
Federal Reserve Release



H.2

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

No. 21

Week Ending May 25, 2013

Testimony and Statements

The Economic Outlook -- statement by Chairman Bernanke before the Joint Economic Committee of the U.S. Congress on the economic outlook and economic policy.

- Published, May 22, 2013

Regulations and Policies

Credit Card Plans -- annual report to Congress on the profitability of credit card operations of depository institutions.

- Approved, May 22, 2013

Small Debit Card Issuers -- issuance of a report on the impact of Regulation II (Debit Card Interchange Fees and Routing) on small debit card issuers and annual list of the average interchange fees each network provides to non-exempt and exempt issuers.

- Approved, May 21, 2013

Enforcement

The Tysan Corporation, Minneapolis, Minnesota -- written agreement dated April 20, 2009, terminated May 15, 2013.

- Announced, May 21, 2013

BS&R Banking Supervision and Regulation
C&CA Consumer and Community Affairs
FOMC Federal Open Market Committee

RBOPS Reserve Bank Operations and Payment Systems
IF International Finance
MA Monetary Affairs

Bank Branches, Domestic

Boston

Brookline Bank, Brookline, Massachusetts -- to establish a branch at 456 Main Street, Waltham.

- Approved, May 24, 2013

Kansas City

First Nebraska Bank, Valley, Nebraska -- to establish four mobile branches in Valley, Bennet, Emerson, and Stanton to operate in and around the respective communities.

- Approved, May 22, 2013

Kansas City

KCB Bank, Kearney, Missouri -- to establish a branch at Northridge Center, 13100 Kansas Avenue, Bonner Springs, Kansas.

- Approved, May 22, 2013

Bank Holding Companies

Minneapolis

Big Sky Holding Company, Stanford, Montana -- to purchase the assets and assume the liabilities of N.B. Matthews Insurance Agency, Stanford, and thereby engage in insurance agency activities in a town with a population not exceeding 5,000.

- Approved, May 21, 2013

Bank Holding Companies

Kansas City

BOR Bancorp, Rothville, Missouri -- waiver of application to acquire Napoleon Bank, Napoleon, in connection with its merger with and into Bancorp's subsidiary, Preferred Bank, Rothville.

- Granted, May 23, 2013

Atlanta

CedarStone Financial, Inc., Lebanon, Tennessee -- to become a bank holding company by acquiring CedarStone Bank, Lebanon.

- Approved, May 24, 2013

Dallas

FBC Bancshares, Inc., Conroe, Texas -- to become a bank holding company by acquiring First Bank, N.A., Conroe.

- Approved, May 22, 2013

Kansas City

Goering Management Company, LLC, Moundridge, Kansas, and Goering Financial Holding Company Partnership, L.P. -- to retain shares of Bon, Inc., Moundridge, and its subsidiaries, Home State Bank & Trust Co., McPherson, and The Citizens State Bank, Moundridge.

- Approved, May 24, 2013

St. Louis

Hopfed Bancorp, Inc., Hopkinsville, Kentucky -- to become a bank holding company through the conversion of its subsidiary federal savings bank, Heritage Bank, Hopkinsville, to a state-chartered commercial bank.

- Approved, May 20, 2013

Bank Holding Companies

Minneapolis

J & B Financial Holdings, Inc., Minneapolis, Minnesota -- to become a bank holding company by acquiring Mills Resolute Bank, Sanborn.

- Approved, May 24, 2013

New York

Lakeland Bancorp, Inc., Oak Ridge, New Jersey -- waiver of application to acquire Somerset Hills Bancorp, Bernardsville, in connection with the merger of their respective subsidiaries, Lakeland Bank, Newfoundland, and Somerset Hills Bank, Bernardsville.

- Granted, May 21, 2013

Dallas

Southwest Bancshares, Inc., San Antonio, Texas -- to acquire San Antonio Capital & Trust Holdings, LLC, San Antonio, and indirectly acquire San Antonio Capital & Trust Company, LLC; San Antonio Trust Company, LTA; and San Antonio Capital Management, LLC, and thereby engage in trust company functions and financial and investment advisory activities.

