
Federal Reserve Release



H.2

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

No. 42

Week Ending October 15, 2011

Forms

Forms -- initial Board review to implement the Quarterly Savings and Loan Holding Company Report (FR 2320), to extend without revision the Bank Holding Company Report of Insured Depository Institutions' Section 23A Transactions with Affiliates (FR Y-8), and to revise without extension the Consolidated Financial Statements for Bank Holding Companies (FR Y-9C).

- Proposed, October 13, 2011

Regulations and Policies

Flood Insurance -- interagency guidance updating the interagency questions and answers regarding flood insurance published in July 2009, and publication for comment of proposed additional revisions.

- Approved, September 29, 2011

(A/C)

Resolution Plans -- final interagency rule requiring bank holding companies with assets of \$50 billion or more and nonbank financial firms designated by the Financial Stability Oversight Council to annually submit a plan for the company's rapid and orderly resolution ("living will") in the event of financial distress, in accordance with the Dodd-Frank Act.

- Approved, October 13, 2011

Enforcement

Anchor Commercial Bank, Juno Beach, Florida -- issuance of a prompt corrective action directive with the consent of the bank.

- Announced, October 13, 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

Amboy Bank, Old Bridge, New Jersey -- to establish a branch at 460 Georges Road, Dayton.

- Approved, October 11, 2011

Bank Holding Companies

Chicago

ATBancorp, Dubuque, Iowa -- to acquire shares of United American Bank, San Mateo, California.

- Approved, October 13, 2011

Kansas City

Community Bank Partners, Inc., Denver, Colorado -- to acquire First National Bancshares, Inc., Goodland, Kansas, and First National Bank.

- Withdrawn, October 14, 2011

Kansas City

Equity Bancshares, Inc., Wichita, Kansas -- to acquire University National Bank of Lawrence, Lawrence.

- Approved, October 14, 2011

Secretary

First Security Bancorp, Searcy, Arkansas -- to acquire additional shares of CrossFirst Holdings, LLC, Overland Park, Kansas, and thereby acquire CrossFirst Bank, Overland Park, and CrossFirst Bank Leawood, Leawood.

- Approved, October 11, 2011

Bank Holding Companies

Dallas

Integrity Bancshares, Inc., Houston, Texas -- to become a bank holding company and to acquire Integrity Bank, SSB, Houston.

- Approved, October 13, 2011

New York

Santander Holdings USA, Inc., Boston, Massachusetts -- to become a bank holding company on conversion of its subsidiary federal savings bank, Sovereign Bank, Wilmington, Delaware, to a national bank; and for Banco Santander, S.A., Boadilla del Monte Madrid, Spain, to retain control of Santander Holdings USA and Sovereign upon this conversion.

- Approved, October 14, 2011

Bank Mergers

St. Louis

Heber Springs State Bank, Heber Springs, Arkansas -- to purchase certain assets and assume deposit and certain other liabilities of the Concord branch of First Arkansas Bank & Trust, Jacksonville, and to retain the acquired facility as a branch.

- Approved, October 14, 2011

Change in Bank Control

Dallas

First Bells Bankshares, Inc., Bells, Texas -- change in bank control of First Bells and its subsidiary bank, The First National Bank of Bells/Savoy, Bells.

- Permitted, October 13, 2011

Change in Bank Control

San Francisco

Intermountain Community Bancorp, Sandpoint, Idaho -- change in bank control of Intermountain and its subsidiary bank, Panhandle State Bank, Sandpoint.

- Withdrawn, October 14, 2011

Dallas

Kidd Partners, Ltd., Tyler, Texas -- change in bank control of Kidd Partners, its subsidiary holding companies, and its subsidiary bank, Citizens State Bank, Tyler.

- Permitted, October 12, 2011

Extensions of Time

Minneapolis

Alliance Bank Shares Corporation, Andover, Minnesota -- extension to January 15, 2012, for change in bank control of Alliance and its subsidiary bank, 1st Regents Bank, Andover.

- Granted, October 12, 2011

New York

Citigroup Inc., New York, New York, and Citibank Overseas Investment Corporation, New Castle, Delaware -- extension to October 14, 2012, to transfer Citibank Japan Limited, Tokyo, Japan, to Citigroup Japan Holdings Corporation.

