
Federal Reserve Release



H.2

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

No. 6

Week Ending February 8, 2014

Testimony and Statements

Dodd-Frank Act Implementation -- statement by Governor Tarullo before the Senate Committee on Banking, Housing, and Urban Affairs on the Federal Reserve's activities in mitigating systemic risk and implementing the Dodd-Frank Act.

- Published, February 6, 2014

Volcker Rule -- statement by Governor Tarullo before the House Committee on Financial Services regarding the interagency final rule implementing section 619 of the Dodd-Frank Act, commonly known as the Volcker Rule.

- Published, February 5, 2014

Personnel

Office of Board Members -- appointment of Trevor Reeve as special adviser to the Chair, effective February 9, 2014.

- Announced, February 7, 2014

BS&R Banking Supervision and Regulation
C&CA Consumer and Community Affairs
FOMC Federal Open Market Committee

RBOPS Reserve Bank Operations and Payment Systems
IF International Finance
MA Monetary Affairs

Bank Branches, Domestic

New York

Adirondack Bank, Utica, New York -- to establish a branch at Avenue Plaza, 4697-A Commercial Drive, New Hartford.

- Approved, February 7, 2014

Atlanta

Compass Bank, Birmingham, Alabama -- to establish branches at 8100 Research Forest Drive, The Woodlands, Texas, and 10000 Woodlands Parkway (two applications).

- Approved, February 4, 2014

Minneapolis

Dacotah Bank, Aberdeen, South Dakota -- to establish a branch at 2510 8th Avenue Southwest, Jamestown, North Dakota.

- Approved, February 7, 2014

Richmond

John Marshall Bank, Reston, Virginia -- to establish a branch at 1330 New Hampshire Avenue, NW, Washington, D.C.

- Approved, February 6, 2014

Richmond

Virginia Partners Bank, Fredericksburg, Virginia -- to establish a branch at 115 East Charles Street, La Plata, Maryland.

- Approved, February 5, 2014

Bank Holding Companies

New York

Banco do Brasil S.A., Brasilia, Brazil -- commitment relief request.

- Granted, February 7, 2014

St. Louis

Bank of the Ozarks, Inc., Little Rock, Arkansas -- to acquire Bancshares, Inc., Houston, Texas, and thereby acquire OmniBank, N.A.

- Approved, February 7, 2014

San Francisco

Carpenter Bank Partners, Inc., Irvine, California; CCFW, Inc. dba Carpenter & Company; Carpenter Fund Manager GP, LLC; Carpenter Fund Management Company, LLC; Carpenter Community BancFund, L.P.; Carpenter Community BancFund-A, L.P.; and Carpenter Community BancFund-CA, L.P. -- to acquire shares of Heritage Oaks Bancorp, Paso Robles, and thereby indirectly acquire Heritage Oaks Bank.

- Approved, February 5, 2014

Dallas

Chalybeate Springs Corporation, Hughes Springs, Texas, and Hughes Springs Corporation, Dover, Delaware -- waiver of application to acquire Citizens State Bank, Tenaha, in connection with its merger with and into Chalybeate Springs's subsidiary, First National Bank, Hughes Springs.

- Granted, February 7, 2014

Kansas City

Haines Financial Corp., Oklahoma City, Oklahoma -- waiver of application for its subsidiary, Bank 7, Oklahoma City, to acquire The Montezuma State Bank, Montezuma, Kansas, in connection with Montezuma State Bank's merger with and into Bank 7.

- Granted, February 3, 2014

Bank Holding Companies

San Francisco

Heritage Oaks Bancorp, Paso Robles, California -- to merge with Mission Community Bancorp, San Luis Obispo.

- Approved, February 5, 2014

Atlanta

Home Bancorp, Inc., Lafayette, Louisiana -- waiver of application to acquire Britton & Koontz Capital Corporation, Natchez, Mississippi, in connection with the merger of their respective subsidiaries, Home Bank, Lafayette, and Britton & Koontz Bank, N.A., Natchez.

- Granted, February 7, 2014

St. Louis

Midwest Community Bancshares, Inc., Marion, Illinois -- waiver of application to acquire First Southern Bancshares, Inc., Carbondale, in connection with the merger of their respective subsidiaries, The Bank of Marion, Marion, and First Southern Bank, Carbondale.

- Granted, February 3, 2014

Cleveland

Poage Bankshares, Inc., Ashland, Kentucky -- waiver of application to acquire Town Square Financial Corporation, Ashland, in connection with the merger of their respective subsidiaries, Home Federal Savings and Loan Association and Town Square Bank, Inc.

- Granted, February 7, 2014

Bank Holding Companies

Dallas

Strategic Growth Bank Incorporated, El Paso, Texas, and Strategic Growth Bancorp Incorporated -- to acquire shares of Guardian Mortgage Company, Inc., Richardson, and thereby engage in extending credit, servicing loans, and engaging under contract with a third party in asset management, servicing, and collection of assets.

- Approved, February 6, 2014

Cleveland

TriState Capital Holdings, Inc., Pittsburgh, Pennsylvania -- to acquire Chartwell Investment Partners, L.P., Berwyn.

