
Federal Reserve Release



H.2

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

No. 1

Week Ending January 4, 2014

Forms

Forms -- final Board review to revise without extension the Consolidated Financial Statements for Holding Companies (FR Y-9C) and Parent Company Only Financial Statements for Small Holding Companies (FR Y-9SP).

- Approved, December 30, 2013

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**MA** Monetary Affairs**Bank Branches, Domestic**

Chicago

Farmers & Merchants Savings Bank, Manchester, Iowa -- to establish a branch at 111 East 1st Street, Monticello.

- Approved, January 3, 2014

Bank Holding Companies

Dallas

The 2013 Monte Hulse Family Irrevocable Trust I, Waco, Texas -- to acquire shares of FCT Bancshares, Inc., Waco, and thereby indirectly acquire First National Bank of Central Texas.

- Approved, January 2, 2014

Kansas City

Citizens National Corporation, Wisner, Nebraska -- to acquire Cass County State Company, Plattsmouth, and its subsidiary, Cass County Bank, Inc.

- Approved, December 31, 2013

St. Louis

First Bancshares, Inc., Mountain Grove, Missouri -- to become a bank holding company on conversion of its subsidiary savings bank, First Home Savings Bank, Mountain Grove, to a state-chartered bank.

- Approved, January 3, 2014

Bank Holding Companies

Kansas City

FSC Bancshares, Inc., Cameron, Missouri -- to acquire St. Joseph Bancorp, Inc., St. Joseph, and its subsidiary, Midwest Federal Savings and Loan Association of St. Joseph, and thereby engage in operating a savings association.

- Approved, December 30, 2013

Kansas City

Plains Bancshares, Inc., Plains, Kansas -- to become a bank holding company by acquiring Plains State Bank, Plains.

- Approved, December 31, 2013

Change in Bank Control

Chicago

Fidelity Company, Dubuque, Iowa -- change in bank control of Fidelity Company and its subsidiaries, Fidelity Bank & Trust, Dubuque, and Community State Bank, Tipton.

- Permitted, December 31, 2013

San Francisco

FNB Bancorp, South San Francisco, California -- to retain control of FNB Bancorp and its subsidiary, First National Bank of Northern California, South San Francisco.

- Permitted, December 26, 2013

(A/C)

St. Louis

National Banking Corp., North Little Rock, Arkansas -- to retain control of National Banking Corp. and its subsidiary, National Bank of Arkansas in North Little Rock, North Little Rock.

- Withdrawn, December 30, 2013

Change in Bank Control

Dallas

Progressive Bancorp, Inc., Monroe, Louisiana -- change in bank control of Progressive Bancorp and its subsidiary, Progressive Bank, Monroe.

- Permitted, January 3, 2014

Savings and Loan Holding Companies

General Counsel and Director, BS&R

Principal Financial Group, Inc., Des Moines, Iowa; Principal Financial Services, Inc.; Principal Life Insurance Company; and Principal Holding Company -- to deregister as savings and loan holding companies.

- Approved, December 31, 2013

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending January 4, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
EAST CAMBRIDGE SAVINGS BANK	* Branch	Application by East Cambridge Savings Bank, Cambridge, Massachusetts, to establish a full-service branch at 9 Playstead Road, Medford, Massachusetts, pursuant to Section 208.6 of Regulation H.	Newspaper: Federal Register:	Not available Not applicable
ROCKVILLE FINANCIAL, INC.	* 4c8	Filing by Rockville Financial, Inc., Rockville, Connecticut, to acquire United Financial Bancorp and its wholly-owned subsidiary, United Bank, FSB, both of West Springfield, Massachusetts, pursuant to section 4(c)(8) of the Bank Holding Company Act of 1956, as amended.	Newspaper: Federal Register:	Not available Not available

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
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 January 4, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
NEW INVESTORS BANCORP, INC.	* 3A1	New Investors Bancorp, Inc., Short Hills, New Jersey, providing notice pursuant to Section 3(a)(1) of the BHC Act and Section 225.15 of Regulation Y to acquire Investors Bank, Short Hills, New Jersey. The proposed acquisition would occur in connection with a second step stock conversion of Investors Bancorp, MHC, Short Hills, New Jersey. As part of this conversion, Investors Bancorp, MHC and its existing mid-tier subsidiary, Investors Bancorp, Inc., Short Hills, New Jersey, will be merged out of existence.	Newspaper:	Not available
			Federal Register:	01/30/2014

District: 2

Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending January 4, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 3

Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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Institution	Location
NONE	

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District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending January 4, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 4

