
Federal Reserve Release



H.2

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

No. 8

Week Ending February 22, 2014

Forms

Forms -- final Board review (1) to extend with revision the Financial Statements of U.S. Nonbank Subsidiaries of U.S. Holding Companies (FR Y-11), Abbreviated Financial Statements of U.S. Nonbank Subsidiaries of U.S. Holding Companies (FR Y-11S), Financial Statements of Foreign Subsidiaries of U.S. Banking Organizations (FR 2314), Abbreviated Financial Statements of Foreign Subsidiaries of U.S. Banking Organizations (FR 2314S), Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations (FR Y-7N), and Abbreviated Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations (FR Y-7NS) and (2) to extend without revision the Consolidated Report of Condition and Income for Edge and Agreement Corporations (FR 2886b) and Capital and Asset Report for Foreign Banking Organizations (FR Y-7Q).

- Approved, February 18, 2014

Monetary and Financial Policy

Term Deposit Facility -- fixed-rate offerings of seven-day term deposits on March 3, 10, and 17, and floating-rate offering of seven-day term deposits on March 24, 2014.

- Announced, February 21, 2014

Regulations and Policies

Regulation YY (Enhanced Prudential Standards) -- final rule to implement enhanced prudential standards for large U.S. bank holding companies and foreign banking organizations to increase the resiliency of their operations, in accordance with the Dodd-Frank Act.

- Approved, February 18, 2014

Risk-Based Capital Requirements -- (1) authorization for certain banking organizations to exit the "parallel run" and begin using the advanced approaches framework to determine their risk-based capital requirements and (2) publication of a final rule (Regulations Y and YY) to clarify the Board's stress testing and capital planning requirements.

- Approved, February 20, 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**

Kansas City

FirstBank, Lakewood, Colorado -- to establish a branch at 1720 South Power Road, Mesa, Arizona.

- Approved, February 20, 2014

Bank Holding Companies

St. Louis

Cabool State Bank Employee Stock Ownership Plan, Cabool, Missouri -- to acquire additional shares of Cabool Bancshares, Inc., Cabool, and thereby increase its indirect control of Cabool State Bank.

- Approved, February 21, 2014

Minneapolis

Central Bancshares, Inc., Golden Valley, Minnesota -- to acquire First Financial Holdings, Golden Valley, and thereby acquire First National Bank and Trust, Barron, Wisconsin.

- Approved, February 20, 2014

Cleveland

Huntington Bancshares Incorporated, Columbus, Ohio -- waiver of application to acquire Camco Financial Corporation, Cambridge, in connection with the merger of their respective subsidiaries, The Huntington National Bank, Columbus, and Advantage Bank, Cambridge.

- Granted, February 21, 2014

Bank Holding Companies

San Francisco

IMB HoldCo LLC, Pasadena, California; OneWest Bank Group LLC; IMB Management Holdings GP LLC; IMB Management Holdings LP; and The SHM 2009D Trust, Palm Beach, Florida -- to become bank holding companies on conversion of OneWest Bank, FSB, Pasadena, from a federal savings association to a national bank.

- Approved, February 19, 2014

Kansas City

Tulsa Valley Bancshares Corporation, Tulsa, Oklahoma -- to acquire Lake Bancshares Corporation, Owasso, and Bank of the Lakes, N.A.

- Approved, February 20, 2014

Change in Bank Control

Minneapolis

Dutton Bancorporation, Inc., Dutton, Montana -- to retain control of Dutton Bancorporation, Inc. and its subsidiary, Dutton State Bank, Dutton.

- Permitted, February 19, 2014

Atlanta

First American Bancorp, Athens, Georgia -- change in bank control of First American Bancorp and its subsidiary, First American Bank and Trust Company, Athens.

- Permitted, February 21, 2014

Minneapolis

Headwaters Bancorp, Inc., Land O'Lakes, Wisconsin -- change in bank control of Headwaters Bancorp, Inc. and its subsidiary, Headwaters Bank, Land O' Lakes.

- Permitted, February 21, 2014

Change in Bank Control

Richmond

Regional Bankshares, Inc., Hartsville, South Carolina -- change in bank control of Regional Bankshares, Inc. and its subsidiary, Heritage Community Bank, Hartsville.

