
Federal Reserve Release



H.2

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

No. 13

Week Ending March 29, 2014

Bank Holding Companies

Community & Southern Holdings, Inc., Atlanta, Georgia -- to acquire Verity Capital Group, Inc., Winder, and thereby acquire Verity Bank.

- Approved, March 28, 2014

Umpqua Holdings Corporation, Portland, Oregon -- to acquire Sterling Financial Corporation, Spokane, Washington, and thereby acquire Sterling Savings Bank.

- Approved, March 28, 2014

Enforcement

Commerce Bancshares, Inc., Edina, Minnesota -- written agreement dated February 17, 2012, terminated March 14, 2014.

- Announced, March 25, 2014

Cowboy State Bank, Ranchester, Wyoming -- written agreement dated May 6, 2010, terminated March 20, 2014.

- Announced, March 27, 2014

Florida Bank Group, Inc., Tampa, Florida, and Florida Bank -- written agreement dated March 1, 2011, terminated March 19, 2014.

- Announced, March 25, 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**

Secretary

Arvest Bank, Fayetteville, Arkansas -- to establish a branch at 1710 Airport Road, Hot Springs.

- Approved, March 25, 2014

Richmond

First Capital Bank, Glen Allen, Virginia -- to establish a branch at 13201 Rittenhouse Drive, Midlothian.

- Approved, March 26, 2014

Bank Holding Companies

Dallas

A.N.B. Holding Company, Ltd., Terrell, Texas -- to acquire additional shares of The ANB Corporation, Terrell, and indirectly acquire The American National Bank of Texas; Lakeside Bancshares, Inc., Rockwall; and Lakeside National Bank.

- Approved, March 25, 2014

St. Louis

Bank of the Ozarks, Inc., Little Rock, Arkansas -- to acquire Summit Bancorp, Inc., Arkadelphia, and indirectly acquire Summit Bank; and for Summit Bank to merge with Bank of the Ozarks, Inc.'s subsidiary, Bank of the Ozarks, Little Rock.

- Approved, March 26, 2014

Bank Holding Companies

New York

Investors Bancorp, MHC, Short Hills, New Jersey -- relief from certain commitments.

- Withdrawn, March 25, 2014

San Francisco

Northrim BanCorp, Inc., Anchorage, Alaska -- waiver of application to acquire Alaska Pacific Bancshares, Inc., Juneau, in connection with the merger of their respective subsidiaries, Northrim Bank, Anchorage, and Alaska Pacific Bank, Juneau.

- Granted, March 26, 2014

Bank Mergers

Secretary

IberiaBank, Lafayette, Louisiana -- to merge with Teche Federal Bank, New Iberia, and thereby establish branches.

- Approved, March 26, 2014

Banks, Foreign

Director, BS&R

Banque Centrale Populaire, Casablanca, Morocco -- to establish a representative office in Washington, D.C.

- Approved, March 28, 2014

Banks, Nonmember, and Miscellaneous Institutions

Director, BS&R

EJF Capital LLC, Arlington, Virginia -- modification of a commitment.

- Granted, March 27, 2014

Change in Bank Control

San Francisco

U & I Financial Corp., Lynnwood, Washington -- to retain control of U & I Financial Corp. and its subsidiary, UniBank, Lynnwood.

- Permitted, March 25, 2014

Minneapolis

Union Holding Company, Halliday, North Dakota -- to retain control of Union Holding Company and its subsidiary, The Union Bank, Beulah.

- Permitted, March 26, 2014

Extensions of Time

Cleveland

The Genoa Banking Company, Genoa, Ohio -- extension to September 30, 2014, to establish a branch at 5501 Monroe Street, Sylvania, and to exceed the limit on investment in bank premises.

- Granted, March 25, 2014

Financial Holding Companies

Atlanta

Three Shores Bancorporation, Inc., Orlando, Florida -- election to become a financial holding company.

