
Federal Reserve Release



H.2

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

No. 24

Week Ending June 13, 2009

Testimony and Statements

Executive Compensation -- statement by Scott G. Alvarez, general counsel, before the House Committee on Financial Services regarding incentive compensation in banking and financial services.

- Published, June 11, 2009

Enforcement

The Bank of New York, New York, New York -- written agreement dated April 21, 2006, terminated June 5, 2009.

- Announced, June 12, 2009

First Citizens Bank of Butte, Butte, Montana -- written agreement dated June 30, 2005, terminated May 28, 2009.

- Announced, June 8, 2009

First Commerce Community Bankshares, Inc., Douglasville, Georgia -- written agreement with the Federal Reserve Bank of Atlanta and the Banking Commissioner of the State of Georgia.

- Announced, June 8, 2009

Nexity Financial Corporation, Birmingham, Alabama -- issuance of a consent cease and desist order.

- Announced, June 10, 2009

SEB Bancorp, Inc., Marietta, Georgia -- written agreement with the Federal Reserve Bank of Atlanta and the Banking Commissioner of the State of Georgia.

- Announced, June 11, 2009

Sterling Bank, Lantana, Florida -- written agreement with the Federal Reserve Bank of Atlanta and the Office of Financial Regulation of the State of Florida.

- Announced, June 10, 2009

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

OSDM Office of Staff Director for Management

Bank Branches, Domestic

New York

Manufacturers and Traders Trust Company, Buffalo, New York -- to establish a branch at 410 Meadow Creek Drive, Westminster, Maryland.

- Approved, June 12, 2009

Chicago

Town Bank, Hartland, Wisconsin -- to establish a branch at 111 East Kilbourn Avenue, Milwaukee.

- Approved, June 8, 2009

Bank Holding Companies

General Counsel

Banco do Brasil S.A., Brasilia, Brazil, and Caixa de Previdencia dos Funcionarios do Banco do Brasil -- temporary exemption to engage indirectly in certain nonbanking activities in the United States in connection with Banco do Brasil's acquisition of shares of Banco Votorantim S.A., Sao Paulo.

- Granted, June 5, 2009

(A/C)

Boston

BSB Bancorp, MHC, Belmont, Massachusetts, and BSB Bancorp, Inc. -- to become a mutual bank holding company and a stock bank holding company, respectively, and to acquire Belmont Savings Bank, Belmont.

- Approved, June 8, 2009

Bank Holding Companies

Cleveland

Community Exchange Bancshares, Inc., Hindman, Kentucky -- to become a bank holding company and to acquire Hindman Bancshares, Inc., Hindman, and its subsidiary bank, Bank of Hindman, Inc.

- Approved, June 9, 2009

Chicago

Country Bancorporation, Crawfordsville, Iowa -- to acquire The Exchange State Bank, Springville.

- Approved, June 11, 2009

General Counsel

Discover Financial Services, Riverwoods, Illinois -- request for an exemption under the Depository Institution Management Interlocks Act and Regulation L.

- Granted, June 5, 2009

(A/C)

Kansas City

First Okmulgee Corporation, Okmulgee, Oklahoma -- to acquire additional shares of Coffeyville Bancorp, Inc., Coffeyville, parent of Community State Bank.

- Approved, June 11, 2009

Boston

Middlesex Bancorp, MHC, Natick, Massachusetts -- to acquire by merger Service Bancorp, MHC, Medway; Service Bancorp, Inc.; and Strata Bank.

- Approved, June 12, 2009

Bank Holding Companies

Richmond

Peoples Bancorp of North Carolina, Inc., Newton, North Carolina -- to serve as a clearinghouse for appraisal services for community banks through its subsidiary, Community Bank Real Estate Solutions, LLC, Newton.

- Approved, June 12, 2009

Philadelphia

The Victory Bancorp, Inc., Limerick, Pennsylvania -- to become a bank holding company and to acquire The Victory Bank, Limerick.

- Approved, June 9, 2009

Bank Mergers

San Francisco

Heritage Bank of Commerce, San Jose, California -- to purchase the assets and assume the liabilities of two branches of Wachovia Bank, N.A., Charlotte, North Carolina.

- Withdrawn, June 12, 2009

Atlanta

Reliant Bank, Brentwood, Tennessee -- to purchase certain assets and assume certain liabilities of the Brentwood branch of Magna Bank, Memphis.

