Federal Reserve Release



H.2

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

No. 32

Week Ending August 11, 2012

Personnel

Division of Banking Supervision and Regulation -- appointment of Laurie F. Priest as assistant director and chief of staff.

- Approved, August 9, 2012

Regulations and Policies

Capital Rules -- extension to October 22, 2012, of the comment period on three proposed rules to revise and replace current capital rules and implement the Basel III regulatory capital reforms and certain aspects of the Dodd-Frank Act.

- Announced, August 8, 2012

Enforcement

Asian Financial Corporation, Philadelphia, Pennsylvania, and Asian Bank -- issuance of a consent cease and desist order.

- Announced, August 7, 2012

Coastal Financial Corporation, Everett, Washington, and Coastal Community Bank -- written agreement dated September 25, 2009, terminated August 6, 2012.

- Announced, August 9, 2012

Gold Canyon Bank, Gold Canyon, Arizona -- issuance of a prompt corrective action directive with the consent of the bank.

- Announced, August 7, 2012

LegacyTexas Group, Inc., Plano, Texas, and LegacyTexas Bank -- written agreement dated August 18, 2009, terminated August 1, 2012.

- Announced, August 7, 2012

Enforcement

MetLife, Inc., New York, New York -- issuance of monetary sanctions totaling \$3.2 million against MetLife, Inc. for failure to adequately oversee its subsidiary bank's mortgage loan servicing and foreclosure processing operations.

- Announced, August 7, 2012

Spirit BankCorp, Inc., Bristow, Oklahoma -- written agreement with the Federal Reserve Bank of Kansas City.

- Announced, August 7, 2012

The State Bank of Blue Mound, Blue Mound, Illinois -- written agreement with the Federal Reserve Bank of Chicago and the Illinois Department of Financial and Professional Regulation, Division of Banking.

- Announced, August 7, 2012

H.2 Actions under delegated authority

BS&RBanking Supervision and RegulationRBOPSReserve Bank Operations and Payment SystemsC&CAConsumer and Community AffairsIFInternational FinanceFOMCFederal Open Market CommitteeMAMonetary Affairs

Bank Branches, Domestic

Philadelphia

Customers Bank, Phoenixville, Pennsylvania -- to establish a limited-service branch at The Miriam Osborn Memorial Home, 101 Theall Road, Rye, New York.

- Approved, August 9, 2012

Richmond

Valley Bank, Roanoke, Virginia -- to establish a branch at 4003 Challenger Avenue, Roanoke.

- Approved, August 8, 2012

Bank Holding Companies

Director, BS&R

Barclays PLC, London, United Kingdom, and Barclays Bank PLC -- relief from certain commitments.

- Granted, August 7, 2012

St. Louis

First Security Bancorp, Searcy, Arkansas -- to increase its ownership in CrossFirst Holdings, LLC, Leawood, Kansas.

- Approved, August 8, 2012

Bank Holding Companies

St. Louis

Mercantile Bancorp, Inc., Quincy, Illinois -- to merge with its subsidiary holding company, The Royal Palm Bancorp, Inc., Naples, Florida, and thereby cause The Royal Palm Bank of Florida to become a direct subsidiary bank of Mercantile Bancorp, Inc.

- Withdrawn, August 9, 2012

Atlanta

ServisFirst Bancshares, Inc., Birmingham, Alabama -- relief from a commitment.

- Granted, August 10, 2012

Bank Mergers

Secretary

The Bryn Mawr Trust Company, Bryn Mawr, Pennsylvania -- to purchase certain assets and assume certain liabilities of First Bank of Delaware, Wilmington, Delaware, and thereby establish a branch.

- Approved, August 8, 2012

Bank Premises

Cleveland

Heartland Bank, Gahanna, Ohio -- request to exceed the limit on investment in bank premises.

- Approved, August 10, 2012

Banks, Nonmember, and Miscellaneous Institutions

Director, BS&R

Cerberus Capital Management, L.P., New York, New York -- relief from a commitment.

- Granted, August 7, 2012

Change in Bank Control

Minneapolis

Eden Valley Bancshares, Inc., Eden Valley, Minnesota -- change in bank control of Eden Valley and its subsidiary bank, State Bank in Eden Valley, Eden Valley.

- Permitted, August 7, 2012

Kansas City

Henderson State Company, Henderson, Nebraska -- change in bank control of Henderson State and its subsidiary bank, Henderson State Bank, Henderson.

- Permitted, August 6, 2012

Philadelphia

Heritage Oakes Bancorp, Paso Robles, California -- change in bank control of Heritage Oakes and its subsidiary bank, Heritage Bank, Paso Robles.

