

---

**Federal Reserve Release**

---



*H.2*

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

*No. 51*

*Week Ending December 22, 2012*

**Forms**

Forms -- final Board review to implement the Banking Organization Systemic Risk Report (FR Y-15).

- Approved, December 20, 2012

**Enforcement**

BSA Financial Services, Inc., Saint Augustine, Florida -- written agreement with the Federal Reserve Bank of Atlanta.

- Announced, December 18, 2012

## **H.2 Actions under delegated authority**

**December 16, 2012 to December 22, 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**

#### Kansas City

KCB Bank, Kearney, Missouri -- to establish a branch at 110 South Stewart Road, Liberty.

- Approved, December 19, 2012

#### New York

Manufacturers and Traders Trust Company, Buffalo, New York -- to establish a branch at 4 High Ridge Park, Stamford, Connecticut.

- Approved, December 17, 2012

### **Bank Holding Companies**

#### Dallas

Carlisle Bancshares, Inc., Fort Worth, Texas -- to acquire through its subsidiary, Northstar Bank of Texas, Denton, an interest in Goldome Financial, LLC, Flower Mound, and thereby engage in lending activities.

- Approved, December 21, 2012

#### Richmond

City Holding Company, Cross Lanes, West Virginia -- to acquire Community Financial Corporation, Staunton, Virginia, and its subsidiary, Community Bank.

- Approved, December 17, 2012

#### Director, BS&R

The Goldman Sachs Group Inc., New York, New York -- modification of a commitment.

- Granted, December 18, 2012

**Bank Holding Companies**

Director, BS&R

ING Groep N.V., Amsterdam, The Netherlands -- relief from certain commitments.  
- Granted, December 20, 2012

Atlanta

Jeff Davis Bancshares, Inc., Jennings, Louisiana -- waiver of application to merge with Guaranty Capital Corporation, Mamou, in connection with the merger of their respective subsidiaries, Jeff Davis Bank & Trust Company, Jennings, and Guaranty Bank, Mamou.  
- Granted, December 19, 2012

Boston

New Hampshire Mutual Bancorp, Manchester, New Hampshire -- to become a mutual holding company through the acquisition of Meredith Village Savings Bank, Meredith.  
- Approved, December 18, 2012

Boston

New Hampshire Mutual Bancorp, Manchester, New Hampshire -- to acquire Merrimack Bancorp MHC, Concord, and its subsidiary, Merrimack County Savings Bank.  
- Approved, December 18, 2012

Director, BS&R

Oaktree Capital Management, L.P., Los Angeles, California -- modification of a commitment.  
- Granted, December 18, 2012

**Bank Holding Companies**

St. Louis

South Porte Financial, Inc., Marion, Illinois -- to become a bank holding company by acquiring South Porte Bank, Marion (formerly Bellerive Bank, Plymouth).

- Approved, December 19, 2012

Chicago

Talmer Bancorp, Inc., Troy, Michigan -- to acquire First Place Bank, Warren, Ohio.

- Approved, December 21, 2012

Cleveland

Waterford Commercial and Savings Bank Shareholders Voting Trust, Waterford, Ohio -- to become a bank holding company by acquiring The Waterford Commercial and Savings Bank, Waterford.

- Approved, December 21, 2012

**Bank Mergers**

Dallas

American State Bank, Arp, Texas -- to acquire by merger East Texas National Bank of Palestine, Palestine, and thereby establish branches.

- Withdrawn, December 19, 2012

**Change in Bank Control**

Richmond

Atlantic Bancshares, Inc., Bluffton, South Carolina -- change in bank control of Atlantic Bancshares and its subsidiary, Atlantic Community Bank, Bluffton.

- Permitted, December 17, 2012

**Change in Bank Control**

Dallas

Bastrop Bancshares, Inc., Bastrop, Texas -- change in bank control of Bastrop Bancshares and its subsidiary, The First National Bank of Bastrop, Bastrop.

