
Federal Reserve Release



H.2

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

No. 20

Week Ending May 18, 2013

Testimony and Statements

Cross-Border Resolution -- statement by Michael S. Gibson, director, Division of Banking Supervision and Regulation, before a subcommittee of the Senate Committee on Banking, Housing, and Urban Affairs on the challenges to achieving an orderly cross-border resolution of a failed systemic financial firm.

- Published, May 15, 2013

Forms

Forms -- initial Board review to extend with revision the Notices of Failure to Meet Capital or Management Requirements (FR 4012) and to extend without revision the Declarations to Become a Financial Holding Company (FHC) (FR 4010), Requests for Determinations and Interpretations Regarding Activities Financial in Nature (FR 4011), Notices by State Member Banks to Invest in Financial Subsidiaries (FR 4017), Regulatory Relief Requests Associated with Merchant Banking Activities (FR 4019), and Recordkeeping Requirements Associated with Merchant Banking Activities (FR 4023).

- Proposed, May 15, 2013

Monetary and Financial Policy

Term Deposit Facility -- fixed-rate offering of 28-day term deposits with full allotment of tenders on May 20, 2013.

- Announced, May 15, 2013

Enforcement

Bank of Montreal, Montreal, Canada; Bank of Montreal Chicago Branch, Chicago, Illinois; and BMO Financial Corp., Wilmington, Delaware -- written agreement with the Federal Reserve Bank of Chicago and the Illinois Department of Financial and Professional Regulation, Division of Banking.

- Announced, May 17, 2013

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**

Dallas

Community Trust Bank, Choudrant, Louisiana -- to establish a branch at 5324 Kirby Drive, Houston, Texas.

- Approved, May 17, 2013

St. Louis

Evolve Bank & Trust, West Memphis, Arkansas -- to establish a branch at 115 Block Street, Marion.

- Withdrawn, May 13, 2013

Kansas City

First Missouri Bank, Brookfield, Missouri -- to establish a branch at 1925 Burlington Avenue, North Kansas City.

- Withdrawn, May 17, 2013

Philadelphia

Merchants Bank of Bangor, Bangor, Pennsylvania -- to establish a branch at 2 West Broad Street, Bethlehem.

- Approved, May 14, 2013

Richmond

Monarch Bank, Chesapeake, Virginia -- to establish a branch at 11815 Fountain Way, Newport News.

- Withdrawn, May 16, 2013

Bank Holding Companies

Atlanta

1st United Bancorp, Inc., Boca Raton, Florida -- to merge with Enterprise Bancorp, Inc., Palm Beach Gardens, and thereby acquire Enterprise Bank of Florida, North Palm Beach; and for 1st United Bank, Boca Raton, to merge with Enterprise Bank of Florida.

- Approved, May 16, 2013

General Counsel

CapGen Capital Group VI, New York, New York -- request for an exemption under the Depository Institution Management Interlocks Act and Regulation L (three requests).

- Granted, May 14, 2013

Director, BS&R

CIC Bancshares, Inc., Denver, Colorado -- relief from certain commitments.

- Granted, May 13, 2013

Minneapolis

Glacier Bancorp, Inc., Kalispell, Montana -- waiver of application to acquire Wheatland Bankshares, Inc., Wheatland, Wyoming, in connection with the merger of their respective subsidiaries, Glacier Bank, Kalispell, and First State Bank, Wheatland.

- Granted, May 13, 2013

Director, BS&R

The Goldman Sachs Group, Inc., New York, New York -- relief from certain commitments.

- Granted, May 17, 2013

Bank Holding Companies

Dallas

Henderson Citizens Bancshares, Inc., Henderson, Texas -- to acquire The East Texas National Bank of Palestine, Palestine.

- Approved, May 14, 2013

Minneapolis

MidWest Bancorporation, Inc., Eden Prairie, Minnesota -- to become a bank holding company through the conversion of its subsidiary, Star Bank, Bertha, from a federal savings bank to a state-chartered commercial bank; and to engage, through Todd County Agency, Inc., Eden Prairie, and West Central Agency, Inc., Graceville, in general insurance agency activities.