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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Institution	Location
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District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending January 4, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
HOMETOWN BANK	* Branch	Hometown Bank, Roanoke, Virginia, to establish a branch at 852 West Main Street, Salem, Virginia.	Newspaper:	12/27/2013
			Federal Register:	Not applicable
REGIONAL BANKSHARES, INC.	CIC	Mr. Randolph Gillespie Rogers, Hartsville, South Carolina, to acquire up to 10.97% of the outstanding shares of Regional Bankshares, Inc., Hartsville, South Carolina.	Newspaper:	Not available
			Federal Register:	Not available

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
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NONE

* Subject to the provisions of the Community Reinvestment Act

District: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending January 4, 2014

Filer	Filing Type	Filing Proposal	End of Comment 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:	11/30/2013 11/26/2013
FIRST AMERICAN BANCORP	CIC	First American Bancorp, Athens, Georgia, prior change in control notice filed by John McLanahan, Jr., Athens, Georgia; The McLanahan Children's Irrevocable Trust, Athens, Georgia; Margaret Staton, Atlanta, Georgia; Clarence McLanahan, II, Athens, Georgia; Dorothy Farley, Atlanta, Georgia; John McLanahan, III, Athens, Georgia; and Barrett McLanahan, Athens, Georgia; to acquire 25 percent or more of the outstanding shares of First American Bancorp, and its subsidiary, First American Bank and Trust Company, both of Athens, Georgia.	Newspaper: Federal Register:	01/23/2014 Not available
FIRST FLORIDA BANCORP, INC.	* 3A1	First Florida Bancorp, Inc., to become a bank holding company by acquiring 100 percent of the outstanding shares of First Florida Bank, both of Destin, Florida.	Newspaper: Federal Register:	Not available 01/17/2014
FRANKLIN SYNERGY BANK	* 18C * Branch	Franklin Synergy Bank, Franklin, Tennessee, to merge with MidSouth Bank, Murfreesboro, Tennessee.	Newspaper: Federal Register:	Not available Not applicable

* Subject to the provisions of the Community Reinvestment Act

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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Institution	Location
NONE	

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District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending January 4, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
CHEMICAL BANK	* Branch	Chemical Bank, Midland, Michigan, to establish a branch located at 114 Commercial Street, Dowagiac, Michigan.	Newspaper: Federal Register:	12/06/2013 Not applicable
FIRST BANCORP, INC.	CIC	The George Breckenridge Family Trust, with Maureen Breckenridge as trustee, and Maureen Breckenridge as trustee of the George Breckenridge Family Trust and the Maureen Breckenridge Trust, individually, and the George Breckenridge Family Trust, the Maureen Breckenridge Trust, and Maureen Breckenridge as trustee of the George Breckenridge Family Trust and the Maureen Breckenridge Trust, all of Yates City, Illinois, together as a group acting in concert, to retain control of 25 percent or more of the voting shares of First Bancorp, Inc., and thereby indirectly retain control of Bank of Yates City, both of Yates City, Illinois.	Newspaper: Federal Register:	Not available 01/02/2014
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:	01/06/2014 Not applicable
MID ILLINOIS BANCORP, INC. EMPLOYEE STOCK OWNERSHIP PLAN	* 3A1 4c8	Mid Illinois Bancorp, Inc., Employee Stock Ownership Plan, Peoria, Illinois, to become a bank holding company by acquiring at least 30 percent of Mid Illinois Bancorp, Inc., Peoria, Illinois, and thereby acquire control of South Side Trust and Savings Bank, Peoria, Illinois. ESOP also requests permission to engage in extending credit and servicing loans pursuant to Section 225.28(b)(1) of Regulation Y.	Newspaper: Federal Register:	Not available 01/17/2014

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 January 4, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK OF THE OZARKS INC	* 3A3	Bank of the Ozarks, Inc., Little Rock, Arkansas, to acquire 100 percent of Baneshares, Inc., Houston, Texas, and thereby indirectly acquire OmniBank, N.A., Houston, Texas.	Newspaper: Federal Register:	01/18/2014 01/30/2014
COMMERCE NATIONAL BANK	Member	Commerce National Bank, Corinth, Mississippi, to become a member of the Federal Reserve System.	Newspaper: Federal Register:	Not applicable Not applicable
FIRST NATIONAL BANKING COMPANY	Member	First National Banking Company, Ash Flat, Arkansas, to become a member of the Federal Reserve System.	Newspaper: Federal Register:	Not applicable Not applicable

