
Federal Reserve Release



H.2

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

No. 52

Week Ending December 28, 2013

Personnel

Division of Monetary Affairs -- appointment of Seth Carpenter as deputy director, Robert Tetlow as adviser, and Debbie Danker as senior adviser.

- Approved, December 18, 2013

(A/C)

Regulations and Policies

Volcker Rule -- interagency statement on the treatment of collateralized debt obligations backed by trust preferred securities.

- Announced, December 27, 2013

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

Commerce Bank, Kansas City, Missouri -- to establish a branch at 9501 Antioch Road, Overland Park, Kansas.

- Approved, December 26, 2013

Kansas City

FirstBank, Lakewood, Colorado -- to establish a branch at 100 South College Avenue, Fort Collins.

- Approved, December 23, 2013

San Francisco

Pacific Commerce Bank, Los Angeles, California -- to establish a branch at 12730 High Bluff Drive, San Diego.

- Approved, December 24, 2013

Bank Holding Companies

Dallas

Cistern, LLC, Houston, Texas, and Flatonina Investments, LLC -- to become bank holding companies by acquiring The Columbia Savings Bank, Cincinnati, Ohio.

- Withdrawn, December 24, 2013

Bank Holding Companies

Atlanta

Community Capital Bancshares, Inc., Albany, Georgia -- waiver of application to acquire Dougherty Trust Interim National Bank, Albany, to facilitate the sale of certain fiduciary accounts of Community Capital's subsidiary bank, AB&T National Bank, to Dougherty Trust, which will then merge with and into Thomasville National Bank, Thomasville.

- Approved, December 24, 2013

Kansas City

First Liberty Capital Corporation Employee Stock Ownership Plan, Hugo, Colorado -- to acquire additional shares of First Liberty Capital Corporation, Hugo, and its subsidiary, The First National Bank of Hugo.

- Approved, December 27, 2013

Director, BS&R

JAM Consolidation Fund, LP, New York, New York; JAM Special Opportunities Fund II, LP; JAM Managers, LLC; JAM Equity Partners, LLC; and Jacobs Asset Management, LLC -- relief from certain commitments.

- Granted, December 23, 2013

Director, BS&R

JAM Partners, LP, New York, New York; JAM Consolidation Fund, LP; JAM Managers, LLC; Investure Global Equity (JAM), LLC; Investure Global Equity Fund, LP--All Asset Series; Investure Global Equity (GP), LLC; Investure, LLC; and Jacobs Asset Management, LLC -- relief from certain commitments.

- Granted, December 23, 2013

Bank Holding Companies

Minneapolis

James M. and Devon J. Goetz Family Trust Four, Mandan, North Dakota -- to become a bank holding company by acquiring shares of Oliver Bancorporation, Inc., Center, and thereby indirectly acquiring Security First Bank of North Dakota, New Salem.

- Withdrawn, December 26, 2013

Director, BS&R

NBC Holdings, LLC, Birmingham, Alabama, and ATB Management, LLC -- relief from a commitment.

- Granted, December 23, 2013

Atlanta

South Georgia Bank Holding Company, Omega, Georgia -- to merge with Dooly Bancshares, Inc., Vienna, and thereby acquire its subsidiary, Bank of Dooly.

- Approved, December 27, 2013

Bank Mergers

Richmond

Union First Market Bank, Richmond, Virginia -- to acquire certain assets and assume certain liabilities of a branch of StellarOne Bank, Christiansburg.

- Approved, December 26, 2013

Banks, State Member

Director, BS&R

Goldman Sachs Bank USA, New York, New York -- to make a public welfare investment.

- Approved, December 24, 2013

Change in Bank Control

Minneapolis

Abdo Investments, Inc., Edina, Minnesota -- to retain control of Abdo Investments, Inc. and its subsidiary, BankVista, Sartell.

- Permitted, December 23, 2013

Minneapolis

Oliver Bancorporation, Inc., Center, North Dakota -- change in bank control of Oliver Bancorporation and its subsidiary, Security First Bank of North Dakota, New Salem.

- Permitted, December 23, 2013

Financial Holding Companies

Chicago

Ally Financial, Inc., Detroit, Michigan -- election to become a financial holding company.

- Effective, December 20, 2013

(A/C)

Membership

Philadelphia

The Jim Thorpe National Bank, Jim Thorpe, Pennsylvania -- to retain membership in the Federal Reserve System on conversion to a state-chartered bank.

