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**Federal Reserve Release**

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*H.2*

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

*No. 2*

*Week Ending January 11, 2014*

Board Operations

Board Budget and Compensation -- operating and capital budgets for 2014 and related compensation actions.

- Approved, December 20, 2013

(A/C)

Office of Inspector General -- 2014 operating and capital budgets.

- Approved, December 2, 2013

(A/C)

Forms

Forms -- final Board review to extend with revision the Interchange Transaction Fees Surveys: Debit card issuer survey (FR 3064a) and Payment card network survey (FR 3064b).

- Approved, January 7, 2014

Forms -- final Board review to extend with revision the Domestic Finance Company Report of Consolidated Assets and Liabilities (FR 2248).

- Approved, January 8, 2014

Monetary and Financial Policy

Term Deposit Facility -- fixed-rate offering of 28-day term deposits with full allotment of tenders on January 13, 2014.

- Announced, January 8, 2014

Regulations and Policies

Regulation HH (Designated Financial Market Utilities) -- publication for comment of (1) proposed amendments to the risk-management standards for certain systemically important financial market utilities, in accordance with the Dodd-Frank Act, and (2) proposed revisions to part I of the Federal Reserve Policy on Payment System Risk.

- Approved, January 8, 2014

Reserve Bank Operations

Federal Reserve Bank Budgets -- operating and capital budgets for the Federal Reserve Banks, Federal Reserve Information Technology, and Office of Employee Benefits for 2014.

- Approved, December 11, 2013

(A/C)

Enforcement

Commerce Bancshares, Inc., Catoosa, Oklahoma, and Bank of Commerce, Chelsea -- written agreement dated October 26, 2009, terminated December 20, 2013.

- Announced, January 7, 2014

Cornerstone Holding Company, Inc., Fargo, North Dakota -- written agreement dated May 27, 2011, terminated December 19, 2013.

- Announced, January 7, 2014

Tioga State Bank, Spencer, New York -- issuance of a consent order of assessment of a civil money penalty.

- Announced, January 9, 2014

TransPecos Banks, Pecos, Texas -- issuance of a consent order of assessment of a civil money penalty.

- Announced, January 9, 2014

**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**

## Chicago

Chemical Bank, Midland, Michigan -- to establish a branch at 114 Commercial Street, Dowagiac.

- Approved, January 7, 2014

## Richmond

Citizens Community Bank, South Hill, Virginia -- to establish a branch at 851 South Beckford Drive, Henderson, North Carolina.

- Approved, January 10, 2014

## Richmond

The Fauquier Bank, Warrenton, Virginia -- to establish a branch at 8780 Centreville Road, Manassas.

- Approved, January 9, 2014

## Richmond

Hometown Bank, Roanoke, Virginia -- to establish a branch at 852 West Main Street, Salem.

- Approved, January 9, 2014

**Bank Holding Companies**

## Richmond

Aquesta Financial Holdings, Inc., Cornelius, North Carolina -- to become a bank holding company by acquiring Aquesta Bank, Cornelius.

- Withdrawn, January 8, 2014

**Bank Holding Companies**

Dallas

Cistern, LLC, Houston, Texas, and Flatonia Investments, LLC -- to acquire Kovar, LLC, Houston, and Envoy Mortgage, Ltd., and thereby engage in extending credit and servicing loans, and in activities related to extending credit.

- Withdrawn, January 9, 2014

St. Louis

First Security Bancorp, Searcy, Arkansas -- to increase its ownership of CrossFirst Holdings, LLC, Leawood, Kansas.

- Approved, January 9, 2014

Dallas

Mesa Financial Corporation, Sweetwater, Texas -- to acquire South Taylor County Bancshares, Inc., Tuscola, and thereby acquire First State Bank in Tuscola.

- Approved, January 8, 2014

Atlanta

Stonegate Bank, Fort Lauderdale, Florida -- waiver of application to acquire Florida Shores Bancorp, Inc., Pompano Beach, in connection with the merger of Stonegate with Florida Shores Bancorp's subsidiaries, Florida Shores Bank-Southeast, Pompano Beach; Florida Shores Bank-Southwest, Venice; and Florida Shores Service Company, Clearwater.

- Granted, January 6, 2014

**Bank Mergers**

Chicago

Lake Forest Bank & Trust Company, Lake Forest, Illinois -- to purchase the assets and assume the liabilities of a branch of Baytree National Bank & Trust Co., Lake Forest, at 4 East Scranton Avenue, Lake Bluff, and to continue to operate the branch.