- Permitted, December 18, 2012

Minneapolis

Beulah Bancorporation, Inc., Sioux Falls, South Dakota -- change in bank control of Beulah Bancorporation and its subsidiaries, First Security Bank - West, Beulah, North Dakota, and Valley Bank and Trust, Mapleton, Iowa.

- Permitted, December 19, 2012

New York

CheckSpring Community Corporation, Bronx, New York -- change in bank control of CheckSpring Community Corporation and its subsidiary, CheckSpring Bank, Bronx.

- Permitted, December 18, 2012

San Francisco

Malaga Financial Corporation, Palos Verdes Estates, California -- to retain control of Malaga Financial Corporation and its subsidiary, Malaga Bank, FSB, Palos Verdes Estates.

- Permitted, December 18, 2012

Richmond

New Peoples Bankshares, Inc., Honaker, Virginia -- change in bank control of New Peoples Bankshares and its subsidiary, New Peoples Bank, Inc., Honaker.

- Permitted, December 17, 2012

Change in Bank Control

Kansas City

S G Bancshares, Inc., Okeene, Oklahoma -- change in bank control of S G Bancshares and its subsidiary, State Guaranty Bank, Okeene.

- Permitted, December 17, 2012

Extensions of Time

St. Louis

The McGehee Bank Employee Stock Ownership Plan, McGehee, Arkansas -- extension to April 4, 2013, to increase its ownership of Southeast Financial Bankstock Corporation, McGehee, and its subsidiary, McGehee Bank.

- Granted, December 20, 2012

Director, BS&R

Wells Fargo & Company, San Francisco, California -- extension of time to divest certain merchant banking investments.

- Granted, December 20, 2012

Financial Holding Companies

Dallas

Kleberg and Company Bankers, Inc., Kingsville, Texas -- election to become a financial holding company.

- Effective, December 20, 2012

Richmond

MVB Financial Corp., Fairmont, West Virginia; MVB Central, Inc.; and MVB East, Inc. -- election to become financial holding companies.

- Effective, December 19, 2012

**Financial Holding Companies**

Kansas City

Northern Missouri Bancshares, Inc., Unionville, Missouri -- election to become a financial holding company.

- Effective, December 21, 2012

**Membership**

Boston

Eastern Federal Bank, Norwich, Connecticut -- to become a member of the Federal Reserve System.

- Approved, December 19, 2012

Kansas City

First National Bank of Wyoming, Laramie, Wyoming -- to retain its membership in the Federal Reserve System on conversion to a state-chartered bank, to be known as Capital West Bank.

- Approved, December 20, 2012

**Regulations and Policies**

Secretary

Regulation BB (Community Reinvestment) -- interagency annual adjustment to the asset-size thresholds used to define "small" and "intermediate small" banks and savings associations under the Community Reinvestment Act regulations.

- Approved, December 17, 2012



**Savings and Loan Holding Companies**

Secretary

ING Groep N.V., Amsterdam, The Netherlands -- to deregister Stichting Cumulatief Preferente Aandelen ING Groep and Stichting ING Aandelen as savings and loan holding companies.

- Approved, December 20, 2012

Minneapolis

The Miller Family 2012 Trust U/A Dated December 21, 2012, Saint Cloud, Minnesota -- to become a savings and loan holding company by acquiring shares of Liberty Financial Services, St. Cloud, St. Cloud, and thereby indirectly acquiring Liberty Savings Bank, FSB.

