

---

# Federal Reserve Release

---



*H.2*

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

*No. 14*

*Week Ending April 7, 2007*

### **Board Operations**

Office of Board Members -- appointment of Laricke Blanchard as Assistant to the Board with responsibility for the Congressional Liaison Office, and Winthrop Hambley as Senior Advisor to the Board.

- Approved, April 2, 2007

### **Enforcement**

First Interstate Bank, Bozeman, Montana -- issuance of an order of prohibition against Tracy Schroeder, a former branch manager and institution-affiliated party.

- Announced, April 3, 2007

### **Forms**

Forms -- final Board review to extend with revision the Money Market Mutual Funds Assets Reports (FR 2051a and FR 2051b), and to extend without revision the Uniform Application for Municipal Securities Principal or Municipal Securities Representative Associated with a Bank Municipal Securities Dealer (FR MSD-4), Uniform Termination Notice for Municipal Securities Principal or Municipal Securities Representative Associated with a Bank Municipal Securities Dealer (FR MSD-5), Notice by Financial Institutions of Government Securities Broker or Government Securities Dealer Activities (FR G-FIN), and Notice by Financial Institutions of Termination of Activities as a Government Securities Broker or Government Securities Dealer (FR G-FINW).

- Approved, April 4, 2007

### **Regulations And Policies**

"Bankers' Bank" Exemption -- revised interpretation of Regulation D regarding criteria for the "bankers' bank" exemption from reserve requirements (Docket No. R-1262).

- Approved, April 2, 2007

Regulations H (Membership of State Banking Institutions in the Federal Reserve System) and K (International Banking Operations) -- publication for comment of interagency interim rules to allow an expanded examination cycle for qualifying state member banks and U.S. offices of foreign banks (Docket No. R-1279).

- Approved, March 16, 2007 (AC)

---

<b>BS&amp;R</b>	Banking Supervision and Regulation	<b>RBOPS</b>	Reserve Bank Operations and Payment Systems
<b>C&amp;CA</b>	Consumer and Community Affairs	<b>IF</b>	International Finance
<b>FOMC</b>	Federal Open Market Committee	<b>OSDM</b>	Office of Staff Director for Management

**Bank Branches, Domestic**

Chicago

Chemical Bank, Midland, Michigan -- to establish branches at 821 South Cambridge Street and 300 Kennely Road, Saginaw.  
- Approved, April 4, 2007

Atlanta

Commerce Union Bank, Springfield, Tennessee -- to establish a mobile branch to serve Davidson County.  
- Approved, April 4, 2007

Atlanta

Regions Bank, Birmingham, Alabama -- to establish branches at 3908 Veterans Boulevard, Metairie, Louisiana; 100 Morgan Keegan Drive, Little Rock, Arkansas; and Aegon Center, 400 West Market Street, Louisville, Kentucky.  
- Approved, April 6, 2007

Cleveland

Sky Bank, Salineville, Ohio -- to establish a branch at Irvington Financial Center, 5720 East Washington Street, Indianapolis, Indiana.  
- Approved, April 6, 2007

St. Louis

Twin City Bank, North Little Rock, Arkansas -- to establish a branch at 2302 North Reynolds Road, Bryant.  
- Approved, April 4, 2007

**Bank Holding Companies**

Minneapolis

BlackRidge Financial, Inc., Fargo, North Dakota -- to acquire BlackRidgeBANK, a de novo bank.  
- Approved, April 6, 2007

**Bank Holding Companies**

San Francisco

Capital Pacific Bancorp, Portland, Oregon -- to become a bank holding company and to acquire Capital Pacific Bank.

- Approved, April 5, 2007

St. Louis

Central Banccompany, Jefferson City, Missouri -- to acquire Gardner Bancorp, Inc., Gardner, Kansas, and thereby acquire First Kansas Bank and Trust Company.

- Approved, April 2, 2007

Minneapolis

Citizens Bancorp, Inc., Cadott, Wisconsin -- to become a bank holding company and to acquire Citizens State Bank.

- Approved, April 2, 2007

Atlanta

CNBS Financial Group, Inc., Lake Mary, Florida -- to acquire Community National Bank of the South, a de novo bank.

- Approved, April 6, 2007

Atlanta

The Colonial BancGroup, Inc., Montgomery, Alabama -- to merge with Commercial Bankshares, Inc., Miami, Florida, and Commercial Bank of Florida.

