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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. 43*

*Week Ending October 22, 2011*

Bank Holding Companies

Westpac Banking Corporation, Sydney, Australia -- to engage in certain nonbanking activities in the United States through the acquisition of JOHCM (USA) General Partner Inc., Wilmington, Delaware, and its foreign parent company, J O Hambro Capital Management Limited, London, England.

- Approved, October 18, 2011

Change in Bank Control

First Region Bancshares, Inc., Richlands, Virginia -- to retain control of First Region and its subsidiary bank, First Sentinel Bank, Richlands.

- Permitted, October 14, 2011

(A/C)

Enforcement

Community Banks of Colorado, Greenwood Village, Colorado -- appointment of the Federal Deposit Insurance Corporation as receiver for the bank.

- Announced, October 21, 2011

Porter Bancorp, Inc., Louisville, Kentucky -- written agreement with the Federal Reserve Bank of St. Louis.

- Announced, October 18, 2011

## **H.2 Actions under delegated authority**

**October 16, 2011 to October 22, 2011**

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**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

**OSD** Office of Staff Director

### **Bank Branches, Domestic**

#### Atlanta

Regions Bank, Birmingham, Alabama -- to establish a branch at 1180 West Peachtree Street, NE, Atlanta, Georgia.

- Approved, October 19, 2011

### **Bank Holding Companies**

#### Secretary

The Adirondack Trust Company Employee Stock Ownership Trust, Saratoga Springs, New York -- to acquire additional shares of 473 Broadway Holding Corporation, Saratoga Springs, and of The Adirondack Trust Company.

- Approved, October 18, 2011

#### Kansas City

CNBO Bancorp, Inc., Pryor, Oklahoma -- to continue to engage in mortgage lending activities through the acquisition of an interest in Century Home Mortgage of Oklahoma, LLC, Tulsa.

- Approved, October 21, 2011

#### Richmond

Crescent Financial Bancshares, Inc., Cary, North Carolina -- to become a bank holding company and to merge with Crescent Financial Corporation, Cary, and thereby acquire Crescent State Bank.

- Approved, October 21, 2011

**Bank Holding Companies**

Kansas City

Farmers State Bancshares, Inc., Dodge, Nebraska -- to become a bank holding company and to acquire Farmers State Investment Co., Dodge, and Farmers State Bank.

- Approved, October 21, 2011

New York

Investors Bancorp, MHC, Short Hills, New Jersey, and Investors Bancorp, Inc. -- to acquire BFS Bancorp, MHC, Brooklyn, New York; Brooklyn Federal Bancorp, Inc.; and Brooklyn Federal Savings Bank and thereby operate a savings association.

- Approved, October 17, 2011

General Counsel

National Australia Bank Limited, Docklands, Australia -- request for an exemption under the Depository Institution Management Interlocks Act and Regulation L.

- Granted, October 19, 2011

Richmond

Piedmont Community Bank Holdings, Inc., Raleigh, North Carolina -- to acquire Crescent Financial Bancshares, Inc., Cary, successor to Crescent Financial Corporation, and thereby indirectly acquire Crescent State Bank.

- Approved, October 21, 2011

**Bank Mergers**

Secretary

1st United Bank, Boca Raton, Florida -- to purchase certain assets and assume certain liabilities of Old Harbor Bank, Clearwater.

- Approved, October 20, 2011

**Bank Mergers**

St. Louis

Centennial Bank, Conway, Arkansas -- to purchase the assets and assume the deposit liabilities of Old Harbor Bank, Clearwater, Florida, and to retain the acquired facilities as branches.

- Withdrawn, October 18, 2011

**Change in Bank Control**

Atlanta

First State Bank of the Florida Keys Holding Company, Key West, Florida -- change in bank control of First State and its subsidiary bank, First State Bank of the Florida Keys, Key West.

- Permitted, October 21, 2011

Dallas

FirstPerryton Bancorp, Inc., Perryton, Texas -- change in bank control of FirstPerryton and its subsidiary bank, FirstBank Southwest, Amarillo.

