Federal Reserve Release



H.2

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

No. 50

Week Ending December 10, 2011

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 implementation of the Dodd-Frank Act.

- Published, December 6, 2011

Bank Holding Companies

Brookline Bancorp, Inc., Brookline, Massachusetts -- to acquire Bancorp Rhode Island, Inc., Providence, Rhode Island, and Bank Rhode Island.

- Approved, December 7, 2011

Personnel

Division of International Finance -- appointment of Steven B. Kamin as director, effective December 11, 2011.

- Announced, December 8, 2011

Regulations and Policies

Market Risk Capital Rules -- publication for comment of amended interagency notice of proposed rulemaking to remove the use of credit ratings, in accordance with the Dodd-Frank Act, and incorporate alternative standards of creditworthiness to determine capital requirements for certain debt and securitization positions.

- Approved, December 7, 2011

Reserve Bank Operations

Reserve Bank Directors -- designation of chairs and deputy chairs of the twelve Federal Reserve Banks for 2012.

- Announced, December 5, 2011

Enforcement

Waccamaw Bank, Whiteville, North Carolina -- issuance of a prompt corrective action directive with the consent of the bank.

- Announced, December 6, 2011

BS&R Banking Supervision and Regulation RBOPS Reserve Bank Operations and Payment Systems

C&CAConsumer and Community AffairsIFInternational FinanceFOMCFederal Open Market CommitteeOSDOffice of Staff Director

Bank Branches, Domestic

San Francisco

Bay Commercial Bank, Walnut Creek, California -- to establish a branch at 960 School Street, Napa.

- Approved, December 7, 2011

Dallas

Comerica Bank, Dallas, Texas -- to establish a branch at 5450 Jackson Drive, La Mesa, California.

- Approved, December 6, 2011

Atlanta

Franklin Synergy Bank, Franklin, Tennessee -- to establish a branch at 4930 Thoroughbred Lane, Brentwood.

- Approved, December 8, 2011

Bank Holding Companies

Minneapolis

Bitterroot Holding Company, Lolo, Montana -- to merge with Ravalli County Bankshares, Inc., Hamilton, and thereby acquire Ravalli County Bank and increase its ownership of West One Bank, Kalispell.

- Approved, December 8, 2011

Dallas

DirecTex Holding Corp., Tyler, Texas -- to become a bank holding company and to acquire shares of Gladewater National Bank, Gladewater.

- Approved, December 8, 2011

Bank Holding Companies

St. Louis

First Clover Leaf Financial Corp, Edwardsville, Illinois -- to become a bank holding company on conversion of First Clover Leaf Bank, FSB, Edwardsville, from a federal savings bank to a state-chartered commercial bank.

- Withdrawn, December 5, 2011

Kansas City

Lindoe, Inc., Ordway, Colorado -- to engage in lending activities.

- Approved, December 9, 2011

Richmond

Security Federal Corporation, Aiken, South Carolina -- to become a bank holding company on conversion of Security Federal Bank, Aiken, from a federal savings bank to a state-chartered commercial bank.

- Approved, December 8, 2011

Philadelphia

Susquehanna Bancshares, Inc., Lititz, Pennsylvania -- to acquire Tower Bancorp, Inc., Harrisburg, and simultaneously to merge Graystone Tower Bank, Lancaster, with and into Susquehanna Bank, Lititz.

- Approved, December 8, 2011

Bank Mergers

San Francisco

AltaPacific Bank, Santa Rosa, California -- to merge with Stellar Business Bank, Covina, and thereby acquire a branch.

- Approved, December 7, 2011

Change in Bank Control

Minneapolis

Citizens State Bancshares, Inc., Lankin, North Dakota -- to retain control of Citizens State and its subsidiary bank, Citizens State Bank of Lankin, Lankin.

- Permitted, December 6, 2011

Minneapolis

First Rushmore Bancorporation, Inc., Worthington, Minnesota -- change in bank control of First Rushmore and its subsidiary bank, First State Bank Southwest, Pipestone.

- Permitted, December 5, 2011

Minneapolis

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

- Returned, December 6, 2011

Extensions of Time

Atlanta

Peoples Bancshares, Inc., Mendenhall, Mississippi -- extension to January 8, 2012, to become a bank holding company and to acquire Peoples Bank, Mendenhall.

- Granted, December 8, 2011

Financial Holding Companies

St. Louis

Cass Information Systems, Inc., Bridgeton, Missouri -- election to become a financial holding company.

