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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. 45*

*Week Ending November 5, 2011*

Enforcement

Capital Funding Bancorp, Inc., Baltimore, Maryland, and CFG Community Bank -- issuance of a consent cease and desist order by the Board and the Maryland Commissioner of Financial Regulation.

- Announced, November 3, 2011

Huntington Bancshares, Inc., Huntington, Texas -- written agreement with the Federal Reserve Bank of Dallas and the Banking Commissioner of the Texas Department of Banking.

- Announced, November 3, 2011

Princeton National Bancorp, Inc., Princeton, Illinois -- written agreement with the Federal Reserve Bank of Chicago.

- Announced, November 1, 2011

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

**October 30, 2011 to November 5, 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**

#### San Francisco

Bank of Hawaii, Honolulu, Hawaii -- to establish an in-store branch at Safeway Beretania, 1234 South Beretania Street, Honolulu.

- Approved, November 3, 2011

#### Atlanta

Palm Beach Community Bank, West Palm Beach, Florida -- to establish a branch at 3305 Northlake Boulevard, Palm Beach Gardens.

- Approved, November 4, 2011

#### Atlanta

USAmeriBank, Clearwater, Florida -- to establish branches at 2028 East 7th Avenue, Tampa, and 4770 140th Avenue North, Clearwater.

- Approved, November 4, 2011

### **Bank Holding Companies**

#### San Francisco

California Republic Bancorp, Newport Beach, California -- to become a bank holding company and to acquire California Republic Bank, Newport Beach.

- Approved, October 31, 2011

#### San Francisco

Carpenter Fund Manager GP, LLC, Irvine, California, et al. -- to acquire additional shares of Manhattan Bancorp, El Segundo, and thereby indirectly acquire additional shares of Bank of Manhattan, N.A.

- Approved, November 3, 2011

**Bank Holding Companies**

Cleveland

Edon Bancorp, Inc., Edon, Ohio -- to become a bank holding company and to acquire Edon State Bank Company of Edon, Edon.

- Approved, November 3, 2011

San Francisco

Nara Bancorp, Inc., Los Angeles, California -- to acquire Center Financial Corporation, Los Angeles, and thereby acquire Center Bank.

- Approved, November 1, 2011

**Banks, Foreign**

Director, BS&R

BNP Paribas, Paris, France -- waiver of remainder of prior-notification period to establish a limited branch in New York, New York.

- Granted, November 3, 2011

**Change in Bank Control**

Kansas City

Town & Country Bancshares, Inc., Guthrie, Oklahoma -- change in bank control of Town & Country and its subsidiary bank, Oklahoma State Bank, Guthrie.

- Returned, October 31, 2011

**Extensions of Time**

Atlanta

Commerce Union Bancshares, Inc., Springfield, Tennessee -- extension to March 7, 2012, to become a bank holding company and to acquire Commerce Union Bank, Springfield.

- Granted, November 3, 2011

**District: 1**

**Federal Reserve Bank of Boston**

**Filings received during the week ending November 5, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
STATE STREET BANK AND TRUST COMPANY	Investment	State Street Bank and Trust Company and State Street International Holdings, both of Boston, Massachusetts, seek prior notice pursuant to Section 211.9(f) of Regulation K to invest in two private limited companies located in New Delhi, India and the United Kingdom in excess of the aggregate investment limits.	Newspaper:	Not applicable
			Federal Register:	Not applicable