- Permitted, August 6, 2012

Philadelphia

Porter Bancorp, Inc., Louisville, Kentucky -- change in bank control of Porter and its subsidiary bank, PBI Bank, Louisville.

- Permitted, August 6, 2012

Extensions of Time

St. Louis

Cabool State Bank Employee Stock Ownership Plan, Cabool, Missouri -- extension to November 24, 2012, to increase its ownership of Cabool Bancshares, Inc., Cabool, and thereby increase its indirect control of Cabool State Bank.

- Granted, August 8, 2012

St. Louis

Fordyce Bank & Trust Co., Fordyce, Arkansas -- extension to November 7, 2012, to merge with The Bank of Rison, Rison.

- Granted, August 7, 2012

Savings and Loan Holding Companies

Chicago

LaPorte Savings Bank, MHC, La Porte, Indiana -- to convert from mutual to stock form and to merge with LaPorte Bancorp, Inc., La Porte, and for LaPorte Bancorp to become a savings and loan holding company by acquiring The LaPorte Savings Bank.

- Approved, August 10, 2012

Kansas City

Madison County Holding, MHC, Madison, Nebraska -- to convert from mutual to stock form and to merge with Madison County Financial Corporation, Madison, and for Madison County Financial Corporation to become a savings and loan holding company by acquiring Madison County Bank.

- Approved, August 10, 2012

Savings and Loan Holding Companies

Philadelphia

Polonia MHC, Huntingdon Valley, Pennsylvania -- to convert from mutual to stock form and to merge with Polonia Bancorp, Huntingdon Valley, and for Polonia Bancorp to become a savings and loan holding company by acquiring Polonia Bank.

August 5, 2012 to August 11, 2012

- Approved, August 10, 2012

Federal Reserve Bank of Boston

Filer	Filing Type	Filing Proposal	End of Commen	t Period
HAMPDEN BANCORP, INC.	CIC	Notification by Investors of America LP to retain 10% or more of the outstanding shares of the common stock of Hampden Bancorp, Inc., Springfield, Massachusetts, the holding company for Hampden Bank, Springfield, Massachusetts, pursuant to the Change in Bank Control Act of 1978.	Newspaper: Federal Register:	08/13/2012 08/10/2012
INDEPENDENT BANK CORP.	* 3A5 * 3A3	Application by Independent Bank Corp, Rockland, Massachusetts, to acquire Central Bancorp, Inc. and its subsidiary bank, Central Co-operative Bank, both of Somerville, Massachusetts, pursuant to sections 3(a)(3) and 3(a)(5) of the Bank Holding Company Act of 1956, as amended.	Newspaper: Federal Register:	08/01/2012 07/30/2012

^{*} Subject to the provisions of the Community Reinvestment Act

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

Public Date

Rating

Exam Method

NONE

CRA Examinations scheduled for Quarter of

Institution Location

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Federal Reserve Bank of New York

Filer	Filing Type Filing Proposal	Filing Proposal	End of Comment Period	
HANA FINANCIAL GROUP INC.	* 3A1	Hana Financial Group Inc., Seoul, Korea, to become a bank holding company by acquiring 71.37 percent of BNB Financial Services Corporation, New York, New York, and indirectly, BNB Bank, National Association, Fort Lee, New Jersey pursuant to Section 3(a)(1) of the Bank Holding Company Act of 1956, as amended, and Section 225.15 of Regulation Y.	Newspaper: Federal Register:	Not available Not available
NONGHYUP BANK	FBSEA	NongHyup Bank, Seoul, Korea, to establish a branch in New York, New York, pursuant to Section 211.24 of Regulation K.	Newspaper: Federal Register:	Not available Not applicable
ORIENTAL FINANCIAL GROUP INC.	* 3A3	Oriental Financial Group Inc, San Juan, Puerto Rico, to acquire 100 percent of BBVAPR Holding Corporation, San Juan, Puerto Rico and thereby indirectly acquire Banco Bilbao Vizcaya Argentaria Puerto Rico, San Juan, Puerto Rico.	Newspaper: Federal Register:	Not available 08/31/2012

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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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Federal Reserve Bank of Philadelphia

Filings received during the week ending August 11, 2012

Filer Filing Type Filing Proposal End of Comment Period

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Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for Quarter of

Location

CRA

CRA

Institution NONE

RSSD

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Federal Reserve Bank of Cleveland