- Effective, March 28, 2014

District: 1**Federal Reserve Bank of Boston****Filings received during the week ending March 29, 2014**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BLUE HILLS BANCORP, INC	* 3A1	Application by Blue Hills Bancorp, Inc., Hyde Park, Massachusetts to acquire 100% of the outstanding capital stock of Blue Hills Bank, Hyde Park, Massachusetts, pursuant to section 3(a)(1) of the BHC Act of 1956, as amended, in connection with the conversion of Hyde Park Bancorp, MHC, Hyde Park, Massachusetts from mutual to stock form.	Newspaper: Federal Register:	Not available 04/21/2014
Kennebec Savings, MHC	* 3A1 * 3A3	Kennebec Savings, MHC and Kennebec Savings, Inc., both of Augusta, Maine, to become a mutual bank holding company and a stock bank holding company, respectively, by acquiring Kennebec Savings Bank, Augusta, Maine, pursuant to sections 3(a)(1) and 3(a)(3) of the Bank Holding Company Act of 1956, as amended.	Newspaper: Federal Register:	Not available Not available
MELROSE BANCORP, INC.	* 3A1	Melrose Bancorp, Inc., Melrose, Massachusetts to acquire 100% of the outstanding capital stock of Melrose Cooperative Bank, Melrose, Massachusetts, pursuant to section 3(a)(1) of the BHC Act, in connection with the conversion of the bank from mutual to stock form.	Newspaper: Federal Register:	Not available 04/21/2014
MERIDIAN BANCORP, INC.	* 3A1	Meridian Bancorp, Inc., Peabody, Massachusetts to acquire 100% of the outstanding capital stock of East Boston Savings Bank, East Boston, Massachusetts, pursuant to section 3(a)(1) of the BHC Act, in connection with the conversion of Meridian Financial Services, Inc., East Boston, Massachusetts, from mutual to stock form.	Newspaper: Federal Register:	Not available 04/10/2014
PILGRIM BANCSHARES, INC.	* 3A1	Application by Pilgrim Bancshares, Inc., Cohasset, Massachusetts to acquire 100% of the outstanding capital stock of Pilgrim Bank, Cohasset, Massachusetts, pursuant to section 3(a)(1) of the BHC Act, in connection with the conversion of Conahasset Bancshares, MHC from mutual to stock form.	Newspaper: Federal Register:	Not available 04/22/2014

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 March 29, 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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NONE					

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Institution	Location
NONE	

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District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending March 29, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK OF LANDISBURG, THE	* Branch	The Bank of Landisburg, Landisburg, PA, to establish a branch office located at the Intersection of Routes 34 and 849, Oliver Township, Perry County, PA, current address being 2780 Keystone Way, Newport, PA.	Newspaper:	Not available
			Federal Register:	Not applicable
KEARNY MHC	* SLHC Acquisition	Kearny MHC and Kearny Financial Corporation, both of Kearny, NJ, to acquire 100 percent of Atlas Bank, Brooklyn, NY, and merge it with and into the applicants wholly owned subsidiary, Kearny Federal Savings Bank, Kearny, NJ.	Newspaper:	Not available
			Federal Register:	04/23/2014

District: 3

Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending March 29, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
HEARTLAND BANK	* Branch Premises	Application by Heartland Bank, Gahanna, OH to establish a branch at 421 Hill Road North, Pickerington, OH and request to exceed investment limits of Section 24A of Federal Reserve Act.	Newspaper: Federal Register:	04/11/2014 Not applicable
MARS NATIONAL BANCORP, INC.	* 3A1	Mars National Bancorp, Inc., Mars, Pennsylvania to become a bank holding company by acquiring 100% of the voting shares of Mars National Bank of Mars, Pennsylvania.	Newspaper: Federal Register:	Not available Not available

District: 4

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending March 29, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
FOUR OAKS FINCORP, INC.	CIC	Mr. Kenneth R. Lehman, Arlington, Virginia, to acquire up to 49.9% of the outstanding shares of Four Oaks Fincorp, Inc., Four Oaks, North Carolina.	Newspaper:	Not available
			Federal Register:	Not available

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 March 29, 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
CALUSA NATIONAL BANK	* Branch	Calusa National Bank, Punta Gorda, Florida, to establish a branch located at 247 Tamiami Trail South, Venice, Florida, known as the Venice Branch.	Newspaper: Federal Register:	03/31/2014 Not applicable
CENTERSTATE BANKS, INC.	* 3A5	CenterState Banks, Inc., Davenport, Florida, to merge with First Southern Bancorp, Inc., and thereby acquire its subsidiary, First Southern Bank, both of Boca Raton, Florida.	Newspaper: Federal Register:	04/20/2014 04/21/2014
FIRST BANCSHARES, INC., THE	* 3A5	The First Bancshares, Inc., Hattiesburg, Mississippi, to merge with BCB Holding Company, Inc., and thereby acquire its subsidiary, Bay Bank, both of Mobile, Alabama.	Newspaper: Federal Register:	04/18/2014 04/25/2014
SUNSHINE BANCORP, INC.	* SLHC Formation	Sunshine Bancorp, Inc., Plant City, Florida, to become a savings and loan holding company through the acquisition of all of the outstanding voting stock of Sunshine State Federal Savings and Loan Association, both of Plant City, Florida. The savings and loan holding company will be formed in connection with the proposed mutual-to-stock conversion of Sunshine State Federal Savings and Loan Association, a federally chartered mutual savings bank.	Newspaper: Federal Register:	Not available Not available

