
Federal Reserve Release



H.2

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

No. 26

Week Ending June 25, 2011

Bank Holding Companies

Bank of Montreal, Toronto, Canada, and its subsidiaries, Harris Financial Corp., Chicago, Illinois; Harris Bankcorp, Inc.; and Mike Merger Sub, LLC -- application to acquire Marshall & Ilsley Corporation, Milwaukee, Wisconsin; M&I Marshall & Ilsley Bank; M&I Bank of Mayville, Mayville; M&I Bank FSB, Las Vegas, Nevada; and other nonbanking subsidiaries of Marshall & Ilsley Corporation.

- Approved, June 20, 2011

United Bankshares, Inc., Charleston, West Virginia, and UBC Holding Company, Inc. -- to acquire Centra Financial Holdings, Inc., Morgantown, and its subsidiary bank, Centra Bank, Inc.

- Approved, June 20, 2011

Regulations and Policies

Internet Banking Authentication -- interagency supplemental supervisory guidance on customer authentication for Internet banking.

- Approved, June 11, 2011

(A/C)

H.2 Actions under delegated authority

June 19, 2011 to June 25, 2011

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

OSD Office of Staff Director

Bank Branches, Domestic

New York

Adirondack Bank, Utica, New York -- to establish branches at 1 Main Street, Richfield Springs, and 808 Main Street, Sylvan Beach.

- Withdrawn, June 23, 2011

Cleveland

Fifth Third Bank Cincinnati, Ohio -- to establish branches at 2206 E. Fowler Avenue, Tampa, Florida; 133 Peachtree Street NW, Atlanta, Georgia; 590 Cascade Avenue SW; 11850 Marshfield Avenue, Chicago, Illinois; 921 Olive Street, St. Louis, Missouri; 5612 Kingston Pike, Knoxville, Tennessee; 601 Gallatin Pike North, Madison; and 5621 Charlotte Pike, Nashville (eight applications).

- Approved, June 23, 2011

Cleveland

Fifth Third Bank, Cincinnati, Ohio -- to establish a branch at 120 E. Palmetto Park Road, Suite 150, Boca Raton, Florida.

- Approved, June 21, 2011

Bank Holding Companies

Dallas

MTA Bancshares, Inc., Seagoville, Texas -- to become a bank holding company and to acquire HomeBank@, Seagoville.

- Approved, June 24, 2011

Bank Holding Companies

San Francisco

Opus Bank, Redondo Beach, California -- waiver of application for Opus Acquisition, Inc. to merge with Cascade Financial Corporation, Everett, Washington, in connection with the merger of Opus Bank and Cascade's subsidiary bank, Cascade Banks, Everett.

- Granted, June 23, 2011

San Francisco

RBB Bancorp, Los Angeles, California -- waiver of application to acquire First Asian Bank, Las Vegas, Nevada, in connection with the merger of First Asian and RBB's subsidiary bank, Royal Business Bank, Los Angeles.

- Granted, June 24, 2011

Change in Bank Control

Minneapolis

215 Holding Co., Minneapolis, Minnesota -- to retain control of 215 Holding and its subsidiary banks, First Farmers & Merchants National Bank, Luverne; First Farmers & Merchants National Bank, Fairmont; First Farmers & Merchants State Bank, Brownsdale; First Farmers & Merchants State Bank of Grand Meadow, Grand Meadow; First Farmers & Merchants National Bank, Le Sueur; and White Rock Bank, Cannon Falls.

- Permitted, June 22, 2011

Dallas

Chalybeate Springs Corporation, Hughes Springs, Texas -- to retain control of Chalybeate Springs and its subsidiary bank, The First National Bank of Hughes Springs, Hughes Springs.

- Permitted, June 24, 2011

Change in Bank Control

Cleveland

NexTier Incorporated, Butler, Pennsylvania -- change in bank control of NexTier and its subsidiary bank, NexTier Bank, N.A., Butler.

- Permitted, June 21, 2011

Extensions of Time

Richmond

American National Bankshares Inc., Danville, Virginia -- extension to September 21, 2011, to acquire MidCarolina Financial Corporation, Burlington, North Carolina, and thereby indirectly acquire MidCarolina Bank.