- Approved, June 12, 2009

Secretary

Southern Bancorp Bank of Arkansas, Arkadelphia, Arkansas -- to merge with Timberland Bank, El Dorado, and retain the acquired facilities as branches.

- Approved, June 10, 2009

Change in Bank Control

Minneapolis

Quality Bankshares, Inc., Fingal, North Dakota -- change in bank control of Quality and its subsidiary bank, Quality Bank, Fingal.

- Permitted, June 10, 2009

Membership

Richmond

Xenith Bank, Richmond, Virginia -- to become a member of the Federal Reserve System.

- Withdrawn, June 1, 2009

(A/C)

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending June 13, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
NEWSTAR HOLDCO INC	* 3A1	Application filed by NewStar Holdco, Boston, Massachusetts (HoldCo) to become a bank holding company through the acquisition of 100% of the outstanding common stock of Southern Commerce Bank, National Association, Tampa, Florida, pursuant to section 3(a)(1) of the Bank Holding Company Act of 1956, as amended (BHC Act). Concurrently, HoldCo seeks approval to: i) continue to operate NewStar Financial, Inc. as an existing commercial finance company; and ii) establish NewStar Asset Management, LLC to provide asset management services to NewStar Credit Opportunities Fund, both pursuant to section 4(c)(8) of the BHC Act.	Newspaper:	Not available
	4c8		Federal Register:	Not available

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 June 13, 2009**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANCO POPULAR NORTH AMERICA	* Branch	Banco Popular North America, New York, New York, to open a branch located at 515 W. 6th Street, Los Angeles, California.	Newspaper: Federal Register:	06/25/2009 Not applicable
CANADIAN IMPERIAL BANK OF COMMERCE	FBSEA	Canadian Imperial Bank of Commerce, Toronto, Canada to establish an agency in New York, New York, pursuant to Section 211.24(a)(1)(i)(A) of Regulation K.	Newspaper: Federal Register:	06/10/2009 Not applicable
TOMPKINS FINANCIAL CORPORATION	* 3A3	Tompkins Financial Corporation, Ithaca, New York, to acquire 6.85 percent of Darien Rowayton Bank, Darien, Connecticut, pursuant to Section 3(a)(3) of the Bank Holding Company Act of 1956, as amended and Section 225.15 of Regulation Y.	Newspaper: Federal Register:	Not available 07/06/2009

District: 2

Federal Reserve Bank of New York

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District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending June 13, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIRST BANCAPITAL FUND I, L.P.	* 3A3	First BanCapital Fund I, L.P., First BanCapital Parallel Fund I, L.P., CBCF Partners, L.P., MJR, LLC, MJR Financial Group, LLP, all located in Bethlehem, PA, to acquire between 6.1 percent and 9.7 percent of Old Florida Bancshares, Inc., Longwood, Florida and thereby indirectly acquire Old Florida National Bank, Longwood, Florida.	Newspaper:	07/13/2009
			Federal Register:	07/09/2009

District: 3

Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending June 13, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
PEOPLES BANK & TRUST COMPANY OF HAZARD	Member	Application by Peoples Bank and Trust Company, Hazard, Kentucky to become a member of the Federal Reserve System	Newspaper:	Not applicable
			Federal Register:	Not applicable

District: 4

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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Institution	Location
NONE	

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District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending June 13, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
Army and Air Force Mutual Aid Association	* 3A1 4c8	Army and Air Force Mutual Aid Association, Ft. Myer, Virginia, and Armed Forces Bank Holding Company, Reston, Virginia, to become bank holding companies through the acquisition of 100% of the voting securities of Armed Forces Bank, National Association, Fort Leavenworth, Kansas, and Armed Forces Bank of California, National Association, San Diego, California.	Newspaper:	Not available
			Federal Register:	07/10/2009

District: 5

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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NONE					

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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 June 13, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
CBM FLORIDA HOLDING COMPANY	* 3A1	CBM Florida Holding Company, Milan, New York, to become a bank holding company by acquiring 51 percent of the voting shares of Community Bank of Manatee, Bradenton, Florida.	Newspaper:	07/08/2009
			Federal Register:	07/06/2009
PEOPLESOUTH BANCSHARES, INC.	CIC	After-the-fact notification filed by Dr. H.J. Merritt, Ruth D. Merritt, and Melanie Williams, all of Colquitt, Georgia, and Marianne Melton, Damascus, Georgia, to retain 12.76 percent of the outstanding shares of PeoplesSouth BancShares, Inc., and its subsidiary, PeoplesSouth Bank, both of Colquitt, Georgia.	Newspaper:	06/01/2009
			Federal Register:	06/26/2009

