bank Control Act of 1978.	Newspaper:	Not available
			Federal Register:	Not available

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
63573	WALPOLE CO-OP BK, WALPOLE, MASSACHUSETTS	11/14/2011	03/23/2012	O	Int Sm 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 April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANCO PINE S.A.	FBSEA	Banco Pine S.A., Sao Paulo, Brazil, to establish a representative office in New York, New York, pursuant to Section 10(a) of the International Banking Act of 1978, as amended, and Section 211.24(a)(1) of Regulation K.	Newspaper: Federal Register:	Not available Not applicable
CANARA BANK	FBSEA	Canara Bank, Bangalore, India to establish a branch in New York, New York, pursuant to Section 211.24 of Regulation K.	Newspaper: Federal Register:	Not available Not applicable
DOHA BANK	FBSEA	Doha Bank, Doha, Qatar, to establish a representative office in New York, New York, pursuant to Section 10(a) of the International Banking Act of 1978, as amended, and Section 211.24(a)(1) of Regulation K.	Newspaper: Federal Register:	Not available Not applicable
FIVE STAR BANK	* 18C	Five Star Bank, Warsaw, New York, to purchase certain assets and assume certain liabilities of eight branches of First Niagara Bank N.A., Buffalo, New York and HSBC Bank USA N.A., McLean, Virginia.	Newspaper: Federal Register:	Not available Not applicable
GIANNOULIAS 2011 CHECKSPRING TRUST	CIC	Notice by the Giannoulis 2011 Checkspring Trust, Chicago, Illinois and Endy D. Zemenides, as trustee, to acquire control of CheckSpring Community Corporation, and thereby indirectly acquire control of CheckSpring Bank, both of Bronx, New York.	Newspaper: Federal Register:	Not available 04/18/2012

District: 2

Federal Reserve Bank of New York

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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 April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
PATRIOT FINANCIAL PARTNERS LP	CIC	Patriot Financial Partners, GP, L.P., Patriot Financial Partners, L.P., Patriot Financial Partners Parallel, L.P., Patriot Financial Partners, GP, LLC, Patriot Financial Managers, L.P., Patriot Financial Manager, LLC. and Messrs. Ira M. Lubert, W. Kirk Wycoff and James J. Lynch, all of Philadelphia, Pennsylvania, to purchase up to 24.9 percent of Porter Bancorp, Inc., Louisville, KY.	Newspaper: Federal Register:	Not available 09/21/2011

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 April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIFTH THIRD BANK	* Branch	Fifth Third Bank, Cincinnati, OH to establish a temporary branch at Highland Meadows Golf Club, 7455 Erie Street, Sylvania, OH to operate between 08/06/2012 and 08/12/2012 during the Jamie Farr Golf Tournament.	Newspaper:	04/21/2012
			Federal Register:	Not applicable
KEY EQUIPMENT FINANCE INTERNATIONAL INC.	Investment	Prior notice by Key Equipment Finance International, Inc., Superior, Colorado to invest up to an additional \$14 million in Key Equipment Finance Europe Limited, Berkshire, United Kingdom, pursuant to section 211.9(f) of Regulation K	Newspaper:	Not applicable
			Federal Register:	Not applicable

District: 4

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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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 April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
HARVEST BANCORP, INC.	CIC	U.S. Immigration Investment Center, LLC, Washington, D.C., and Ms. Mahnaz Khazen, as its managing director, to acquire up to 24.9% of the voting securities of HarVest Bancorp, Inc., Gaithersburg, Maryland.	Newspaper: Federal Register:	Not available 04/10/2012
STELLARONE BANK	* Branch	StellarOne Bank, Christiansburg, Virginia, to establish a branch at 5711 Patterson Ave, Richmond, Virginia	Newspaper: Federal Register:	Not available Not applicable
STELLARONE BANK	* Branch	StellarOne Bank, Christiansburg, Virginia, to establish a branch at 4505 Columbus Street, Suite 100, Virginia Beach, Virginia	Newspaper: Federal Register:	04/23/2012 Not applicable