- Approved, December 20, 2012

**District: 1****Federal Reserve Bank of Boston****Filings received during the week ending December 22, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
1854 BANCORP	* 3A1	1854 Bancorp, Cambridge, Massachusetts to become a mutual holding company through the acquisition of East Cambridge Savings Bank, Cambridge, Massachusetts, pursuant to section 3(a)(1) of the BHC Act.	Newspaper: Federal Register:	Not available Not available
BRIDGEWATER SAVINGS BANK	Member	Application by Bridgewater Savings Bank, Raynham, Massachusetts, to become a member of the Federal Reserve System pursuant to section 9 of the Federal Reserve Act and section 208.3 of Regulation H.	Newspaper: Federal Register:	Not applicable Not applicable
FRANKLIN BANCORP MHC	* 3A1	Application by Franklin Bancorp MHC, Franklin, New Hampshire to establish a mutual bank holding company through the acquisition of Franklin Savings Bank, Franklin, New Hampshire. The filing was submitted pursuant to section 3(a)(1) of the Bank Holding Company Act of 1956, as amended.	Newspaper: Federal Register:	Not available Not available
WEYMOUTH BANK	Member	Application by Weymouth Bank, East Weymouth, Massachusetts, to become a member of the Federal Reserve System pursuant to section 9 of the Federal Reserve Act and section 208.3 of Regulation H.	Newspaper: Federal Register:	Not applicable 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 December 22, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
CANADIAN IMPERIAL BANK OF COMMERCE	FBSEA	Canadian Imperial Bank of Commerce, Toronto, Canada, to convert its existing agency in New York, New York, to a branch, pursuant to Section 211.24(a)(2)(i)(A) of Regulation K.	Newspaper: Federal Register:	01/04/2013 Not applicable
FLUSHING FINANCIAL CORPORATION	* 3A1	Flushing Financial Corporation, Flushing, New York, to become a bank holding company, pursuant to Section 3(a)(1) of the Bank Holding Company Act, upon the merger of Flushing Savings Bank, FSB, Flushing, New York, with and into Flushing Commercial Bank, North New Hyde Park, New York ("FCB"). FCB will become a New York State-chartered commercial bank and change its name to Flushing Bank.	Newspaper: Federal Register:	01/10/2013 01/14/2013
FNB NY BANCORP, INC.	* 3A3	FNB NY Bancorp, Inc. and Modern Capital Holdings LLC, both of New York, New York, to acquire up to 24.89 percent of the total equity of The Upstate National Bank, Lisbon, New York, under Section 3(a)(3) of the Bank Holding Company Act and Section 225.15 of Regulation Y.	Newspaper: Federal Register:	Not available Not available

**District: 2**

**Federal Reserve Bank of New York**

**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: 3**

**Federal Reserve Bank of Philadelphia**

**Filings received during the week ending December 22, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
--------------	--------------------	------------------------	------------------------------

---

NONE

**District: 3**

**Federal Reserve Bank of Philadelphia**

**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: 4**

**Federal Reserve Bank of Cleveland**

**Filings received during the week ending December 22, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
--------------	--------------------	------------------------	------------------------------

---

NONE



**District: 4**

**Federal Reserve Bank of Cleveland**

**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: 5****Federal Reserve Bank of Richmond****Filings received during the week ending December 22, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BANK OF AMERICA CORPORATION	Investment	Bank of America Corporation, Charlotte, North Carolina, to acquire Virgin Money Cards Limited.	Newspaper: Federal Register:	Not applicable Not applicable
BANQUE CENTRALE POPULAIRE	FBSEA	Banque Centrale Populaire, Casablanca, Morocco, to establish a representative office in Washington, D.C.	Newspaper: Federal Register:	Not available Not applicable
OLD LINE BANCSHARES, INC.	* 4c8 * 18C * Branch	Old Line Bancshares, Inc., Bowie, Maryland, to acquire 100% of the voting securities of WSB Holdings, Inc., Bowie, Maryland, and thereby indirectly acquire Washington Savings Bank, F.S.B., Bowie, Maryland.	Newspaper: Federal Register:	01/14/2013 01/10/2013

**District: 5**

**Federal Reserve Bank of Richmond**

**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: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending December 22, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
CHARTER FINANCIAL CORPORATION	* MHC	First Charter, MHC, West Point, Georgia, to	Newspaper:	Not available
	Conversion	convert to stock form and merge with and into	Federal Register:	01/19/2013
	* SLHC	Charter Financial Corporation, West Point,		
	Formation	Georgia, which proposes to become a savings and loan holding company by acquiring Charterbank, West Point, Georgia.		