Filer	Filing Type	Filing Proposal	End of Commen	t Period
Bank Opportunity Fund LLC	CIC	Notice of Change of Control by Bank Opportunity Fund, LLC; Bank Opportunity Advisors LLC; and Bank Acquisitions LLC, Washington, D.C. to acquire up to 24.99% of Middlefield Banc Corp., Middlefield, Ohio.	Newspaper: Federal Register:	08/16/2012 08/26/2012
NEW RICHMOND BANCORPORATION	CIC	Interagency Notice of Change in Bank Control filed by Steven A. Bartels and Deborah E. Bartels, both of Franklin, NB proposing to acquire 50.33% of the outstanding voting shares of New Richmond Bancorporation, New Richmond, OH.	Newspaper: Federal Register:	Not available Not available
SUTTON BANCSHARES, INC.	CIC	The Sutton Bank Employee Stock Ownership / 401K Plan (Sutton Bancshares, Inc.), Attica, Ohio; Co-Trustees; Eric A. Gillett, James A. Gorrell; AND The Eric A. Gillete Family Control Group (Eric A. Gillett Revocable Trust Attica, Ohio; Denise E. Gillett Revocable Trust Attica, Ohio; Ronald L. and Jean E. Hamilton Huron, Ohio; John A. Pour Revocable Living Trust Troy, Ohio; Yvenna E. Pour Revocable Living Trust Troy, Ohio; Cheryl S. Beaver Troy, Ohio; Valeria A. Darling Attica, Ohio; Fred W. Darling, Attica, Ohio; Theresa M. Henderson Piqua, Ohio; Michelle R. Powell Troy, Ohio) AND The James A. Gorrell, Family Control Group (James A. Gorrell, Tiffin, Ohio; and Barbara M. Gorrell, Dayton, Ohio), collectively, to acquire 10 percent or more of the shares and thereby control of Sutton Bancshares, Inc., Attica, Ohio and thereby indirectly control Sutton Bank, Attica, Ohio	Newspaper: Federal Register:	08/29/2012 Not available

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Federal Reserve Bank of Cleveland

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NONE

CRA Examinations scheduled for Quarter of

Location

CRA

CRA

Institution NONE

RSSD

^{*} Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of Richmond

Filer	Filing Type	Filing Proposal	End of Commen	t Period
CFG COMMUNITY BANK	* Branch	CFG Community Bank, Lutherville, Maryland, to establish a branch at 1615 Thames Street, Baltimore, Maryland	Newspaper: Federal Register:	08/18/2012 Not applicable
CITIZENS BANK AND TRUST COMPANY	* Branch	Citizens Bank and Trust Company, Blackstone, Virginia, to establish a branch at the corner of Iron Bridge Road and Oliver's Way, Chesterfield, Virginia	Newspaper: Federal Register:	Not available Not applicable
PIONEER BANK	* Branch	Pioneer Bank, Stanley, Virginia, to establish a branch location at Stoneridge Drive, North, Gateway Center, Lot 1A, Ruckersville, Virginia	Newspaper: Federal Register:	08/20/2012 Not applicable

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Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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ID Institution / Location

Exam Date

CRA

Public Date

Rating

Exam Method

NONE

CRA Examinations scheduled for Quarter of

Institution Location

^{*} Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of Atlanta

Filer	Filing Type	Filing Proposal	End of Commen	t Period
FEB BANCSHARES, INC.	CIC	Prior change in control notice filed by Guice Slawson, Jr., Joe Stinson Slawson, and William Edgar Slawson, all of Montgomery, Alabama, to collectively acquire 91.4 percent of the outstanding shares of FEB Bancshares, Inc., and its subsidiary, Farmers Exchange Bank, both of Louisville, Alabama.	Newspaper: Federal Register:	Not available 08/28/2012
MID STATE BANKS, INC.	CIC	Prior change in control notice filed by Robert Wayne Lowe, Warner Robbins, Georgia, to acquire an additional 8.94 percent of the outstanding shares of Mid State Banks, Inc., Hawkinsville, Georgia, and its subsidiary, PlantersFIRST Bank, Cordele, Georgia. Total pro forma ownership will equal 31.38 percent.	Newspaper: Federal Register:	Not available Not available
SOUTHERN BANC COMPANY, INC., THE	CIC	Prior change in control notice filed by James Brawner Little, III, Birmingham, Alabama, to acquire up to 25 percent of the outstanding shares of The Southern Banc Company, Inc., and its subsidiary, The Southern Bank Company, both of Gadsden, Alabama.	Newspaper: Federal Register:	Not available Not available

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Federal Reserve Bank of Atlanta