- Approved, April 6, 2007

Atlanta

Community Bancshares of Mississippi, Inc., Brandon, Mississippi -- relief from a commitment.

- Granted, April 3, 2007

Kansas City

First Colorado Financial Corp., Paonia, Colorado -- to become a bank holding company and to acquire First National Bank of Paonia.

- Approved, April 6, 2007

**Bank Holding Companies**

St. Louis

Freedom Bancorp, Huntingburg, Indiana -- to become a bank holding company and to acquire Freedom Bank.  
- Approved, April 4, 2007

Richmond

Oak Ridge Financial Services, Inc., Oak Ridge, North Carolina -- to become a bank holding company and to acquire Bank of Oak Ridge.  
- Approved, April 2, 2007

San Francisco

Umpqua Holdings Corporation, Portland, Oregon -- waiver of application to merge with North Bay Bancorp, Napa, California, in connection with the merger of The Vintage Bank and Umpqua Bank, Roseburg, Oregon.  
- Granted, April 3, 2007

Atlanta

United Community Banks, Inc., Blairsville, Georgia -- to merge with Gwinnett Commercial Group, Inc., Lawrenceville, and thereby acquire its subsidiary, First Bank of the South.  
- Approved, April 5, 2007

Secretary

Wells Fargo & Company, San Francisco, California -- to acquire Placer Sierra Bancshares, Sacramento, and thereby acquire Placer Sierra Bank, Auburn.  
- Approved, April 5, 2007

Dallas

Woodforest Financial Group, Inc., The Woodlands, Texas -- to acquire Olympic Savings, SSB, Refugio, to be known as Woodforest Bank, FSB, upon conversion from a state savings bank to a federal savings bank.  
- Approved, April 5, 2007

**Change In Bank Control**

Dallas

Andrews Holding Company, Andrews, Texas -- change in bank control.  
- Permitted, April 4, 2007

**Change In Bank Control**

San Francisco

Centennial Bankshares, Inc., Ogden, Utah -- to retain control of Centennial Bankshares, Inc.  
- Permitted, April 4, 2007

Kansas City

First Financial Bancshares, Inc., Lawrence, Kansas -- change in bank control.  
- Permitted, April 6, 2007

Kansas City

Greenwood County Financial Services, Inc., Eureka, Kansas -- change in bank control.  
- Permitted, April 3, 2007

**Extensions Of Time**

Atlanta

IBERIABANK, Lafayette, Louisiana -- extension to February 12, 2007, to establish a branch at the intersection of Highland Road and Kenilworth Parkway, Baton Rouge.  
- Granted, April 3, 2007

Chicago

Lake City Bank, Warsaw, Indiana -- extension to August 18, 2007, to establish a branch at 6851 West Jefferson Boulevard, Fort Wayne.  
- Granted, April 2, 2007

**District: 1****Federal Reserve Bank of Boston****Filings received during the week ending April 7, 2007**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
BOSTON PRIVATE FINANCIAL HOLDINGS, INC.	* 3A3 * 3A5 4c8	Notification by Boston Private Financial Holdings, Inc., Boston, MA to acquire Charter Financial Corporation, Bellevue, WA and its subsidiaries, Charter Bank, Bellevue, WA and Banc Support, Inc., Kent, WA, pursuant to sections 3(a)(3), 3(a)(5) and 4(c)(8) of the Bank Holding Company Act of 1956, as amended.	Newspaper: 04/29/2007 Federal Register: 04/26/2007
MOUNTAINONE FINANCIAL PARTNERS, MHC	* 3A3 * 3A5	MountainOne Financial Partners, MHC and MountainOne Financial Partners, Inc., both of North Adams, Massachusetts, to acquire South Coastal Holdings, MHC and its subsidiary bank, South Coastal Bank, both of Rockland, Massachusetts, pursuant to sections 3(a)(3) and 3(a)(5) of the Bank Holding Company Act of 1956, as amended.	Newspaper: 04/04/2007 Federal Register: 04/12/2007
STATE STREET BANK AND TRUST COMPANY	* 18C	State Street Bank and Trust Company, Boston, Massachusetts (SSBT) to merge with Investors Bank & Trust Company, Boston, Massachusetts, with SSBT as the surviving entity.	Newspaper: Not available Federal Register: Not applicable
STATE STREET BANK AND TRUST COMPANY	* Branch	Application by State Street Bank and Trust Company, Boston, Massachusetts (SSBT) to retain the main office of Investors Bank & Trust Company, Boston, Massachusetts (IBT), located at 200 Clarendon Street, Boston, Massachusetts, and to operate that office as a branch pursuant to section 9 of the Federal Reserve Act and section 208.6 of Regulation H, subsequent to the merger of SSBT and IBT.	Newspaper: 03/21/2007 Federal Register: Not applicable
STATE STREET CORPORATION	* 3A3 * 3A5	Application by State Street Corporation, Boston, Massachusetts to acquire Investors Financial Services Corporation, and its subsidiary bank, Investors Bank & Trust Company, both of Boston, Massachusetts, pursuant to sections 3(a)(3) and 3(a)(5) of the Bank Holding Company Act of 1956, as amended.	Newspaper: 03/21/2007 Federal Register: 04/19/2007

