

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

No. 49

Week Ending December 7, 2013

Board of Governors of the Federal Reserve System, Washington, DC 20551

H.2 Board Actions

Bank Holding Companies

Ameris Bancorp, Moultrie, Georgia -- to acquire The Prosperity Banking Company, St. Augustine, Florida, and thereby acquire Prosperity Bank (FRB Order No. 2013-12).

- Approved, December 5, 2013

Forms

Forms -- initial Board review (1) to extend with revision the Financial Statements of U.S. Nonbank Subsidiaries of U.S. Holding Companies (FR Y-11), Abbreviated Financial Statements of U.S. Nonbank Subsidiaries of U.S. Holding Companies (FR Y-11S), Financial Statements of Foreign Subsidiaries of U.S. Banking Organizations (FR 2314), Abbreviated Financial Statements of Foreign Subsidiaries of U.S. Banking Organizations (FR 2314S), Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations (FR Y-7N), and Abbreviated Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations (FR Y-7N), and Abbreviated Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations (FR Y-7NS) and (2) to extend without revision the Consolidated Report of Condition and Income for Edge and Agreement Corporations (FR 2886b). - Proposed, December 2, 2013

Forms -- initial Board review to implement the Surveys of Consumer and Community Affairs Publications and Resources (FR 1378) and Consumer and Stakeholder Surveys (FR 3073).

- Proposed, December 5, 2013

Regulations and Policies

Bank Secrecy Act Rules -- final interagency amendments to the definitions of "funds transfer" and "transmittal of funds" in the regulations implementing the Bank Secrecy Act.

- Announced, December 3, 2013

Regulations and Policies

Market Risk Capital Rule -- (1) final rule to align the treatment of certain items under the Board's current market risk capital rule with the treatment under the Basel III revised capital framework and (2) technical modifications to the revised capital framework.

- Approved, December 3, 2013

Regulation HH (Designated Financial Market Utilities) -- final amendments to authorize the Federal Reserve Banks to open accounts for and provide financial services to financial market utilities that are designated as systemically important by the Financial Stability Oversight Council, in accordance with the Dodd-Frank Act. - Approved, December 2, 2013

Enforcement

Parkway Bancorp, Inc., Harwood Heights, Illinois -- written agreement dated October 21, 2011, terminated November 27, 2013. - Announced, December 3, 2013

PathFinder Bancorp MHC, Oswego, New York, and PathFinder Bancorp, Inc. -supervisory agreement, issued by the Office of Thrift Supervision, dated May 28, 2009, terminated November 26, 2013.

- Announced, December 5, 2013

Peoples, Inc., Lawrence, Kansas, and Peoples Bank -- written agreement dated January 27, 2010, terminated November 27, 2013.

- Announced, December 3, 2013

H.2 Actions under delegated authority

BS&R Banking Supervision and Regulation

C&CA Consumer and Community Affairs

FOMC Federal Open Market Committee

December 1, 2013 to December 7, 2013

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

Bank Branches, Domestic

Richmond

The First Bank and Trust Company, Lebanon, Virginia -- to establish a branch at 7305 Peppers Ferry Boulevard, Fairlawn.

- Approved, December 5, 2013

Bank Holding Companies

Minneapolis

Abdo Investments, Inc., Edina, Minnesota -- to increase its ownership in Rivers Ridge Holding Company, Edina, and its subsidiary, BankVista, Sartell.

- Approved, December 3, 2013

Kansas City

Adams Dairy Bancshares, Inc., Blue Springs, Missouri -- to become a bank holding company by acquiring Adams Dairy Bank, Blue Springs.

- Approved, December 2, 2013

Richmond

Cardinal Financial Corporation, McLean, Virginia -- to acquire United Financial Banking Companies, Inc., Vienna, and thereby indirectly acquire The Business Bank.

- Approved, December 6, 2013

Dallas

Central Texas Financial Corp., Cameron, Texas -- to engage in lending activities.

- Approved, December 2, 2013

(A/C) = Addition or Correction

Bank Holding Companies

Cleveland

F.N.B. Corporation, Hermitage, Pennsylvania -- waiver of application to acquire BCSB Bancorp, Inc., Baltimore, Maryland, in connection with the merger of their respective subsidiaries, First National Bank of Pennsylvania, Hermitage, and Baltimore County Savings Bank, Baltimore.

- Granted, December 4, 2013

Minneapolis

Independent Bancshares, Inc., Clarkfield, Minnesota -- to acquire The Citizens State Bank of Olivia, Olivia.