**District: 6**

**Federal Reserve Bank of Atlanta**

**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: 7**

**Federal Reserve Bank of Chicago**

**Filings received during the week ending December 22, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
CHARLEVOIX FIRST CORPORATION	CIC	Members of the Irish and Hodgson family which include: Ann Kennedy Irish, Harbor Springs, Michigan, as trustee of the Ann Kennedy Irish Trust; the Ann Kennedy Irish Trust, Harbor Springs, Michigan, David H. Irish, Harbor Springs, Michigan, as trustee of the David H. Irish Trust; the David H. Irish Trust, Harbor Springs, Michigan; Tracy Irish Texter, Middleville, Michigan and John F. Texter, Middleville, Michigan, as trustees of the John F. Texter and Tracy I. Texter Trust; the John F. Texter and Tracy I. Texter Trust, Middleville, Michigan; Susan Irish Stewart, Harbor Springs, Michigan, as trustee of the Susan Irish Stewart Revocable Intervivos Trust; the Susan Irish Stewart Revocable Intervivos Trust, Harbor Springs, Michigan; Colin David Irish, Marquette, Michigan; Perry Irish Hodgson, Charlevoix, Michigan; Liam Foster Hodgson, Beaver Island, Michigan; Alexander Irish Hodgson, Charlevoix, Michigan; and Raymond Earhart Hodgson, Charlevoix, Michigan, to be added to the Hodgson Family Control Group and to thereby retain control of 25 percent or more of Charlevoix First Corporation, Charlevoix, Michigan and indirectly Charlevoix State Bank, Charlevoix, Michigan.	Newspaper: Federal Register:	Not available 12/18/2012
MORTON COMMUNITY BANK	* Branch	Morton Community Bank, Morton, Illinois, to establish a branch facility to be located at 2401 East Empire Street, Suite D, Bloomington, Illinois.	Newspaper: Federal Register:	Not available Not applicable
STANDARD BANCSHARES, INC.	CIC	Trident SBI Holdings, LLC; Trident V, L.P.; Trident V Parallel Fund, L.P.; Trident V Professionals Fund, L.P.; Trident Capital V, L.P.; Trident Capital V-PF, L.P.; Stone Point GP Ltd; CD Trident V, LLC; and Charles A. Davis, all of Greenwich, Connecticut, as a group acting in concert, to acquire control of Standard Bancshares, Inc., Hickory Hills, Illinois, and thereby indirectly acquire control of Standard Bank and Trust Company, Hickory Hills, Illinois.	Newspaper: Federal Register:	12/11/2012 Not available
TREYNOR BANCSHARES, INC.	CIC	Notice by The Gutttau Family consisting of Michael K. Gutttau, Judith Ann Gutttau, and the Heidi Gutttau-Fox and Joshua Gutttau Irrevocable Living Trust, Treynor, Iowa, Heidi Ann Gutttau-Fox, Minden, Iowa, and Joshua Michael Gutttau, Treynor, Iowa, as Trustees, as group acting in concert, to retain control of Treynor Bancshares, Inc., Treynor, Iowa, and thereby indirectly control Treynor State Bank, Treynor, Iowa.	Newspaper: Federal Register:	Not available 12/24/2012

\* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending December 22, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
WBSB BANCORP, MHC	* MHC Conversion	WBSB Bancorp, MHC proposes to convert to stock form and merge with and into WBSB Bancorp, Inc. (the "Bancorp"), an existing savings and loan holding company. Immediately after the merger, the Bancorp will merge with and into a new company called Westbury Bancorp, Inc., which will become a savings and loan holding company through the acquisition of 100 percent of the outstanding stock of Westbury Bank, a federal stock savings bank headquartered in West Bend, Wisconsin.	Newspaper:	Not available
			Federal Register:	12/18/2012