- Approved, May 23, 2013

Chicago

Tri-County Financial Group, Inc., Mendota, Illinois -- waiver of application to acquire Lincoln Bancorp, Inc., Rochelle, in connection with the merger of their respective subsidiaries, First State Bank, Mendota, and Lincoln State Bank, S.B., Rochelle.

- Granted, May 23, 2013

Bank Holding Companies

Director, BS&R

The Westmoreland Company, Inc., Huntsville, Alabama -- relief from certain commitments.

- Granted, May 20, 2013

Change in Bank Control

Dallas

F & M Bancshares, Inc., De Leon, Texas -- change in bank control of F & M Bancshares and its subsidiary, Farmers and Merchants Bank, De Leon.

- Permitted, May 23, 2013

Minneapolis

Finlayson Bancshares, Inc., Finlayson, Minnesota -- change in bank control of Finlayson Bancshares and its subsidiaries, Northview Bank, Sandstone, and First Independent Bank, Russell.

- Permitted, May 24, 2013

Chicago

Greenwoods Financial Group, Inc., Lake Mills, Wisconsin -- change in bank control of Greenwoods Financial Group and its subsidiary, The Greenwood's State Bank, Lake Mills.

- Permitted, May 20, 2013

Minneapolis

Menahga Bancshares, Inc., Menahga, Minnesota -- to retain control of Menahga Bancshares and its subsidiary, First National Bank of Menahga & Sebeka, Menahga.

- Permitted, May 21, 2013

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending May 25, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 1

Federal Reserve Bank of Boston

Availability of CRA Public Evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

Federal bank regulators use the following performance levels to rate an institution's performance under CRA:

- O = Outstanding
- S = Satisfactory
- NI = Needs to improve
- SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

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

CRA Examinations scheduled for Third Quarter of 2013 (July 1, 2013 - September 30, 2013)

Institution	Location
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District: 2

Federal Reserve Bank of New York

Filings received during the week ending May 25, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 2

Federal Reserve Bank of New York

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Institution	Location
ADIRONDACK BK	UTICA, NEW YORK
BANK OF NY MELLON	NEW YORK, NEW YORK
FIVE STAR BK	WARSAW, NEW YORK

District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending May 25, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
BRYN MAWR BANK CORPORATION	* 3A5	Bryn Mawr Bank Corporation, Bryn Mawr, PA, to acquire Midcoast Community Bancorp, Wilmington, DE, and subsequently Midcoast Community Bank, Wilmington, DE will merge with and into Bryn Mawr Trust Company, Bryn Mawr, PA.	Newspaper:	06/26/2013
	* 18C		Federal Register:	06/24/2013
FLEETWOOD BANK	* Branch	Fleetwood Bank, Fleetwood, PA, to establish a branch office at 1150 Berkshire Boulevard, Suite 130, Wyomissing, PA.	Newspaper:	06/03/2013
			Federal Register:	Not applicable
RIVERVIEW FINANCIAL CORPORATION	* 3A5	Riverview Financial Corp, Marysville,PA to acquire 100 percent of Union Bancorp, Inc. Pottsville, PA.	Newspaper:	06/18/2013
			Federal Register:	06/14/2013

District: 3

Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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Institution	Location
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District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending May 25, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
F.N.B. CORPORATION	* 4c8	F.N.B. Corporation, Hermitage, Pennsylvania to acquire 100 percent of the voting shares of PVF Capital Corporation, Solon, Ohio, Pennsylvania, and thereby indirectly acquire Parkview Federal Savings Bank, Solon, Ohio pursuant to section 4(c)(8) of the Bank Holding Company Act	Newspaper:	Not available
			Federal Register:	Not available

District: 4

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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CRA Examinations scheduled for Third Quarter of 2013 (July 1, 2013 - September 30, 2013)

Institution	Location
COMMERCIAL & SVG BK	MILLERSBURG, OHIO
MARBLEHEAD BK	MARBLEHEAD, OHIO
PORTAGE CMNTY BK	RAVENNA, OHIO
WHITAKER BK	LEXINGTON, KENTUCKY