- Approved, January 9, 2014

**Change in Bank Control**

Kansas City

Siouxland National Corporation, South Sioux City, Nebraska -- change in bank control of Siouxland National Corporation and its subsidiary, Siouxland National Bank, South Sioux City.

- Permitted, January 10, 2014

Kansas City

Valley Bank Shares, Inc., Valley, Nebraska -- to retain control of Valley Bank Shares and its subsidiary, First Nebraska Bank, Valley.

- Permitted, January 10, 2014

**Membership**

St. Louis

First National Banking Company, Ash Flat, Arkansas -- to retain membership in the Federal Reserve System on conversion to a state-chartered bank.

- Approved, January 10, 2014

Kansas City

ONB Bank and Trust Company, Tulsa, Oklahoma -- to become a member of the Federal Reserve System.

- Approved, January 8, 2014

**Savings and Loan Holding Companies**

Richmond

First Carolina Bancshares, M.H.C., Walterboro, South Carolina, and First Federal of South Carolina, Federal Savings Bank -- to sell certain assets and transfer certain liabilities of a branch to CresCom Bank, Charleston.

- No Objection, December 24, 2013

(A/C)

Philadelphia

Metuchen, MHC, Metuchen, New Jersey, and Metuchen Bancorp, Inc. -- to engage indirectly in real estate investment activities through a subsidiary of Metuchen Savings Bank, Metuchen.

- Approved, January 10, 2014

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending January 11, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
EAST CAMBRIDGE SAVINGS BANK	* Branch	Application by East Cambridge Savings Bank, Cambridge, Massachusetts, to establish a full-service branch at 9 Playstead Road, Medford, Massachusetts, pursuant to Section 208.6 of Regulation H.	Newspaper: Federal Register:	Not available Not applicable
ROCKVILLE FINANCIAL, INC.	* 4c8	Filing by Rockville Financial, Inc., Rockville, Connecticut, to acquire United Financial Bancorp and its wholly-owned subsidiary, United Bank, FSB, both of West Springfield, Massachusetts, pursuant to section 4(c)(8) of the Bank Holding Company Act of 1956, as amended.	Newspaper: Federal Register:	02/06/2014 02/06/2014



**District: 1**

**Federal Reserve Bank of Boston**

**Availability of CRA Public Evaluations**

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

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

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

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

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

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

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

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

District: 2

Federal Reserve Bank of New York

Filings received during the week ending January 11, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
ADIRONDACK BANK	* Branch	Adirondack Bank, Utica, New York, to establish a branch office located at Avenue Plaza, 4697-A Commercial Drive, New Hartford, New York.	Newspaper: Federal Register:	Not available Not applicable
ADIRONDACK TRUST COMPANY EMPLOYEE STOCK OWNERSHIP TRUST, THE	* 3A3	The Adirondack Trust Company Employee Stock Ownership Trust, Saratoga Springs, New York, to acquire fifty additional shares of 473 Broadway Holding Corporation and two thousand additional shares of The Adirondack Trust Company, both of Saratoga Springs, New York.	Newspaper: Federal Register:	Not available Not available
NEW INVESTORS BANCORP, INC.	* 3A1	New Investors Bancorp, Inc., Short Hills, New Jersey, to become a bank holding company by acquiring 100 percent of Investors Bank, Short Hills, New Jersey.	Newspaper: Federal Register:	Not available 02/03/2014

**District: 2**

**Federal Reserve Bank of New York**

**Availability of CRA Public Evaluations**

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

\* Subject to the provisions of the Community Reinvestment Act

**District: 3**

**Federal Reserve Bank of Philadelphia**

**Filings received during the week ending January 11, 2014**

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

**District: 3**

**Federal Reserve Bank of Philadelphia**

**Availability of CRA Public Evaluations**

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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**District: 4**

**Federal Reserve Bank of Cleveland**

**Filings received during the week ending January 11, 2014**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
TRISTATE CAPITAL HOLDINGS, INC	4c8	Notice by TriState Capital Holdings, Inc., Pittsburgh, PA to acquire Chartwell Investment Partners, L.P., Berwyn, PA pursuant to section 4(c)(8) of the Bank Holding Company Act and the non expedited procedures in section 225.24 of Regulation Y	Newspaper:	Not applicable
			Federal Register:	Not available