- Granted, October 14, 2011

Chicago

Minier Financial, Inc. Employee Stock Ownership Plan w/401(k) Provisions, Minier, Illinois -- extension to January 20, 2012, to increase its ownership of Minier Financial, Inc., Minier, and thereby increase its indirect ownership of First Farmers State Bank.

- Granted, October 13, 2011

International Operations

New York

Sovereign Bank, Wilmington, Delaware -- to retain its initial branch in the Cayman Islands.

- Approved, October 14, 2011

Membership

Dallas

Treaty Oak Bank, Austin, Texas -- to become a member of the Federal Reserve System.

- Approved, October 14, 2011

Regulations and Policies

FOMC

Federal Open Market Committee -- minutes of the meeting on September 20-21, 2011.

- Published, October 12, 2011

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending October 15, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 1

Federal Reserve Bank of Boston

Availability of CRA Public Evaluations

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

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

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

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

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

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

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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 October 15, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 2

Federal Reserve Bank of New York

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Institution	Location
NONE	

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District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending October 15, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
PATRIOT FINANCIAL PARTNERS LP	CIC	Patriot Financial Partners, GP, L.P., Patriot Financial Partners, L.P., Patriot Financial Partners Parallel, L.P., Patriot Financial Partners, GP, LLC, Patriot Financial Managers, L.P., Patriot Financial Manager, LLC. and Messrs. Ira M. Lubert, W. Kirk Wycoff and James J. Lynch, all of Philadelphia, Pennsylvania, to purchase up to 24.9 percent of Porter Bancorp, Inc., Louisville, KY.	Newspaper: Federal Register:	Not available 09/21/2011
Polonia Bancorp, Inc.	* SLHC Formation * MHC Conversion	Polonia Bancorp, Inc., Baltimore, MD, to acquire 100 percent of Polonia Bancorp, Inc., Huntingdon Valley, PA.	Newspaper: Federal Register:	Not available 10/17/2011

District: 3

Federal Reserve Bank of Philadelphia

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: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending October 15, 2011

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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NONE					

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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 October 15, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
CB FINANCIAL CORPORATION	CIC	S. Christopher Williford, Wilson, North Carolina, to control up to 24.69% of the voting shares of CB Financial Corporation, Wilson, North Carolina.	Newspaper:	Not available
			Federal Register:	Not available
FIRST CAROLINA FINANCIAL SERVICES, INC.	* 3A1	First Carolina Financial Services, Inc., Durham, North Carolina, to become a bank holding company through the acquisition of 95.26% of the voting securities of First Carolina State Bank, Rocky Mount, North Carolina, and 95.65% of the voting securities of Pisgah Community Bank, Asheville, North Carolina.	Newspaper:	11/03/2011
			Federal Register:	11/04/2011

District: 5

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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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: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending October 15, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANKIA, S.A.	FBSEA	Bankia, S.A., Valencia, Spain, to establish an international branch in Miami, Florida.	Newspaper:	08/18/2011
			Federal Register:	Not applicable
USAMERIBANK	* 18C	USAmeriBank, Clearwater, Florida, to merge with Aliant Bank, Alexander City, Alabama.	Newspaper:	11/10/2011
	* Branch		Federal Register:	Not applicable

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
233031	REGIONS BK, BIRMINGHAM, ALABAMA	06/14/2010	10/06/2011	S	Large Bank

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 October 15, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
CONTINENTAL COMMUNITY BANCORPORATION, INC.	* 3A1	Continental Community Bancorporation, Inc., West Des Moines, Iowa, to become a bank holding company by acquiring up to 80 percent of Polk County Bank, Johnston, Iowa.	Newspaper: Federal Register:	10/14/2011 10/05/2011
FIRST MIDWEST BANK	* 18C * Branch	First Midwest Bank, Itasca, Illinois, to acquire certain assets and assume certain liabilities of four branches of Old National Bank, Evansville, Indiana, and thereby to establish a branch office at 2320 S. Route 59, Plainfield, Illinois.	Newspaper: Federal Register:	Not available Not applicable
MUTUALFIRST FINANCIAL, INC.	* 3A1	MutualFirst Financial, Inc., Muncie, Indiana, to become a bank holding company by acquiring 100 percent of the voting shares of MutualBank, Muncie, Indiana.	Newspaper: Federal Register:	Not available 11/04/2011

District: 7

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 October 15, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

