
Federal Reserve Release



H.2

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

No. 3

Week Ending January 18, 2014

Testimony and Statements

Physical Commodities Activities -- 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 Federal Reserve's supervision of financial institutions engaged in physical commodities activities.

- Published, January 15, 2014

Forms

Forms -- initial Board review (1) to extend with revision the Ad Hoc Payments Systems Survey (FR 3054a), Currency Functionality Survey (FR 3054d), and Consolidated Financial Statements for Holding Companies (FR Y-9C) and (2) to extend without revision the Currency Quality Sampling Survey (FR 3054b), Currency Quality Survey (FR 3054c), Annual Daylight Overdraft Capital Report for U.S. Branches and Agencies of Foreign Banks (FR 2225), Report of Net Debit Cap (FR 2226), Parent Company Only Financial Statements for Large Holding Companies (FR Y-9LP), Parent Company Only Financial Statements for Small Holding Companies (FR Y-9SP), Financial Statements for Employee Stock Ownership Plan Holding Companies (FR Y-9ES), and Supplement to the Consolidated Financial Statements for Holding Companies (FR Y-9CS).

- Proposed, January 13, 2014

Personnel

Division of Banking Supervision and Regulation -- appointment of Constance Horsley as assistant director and Fang Du and John Beebe as advisers.

- Approved, January 17, 2014

Regulations and Policies

Physical Commodities Activities -- advance notice of proposed rulemaking requesting comment on various issues related to physical commodity activities conducted by financial holding companies and the restrictions imposed on these activities to ensure they are conducted in a safe and sound manner, consistent with applicable law.

- Approved, January 13, 2014

Trust Preferred Securities -- interagency interim final rule, with request for comment, to permit banking entities to retain interests in pooled investment vehicles that meet certain criteria and are backed primarily by trust preferred securities issued by community banking organizations.

- Approved, January 14, 2014

Enforcement

First Southwest Bancorporation, Inc., Alamosa, Colorado -- written agreement dated October 20, 2010, terminated January 9, 2014.

- Announced, January 14, 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

First Farmers Bank & Trust, Converse, Indiana -- to establish a branch at 101 West Sycamore Street, Kokomo.

- Approved, January 17, 2014

Kansas City

First State Bank Nebraska, Lincoln, Nebraska -- to establish a mobile branch for Lancaster County and surrounding counties.

- Approved, January 15, 2014

Bank Holding Companies

Minneapolis

Duke Financial Group, Inc., Minneapolis, Minnesota -- to engage de novo in extending credit and servicing loans.

- Approved, January 14, 2014

Kansas City

Grand Bancorp, Inc., Grove, Oklahoma -- to become a bank holding company by acquiring Grand Savings Bank, Grove.

- Approved, January 17, 2014

Atlanta

Hamilton State Bancshares, Inc., Hoschton, Georgia -- to merge with Cherokee Banking Company, Canton, and thereby acquire Cherokee Bank, N.A.

- Approved, January 17, 2014

Bank Holding Companies

Cleveland

LCNB Corp., Lebanon, Ohio -- waiver of application to acquire Eaton National Bank and Trust Company, Eaton, in connection with its merger with and into LCNB Corp.'s subsidiary, LCNB National Bank, Lebanon.

- Granted, January 17, 2014

Kansas City

Millennium Bancshares, Inc., Junction City, Kansas -- to become a bank holding company by acquiring Millennium Bank, Junction City.

- Approved, January 16, 2014

Banks, Foreign

Director, BS&R

Wing Lung Bank, Ltd., Hong Kong SAR, People's Republic of China -- to establish branches in San Francisco and Alhambra, California.

- Approved, January 13, 2014

Banks, Nonmember, and Miscellaneous Institutions

Director, BS&R

Warburg Pincus Private Equity X, L.P., New York, New York, et al. -- relief from certain commitments.

- Granted, January 13, 2014

Change in Bank Control

St. Louis

First Bancorp, Inc., Russell Springs, Kentucky -- change in bank control of First Bancorp, Inc., and its subsidiaries, The First National Bank of Russell Springs, Russell Springs, and Citizens Bank & Trust Company, Campbellsville.

- Permitted, January 17, 2014

Atlanta

Merchants and Farmers Bancshares, Inc., Eutaw, Alabama -- to retain control of Merchants and Farmers Bancshares, Inc., and its subsidiary, Merchants & Farmers Bank of Greene County, Eutaw.