**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 Institution	Quarter of Location
---	------------------------

---

NONE



**District: 2****Federal Reserve Bank of New York****Filings received during the week ending April 7, 2007**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
BANCO BILBAO VIZCAYA ARGENTARIA, S.A.	* 3A3 * 3A1	Banco Bilbao Vizcaya Argentaria, S.A. ("BBVA"), Bilbao, Spain, to acquire Compass Bancshares, Inc., Birmingham, Alabama, and thereby indirectly acquire its U.S. bank subsidiaries, Compass Bank, Birmingham, Alabama, and Central Bank of the South, Anniston, Alabama.  In addition, Circle Merger Corp., Birmingham, Alabama, a wholly-owned subsidiary of Compass Bancshares, Inc., to become a bank holding company by acquiring Compass Bancshares Inc., for a moment in time, to facilitate the acquisition of Compass Bancshares,	Newspaper: Not available Federal Register: 05/04/2007
BANCO POPULAR NORTH AMERICA	* Branch	Banco Popular North America, New York, New York, to open a branch office located at 2317 Ponce De Leon Boulevard, Coral Gables, (Miami-Dade County), Florida.	Newspaper: 04/10/2007 Federal Register: Not applicable
BANCO SANTANDER INTERNATIONAL	Other Foreign	Banco Santander International, Miami, Florida, an Edge Corporation held by Banco Santander Central Hispano, Madrid, Spain, to establish a domestic branch in Seattle, Washington.	Newspaper: 04/07/2007 Federal Register: Not applicable
BANK OF NOVA SCOTIA, THE	* 3A3 4c8	The Bank of Nova Scotia, Toronto, Canada, to acquire voting shares of First BanCorp, San Juan, Puerto Rico, and thereby indirectly acquire FirstBank Florida, Miami, Florida, and thereby operate a savings association.	Newspaper: Not available Federal Register: Not available
INTESA SANPAOLO S.P.A.	FBSEA	Intesa Sanpaolo S.p.A., Turin, Italy, to retain the federally licensed branch of former Sanpaolo IMI, S.p.A., in New York, New York.	Newspaper: Not available Federal Register: Not applicable

## District: 2

### Federal Reserve Bank of New York

#### 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
239015	GOTHAM BK OF NEW YORK, NEW YORK, NEW YORK	10/10/2006	04/02/2007	S	Int Sm Bank
501105	MANUFACTURERS & TRADERS TC, BUFFALO, NEW YORK	05/08/2006	03/22/2007	O	Large Bank

#### CRA Examinations scheduled for

#### Quarter of

Institution

Location

---

NONE

**District: 3**

**Federal Reserve Bank of Philadelphia**

**Filings received during the week ending April 7, 2007**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
SUSQUEHANNA BANK PA	* Branch	Susquehanna Bank PA, Lancaster, PA, to establish a branch office at 100 Sterling Parkway, Suite 100, Mechanicsburg, Cumberland County, PA.	Newspaper: 04/14/2007 Federal Register: Not applicable

## District: 3

### Federal Reserve Bank of Philadelphia

#### 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 Institution	Quarter of Location
---	------------------------

---

NONE

**District: 4****Federal Reserve Bank of Cleveland****Filings received during the week ending April 7, 2007**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
FIFTH THIRD BANK	* Branch	Fifth Third Bank, Grand Rapids, MI to establish a branch at 3251 North Green River Road, Evansville, IN.	Newspaper: 04/10/2007 Federal Register: Not applicable
FIFTH THIRD BANK	* Branch	Fifth Third Bank, Grand Rapids, MI to establish a branch at 5501 North Ashland Avenue, Chicago, IL.	Newspaper: 04/12/2007 Federal Register: Not applicable
FIFTH THIRD BANK	* Branch	Fifth Third Bank, Grand Rapids, MI to establish a branch at 1950 West 33rd Street, Chicago, IL.	Newspaper: 04/12/2007 Federal Register: Not applicable