District: 8

Federal Reserve Bank of St. Louis

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: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending January 4, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
CENTRAL BANCSHARES, INC.	* 3A3	Central Bancshares, Inc., Golden Valley, Minnesota, to acquire 100 percent of First Financial Holdings, Golden Valley, Minnesota, and thereby indirectly acquire First National Bank and Trust, Barron, Wisconsin.	Newspaper: Federal Register:	Not available Not available
FINANCIAL SERVICES OF WINGER, INC.	CIC	Dawn Crane, Fosston, Minnesota, individually and as trustee, and Lorri Skeie-Campbell, Rio Rancho, New Mexico, individually and as trustee, to retain and acquire 25% or more of the shares of Financial Services of Winger, Inc., Winger, Minnesota ("FSWI"), and thereby indirectly retain and acquire control of Ultima Bank Minnesota, Winger, Minnesota. Also, Dawn M. Skeie Crane Irrevocable Trust, Winger, Minnesota, Dawn Crane, co-trustee, and Lorri J. Skeie-Campbell Irrevocable Trust, Winger, Minnesota, Lorri Skeie-Campbell, co-trustee, to retain voting shares of FSWI and thereby remain members of the Skeie family shareholder group, which controls 25% or more of FSWI.	Newspaper: Federal Register:	Not available 01/09/2014
HEADWATERS BANCORP, INC.	CIC	Change in Control notice by Mary Kathryn Fleming, Shorewood, Wisconsin, to acquire control of 10% or more of the shares of Headwaters Bancorp, Inc., Land O' Lakes, Wisconsin and thereby control Headwaters Bank, Land O' Lakes, Wisconsin. Also Jerry L. Olk, Land O' Lakes, Wisconsin, individually and as trustee, Jerry L. Olk Revocable Trust, Land O'Lakes, Wisconsin; Thomas L. Olk, Stevens Point, Wisconsin, individually and as trustee, and Elise E. Olk, Stevens Point, Wisconsin, individually and as trustee, Thomas L. & Elise E. Olk Revocable Trust, Stevens Point, Wisconsin; Susan Joanne Olk, San Francisco, California, individually and as trustee, Susan Joanne Olk Revocable Trust, San Francisco, California; R. Joseph Olk Irrevocable Trust, James Fogle, trustee, both of St. Louis, Missouri; Hillary Olk Dutcher, St. Louis, Missouri; Nathaniel Wood Olk, Chesterfield, Missouri; and Molly Wellborn Olk, Boulder, Colorado, to acquire or retain shares of Headwaters Bancorp., Inc., Land O' Lakes, Wisconsin, and thereby become or remain members of the Olk family control group, which controls 25% or more of the shares of Headwaters Bancorp., Inc., Land O' Lakes, Wisconsin.	Newspaper: Federal Register:	Not available 01/21/2014

* Subject to the provisions of the Community Reinvestment Act

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	

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District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending January 4, 2014**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK 7	* 18C * Branch	The Montezuma State Bank, Montezuma, Kansas, to merge with and into Bank 7, Oklahoma City, Oklahoma, and incident thereto, to establish branches in Montezuma and Copeland, Kansas.	Newspaper: Federal Register:	01/25/2014 Not applicable
INTERBANK	* 18C * Branch	InterBank, Oklahoma City, Oklahoma, to merge with Park Cities Bank, Dallas, Texas, and incident thereto, to establish branches in Dallas(3), and Fort Worth, all in Texas.	Newspaper: Federal Register:	Not available Not applicable
OLNEY BANCSHARES OF TEXAS, INC.	* 3A3	Olney Bancshares of Texas, Inc., Olney, Texas, to acquire 100 percent of the voting shares of Park Cities Bank, Dallas, Texas.	Newspaper: Federal Register:	01/27/2014 01/30/2014

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 January 4, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
AF MUTUAL HOLDING COMPANY	* SLHC Acquisition MHC Minority Stock Issuance	AF Mutual Holding Company and Alamogordo Financial Corp., both of Alamogordo, New Mexico, to acquire by merger, Bank 1440, Phoenix, Arizona; and Alamogordo Financial Corp., to conduct a minority stock issuance.	Newspaper: Federal Register:	Not available 12/23/2013
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
MINDEN BANCORP, INC.	* 3A1	Minden Bancorp, Inc., Minden, Louisiana, to become a bank holding company by acquiring 100 percent of MBL Bank, Minden, Louisiana.	Newspaper: Federal Register:	Not available 01/10/2014
STRATEGIC GROWTH BANK INCORPORATED	4c8	Strategic Growth Bank Incorporated and Strategic Growth Bancorp Incorporated, both of El Paso, TX, to acquire up to 23.9 percent of Guardian Mortgage Company, Inc., Richardson, Texas, pursuant to Section 4(c)(8) of the BHC Act and Regulation Y, and thereby engage in extending credit and servicing loans; and engaging under contract with a third party in asset management, servicing, and collection of assets.	Newspaper: Federal Register:	Not applicable Not available

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending January 4, 2014

Filer	Filing Type	Filing Proposal	End of Comment Period	
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:	Not available
			Federal Register:	Not applicable

District: 12

Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

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