- Permitted, January 13, 2014

Richmond

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

- Permitted, January 13, 2014

Atlanta

South Georgia Bank Holding Company, Omega, Georgia -- to retain control of South Georgia Bank Holding Company and its subsidiary, South Georgia Banking Company, Omega.

- Permitted, January 17, 2014

Kansas City

Townsend Holding Company, Grove, Oklahoma -- change in bank control of Townsend Holding Company and its subsidiary, Bank of Grove, Grove.

- Permitted, January 14, 2014

Extensions of Time

Chicago

Minier Financial, Inc. Employee Stock Ownership Plan w/401(k) Provisions, Minier, Illinois -- extension to April 24, 2014, to increase its ownership of Minier Financial, Inc., Minier, and thereby increase its indirect ownership of First Farmers State Bank.

- Granted, January 17, 2014

Financial Holding Companies

San Francisco

Banc of California, Inc., Irvine, California -- election to become a financial holding company.

- Effective, January 17, 2014

Cleveland

Farmers & Merchants Bancorp of Western Pennsylvania, Inc., Kittanning, Pennsylvania -- election to become a financial holding company.

- Effective, January 14, 2014

Membership

St. Louis

Central Bank of Lake of the Ozarks, Osage Beach, Missouri -- to become a member of the Federal Reserve System.

- Approved, January 15, 2014

Savings and Loan Holding Companies

Dallas

The GMDK Trust fbo Christopher J. Keyland, Fort Worth, Texas; The GMDK Trust fbo Kathryn J. Roberts; The JLD/GMDK Irrevocable Asset Trust fbo Christopher J. Keyland; The JLD/GMDK Irrevocable Asset Trust fbo Kathryn J. Roberts; The JLD-Christopher J. Keyland Descendant Trust #3; The JLD-Kathryn J. Roberts Descendant Trust #4; The JSD-Christopher J. Keyland Descendant Trust #3; and The JSD-Kathryn J. Roberts Descendant Trust #4 -- to become savings and loan holding companies by acquiring interests in First Western Mortgage Corporation, Fort Worth; Colonial Holding Company; and, indirectly, Colonial Savings, FA.

- Approved, January 15, 2014

District: 1**Federal Reserve Bank of Boston****Filings received during the week ending January 18, 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
MANSFIELD CO-OPERATIVE BANK	Member	Application by Mansfield Co-Operative Bank, Mansfield, 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
PROFILE BANK	Member	Application by Profile Bank, Rochester, New Hampshire, 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 January 18, 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:	01/27/2014 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 02/10/2014
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:	01/22/2014 02/03/2014

District: 2

Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
645317	ADIRONDACK TC, SARATOGA SPRINGS, NEW YORK	04/29/2013	01/13/2014	S	Int Sm Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending January 18, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period
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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.

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

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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 January 18, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
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:	02/03/2014

District: 4

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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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:

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- NI = Needs to improve
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The following state member banks have been examined and their CRA public evaluations are now available.

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
2668598	PORTAGE CMNTY BK, RAVENNA, OHIO	09/30/2013	12/17/2013	O	Small Bank

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 January 18, 2014**

Filer	Filing Type	Filing Proposal	End of Comment Period	
JOHN MARSHALL BANK	* Branch	John Marshall Bank, Reston, Virginia, to establish a branch at 1330 New Hampshire Ave, NW, Washington, DC.	Newspaper: Federal Register:	02/03/2014 Not applicable
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: Federal Register:	02/01/2014 01/24/2014
VIRGINIA PARTNERS BANK	* Branch	Virginia Partners Bank, Fredericksburg, Virginia, to establish a branch at 115 E. Charles Street, La Plata, Maryland.	Newspaper: Federal Register:	02/01/2014 Not applicable

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.