**District: 4**

**Federal Reserve Bank of Cleveland**

**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
230610	HOCKING VALLEY BK, ATHENS, OHIO	01/22/2007	04/03/2007	S	Small Bank

CRA Examinations scheduled for Institution	Quarter of Location
NONE	

\* Subject to the provisions of the Community Reinvestment Act

**District: 5****Federal Reserve Bank of Richmond****Filings received during the week ending April 7, 2007**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
COOPERATIVE BANKSHARES, INC.	* 3A3	Cooperative Bankshares, Inc., Wilmington, North Carolina, to acquire 100% of Bank of Jefferson, Jefferson, South Carolina.	Newspaper:	Not available
			Federal Register:	Not available
GATEWAY FINANCIAL HOLDINGS, INC.	* 3A3 * 18C * Branch	Gateway Financial Holdings, Inc., Virginia Beach, Virginia, to acquire 100% of the voting securities of The Bank of Richmond, N.A., Richmond, Virginia.	Newspaper:	Not available
			Federal Register:	Not available
SANDY SPRING BANCORP, INC.	* 3A5 * 18C * Branch	Sandy Spring Bancorp., Inc., Olney, Maryland, to acquire 100% of the voting securities of CN Bancorp, Inc., Glen Burnie, Maryland, and thereby indirectly acquire County National Bank, Glen Burnie, Maryland.	Newspaper:	04/20/2007
			Federal Register:	04/30/2007
SELECTBANK	Member	Select Bank, Lynchburg, Virginia (in organization), to become a member of the Federal Reserve System.	Newspaper:	Not applicable
			Federal Register:	Not applicable

## District: 5

### Federal Reserve Bank of Richmond

#### 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
94522	BENCHMARK CMNTY BK, KENBRIDGE, VIRGINIA	12/11/2006	03/15/2007	S	Int Sm Bank

CRA Examinations scheduled for Institution	Quarter of Location
NONE	



**District: 6****Federal Reserve Bank of Atlanta****Filings received during the week ending April 7, 2007**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
BANCO DAVIVIENDA S.A.	Other Foreign FBSEA	Banco Davivienda S.A., Bogota, Columbia, (1) to acquire a majority of the shares of the capital stock of Bancafe International, Miami, Florida, and (2) to establish an international branch.	Newspaper: Not available Federal Register: Not applicable
CUMBERLAND BANK	* Branch	Cumberland Bank, Franklin, Tennessee, to establish branches at the following locations: 9200 Carothers Parkway, Franklin, Tennessee; and 1470 South Church Street, Murfreesboro, Tennessee.	Newspaper: 04/18/2007 Federal Register: Not applicable
NBOG BANCORPORATION, INC.	CIC	NBOG Bancorporation, Inc., Gainesville, Georgia, prior change in control filed by William R. Blanton, Alpharetta, Georgia, as an individual, and a group acting in concert consisting of William R. Blanton, Alpharetta Georgia, Paula M. Allen, Shelley Palmour Anderson, Kathy L. Cooper, Lanny W. Dunagan, Gilbert T. Jones, Sr., Ann M. Palmour, Wendell A. Turner, Howard Harrison, Rebecca Harrison, Robert Allen, James H. McBride, James E. Palmour, Kim Hunter, Victoria Leigh Hunter, John Cooper, Tyler Cooper, Donn H. Cooper, Paden Dunagan, Danny Dunagan, Jr., Areatha J. Keeseey, David C. Harwell, LaVerne Harwell, Douglas F. Harwell, Alice Lipscomb, Jane Jones, Jewels Jones, Barbe Jones, Brandy Jones and Franklin D. Harwell, all from Gainesville, Georgia, to acquire 71.5 percent of NBOG Bancorporation, Inc., the bank holding company of The National Bank of Gainesville, both of Gainesville, Georgia.	Newspaper: 03/30/2007 Federal Register: 03/30/2007
OLD SOUTHERN BANCORP, INC.	* 3A1	Old Southern Bancorp, Inc., to become a bank holding company by acquiring 100 percent of the outstanding shares of Old Southern Bank, both of Orlando, Florida.	Newspaper: 05/03/2007 Federal Register: Not available
RB BANCORPORATION	CIC	RB Bancorporation, Athens, Alabama, prior change in control notification by Alston Martin Noah, Alston Martin Noah, Jr., John Chandler Noah, Mary Payton Noah, and Sue Drinkard Noah, all of Athens, Alabama, to collectively acquire an additional 1.06 percent of the outstanding shares of RB Bancorporation and its subsidiary bank, Reliance Bank, both of Athens, Alabama. Pro forma total ownership will equal 15.08 percent.	Newspaper: 05/01/2007 Federal Register: 04/24/2007