District: 5

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
781028	ESSEX BK, TAPPAHANNOCK, VIRGINIA	11/28/2011	03/29/2012	S	Int Sm Bank
223322	FIRST B&TC, LEBANON, VIRGINIA	11/14/2011	03/28/2012	S	Int Sm Bank
2742153	FIRST CAP BK, GLEN ALLEN, VIRGINIA	12/05/2011	03/07/2012	S	Large Bank

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 April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
FLORIDA BANCSHARES, INC.	CIC	Prior change in control notice filed by Ander P. and Sandra G. Gibbs, Dade City, Florida, to acquire 5,000 shares of series A convertible nonvoting preferred stock of Florida Bancshares, Inc., Dade City, Florida. The preferred shares are convertible into approximately 82,107 shares of common stock, which will increase Mr. and Mrs. Gibbs' total ownership to 136,161 shares of common stock or 14.29 percent of the total common stock outstanding.	Newspaper:	04/19/2012
			Federal Register:	04/16/2012
HCBF HOLDING COMPANY, INC.	* 3A1	HCBF Holding Company, Inc., Palm City, Florida, to become a bank holding company by acquiring Harbor Community Bank, FSB, Indiantown, Florida, upon its conversion to a state non-member bank.	Newspaper:	04/29/2012
			Federal Register:	05/03/2012
IBERIABANK	* 18C	IBERIABANK, Lafayette, Louisiana, to merge with Florida Gulf Bank, Fort Myers, Florida.	Newspaper:	05/11/2012
			Federal Register:	Not applicable

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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- S = Satisfactory
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- 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: 7

Federal Reserve Bank of Chicago

Filings received during the week ending April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
ACKLEY STATE BANK	* 18C * Branch	Ackley State Bank, Ackley, Iowa, to purchase certain assets and assume certain deposits of the Iowa Falls branch of Liberty BAnk, F.S.B., West Des Moines, Iowa, and establish a branch at 315 Main Street, Iowa Falls, Iowa.	Newspaper: Federal Register:	Not available Not applicable
CENTRAL BANK	* Branch	Central Bank, Storm Lake, Iowa, to establish a branch at 6601 Westown Parkway, Suite 140, West Des Moines, Iowa.	Newspaper: Federal Register:	04/15/2012 Not applicable
COMMUNITY BANCSHARES OF WISCONSIN, INC.	CIC	The Gus J. Lukas and Lorraine J. Lukas 2006 Trust for Lori J. Foy ("Trust"), and Lori J. Foy, Grafton, Wisconsin, individually and as trustee of Trust, and Lori J. Foy, together as a group acting in concert with Trust, Lori J. Foy as trustee, Paul Foy, Grafton, Wisconsin, John Lukas, Manitowoc, Wisconsin, Mark Lukas, Manitowoc, Wisconsin, and the Foy minor children, to retain control of 25 percent or more of the outstanding shares of Community Bancshares of Wisconsin, Inc., Grafton, Wisconsin, and thereby indirectly retain control of Cornerstone Community Bank, Grafton, Wisconsin.	Newspaper: Federal Register:	Not available 04/27/2012

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIRST MID-ILLINOIS BANCSHARES, INC.	CIC	The Lumpkin Family Foundation, Pinon Tree Holding Company, LLC, SKL Investment Group, LLC, Benjamin I. Lumpkin GRIT (Trustees: Steven L. Grissom and David R. Hodgman) and Elizabeth L. Celio GRIT (Trustees: Steven L. Grissom and David R. Hodgman), all of Mattoon, Illinois, Richard A. Lumpkin 1970 Trust, of New York, New York, Anne R. Sparks, John W. Sparks and Zachary Whitten, all of Albuquerque, New Mexico, Benjamin I. Lumpkin, of Chicago, Illinois, Elizabeth L. Celio, of Oak Park, Illinois, Barbara S. Federico, of Lantana, Florida, Christina S. Duncan and Ila Duncan, both of Wilton, Connecticut, Pamela R. Keon, Elizabeth Vitale and William Vitale, all of Mill Valley, California, Margaret DeWyngaert, Isabelle DeWyngaert and Susan K. DeWyngaert, all of Philadelphia, Pennsylvania, Joseph J. Keon III, of Greenbrae, California, Katherine S. Keon, of San Francisco, California, and Margaret K. Partridge-Hicks and Richard A. Lumpkin, both of Mattoon, Illinois, who are individual members of the Lumpkin family and entities controlled by and trusts created for the benefit of individuals who are members of the Lumpkin family, and as trustees for other Lumpkin family trusts, as a group acting in concert, intend to apply to the Federal Reserve Board for permission to acquire 25 percent or more of the shares and thereby control of First Mid-Illinois Bancshares, Inc. of Mattoon, Illinois. First Mid-Illinois Bancshares, Inc., controls First Mid-Illinois Bank & Trust, N.A., 1515 Charleston Avenue, Mattoon, Illinois 61938.	Newspaper:	Not available
			Federal Register:	05/02/2012