**District: 7**

**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.

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: 8**

**Federal Reserve Bank of St. Louis**

**Filings received during the week ending December 22, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
--------------	--------------------	------------------------	------------------------------

---

NONE

**District: 8**

**Federal Reserve Bank of St. Louis**

**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: 9****Federal Reserve Bank of Minneapolis****Filings received during the week ending December 22, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
N.A. CORPORATION	CIC	Change in Control notice by James and Nita Wallenfelsz, both of North Oaks, Minnesota, to acquire 25 percent or more of the shares of N.A. Corporation, Roseville, Minnesota, and thereby indirectly gain control of North American Banking Company, Roseville, Minnesota.	Newspaper: Federal Register:	Not available 01/07/2013
NEISEN BANCSHARES, INC.	CIC	Retroactive Change in Control notice by David L. Neisen, Watkins, Minnesota, individually and as trustee of four Neisen family trusts, to retain 25 percent or more of the shares of Neisen Bancshares, Inc., Watkins, Minnesota, and thereby indirectly retain control of Farmers State Bank of Watkins, Watkins, Minnesota.	Newspaper: Federal Register:	Not available 01/07/2013
PLATO HOLDINGS, INC.	CIC	Change in Control notice by Stephen Wellington, Jr., Saint Paul, Minnesota, to acquire 10 percent or more of the shares of Plato Holdings, Inc., Saint Paul, Minnesota, and thereby indirectly gain control of Drake Bank, Saint Paul, Minnesota. This proposal is related to the proposed redemption of subordinated debt issued by Plato Holdings under the TARP CPP.	Newspaper: Federal Register:	12/17/2012 12/17/2012

**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 December 22, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BBIG HOLDINGS, LLC	* 3A1	BBIG Holdings, LLC, Lincoln, Nebraska, to become a bank holding company through the acquisition of 50 percent of the outstanding voting shares of Hilltop Bancshares, Inc., parent of Bank of Bennington, both in Bennington, Nebraska.	Newspaper: Federal Register:	Not available 01/18/2013
BIG MAC BANCSHARES, INC.	CIC	Notice submitted by Troy and Crystal Faulkender, Oakley, Kansas; Jay and Brandy Todd, Rexford, Kansas; Darvin and Tammi Strutt, Colby, Kansas; Sharon and Ronnie Schamberger, Hoxie, Kansas; Crystal Ann Trauer, trustee of the Laurence Duane Trauer Tax Shelter Trust and the Crystal Ann Trauer Revocable Trust, both in Hays, Kansas; Nichole and Bret Tremblay, Manhattan, Kansas; Leslea and Brett Oelke, Hoxie, Kansas; Brittany Schamberger, Hoxie, Kansas, Taylore Schamberger, Hoxie, Kansas; Jerry and Melissa Spresser, Hoxie, Kansas; Larry and Julie Spresser, Pittsburg, Kansas; and Brian and Sheri Baalman, Menlo, Kansas; as a group acting in concert, to acquire control of Big Mac Bancshares, Inc., Hoxie, Kansas, parent of Peoples State Bank, McDonald, Kansas.	Newspaper: Federal Register:	Not available 12/31/2012
FIRST NATIONAL BANK OF WYOMING	Member	The First National Bank of Wyoming (to be known as Capital West Bank), Laramie, Wyoming, to retain its membership in the Federal Reserve System following its conversion from a national to a state charter.	Newspaper: Federal Register:	Not applicable Not applicable
MARTHA E. RECORDS 2009 GST EXEMPT FAMILY TRUST	CIC	Notice submitted by Ellen Records Morgan, Oklahoma City, Oklahoma, as co-trustee, to acquire control of the Martha E. Records 2009 GST Exempt Family Trust, the Martha E. Records 2009 Non-Exempt Family Trust, the Kathryn R. Ryan 2007 GST Exempt Family Trust, and the Kathryn R. Ryan 2007 Non-Exempt Family Trust, all of Oklahoma City, Oklahoma, and thereby acquire control of additional shares of Midland Financial Co., parent of MidFirst Bank, both of Oklahoma City, Oklahoma.	Newspaper: Federal Register:	12/26/2012 12/28/2012
UNION STATE BANK OF EVEREST, THE	* 18C * Branch	The Union State Bank of Everest, Everest, Kansas, to purchase certain assets and assume certain liabilities of the Atchison and Lancaster, Kansas branches of Morrill and Janes Bank and Trust Company, Merriam, Kansas, and incident thereto, to establish branches at 734 Commercial, Atchison, Kansas, and 201 North Broadway, Lancaster, Kansas.	Newspaper: Federal Register:	01/12/2013 Not applicable