- Approved, May 16, 2013

Kansas City

Regent Capital Corporation, Nowata, Oklahoma -- to continue to engage in lending activities.

- Approved, May 15, 2013

Bank Premises

Philadelphia

Merchants Bank of Bangor, Bangor, Pennsylvania -- request to exceed the limit on investment in bank premises.

- Approved, May 14, 2013

Change in Bank Control

Kansas City

FarmBank Holding, Inc., Greeley, Colorado -- change in bank control of FarmBank Holding and its subsidiary, First FarmBank, Greeley.

- Permitted, May 15, 2013

Dallas

Friendswood Capital Corporation, Friendswood, Texas -- change in bank control of Friendswood Capital Corporation and its subsidiary, Texan Bank, Sugar Land.

- Permitted, May 16, 2013

Richmond

Independence Bancshares, Inc., Greenville, South Carolina -- change in bank control of Independence Bancshares and its subsidiary, Independence National Bank, Greenville.

- Permitted, May 13, 2013

Chicago

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

- Permitted, May 14, 2013

Chicago

LWCBancorp, Inc., New Lenox, Illinois -- change in bank control of LWCBancorp and its subsidiary, LincolnWay Community Bank, New Lenox.

- Permitted, May 16, 2013

Change in Bank Control

Chicago

NI Bancshares Corporation, Sycamore, Illinois -- to retain control of NI Bancshares Corporation and its subsidiary, The National Bank & Trust Company, Sycamore.

- Permitted, May 17, 2013

Minneapolis

One Corporation, New Richmond, Wisconsin -- to retain control of One Corporation and its subsidiary, First National Community Bank, New Richmond.

- Permitted, May 14, 2013

Minneapolis

PSB Financial Shares, Inc., Prinsburg, Minnesota -- change in bank control of PSB Financial Shares and its subsidiary, PrinsBank, Prinsburg.

- Permitted, May 17, 2013

St. Louis

Southern Illinois Bancorp, Inc., Carmi, Illinois -- to retain control of Southern Illinois Bancorp and its subsidiary, The First National Bank of Carmi, Carmi.

- Permitted, May 15, 2013

Extensions of Time

Chicago

Baylake Corp., Sturgeon Bay, Wisconsin -- extension to May 27, 2013, to provide, through its subsidiary, Admiral Asset Management, LLC, Green Bay, investment advisory services to customers of Baylake Bank, Sturgeon Bay.

- Granted, May 13, 2013

Financial Holding Companies

New York

Lakeland Bancorp, Inc., Oak Ridge, New Jersey -- election to become a financial holding company.

- Effective, May 17, 2013

International Operations

Director, BS&R

State Street Bank and Trust Company, Boston, Massachusetts, and State Street International Holdings -- waiver of remainder of prior-notice period to invest in State Street Bank GmbH, Munich, Germany, and for State Street Bank GmbH to establish a branch in Krakow, Poland.

- Granted, May 15, 2013

Membership

Kansas City

Citizens Bank of Kansas, National Association, Kingman, Kansas -- to retain membership in the Federal Reserve System on conversion from a national to a state charter.

- Approved, May 16, 2013

Savings and Loan Holding Companies

Philadelphia

Sunnyside Bancorp, Inc., Irvington, New York -- to become a savings and loan holding company by acquiring Sunnyside Federal Savings and Loan Association of Irvington, Irvington, on its conversion from mutual to stock form.

- Approved, May 16, 2013

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending May 18, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
GREENFIELD CO-OPERATIVE BANK	* Branch	Application by Greenfield Co-operative Bank, Greenfield, Massachusetts, to establish a branch at 176 Avenue A, Turners Falls, Massachusetts, pursuant to Section 208.6 of Regulation H.	Newspaper:	06/01/2013
			Federal Register:	Not applicable

District: 1

Federal Reserve Bank of Boston

Availability of CRA Public Evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