**District: 6**  
**Federal Reserve Bank of Atlanta**

**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 Institution	Quarter of Location
--	---------------------

---

NONE

\* Subject to the provisions of the Community Reinvestment Act

**District: 7****Federal Reserve Bank of Chicago****Filings received during the week ending April 7, 2007**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
1ST SOURCE CORPORATION	* 3A5	1st Source Corporation, South Bend, Indiana, to acquire 100 percent of the voting shares of FINA Bancorp, Inc., Valparaiso, Indiana, and thereby indirectly acquire First National Bank of Valparaiso, Valparaiso, Indiana.	Newspaper: Not available Federal Register: 04/13/2007
CAPITOL BANCORP LTD.	* 3A3	Capitol Bancorp, Ltd., Lansing, Michigan and Capitol Development Bancorp Limited VI, Lansing, Michigan, to acquire 51 percent of the voting shares of USNY Bank (in organization), Geneva, New York.	Newspaper: Not available Federal Register: 05/04/2007
CENTRUE BANK	* 18C * Branch	Centrue Bank, Streator, Illinois, to merge with Bank 10, Belton, Missouri, and thereby to establish 5 branches, and the related application by Centrue Bank, Streator, Illinois, to establish a branch at 7700 Bonhomme, Clayton, Missouri.	Newspaper: Not available Federal Register: Not applicable
COMERICA BANK	* Branch	Comerica Bank, Detroit, Michigan, to establish five branches at the following locations: Woodridge & I-610, Houston, Texas, Buffalo Speedway & US Hwy 59, Houston, Texas, Bay Area Blvd. & I-45, Webster, Texas, 110 E. John Carpenter Fwy, Irving, Texas, and 4581 Frankford Road, Dallas, Texas.	Newspaper: 04/04/2007 Federal Register: Not applicable
FOX RIVER FINANCIAL CORPORATION	* 3A1	Fox River Financial Corporation, Burlington, Wisconsin, to become a bank holding company by acquiring 100 percent of the voting shares of Fox River State Bank, Burlington, Wisconsin.	Newspaper: Not available Federal Register: 05/03/2007
GC Bancorp, Inc.	* 3A1 4c8	GC Bancorp, Inc., Chicago, Illinois, to become a bank holding company by acquiring 100 percent of the voting shares of Gold Coast Bank (in organization), Chicago, Illinois, and to engage de novo in extending credit and servicing loans.	Newspaper: Not available Federal Register: Not available
LEROY C. DARBY, INC. EMPLOYEE STOCK OWNERSHIP PLAN	* 3A3	LeRoy C. Darby, Inc. Employee Stock Ownership Plan with 401(K) Provisions, Elkader, Iowa, to acquire an additional 83 shares of LeRoy C. Darby, Inc., Elkader, Iowa, to increase its ownership from 36.0 percent to 91.33 percent, and thereby indirectly increase its ownership in Freedom Bank, Elkader, Iowa.	Newspaper: Not available Federal Register: 05/07/2007

## District: 7

### Federal Reserve Bank of Chicago

#### 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
2360904	PACIFIC GLOBAL BK, CHICAGO, ILLINOIS	11/13/2006	03/29/2007	O	Small Bank
2636083	PARAMOUNT BK, FARMINGTON HILLS, MICHIGAN	12/11/2006	03/29/2007	S	Small Bank