- Approved, February 6, 2014

Bank Mergers

Atlanta

Franklin Synergy Bank, Franklin, Tennessee -- to merge with MidSouth Bank, Murfreesboro.

- Approved, January 28, 2014

(A/C)

Change in Bank Control

Chicago

First Bancorp, Inc., Yates City, Illinois -- to retain control of First Bancorp, Inc. and its subsidiary, Bank of Yates City, Yates City.

- Permitted, February 6, 2014

Cleveland

North Valley Bancshares, Inc., Zanesville, Ohio -- to retain control of North Valley Bancshares, Inc. and its subsidiary, North Valley Bank, Zanesville.

- Permitted, February 3, 2014

Membership

Kansas City

The Peoples Bank, Pratt, Kansas -- to become a member of the Federal Reserve System.

- Approved, February 7, 2014

Savings and Loan Holding Companies

Philadelphia

Clifton MHC, Clifton, New Jersey -- to convert from mutual to stock form and to merge with and into Clifton Bancorp, Inc., Clifton; and for Clifton Bancorp, Inc. to become a savings and loan holding company by acquiring Clifton Savings Bank, Clifton.

- Approved, February 6, 2014

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending February 8, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

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 February 8, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK OF NEW YORK MELLON, THE	Investment	The Bank of New York Mellon, New York, New York, provides prior notice to the Board, pursuant to Section 211.9(f) of Regulation K, of its intention to make an investment.	Newspaper: Federal Register:	Not applicable Not applicable
BANK OF NEW YORK MELLON, THE	Other Foreign	The Bank of New York Mellon, New York, New York, on behalf of Mellon Overseas Investment Corporation, Greenville, Delaware ("MOIC") to amend MOIC's Articles of Association to change the location of its home office to New York, New York.	Newspaper: Federal Register:	Not applicable Not applicable

District: 2

Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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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 February 8, 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

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Institution	Location
NONE	

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District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending February 8, 2014

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					

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Institution	Location
NONE	

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District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending February 8, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
FREEDOM BANK OF VIRGINIA, THE	* Branch	The Freedom Bank of Virginia, Fairfax, Virginia, to retain a branch at 502 Maple Avenue West, Vienna, Virginia.	Newspaper: Federal Register:	02/07/2014 Not applicable
SOUTHERN NATIONAL BANCORP OF VIRGINIA, INC.	* 4c8 * 18C	Southern National Bancorp of Virginia, Inc., McLean, Virginia, to acquire 100% of the voting securities of Prince George's Federal Savings Bank, Upper Marlboro, Maryland. Additionally, Sonabank, McLean, Virginia, to merge with Prince George's Federal Savings Bank, Upper Marlboro, Maryland.	Newspaper: Federal Register:	02/24/2014 02/28/2014
UNION FIRST MARKET BANK	* 18C	Union First Market Bank, Richmond, Virginia, to merge with StellarOne Bank, Christiansburg, Virginia.	Newspaper: Federal Register:	03/03/2014 Not applicable

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 February 8, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
APOLLO BANCSHARES, INC.	* 3A3	Apollo Bancshares, Inc., Miami, Florida, to acquire 100 percent of the outstanding shares of First Bank of Miami Shares, Inc., and its subsidiary, First Bank of Miami, both of Coral Gables, Florida.	Newspaper: Federal Register:	02/22/2014 03/07/2014
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
IBERIABANK	* Branch	IBERIABANK, Lafayette, Louisiana, to establish a branch located at the corner of Beltway 8 and West Road, Houston, Texas, to be known as the Beltway Northwest Branch.	Newspaper: Federal Register:	02/15/2014 Not applicable
John W. Langdale, Jr. Trust	* SLHC Formation	John W. Langdale, Jr. Trust, Margaret E. Langdale Trust, and Lee L. Mikuta Trust, all of Valdosta, Georgia, to become savings and loans holding companies by acquiring Lowndes Bancshares, Inc., and its subsidiary, Commercial Banking Company, both of Valdosta, Georgia.	Newspaper: Federal Register:	Not available Not available
PRO FINANCIAL HOLDINGS, INC.	CIC	Prior change in control notice filed by Stephen Richard Winn, Judith Anderson Winn, Leslie W. Sokol, Michelle Stacey Winn, Jason David Winn, 3T.D.A., LLC, all of Tallahassee, Florida; and Susan Beth Winn, South West Ranches, Florida; Edward William Dougherty, Jr., Audrey Kay Dougherty, Iglar & Dougherty P.A. 401K Profit Sharing Plan and Trust (Edward Dougherty and George Iglar co-trustees), all of Tallahassee, Florida; to collectively control 24.42 percent of the outstanding shares of Pro Financial Holdings, Inc., and its subsidiary, ProBank, both of Tallahassee, Florida.	Newspaper: Federal Register:	Not available Not available
URBAN TRUST HOLDINGS, INC.	CIC	Prior change in control notice filed by Frank Joseph Hanna, Jr., of Summerville, Georgia, to acquire up to 9.99 percent of the outstanding shares of Urban Trust Holdings, Inc., and its subsidiary bank, Urban Trust Bank, both of Lake Mary, Florida. Total pro forma ownership will be 100 percent.	Newspaper: Federal Register:	02/20/2014 02/12/2014