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending March 29, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
F & M BANKSHARES, INC.	CIC	Thomas K. Maxwell of Marinette, Wisconsin, individually, Thomas K. Maxwell II of Peshtigo, Wisconsin, individually, Cheryl R. Maxwell of Marinette, Wisconsin, individually, Edward F. Maxwell of Madison, Wisconsin, individually, and Gary L. Maxwell of Milford, Indiana, individually, and as a group acting in concert, intend to retain 10 percent or more of the shares and thereby presumed control of F&M Bankshares, Inc., Marinette, Wisconsin.	Newspaper: Federal Register:	Not available Not available
GREATER CHICAGO FINANCIAL CORP.	* 4c8	Notice by Greater Chicago Financial Corporation, Chicago, Illinois, to acquire 100 percent of PNA Bank, Chicago, Illinois.	Newspaper: Federal Register:	Not available Not available
MINIER FINANCIAL, INC. EMPLOYEE STOCK OWNERSHIP PLAN W/401(K) PROVISIONS	* 3A3	Minier Financial, Inc. Employee Stock Ownership Plan with 401(k) Provisions, Minier, Illinois, to increase its ownership of Minier Financial, Inc., Minier, Illinois, from 37 percent to 51 percent, and thereby increase its indirect ownership of First Farmers State Bank, Minier, Illinois.	Newspaper: Federal Register:	04/11/2014 04/22/2014
NORTH SHORE COMMUNITY BANK & TRUST COMPANY	* 18C * Branch	North Shore Community Bank and Trust Company, Wilmette, Illinois, to purchase certain assets and assume certain liabilities of Northbrook Bank and Trust Company, Northbrook, Illinois.	Newspaper: Federal Register:	04/21/2014 Not applicable
STEPHENSON NATIONAL BANCORP, INC.	* 3A5	Stephenson National Bancorp, Inc., Marinette, Wisconsin, to merge with PWB Bancshares, Inc., Wausaukee, Wisconsin, and thereby indirectly acquire control of Bank North, Wausaukee, Wisconsin.	Newspaper: Federal Register:	Not available 04/07/2014
TOWN AND COUNTRY BANK	* Branch	Town and Country Bank, Springfield, Illinois, to establish a branch office at 2525 Broadway Street, Quincy, Illinois.	Newspaper: Federal Register:	04/17/2014 Not applicable
WOODTRUST BANK, NATIONAL ASSOCIATION	Member	WoodTrust Bank, N. A., Wisconsin Rapids, Wisconsin, to become a member of the Federal Reserve System.	Newspaper: Federal Register:	Not applicable Not applicable

District: 7

Federal Reserve Bank of Chicago

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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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 March 29, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
JAMESMARK BANKSHARES, INC.	* 3A3	Jamesmark Bancshares, Inc., Springfield, Missouri, to acquire 80 percent or more of the outstanding common stock of Bank of Ash Grove, Ash Grove, Missouri.	Newspaper:	04/18/2014
			Federal Register:	Not available
UNITED BANK	Member	United Bank, Springdale, Arkansas, to become a member of the Federal Reserve System.	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 March 29, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
ALERUS FINANCIAL CORPORATION	* 3A3	Alerus Financial Corporation, Grand Forks, North Dakota, to acquire 100 percent of Private Bancorporation, Inc., Minneapolis, Minnesota, and thereby indirectly acquire Private Bank Minnesota, Minneapolis, Minnesota.	Newspaper:	04/24/2014
			Federal Register:	Not available
SECURITY FINANCIAL SERVICES CORPORATION	* 3A5 * 18C	Security Financial Services Corporation, Durand, Wisconsin, to merge with Bloomer Bancshares, Inc., Bloomer, Wisconsin, and thereby indirectly acquire Peoples State Bank of Bloomer, Bloomer, Wisconsin. In addition, Security Financial Bank, Durand, Wisconsin, intends to merge with Peoples State Bank of Bloomer, Bloomer, Wisconsin.	Newspaper:	Not available
			Federal Register:	04/14/2014