- Effective, December 7, 2011

Federal Reserve Bank of Boston

Filings received during the week ending December 10, 2011

Filer Filing Type Filing Proposal End of Comment Period

^{*} Subject to the provisions of the Community Reinvestment Act

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

Public Date

Rating

Exam Method

NONE

CRA Examinations scheduled for Quarter of

Institution Location

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Federal Reserve Bank of New York

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Federal Reserve Bank of New York

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Federal Reserve Bank of Philadelphia

Filer	Filing Type	Filing Proposal	End of Comment	t Period
Continental Bank	CIC	Messrs. W. Kirk Wycoff, Philadelphia, PA, Ira M. Lubert, Philadelphia, PA, and James J. Lynch, Philadelphia, PA, collectively to acquire up to 18% of Continental Bank Holdings, Inc., Plymouth Meeting, PA.	Newspaper: Federal Register:	Not available 12/02/2011
FRANKLIN SECURITY BANCORP, INC.	CIC	Arthur J. Kania, St. Davids, PA, to acquire up to 23% of Franklin Security Bancorp, Inc., Wilkes Barre, PA.	Newspaper: Federal Register:	Not available 12/02/2011
PATRIOT FINANCIAL PARTNERS LP	CIC	Patriot Financial Partners, GP, L.P., Patriot Financial Partners, L.P., Patriot Financial Partners Parallel, L.P., Patriot Financial Partners, GP, LLC, Patriot Financial Managers, L.P., Patriot Financial Manager, LLC. and Messrs. Ira M. Lubert, W. Kirk Wycoff and James J. Lynch, all of Philadelphia, Pennsylvania, to purchase up to 24.9 percent of Porter Bancorp, Inc., Louisville, KY.	Newspaper: Federal Register:	Not available 09/21/2011

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Federal Reserve Bank of Philadelphia

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Federal Reserve Bank of Cleveland

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Federal Reserve Bank of Richmond

Filer	Filing Type	Filing Proposal	End of Commen	t Period
BANK OF AMERICA, NATIONAL ASSOCIATION	Investment	Bank of America, N.A., Charlotte, North Carolina, through its Edge Corporation, BankAmerica International Finance Corporation, San Francisco, California, to make an indirect investment of \$110 million in Bank of America Mexico, S.A., Institucion de Banca Multiple, Mexico City, Mexico.	Newspaper: Federal Register:	Not applicable Not applicable
PIONEER BANK	* Branch	Pioneer Bank, Stanley, Virginia, proposes to establish a branch at 1710 Seminole Trail, Suite 4, Charlottesville, Virginia	Newspaper: Federal Register:	12/22/2011 Not applicable
SANDY SPRING BANK	* Branch	Sandy Spring Bank, Olney, Maryland, to establish a branch at 5250 Port Royal Road, Springfield, Virginia	Newspaper: Federal Register:	12/16/2011 Not applicable
SUMMIT FINANCIAL GROUP, INC.	4c8	Summit Financial Group, Moorefield, West Virginia, to purchase up to \$5,000,000 interest in BAG Securities Fund, L.P., Austin, Texas	Newspaper: Federal Register:	Not applicable Not available

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Federal Reserve Bank of Richmond

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Federal Reserve Bank of Atlanta

Filer	Filing Type	Filing Proposal	End of Commen	t Period
1ST UNITED BANCORP, INC.	* 3A5 * 18C * Branch	1st United Bancorp (Bancorp), Boca Raton, Florida, to merge with Anderen Financial, Inc., and thereby directly acquire its subsidiary, Anderen Bank (Bank), both of Palm Harbor, Florida. In addition, Bancorp's subsidiary, 1st United Bank, Boca Raton, Florida, will merge with Bank.	Newspaper: Federal Register:	Not available Not available
CAPITALMARK BANK & TRUST	* Branch	CapitalMark Bank & Trust, Chattanooga, Tennessee, to establish the following branches: 10 Church Street, Clevland, Tennessee, to be known as the Cleveland Branch and 231 Jackson Square, Oak Ridge, Tennessee, to be known as the Oak Ridge Branch.	Newspaper: Federal Register:	Not available Not applicable

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Federal Reserve Bank of Atlanta