- Permitted, February 20, 2014

Financial Holding Companies

Kansas City

First Missouri Bancshares, Inc., Brookfield, Missouri -- election to become a financial holding company.

- Effective, February 18, 2014

Membership

Dallas

The Bank and Trust, SSB, Del Rio, Texas -- to become a member of the Federal Reserve System.

- Approved, February 20, 2014

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending February 22, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
COMPUTERSHARE TRUST COMPANY, NATIONAL ASSOCIATION	Foreign Branch	Computershare Trust Company, N.A. (CTCNA), Canton, Massachusetts, seeks prior notice to establish a branch in Manila, Philippines, pursuant to Regulation K.	Newspaper: Federal Register:	Not applicable Not applicable
NORTH BROOKFIELD SAVINGS BANK	* 18C	North Brookfield Savings Bank, North Brookfield, Massachusetts (NBSB) to merge with FamilyFirst Bank, Ware, Massachusetts, with NBSB as the surviving entity.	Newspaper: Federal Register:	Not available 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 Second Quarter of 2014 (April 1, 2014 - June 30, 2014)

Institution	Location
BROOKLINE BK	BROOKLINE, MASSACHUSETTS
MARBLEHEAD BK	MARBLEHEAD, MASSACHUSETTS

* Subject to the provisions of the Community Reinvestment Act

District: 2

Federal Reserve Bank of New York

Filings received during the week ending February 22, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 2

Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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Institution	Location
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District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending February 22, 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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NONE

CRA Examinations scheduled for Second Quarter of 2014 (April 1, 2014 - June 30, 2014)

Institution	Location
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District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending February 22, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIFTH THIRD BANK	* Branch	Application by Fifth Third Bank, Cincinnati, Oh to establish a branch at 8001 Golf Road, Niles, IL.	Newspaper:	02/28/2014
			Federal Register:	Not applicable

District: 4

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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	NONE				

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Institution	Location
HAMLER ST BK	HAMLER, OHIO
OHIO VALLEY BK CO	GALLIPOLIS, OHIO
OTTOVILLE BK CO	OTTOVILLE, OHIO

* Subject to the provisions of the Community Reinvestment Act

District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending February 22, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
COMMUNITY BANK OF THE CHESAPEAKE	* Branch	Community Bank of the Chesapeake, Waldorf, Maryland, to establish a branch at 1340 Central Park Boulevard, Suite 106, Fredericksburg, Virginia.	Newspaper:	02/28/2014
			Federal Register:	Not applicable

District: 5

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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Institution	Location
BANK OF HAMPTON ROADS	VIRGINIA BEACH, VIRGINIA
BLUE RIDGE BK	LURAY, VIRGINIA
FIRST CMNTY BK	BLUEFIELD, VIRGINIA
LOGAN B&TC	LOGAN, WEST VIRGINIA
VIRGINIA B&TC	DANVILLE, VIRGINIA

* Subject to the provisions of the Community Reinvestment Act

District: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending February 22, 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
IBERIABANK	* 18C * Branch	IBERIABANK, Lafayette, Louisiana, to merge with Teche Federal Bank, New Iberia, Louisiana.	Newspaper: Federal Register:	03/19/2014 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:	03/03/2014 03/11/2014
PERRY BANKING COMPANY, INC.	4c8	Perry Banking Company, Inc., Perry, Florida, to engage in making, acquiring, brokering, or servicing loans, or other extensions of credit.	Newspaper: Federal Register:	Not applicable 03/12/2014
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:	02/27/2014 03/03/2014
SUNTRUST BANK	PWI	SunTrust Bank, Atlanta, Georgia, request for approval to make public welfare investments to the extent that SunTrust Bank's aggregate exposure to public welfare investments does not exceed 10.0 percent of its capital and surplus.	Newspaper: Federal Register:	Not applicable Not applicable

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for Second Quarter of 2014 (April 1, 2014 - June 30, 2014)

Institution	Location
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District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending February 22, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
CNB CORPORATION	CIC	Rick A. Tromble and Michele L. Tromble, individually and as trustees of the Rick A. Tromble Revocable Living Trust and the Michele L. Tromble Revocable Living Trust, both of Cheboygan, Michigan, to retain ten percent or more of the outstanding voting stock and thereby control of CNB Corporation, Cheboygan, Michigan. CNB Corporation controls Citizens National Bank of Cheboygan, a national banking association, also of Cheboygan, Michigan.	Newspaper:	Not available
			Federal Register:	03/13/2014

Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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	NONE				

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Institution	Location
BANK 1ST	WEST UNION, IOWA
EASTERN MI BK	CROSWELL, MICHIGAN
FIRST ST BK OF PORTER	PORTER, INDIANA
FRIENDSHIP ST BK	FRIENDSHIP, INDIANA
LA SALLE ST BK	LA SALLE, ILLINOIS
NORTH SHORE CMNTY B&TC	WILMETTE, ILLINOIS
SECURITY T&SB	STORM LAKE, IOWA
TITONKA SVG BK	TITONKA, IOWA

* Subject to the provisions of the Community Reinvestment Act

District: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending February 22, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANCORPSOUTH, INC.	* 3A5	BancorpSouth, Inc., Tupelo, Mississippi, to acquire, through merger, Ouachita Bancshares Corporation and thereby indirectly acquire Ouachita Independent Bank, both of Monroe, Louisiana.	Newspaper: Federal Register:	Not available Not available
BANK OF THE OZARKS INC	* 3A3	Bank of the Ozarks, Inc., Little Rock, Arkansas, to merge with Summit Bancorp, Inc., Arkadelphia, Arkansas, and thereby indirectly acquire Summit Bank, Arkadelphia, Arkansas and will merge into Bank of the Ozarks, Little Rock, Arkansas.	Newspaper: Federal Register:	Not available 03/21/2014
BEAR STATE FINANCIAL HOLDINGS, LLC	* 3A1	Bear State Financial Holdings, LLC, Little Rock, Arkansas and First Federal Bancshares of Arkansas, Inc., Harrison, Arkansas to become bank holding companies through the acquisition of 100 percent of First National Security Company, Hot Springs, Arkansas and thereby indirectly acquire Heritage Bank, N.A., Jonesboro, Arkansas and First National Bank, Hot Springs, Arkansas.	Newspaper: Federal Register:	Not available Not available
FARMERS BANK & TRUST COMPANY	* Branch	Farmers Bank and Trust Company, Magnolia, Arkansas, to establish a branch facility to be located at 1102 Arkansas Blvd., Texarkana, Arkansas.	Newspaper: Federal Register:	02/28/2014 Not applicable
RODGER O. RINEY FAMILY VOTING TRUST U/A/D 12/31/2012	* SLHC Other	Roger O. Riney Family Voting Trust U/A/D 12/31/12, Town and Country, Missouri, to become a saving and loan holding company by acquiring control of Scottrade Financial Services, Inc., Town and Country, Missouri, and thereby indirectly acquire Scottrade Bank, Town and Country, Missouri, and Boulevard Bank, Neosho, Missouri.	Newspaper: Federal Register:	Not available Not available

District: 8

Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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Institution	Location
BANK OF LA	LOUISIANA, MISSOURI
CENTRAL TR BK	JEFFERSON CITY, MISSOURI
CROSS COUNTY BK	WYNNE, ARKANSAS
FIRST FINANCIAL BK	EL DORADO, ARKANSAS
FIRST ST BK OF DEQUEEN	DEQUEEN, ARKANSAS
TRIUMPH BK	MEMPHIS, TENNESSEE
UNION BK OF MENA	MENA, ARKANSAS

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending February 22, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
BALDWIN BANCSHARES, INC.	CIC	Retroactive Change in Control notice by Michael R. Heebink, Baldwin WI, individually and as co-trustee of the Shirley E Heebink Family Trust, and as part of the group acting in concert with the Shirley E Heebink Trust; its co-trustees Shirley E Heebink, Baldwin, WI, and Michael R. Heebink; and Mary Heebink, Baldwin, WI, to retain 10 percent or more of the shares and thereby control of Baldwin Bancshares, Inc., Baldwin, Wisconsin, and thereby the First Bank of Baldwin, Baldwin, Wisconsin. And, a retroactive notice by the Rasmussen Group, which includes Dane L. Rasmussen, Baldwin, WI, the Debra L Rasmussen Irrevocable Trust Dated December 18, 2012, Baldwin, WI (Dane L Rasmussen, trustee); Jack Rasmussen, Baldwin, WI; Emily Shimota, Inver Grove Heights, MN; Sidney Rasmussen, St. Paul, MN; Lynne VanDeelen, Duluth, MN; and Nancy Fox, Maplewood, MN; as a group acting in concert, to retain 10 percent or more of the shares and thereby control of Baldwin Bancshares, Inc., Baldwin, Wisconsin.	Newspaper: Federal Register:	Not available 03/11/2014
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: Federal Register:	Not available 02/27/2014