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NONE

CRA Examinations scheduled for Quarter of

Location

CRA

CRA

NONE

Institution

RSSD

^{*} Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	End of Commen	t Period
C-B-G, INC.	* 3A3	C-B-G, Inc., West Liberty, Iowa, to acquire up to \$200,000 more of additional shares and increase its ownership up to 50.01 percent of Washington Bancorp, Washington, Iowa, and thereby increase it's indirect interest in Washington Bancorp's subsidiary, Federation Bank, Washington, Iowa.	Newspaper: Federal Register:	09/01/2012 08/27/2012
CHEMICAL BANK	* 18C * Branch	Chemical Bank, Midland, Michigan, to purchase the assets and assume the liabilities of 21 branches of Independent Bank, Ionia, Michigan, and thereby establish 21 branches.	Newspaper: Federal Register:	Not available Not applicable
ST. CHARLES BANK & TRUST COMPANY	* Branch	Saint Charles Bank and Trust Company, Saint Charles, Illinois, to establish a branch located at 514 West State Street, Geneva, Illinois 60134.	Newspaper: Federal Register:	Not available Not applicable

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Federal Reserve Bank of Chicago

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CRA

CRA

CRA Examinations scheduled for

Quarter of

Institution Location

NONE

RSSD

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Federal Reserve Bank of St. Louis

Filer	Filing Type	Filing Proposal	End of Commen	t Period
RELIABLE COMMUNITY	* 3A3	Reliable Community Bancshares, Inc., Perryville, Missouri, to acquire 100 percent of First Southeast Missouri Bancorporation, Inc., Scott City, Missouri, and thereby indirectly acquire Security Bank and Trust Company, Scott City, Missouri. Also, a companion filing for First Southeast Acquisition Corporation, Perryville, Missouri, to become a bank holding company by acquiring 100 percent of First Southeast Missouri Bancorporation, Inc., Scott City, Missouri, and thereby indirectly acquire Security Bank and Trust Company, Scott City, Missouri.	Newspaper:	09/06/2012
BANCSHARES, INC.	* 3A1		Federal Register:	Not available

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Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE

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CRA

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Institution Location

NONE

RSSD

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Federal Reserve Bank of Minneapolis

Filer	Filing Type	Filing Proposal	End of Commen	t Period
AMERICAN BANCOR, LTD.	* 3A3	American Bancor, Ltd., Dickinson, North Dakota, to acquire 100 percent of North Country Bank, National Association, McClusky, North Dakota.	Newspaper: Federal Register:	Not available 09/06/2012
BNCCORP, INC.	CIC	MVC Private Equity Fund, LP, Purchase, NY; MVC GP II, LLC, Purchase, NY; MVC Financial Services, Inc., Purchase, NY; MVC Partners LLC, Purchase, NY; MVC Capital, Inc., Purchase, NY; The Tokarz Group Advisors LLC, Purchase, NY; Michael Tokarz, Purchase, NY; and James Pinto, Greenwich, CT (collectively "MVC"), intend to apply to the Federal Reserve Board for permission to acquire 24.76 percent of the shares of BNCCORP, Inc., Bismarck, ND. Additionally, MVC; Prairie Petroleum Inc., Denver, CO; Eugene Nicholas, Cando, ND; Timothy Dodd, Bismarck, ND; Jeffrey Topp, Grace City, ND; Janet Topp, Grace City, ND; Roger Kenner, Leeds, ND; Bradley Fey, Bismarck, ND; and William Coleman, Denver, CO, as a group acting in concert intend collectively to acquire more than 25 percent of BNCCORP, Inc., and thereby acquire BNC National Bank, Glendale, Arizona.	Newspaper: Federal Register:	Not available 08/28/2012
FRANDSEN FINANCIAL CORPORATION	* 3A3	Frandsen Financial Corporation, Arden Hills, Minnesota, to acquire 100% of Clinton Bancshares, Inc., and thereby indirectly acquire Clinton State Bank, Clinton, Minnesota.	Newspaper: Federal Register:	Not available Not available

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Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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CRA CRA

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NONE

CRA Examinations scheduled for

Quarter of

Institution Location

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Federal Reserve Bank of Kansas City

