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**Federal Reserve Release**

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*H.2*

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

*No. 22*

*Week Ending June 1, 2013*

**Enforcement**

Border Bancshares, Inc., Greenbush, Minnesota -- written agreement dated May 27, 2010, terminated May 28, 2013.

- Announced, May 30, 2013

Border Capital Group, Inc., McAllen, Texas -- written agreement dated October 20, 2011, terminated May 28, 2013.

- Announced, May 30, 2013

CIT Group Inc., New York, New York -- written agreement dated August 12, 2009, terminated May 23, 2013.

- Announced, May 30, 2013

Commerce Bank and Trust Holding Company Employee Stock Ownership Plan, Topeka, Kansas, and Commerce Bank and Trust Holding Company -- written agreement with the Federal Reserve Bank of Kansas City.

- Announced, May 30, 2013

Market Bancorporation, Inc., Elk New Market, Minnesota -- written agreement dated February 10, 2011, terminated May 28, 2013.

- Announced, May 30, 2013

Riverview Bancorp, Inc., Vancouver, Washington -- written agreement with the Federal Reserve Bank of San Francisco.

- Announced, May 30, 2013

**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**

St. Louis

Midland States Bank, Effingham, Illinois -- to establish a branch at 38 West Countryside Parkway, Yorkville.

- Approved, May 30, 2013

**Bank Holding Companies**

Director, BS&R

Kennedy-Wilson Holdings, Inc., Beverly Hills, California -- relief from certain commitments.

- Granted, May 29, 2013

Atlanta

Progress Financial Corporation, Huntsville, Alabama -- to become a bank holding company by acquiring Progress Bank and Trust, Huntsville.

- Approved, May 23, 2013

(A/C)

Atlanta

Southern Community Bancshares, Inc., Cullman, Alabama -- relief from a commitment.

- Granted, May 28, 2013

**Bank Holding Companies**

Dallas

Strategic Growth Bank Incorporated, El Paso, Texas, and Strategic Growth Bancorp Incorporated -- to acquire Marsh Associates, Inc., Charlotte, North Carolina, and thereby engage in making, acquiring, brokering or servicing mortgage loans or other extensions of credit; acting as agent for the private placement of securities; and engaging under contract with a third party in asset management, servicing, and collection of assets.

- Approved, May 30, 2013

**Change in Bank Control**

Minneapolis

Traxshares, Inc., Le Center, Minnesota -- to retain control of Traxshares, Inc. and its subsidiary, The First National Bank of Le Center, Le Center.

- Permitted, May 31, 2013

**Financial Holding Companies**

Philadelphia

Penns Woods Bancorp, Inc., Williamsport, Pennsylvania -- election to become a financial holding company.

- Effective, May 31, 2013

**Reserve Bank Operations**

Director, RBOPS

Federal Reserve Bank of Boston -- to make an additional capital expenditure for the Enterprise Accounting System.

- Approved, March 20, 2013

(A/C)

**Reserve Bank Operations**

Director, RBOPS

Federal Reserve Bank of Dallas -- to commit funds for tenant improvements related to leased office space for the San Antonio Branch.

- Approved, March 26, 2013

(A/C)

Director, RBOPS

Federal Reserve Bank of New York -- to make a capital expenditure to fund the Reserve Bank's program supporting the Department of the Treasury's planned issuance of floating rate notes.

- Approved, March 18, 2013

(A/C)

Director, RBOPS

Federal Reserve Bank of San Francisco -- to approve a contractual lease arrangement between the Reserve Bank and Deloitte & Touche LLP.

- Approved, March 18, 2013

(A/C)

**District: 1**

**Federal Reserve Bank of Boston**

**Filings received during the week ending June 1, 2013**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
HOMETOWN COMMUNITY	* 3A1	Application by Hometown Community Bancorp, MHC, Oxford, Massachusetts, a mutual bank holding company, to form a wholly-owned, mid-tier, stock bank holding company, Hometown Community Bancorp, Inc., Oxford, Massachusetts, through its acquisition of 100% of the shares of Hometown Bank, A Cooperative Bank, Webster, Massachusetts, pursuant to sections 3(a)(1) and 3(a)(3) of the Bank Holding Company Act of 1956, as amended.	Newspaper:	Not available
BANCORP MHC	* 3A3		Federal Register:	Not available