- Approved, December 6, 2013

Atlanta

Southern Community Bancshares, Inc. Employee Stock Ownership Plan, Cullman, Alabama -- to increase its ownership of Southern Community Bancshares, Inc., Cullman, and thereby increase its indirect ownership of First Community Bank of Cullman.

- Approved, December 3, 2013

Bank Mergers

Chicago

Hinsdale Bank & Trust Company, Hinsdale, Illinois -- to purchase the assets and assume the liabilities of a branch of North Shore Community Bank & Trust Company, Wilmette, and continue to operate a branch at 501 West Lake Street, Elmhurst.

- Approved, December 4, 2013

Banks, State Member

Director, BS&R

Regions Bank, Birmingham, Alabama -- to make certain public welfare investments.

- Approved, December 2, 2013

Change in Bank Control

Kansas City

First Broken Arrow Corporation, Broken Arrow, Oklahoma -- to retain control of First Broken Arrow Corporation and its subsidiary, First National Bank and Trust Company of Broken Arrow, Broken Arrow.

- Permitted, December 3, 2013

Kansas City

First Coweta Corporation, Coweta, Oklahoma -- to retain control of First Coweta Corporation and its subsidiary, The First National Bank of Coweta, Coweta.

- Permitted, December 6, 2013

Dallas

Home Federal Bancorp, Inc. of Louisiana, Shreveport, Louisiana -- change in bank control of Home Federal Bancorp and its subsidiary, Home Federal Bank, Shreveport.

- Permitted, December 5, 2013

Kansas City

Kathryn R. Ryan 2007 GST Exempt Family Trust, Oklahoma City, Oklahoma -change in bank control of Kathryn R. Ryan 2007 GST Exempt Family Trust and its subsidiary, MidFirst Bank, Oklahoma City.

- Permitted, December 3, 2013

Change in Bank Control

Kansas City

Kathryn R. Ryan 2007 Non-exempt Family Trust, Oklahoma City, Oklahoma -change in bank control of Kathryn R. Ryan 2007 Non-Exempt Family Trust and its subsidiary, MidFirst Bank, Oklahoma City.

- Permitted, December 3, 2013

Dallas

Mansfield Bancshares, Inc., Mansfield, Louisiana -- change in bank control of Mansfield Bancshares and its subsidiary, Community Bank of Louisiana, Mansfield.

- Permitted, December 2, 2013

Membership

St. Louis

Diamond Bank, Murfreesboro, Arkansas -- to become a member of the Federal Reserve System.

- Approved, December 6, 2013

Dallas

First State Bank, Gainesville, Texas -- to become a member of the Federal Reserve System.

- Approved, December 6, 2013

Dallas

Texas Community Bank, National Association, Laredo, Texas -- to retain membership in the Federal Reserve System on conversion from a national to a state charter.

- Approved, December 3, 2013

Federal Reserve Bank of Boston

Filings received during the week ending December 7, 2013

Filer

Filing Type Filing Proposal

End of Comment Period

NONE

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

RSSD ID	Institution / Location			Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE							
CRA Exa	minations scheduled for	Quarter of					
Institution			Location				
NONE							

Federal Reserve Bank of New York

Filer	Filing Type	Filing Proposal	End of Commen	t Period
MANUFACTURERS AND TRADERS TRUST COMPANY	PWI	Manufacturers and Traders Trust Company, Buffalo, New York, seeks prior approval for a public welfare investment.	Newspaper: Federal Register:	Not applicable Not applicable
MANUFACTURERS AND TRADERS TRUST COMPANY	PWI	Manufacturers and Traders Trust Company, Buffalo, New York, seeks prior approval for a public welfare investment.	Newspaper: Federal Register:	Not applicable Not applicable
MANUFACTURERS AND TRADERS TRUST COMPANY	PWI	Manufacturers and Traders Trust Company, Buffalo, New York, seeks prior approval for a public welfare investment.	Newspaper: Federal Register:	Not applicable Not applicable
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Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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NONE							
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Institution			Location				
NONE							

Federal Reserve Bank of Philadelphia

Filer	Filing Type	Filing Proposal	End of Comment	t Period
CLIFTON MHC	* MHC Conversion * SLHC Formation	Clifton MHC, Clifton, NJ, proposes to convert to stock form and merge with and into Clifton Bancorp, Inc., Clifton, NJ, which proposes to become a savings and loan holding company by acquiring Clifton Savings Bank, Clifton, NJ.	Newspaper: Federal Register:	12/30/2013 01/02/2014

Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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NONE							
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Institution			Location				
NONE							

Federal Reserve Bank of Cleveland

Filer	Filing Type	Filing Proposal	End of Comment	t Period
FIFTH THIRD BANK	* Branch	Application by Fifth Third Bank, Cincinnati, OH to establish a temporary branch at the Octagon Ace Group Classic, 11330 Twin Eagles Boulevard, Naples, FL to operate between 02/10/2014 and 02/16/2014.	Newspaper: Federal Register:	12/12/2013 Not applicable

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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NONE							
CRA Exa	minations scheduled for	Quarter of					
Institution			Location				
NONE							

Federal Reserve Bank of Richmond

Filer	Filing Type	Filing Proposal	End of Commen	t Period
UNION FIRST MARKET BANK	* 18C * Branch	Union First Market Bank, Richmond, Virginia, to acquire certain assets and assume certain liabilities of the 9605 Gayton Road branch of StellarOne Bank, Christiansburg, Virginia.	Newspaper: Federal Register:	12/22/2013 Not applicable

Federal Reserve Bank of Richmond

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NONE							
CRA Exa	minations scheduled for	Quarter of					
Institution			Location				
NONE							

Federal Reserve Bank of Atlanta

Filer	Filing Type	Filing Proposal	End of Commen	t Period
BANCO DE CREDITO E INVERSIONES S.A.	* 3A1	Banco De Credito E Inversiones, Empresas Juan Yarur S.A.C., Inversiones Petro S.A., Inversiones Baquio LTDA., Inversiones Nueve LTDA., and Administraciones Baquio LTDA., all of Santiago, Chile, to become bank holding companies by acquiring 100 percent of CM Florida Holdings, Inc., Coral Gables, Florida, and its subsidiary, City National Bank of Florida, Miami, Florida.	Newspaper: Federal Register:	Not available 08/08/2013
CBA BANKSHARES, INC.	CIC	After-the-fact change in control notice filed by Ben F. Easterlin IV and Tommye B. Easterlin, both of Atlanta, Georgia, to retain 27.63 percent of the outstanding shares of CBA Bankshares, Inc., and Citizens Bank of Americus, both of Americus, Georgia.	Newspaper: Federal Register:	Not available 11/26/2013
FRANKLIN SYNERGY BANK	* Branch	Franklin Synergy Bank, Franklin, Tennessee, to establish a branch located at 2035 Wall Street, Spring Hill, Tennessee.	Newspaper: Federal Register:	Not available Not applicable
NCG BANCO, S.A.	FBSEA	NCG Banco, S.A., A Coruna, Spain, to establish an international representative-administrative office located in Miami, Florida.	Newspaper: Federal Register:	Not available Not applicable
SOUTH GEORGIA BANK HOLDING COMPANY	* 3A5	South Georgia Bank Holding Company, Omega, Georgia, to merge with Dooly Bancshares, Inc., and thereby acquire its subsidiary, Bank of Dooly both of Vienna, Georgia.	Newspaper: Federal Register:	Not available 12/13/2013
SOUTH GEORGIA BANK HOLDING COMPANY	CIC	After the fact change in control notice filed by James Brian Ponder, Melissa Kay Ponder, Kenneth Earl Ponder, June Sumner Ponder, Beverly Ponder Paulk, all of Tifton, Georgia, as well as Marlyn Jones Ponder and Earline Ponder, individually and as trustee for April Farron Paulk Trust, Jessica Shannon Paulk Trust, Cyrus Jones Ponder Trust, Marilyn Elisabeth Ponder Trust, Victoria Lorriane Ponder Trust, Ponder-Tolbert Trust No.II, Ona Tolbert Family Trust, Earl Tolbert Family Trust, Ona Tolbert Family Trust No.II, all of Omega, Georgia, to collectively retain 11.4 percent of the outstanding voting shares of common stock of South Georgia Bank Holding Company, and its subsidiary, South Georgia Banking Company, both of Omega, Georgia.	Newspaper: Federal Register:	12/21/2013 12/13/2013

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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NONE							
CRA Exa	minations scheduled for	Quarter of					
Institution			Location				
NONE							

Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	End of Commen	t Period
FIDELITY COMPANY	CIC	James R. Kennedy, Jr, Dubuque, Iowa, as trustee of the Kennedy Control Trust, Dubuque, Iowa, to acquire control and for the Kennedy Control Trust to join the Kennedy Family Group consisting of: Sarah A. Roby, Cumming, Iowa; Catherine E. Roby, Cumming, Iowa; Susan M. Kennedy, West Des Moines, Iowa; Jessica L. Kennedy, West, Des Moines, Iowa; Joseph J. Kennedy, Robins, Iowa; Ellen M. Kennedy, Robins, Iowa; Sean J. Kennedy, Robins, Iowa; Thomas J. Kennedy, Robins, Iowa; Daniel J. Kennedy, Marion, Iowa; Erica R. Kennedy, Dyersville, Iowa; and Adam H. Kennedy, Dyersville, Iowa, to retain control of more than 25 percent of the outstanding voting stock of Fidelity Company, Dubuque, Iowa, and thereby to indirectly control Fidelity Bank & Trust, Dubuque, Iowa, and Community State Bank, Tipton, Iowa.	Newspaper: Federal Register:	Not available Not available
FIRST NATIONAL BANK OF LOGAN, THE	Member	The First National Bank of Logan (to be known as Logan State Bank), Logan, Iowa, for membership in the Federal Reserve System.	Newspaper: Federal Register:	Not applicable Not applicable
LAKE FOREST BANK & TRUST COMPANY	* 18C * Branch	Lake Forest Bank & Trust Company, Lake Forest, Illinois, to purchase the assets and assume the liabilities of a branch, and will continue to operate a branch, located at 4 East Scranton Avenue, Lake Bluff, Illinois; from Baytree National Bank & Trust Company, Lake Forest, Illinois.	Newspaper: Federal Register:	Not available Not applicable

Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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NONE							
CRA Exa	minations scheduled for	Quarter of					
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NONE							

Federal Reserve Bank of St. Louis

Filer	Filing Type	Filing Proposal End of Comment F		Period	
FIRST SECURITY BANCORP	* 3A3	First Security Bancorp, Searcy, Arkansas, to increase its ownership in CrossFirst Holdings, LLc, Leawood, Kansas, from 9.18% to 9.90% though the purchase of 58,000 additional common member units.	Newspaper: Federal Register:	12/27/2013 01/02/2014	
SUGAR CREEK MHC	* MHC Conversion	Sugar Creek MHC, a federally chartered mutual holding company, to convert to stock form and merge with Sugar Creek Financial Corp., a federal corporation, both of Trenton, Illinois. Sugar Creek Financial Corp. will be merged into a newly formed Maryland corporation also named Sugar Creek Financial Corp., which proposes to become a savings and loan holding company by acquiring 100 percent of the voting shares of Tempo Bank, a federal savings bank, Trenton, Illinois.	Newspaper: Federal Register:	Not available Not available	

Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE							
CRA Exa	minations scheduled for	Quarter of					
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NONE							

Federal Reserve Bank of Minneapolis

Filer	Filing Type	Filing Proposal	End of Comment Period		
OLIVER BANCORPORATION, INC.	CIC	The James M. and Devon J. Goetz Family Trust Five, 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 12/13/2013	

Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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NONE							
CRA Exa	minations scheduled for	Quarter of					
Institution			Location				
NONE							

Federal Reserve Bank of Kansas City

Filer Filing Type		Filing Proposal	End of Comment Period		
CITIZENS NATIONAL * 3A3 Citizens National Corporation, Wisner, CORPORATION Nebraska, to acquire 100 percent of the voting shares of Cass County State Company, parent of Cass County Bank, Inc.		Newspaper: Federal Register:	Not available 12/23/2013		
COMMERCE BANK	* Branch	Commerce Bank, Kansas City, Missouri, to establish a branch at 9501 Antioch Road, Overland Park, Kansas.	Newspaper: Federal Register:	12/18/2013 Not applicable	
FIRST NATIONAL BANK OF WAHOO, THE	Member	The First National Bank of Wahoo, Wahoo, Nebraska, to retain its membership in the Federal Reserve System following its conversion from a national to a state charter.	Newspaper: Federal Register:	Not applicable Not applicable	
FIRSTBANK	* Branch	FirstBank, Lakewood, Colorado, to establish a branch at 100 South College Avenue, Fort Collins, Colorado.	Newspaper: Federal Register:	12/18/2013 Not applicable	
GRAND BANCORP, INC.	* 3A1	Grand Bancorp, Inc., Grove, Oklahoma, to become a bank holding company through the acquisition of 100 percent of the voting shares of Grand Savings Bank, Grove, Oklahoma.	Newspaper: Federal Register:	12/28/2013 12/30/2013	
PLAINS BANCSHARES, INC.	* 3A1	Plains Bancshares, Inc., Plains, Kansas, to become a bank holding company through the acquisition of 100 percent of the voting shares of Plains State Bank, Plains, Kansas.	Newspaper: Federal Register:	12/20/2013 12/23/2013	
SIOUXLAND NATIONAL CORPORATION	CIC	Bill J. Gotch, Myrna F. Gotch, Jennifer L. Gotch, and Brett J. Gotch, all of South Sioux City, Nebraska, to acquire voting shares of Siouxland National Corporation, and thereby indirectly acquire voting shares of Siouxland National Bank, both in South Sioux City, Nebraska.	Newspaper: Federal Register:	Not available 12/26/2013	