* Subject to the provisions of the Community Reinvestment Act

District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending May 25, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK OF AMERICA, NATIONAL ASSOCIATION	Investment	Bank of America, N.A., Charlotte, North Carolina, to make an investment of \$4.6 billion in Banc of America Securities Limited, London, England.	Newspaper: Federal Register:	Not applicable Not applicable
VIRGINIA NATIONAL BANKSHARES CORPORATION	* 3A1	Virginia National Bankshares Corporation, Charlottesville, Virginia, to become a bank holding company by acquiring 100% of the voting shares of Virginia National Bank, Charlottesville, Virginia.	Newspaper: Federal Register:	05/17/2013 Not available

District: 5

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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Institution	Location
BANK OF LANCASTER	KILMARNOCK, VIRGINIA
BANK OF MARION	MARION, VIRGINIA
CAPON VALLEY BK	WARDENSVILLE, WEST VIRGINIA
CECIL BK	ELKTON, MARYLAND
CLEAR MNT BK	BRUCETON MILLS, WEST VIRGINIA
EAGLEBANK	BETHESDA, MARYLAND
LIBERTY BK OF MD	BALTIMORE, MARYLAND
MAINSTREET BK	FAIRFAX, VIRGINIA
NEW PEOPLES BK	HONAKER, VIRGINIA
OLD LINE BK	BOWIE, MARYLAND
VIRGINIA PTNR BK	FREDERICKSBURG, VIRGINIA

* Subject to the provisions of the Community Reinvestment Act

District: 6**Federal Reserve Bank of Atlanta****Filings received during the week ending May 25, 2013**

Filer	Filing Type	Filing Proposal	End of Comment Period	
Keystone Bancshares, Inc.	3A1	Keystone Bancshares, Inc., notice to become a bank holding company by acquiring Keystone Bank, both of Auburn, Alabama.	Newspaper: Federal Register:	Not applicable Not applicable
NBG BANCORP, INC.	CIC	Prior change in control notice filed by Barrett Capital Investments, LP, John Barrett, General Partner and Susan Barrett, General Partner, to acquire an additional 3.69 percent of the outstanding shares of NBG Bancorp, Inc., and its subsidiary, National Bank of Georgia, all of Athens, Georgia. Total pro forma ownership will equal 14.12 percent.	Newspaper: Federal Register:	06/20/2013 06/12/2013
PROGRESS FINANCIAL CORPORATION	* 3A1	Progress Financial Corporation, notice to become a bank holding company by acquiring 100 percent of the outstanding shares of Progress Bank and Trust, both of Huntsville, Alabama.	Newspaper: Federal Register:	Not available Not available
SMARTBANK	* Branch	SmartBank, Pigeon Forge, Tennessee, to establish a branch located at 201 North Palafox Street, Pensacola, Florida 32502.	Newspaper: Federal Register:	06/05/2013 Not applicable

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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CRA Examinations scheduled for Third Quarter of 2013 (July 1, 2013 - September 30, 2013)

Institution	Location
BRAND BKG CO	LAWRENCEVILLE, GEORGIA
CCB CMNTY BK	ANDALUSIA, ALABAMA
STATE B&TC	MACON, GEORGIA

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending May 25, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
CHIEF IOWA INVESTMENT CORPORATION	* 3A1	Chief Iowa Investment Corporation, Clive, Iowa, to become a bank holding company by acquiring 100 percent of Montezuma State Bank, Montezuma, Iowa.	Newspaper: Federal Register:	Not available 06/14/2013
MAIN STREET BANK	* Branch	Main Street Bank, Bingham Farms, Michigan, to establish a branch at 363 Big Beaver Road, Troy, Michigan.	Newspaper: Federal Register:	05/31/2013 Not applicable
MORTON COMMUNITY BANK	* Branch	Morton Community Bank, Morton, Illinois, to establish a branch located at 201 Clock Tower Drive, East Peoria, Illinois.	Newspaper: Federal Register:	06/06/2013 Not applicable

Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for Third Quarter of 2013 (July 1, 2013 - September 30, 2013)

Institution	Location
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District: 8**Federal Reserve Bank of St. Louis****Filings received during the week ending May 25, 2013**