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Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	End of Commen	t Period
AMERICAN TRUST & SAVINGS BANK	* Branch	American Trust & Savings Bank, Dubuque, Iowa, to establish a branch facility at 1422 9th Street, S.E., Dyersville, Iowa.	Newspaper: Federal Register:	12/10/2011 Not applicable
BURLING BANCORP, INC.	* 3A1	Burling Bancorp, Inc., Chicago, Illinois, to become a bank holding company by acquiring 100 percent of the voting shares of Burling Bank, Chicago, Illinois.	Newspaper: Federal Register:	Not available 12/30/2011
EXCHANGE FINANCIAL, INC.	CIC	Notice by the Carl E. Stukenholtz, Perry, Iowa, individually for approval to control more than 60 percent, and acting in concert with James E. Wendl, Trustee of the James Wendl Revocable Trust, Panora, Iowa; Carol A. Wendl, Trustee of the Carol Wendl Revocable Trust, Panora, Iowa; Brian L. Thielges, Des Moines, Iowa; and Mary R. Thielges, Des Moines, Iowa, for approval to control more than 90 percent of the shares of Exchange Financial, Inc., Adair, Iowa, and thereby indirectly control Exchange State Bank, Adair, Iowa.	Newspaper: Federal Register:	Not available 12/22/2011
INSPIRE BANCSHARES INC	* 3A1	Inspire Bancshares, Inc., Tomah, Wisconsin, to become a bank holding company by acquiring 100 percent of the voting shares of Community State Bank, Norwalk, Wisconsin.	Newspaper: Federal Register:	Not available 01/06/2012
PINNACLE BANK	* 18C * Branch	Pinnacle Bank, Marshalltown, Iowa, to purchase certain assets and assume certain liabilities of the Home Federal Savings Bank, Rochester, Minnesota, branch located at 1301 South County Road, Toledo, Iowa. Pinnacle Bank will establish an office at 1301 South County Road, Toledo, Iowa, upon consummation of the proposal.	Newspaper: Federal Register:	Not available Not applicable
ROCK RIVERS BANCORP	CIC	Notice by the Schneidermann Family (George K. Schneidermann, Doris K. Schneidermann, Scott A. Schneidermann, Craig A. Schneidermann and Amy L. Schulte, all of Rock Rapids, Iowa), as a group acting in concert and George K. Schneidermann, individually, for approval to increase control to more than 25 percent of the shares of Rock Rivers Bancorp, Rock Rapids, Iowa, and thereby indirectly control Frontier Bank, Rock Rapids, Iowa.	Newspaper: Federal Register:	12/20/2011 12/19/2011

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Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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NONE

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Federal Reserve Bank of St. Louis

Filer	Filing Type	Filing Proposal	End of Comment	Period
ALTON BANCSHARES, INC.	* 3A3	Alton Bancshares, Inc., Alton, Missouri, to acquire 100 percent of First Community Bank of the Ozarks, Branson, Missouri.	Newspaper: Federal Register:	01/07/2012 12/27/2011

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Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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Federal Reserve Bank of Minneapolis

Filer	Filing Type	Filing Proposal	End of Commen	t Period
FIRST BEMIDJI HOLDING COMPANY	CIC	Change in Control Notice by the Eugene Joseph Welle Irrevocable HJW Trust, Hugh J. Welle, Trustee, Bemidji, Minnesota, and by Paulette E. Welle, Bemidji, Minnesota, for retroactive permission to join the Welle family shareholder group, which controls 25% or more of First Bemidji Holding Company, Bemidji, Minnesota, and thereby indirectly controls The First National Bank of Bemidji, Bemidji, Minnesota.	Newspaper: Federal Register:	12/19/2011 12/16/2011
MINNWEST CORPORATION	CIC	Change in Control Notice by Danita ("Kita") Louise McVay, Minneapolis, Minnesota, as executor of the M.D. McVay Estate, and Trustee of the Mary M. McVay Family Trust, the Elizabeth McVay Greene Irrevocable Trust, and the Marianna Marcelle Greene Irrevocable Trust, to retain 25% or more of the shares of Minnwest Corporation, Minnetonka, Minnesota. Jenny Lynn Verner, Victoria, Minnesota, Zachary Miller Zacek, Chicago, Illinois, Elizabeth McVay Greene, Brooklyn, New York, and Marianna Marcelle Greene, Minneapolis, Minnesota, to join the McVay Family Group, which controls 25% or more of the shares of Minnwest Corporation, Minnetonka, Minnesota, and thereby indirectly retain control of Minnwest Bank, M.V., Redwood Falls, Minnesota, Minnwest Bank South, Tracy, Minnesota, Minnwest Bank Luverne, Luverne, Minnesota, Minnwest Bank Metro, Eagan, Minnesota, and Minnwest Bank Sioux Falls, Sioux Falls, South Dakota.	Newspaper: Federal Register:	12/14/2011 12/09/2011
MOUNTAIN IRON HOLDINGS LLC	* 3A1	Mountain Iron Holdings, LLC, Buhl, Minnesota, to become a bank holding company by acquiring 100 percent of Timberland Bancorporation, Baxter, Minnesota, and thereby indirectly acquire First National Bank of Buhl, Buhl, Minnesota.	Newspaper: Federal Register:	Not available 01/03/2012

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Federal Reserve Bank of Minneapolis

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Federal Reserve Bank of Kansas City