Filer	Filing Type	Filing Proposal	End of Comment Period	
AMERICAN NATIONAL CORPORATION	* 3A3	American National Corporation, Omaha, Nebraska, to acquire 100 percent of the voting shares of Western Bank, St. Paul, Minnesota.	Newspaper: Federal Register:	Not available 09/07/2012
CONVERSE COUNTY CAPITAL CORPORATION	CIC	Notice by Tom Saunders, Douglas, Wyoming, to retain control of Converse County Capital Corporation, parent of Converse County Bank, both in Douglas, Wyoming. In addition, Brittanie Ann Saunders Trust, Marissa Kay Saunders Trust, Rachel Christine Saunders Trust, Emma Nichole Saunders Trust, Benjamin Don Saunders Trust, Garret Alexander Saunders Trust, Madison Ann Saunders Trust, Rebecca Ann Lutter Trust, Claire Elizabeth Lutter Trust, and Hallie Ann Lutter Trust, all of Douglas, Wyoming, as members of the Saunders Family Group acting in concert, to retain control of Converse County Capital Corporation, parent of Converse County Bank, both in Douglas, Wyoming.	Newspaper: Federal Register:	Not available 08/27/2012
EQUITY BANK	* 18C * Branch	Equity Bank, Andover, Kansas, to merge with First Community Bank, Lee's Summit, Missouri, and incident thereto, to establish 16 branches: Sweet Springs, Windsor, Warrensburg North, Warrenburg South, Sedalia, Clinton, Warsaw Truman Hills, Warsaw Downtown, Knob Noster, Lee's Summit West, Lee's Summit, Higginsville Highway, Higginsville Downtown, Overland Park, Desoto, and Kansas City Tuileries.	Newspaper: Federal Register:	Not available Not applicable
HIGH PLAINS BANKING GROUP, INC.	CIC	Notice by High Plains Banking Group, Inc. KSOP, Flagler, Colorado; Thomas Creighton, Jr., Denver, Colorado, individually and as trustee of High Plains Banking Group, Inc. KSOP; Lucy Loomis, Denver, Colorado; John and Johnita Creighton, Longmont, Colorado; Virginia Newton, Snowmass, Colorado; Ann Creighton, Sammamish, Washington; and Lavina Creighton, Atwood, Kansas, all to become members of the Creighton Family Group, to acquire control of High Plains Banking Group, Inc., parent of High Plains Bank, both in Flagler, Colorado. High Plains Banking Group, Inc., Flagler, Colorado, to redeem 19.4 percent of its outstanding common stock.	Newspaper: Federal Register:	Not available 07/30/2012
MAIN BANC, INC.	* 3A3 * 3A5	Main Banc, Inc., to acquire 100 percent of the voting shares of Bank 1st Financial Corporation, parent of Bank 1st, all of Albuquerque, New Mexico. Bank 1st Financial Corporation will merge with and into Main Banc, Inc., and shortly thereafter, Bank 1st will merge with Main Bank, a wholly-owned subsidiary of Main Banc, Inc.	Newspaper: Federal Register:	08/29/2012 08/27/2012

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Federal Reserve Bank of Kansas City

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Exam Date

CRA CRA

Public Date Rating Exam Method

NONE

CRA Examinations scheduled for Quarter of

Institution Location

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Federal Reserve Bank of Dallas

Filer	Filing Type Filing Proposal	Filing Proposal	End of Comment Period	
A.N.B. HOLDING COMPANY, LTD.	* 3A3	A.N.B. Holding Company, Ltd., Terrell, Texas, to acquire additional shares up to 34% of The ANB Corporation, Terrell, Texas, and indirectly acquire The American National Bank of Texas, Terrell, Texas; Lakeside Bancshares, Inc., Rockwall, Texas; and Lakeside National Bank, Rockwall, Texas.	Newspaper: Federal Register:	Not available 08/17/2012
HALECO BANCSHARES, INC.	* 3A3	HaleCo Bancshares, Inc., Plainview, Texas, to acquire 100 percent of LubCo Bancshares, Inc., Slaton, Texas, and thereby indirectly acquire 100 percent of the outstanding shares of Citizens Bank, Slaton, Texas.	Newspaper: Federal Register:	Not available Not available

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Federal Reserve Bank of Dallas

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RSSD CRA CRA

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CRA Examinations scheduled for Quarter of

Institution Location

^{*} Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of San Francisco

FIRST PACTRUST BANCORP, * 3A5 First PacTrust Bancorp, Inc., Irvine, California, Newspaper: 07/27/2012 INC. to merge with Gateway Bancorp, Santa Ana, California, with First PacTrust Bancorp, Inc., surviving and thereby indirectly acquire Gateway Business Bank, Cerritos, California.	Filer	Filing Type	Filing Proposal	End of Commen	t Period
	,	* 3A5	to merge with Gateway Bancorp, Santa Ana, California, with First PacTrust Bancorp, Inc., surviving and thereby indirectly acquire		

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

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