**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					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 5**

**Federal Reserve Bank of Richmond**

**Filings received during the week ending January 11, 2014**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
REGIONAL BANKSHARES, INC.	CIC	Mr. Randolph Gillespie Rogers, Hartsville, South Carolina, to acquire up to 12.67% of the outstanding shares of Regional Bankshares, Inc., Hartsville, South Carolina.	Newspaper:	Not available
			Federal Register:	01/24/2014



**District: 5**

**Federal Reserve Bank of Richmond**

**Availability of CRA Public Evaluations**

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NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 6**

**Federal Reserve Bank of Atlanta**

**Filings received during the week ending January 11, 2014**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BANCO DE CREDITO E INVERSIONES S.A.	* 3A1	Banco De Credito E Inversiones, Empresas Juan Yarur S.A.C., Inversiones Petro S.A., Inversiones Baquio LTDA., Inversiones Nueve LTDA., and Administraciones Baquio LTDA., all of Santiago, Chile, to become bank holding companies by acquiring 100 percent of CM Florida Holdings, Inc., Coral Gables, Florida, and its subsidiary, City National Bank of Florida, Miami, Florida.	Newspaper: Federal Register:	Not available 08/08/2013
COMPASS BANK	* Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at 8100 Research Forest Drive, The Woodlands, Texas, known as the Alden Bridge Branch.	Newspaper: Federal Register:	Not available Not applicable
COMPASS BANK	* Branch	Compass Bank, Birmingham, Alabama, to establish a branch located at 10000 Woodlands Parkway, The Woodlands, Texas, to be known as the Terramont Branch.	Newspaper: Federal Register:	Not available Not applicable
FIRST AMERICAN BANCORP	CIC	First American Bancorp, Athens, Georgia, prior change in control notice filed by John McLanahan, Jr., Athens, Georgia; The McLanahan Children's Irrevocable Trust, Athens, Georgia; Margaret Staton, Atlanta, Georgia; Clarence McLanahan, II, Athens, Georgia; Dorothy Farley, Atlanta, Georgia; John McLanahan, III, Athens, Georgia; and Barrett McLanahan, Athens, Georgia; to acquire 25 percent or more of the outstanding shares of First American Bancorp, and its subsidiary, First American Bank and Trust Company, both of Athens, Georgia.	Newspaper: Federal Register:	01/23/2014 01/24/2014
FIRST FLORIDA BANCORP, INC.	* 3A1	First Florida Bancorp, Inc., to become a bank holding company by acquiring 100 percent of the outstanding shares of First Florida Bank, both of Destin, Florida.	Newspaper: Federal Register:	Not available 01/17/2014
FRANKLIN SYNERGY BANK	* 18C * Branch	Franklin Synergy Bank, Franklin, Tennessee, to merge with MidSouth Bank, Murfreesboro, Tennessee.	Newspaper: Federal Register:	Not available Not applicable
USAMERIBANK	* Branch	USAmeriBank, Clearwater, Florida, to establish a branch located at 710 East Tarpon Avenue, Tarpon Springs, Florida, to be known as the Tarpon Springs Branch.	Newspaper: Federal Register:	01/15/2014 Not applicable

**District: 6**

**Federal Reserve Bank of Atlanta**

**Availability of CRA Public Evaluations**

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

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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 January 11, 2014**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIRST BANCORP, INC.	CIC	The George Breckenridge Family Trust, with Maureen Breckenridge as trustee, and Maureen Breckenridge as trustee of the George Breckenridge Family Trust and the Maureen Breckenridge Trust, individually, and the George Breckenridge Family Trust, the Maureen Breckenridge Trust, and Maureen Breckenridge as trustee of the George Breckenridge Family Trust and the Maureen Breckenridge Trust, all of Yates City, Illinois, together as a group acting in concert, to retain control of 25 percent or more of the voting shares of First Bancorp, Inc., and thereby indirectly retain control of Bank of Yates City, both of Yates City, Illinois.	Newspaper: Federal Register:	Not available 01/02/2014
MID ILLINOIS BANCORP, INC. EMPLOYEE STOCK OWNERSHIP PLAN	* 3A1 4c8	Mid Illinois Bancorp, Inc., Employee Stock Ownership Plan, Peoria, Illinois, to become a bank holding company by acquiring at least 30 percent of Mid Illinois Bancorp, Inc., Peoria, Illinois, and thereby acquire control of South Side Trust and Savings Bank, Peoria, Illinois. ESOP also requests permission to engage in extending credit and servicing loans pursuant to Section 225.28(b)(1) of Regulation Y.	Newspaper: Federal Register:	Not available 01/17/2014
NORTHERN TRUST COMPANY, THE	* Branch	The Northern Trust Company, Chicago, Illinois, to establish a branch located at 301 Commerce Street, Fort Worth, Texas.	Newspaper: Federal Register:	Not available Not applicable