- Granted, June 20, 2011

Richmond

CapGen Capital Group V LLC, New York, New York, and CapGen Capital Group V LP -- extension to September 22, 2011, to become bank holding companies and to acquire shares of Palmetto Bancshares, Inc., Greenville, South Carolina, and indirectly acquire The Palmetto Bank.

- Granted, June 22, 2011

Membership

San Francisco

California Republic Bank, Newport Beach, California -- to become a member of the Federal Reserve System.

- Approved, June 22, 2011

Membership

Kansas City

Commerce Bank, National Association, Kansas City, Missouri -- to retain membership in the Federal Reserve System on conversion from a national to a state charter.

- Approved, June 23, 2011

Kansas City

Cornhusker Bank, Lincoln, Nebraska -- to become a member of the Federal Reserve System.

- Approved, June 23, 2011

Kansas City

Farmers Bank of Northern Missouri, National Association, Unionville, Missouri -- to retain membership in the Federal Reserve System on conversion from a national to a state charter.

- Approved, June 23, 2011

St. Louis

Peoples Bank, Sheridan, Arkansas -- to become a member of the Federal Reserve System.

- Approved, June 23, 2011

Regulations and Policies

Secretary

Margin and Capital Requirements for Swaps -- extension to July 11, 2011, of the comment period on interagency proposed rules to establish margin and capital requirements for swap dealers, major swap participants, security-based swap dealers, and major security-based swap participants as required by the Dodd-Frank Act.

- Approved, June 22, 2011

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending June 25, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
BROOKLINE BANCORP, INC.	* 3A3	Brookline Bancorp, Inc., Brookline, Massachusetts, to acquire Bancorp Rhode Island, Inc. and its subsidiary bank, Bank Rhode Island, both of Providence, Rhode Island pursuant to sections 3(a)(3) and 3(a)(5) of the Bank Holding Company Act, as amended.	Newspaper:	07/13/2011
	* 3A5		Federal Register:	07/15/2011
BSB BANCORP INC	* 3A1	BSB Bancorp, Inc., Belmont, Massachusetts to acquire 100% of the outstanding capital stock of Belmont Savings Bank, Belmont, Massachusetts, pursuant to section 3(a)(1) of the BHC Act, in connection with the conversion of the holding company from mutual to stock form.	Newspaper:	Not available
			Federal Register:	06/22/2011

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 June 25, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANCO BPI, S.A.	FBSEA	Banco BPI, S.A., Porto, Portugal, to establish representative offices in Newark, New Jersey and Fall River, Massachusetts, pursuant to Section 10(a) of the International Banking Act of 1978, as amended and Section 211.24(a)(1) of Regulation K.	Newspaper: Federal Register:	Not available Not applicable
BANCO DO BRASIL S.A.	* 3A1	Banco do Brasil S.A., Brasilia, Brazil and Caixa de Previdencia dos Funcionarios do Banco do Brasil, Rio de Janeiro, Brazil, to become bank holding companies by acquiring 51 percent of Eurobank, Boca Raton, Florida.	Newspaper: Federal Register:	07/20/2011 07/15/2011
FIRST BANCORP	CIC	Notice by Thomas H. Lee (Alternative) Fund VI, L.P., Thomas H. Lee (Alternative) Parallel Fund VI, L.P., Thomas H. Lee (Alternative) Parallel (DT) Fund VI, L.P., THL FBC Equity Investors, L.P., THL Advisors (Alternative) VI, L.P., Thomas H. Lee (Alternative) VI, Ltd., THL Managers VI, LLC, Thomas H. Lee Partners, L.P., Thomas H. Lee Advisors, LLC, Anthony J. DiNovi and Scott M. Sperling, all of Boston, Massachusetts, to directly acquire 24.9 percent of the voting common stock of First BanCorp, and thereby indirectly acquire FirstBank Puerto Rico, both of San Juan, Puerto Rico.	Newspaper: Federal Register:	Not available Not available

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.