- Approved, December 27, 2013

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending December 28, 2013

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 December 28, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
CITIBANK, N.A.	Investment	Citibank, N.A., Sioux Falls, South Dakota and Citibank Overseas Investment Corporation, New Castle, Delaware, pursuant to Section 211.9(f) of Regulation K, to make an additional investment in Citibank International plc, London, England.	Newspaper: Federal Register:	Not applicable Not applicable
NEW INVESTORS BANCORP, INC.	* 3A1	New Investors Bancorp, Inc., Short Hills, New Jersey, providing notice pursuant to Section 3(a)(1) of the BHC Act and Section 225.15 of Regulation Y to acquire Investors Bank, Short Hills, New Jersey. The proposed acquisition would occur in connection with a second step stock conversion of Investors Bancorp, MHC. As part of this conversion, Investors Bancorp, MHC and its existing mid-tier subsidiary, Investors Bancorp, Inc., Short Hills, New Jersey, will be merged out of existence.	Newspaper: Federal Register:	Not available Not available

District: 2

Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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CRA Examinations scheduled for **Quarter of**

Institution	Location
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NONE

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District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending December 28, 2013

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NONE

District: 3

Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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NONE					

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Institution	Location
NONE	

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District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending December 28, 2013

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					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending December 28, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
HOMETOWN BANK	* Branch	Hometown Bank, Roanoke, Virginia, to establish a branch at 852 West Main Street, Salem, Virginia.	Newspaper:	Not available
			Federal Register:	Not applicable

District: 5

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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NONE					

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Institution	Location
NONE	

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District: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending December 28, 2013

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
CBA BANKSHARES, INC.	CIC	After-the-fact change in control notice filed by Ben F. Easterlin IV and Tommye B. Easterlin, both of Atlanta, Georgia, to retain 27.63 percent of the outstanding shares of CBA Bankshares, Inc., and Citizens Bank of Americus, both of Americus, Georgia.	Newspaper: Federal Register:	Not available 11/26/2013
FIRST FARMERS AND MERCHANTS BANK	* Branch	First Farmers & Merchants Bank, Columbia, Tennessee, to establish a branch located at 4013 Hillsboro Circle, Nashville, Tennessee.	Newspaper: Federal Register:	12/24/2013 Not applicable
FIRST FLORIDA BANCORP, INC.	* 3A1	First Florida Bancorp, Inc., to become a bank holding company by acquiring 100 percent of the outstanding shares of First Florida Bank, both of Destin, Florida.	Newspaper: Federal Register:	Not available 01/17/2014
FRANKLIN SYNERGY BANK	* 18C * Branch	Franklin Synergy Bank, Franklin, Tennessee, to merge with MidSouth Bank, Murfreesboro, Tennessee.	Newspaper: Federal Register:	Not available Not applicable

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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NONE					

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Institution	Location
NONE	

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District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending December 28, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
BAYLAKE BANK	* 18C * Branch	Baylake Bank, Sturgeon Bay, Wisconsin, to purchase certain assets and assume certain liabilities of a branch, located at 333 South Nicolet Road, Appleton, Wisconsin of Community Bank & Trust, Sheboygan, Wisconsin.	Newspaper: Federal Register:	Not available Not applicable
BLUE MOUND BANCSHARES, INC.	CIC	Mary Lou McChristy, Stonington, Illinois, to acquire 25 percent or more of the outstanding shares of Blue Mound Bancshares, Inc., and thereby indirectly acquire control of The State Bank of Blue Mound, both of Blue Mound, Illinois, and Mary Lou McChristy and Frank J. McChristy, Stonington, Illinois, together as a group acting in concert, to retain control of 10 percent or more of Blue Mound Bancshares, Inc., and thereby indirectly retain control of The State Bank of Blue Mound.	Newspaper: Federal Register:	01/10/2014 01/09/2014
FARMERS & MERCHANTS BANK, THE	* Branch	Farmers & Merchants Bank, Berlin, Wisconsin, to establish a branch facility located at 663 Broadway Street, Berlin, Wisconsin.	Newspaper: Federal Register:	Not available Not applicable
FARMERS & MERCHANTS SAVINGS BANK	* Branch	Farmers & Merchants Savings Bank, Manchester, Iowa, to establish a branch office at 111 E. 1st Street, Monticello, Iowa.	Newspaper: Federal Register:	12/26/2013 Not applicable
FIRST BANCORP, INC.	CIC	The George Breckenridge Family Trust, with Maureen Breckenridge as trustee, and Maureen Breckenridge as trustee of the George Breckenridge Family Trust and the Maureen Breckenridge Trust, individually, and the George Breckenridge Family Trust, the Maureen Breckenridge Trust, and Maureen Breckenridge as trustee of the George Breckenridge Family Trust and the Maureen Breckenridge Trust, all of Yates City, Illinois, together as a group acting in concert, to retain control of 25 percent or more of the voting shares of First Bancorp, Inc., and thereby indirectly retain control of Bank of Yates City, both of Yates City, Illinois.	Newspaper: Federal Register:	Not available 01/02/2014
LAKE FOREST BANK & TRUST COMPANY	* 18C * Branch	Lake Forest Bank & Trust Company, Lake Forest, Illinois, to purchase the assets and assume the liabilities of a branch, and will continue to operate a branch, located at 4 East Scranton Avenue, Lake Bluff, Illinois; from Baytree National Bank & Trust Company, Lake Forest, Illinois.	Newspaper: Federal Register:	Not available Not applicable