- Permitted, October 19, 2011

Atlanta

Four County Bancshares, Inc., Allentown, Georgia -- to retain control of Four County and its subsidiary bank, Four County Bank, Allentown.

- Permitted, October 20, 2011

**Extensions of Time**

Richmond

Frederick County Bank, Frederick, Maryland -- extension to April 23, 2012, to establish a branch at 103 Monocacy Boulevard, Ferederick.

- Granted, October 18, 2011

Extensions of Time

Chicago

Lake City Bank, Warsaw, Indiana -- extension to January 12, 2012, to establish a branch at Outlot 2 Parcel at Parkwood West, Indianapolis.

- Granted, October 20, 2011

Membership

Chicago

Ackley State Bank, Ackley, Iowa -- to become a member of the Federal Reserve System.

- Approved, October 17, 2011

Savings and Loan Holding Companies

San Francisco

Opus Bank, Redondo Beach, California -- to become a savings and loan holding company by acquiring control of RMG Capital Corporation, Fullerton, and its thrift subsidiary, Fullerton Community Bank, in connection with Fullerton's merger with and into Opus Bank; and to acquire RMG's nonbank subsidiary, RMG Development Corporation, Fullerton, and thereby engage in certain real estate acquisition and development activities.

- Approved, October 21, 2011

**District: 1**

**Federal Reserve Bank of Boston**

**Filings received during the week ending October 22, 2011**

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

**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.

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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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 October 22, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
RAIFFEISEN BANK INTERNATIONAL AG	FBSEA	Raiffeisen Bank International AG, Vienna, Austria, to establish a representative office in New York, New York, pursuant to Section 10(a) of the International Banking Act of 1978, as amended and Section 211.24(a)(1) of Regulation K.	Newspaper:	Not available
			Federal Register:	Not applicable

**District: 2**

**Federal Reserve Bank of New York**

**Availability of CRA Public Evaluations**

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NONE					

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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 October 22, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
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
Polonia Bancorp, Inc.	* SLHC Formation * MHC Conversion	Polonia Bancorp, Inc., Baltimore, MD, to acquire 100 percent of Polonia Bancorp, Inc., Huntingdon Valley, PA.	Newspaper: Federal Register:	Not available 10/17/2011

**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					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 4**

**Federal Reserve Bank of Cleveland**

**Filings received during the week ending October 22, 2011**

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

**District: 4**

**Federal Reserve Bank of Cleveland**

**Availability of CRA Public Evaluations**

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 5**

**Federal Reserve Bank of Richmond**

**Filings received during the week ending October 22, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
CB FINANCIAL CORPORATION	CIC	S. Christopher Williford, Wilson, North Carolina, to control up to 24.69% of the voting shares of CB Financial Corporation, Wilson, 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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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act



**District: 6**

**Federal Reserve Bank of Atlanta**

**Filings received during the week ending October 22, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
PALM BEACH COMMUNITY BANK	* Branch	Palm Beach Community Bank, West Palm Beach, Florida, to establish a branch located at 3305 Northlake Boulevard, Palm Beach Gardens, Florida.	Newspaper: Federal Register:	10/28/2011 Not applicable
RAYMOND JAMES FINANCIAL, INC.	* 3A1	(Advance Federal Register) Raymond James Financial, Inc., to become a bank holding company by acquiring 100 percent of the outstanding shares of Raymond James Bank, FSB, both of St. Petersburg, Florida, to be named Raymond James Bank, N.A., upon its conversion to a national bank.	Newspaper: Federal Register:	Not available 11/21/2011
SUNRISE BANK	CIC	Sunrise Bank, Cocoa Beach, Florida, prior change in control notice filed by Guido Edwin Hinojosa Cardoso, La Paz, Bolivia, to acquire an additional 42.57 percent of the outstanding shares of Sunrise Bank, Cocoa Beach, Florida. Total pro forma ownership will equal 52.54 percent.	Newspaper: Federal Register:	10/28/2011 11/14/2011
USAMERIBANK	* Branch	USAmeriBank, Clearwater, Florida, to establish the following branches: 2028 E. 7th Avenue, Tampa, Florida, to be known as the Ybor Office; and 4770 140th Avenue, N., Clearwater, Florida, to be known as the 49th Street Branch.	Newspaper: Federal Register:	10/28/2011 Not applicable