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NONE					

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Institution	Location
NONE	

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District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending June 25, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
CUSTOMERS BANCORP, INC	* 3A1	Customers Bancorp, Inc., Phoenixville, PA, to become a bank holding company through the reorganization of Customers Bank, Phoenixville, PA, resulting from the merger of New Century Interim Bank, Phoenixville, PA, with and into Customers Bank. Subsequently, Berkshire Bancorp, Wyomissing, PA, will merge with and into Customers Bancorp, Inc., and Berkshire Bank, Wyomissing, PA, will merge with and into Customers Bank, Phoenixville, PA.	Newspaper:	Not available
	* 18C		Federal Register:	07/08/2011
	* 3A5			
LUZERNE BANK	* Branch Premises	Luzerne Bank, Luzerne, PA, to establish a branch office located at 1073 Route 315, Plains Township, PA.	Newspaper:	07/01/2011
			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.

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

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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: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending June 25, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIRST SOUTHERN BANCORP, INC.	* 4c8	Section 4(c)(8) application by First Southern Bancorp., Inc., Stanford, KY to acquire up to 24.99% of the outstanding voting shares of CKF Bancorp, Inc., Danville, KY.	Newspaper:	07/21/2011
			Federal Register:	Not available

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.

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

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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: 5**Federal Reserve Bank of Richmond****Filings received during the week ending June 25, 2011**

Filer	Filing Type	Filing Proposal	End of Comment Period	
ASB BANCORP, INC.	* 3A1	ASB Bancorp, Inc., Asheville, North Carolina, to become a bank holding company upon the conversion of Asheville Savings Bank, S.S.B., Asheville, North Carolina, from a mutual to stock form of ownership.	Newspaper:	07/01/2011
			Federal Register:	07/01/2011
EAGLEBANK	* Branch	EagleBank, Bethesda, Maryland, to establish a branch at 12011 Sunset Hills Road, Suite 100, Reston, Virginia	Newspaper:	07/08/2011
			Federal Register:	Not applicable
FIRST MARINER BANCORP	CIC	Priam Capital Fund I, LP, Priam Capital Associates, LLC, and Howard Feinglass, all of Wilmington, Delaware, to acquire up to 24.9% of the voting shares of First Mariner Bancorp, Baltimore, Maryland.	Newspaper:	Not available
			Federal Register:	Not available

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.

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

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

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act

District: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending June 25, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 6

Federal Reserve Bank of Atlanta

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: 7

Federal Reserve Bank of Chicago

Filings received during the week ending June 25, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
SECURITY STATE BANK	* 18C * Branch	Security State Bank, New Hampton, Iowa, to merge with State Bank & Trust Company, Waverly, Iowa and as a result of the merger will establish 5 branches.	Newspaper: Federal Register:	Not available Not applicable
WCF FINANCIAL, M.H.C.	* 3A1	WCF Financial, M.H.C. and Webster City Federal Bancorp, both of Webster City, Iowa, to become bank holding companies following the conversion Webster City Federal Savings Bank, Webster City, Iowa, from a federally chartered savings association to a state chartered bank.	Newspaper: Federal Register:	Not available 07/08/2011

District: 7

Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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

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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: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending June 25, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIRST STATE BANCSHARES, INC.	CIC	Notice by Teresa A. Grindstaff and Greg E. Allen, individually and as trustees of the William H. Cooper General Trust and the William H. Cooper Marital Trust, all of Farmington, Missouri, to gain voting control of First State Bancshares, Inc., Farmington, Missouri. Ms. Grandstaff and Mr. Allen also vote the shares of First State Bancshares, Inc. held by Cooper Investments, Inc., Farmington, Missouri.	Newspaper:	07/14/2011
			Federal Register:	Not available

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 June 25, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
KIRKWOOD BANCORPORATION CO.	CIC	Change in Control Notice by Robert Lynn Nelson, Cudjoe Key, Florida, to gain control of Kirkwood Bancorporation Co., Bismarck, North Dakota and thereby indirectly gain control of Kirkwood Bank and Trust Company, Bismarck, North Dakota.	Newspaper: Federal Register:	Not available Not available
USB EUROPEAN HOLDINGS COMPANY	Investment	U.S. Bank, N.A., Cincinnati, Ohio, through USB European Holdings Company, Minneapolis, Minnesota, an agreement corporation, to indirectly invest an additional \$210,000,000 in a foreign organization: Elavon Financial Services Limited, Loughlinstown, County Dublin, Ireland.	Newspaper: Federal Register:	Not applicable Not applicable