Filer	Filing Type	Filing Proposal	End of Commen	t Period
OKLAHOMA BANCSHARES HOLDINGS, INC.	* 3A1	Oklahoma Bancshares Holdings, Inc., Norman, Oklahoma, to become a bank holding company through the acquisition of 100 percent of the voting shares of Town & Country Bancshares, Inc., parent of Oklahoma State Bank, both in Guthrie, Oklahoma.	Newspaper: Federal Register:	Not available 12/19/2011
WILBER CO.	CIC	Notice by Gerald L. Lentfer, Firth, Nebraska; Steven J. Miller, Lincoln, Nebraska; and Thomas F. Oerter, Hickman, Nebraska, all as members of the Wilber Co. Voting Trust; and Steven J. Buchanan, Omaha, Nebraska, individually and as co-trustee of the Wilber Co. Voting Trust, to acquire control of Wilber Co., Lincoln, Nebraska, parent of First State Bank, Lincoln, Nebraska. Notice by Wilber Co., Lincoln, Nebraska, to redeem 19.72 percent of its outstanding common stock.	Newspaper: Federal Register:	12/20/2011 12/19/2011

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Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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Federal Reserve Bank of Dallas

Filer	Filing Type	Filing Proposal	End of Commen	t Period
ROCKWALL BANCSHARES, INC.	* 3A1	Rockwall Bancshares, Inc., Rockwall, Texas, to become a bank holding company by acquiring 100 percent of Northern Bancshares, Inc., Chillicothe, Texas, and therefore indirectly, The First National Bank of Chillicothe, Chillicothe, Texas.	Newspaper: Federal Register:	Not available 01/06/2012
WOODFOREST FINANCIAL GROUP EMPLOYEE STOCK OWNERSHIP PLAN (WITH 401(K) PROVISIONS) (AMENDED AND RESTATED EFF. 03/01/06)	* 3A3	Woodforest Financial Group Employee Stock Ownership Plan (with 401(k) Provisions) (Amended and Restated Effective March 1, 2006) and the related Woodforest Financial Group Employee Stock Ownership Trust, The Woodlands, Texas, collectively the Applicant, to acquire up to 30 percent of Woodforest Financial Group, Inc., The Woodlands, Texas, and indirectly acquire Woodforest National Bank, Houston, Texas.	Newspaper: Federal Register:	12/05/2011 12/08/2011

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Federal Reserve Bank of Dallas

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Federal Reserve Bank of San Francisco

Filer	Filing Type	Filing Proposal	End of Commen	t Period
CALIFORNIA REPUBLIC BANK	* 18C	California Republic Bank, Newport Beach, California, to purchase certain assets and assume certain liabilities of the Westlake Village branch of National Bank of California, N.A., Los Angeles, California.	Newspaper: Federal Register:	Not available Not applicable
CARPENTER FUND MANAGER GP, LLC	* 3A3	Carpenter Fund Manager GP, LLC, Carpenter Fund Management Company, LLC, Carpenter Community Bancfund, L.P., Carpenter Community BanFund -A, L.P., Carpenter Community BandFund - CA, L.P., SCJ, Inc., and CCFW, Inc., all of Irvine, California, and all existing controlling parties, to acquire more than 24.9% of the voting securities of Pacific Mercantile Bancorp, Costa Mesa, California through an investment preferred and common shares of Pacific Mercantile Bancorp and thereby indirectly acquire additional voting shares of Pacific Mercantile Bank, Costa Mesa, California.	Newspaper: Federal Register:	Not available 12/05/2011
COASTAL FINANCIAL CORPORATION	CIC	Interagency Notice of Change in Control by Montlake Capital II, L.P, a limited partnership and Montlake Capital II-B, L.P., a limited partnership, Seattle, Washington, to acquire voting shares of Coastal Financial Corporation, and thereby indirectly acquire Coastal Community Bank, both of Everett, Washington; and 2)Coastal Financial Corporation and Coastal Community Bank, both of Everett, Washington to appoint Andrew Russell Dale as a Director.	Newspaper: Federal Register:	Not available 10/27/2011
GRANDPOINT CAPITAL, INC.	* 3A3 4c8	Grandpoint Capital, Inc., Los Angeles, California, to acquire 100 percent of Regents Bancshares, Inc., Vancouver, Washington, and thereby indirectly acquire Regents Bank NA, La Jolla, California and 2) to acquire 100 percent of the equity interest of Peroria Holdings, LLC, Vancouver, Washington, and engage in loan servicing, extending credit and holding, management and disposial of OREO, pursuant to section 225.28(b)(1) of Reguation Y.	Newspaper: Federal Register:	Not available 12/30/2011

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Federal Reserve Bank of San Francisco

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