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

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

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

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 2

Federal Reserve Bank of New York

Filings received during the week ending May 18, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
GOLDMAN SACHS BANK USA	PWI	Goldman Sachs Bank USA, New York, New York, to make a public welfare investment.	Newspaper: Federal Register:	Not applicable Not applicable
PROVIDENT NEW YORK BANCORP, INC.	* 3A1	Provident New York Bancorp, Inc., Montebello, New York ("Provident") to become a bank holding company upon the acquisition and merger of Sterling Bancorp, New York, New York, with and into Provident, and thereby indirectly acquire its subsidiary bank, Sterling National Bank, New York, New York. Provident intends to convert its subsidiary savings association, Provident Bank, Montebello, New York, into a national bank and merge Sterling National Bank into Provident Bank.	Newspaper: Federal Register:	06/10/2013 06/07/2013

District: 2

Federal Reserve Bank of New York

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Institution	Location
NONE	

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District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending May 18, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
RIVERVIEW FINANCIAL CORPORATION	* 3A5	Riverview Financial Corp, Marysville,PA to acquire 100 percent of Union Bancorp, Inc. Pottsville, PA.	Newspaper:	Not available
			Federal Register:	Not available

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 May 18, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 4

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending May 18, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
EAGLEBANK	* Branch	EagleBank, Bethesda, Maryland, to establish a branch location at 7815 Woodmont Avenue, Bethesda, Maryland.	Newspaper:	05/30/2013
			Federal Register:	Not applicable
SCBT FINANCIAL CORPORATION	* 3A5 4c8	SCBT Financial Corporation, Columbia, South Carolina, to acquire 100% of the voting securities of First Financial Holdings, Inc., Charleston, South Carolina, and thereby indirectly acquire First Federal Bank, Charleston, South Carolina.	Newspaper:	06/09/2013
			Federal Register:	06/10/2013

District: 5

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending May 18, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
HCBF HOLDING COMPANY, INC.	* 4c8	HCBF Holding Company, Inc., Palm City, Florida, to acquire BSA Financial Services, Inc., and its subsidiary, Bank of St. Augustine, both of St. Augustine, Florida, and thereby engage in operating a savings association, pursuant to section 225.28(b)(4)(ii) of Regulation Y and section 4(c)(8) of the Bank Holding Company Act.	Newspaper:	06/17/2013
			Federal Register:	06/13/2013
PROGRESS FINANCIAL CORPORATION	* 3A1	Progress Financial Corporation, notice to become a bank holding company by acquiring 100 percent of the outstanding shares of Progress Bank and Trust, both of Huntsville, Alabama.	Newspaper:	Not available
			Federal Register:	Not available

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending May 18, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
NORTH SHORE COMMUNITY BANK & TRUST COMPANY	* Branch	North Shore Community Bank and Trust, Wilmette, Illinois, to establish a branch located at 2814 West Fullerton Avenue, Chicago, Illinois.	Newspaper:	06/03/2013
			Federal Register:	Not applicable

Federal Reserve Bank of Chicago

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: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending May 18, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
ARVEST BANK	* Branch	Arvest Bank, Fayetteville, Arkansas, to establish a branch facility to be located at 2389 N. College Avenue, Fayetteville, Arkansas.	Newspaper: Federal Register:	Not available Not applicable
SIGMA HOLDINGS INC	* 3A1	Sigma Holdings, Inc., Little Rock, Arkansas, to become a bank holding company by acquiring 100 percent of The Bank of Rison, Rison, Arkansas.	Newspaper: Federal Register:	Not available Not available

District: 8

Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending May 18, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
NORTHERN MICHIGAN CORPORATION	4c8	Northern Michigan Corporation, Escanaba, Michigan, proposes to indirectly acquire (through Northern Michigan Service Corporation, Escanaba, Michigan, a wholly-owned subsidiary of Northern Michigan Bank & Trust, Escanaba, Michigan, which is a wholly-owned subsidiary of notificant) 50 percent of the voting equity of LDC Acquisition, LLC, Marquette, Michigan, a Michigan limited liability company, which proposes to purchase all of the outstanding capital stock of Lasco Development Corporation, Marquette, Michigan.	Newspaper: Federal Register:	Not applicable 06/07/2013
PEOPLES STATE BANCORP, INC.	4c8	Peoples State Bancorp, Inc., Munising, Michigan, proposes to acquire indirectly (through its wholly-owned subsidiary Peoples State Bank of Munising, Munising, Michigan), 50 percent of the voting equity of LDC Acquisition, LLC, Marquette, Michigan, which proposes to purchase all of the outstanding capital stock of Lasco Development Corporation, Marquette, Michigan.	Newspaper: Federal Register:	Not applicable 06/07/2013