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 March 29, 2014**

Filer	Filing Type	Filing Proposal	End of Comment Period	
CITIZENS BANKSHARES, INC.	CIC	Notice filed by Forest L. Kelly and Betty R. Kelly, both of Tulsa, Oklahoma, as members of the Kelly Family Group, acting in concert, to retain control of Citizens Bankshares, Inc., parent of Citizens State Bank, both in Okemah, Oklahoma.	Newspaper: Federal Register:	03/26/2014 03/25/2014
FIRSTBANK	* Branch	FirstBank, Lakewood, Colorado, to establish a branch at 600 North Broadway, Denver, Colorado.	Newspaper: Federal Register:	04/09/2014 Not applicable
LIBERTY BANCORP, INC.	CIC	Notification by Daniel G. O'Dell, the Daniel G. O'Dell Revocable Trust, Carefree Crossroads, Inc., KDawg Partners, LP, Wanda K. O'Dell, and the Wanda K. O'Dell Revocable Trust, all of Liberty, Missouri; Gary A. O'Dell, the Gary A. O'Dell Family 2011 Trust, Amy L. O'Dell, and the Amy L. O'Dell Family 2011 Trust, all of Kansas City, Missouri; and Karen M. O'Dell and the Karen M. O'Dell Family 2011 Trust, both of Palo Alto, California, to retain control of Liberty Bancorp, Inc., parent of BankLiberty, both of Liberty, Missouri.	Newspaper: Federal Register:	03/26/2014 03/20/2014

District: 10

Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for **Quarter of**

Institution	Location
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NONE

* Subject to the provisions of the Community Reinvestment Act

District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending March 29, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
F & M BANCSHARES, INC.	CIC	Notice by Sharon Bragg Clark, De Leon, Texas, to acquire up to 24.9 percent of the shares of F & M Bancshares, Inc., De Leon, Texas, and indirectly, Farmers and Merchants Bank, De Leon, Texas.	Newspaper:	04/02/2014
			Federal Register:	04/07/2014

* Subject to the provisions of the Community Reinvestment Act

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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NONE					

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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 March 29, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
FARMERS AND MERCHANTS BANK OF LONG BEACH	* Branch Premises	Farmers and Merchants Bank of Long Beach, Long Beach, California, to establish a branch office at 1333 South Pacific Coast Highway, Redondo Beach, California, and 2) to exceed the limitation on investment in bank premises pursuant to Section 208.21(a) of Regulation H.	Newspaper: Federal Register:	03/31/2014 Not applicable
FIRST NORTHWEST BANCORP	* 3A1	First Northwest Bancorp, Port Angeles, Washington, to become a bank holding company upon the conversion of First Federal Savings and Loan Association of Port Angeles, Port Angeles, Washington, from a mutual to stock savings bank.	Newspaper: Federal Register:	Not available 04/10/2014
GOLDEN PACIFIC BANCORP, INC.	CIC	Notice by Gapstow Capital Partners, L.P.; Gapstow Financial Growth Capital GP I LLC; Gapstow Financial Growth Capital Fund I LP; CJA Private Equity Financial Restructuring Master Fund I, L.P.; CJA Private Equity Financial Restructuring Fund I, Ltd., CJA Private Equity Financial Restructuring GP I, Ltd.; Christopher J. Acito & Associates GP, LLC; Christopher J. Acito; and Jack T. Thompson; all of New York, New York; and Timothy S.F. Jackson, Newtown, Connecticut; to acquire voting shares of Golden Pacific Bancorp, Sacramento, California, and thereby indirectly acquire control of Golden Pacific Bank, N.A., Marysville, California.	Newspaper: Federal Register:	04/03/2014 04/03/2014
SILICON VALLEY BANK	PWI	Silicon Valley Bank, Santa Clara, California, requesting pre-approval to make a public welfare investment in the amount of \$12,977,062 to fund investment in the Transbay project and \$9,434,661 to fund investment in the Rosa Parks project.	Newspaper: Federal Register:	Not applicable 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

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