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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 January 11, 2014**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BANK OF FAYETTE COUNTY, THE	* 18C * Branch	The Bank of Fayette County, Piperton, Tennessee, to purchase certain assets and assume certain liabilities of the Brighton and Mason, Tennessee branches of Trust Company Bank, Memphis, Tennessee.	Newspaper: Federal Register:	02/09/2014 Not applicable
BANK OF THE OZARKS INC	* 3A3	Bank of the Ozarks, Inc., Little Rock, Arkansas, to acquire 100 percent of Bancshares, Inc., Houston, Texas, and thereby indirectly acquire OmniBank, N.A., Houston, Texas.	Newspaper: Federal Register:	01/18/2014 02/03/2014
CENTRAL BANK OF LAKE OF THE OZARKS	Member	Central Bank of Lake of the Ozarks, Osage Beach, Missouri, to become a member of the Federal Reserve System.	Newspaper: Federal Register:	Not applicable Not applicable

**District: 8**

**Federal Reserve Bank of St. Louis**

**Availability of CRA Public Evaluations**

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

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 9**

**Federal Reserve Bank of Minneapolis**

**Filings received during the week ending January 11, 2014**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
AUGUSTA FINANCIAL CORPORATION	CIC	The Ardath K. Solsrud 2012 Irrevocable Trust dated December 28, 2012, Robb B. Kahl, trustee, and The Glenn A. Solsrud 2012 Irrevocable Trust dated December 28, 2012, Robb B. Kahl, trustee, to each acquire 25% or more of the shares of Augusta Financial Corporation, Augusta, Wisconsin and thereby gain control of Unity Bank, Augusta, Wisconsin.	Newspaper: Federal Register:	Not available Not available
CAPRICE CORPORATION	CIC	The Ardath K. Solsrud 2012 Irrevocable Trust dated December 28, 2012, Robb B. Kahl, trustee, and The Glenn A. Solsrud 2012 Irrevocable Trust dated December 28, 2012, Robb B. Kahl, trustee, to each acquire 25% or more of the shares of Caprice Corporation, Augusta, Wisconsin, and thereby gain control of Unity Bank North, Red Lake Falls, Minnesota.	Newspaper: Federal Register:	Not available Not available
CENTRAL BANCSHARES, INC.	* 3A3	Central Bancshares, Inc., Golden Valley, Minnesota, to acquire 100 percent of First Financial Holdings, Golden Valley, Minnesota, and thereby indirectly acquire First National Bank and Trust, Barron, Wisconsin.	Newspaper: Federal Register:	Not available 02/03/2014
FINANCIAL SERVICES OF WINGER, INC.	CIC	Dawn Crane, Fosston, Minnesota, individually and as trustee, and Lorri Skeie-Campbell, Rio Rancho, New Mexico, individually and as trustee, to retain and acquire 25% or more of the shares of Financial Services of Winger, Inc., Winger, Minnesota ("FSWI"), and thereby indirectly retain and acquire control of Ultima Bank Minnesota, Winger, Minnesota. Also, Dawn M. Skeie Crane Irrevocable Trust, Winger, Minnesota, Dawn Crane, co-trustee, and Lorri J. Skeie-Campbell Irrevocable Trust, Winger, Minnesota, Lorri Skeie-Campbell, co-trustee, to retain voting shares of FSWI and thereby remain members of the Skeie family shareholder group, which controls 25% or more of FSWI.	Newspaper: Federal Register:	01/07/2014 01/09/2014