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
MOULTRIE BANCORP, INC.	CIC	The Duncan, Hrvol, and Molzen Families consisting of E. Ray Duncan, individually and as beneficiary of the Hardware State Bank 401K Plan and as beneficiary of the Sullivan Bancshares, Inc. Employee Savings and Retirement Plan, together as a group acting in concert with Sally Foley Duncan and Sally Foley Duncan, as Trustee of the John K. Foley Revocable Living Trust and as beneficiary of the Hardware State Bank 401K Plan, the John K. Foley Revocable Living Trust, and Gloria Foley, all of Lovington, Illinois, and Paul Michael Hrvol, Jr. and Paul Michael Hrvol, Jr., as beneficiary of the Sullivan Bancshares, Inc. Employee Savings and Retirement Plan, Michelle Beth Hrvol and Michelle Beth Hrvol, as beneficiary of the Sullivan Bancshares, Inc. Employee Savings and Retirement Plan, all of Sullivan, Illinois, and Roger Reid Molzen and Roger Reid Molzen, as beneficiary of the Sullivan Bancshares, Inc. Employee Savings and Retirement Plan and Christina DeAnne Molzen, all of Sullivan, Illinois, collectively as a group acting in concert, to retain shares of Moultrie Bancorp, Inc., Lovington, Illinois and thereby indirectly control Hardware State Bank, Lovington, Illinois.	Newspaper:	Not available
			Federal Register:	04/23/2012
NORTHSTAR FINANCIAL GROUP, INC.	CIC	Frank A. Peplinski, David Peplinski, Jerry Peplinski, Jerry Peplinski, as trustee of the Peplinski Family 2012 Trust, and the Peplinski Family 2012 Trust, Terry Peplinski, Lynda Watchowski, Lauren Peplinski, Crystal Stomack, Nicole Peplinski, Brandon Watchowski (all of Ubley, Michigan) and certain of their minor children as a group acting in concert, to acquire 25 percent or more of the shares and thereby control of Northstar Financial Group, Inc and indirectly, Northstar Bank, Bad Axe, Michigan and Seaway Community Bank, St, Clair, Michigan.	Newspaper:	Not available
			Federal Register:	04/16/2012
NORTHSTAR FINANCIAL GROUP, INC.	CIC	Lynette Drake, as an individual, Lynette Drake as trustee of the Roberts Family, 2012 Trust, and the Roberts Family 2012 Trust, Maria Roberts, Maria Roberts, as trustee of the Ryan J. Roberts Trust, the Ryan J. Roberts Trust, Jeffrey Roberts, and Austin Drake (all of Bad Axe, Michigan) and certain of their minor children as a group acting in concert, to acquire 25 percent or more of the shares and thereby control of Northstar Financial Group, Inc., and indirectly, Northstar Bank, Bad Axe, Michigan, and Seaway Community Bank, St, Clair, Michigan.	Newspaper:	Not available
			Federal Register:	04/16/2012