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending December 28, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
MID ILLINOIS BANCORP, INC. EMPLOYEE STOCK OWNERSHIP PLAN	* 3A1 4c8	Mid Illinois Bancorp, Inc., Employee Stock Ownership Plan, Peoria, Illinois, to become a bank holding company by acquiring at least 30 percent of Mid Illinois Bancorp, Inc., Peoria, Illinois, and thereby acquire control of South Side Trust and Savings Bank, Peoria, Illinois. ESOP also requests permission to engage in extending credit and servicing loans pursuant to Section 225.28(b)(1) of Regulation Y.	Newspaper: Federal Register:	Not available 01/17/2014
VAN BUREN BANCORPORATION EMPLOYEE STOCK OWNERSHIP PLAN	* 3A3	Van Buren Bancorporation ESOP, Keosauqua, Iowa, to increase its ownership of Van Buren Bancorporation, Keosauqua, Iowa, from 43.42 percent to up to 50.1 percent, and thereby increase its indirect ownership of Community First Bank, Keosauqua, Iowa and First Iowa State Bank, Albia, Iowa.	Newspaper: Federal Register:	01/14/2014 01/10/2014

District: 7

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 December 28, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK OF THE OZARKS INC	* 3A3	Bank of the Ozarks, Inc., Little Rock, Arkansas, to acquire 100 percent of Baneshares, Inc., Houston, Texas, and thereby indirectly acquire OmniBank, N.A., Houston, Texas.	Newspaper:	01/18/2014
			Federal Register:	Not available

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 December 28, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
FINANCIAL SERVICES OF WINGER, INC.	CIC	Dawn Crane, Fosston, Minnesota, individually and as trustee, and Lorri Skeie-Campbell, Rio Rancho, New Mexico, individually and as trustee, to retain and acquire 25% or more of the shares of Financial Services of Winger, Inc., Winger, Minnesota ("FSWI"), and thereby indirectly retain and acquire control of Ultima Bank Minnesota, Winger, Minnesota. Also, Dawn M. Skeie Crane Irrevocable Trust, Winger, Minnesota, Dawn Crane, co-trustee, and Lorri J. Skeie-Campbell Irrevocable Trust, Winger, Minnesota, Lorri Skeie-Campbell, co-trustee, to retain voting shares of FSWI and thereby remain members of the Skeie family shareholder group, which controls 25% or more of FSWI.	Newspaper: Federal Register:	Not available 01/09/2014
HEADWATERS BANCORP, INC.	CIC	Change in Control notice by Mary Kathryn Fleming, Shorewood, Wisconsin, to retain control of 10% or more of the shares of Headwaters Bancorp, Inc., Land O' Lakes, Wisconsin and thereby control Headwaters Bank, Land O' Lakes, Wisconsin. Jerry L. Olk, Land O' Lakes, Wisconsin, individually and as trustee, Jerry L. Olk Revocable Trust, Land O'Lakes, Wisconsin, Thomas L. Olk, Steven Point, Wisconsin, individually and as trustee, Elise E. Olk, Stevens Point, Wisconsin, individually and as trustee, Thomas L. & Elise E. Olk Revocable Trust, Stevens Point, Wisconsin, Susan Joanne Olk, San Francisco, California, individually and as trustee, Susan Joanne Olk Revocable Trust, San Francisco, California, R. Joseph Olk Irrevocable Trust, James Fogle, trustee, both of St. Louis, Missouri, Hilary Olk Dutcher, St. Louis, Missouri, Nathaniel Wood Olk, Chesterfield, Missouri, and Molly Wellborn Olk, Boulder, Colorado to acquire or retain shares of Headwaters Bancorp., Inc., Land O' Lakes, Wisconsin, and thereby become or remain members of the Olk family control group which control 25% or more of the shares of Headwater Bancorp., Inc., Land O' Lakes, Wisconsin.	Newspaper: Federal Register:	Not available Not available