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
813572	CECIL BK, ELKTON, MARYLAND	09/16/2013	12/19/2013	S	Int Sm Bank
2652092	EAGLEBANK, BETHESDA, MARYLAND	09/09/2013	01/13/2014	S	Large Bank
619327	FARMERS BK WINDSOR VA, WINDSOR, VIRGINIA	04/22/2013	12/17/2013	S	Int Sm Bank
534774	VA COMMONWEALTH BK, PETERSBURG, VIRGINIA	10/07/2013	01/08/2014	S	Small Bank
3374298	VIRGINIA HERITAGE BK, VIENNA, VIRGINIA	12/10/2012	12/12/2013	S	Int Sm Bank
3688623	VIRGINIA PTNR BK, FREDERICKSBURG, VIRGINIA	09/23/2013	01/01/2014	S	Small Bank

CRA Examinations scheduled for

Quarter of

Institution Location

NONE

District: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending January 18, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
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
C1 FINANCIAL, INC.	CIC	CBM Holdings Qualified Family, L.P., Toronto, Ontario, Canada, and the general partner, Marcelo Faria de Lima, São Paulo, Brazil, to acquire up to 46.62 percent of the outstanding shares of common stock of C1 Financial, Inc., and its subsidiary, C1 Bank, both of St. Petersburg, Florida.	Newspaper: Federal Register:	02/01/2014 02/04/2014
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:	01/20/2014 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:	01/20/2014 Not applicable
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

* Subject to the provisions of the Community Reinvestment Act

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.

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675332	SUNTRUST BK, ATLANTA, GEORGIA	03/11/2013	01/08/2014	S	Large Bank
3536407	USAMERIBANK, LARGO, FLORIDA	04/01/2013	01/09/2014	S	Int Sm Bank

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 18, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
BAYLAKE BANK	* 18C * Branch	Baylake Bank, Sturgeon Bay, Wisconsin, to purchase certain assets and assume certain liabilities of a branch, located at 333 South Nicolet Road, Appleton, Wisconsin of Community Bank & Trust, Sheboygan, Wisconsin.	Newspaper: Federal Register:	01/13/2014 Not applicable
FARMERS & MERCHANTS BANK, THE	* Branch	Farmers & Merchants Bank, Berlin, Wisconsin, to establish a branch facility located at 663 Broadway Street, Berlin, Wisconsin.	Newspaper: Federal Register:	Not available Not applicable
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:	01/27/2014 01/02/2014
FIRST FARMERS BANK & TRUST	* Branch	Notice by First Farmers Bank and Trust, Converse, Indiana, to establish a branch located at 101 West Sycamore, Kokomo, Indiana.	Newspaper: Federal Register:	01/05/2014 Not applicable
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:	01/21/2014 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

Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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813947	ALPINE B&TC, ROCKFORD, ILLINOIS	07/08/2013	01/04/2014	S	Int Sm Bank
546544	CENTRAL BK, STORM LAKE, IOWA	09/03/2013	01/05/2014	S	Int Sm Bank
542649	CHEMICAL BK, MIDLAND, MICHIGAN	08/26/2013	01/14/2014	O	Large Bank
759045	FIRST EAGLE BK, HANOVER PARK, ILLINOIS	09/16/2013	01/14/2014	O	Int Sm Bank
715144	GRUNDY BK, MORRIS, ILLINOIS	09/03/2013	12/29/2013	S	Small Bank
2339795	LIBERTYVILLE B&TC, LIBERTYVILLE, ILLINOIS	10/01/2012	12/23/2013	S	Large Bank

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

District: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending January 18, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
CABOOL STATE BANK EMPLOYEE STOCK OWNERSHIP PLAN	* 3A3	Cabool State Bank Employees Stock Ownership Plan, Cabool, Missouri to acquire up to an additional 300 shares or 2.13 percent (for control of 31.30 percent)of voting shares of Cabool Bancshares, Inc., Cabool, Missouri, and thereby increase its indirect control of Cabool State Bank, Cabool, Missouri.	Newspaper: Federal Register:	02/16/2014 02/14/2014
FIRST STATE BANK OF WARREN	Member	First State Bank of Warren, Warren, Arkansas, 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
266945	MONTICELLO BKG CO, MONTICELLO, KENTUCKY	09/09/2013	01/10/2014	S	Int Sm Bank
272272	SOUTHERN BK, POPLAR BLUFF, MISSOURI	09/23/2013	01/02/2014	S	Int Sm Bank