**District: 9**

**Federal Reserve Bank of Minneapolis**

**Filings received during the week ending January 11, 2014**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
HEADWATERS BANCORP, INC.	CIC	Change in Control notice by Mary Kathryn Fleming, Shorewood, Wisconsin, to acquire control of 10% or more of the shares of Headwaters Bancorp, Inc., Land O' Lakes, Wisconsin and thereby control Headwaters Bank, Land O' Lakes, Wisconsin. Also Jerry L. Olk, Land O' Lakes, Wisconsin, individually and as trustee, Jerry L. Olk Revocable Trust, Land O'Lakes, Wisconsin; Thomas L. Olk, Stevens Point, Wisconsin, individually and as trustee, and Elise E. Olk, Stevens Point, Wisconsin, individually and as trustee, Thomas L. & Elise E. Olk Revocable Trust, Stevens Point, Wisconsin; Susan Joanne Olk, San Francisco, California, individually and as trustee, Susan Joanne Olk Revocable Trust, San Francisco, California; R. Joseph Olk Irrevocable Trust, James Fogle, trustee, both of St. Louis, Missouri; Hillary Olk Dutcher, St. Louis, Missouri; Nathaniel Wood Olk, Chesterfield, Missouri; and Molly Wellborn Olk, Boulder, Colorado, to acquire or retain shares of Headwaters Bancorp., Inc., Land O' Lakes, Wisconsin, and thereby become or remain members of the Olk family control group, which controls 25% or more of the shares of Headwaters Bancorp., Inc., Land O' Lakes, Wisconsin.	Newspaper:	Not available
			Federal Register:	01/24/2014
NASB SHARES, INC.	CIC	Shirley R. Borgerding, Belgrade, Minnesota, individually and as part of the Borgerding Family Group acting in concert, to retain 25 percent or more of the shares and thereby control of NASB Shares, Inc., Belgrade, Minnesota, and thereby indirectly retain control of North American State Bank, Belgrade, Minnesota. In addition, the Shirley R. Borgerding Trust, the George N. Borgerding Trust, and Marjorie Borgerding as trustee of the James R. Borgerding Trust of 1994, intend to apply to the Federal Reserve Board for permission to join the Borgerding Family Group. The Borgerding Family Group includes Shirley R. Borgerding; George N. Borgerding, Belgrade, Minnesota; the Shirley R. Borgerding Trust and its co-trustees, George and Shirley Borgerding; the George N. Borgerding Trust and its co-trustees, George and Shirley Borgerding; Brian Borgerding, Belgrade, Minnesota; Paul Borgerding; Willmar, Minnesota; The James R. Borgerding Trust of 1994 and its trustee, Marjorie Borgerding, Fort Worth, Texas; Mary Gerding, Chicago, Illinois; and the Mark E. Borgerding Trust and its trustee, Mark E. Borgerding, Belgrade, Minnesota.	Newspaper:	Not available
			Federal Register:	01/28/2014

\* Subject to the provisions of the Community Reinvestment Act

**District: 9**

**Federal Reserve Bank of Minneapolis**

**Filings received during the week ending January 11, 2014**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
TIMBERLAND BANCORP	CIC	Change in Control notice by Carol Ann Nelson, Baxter, Minnesota, Douglas Bradley Junker, Brainerd, Minnesota, and Lee Warren Anderson, to acquire control of 25% or more of the shares of Timberland Bancorp, Baxter, Minnesota, and thereby control First National Bank of Buhl, Mountain Iron, Minnesota.	Newspaper:	Not available
			Federal Register:	Not available

**District: 9**

**Federal Reserve Bank of Minneapolis**

**Availability of CRA Public Evaluations**

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

\* Subject to the provisions of the Community Reinvestment Act

**District: 10****Federal Reserve Bank of Kansas City****Filings received during the week ending January 11, 2014**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
INTERBANK	* 18C * Branch	InterBank, Oklahoma City, Oklahoma, to merge with Park Cities Bank, Dallas, Texas, and incident thereto, to establish branches in Dallas(3), and Fort Worth, all in Texas.	Newspaper: Federal Register:	Not available Not applicable
MILLENNIUM BANCSHARES, INC.	* 3A1	Millennium Bancshares, Inc., Junction City, Kansas, to become a bank holding company through the acquisition of 100 percent of the voting shares of Millennium Bank, Junction City, Kansas.	Newspaper: Federal Register:	01/09/2014 01/10/2014
OLNEY BANCSHARES OF TEXAS, INC.	* 3A3	Olney Bancshares of Texas, Inc., Olney, Texas, to acquire 100 percent of the voting shares of Park Cities Bank, Dallas, Texas.	Newspaper: Federal Register:	01/27/2014 02/03/2014