**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 October 22, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
Blue Grass Bancorporation, Inc.	* 3A1 4c8	Blue Grass Bancorporation, Inc., Corning, Iowa, to become a bank holding company by acquiring 100% of Okey-Vernon First National Bank, Corning, Iowa. Blue Grass Bancorporation, Inc. to engage in insurance in small towns.	Newspaper: Federal Register:	Not available Not available
FIRST MIDWEST BANK	* 18C * Branch	First Midwest Bank, Itasca, Illinois, to acquire certain assets and assume certain liabilities of four branches of Old National Bank, Evansville, Indiana, and thereby to establish a branch office at 2320 S. Route 59, Plainfield, Illinois.	Newspaper: Federal Register:	Not available Not applicable
MUTUALFIRST FINANCIAL, INC.	* 3A1	MutualFirst Financial, Inc., Muncie, Indiana, to become a bank holding company by acquiring 100 percent of the voting shares of MutualBank, Muncie, Indiana.	Newspaper: Federal Register:	11/02/2011 11/04/2011

**District: 7**

**Federal Reserve Bank of Chicago**

**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: 8**

**Federal Reserve Bank of St. Louis**

**Filings received during the week ending October 22, 2011**

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

**District: 8**

**Federal Reserve Bank of St. Louis**

**Availability of CRA Public Evaluations**

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 9**

**Federal Reserve Bank of Minneapolis**

**Filings received during the week ending October 22, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
MIDWEST BANCSHARES, INC.	* 3A1	Midwest Bancshares, Inc., Tyndall South Dakota, to become a bank holding company by acquiring 100 percent of Security State Bank, Tyndall, South Dakota, and Midwest Bancshares, Inc., Tyndall, South Dakota to acquire 100 percent of Dakota Heritage State Bank, Chancellor, South Dakota. In addition, Midwest Bancshares, Inc., Tyndall, South Dakota, to acquire 100 percent of Chancellor Insurance Agency, LLC, Chancellor, South Dakota, and thereby engage in insurance agency activities in a town with a population not exceeding 5000.	Newspaper:	11/19/2011
	* 3A3		Federal Register:	11/14/2011
	4c8			
NORTHERN FINANCIAL CORPORATION	CIC	Notice by Marilyn Senty Ivers, Great Falls, Montana, to retain 25 percent or more of the shares of Northern Financial Corporation, Independence, Wisconsin, and thereby indirectly retain control of Independence State Bank, Independence, Wisconsin.	Newspaper:	Not available
			Federal Register:	10/26/2011
RIVERLAND BANCORPORATION	CIC	Change in Control Notice by Mark E. Davis, St. Peter, Minnesota, to acquire 25 percent or more of the shares of Riverland Bancorporation, Jordan, Minnesota, and thereby indirectly gain control of Riverland Bank, Jordan, Minnesota.	Newspaper:	Not available
			Federal Register:	11/08/2011