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 June 13, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
CEDAR RAPIDS BANK AND TRUST COMPANY	* 18C	Cedar Rapids Bank and Trust Company, Cedar Rapids, Iowa, to purchase certain assets and assume certain liabilities of the Cedar Rapids, Iowa office of Village Bank and Trust Company, Cedar Rapids, Iowa.	Newspaper: Federal Register:	06/22/2009 Not applicable
GLENWOOD STATE BANK	* 18C * Branch	Glenwood State Bank, Glenwood, Iowa, to merge with First State Bank, Tabor, Iowa. As a result of their merger, the office at 711 Main Street, Tabor, Iowa, will become a branch of Glenwood State Bank, Glenwood, Iowa.	Newspaper: Federal Register:	Not available Not applicable
HANTZ HOLDINGS, INC.	* 3A1 4c8	Hantz Holdings, Inc., Southfield, Michigan, to become a bank holding company by acquiring 100 percent of the voting shares of Davison State Bank, Davison, Michigan, and also, proposes to acquire Tranex Financial, Inc., Southfield, Michigan and thereby engage in making and servicing loans.	Newspaper: Federal Register:	06/07/2009 06/22/2009
Van Financial Corp.	* 3A1	Van Financial Corp., Breda, Iowa, to become a bank holding company by acquiring at least 80 percent of Breda Savings Bank, Breda, Iowa.	Newspaper: Federal Register:	Not available 07/10/2009

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 June 13, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
BCC BANCSHARES, INC.	* 3A1	BCC Bancshares, Inc., Hardin, Illinois, to become a bank holding company by acquiring 100 percent of Bank of Calhoun County, Hardin, Illinois.	Newspaper:	07/13/2009
			Federal Register:	07/10/2009
SBW BANCSHARES, INC.	* 3A1	SBW Bancshares, Inc., Waterloo, Illinois, to become a bank holding company by acquiring 100 percent of State Bank of Waterloo, Waterloo, Illinois.	Newspaper:	07/06/2009
			Federal Register:	07/06/2009

District: 8

Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE					

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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 June 13, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
AUGUSTA FINANCIAL CORPORATION	CIC	Change in Control Notice by Robb B. Kahl, Monona, Wisconsin, as trustee of the Glenn A. Solsrud Revocable Trust concerning Augusta Financial Corporation, to gain control of Augusta Financial Corporation, Augusta, Wisconsin, and thereby gain control of Unity Bank, Augusta, Wisconsin.	Newspaper: Federal Register:	06/10/2009 06/11/2009
CAPRICE CORPORATION	CIC	Change in Control Notice by Robb B. Kahl, Monona, Wisconsin, as trustee of the Glenn A. Solsrud Revocable Trust concerning Caprice Corporation, to gain control of Caprice Corporation, Augusta, Wisconsin, and thereby gain control of Unity Bank North, Red Lake Falls, Minnesota.	Newspaper: Federal Register:	06/10/2009 06/11/2009
FIRST INTERSTATE BANK	* 18C * Branch * 18C * Branch	First Interstate Bank, Billings, Montana, to merge with First Western Bank, Wall, South Dakota, and The First Western Bank Sturgis, Sturgis, South Dakota, and incident thereto, proposes to establish 15 branches.	Newspaper: Federal Register:	Not available Not applicable
FIRST LEROY BANCORPORATION, INC.	CIC	Notice by the Donald A. Hanson Family Trust, Donna L. Hanson, LeRoy, Minnesota, individually and as trustee of the Family Trust, Jeanie Rae Thorson, Rochester, Minnesota, as trustee of the Family Trust, Barbara Kay Billings, Cresco, Iowa, as trustee of the Family Trust, and Kristi Jo Jacobson, Cannon Falls, Minnesota, as trustee of the Family Trust, a group acting in concert to acquire and retain 25 percent or more of the shares of First LeRoy Bancorporation, Inc., LeRoy, Minnesota, and thereby indirectly retain control of First State Bank Minnesota, LeRoy, Minnesota.	Newspaper: Federal Register:	Not available 06/17/2009
FIRST STATE BANK SOUTHWEST	* Branch	First State Bank Southwest, Pipestone, Minnesota, to establish a branch facility to be located at 505 Trosky Road West, Edgerton, Minnesota.	Newspaper: Federal Register:	05/29/2009 Not applicable
HATTON BANCSHARES, INC.	CIC	Notice by Richard Jordahl, Fargo, North Dakota, to acquire 25 percent or more of the shares of Hatton Bancshares, Inc., Fargo, North Dakota, and thereby indirectly gain control of Farmers and Merchants National Bank, Hatton, North Dakota.	Newspaper: Federal Register:	Not available 06/29/2009