**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
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 November 5, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
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 Diners Club of Greece Finance Company S.A., Athens, Greece.	Newspaper: Federal Register:	Not applicable Not applicable
COMMUNITY BANK SYSTEM, INC.	4c8	Community Bank System, Inc., DeWitt, New York, is providing prior notice pursuant to Section 4 (c)(8) of the BHC Act and Section 225.23 of Regulation Y, to acquire CAI Benefits, Inc., New York, New York and thereby engage in employee benefits consulting services under Section 225.28(b)(9)(ii) of Regulation Y.	Newspaper: Federal Register:	Not applicable Not applicable
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: Federal Register:	Not available Not applicable
SUMITOMO MITSUI BANKING CORPORATION	* 3A3	Sumitomo Mitsui Financial Group, Inc. and Sumitomo Mitsui Banking Corporation, both of Tokyo, Japan, to increase their ownership interest to hold up to 9.9 percent of the outstanding voting shares of The Bank of East Asia, Limited, Hong Kong S.A.R., Peoples Republic of China, and thereby indirectly increase their interest in The Bank of East Asia (U.S.A.), N.A., New York, New York, pursuant to Section 3(a)(3) of the BHC Act of 1956, as amended, and Section 225.15 of Regulation Y.	Newspaper: Federal Register:	Not available Not available

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**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 November 5, 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
SUSQUEHANNA BANCSHARES, INC.	* 3A5 * 18C	Susquehanna Bancshares, Inc., Lititz, PA, to acquire Tower Bancorp, Inc., Harrisburg, PA, and to simultaneously merge Graystone Tower Bank, Lancaster, PA, with and into Susquehanna Bank, Lititz, PA.	Newspaper: Federal Register:	11/29/2011 12/01/2011

**District: 3**

**Federal Reserve Bank of Philadelphia**

**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: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending November 5, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIFTH THIRD BANK	* Branch	Fifth Third Bank, Cincinnati, OH to establish a branch at NWC South Cobb Drive and Concord Road, Smyrna, GA.	Newspaper:	11/12/2011
			Federal Register:	Not applicable
S & T BANCORP, INC.	* 3A5	S&T Bancorp Inc., Indiana, PA, to acquire	Newspaper:	11/27/2011
	* 3A3	Mainline Bancorp Inc., Ebensburg, PA and its wholly owned subsidiary, Mainline National Bank, Portage, PA pursuant to Sections 3(a)3 and 3(a)5 of the Bank Holding Company Act.	Federal Register:	12/05/2011

**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 November 5, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
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: Federal Register:	Not available Not available
EAGLEBANK	* Branch	EagleBank, Bethesda, Maryland, to establish a branch at 2905 District Avenue, Suite 190, Fairfax, Virginia	Newspaper: Federal Register:	Not available Not applicable
SECURITY FEDERAL CORPORATION	* 3A1	Security Federal Corporation, Aiken, South Carolina, to become a bank holding company upon the conversion of Security Federal Bank, Aiken, South Carolina, from a federal stock savings bank to a state chartered commercial bank.	Newspaper: Federal Register:	Not available 11/01/2011

**District: 5**

**Federal Reserve Bank of Richmond**

**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: 6**

**Federal Reserve Bank of Atlanta**

**Filings received during the week ending November 5, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
CLAYTON BANCORP, INC	4c8	Clayton Bancorp, Inc., Knoxville, Tennessee, requests to engage in making, acquiring, brokering, or servicing loans, or other extensions of credit, pursuant to section 225.28(b)(1), and to engage in activities related to extending credit, pursuant to Section 225.28(b)(2), of Regulation Y and 4(c)8 of the Bank Holding Company Act.	Newspaper: Federal Register:	Not applicable 11/18/2011
FIRST NBC BANK HOLDING COMPANY	* 3A3	First NBC Bank Holding Company, New Orleans, Louisiana, to acquire 100 percent of the outstanding shares of Central Progressive Bank, Lacombe, Louisiana.	Newspaper: Federal Register:	11/28/2011 11/18/2011
INDEPENDENT BANCSHARES, INC. EMPLOYEE STOCK OWNERSHIP PLAN	* 3A3	Independent Bancshares, Inc. Employee Stock Ownership Plan, Red Bay, Alabama, to acquire an additional 19.30 percent of the outstanding shares of Independent Bancshares, Inc., and its subsidiary, Community Spirit Bank, both of Red Bay, Alabama, along with Spirit Bancshares, Inc., and its subsidiary, Spirit Bank, both of Belmont, Mississippi. The acquisition will increase Independent Bancshares, Inc. Employee Stock Ownership Plan's ownership in Independent Bancshares, Inc., to 46.47 Percent.	Newspaper: Federal Register:	Not available 12/05/2011
NCG BANCO, S.A.	FBSEA	NCG Banco, S.A., A Coruna, Spain, to establish an international bank branch in Miami, Florida.	Newspaper: Federal Register:	11/26/2011 Not applicable
RAYMOND JAMES FINANCIAL, INC.	* 3A1	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:	11/18/2011 11/21/2011