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 October 15, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
MIDWEST BANCSHARES, INC.	* 3A1	Midwest Bancshares, Inc., Tyndall South	Newspaper:	Not available
	* 3A3	Dakota, to become a bank holding company by	Federal Register:	11/14/2011
	4c8	acquiring 100 percent of Security State Bank, Tyndall, South Dakota, and Midwest Bancshares, Inc., Tyndall, South Dakota to acquire 100 percent of Dakota Heritage State Bank, Chancellor, South Dakota. In addition, Midwest Bancshares, Inc., Tyndall, South Dakota, to acquire 100 percent of Chancellor Insurance Agency, LLC, Chancellor, South Dakota, and thereby engage in insurance agency activities in a town with a population not exceeding 5000.		
NORTHERN FINANCIAL CORPORATION	CIC	Notice by Marilyn Senty Ivers, Great Falls, Montana, to retain 25 percent or more of the shares of Northern Financial Corporation, Independence, Wisconsin, and thereby indirectly retain control of Independence State Bank, Independence, Wisconsin.	Newspaper:	Not available
			Federal Register:	10/26/2011

District: 9

Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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945950	GRAND MARAIS ST BK, GRAND MARAIS, MINNESOTA	06/06/2011	10/11/2011	S	Small Bank
687250	LAKE COUNTY BK, SAINT IGNATIUS, MONTANA	06/07/2011	10/07/2011	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 October 15, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
BON, INC.	* 3A3	Bon, Inc.; Goering Financial Holding Company Partnership, L.P.; and Goering Management Company, L.L.C., all of Moundridge, Kansas, to acquire 100 percent of the voting shares of Home State Bancshares, Inc., McPherson, Kansas, parent of Home State Bank & Trust Co., McPherson, Kansas.	Newspaper: Federal Register:	Not available 10/11/2011
COUNTRY AGENCIES & INVESTMENTS, INC.	CIC	Notice by Robert Clay Welch, Sugar Creek, Missouri, and James Ward Pollard, Independence, Missouri, as trustees of the Robert E. Oliphant Revocable Trust u/t/a/ dated November 10, 2010, to retain control of Country Agencies & Investments, Inc., Odessa, Missouri, parent of Bank of Odessa, Odessa, Missouri, Commercial Bank of Oak Grove, Oak Grove, Missouri, and LaMonte Community Bank, LaMonte, Missouri.	Newspaper: Federal Register:	Not available 10/10/2011
FIRST NATIONAL FAIRBURY CORPORATION	CIC	Notice by Teresa N. Pfaff, Lancaster, South Carolina, as a member of a group acting in concert, to acquire control of First National Fairbury Corporation, parent of The First National Bank of Fairbury, both in Fairbury, Nebraska.	Newspaper: Federal Register:	Not available 10/07/2011
LINCOLN FEDERAL BANCORP, INC.	SLHC Activity	Lincoln Federal Bancorp, Inc. and Lincoln Federal Bancorp M.H.C., both in Lincoln, Nebraska, to engage in real estate development activities through Stone Bridge Creek, L.L.C., Lincoln, Nebraska, which is to be transferred to Lincoln Federal Bancorp through a dividend in kind.	Newspaper: Federal Register:	Not applicable Not available
NEW MILLENNIUM BANKSHARES, INC.	CIC	Notice by the Jeff A. Berkley Trust II, Karen M. Deckert Trust II, Karla J. Spurgeon Trust II, Calvin J. Berkley Trust II, Marika Spurgeon GP Trust, Brenna Spurgeon GP Trust, Patrick Spurgeon GP Trust, Rebekah Berkley GP Trust, Rachel Berkley GP Trust, Megan Berkley GP Trust, and Collin Berkley GP Trust, all of Tescott, Kansas, to become members of the Berkley Family Group acting in concert, who control New Millennium Bankshares, Inc., parent of Alliance Bank, both in Topeka, Kansas. The filing also includes the following individuals who serve as co trustees of one or more of the trusts, to become members of the Berkley Family Group: Calvin Berkley and Karen Deckert, both of Tescott, Kansas; and Karla Spurgeon, Lawrence, Kansas. In addition, Mr. Berkley, Mrs. Deckert, and Mrs. Spurgeon are filing individually as members of the Berkley Family Group to retain their shares in Company.	Newspaper: Federal Register:	10/27/2011 10/26/2011