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 May 18, 2013**

Filer	Filing Type	Filing Proposal	End of Comment Period	
ADAMS BANK & TRUST	* Branch	Adams Bank and Trust, Ogallala, Nebraska, to establish a branch at 3221 South Jeffers Street, North Platte, Nebraska.	Newspaper: Federal Register:	05/31/2013 Not applicable
ALTERRA BANK	* Branch	Alterra Bank, Overland Park, Kansas, to establish a branch at 11120 West 135th Street, Overland Park, Kansas.	Newspaper: Federal Register:	05/30/2013 Not applicable
CITIZENS BANK OF KANSAS, NATIONAL ASSOCIATION	Member	Citizens Bank of Kansas, N.A., Kingman, Kansas, 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
COMMERCE BANK AND TRUST HOLDING COMPANY	CIC	Notification by Jerry K. Anderson, acting as Plan Administrator of the Commerce Bank and Trust Holding Company Employee Stock Ownership Plan, to retain control of Commerce Bank and Trust Holding Company, parent of CoreFirst Bank & Trust, all of Topeka, Kansas.	Newspaper: Federal Register:	05/28/2013 05/28/2013

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 May 18, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIRST NATIONAL BANK IN WHITNEY	Member	First National Bank in Whitney, Whitney, Texas, to become a member of the Federal Reserve System through the conversion from a national bank charter.	Newspaper: Federal Register:	Not applicable Not applicable
FROST BANK	* Branch	Frost Bank, San Antonio, Texas, to establish a branch to be located at 9300 Kirby Drive, Suite 600, Houston, Texas 77054.	Newspaper: Federal Register:	Not available Not applicable
PIONEER BANCSHARES, INC.	* 3A1	Pioneer Bancshares, Inc., Dripping Springs, Texas, to become a bank holding company by acquiring 100 percent of Pioneer Bank, State Savings Bank, Dripping Springs, Texas.	Newspaper: Federal Register:	Not available Not available
PLAINS BANCORP, INC.	CIC	Notice by Ray Mark Bain, Lubbock, Texas, individually, as co-trustee of the RMB 2012 Family Trust, trustee of the Ray Mark Bain 2007 Trust, and trustee of the Ray Mark Bain Children's Trust; Michael Lewis Bain, Canyon, Texas, individually, as co-trustee of the RMB 2012 Family Trust, trustee of the Michael L. Bain 2007 Trust, and trustee of the Michael L. Bain Children's Trust; and Nancy Bain Seybert, Perryton, Texas, individually, as trustee of the Nancy Bain Seybert 2007 Trust, and trustee of the Nancy Bain Seybert Children's Trust; Dimmitt, Texas; collectively a group acting in concert, to control, retain and acquire greater than 25 percent of Plains Bancorp, Inc., Dimmitt, Texas, and therefore, indirectly, First United Bank, Dimmitt, Texas.	Newspaper: Federal Register:	Not available Not available
SOUTHWEST BANK	* Branch	Southwest Bank, Fort Worth, Texas, to establish a branch to be located at 5151 Beltline Road, Suite 600, Dallas, Texas 75254.	Newspaper: Federal Register:	05/20/2013 Not applicable

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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Institution	Location
NONE	

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District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending May 18, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
CITIC GROUP CORPORATION	4c8	CITIC Group Corporation and CITIC Limited, both of Beijing, The People's Republic of China, to indirectly acquire CLSA Americas, LLC, New York, New York, and thereby engage in certain permissible nonbanking activities under Section 225.28(b)(6) and b(7) of Regulation Y.	Newspaper:	Not applicable
			Federal Register:	Not available

District: 12

Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

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Institution	Location
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