#### CRA Examinations scheduled for

#### Quarter of

Institution

Location

---

NONE

**District: 8****Federal Reserve Bank of St. Louis****Filings received during the week ending April 7, 2007**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
MAGNOLIA BANCSHARES, INC.	CIC	Notice by Darrell Richard Wells, Louisville, Kentucky, to gain control of Magnolia Bancshares, Inc., Hodgenville, Kentucky.	Newspaper:	Not available
			Federal Register:	Not available
MAGNOLIA BANCSHARES, INC.	CIC	Notice by Rebecca Mason Irvine, Louisville, Kentucky; James Edward Mason, Elizabethtown, Kentucky; and Deborah Mason Garner, New Albany, Indiana, as a group acting in concert, to gain control of Magnolia Bancshares, Inc., Hodgenville, Kentucky.	Newspaper:	Not available
			Federal Register:	Not available
RENASANT CORPORATION	* 3A5	Renasant Corporation, Tupelo, Mississippi, to merge with Capital Bancorp, Inc., Nashville, Tennessee, and thereby indirectly acquire Capital Bank & Trust Company, Nashville, Tennessee.	Newspaper:	05/05/2007
			Federal Register:	Not available
TRI-COUNTY HOLDINGS, INC.	* 3A1	Tri-County Holdings, Inc., Dongola, Illinois, to become a bank holding company by acquiring 100 percent of The First State Bank of Dongola, Dongola, Illinois.	Newspaper:	04/06/2007
			Federal Register:	04/06/2007

**District: 8**  
**Federal Reserve Bank of St. Louis**

**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 Institution	Quarter of Location
---	------------------------

---

NONE

\* Subject to the provisions of the Community Reinvestment Act

**District: 9**

**Federal Reserve Bank of Minneapolis**

**Filings received during the week ending April 7, 2007**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
1ST BANK	* 18C * Branch	1st Bank, Evanston, Wyoming, to merge with North Side State Bank of Rock Springs, Rock Springs, Wyoming, and incident thereto proposes to establish a branch at 601 North Front Street, Rock Springs, Wyoming.	Newspaper: 04/08/2007 Federal Register: Not applicable

**District: 9**

**Federal Reserve Bank of Minneapolis**

**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
1003558	GRAND RAPIDS ST BK, GRAND RAPIDS, MINNESOTA	12/11/2006	03/30/2007	S	Small Bank
309851	ROOT RIVER ST BK, CHATFIELD, MINNESOTA	12/18/2006	03/29/2007	S	Small Bank

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 April 7, 2007**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
CITIZENS NATIONAL CORPORATION	* 3A3	Citizens National Corporation, Wisner, Nebraska, to acquire 100 percent of the voting shares of Spalding City Corporation, Omaha, Nebraska, parent of Spalding City Bank, Spalding, Nebraska.	Newspaper: 04/09/2007 Federal Register: 04/06/2007
DICKINSON FINANCIAL CORPORATION II	CIC	Notification by Jane A. Dickinson and Burton K. Dickinson, both of Kansas City, Missouri, as trustees of the Dickinson Family Stock Retention Trust Dated February 9, 1999; the Dickinson Grandchildren's Education Trust Dated February 9, 1999; the Chillicothe Properties Trust Dated July 30, 1998; to retain control of Dickinson Financial Corporation II, Kansas City, Missouri, and its subsidiaries including: Dickinson Financial Corporation and Bank Midwest, National Association, both in Kansas City, Missouri; Armed Forces Bank, National Association, Fort Leavenworth, Kansas; Armed Forces Bank of California, National Association, San Diego, California; Adademy Bank, National Association, Colorado Springs, Colorado; Southern Commerce Bank, National Association, Tampa, Florida; and SunBank, National Association, Phoenix, Arizona, (in organization). Jane and Burton Dickinson are also filing to become members of the Dickinson Family Group, a group acting in concert, to control the above listed organizations.	Newspaper: Not available Federal Register: 04/24/2007
FIRST AMERICAN BANK	* Branch	First American Bank, Purcell, Oklahoma, to establish a branch at 10731 South Western Avenue, Oklahoma City, Oklahoma.	Newspaper: 04/18/2007 Federal Register: Not applicable
GREEN COUNTRY BANCORPORATION, INC.	CIC	Notification by William Scott Martin Trust, and William S. Martin, Miami Beach, Florida, as trustee, to acquire control of Green Country Bancorporation, Inc., parent of The First State Bank, both in Ketchum, Oklahoma.	Newspaper: Not available Federal Register: 04/10/2007