District: 9

Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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NONE					

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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 13, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
FARMERS BANK OF LINCOLN	Premises	Farmers Bank of Lincoln, Lincoln, Missouri, to increase its investment in bank premises in the amount of \$200,000.	Newspaper: Federal Register:	Not applicable Not applicable
FIRST STATE BANK	* 18C * Branch	The First State Bank, Lincoln, Nebraska, to merge with Filley Bank, Filley, Nebraska and incident thereto to establish a branch, and to operate under the title of First State Bank, Lincoln, Nebraska. Wilber Co., Lincoln, Nebraska, requests to waive the Section 3a3 filing requirement in connection with the application by First State Bank, Lincoln, Nebraska, to merge with Filley Bank, Filley, Nebraska.	Newspaper: Federal Register:	Not available Not applicable
PANHANDLE BANCSHARES, INC.	CIC	Notice submitted by The Dorothy F. Baggerly Grantor Retained Annuity Trust, Guymon, Oklahoma, to become part of the family group acting in concert to acquire control of Panhandle Bancshares, Inc., parent of Bank of the Panhandle, both in Guymon, Oklahoma.	Newspaper: Federal Register:	06/25/2009 06/24/2009
TILDEN BANK, THE	* 18C * Branch	The Tilden Bank, Tilden, Nebraska, to merge with Citizens State Bank, Clearwater, Nebraska and incident thereto to establish a branch, and to operate under the title of The Tilden Bank, Tilden, Nebraska.	Newspaper: Federal Register:	07/06/2009 Not applicable

District: 10

Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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NONE					

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Institution	Location
NONE	

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District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending June 13, 2009

Filer	Filing Type	Filing Proposal	End of Comment Period	
PREMIER BANCSHARES, INC.	CIC	Mr. James Edward Baxter, II, Richmond, Virginia, to acquire an interest in Premier Bancshares, Inc., McKinney, Texas.	Newspaper:	Not available
			Federal Register:	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

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Filer	Filing Type	Filing Proposal	End of Comment Period	
FRANKLIN RESOURCES, INC.	* 3A3	Franklin Resources, Inc., San Mateo, California, to acquire 9.9 percent of Black River BancVenture, Inc., Memphis, Tennessee, and thereby indirectly acquire Allegiance Bank of North America, Bala Cynwyd, Pennsylvania, Bay Commercial Bank, Walnut Creek, California, Community Shores Bank, Muskegon, Michigan, Cornerstone Bank, Moorestown, New Jersey, Lakeside Community Bank, Sterling Heights, Michigan, and Quaint Oak Bank, Southampton Pennsylvania.	Newspaper: Federal Register:	Not available 06/25/2009
HERITAGE BANK OF COMMERCE	* 18C * Branch	Heritage Bank of Commerce, San Jose, California, to purchase the assets and assume the liabilities of two branches of Wachovia Bank, N.A., Charlotte, North Carolina.	Newspaper: Federal Register:	Not available Not applicable
PACIFIC INTERNATIONAL BANCORP, INC.	* 3A3	Pacific International Bancorp, Seattle, Washington, to acquire up to 9.9 percent of Center Financial Corporation and thereby indirectly acquire Center Bank, both of Los Angeles, California.	Newspaper: Federal Register:	Not available 07/06/2009
STATE BANK CORP.	CIC	Notice by Donald and Donna Nelson, to retain 10.9 percent of State Bank Corp., and indirectly its subsidiary, Mohave State Bank, both of Lake Havasu City, Arizona.	Newspaper: Federal Register:	Not available Not available

District: 12

Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

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Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act