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**Federal Reserve Release**

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*H.2*

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

*No. 24*

*Week Ending June 16, 2012*

**Enforcement**

Baylake Corp., Sturgeon Bay, Wisconsin, and Baylake Bank -- written agreement dated December 23, 2010, terminated June 4, 2012.

- Announced, June 12, 2012

Calvert Financial Corporation, Ashland, Missouri, and Mainstreet Bank -- written agreement with the Federal Reserve Bank of St. Louis.

- Announced, June 14, 2012

ColoEast Bankshares, Inc., Lamar, Colorado -- written agreement with the Federal Reserve Bank of Kansas City.

- Announced, June 12, 2012

Commerzbank AG, Frankfurt am Main, Germany, and Commerzbank AG New York Branch, New York, New York -- written agreement with the Federal Reserve Bank of New York.

- Announced, June 14, 2012

First Security Bank of Malta, Malta, Montana -- issuance of a prompt corrective action directive with the consent of the bank.

- Announced, June 14, 2012

First Trust Corporation, New Orleans, Louisiana -- written agreement with the Federal Reserve Bank of Atlanta and the Louisiana Office of Financial Institutions.

- Announced, June 12, 2012

Grant Park Bancshares, Inc., Grant Park, Illinois -- written agreement with the Federal Reserve Bank of Chicago.

- Announced, June 14, 2012

**Enforcement**

Orion Bancorp, Naples, Florida, and Orion Bank -- issuance of a consent order of prohibition against Jerry Williams, a former president, chief executive officer, chairman of the board, and institution-affiliated party of the former bank holding company and the former bank.

- Announced, June 13, 2012

Robertson Holding Company, L.P., Harrogate, Tennessee; Unified Shares, LLC; Commercial Bancgroup, Inc.; and Commercial Bank -- written agreement with the Federal Reserve Bank of Atlanta.

- Announced, June 14, 2012

**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**

## Secretary

FirstBank, Lakewood, Colorado -- to establish a branch at 2014 Grand Avenue, Glenwood Springs.

- Approved, June 14, 2012

**Bank Holding Companies**

## Atlanta

Community Bancshares of Mississippi, Inc. Employee Stock Ownership Plan, Brandon, Mississippi, and Community Bancshares of Mississippi, Inc. -- to acquire Community Holding Company of Florida, Inc., Miramar Beach, Florida, and its subsidiary bank, Community Bank, Destin.

- Approved, June 14, 2012

## Secretary

CU Bancorp, Encino, California -- to become a bank holding company by acquiring California United Bank, Encino, and to merge with Premier Commercial Bancorp, Anaheim, and thereby acquire its subsidiary bank, Premier Commercial Bank, National Association.

- Approved, June 11, 2012

## San Francisco

First Foundation Inc., Irvine, California -- (1) to become a bank holding company on conversion of its subsidiary savings bank, First Foundation Bank, Irvine, to a commercial bank and (2) to engage in financial and investment advisory activities through its subsidiary, First Foundation Advisors.

- Approved, June 13, 2012

**Bank Holding Companies**

San Francisco

Franklin Resources, Inc., San Mateo, California -- to acquire shares of Oriental Financial Group, Inc., San Juan, Puerto Rico, and its subsidiary bank, Oriental Bank & Trust.

- Approved, June 11, 2012

Chicago

Johnston Growth Corporation, Johnston, Iowa -- to become a bank holding company on conversion of its subsidiary savings bank, Charter Bank, Johnston, to a state-chartered bank.

- Approved, June 11, 2012

Kansas City

Prime Time Investments Group, LLC, Wray, Colorado -- to become a bank holding company and to acquire shares of Investment Opts, LLC, Bethune; its subsidiary holding company, FarmBank Holding, Inc., Greeley; and its subsidiary bank, First FarmBank.

- Approved, June 15, 2012

Kansas City

Valley Bank Shares, Inc., Valley, Nebraska -- to acquire through its subsidiary, First National Agency Company, Valley, the insurance agency assets of Avoca Company, Avoca.