**District: 10**

**Federal Reserve Bank of Kansas City**

**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 Institution	Quarter of Location
--	---------------------

---

NONE

\* Subject to the provisions of the Community Reinvestment Act

**District: 11**  
**Federal Reserve Bank of Dallas**  
**Filings received during the week ending April 7, 2007**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
COUNTRY HOLDING CORP.	CIC	Notice by Belote Family Partnership, LTD., Kingwood, Texas, and its general partner, Belote Management Trust, Kingwood, Texas, to retain ownership of 32.258 percent of Country Holding Corp., Austin, Texas, and indirectly Texas Country Bank, Lakeway, Texas. Mr. Farrald Belote, Jr. and Mrs. Arlene Belote, are co-trustees of the Belote Management Trust, Kingwood, Texas.	Newspaper: 04/19/2007 Federal Register: 04/18/2007
OPPORTUNITY BANCSHARES, INC.	* 3A1	Opportunity Bancshares, Inc., Richardson, Texas, to become a bank holding company by acquiring 100 percent of Opportunity Bank, National Association, Richardson, Texas.	Newspaper: 04/27/2007 Federal Register: 04/26/2007
SOUTH PLAINS FINANCIAL, INC. EMPLOYEE STOCK OWNERSHIP PLAN	* 3A3	South Plains Financial, Inc. Employee Stock Ownership Plan, Lubbock, Texas, to acquire additional shares up to 30.7 percent of South Plains Financial, Inc., Lubbock, Texas, and indirectly acquire South Plains Delaware Financial Corporation, Dover, Delaware, City Bank, Lubbock, Texas, Zia Financial Corporation, Ruidoso, New Mexico, and City Bank New Mexico, Ruidoso, New Mexico.	Newspaper: 05/02/2007 Federal Register: Not available

**District: 11**  
**Federal Reserve Bank of Dallas**

**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 Institution	Quarter of Location
---	------------------------

---

NONE

**District: 12****Federal Reserve Bank of San Francisco****Filings received during the week ending April 7, 2007**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
1ST PACIFIC BANK OF CALIFORNIA	* 18C * Branch	1st Pacific Bank of California, San Diego, California, to merge with Landmark National Bank, Solana Beach, California, and thereby acquire three branch offices.	Newspaper:	Not available
			Federal Register:	Not applicable
BANK OF THE ORIENT	* Branch	Bank of the Orient, San Francisco, California, to establish a branch facility at 9100 Alcosta Boulevard, San Ramon, California.	Newspaper:	Not available
			Federal Register:	Not applicable
BEVERLY HILLS BANCORP INC.	4c8	Beverly Hills Bancorp, Inc., to engage in financial and investment advisory activities through BH Assets Management Inc., both of Calabasas, California.	Newspaper:	Not applicable
			Federal Register:	Not applicable
BEVERLY HILLS BANCORP INC.	4c8	Beverly Hills Bancorp, Inc., to engage in financial and investment advisory activities through BH Opportunity Fund LLC, both of Calabasas, California.	Newspaper:	Not applicable
			Federal Register:	Not applicable
FRANKLIN RESOURCES, INC.	* 4c8	Franklin Resources, Inc., San Mateo, California, to retain 5.03 percent of Hudson City Bancorp, Inc., and thereby indirectly retain its subsidiary, Hudson City Savings Bank, FSB, both of Paramus, New Jersey.	Newspaper:	Not available
			Federal Register:	05/07/2007
PLACER SIERRA BANK	* Branch	Placer Sierra Bank, Auburn, California, to establish a branch facility at 781 Pleasant Grove Boulevard, Roseville, California.	Newspaper:	04/03/2007
			Federal Register:	Not applicable
SADDLEBACK BANCORP	* 3A1 4c8	1) Saddleback Bancorp to become a bank holding company following the conversion of its wholly-owned nonbank subsidiary, Tustin Community Bank, both of Tustin, California, to a commercial bank charter; and 2) Saddleback Bancorp to engage in extending credit and servicing loans through Saddleback Loan Company, both of Tustin, California, pursuant to section 4(c)(8) of the Bank Holding Company, and section 225.28(b)(1) of Regulation Y.	Newspaper:	04/30/2007
			Federal Register:	04/30/2007

**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
---------	------------------------	-----------	-----------------	------------	-------------

---

NONE

CRA Examinations scheduled for Institution	Quarter of Location
--	---------------------

---

NONE

\* Subject to the provisions of the Community Reinvestment Act