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
PSB HOLDINGS, INC.	* 3A3	PSB Holdings, Inc., Wausau, Wisconsin, to acquire 100 percent of the outstanding capital stock of Marathon State Bank, Marathon, Wisconsin.	Newspaper:	Not available
			Federal Register:	Not available
SPECTOR PROPERTIES, INC	CIC	Notice by Steven D. Spector of Glenview, Illinois, as an individual and as trustee of the Alan L. Spector GST Family Trust, the Walter W. Spector, Steven D. Spector, Andrew M. Spector, and Nancy S. Spector Dynasty Trusts, and two Phillip J. Spector GST Trusts and as a group working in concert with Steven D. Spector, Walter W. Spector of Saratoga, California, Andrew M. Spector of Bexley, Ohio, Nancy S. Spector of Chicago, Illinois, the Phillip J. Spector GST Trust - FBO Michael Spector, Michael Spector, of Bettendorf, Iowa, and Steven Spector trustees, the Phillip J. Spector GST Trust - FBO Shelley Caesar, Shelley Caesar of Fox River Grove, Illinois, and Steven D. Spector trustees, and the Alan L. Spector GST Family Trust, the Walter W. Spector Dynasty Trust, the Steven D. Spector Dynasty Trust, the Andrew M. Spector Dynasty Trust, the Nancy S. Spector Dynasty Trust (Steven D. Spector trustee) to acquire and/or retain 25 percent or more of the shares of Spector Properties, Inc., Chicago, Illinois and thereby indirectly acquire/retain control of Andalusia Community Bank, Andalusia, Illinois.	Newspaper:	Not available
			Federal Register:	04/09/2012

* Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
747846	PORT BYRON ST BK, PORT BYRON, ILLINOIS	10/24/2011	03/26/2012	S	Small Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

District: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 8

Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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909055	PEOPLES B&TC CO, TROY, MISSOURI	12/05/2011	03/29/2012	S	Int Sm Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
BNCCORP, INC.	CIC	Change in Control Notice by MVC Private Equity Fund, L.P., Purchase, New York, to gain control of BNCCORP, Inc., Bismarck, North Dakota, and thereby indirectly gain control of BNC National Bank, Glendale, Arizona.	Newspaper: Federal Register:	Not available Not available
COMMUNITY BANK, INC.	* 18C * Branch	Community Bank, Inc., Ronan, Montana, to merge with Community Bank-Missoula, Inc., Missoula, Montana, and incident thereto, establish three branches in Missoula.	Newspaper: Federal Register:	Not available Not applicable
IPSWICH COMMUNITY BANCSHARES, INC.	* 3A1	Ipswich Community Bancshares, Inc., Ipswich, South Dakota, to become a bank holding company by acquiring 100% of Yellowstone Trail Bancorporation, Ipswich, South Dakota, which owns Ipswich State Bank, Ipswich, South Dakota.	Newspaper: Federal Register:	04/27/2012 04/27/2012
KERKHOVEN BANCSHARES, INC.	CIC	Change in Control Notice by Sharon Bauman, Apple Valley, Minnesota, Virginia Bauman, Farmington, Minnesota, and Michael Murray, Irving, Texas, as individuals, to acquire and retain 10 percent or more of the voting shares of Kerkhoven Bancshares, Inc., Kerkhoven, Minnesota, and thereby indirectly acquire and retain control of Financial Security Bank, Kerkhoven, Minnesota. In addition, Sharon Bauman, Virginia Bauman, Michael Murray, Florence Bauman, and Russell Bauman, to join the Bauman family control group which controls Kerkhoven Bancshares, Inc., Kerkhoven, Minnesota, and thereby indirectly controls Financial Security Bank, Kerkhoven, Minnesota.	Newspaper: Federal Register:	04/10/2012 04/10/2012
LEACKCO BANK HOLDING COMPANY, INC.	* 3A3 * 18C	Leackco Banking Holding Company, Inc., Wolsey, South Dakota, to acquire 100% of ASB Bank Holding Company, Pierre, South Dakota, and thereby indirectly acquire American State Bank of Pierre, Pierre, South Dakota. In addition, American State Bank of Pierre to merge with ASB Interim Bank, Wessington Springs, South Dakota, and to remain the resultant bank.	Newspaper: Federal Register:	Not available 04/30/2012
MACKINAC FINANCIAL CORPORATION	CIC	Change in Control Notice by Steinhardt Capital Investors, LLP, along with its general partner Steinhardt Capital Management, LLC, both of Manistique, Michigan, and David R. Steinhardt and Michael H. Steinhardt, both of New York, New York, to gain control of Mackinac Financial Corporation, Manistique, Michigan, and thereby indirectly gain control of mBank, Manistique, Michigan.	Newspaper: Federal Register:	Not available Not available