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 February 8, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
TRI-COUNTY BANK	* Branch	Tri-County Bank, Brown City, Michigan, to establish a branch at 3433 Capac Road, Capac, Michigan.	Newspaper:	02/17/2014
			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 February 8, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
Main Street Bancshares, Inc.	3A1	Main Street Bancshares, Inc., Benton, Illinois, to become a bank holding company by acquiring 100 percent of Grand Rivers Community Bank, Grand Chain, Illinois.	Newspaper:	Not applicable
			Federal Register:	Not applicable

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 February 8, 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:	01/28/2014 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:	01/28/2014 02/06/2014
CITIZENS COMMUNITY BANCORP, INC.	* 3A1	Citizens Community Bancorp Inc., Eau Claire, Wisconsin, to become a bank holding company by acquiring 100 percent of Citizens Community Federal National Association, Altoona, Wisconsin. Citizens Community Federal intends to convert from a federal savings bank to a national charter and be renamed Citizens Community Federal National Association.	Newspaper: Federal Register:	03/01/2014 03/06/2014
LAKE CRYSTAL BANCORPORATION, INC.	CIC	Notice by The Lantz Bank Stock Trust, Lake Crystal, Minnesota, and Mr. Matthew W. Lantz, as trustee, and individually, Lake Crystal, Minnesota, to retain 25% or more of the shares of Lake Crystal Bancorporation, Inc., Lake Crystal, Minnesota, and thereby indirectly retain control of MinnStar Bank National Association, Lake Crystal, Minnesota.	Newspaper: Federal Register:	02/26/2014 02/24/2014
MINNESOTA COMMUNITY BANCSHARES, INC.	* 3A1	Minnesota Community Bancshares, Inc., Minneapolis, Minnesota, to become a bank holding company by acquiring 100 percent of Hartland Bancshares, Inc., Hartland, Minnesota, which owns Farmers State Bank of Hartland, Hartland, Minnesota.	Newspaper: Federal Register:	03/05/2014 03/06/2014
STEARNS FINANCIAL SERVICES, INC. EMPLOYEE STOCK OWNERSHIP PLAN	* 3A3	Stearns Financial Services, Inc., Employee Stock Ownership Plan, Saint Cloud, Minnesota, to retain and acquire additional stock and increase its ownership interest up to a maximum of 26% of Stearns Financial Services, Inc., Saint Cloud, Minnesota, and thereby indirectly increase its control of Stearns Bank National Association, Saint Cloud, Minnesota, Stearns Bank of Upsala, National Association, Upsala, Minnesota, and Stearns Bank of Holdingford, National Association, Holdingford, Minnesota.	Newspaper: Federal Register:	Not available 02/27/2014

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending February 8, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
UNION HOLDING COMPANY	CIC	Retroactive change in control notice by the Gordon H. Hoffner 2011 Irrevocable Family Trust, Hazen, North Dakota (the "Trust") and Wayne G. Hoffner, Hazen, North Dakota, individually, and as trustee of the Trust, to retain control of 25% or more of the shares of Union Holding Company, Halliday, North Dakota ("Union"), and thereby indirectly control The Union Bank, Beulah, North Dakota ("Bank"). In addition, Lynette Janelle Bjornson, Mandan, North Dakota, is filing retroactively to retain shares of Union and thereby join the Hoffner family shareholder group that controls 25% or more of Union.	Newspaper:	Not available
			Federal Register:	02/27/2014

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 February 8, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
EMERALD BANK	CIC	Notice by Tommy J. Lowery, Jeanice F. Lowry, Janice K. Slack, and Michael H. Slack, all of Oxford, Kansas, as members of the Catlin family group, to retain control of Emerald Bank, Burden, Kansas.	Newspaper: Federal Register:	02/14/2014 Not available
FIRST STATE BANK OF COLORADO	* Branch	First State Bank of Colorado, Hotchkiss, Colorado, to establish a branch at 8110 East Union Avenue, Suit 125, Denver, Colorado.	Newspaper: Federal Register:	Not available Not applicable

District: 10

Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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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 February 8, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
FROST BANK	* Branch	Frost Bank, San Antonio, Texas, to establish a branch at 7859 Walnut Hill Lane, Suite C-01, Dallas, Texas 75230.	Newspaper:	01/29/2014
			Federal Register:	Not applicable
MCGREGOR BANCSHARES, INC.	* 3A1	McGregor Bancshares, Inc., McGregor, Texas, to become a bank holding company by acquiring 100 percent of The First National Bank of McGregor, McGregor, Texas.	Newspaper:	Not available
			Federal Register:	03/07/2014

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 February 8, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
BAY COMMERCIAL BANK	* 18C * Branch	Bay Commercial Bank, Walnut Creek, California, to merge with Community Bank of San Joaquin, Stockton, California, and thereby acquire two branch offices.	Newspaper: Federal Register:	Not available Not applicable
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

* Subject to the provisions of the Community Reinvestment Act

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