\* Subject to the provisions of the Community Reinvestment Act

**District: 10**

**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.

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: 11****Federal Reserve Bank of Dallas****Filings received during the week ending December 22, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
CARLILE BANCSHARES, INC.	4c8	Carlile Bancshares, Inc., Fort Worth, Texas, to acquire indirectly through its wholly owned subsidiary, Northstar Bank of Texas, Denton, Texas, a 51 percent interest in Goldome Financial, LLC, Flower Mound, Texas, to engage in lending activities pursuant to Section 225.28(b)(1) of Regulation Y.	Newspaper: Federal Register:	Not applicable Not applicable
HCSB, A STATE BANKING ASSOCIATION	* Branch	HCSB, a State Banking Association, Plainview, Texas, to establish a branch to be located at 201 W. 6th Street, Plainview, Texas 79072.	Newspaper: Federal Register:	Not available Not applicable
QUANAH FINANCIAL CORPORATION EMPLOYEE STOCK OWNERSHIP PLAN	* 3A3	Quanah Financial Corporation Employee Stock Ownership Plan, Quanah, Texas, to retain 32.73 percent of Quanah Financial Corporation, Quanah, Texas, and indirectly First Capital Bank, Quanah, Texas.	Newspaper: Federal Register:	Not available 12/19/2012

**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.

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: 12**

**Federal Reserve Bank of San Francisco**

**Filings received during the week ending December 22, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIRST NORTHWEST BANCORP	* 3A1	First Northwest Bancorp, Port Angeles, Washington, to become a bank holding company upon the conversion of First Federal Savings and Loan Association of Port Angeles, Port Angeles, Washington, from a mutual to stock savings bank.	Newspaper: Federal Register:	Not available 12/28/2012
FNB BANCORP	CIC	Notice by Thomas Galt Atwood, Glen Ellen, California, and Cypress Abbey Company, Colma, California, to retain 10 percent or more of the outstanding shares of capital stock of FNB Bancorp, and thereby indirectly retain 10 percent or more of the voting shares of First National Bank of Northern California, both of South San Francisco, California.	Newspaper: Federal Register:	Not available 10/30/2012
MALAGA FINANCIAL CORPORATION	CIC	Notice of Change in Control by Barbara Marie Kershaw, Newport Beach, California, to retain her controlling interest of approximately 17.1% of the voting common stock of Malaga Financial Corporation and thereby indirectly Malaga Bank, FSB, both of Palos Verdes Estates, California.	Newspaper: Federal Register:	Not available 11/21/2012
SKBHC HOLDINGS LLC	* 3A3	SKBHC Holdings LLC, Seattle, Washington, and AmericanWest Bank, both of Seattle, Washington, to acquire PremierWest Bancorp and thereby indirectly PremierWest Bank, both of Medford, Oregon.	Newspaper: Federal Register:	01/07/2013 01/11/2013

**District: 12**

**Federal Reserve Bank of San Francisco**

**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