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
WELLS FINANCIAL CORP.	* 3A1	Wells Financial Corp., Wells, Minnesota, to become a bank holding company as a result of the proposed conversion of its wholly-owned subsidiary, Wells Federal Bank, Wells, Minnesota, from a federal savings bank to a Minnesota state-chartered commercial bank.	Newspaper:	04/28/2012
			Federal Register:	04/27/2012

District: 9

Federal Reserve Bank of Minneapolis

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: 10

Federal Reserve Bank of Kansas City

Filings received during the week ending April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
FNB BANCSHARES, INC.	* 3A1	FNB Bancshares, Inc., to become a bank holding company through the acquisition of 100 percent of the voting shares of First National Bank, both in Independence, Kansas.	Newspaper: Federal Register:	Not available 05/11/2012
KREY CO. LTD.	CIC	Notice by Arthur L. Loomis, II, Patricia A. Loomis, Genevieve E. Loomis, and Julia P. Loomis, all of Niskayuna, New York; Frederick S. Loomis, Anne M. Loomis, and J. Porter Loomis, all of Pratt, Kansas; Howard K. Loomis, Jr., Karen P. Loomis, Katherine P. Loomis, Margaret P. Loomis, and Victoria K. Loomis, all of Los Gatos; California, as individuals and/or trustees of the following trusts: 2011 Arthur L. Loomis, II Gift Trust, Julia P. Loomis Revocable Trust, Arthur L. Loomis, II Revocable Trust, Genevieve E. Loomis Revocable Trust, all of Niskayuna, New York; Howard K. Loomis Revocable Trust, 2010 Howard K. Loomis Irrevocable Family Trust, Porter Legacy Trust, Florence Porter Loomis Trust, 2010 Florence Porter Loomis Irrevocable Family Trust, 2011 Frederick S. Loomis Gift Trust, 2011 J. Porter Loomis Gift Trust, all of Pratt, Kansas; 2011 Howard K. Loomis Jr. Gift Trust, The Loomis 1993 Revocable Trust, both of Los Gatos, California; and Flopper, L.P., How-Kan, L.P., and Driftwood, LLC, all of Pratt, Kansas; and all as members of the Loomis Family Group, to retain control of Krey Co. Ltd., parent of The Peoples Bank, both in Pratt, Kansas.	Newspaper: Federal Register:	04/25/2012 04/20/2012
MAXLOU BANCSHARES, INC.	CIC	Notice by Andrew H. Wells, Tahlequah, Oklahoma, as trustee of the Clair Squyres Trust FBO Clair Squyres Wells, and the Louise Squyres Trust FBO Earl E. Squyres, to acquire control of Maxlou Bancshares, Inc., parent of First State Bank, both in Tahlequah, Oklahoma.	Newspaper: Federal Register:	Not available 04/25/2012

Federal Reserve Bank of Kansas City

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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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
9955	FIRST ST B&TC, LARNED, KANSAS	12/05/2011	03/22/2012	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 April 14, 2012**

Filer	Filing Type	Filing Proposal	End of Comment Period	
B2B HOLDINGS, INC.	* 3A1	B2B Holdings, Inc., Houston, Texas, to become a bank holding company by acquiring 100 percent of Stockmens National Bank in Cotulla, Cotulla, Texas.	Newspaper: Federal Register:	Not available 05/11/2012
CADENCE BANCORP LLC	* 3A3	Cadence Bancorp, LLC, Houston, Texas, to acquire 100 percent of Encore Bancshares, Inc., Houston, Texas and indirectly acquire Encore Bank, N. A., Houston, Texas.	Newspaper: Federal Register:	Not available 05/07/2012
CARLILE BANCSHARES, INC.	* 3A3	Carlile Bancshares, Inc., Fort Worth, Texas, to acquire 100% of the common stock of Northstar Financial Corporation, Denton, Texas, and therefore indirectly Northstar Bank of Texas, Denton, Texas.	Newspaper: Federal Register:	04/28/2012 04/30/2012
ODEM BANCSHARES, INC.	CIC	Mission-Heights Capital, Ltd., Houston, Texas, and Mission-Heights, LLC, Houston, Texas, general partner; and Charles Robert Miller, Jr., Odem, Texas, individually, intend to apply to the Federal Reserve Board for permission to acquire 25 percent or more of the shares of Odem Bancshares, Inc., Odem, Texas, and thereby indirectly obtain control of First State Bank of Odem, Odem, Texas., in association with a request by Mission-Heights Capital, Ltd., to be treated as a Qualified Family Partnership (QFP).	Newspaper: Federal Register:	Not available 03/21/2012