Filer	Filing Type	Filing Proposal	End of Comment Period	
ARVEST BANK	* Branch	Arvest Bank, Fayetteville, Arkansas, to establish a branch facility to be located at 2389 N. College Avenue, Fayetteville, Arkansas.	Newspaper: Federal Register:	05/29/2013 Not applicable
BANKTENNESSEE	* Branch	BankTennessee, Collierville, Tennessee, to establish a branch located at 13690 Highway 51 South, Suite 107, Atoka, Tennessee.	Newspaper: Federal Register:	06/01/2013 Not applicable
CENTENNIAL BANK	* Branch	Centennial Bank, Conway, Arkansas, to establish a branch location at 34855 Highway 98 East, Destin, Florida.	Newspaper: Federal Register:	05/30/2013 Not applicable
HARDIN COUNTY BANCORP, INC	CIC	Notice by Charles R. Soward, Rosiclare, Illinois and Kimberly A. Cotton, Henderson, Kentucky, individually, to gain control of Hardin County Bancorp, Rosiclare, Illinois.	Newspaper: Federal Register:	06/12/2013 Not available
SIGMA HOLDINGS INC	* 3A1	Sigma Holdings, Inc., Little Rock, Arkansas, to become a bank holding company by acquiring 100 percent of The Bank of Rison, Rison, Arkansas.	Newspaper: Federal Register:	06/16/2013 06/20/2013

District: 8

Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for Third Quarter of 2013 (July 1, 2013 - September 30, 2013)

Institution	Location
BANK OF BARTLETT	BARTLETT, TENNESSEE
BANK OF HALLS	HALLS, TENNESSEE
BANKFIRST FINANCIAL SVC	MACON, MISSISSIPPI
CENTENNIAL BK	CONWAY, ARKANSAS
EVOLVE B&TC	WEST MEMPHIS, ARKANSAS
GATES BKG&TC	GATES, TENNESSEE
HEARTLAND BK	BRYANT, ARKANSAS
MONTICELLO BKG CO	MONTICELLO, KENTUCKY
SOUTHERN BK	POPLAR BLUFF, MISSOURI

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending May 25, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
OLIVER BANCORPORATION, INC.	CIC	Change in Control notice by Devon Joan Goetz, Mandan, North Dakota, to acquire 25 percent or more of the shares of Oliver Bancorporation, Inc., Center, North Dakota, and thereby indirectly gain control of Security First Bank of North Dakota, New Salem, North Dakota.	Newspaper: Federal Register:	Not available Not available
OLIVER BANCORPORATION, INC.	CIC	Change in Control notice by Sarah Marie Getzlaff, Bismarck, North Dakota, to retain voting shares of Oliver Bancorporation, Inc., Center, North Dakota, which owns Security First Bank of North Dakota, New Salem, North Dakota, and thereby join the Goetz family group which controls 25% or more of Oliver Bancorporation, Inc.	Newspaper: Federal Register:	Not available Not available

District: 9

Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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Institution	Location
CITIZENS B&TC	BIG TIMBER, MONTANA
FIRST INTRST BK	BILLINGS, MONTANA
PIONEER BK	MAPLETON, MINNESOTA
SECURITY FNCL BK	DURAND, WISCONSIN
WELCOME ST BK	WELCOME, MINNESOTA

* Subject to the provisions of the Community Reinvestment Act

District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending May 25, 2013**

Filer	Filing Type	Filing Proposal	End of Comment Period	
COLORADO COMMUNITY BANK	* Branch	Colorado Community Bank, Yuma, Colorado, to establish a branch at 615 West 8th Street, Yuma, Colorado.	Newspaper: Federal Register:	05/30/2013 Not applicable
FIRSTBANK	* Branch	FirstBank, Lakewood, Colorado, to establish a branch at 601 East Hopkins Avenue, Unit 1, Aspen, Colorado.	Newspaper: Federal Register:	05/31/2013 Not applicable
LEAD FINANCIAL GROUP, INC.	CIC	Notification by Joshua C. Rowland, Kansas City, Missouri, to acquire control of Lead Financial Group, Inc., parent of Lead Bank, both in Garden City, Missouri, as a member of the Rowland family control group.	Newspaper: Federal Register:	Not available Not available
TEXHOMA BANCSHARES, INC.	CIC	Notification by Ann E. Freeman, Texhoma, Oklahoma; the John L. Freeman 2012 Trust, Guymon, Oklahoma, Jacqueline Freeman, Texhoma, Oklahoma, trustee; all as members of the Freeman family control group, to acquire control of Texhoma Bancshares, Inc., parent of Anchor D Bank, both in Texhoma, Oklahoma.	Newspaper: Federal Register:	Not available Not available

Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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Institution	Location
ADAMS B&TC	OGALLALA, NEBRASKA
COBIZ BK	DENVER, COLORADO
COMMUNITY B&TC	NEOSHO, MISSOURI
EQUITY BK	ANDOVER, KANSAS
FARMERS BK OF LINCOLN	LINCOLN, MISSOURI
FARMERS ST BK	STANBERRY, MISSOURI
LAMAR B&TC	LAMAR, MISSOURI
METCALF BK	LEES SUMMIT, MISSOURI
ROSE HILL BK	ROSE HILL, KANSAS
RSNB BK	ROCK SPRINGS, WYOMING

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District: 11**Federal Reserve Bank of Dallas****Filings received during the week ending May 25, 2013**

Filer	Filing Type	Filing Proposal	End of Comment Period	
COMMERCIAL BANCSHARES, INC.	* 3A5	Commercial Bancshares, Inc. of El Campo, Texas, to acquire by merger 100 percent of City State Bancshares, Inc., and indirectly acquire City State Bank, both of Palacios, Texas.	Newspaper: Federal Register:	Not available 06/21/2013
FROST BANK	* Branch	Frost Bank, San Antonio, Texas, to establish a branch to be located at 9300 Kirby Drive, Suite 600, Houston, Texas 77054.	Newspaper: Federal Register:	05/24/2013 Not applicable
PIONEER BANCSHARES, INC.	* 3A1	Pioneer Bancshares, Inc., Dripping Springs, Texas, to become a bank holding company by acquiring 100 percent of Pioneer Bank, State Savings Bank, Dripping Springs, Texas.	Newspaper: Federal Register:	Not available 06/14/2013
PLAINS BANCORP, INC.	CIC	Notice by Ray Mark Bain, Lubbock, Texas, individually, as co-trustee of the RMB 2012 Family Trust, trustee of the Ray Mark Bain 2007 Trust, and trustee of the Ray Mark Bain Children's Trust; Michael Lewis Bain, Canyon, Texas, individually, as co-trustee of the RMB 2012 Family Trust, trustee of the Michael L. Bain 2007 Trust, and trustee of the Michael L. Bain Children's Trust; and Nancy Bain Seybert, Perryton, Texas, individually, as trustee of the Nancy Bain Seybert 2007 Trust, and trustee of the Nancy Bain Seybert Children's Trust; Dimmitt, Texas; collectively a group acting in concert, to control, retain and acquire greater than 25 percent of Plains Bancorp, Inc., Dimmitt, Texas, and therefore, indirectly, First United Bank, Dimmitt, Texas.	Newspaper: Federal Register:	Not available 06/04/2013

District: 11

Federal Reserve Bank of Dallas

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- 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 Third Quarter of 2013 (July 1, 2013 - September 30, 2013)

Institution	Location
COMMUNITY BK	FORT WORTH, TEXAS
COMMUNITY TR BK	CHOUDRANT, LOUISIANA
CROWELL ST BK	CROWELL, TEXAS

District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending May 25, 2013

Filer	Filing Type	Filing Proposal	End of Comment Period	
CITIC GROUP CORPORATION	4c8	CITIC Group Corporation and CITIC Limited, both of Beijing, The People's Republic of China, to indirectly acquire CLSA Americas, LLC, New York, New York, and thereby engage in certain permissible nonbanking activities under Section 225.28(b)(6) and b(7) of Regulation Y.	Newspaper:	Not applicable
			Federal Register:	05/24/2013

District: 12

Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

Federal bank regulators use the following performance levels to rate an institution's performance under CRA:

- O = Outstanding
- S = Satisfactory
- NI = Needs to improve
- SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

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

CRA Examinations scheduled for Third Quarter of 2013 (July 1, 2013 - September 30, 2013)

Institution	Location
BANK OF UT	OGDEN, UTAH
COASTAL CMNTY BK	EVERETT, WASHINGTON
COMMENCEMENT BK	TACOMA, WASHINGTON
FARMERS & MRCH BK	LONG BEACH, CALIFORNIA
OAK VALLEY CMNTY BK	OAKDALE, CALIFORNIA
PACIFIC ENT BK	IRVINE, CALIFORNIA