**District: 1**

**Federal Reserve Bank of Boston**

**Availability of CRA Public Evaluations**

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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
339773	NEEDHAM BK, NEEDHAM, MASSACHUSETTS	12/03/2012	05/02/2013	S	Int Sm Bank
35301	STATE STREET B&TC, BOSTON, MASSACHUSETTS	01/14/2013	05/03/2013	O	Whole/Ltd Purp

**CRA Examinations scheduled for**                      **Quarter of**

Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 2**

**Federal Reserve Bank of New York**

**Filings received during the week ending June 1, 2013**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
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NONE



**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
214807	DEUTSCHE BK TC AMERICAS, NEW YORK, NEW YORK	12/03/2012	05/21/2013	O	Whole/Ltd Purp

**CRA Examinations scheduled for**                      **Quarter of**

Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 3**

**Federal Reserve Bank of Philadelphia**

**Filings received during the week ending June 1, 2013**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
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NONE

**District: 3**

**Federal Reserve Bank of Philadelphia**

**Availability of CRA Public Evaluations**

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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 June 1, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
F.N.B. CORPORATION	* 4c8	F.N.B. Corporation, Hermitage, Pennsylvania to acquire 100 percent of the voting shares of PVF Capital Corporation, Solon, Ohio, and thereby indirectly acquire Parkview Federal Savings Bank, Solon, Ohio pursuant to section 4(c)(8) of the Bank Holding Company Act	Newspaper:	06/15/2013
			Federal Register:	06/28/2013

**District: 4**

**Federal Reserve Bank of Cleveland**

**Availability of CRA Public Evaluations**

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

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- NI = Needs to improve
- SN = Substantial noncompliance

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
542528	CITIZENS BKG CO, SANDUSKY, OHIO	02/04/2013	05/01/2013	S	Int Sm 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 June 1, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
VIRGINIA NATIONAL BANKSHARES CORPORATION	* 3A1	Virginia National Bankshares Corporation, Charlottesville, Virginia, to become a bank holding company by acquiring 100% of the voting shares of Virginia National Bank, Charlottesville, Virginia.	Newspaper:	05/17/2013
			Federal Register:	Not available

**District: 5**

**Federal Reserve Bank of Richmond**

**Availability of CRA Public Evaluations**

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

- O = Outstanding
- S = Satisfactory
- 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
3614976	FIRST VA CMNTY BK, FAIRFAX, VIRGINIA	01/28/2013	04/28/2013	S	Small Bank
679826	MIDDLEBURG BK, MIDDLEBURG, VIRGINIA	10/22/2012	04/28/2013	S	Int Sm Bank
711520	MINERS EXCH BK, COEBURN, VIRGINIA	02/04/2013	05/22/2013	S	Small Bank
947628	PEOPLES CMNTY BK, MONTROSS, VIRGINIA	02/11/2013	05/16/2013	S	Small Bank

**CRA Examinations scheduled for**

**Quarter of**

Institution Location

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NONE

**District: 6**

**Federal Reserve Bank of Atlanta**

**Filings received during the week ending June 1, 2013**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
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NONE



**District: 6**

**Federal Reserve Bank of Atlanta**

**Availability of CRA Public Evaluations**

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

- O = Outstanding
- S = Satisfactory
- 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
3635533	FRANKLIN SYNERGY BK, FRANKLIN, TENNESSEE	12/03/2012	04/25/2013	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 June 1, 2013**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
CHIEF IOWA INVESTMENT CORPORATION	* 3A1	Chief Iowa Investment Corporation, Clive, Iowa, to become a bank holding company by acquiring 100 percent of Montezuma State Bank, Montezuma, Iowa.	Newspaper: Federal Register:	Not available 06/14/2013
FIRST NATIONAL BANK OF HAMPTON	Member	First National Bank of Hampton, (T/B/K as First Bank Hampton), Hampton, Iowa, to retain membership in the Federal Reserve System on conversion from a national chartered bank to a state chartered bank.	Newspaper: Federal Register:	Not applicable Not applicable
JOHNSON FINANCIAL GROUP, INC.	CIC	Notice by the Danielle Marie Marquart 2013 Trust to acquire shares of Johnson Financial Group, Inc., Racine, Wisconsin, pursuant to the Change in Bank Control Act of 1978. As a result of the proposed transaction, JFG shares and other assets previously held by the Danielle Marie Marquart Trust u/a with Winifred J. Marquart & Michael D. Marquart dated 4/21/95 will be held by the Trust. Johnson Bank will serve as trustee of the Trust.	Newspaper: Federal Register:	Not available Not available
TRI-COUNTY BANK	* Branch	Tri-County Bank, Brown City, Michigan, to establish a branch at 6541 VanDyke Marlette, Michigan.	Newspaper: Federal Register:	06/14/2013 Not applicable