District: 9

Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for Second Quarter of 2014 (April 1, 2014 - June 30, 2014)

Institution	Location
COMMUNITY BK	RONAN, MONTANA
FIRST CMNTY BK	GLASGOW, MONTANA
FIRST PREMIER BK	SIOUX FALLS, SOUTH DAKOTA
TETON BKS	FAIRFIELD, MONTANA
WESTERN BK OF WOLF POINT	WOLF POINT, MONTANA

* Subject to the provisions of the Community Reinvestment Act

District: 10

Federal Reserve Bank of Kansas City

Filings received during the week ending February 22, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIRST AMERICAN BANK	* Branch	First American Bank, Purcell, Oklahoma, to establish a branch at 117 W. Broadway, Lexington, Oklahoma.	Newspaper: Federal Register:	Not available Not applicable
OTTEN HOLDINGS, LLC	* 3A1 4c8	Otten Holdings, LLC, to become a bank holding company through the acquisition of 33.74 percent of the voting shares of FEO Investments, Inc., parent of Elkhorn Valley Bank and Trust, all of Norfolk, Nebraska, and thereby, to engage in general insurance and community development activities.	Newspaper: Federal Register:	Not available 03/24/2014

District: 10

Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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Institution	Location
BANK 7	OKLAHOMA CITY, OKLAHOMA
BANK OF ELGIN	ELGIN, NEBRASKA
CITIZENS ST B&TC	ELLSWORTH, KANSAS
FIRST B&TC	CLINTON, OKLAHOMA
FIRST ST BK OF NEWCASTLE	NEWCASTLE, WYOMING
HIGH CNTRY BK	SALIDA, COLORADO
LAKESIDE BK OF SALINA	SALINA, OKLAHOMA
LUSK ST BK	LUSK, WYOMING
RCB BK	CLAREMORE, OKLAHOMA
VERUS BK OF CMRC	FORT COLLINS, COLORADO

* Subject to the provisions of the Community Reinvestment Act

District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending February 22, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
A.N.B. HOLDING COMPANY, LTD.	* 3A3	A.N.B. Holding Company, Ltd., Terrell, Texas, to acquire additional shares up to 38% of The ANB Corporation, Terrell, Texas, and indirectly acquire The American National Bank of Texas, Terrell, Texas; Lakeside Bancshares, Inc., Rockwall, Texas; and Lakeside National Bank, Rockwall, Texas.	Newspaper: Federal Register:	03/07/2014 03/20/2014
BANK AND TRUST, SSB, THE	Member	Application by The Bank and Trust, SSB, Del Rio, Texas, to become a member of the Federal Reserve System.	Newspaper: Federal Register:	Not applicable Not applicable
INDUSTRY BANCSHARES, INC.	* 3A3	Industry Bancshares, Inc., Industry, Texas, to acquire 100 percent of the outstanding shares of Bank of Brenham, National Association, Brenham, Texas.	Newspaper: Federal Register:	Not available 03/15/2014
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: Federal Register:	Not available 03/07/2014
WILLS POINT FINANCIAL CORPORATION	CIC	Retroactive notice of Change of Control by Mary Ruth Ellis individually and as Executrix of the Estate of Norman Ellis, North Richland Hills, Texas; David W. Ellis, and Duncan J. Ellis, both of Richland Hills, Texas; and Deana Hoffman, North Richland Hills, Texas; to acquire and control greater than 10 percent of Wills Point Financial Corporation, Wills Point, Texas, and indirectly Citizens National Bank, Wills Point, Texas.	Newspaper: Federal Register:	Not available 03/10/2014

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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

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

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

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

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

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

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

CRA Examinations scheduled for Second Quarter of 2014 (April 1, 2014 - June 30, 2014)

Institution	Location
BANK OF CMRC	MCLEAN, TEXAS
TEXAS CMNTY BK	LAREDO, TEXAS

District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending February 22, 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
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

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Institution	Location
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* Subject to the provisions of the Community Reinvestment Act