District: 10

Federal Reserve Bank of Kansas City

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: 11

Federal Reserve Bank of Dallas

Filings received during the week ending October 15, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
ADAM BANK GROUP, INC.	* 3A3	Adam Bank Group, Inc., Tampa, Florida, to acquire 100 percent of Brazos Valley Bank, National Association, College Station, Texas, through the merger of its banking subsidiary, American Momentum Bank, Tampa, Florida, with and into Brazos Valley Bank, National Association, with American Momentum Bank surviving this merger.	Newspaper: Federal Register:	Not available 10/27/2011
COMERICA BANK	* Branch	Comerica Bank, Dallas, Texas, to establish a branch at 4707 E. Cactus Road, Phoenix, Arizona 85032.	Newspaper: Federal Register:	10/15/2011 Not applicable
HAPPY BANCSHARES, INC.	* 3A3 * 3A1	Happy Bancshares, Inc., Canyon, Texas, and SBI Acquisition Corp., Amarillo, Texas, to acquire 100 percent of Signature Bancshares, Inc., Dallas, Texas, and thereby indirectly acquire Signature Bank, Dallas, Texas, and for SBI Acquisition Corp. to thereby become a bank holding company.	Newspaper: Federal Register:	Not available Not available
SHB BANCORP, INC.	* 3A1	SHB Bancorp, Inc., Jonesville, Louisiana, to become a bank holding company by acquiring 100 percent of Southern Heritage Bank, Jonesville, Louisiana.	Newspaper: Federal Register:	Not available 11/04/2011

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending October 15, 2011

Filer	Filing Type	Filing Proposal	End of Comment Period	
CALIFORNIA REPUBLIC BANCORP	* 3A1	California Republic Bancorp to become a Bank Holding Company by acquiring 100 percent of California Republic Bank, both of Newport Beach, California.	Newspaper: Federal Register:	Not available Not available
CARPENTER FUND MANAGER GP, LLC	* 3A3	Carpenter Fund Manager GP, LLC, Carpenter Fund Management Company, LLC, Carpenter Community Bancfund, L.P., Carpenter Community BanFund -A, L.P., Carpenter Community BandFund - CA, L.P., SCJ, Inc., and CCFW, Inc., all of Irvine, California, and all existing controlling parties, to acquire additional shares of stock in Manhattan Bancorp, and thereby indirectly acquire additional voting shares of Bank of Manhattan, N.A., both of El Segundo, California.	Newspaper: Federal Register:	Not available 09/28/2011
COASTAL FINANCIAL CORPORATION	CIC	Interagency Notice of Change in Control by Montlake Capital II, L.P, a limited partnership and Montlake Capital II-B, L.P., a limited partnership, Seattle, Washington, to acquire voting shares of Coastal Financial Corporation, and thereby indirectly acquire Coastal Community Bank, both of Everett, Washington; and 2)Coastal Financial Corporation and Coastal Community Bank, both of Everett, Washington to appoint Andrew Russell Dale as a Director.	Newspaper: Federal Register:	Not available 10/27/2011
FS Bancorp, Inc.	* 3A1	FS Bancorp, Inc., Mountlake Terrace, Washington, to become a bank holding company upon the conversion of 1st Security Bank of Washington, Mountlake Terrace, Washington, from a state savings bank to a commercial bank.	Newspaper: Federal Register:	Not available 11/10/2011
OPUS BANK	SLHC Formation * 4c8	Opus Bank, Redondo Beach, California, to acquire control of RMG Capital Corporation, a Savings and Loan Holding Company, and its wholly owned thrift subsidiary, Fullerton Community Bank, both of Fullerton, California, pursuant to section 238.14 of Regulation LL, and immediately thereafter merge Fullerton Community Bank with and into Opus Bank; and 2) Opus Bank, Redondo Beach, California, to acquire control of RMG Capital Corporation, Fullerton, California, and indirect control of RMG Development Corporation, and to invest indirectly in real estate development joint ventures, pursuant to Section 238.53 (b)(4) and (5) of Regulation LL.	Newspaper: Federal Register:	Not available 10/18/2011
RIVERBANK HOLDING COMPANY	CIC	Interagency Notice of Change in Control by James Gaines McCullar and Carolyn Jean McCullar, both of Soap Lake, Washington, to acquire up to 22.44 percent of Riverbank Holding Company, and thereby indirectly acquire Riverbank, both of Spokane, Washington.	Newspaper: Federal Register:	Not available 10/07/2011

* Subject to the provisions of the Community Reinvestment Act

District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending October 15, 2011

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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	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act