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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- S = Satisfactory
- 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
276645	AMERICAN ST BK, OSCEOLA, IOWA	12/10/2012	05/06/2013	S	Small Bank
930442	BANK OF PONTIAC, PONTIAC, ILLINOIS	10/15/2012	05/04/2013	S	Int Sm Bank
49148	RUSHVILLE ST BK, RUSHVILLE, ILLINOIS	01/28/2013	05/21/2013	S	Small Bank

CRA Examinations scheduled for Quarter of

Institution Location

NONE

**District: 8**

**Federal Reserve Bank of St. Louis**

**Filings received during the week ending June 1, 2013**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
HARDIN COUNTY BANCORP, INC	CIC	Notice by Charles R. Soward, Rosiclare, Illinois and Kimberly A. Cotton, Henderson, Kentucky, individually, to gain control of Hardin County Bancorp, Rosiclare, Illinois.	Newspaper: Federal Register:	06/12/2013 06/12/2013
MACON-ATLANTA STATE BANK	* 18C * Branch	Macon-Atlanta State Bank, Macon, Missouri, to purchase certain assets and assume certain liabilities of Monroe City, Missouri, branch office of UMB Bank, N.A., Kansas City, Missouri, and to retain the acquired facility as a branch office.	Newspaper: Federal Register:	06/29/2013 Not applicable

**District: 8**

**Federal Reserve Bank of St. Louis**

**Availability of CRA Public Evaluations**

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466754	BANK OF FAYETTE CTY, COLLIERVILLE, TENNESSEE	01/14/2013	04/25/2013	S	Int Sm Bank
912943	BANK OF OHIO COUNTY, BEAVER DAM, KENTUCKY	02/11/2013	05/10/2013	S	Small Bank
856748	CITIZENS BK, BATESVILLE, ARKANSAS	02/04/2013	05/13/2013	S	Int Sm Bank
169653	FIRST BK, CREVE COEUR, MISSOURI	09/10/2012	05/08/2013	S	Large Bank
580847	LEWISBURG BKG CO, LEWISBURG, KENTUCKY	01/14/2013	04/24/2013	S	Small Bank
256049	TEXICO ST BK, TEXICO, ILLINOIS	02/25/2013	05/20/2013	S	Small Bank

**CRA Examinations scheduled for**

**Quarter of**

Institution

Location

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NONE

**District: 9**

**Federal Reserve Bank of Minneapolis**

**Filings received during the week ending June 1, 2013**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
OLIVER BANCORPORATION, INC.	CIC	Change in Control notice by Devon Joan Goetz, Mandan, North Dakota, to acquire 25 percent or more of the shares of Oliver Bancorporation, Inc., Center, North Dakota, and thereby indirectly gain control of Security First Bank of North Dakota, New Salem, North Dakota.	Newspaper: Federal Register:	Not available 06/12/2013
OLIVER BANCORPORATION, INC.	CIC	Change in Control notice by Sarah Marie Getzlaff, Bismarck, North Dakota, to retain voting shares of Oliver Bancorporation, Inc., Center, North Dakota, which owns Security First Bank of North Dakota, New Salem, North Dakota, and thereby join the Goetz family group which controls 25% or more of Oliver Bancorporation, Inc.	Newspaper: Federal Register:	Not available 06/18/2013