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	

* Subject to the provisions of the Community Reinvestment Act

District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending June 25, 2011**

Filer	Filing Type	Filing Proposal	End of Comment Period	
CORNHUSKER BANK	Member	Cornhusker Bank, Lincoln, Nebraska, to become a member of the Federal Reserve System.	Newspaper: Federal Register:	Not applicable Not applicable
FIRSTBANK	* Branch	FirstBank, Lakewood, Colorado, to establish a de novo branch at 2100 Broadway Street, Boulder, Colorado.	Newspaper: Federal Register:	06/30/2011 Not applicable
FNB HOLDCO, INC.	* 3A1	FNB Holdco, Inc., to become a bank holding company through the acquisition of 100 percent of the voting shares of Flowers National Bank, both in Cainsville, Missouri.	Newspaper: Federal Register:	Not available Not available
KEYSTONE INVESTMENT, INC.	CIC	Notification by Teresa L. Keslar, Beatrice, Nebraska, to acquire control of Keystone Investment, Inc., parent of Bank of Keystone, both in Keystone, Nebraska.	Newspaper: Federal Register:	06/21/2011 06/21/2011
UNION STATE BANK OF EVEREST, THE	* 18C * Branch	The Union State Bank of Everest, Everest, Kansas, to merge with The Bank of McLouth, McLouth, Kansas, and incident thereto, to establish a branch.	Newspaper: Federal Register:	Not available Not applicable

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	

* Subject to the provisions of the Community Reinvestment Act

District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending June 25, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
CARLILE BANCSHARES, INC.	* 3A3	Carlile Bancshares, Inc., Fort Worth, Texas, to acquire 100% of the common stock of The Bank at Broadmoor, Colorado Springs, Colorado.	Newspaper:	Not available
			Federal Register:	07/15/2011
COMERICA BANK	* Branch	Comerica Bank, Dallas, Texas, to establish a branch to be located at 411 West Lafayette Boulevard, Detroit, Michigan.	Newspaper:	Not available
			Federal Register:	Not applicable

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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Institution	Location
NONE	

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District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending June 25, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK OF TAIWAN	FBSEA	Bank of Taiwan, Taipei, Taiwan, to upgrade its New York Agency to a branch office pursuant to section 211.24(a)(2)(ii)(a) of Regulation K and section 7(d) of FBSEA.	Newspaper: Federal Register:	Not available Not applicable
INTERMOUNTAIN COMMUNITY BANCORP	CIC	Interagency Notice of Change in Control by Castle Creek Capital Partners IV, LP, Castle Creek Advisors IV, LLC, Castle Creek Capital IV, LLC, John T. Pietrzak, Pietrzak Advisory Corp., John M. Eggemeyer, JME Advisory Corp., William J. Ruh, Ruh Advisory Corp., Mark G. Merlo, Legions IV Advisory Corp., Joseph Mikesell Thomas, and Mikesell Advisory Corp., all of Rancho Santa Fe, California, to acquire up to 24.9% of the voting shares of Intermountain Community Bancorp, a bank holding company that is the sole shareholder of Panhandle State Bank, a state non-member bank, both of Sandpoint, Idaho.	Newspaper: Federal Register:	Not available 06/21/2011
INTERMOUNTAIN COMMUNITY BANCORP	CIC	Interagency Notice of Change in Control by Stadium Capital Partners, L.P., Stadium Capital Qualified Partners, L.P., Stadium Capital Management LLC, and John Welborn, all of Bend, Oregon, to acquire up to 24.9 percent of Intermountain Community Bancorp, and thereby indirectly Panhandle State Bank, both of Sandpoint, Idaho.	Newspaper: Federal Register:	Not available 07/05/2011

District: 12

Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

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Institution	Location
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