**District: 10**

**Federal Reserve Bank of Kansas City**

**Availability of CRA Public Evaluations**

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

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

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

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

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

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

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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 January 11, 2014**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
AF MUTUAL HOLDING COMPANY	* SLHC Acquisition MHC Minority Stock Issuance	AF Mutual Holding Company and Alamogordo Financial Corp., both of Alamogordo, New Mexico, to acquire by merger, Bank 1440, Phoenix, Arizona; and Alamogordo Financial Corp., to conduct a minority stock issuance.	Newspaper: Federal Register:	Not available 12/23/2013
FROST BANK	* Branch	Frost Bank, San Antonio, Texas, to establish a branch located at 12700 Hill Country Blvd., Suite 150, Bee Cave, Texas 78738.	Newspaper: Federal Register:	Not available Not applicable
INDEPENDENT BANK GROUP, INC.	* 3A5	Independent Bank Group, Inc., McKinney, Texas, to acquire by merger 100 percent of BOH Holdings, Inc., and indirectly acquire Bank of Houston, both of Houston, Texas.	Newspaper: Federal Register:	Not available 02/07/2014
MINDEN BANCORP, INC.	* 3A1	Minden Bancorp, Inc., Minden, Louisiana, to become a bank holding company by acquiring 100 percent of MBL Bank, Minden, Louisiana.	Newspaper: Federal Register:	01/13/2014 01/10/2014
STRATEGIC GROWTH BANK INCORPORATED	4c8	Strategic Growth Bank Incorporated and Strategic Growth Bancorp Incorporated, both of El Paso, TX, to acquire up to 23.9 percent of Guardian Mortgage Company, Inc., Richardson, Texas, pursuant to Section 4(c)(8) of the BHC Act and Regulation Y, and thereby engage in extending credit and servicing loans; and engaging under contract with a third party in asset management, servicing, and collection of assets.	Newspaper: Federal Register:	Not applicable 01/24/2014

**District: 11**

**Federal Reserve Bank of Dallas**

**Availability of CRA Public Evaluations**

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

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 12**

**Federal Reserve Bank of San Francisco**

**Filings received during the week ending January 11, 2014**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIRST UTAH BANCORPORATION	CIC	Notice of Change in Control by Scott M. Browning, Salt Lake City, Utah; Sally W. Browning, Salt Lake City, Utah; Gay Browning, Salt Lake City, Utah; Diane B. Oblock, Richmond, Utah; James M. Browning, Salt Lake City, Utah; Eliza R. Browning, Salt Lake City, Utah; Hannah B. Oblock, Richmond, Utah; Alyson B. Oblock, Richmond, Utah; Jennifer H. Kawasaki, Gallatin Gateway, Montana; Christine H. Chambers, Tremonton, Utah; The Scott M. Browning Living Trust (Scott Browning and Sally Browning trustees), The Gay Browning Living Trust (Gay Browning and Scott Browning Trustees), The Diane B. Oblock Living Trust (Diane B. Oblock and Scott M. Browning Trustees), The First Utah Irrevocable Trust for benefit of Alyson B. Oblock (Alyson B. Oblock and Hannah B. Oblock Trustees), The First Utah Irrevocable Trust for benefit of Hannah B. Oblock (Hannah B. Oblock and Alyson B. Oblock Trustees), The First Utah Irrevocable Trust for benefit of James M. Browning (James M. Browning and Eliza R. Browning Trustees), The First Utah Irrevocable Trust for benefit of Eliza R. Browning (Eliza R. Browning and James M. Browning Trustees), The First Utah Irrevocable Trust for benefit of Robert T. W. Browning (James M. Browning and Eliza R. Browning Trustees), The First Utah Irrevocable Trust for benefit of Jennifer H. Kawasaki (Jennifer H. Kawasaki and Christine H. Chambers Trustees), The First Utah Irrevocable Trust for benefit of Christine H. Chambers (Christine H. Chambers and Jennifer H. Kawasaki Trustees), to acquire and retain 25 percent or more of the voting shares of First Utah Bancorporation, and thereby indirectly acquire and retain voting shares of First Utah Bank, both of Salt Lake City, Utah.	Newspaper: Federal Register:	Not available 01/28/2014
TAIPEI FUBON COMMERCIAL BANK CO., LTD.	FBSEA	Taipei Fubon Commercial Bank Co., Ltd, Taipei, Taiwan, requests to establish a representative office in San Jose, California, pursuant to section 211.24(a)(1) of Regulation K.	Newspaper: Federal Register:	Not available Not applicable
U & I FINANCIAL CORP.	CIC	Change in Bank Control Notice on behalf of John Jung Hun Chang, Wellwish Investment LLC, Ellis Eunrok Chang, all of Garden Grove, California, and Ellen Eunmi Chang, Bellevue, Washington, to retain 18.43 percent of U & I Financial Corp., and thereby indirect control of UniBank, both of Lynnwood, Washington.	Newspaper: Federal Register:	01/07/2014 12/26/2013



**District: 12**

**Federal Reserve Bank of San Francisco**

**Availability of CRA Public Evaluations**

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

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

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act