**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 November 5, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
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 acquire 1st Choice Agency, Corning, Iowa, and engage in insurance in small towns.	Newspaper: Federal Register:	Not available 11/21/2011
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

**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 November 5, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
OHIO VALLEY FINANCIAL GROUP, INC.	* Branch	Ohio Valley Financial Group, Henderson, Kentucky, to establish a branch facility to be located at 1020 North Burkhardt Road, Evansville, Indiana.	Newspaper:	11/14/2011
			Federal Register:	Not applicable

**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 November 5, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BITTERROOT HOLDING COMPANY	* 3A5	Bitterroot Holding Company, Lolo, Montana, to merge with Ravalli County Bankshares, Inc., Hamilton, Montana, and thereby indirectly acquire Ravalli County Bank, Hamilton, Montana, and, also as a result of the merger, to increase its ownership of West One Bank, Kalispell, Montana, from 34.92% to 63.73%.	Newspaper: Federal Register:	Not available 12/01/2011
CITIZENS STATE BANCSHARES, INC.	CIC	Change in control notice by James E. Gaarder, Ossining, New York, to retain 25% or more of the shares of Citizens State Bancshares, Inc., Lankin, North Dakota, and thereby indirectly retain control of Citizens State Bank of Lankin, Lankin, North Dakota.	Newspaper: Federal Register:	Not available 11/21/2011
FIRST RUSHMORE BANCORPORATION, INC.	CIC	Change in Control Notice by the Gregory R. Raymo Revocable Living Trust Agreement, Worthington Minnesota, and Barbara J. Raymo, Worthington, Minnesota, individually and as Co-Trustee, to join the Gregory Raymo family group that currently consists of Gregory Raymo, and the First State Bank Southwest 2010 Amended and Restated KSOP Plan and Trust, Worthington, Minnesota, that controls 25 percent or more of the shares of First Rushmore Bancorporation, Inc., Worthington, Minnesota, and thereby indirectly gain control of First State Bank Southwest, Pipestone, Minnesota.	Newspaper: Federal Register:	Not available 11/22/2011
TRADITION BANCSHARES, INC.	CIC	Change in control notice by Patrick D. Wenning, and Pilar Wenning, both of Mound, Minnesota, to retain 10 percent or more of the shares of Tradition Bancshares, Inc., Edina, Minnesota, and thereby indirectly retain control of Tradition Capital Bank, Edina, Minnesota.	Newspaper: Federal Register:	Not available 11/22/2011

**District: 9**

**Federal Reserve Bank of Minneapolis**

**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: 10****Federal Reserve Bank of Kansas City****Filings received during the week ending November 5, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
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
F&M BANK & TRUST COMPANY, THE	* Branch	F&M Bank and Trust Company, Tulsa, Oklahoma, to establish a branch at 11970 North Central Expressway, Suite 210, Dallas, Texas.	Newspaper: Federal Register:	Not available Not applicable
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:	09/27/2011 10/07/2011

**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 November 5, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
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: Federal Register:	Not available 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: Federal Register:	11/10/2011 11/14/2011
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:	Not available Not available

**District: 11**

**Federal Reserve Bank of Dallas**

**Availability of CRA Public Evaluations**

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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**District: 12**

**Federal Reserve Bank of San Francisco**

**Filings received during the week ending November 5, 2011**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BANK OF HAWAII	* Branch	Bank of Hawaii, Honolulu, Hawaii, to establish a in-store branch at Safeway Beretania at 1234 South Beretania Street, Honolulu, Hawaii.	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 Not available
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:	11/02/2011 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