**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
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 October 22, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BLUECHIP BANCSHARES, LLC	* 3A1	Bluechip Bancshares, LLC, Oklahoma City, Oklahoma, to become a bank holding company through the acquisition of 100 percent of the voting shares of Elmore City Bancshares, Inc., Elmore City, Oklahoma, parent of First State Bank, Elmore City, Oklahoma.	Newspaper: Federal Register:	Not available 11/21/2011
BON, INC.	* 3A3	Bon, Inc.; Goering Financial Holding Company Partnership, L.P.; and Goering Management Company, L.L.C., all of Moundridge, Kansas, to acquire 100 percent of the voting shares of Home State Bancshares, Inc., McPherson, Kansas, parent of Home State Bank & Trust Co., McPherson, Kansas.	Newspaper: Federal Register:	Not available 10/11/2011
COUNTRY AGENCIES & INVESTMENTS, INC.	CIC	Notice by Robert Clay Welch, Sugar Creek, Missouri, and James Ward Pollard, Independence, Missouri, as trustees of the Robert E. Oliphant Revocable Trust u/t/a/ dated November 10, 2010, to retain control of Country Agencies & Investments, Inc., Odessa, Missouri, parent of Bank of Odessa, Odessa, Missouri, Commercial Bank of Oak Grove, Oak Grove, Missouri, and LaMonte Community Bank, LaMonte, Missouri.	Newspaper: Federal Register:	Not available 10/10/2011
FIRST NATIONAL FAIRBURY CORPORATION	CIC	Notice by Teresa N. Pfaff, Lancaster, South Carolina, as a member of a group acting in concert, to acquire control of First National Fairbury Corporation, parent of The First National Bank of Fairbury, both in Fairbury, Nebraska.	Newspaper: Federal Register:	Not available 10/07/2011
LINCOLN FEDERAL BANCORP, INC.	SLHC Activity	Lincoln Federal Bancorp, Inc. and Lincoln Federal Bancorp M.H.C., both in Lincoln, Nebraska, to engage in real estate development activities through Stone Bridge Creek, L.L.C., Lincoln, Nebraska, which is to be transferred to Lincoln Federal Bancorp through a dividend in kind.	Newspaper: Federal Register:	Not applicable 11/04/2011

**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
NONE	

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**District: 11**

**Federal Reserve Bank of Dallas**

**Filings received during the week ending October 22, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
ADAM BANK GROUP, INC.	* 3A3	Adam Bank Group, Inc., Tampa, Florida, to acquire 100 percent of Brazos Valley Bank, National Association, College Station, Texas, through the merger of its banking subsidiary, American Momentum Bank, Tampa, Florida, with and into Brazos Valley Bank, National Association, with American Momentum Bank surviving this merger.	Newspaper:	10/25/2011
			Federal Register:	10/27/2011
HAPPY BANCSHARES, INC.	* 3A3 * 3A1	Happy Bancshares, Inc., Canyon, Texas, and SBI Acquisition Corp., Amarillo, Texas, to acquire 100 percent of Signature Bancshares, Inc., Dallas, Texas, and thereby indirectly acquire Signature Bank, Dallas, Texas, and for SBI Acquisition Corp. to thereby become a bank holding company.	Newspaper:	Not available
			Federal Register:	11/17/2011
SHB BANCORP, INC.	* 3A1	SHB Bancorp, Inc., Jonesville, Louisiana, to become a bank holding company by acquiring 100 percent of Southern Heritage Bank, Jonesville, Louisiana.	Newspaper:	Not available
			Federal Register:	11/04/2011
WILLS POINT FINANCIAL CORPORATION	CIC	Notice by Jerry D. Branum of Dallas, Texas, to acquire 25 percent or more of the shares and thereby control of Wills Point Financial Corporation, Wills Point, Texas and indirectly Citizens National Bank, Wills Point, Texas.	Newspaper:	Not available
			Federal Register:	Not available

**District: 11**

**Federal Reserve Bank of Dallas**

**Availability of CRA Public Evaluations**

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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 October 22, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
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 additional shares of stock in Manhattan Bancorp, and thereby indirectly acquire additional voting shares of Bank of Manhattan, N.A., both of El Segundo, California.	Newspaper: Federal Register:	Not available 10/28/2011
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
FS BANCORP, INC.	* 3A1	FS Bancorp, Inc., Mountlake Terrace, Washington, to become a bank holding company upon the conversion of 1st Security Bank of Washington, Mountlake Terrace, Washington, from a state savings bank to a commercial bank.	Newspaper: Federal Register:	Not available 11/10/2011
RIVERBANK HOLDING COMPANY	CIC	Interagency Notice of Change in Control by James Gaines McCullar and Carolyn Jean McCullar, both of Soap Lake, Washington, to acquire up to 22.44 percent of Riverbank Holding Company, and thereby indirectly acquire Riverbank, both of Spokane, Washington.	Newspaper: Federal Register:	Not available 10/07/2011

**District: 12**

**Federal Reserve Bank of San Francisco**

**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.

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act