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 January 18, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
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 02/06/2014
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 02/06/2014
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:	02/15/2014 02/03/2014
DACOTA BANK	* Branch	Dacotah Bank, Aberdeen, South Dakota, to establish a de novo branch facility to be located at 2510 8th Avenue Southwest, Jamestown, North Dakota.	Newspaper: Federal Register:	01/31/2014 Not applicable
DUTTON BANCORPORATION, INC.	CIC	Notice by Gloria S. Sundquist, Cut Bank, Montana, to retain control of 10% or more of the voting shares of Dutton Bancorporation, Inc., Dutton, Montana, and thereby indirectly retain control of Dutton State Bank, Dutton, Montana. In addition, Carl E. Sundquist, Cut Bank, Montana; Mary Lou Gordon, Great Falls, Montana; and Carrie L. Vollrath, Conrad, Montana, to retain voting shares of Dutton Bancorporation, Inc., and thereby remain members of the Sundquist Family Group, which controls 10% or more of Dutton Bancorporation, Inc., Dutton, Montana. Notice by Mark Stephens, Dutton, Montana; Chris Stephens, Great Falls, Montana; Andrea S. Swing, Manhattan, Montana; and Tyler Stephens, Augusta, Montana, as a group acting in concert with Robert E. Stephens and Robert Stephens, Jr., to retain voting shares of Dutton Bancorporation, Inc. The Stephens Family Group controls 10% or more of Dutton Bancorporation, Inc., Dutton, Montana, which owns Dutton State Bank, Dutton, Montana.	Newspaper: Federal Register:	02/05/2014 Not available

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending January 18, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
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

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
920854	PIONEER BK, MAPLETON, MINNESOTA	08/26/2013	12/09/2013	S	Small Bank

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 18, 2014**

Filer	Filing Type	Filing Proposal	End of Comment Period	
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:	01/13/2014 Not applicable
NORTHSTAR BANK OF COLORADO	* Branch	Northstar Bank of Colorado, to establish a branch at 6654 Timberline Road, both in Highlands Ranch, Colorado.	Newspaper: Federal Register:	01/28/2014 Not applicable
SOUTHEAST CAPITAL CORPORATION	CIC	Notice by Beth Ann Niketas, Plano, Texas; and Brian Shipp, Idabel, Oklahoma; as individuals, members of the Shipp family group, and/or as trustees of the following trusts: the Mackenzie Shipp Trust, the Harrison Shipp Trust, the Shelby Niketas Trust, the Craig Holman Trust, the Alec Niketas Trust, the John Niketas Trust, and the Kathryn Holman Trust, all of Idabel, Oklahoma (all of which were created under the Shipp Grandchildren Irrevocable Trust Agreement of 1996); to retain control of Southeast Capital Corporation, parent of Idabel National Bank, both in Idabel, Oklahoma.	Newspaper: Federal Register:	Not available Not available
TULSA VALLEY BANCSHARES CORPORATION	* 3A3	Tulsa Valley Bancshares Corporation, Tulsa, Oklahoma, to acquire 100 percent of the voting shares of Lake Bancshares Corporation, Owassa, Oklahoma, parent of Bank of the Lakes, N.A., Owasso, Oklahoma.	Newspaper: Federal Register:	02/07/2014 02/13/2014

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.

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
255556	CITIZENS B&TC OF ARDMORE, ARDMORE, OKLAHOMA	10/07/2013	01/06/2014	S	Small Bank
957757	COMMUNITY B&TC, NEOSHO, MISSOURI	09/16/2013	12/20/2013	S	Small Bank
139656	EQUITY BK, ANDOVER, KANSAS	09/09/2013	12/19/2013	S	Int Sm Bank
361354	GRANT CTY BK, MEDFORD, OKLAHOMA	09/30/2013	12/26/2013	S	Small Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending January 18, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
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, pursuant to Section 10 of the Home Owners' Loan Act and Section 239.24 of Regulation MM, respectively.	Newspaper: Federal Register:	01/06/2014 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
FROST BANK	* Branch	Frost Bank, San Antonio, Texas, to establish a branch at 7859 Walnut Hill Lane, Suite C-01, Dallas, Texas 75230.	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
SSB BANCSHARES, INC.	* 3A1	SSB Bancshares, Inc., Anahuac, Texas, to become a bank holding company by acquiring 100 percent of Security State Bank, Anahuac, Texas.	Newspaper: Federal Register:	Not available Not available

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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

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

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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 January 18, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
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

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.

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

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
2562164	COASTAL CMNTY BK, EVERETT, WASHINGTON	09/16/2013	01/06/2014	S	Int Sm Bank
871769	FARMERS & MRCH BK, LONG BEACH, CALIFORNIA	09/03/2013	12/23/2013	S	Large Bank

CRA Examinations scheduled for	Quarter of
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Institution	Location
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NONE