**District: 9**

**Federal Reserve Bank of Minneapolis**

**Availability of CRA Public Evaluations**

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
600651	AMERICAN ST BK OF PIERRE, PIERRE, SOUTH DAKOTA	02/11/2013	05/15/2013	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 June 1, 2013**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIRST MISSOURI BANK	* Branch	First Missouri Bank, Brookfield, Missouri, to establish a branch at 1925 Burlington Avenue, North Kansas City, Missouri.	Newspaper: Federal Register:	06/05/2013 Not applicable
LEAD FINANCIAL GROUP, INC.	CIC	Notification by Joshua C. Rowland, Kansas City, Missouri, to acquire control of Lead Financial Group, Inc., parent of Lead Bank, both in Garden City, Missouri, as a member of the Rowland family control group.	Newspaper: Federal Register:	06/14/2013 06/12/2013
OMEGA CAPITAL CORP.	4c8	Omega Capital Corp, Lakewood, Colorado, proposes to engage in lending activities.	Newspaper: Federal Register:	Not applicable 06/18/2013
TEXHOMA BANCSHARES, INC.	CIC	Notification by Paul M. Freeman, as custodian for Ann E. Freeman, both of Texhoma, Oklahoma; the John L. Freeman 2012 Trust, Guymon, Oklahoma, and Jacqueline Freeman, Texhoma, Oklahoma, trustee; all as members of the Freeman family control group, to retain control of Texhoma Bancshares, Inc., parent of Anchor D Bank, both in Texhoma, Oklahoma.	Newspaper: Federal Register:	05/24/2013 06/18/2013



**District: 10**

**Federal Reserve Bank of Kansas City**

**Availability of CRA Public Evaluations**

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
343051	BANK OF EUFAULA, EUFAULA, OKLAHOMA	02/11/2013	05/10/2013	S	Small Bank
896856	CASTLE ROCK BK, CASTLE ROCK, COLORADO	02/11/2013	05/08/2013	S	Small Bank
462756	FIRST AMER BK, PURCELL, OKLAHOMA	02/25/2013	05/24/2013	S	Int Sm Bank

**CRA Examinations scheduled for                      Quarter of**

Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 11**

**Federal Reserve Bank of Dallas**

**Filings received during the week ending June 1, 2013**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
COMMERCIAL BANCSHARES, INC.	* 3A5	Commercial Bancshares, Inc. of El Campo, Texas, to acquire by merger 100 percent of City State Bancshares, Inc., and indirectly acquire City State Bank, both of Palacios, Texas.	Newspaper: Federal Register:	Not available 06/21/2013
PIONEER BANCSHARES, INC.	* 3A1	Pioneer Bancshares, Inc., Dripping Springs, Texas, to become a bank holding company by acquiring 100 percent of Pioneer Bank, State Savings Bank, Dripping Springs, Texas.	Newspaper: Federal Register:	06/16/2013 06/14/2013
PLAINS BANCORP, INC.	CIC	Notice by Ray Mark Bain, Lubbock, Texas, individually, as co-trustee of the RMB 2012 Family Trust, trustee of the Ray Mark Bain 2007 Trust, and trustee of the Ray Mark Bain Children's Trust; Michael Lewis Bain, Canyon, Texas, individually, as co-trustee of the RMB 2012 Family Trust, trustee of the Michael L. Bain 2007 Trust, and trustee of the Michael L. Bain Children's Trust; and Nancy Bain Seybert, Perryton, Texas, individually, as trustee of the Nancy Bain Seybert 2007 Trust, and trustee of the Nancy Bain Seybert Children's Trust; Dimmitt, Texas; collectively a group acting in concert, to control, retain and acquire greater than 25 percent of Plains Bancorp, Inc., Dimmitt, Texas, and therefore, indirectly, First United Bank, Dimmitt, Texas.	Newspaper: Federal Register:	05/29/2013 06/04/2013
TRIUMPH BANCORP, INC.	* 3A3	Triumph Bancorp, Inc., and Triumph Consolidated Cos., LLC, of Dallas, Texas, to acquire 100 percent of National Bancshares, Inc., Bettendorf, Iowa, and indirectly THE National Bank, Moline, Illinois.	Newspaper: Federal Register:	Not available 07/01/2013
VISTA BANK	* Branch	Vista Bank, Ralls, Texas, to establish a branch to be located at 4350 19th Street, Lubbock, Texas.	Newspaper: Federal Register:	Not available Not applicable



**District: 12**

**Federal Reserve Bank of San Francisco**

**Filings received during the week ending June 1, 2013**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
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NONE

**District: 12**

**Federal Reserve Bank of San Francisco**

**Availability of CRA Public Evaluations**

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3398100	PRESIDIO BK, SAN FRANCISCO, CALIFORNIA	01/14/2013	05/02/2013	O	Int Sm Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

\* Subject to the provisions of the Community Reinvestment Act