District: 9

Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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Institution	Location
NONE	

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District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending December 28, 2013**

Filer	Filing Type	Filing Proposal	End of Comment Period	
CITIZENS NATIONAL CORPORATION	* 3A3	Citizens National Corporation, Wisner, Nebraska, to acquire 100 percent of the voting shares of Cass County State Company, parent of Cass County Bank, Inc.	Newspaper: Federal Register:	12/23/2013 12/23/2013
CORNERSTONE BANK	* 18C * Branch	Cornerstone Bank, York, Nebraska, to merge with The Bank of Marquette, Marquette, Nebraska, and incident thereto, to establish a branch.	Newspaper: Federal Register:	Not available Not applicable
INTERBANK	* 18C * Branch	InterBank, Oklahoma City, Oklahoma, to merge with Park Cities Bank, Dallas, Texas, and incident thereto, to establish branches in Dallas(3), and Fort Worth, all in Texas.	Newspaper: Federal Register:	Not available Not applicable
OLNEY BANCSHARES OF TEXAS, INC.	* 3A3	Olney Bancshares of Texas, Inc., Olney, Texas, to acquire 100 percent of the voting shares of Park Cities Bank, Dallas, Texas.	Newspaper: Federal Register:	Not available Not available
ONB BANK AND TRUST COMPANY	Member	ONB Bank and Trust Company, Tulsa, Oklahoma, to become a member of the Federal Reserve System.	Newspaper: Federal Register:	Not applicable Not applicable

District: 10

Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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Institution	Location
NONE	

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District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending December 28, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
AF MUTUAL HOLDING COMPANY	* SLHC Acquisition MHC Minority Stock Issuance	AF Mutual Holding Company and Alamogordo Financial Corp., both of Alamogordo, New Mexico, to acquire by merger, Bank 1440, Phoenix, Arizona; and Alamogordo Financial Corp., to conduct a minority stock issuance.	Newspaper: Federal Register:	Not available 12/23/2013
COMMUNITY TRUST BANK	* Branch	Community Trust Bank, Choudrant, Louisiana, to establish a branch to be located at 2170 Buckthorne Place, Suite 150, The Woodlands, Texas 77380	Newspaper: Federal Register:	12/27/2013 Not applicable
FROST BANK	* Branch	Frost Bank, San Antonio, Texas, to establish a branch located at 12700 Hill Country Blvd., Suite 150, Bee Cave, Texas 78738.	Newspaper: Federal Register:	Not available Not applicable
MESA FINANCIAL CORPORATION	* 3A3	Mesa Financial Corporation, Sweetwater, Texas, to acquire 100 percent of South Taylor County Bancshares, Inc., and thereby indirectly acquire 100 percent of the outstanding shares of First State Bank in Tuscola, both in Tuscola, Texas.	Newspaper: Federal Register:	12/26/2013 01/03/2014
MINDEN BANCORP, INC.	* 3A1	Minden Bancorp, Inc., Minden, Louisiana, to become a bank holding company by acquiring 100 percent of MBL Bank, Minden, Louisiana.	Newspaper: Federal Register:	Not available 01/10/2014
STRATEGIC GROWTH BANK INCORPORATED	4c8	Strategic Growth Bank Incorporated and Strategic Growth Bancorp Incorporated, both of El Paso, TX, to acquire up to 23.9 percent of Guardian Mortgage Company, Inc., Richardson, Texas, pursuant to Section 4(c)(8) of the BHC Act and Regulation Y, and thereby engage in extending credit and servicing loans; and engaging under contract with a third party in asset management, servicing, and collection of assets.	Newspaper: Federal Register:	Not applicable Not available

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending December 28, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
FNB BANCORP	CIC	Change in Bank Control Notice by The Ricco Lagomarsino Testamentary Trust, Daly City, California, and a group consisting of Lisa Angelot, Enrico P. Togneri, Warren Hutchins, T. Anne Lassahn, (Trustees of the Trust), and Dolores Togneri, Lora Angelot, and Eric Angelot, all of Daly City, California, to retain in excess of 10 percent of FNB Bancorp and thereby indirect control of First National Bank of Northern California, both of South San Francisco, California.	Newspaper: Federal Register:	Not available Not available
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