Federal Reserve Bank of Kansas City

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NONE							
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Institution			Location				
NONE							

Federal Reserve Bank of Dallas

Filer	Filing Type	Filing Proposal	End of Commen	t Period
CISTERN, LLC	* 3A1 Cistern, LLC and Flatonia Investments, LLC, both of Houston, Texas, to become bank holding companies by acquiring 100% of The Columbia Savings Bank, Cincinnati, Ohio.		Newspaper: Federal Register:	Not available 12/16/2013
FROST BANK	* Branch	Frost Bank, San Antonio, Texas, to establish a branch located at 12700 Hill Country Blvd., Suite 150, Bee Cave, Texas 78738.	Newspaper: Federal Register:	Not available Not applicable
MESA FINANCIAL CORPORATION	* 3A3	Mesa Financial Corporation, Sweetwater, Texas, to acquire 100 percent of South Taylor County Bancshares, Inc., and thereby indirectly acquire 100 percent of the outstanding shares of First State Bank in Tuscola, both in Tuscola, Texas.	Newspaper: Federal Register:	Not available Not available

Federal Reserve Bank of Dallas

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Institution			Location				
NONE							

Federal Reserve Bank of San Francisco

Filer	Filing Type	Filing Proposal	End of Commen	t Period
CARPENTER BANK PARTNERS, INC.	* 3A3	Carpenter Bank Partners, Inc, CCFW, Inc, dba Carpenter & Company, Carpenter Fund Manager GP, LLC, Carpenter Fund Management Company, LLC, Carpenter Community BancFund, L.P., Carpenter Community BancFund-A, L.P., and Carpenter Community BancFund-CA, L.P., all of Irvine, California, to acquire 18.1 percent of Heritage Oaks Bancorp and thereby indirectly acquire Heritage Oaks Bank, both of Paso Robles, California.	Newspaper: Federal Register:	Not available 12/30/2013
FNB BANCORP	CIC	Change in Bank Control Notice by The Ricco Lagomarsino Testamentary Trust, Daly City, California, and a group consisting of Lisa Angelot, Enrico P. Togneri, Warren Hutchins, T. Anne Lassahn, (Trustees of the Trust), and Dolores Togneri, Lora Angelot, and Eric Angelot, all of Daly City, California, to retain in excess of 10 percent of FNB Bancorp and thereby indirect control of First National Bank of Northern California, both of South San Francisco, California.	Newspaper: Federal Register:	Not available Not available
NCAL BANCORP	CIC	 Change in Bank Control Notice by Alex Meruelo, Newport Coast, California, to acquire up to 89 percent of NCAL Bancorp, and thereby indirectly acquire National Bank of California, both of Los Angeles, California and 2) Notices by NCAL Bancorp, Los Angeles, California, to appoint Alex Meruelo, Luis Alberto Armona, Xavier Alvarez Gutierrez and Ashokkumar R. Patel as Directors. 	Newspaper: Federal Register:	10/25/2013 10/24/2013
TAIPEI FUBON COMMERCIAL BANK CO., LTD.	FBSEA	Taipei Fubon Commercial Bank Co., Ltd, Taipei, Taiwan, requests to establish a representative office in San Jose, California, pursuant to section 211.24(a)(1) of Regulation K.	Newspaper: Federal Register:	Not available Not applicable
U & I FINANCIAL CORP.	CIC	Change in Bank Control Notice on behalf of John Jung Hun Chang, Wellwish Investment LLC, Ellis Eunrok Chang, all of Garden Grove, California, and Ellen Eunmi Chang, Bellevue, Washington, to retain 18.43 percent of U & I Financial Corp., and thereby indirect control of UniBank, both of Lynnwood, Washington.	Newspaper: Federal Register:	Not available 12/26/2013

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

RSSD ID	Institution / Location			Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE							
CRA Exa	minations scheduled for	Quarter of					
Institution			Location				
NONE							