District: 11

Federal Reserve Bank of Dallas

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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NI = Needs to improve
SN = Substantial noncompliance

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

Table with 6 columns: RSSD ID, Institution / Location, Exam Date, CRA Public Date, CRA Rating, Exam Method. Rows include COMMUNITY BK, FORT WORTH, TEXAS; FIRST B&TC, DAWSON, TEXAS; LEGACYTEXAS BK, PLANO, TEXAS.

Table with 2 columns: CRA Examinations scheduled for, Quarter of. Includes Institution and Location headers and a row with NONE.

* Subject to the provisions of the Community Reinvestment Act

District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending April 14, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
CARPENTER FUND MANAGER GP, LLC	* 3A3	Carpenter Fund Manager GP, LLC, Carpenter Fund Management Company, LLC, Carpenter Community Bancfund, L.P., Carpenter Community BanFund -A, L.P., Carpenter Community BandFund - CA, L.P., CCFW, Inc., and Carpenter Bank Partners, Inc., all of Irvine, California, to acquire additional voting shares, for a total of approximately 78 percent of the voting shares of Manhattan Bancorp, and thereby indirectly acquire additional voting shares of Bank of Manhattan, National Association, both of El Segundo, California.	Newspaper: Federal Register:	Not available 05/11/2012
FIRST PACTRUST BANCORP, INC.	* 3A1 * 4c8	First PacTrust Bancorp, Inc., Chula Vista, California, to become a bank holding company by acquiring 100 percent of Beach Business Bank, Manhattan Beach, California, pursuant to section 3(a)(1) of the BHC Act, and 2) to retain 100 percent control of Pacific Trust Bank, fsb, Chula Vista, California, and thereby engage in operating a nonbank thrift subsidiary, pursuant to section 225.28(b)(4) of Regulation Y.	Newspaper: Federal Register:	Not available 02/21/2012
MITSUBISHI UFJ FINANCIAL GROUP, INC.	* 3A3 * 3A5	Mitsubishi UFJ Financial Group, Inc., The Bank of Tokyo-Mitsubishi UFJ, Ltd, both of Tokyo, Japan, and UnionBanCal Corporation, San Francisco, California, to acquire 100 percent of Pacific Capital Bancorp and indirectly Santa Barbara Bank & Trust, both of Santa Barbara, California, and 2) Pacific Capital Bancorp, Santa Barbara, California, to merge with and into UnionBanCal Corporation, San Francisco, California, and Santa Barbara Bank & Trust, Santa Barbara, California, will merge with and into Union Bank, National Association, San Francisco, California.	Newspaper: Federal Register:	Not available Not available
SECURITY CALIFORNIA BANCORP	4c8	Security California Bancorp, Riverside, California, to form a wholly-owned subsidiary, SCB Asset Management, Riverside, California, to engage in extending credit and servicing loans.	Newspaper: Federal Register:	Not applicable Not available
SOUND COMMUNITY MHC	* MHC Conversion * SLHC Formation	Sound Financial Bancorp, Inc., Seattle, Washington; to become a savings and loan holding company upon the second-step conversion of Sound Community MHC, and Sound Financial, Inc., both in Seattle, Washington. Sound Financial Bancorp, Inc. will control Sound Community Bank, Seattle, Washington.	Newspaper: Federal Register:	Not available 05/05/2012

* Subject to the provisions of the Community Reinvestment Act

District: 12

Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

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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