- Approved, June 15, 2012

**Bank Mergers**

St. Louis

Centennial Bank, Conway, Arkansas -- to purchase the assets and assume certain liabilities of Putnam State Bank, Palatka, Florida, and to establish branches.

- Withdrawn, June 13, 2012

**Banks, Nonmember, and Miscellaneous Institutions**

Director, BS&R

JAM Special Opportunities Fund II, LP, New York, New York -- modification of a commitment in connection with JAM's investment in Silvergate Capital Corporation, La Jolla, California.

- Granted, June 15, 2012

**Change in Bank Control**

Atlanta

The Community Bank of East Tennessee, Clinton, Tennessee -- change in bank control of Community Bank.

- Permitted, June 15, 2012

Chicago

First Mid-Illinois Bancshares, Inc., Mattoon, Illinois -- change in bank control of First Mid-Illinois Bancshares, Mattoon, and its subsidiary bank, First Mid-Illinois Bank & Trust, National Association.

- Permitted, June 15, 2012

**Change in Bank Control**

Dallas

Odem Bancshares, Inc., Odem, Texas -- change in bank control of Odem Bancshares, Odem, and its subsidiary bank, First State Bank of Odem, and request for a determination of qualified family partnership status.

- Permitted, June 11, 2012

Dallas

Plains Bancorp, Inc., Dimmitt, Texas -- change in bank control of Plains Bancorp, Dimmitt, and its subsidiary bank, First United Bank.

- Permitted, June 15, 2012

Richmond

Summit Financial Group, Inc., Moorefield, West Virginia -- to retain control of Summit Financial Group, Moorefield, and its subsidiary bank, Summit Community Bank, Inc.

- Permitted, June 15, 2012

**Financial Holding Companies**

Minneapolis

Minnehaha Bancshares, Inc., Sioux Falls, South Dakota -- election to become a financial holding company.

- Effective, June 12, 2012

**International Operations**

Director, BS&R

Lake Forest Bank & Trust Company, Lake Forest, Illinois -- to establish FIFC Edge International Corp. (FEIC), Lake Forest; to invest in FEIC; and through FEIC to make an initial investment in a foreign subsidiary, First Insurance Funding of Canada, Inc., Toronto, Canada.

- Approved, May 31, 2012

(A/C)

**Membership**

Boston

Brookline Bank, Brookline, Massachusetts -- to become a member of the Federal Reserve System.

- Approved, June 15, 2012

Kansas City

Equity Bank, A National Association, Andover, Kansas -- to retain membership in the Federal Reserve System on conversion to a state-chartered bank.

- Approved, June 12, 2012

Philadelphia

First Citizens National Bank, Mansfield, Pennsylvania -- to retain membership in the Federal Reserve System on conversion to a state-chartered bank.

- Approved, June 14, 2012



**District: 1**

**Federal Reserve Bank of Boston**

**Filings received during the week ending June 16, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BOSTON PRIVATE FINANCIAL HOLDINGS, INC.	4c8	Notification by Boston Private Financial Holdings, Inc., Boston, Massachusetts ("BPFH") to acquire an additional 2% interest in Anchor Capital Advisors LLC and Anchor/Russell Capital Advisors LLC, both of Boston, Massachusetts, pursuant to sections 4(c)(8) and 4(j) of the BHC Act and section 225.23 of Regulation Y.	Newspaper:	Not applicable
			Federal Register:	Not applicable

**District: 1**

**Federal Reserve Bank of Boston**

**Availability of CRA Public Evaluations**

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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.

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 2****Federal Reserve Bank of New York****Filings received during the week ending June 16, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIVE STAR BANK	* 18C	Five Star Bank, Warsaw, New York, to purchase certain assets and assume certain liabilities of four branches of HSBC Bank USA, NA, Mclean, Virginia.	Newspaper: Federal Register:	Not available Not applicable
MAHAM BETEILIGUNGSGESELLSCHAFT AG	CIC	Notice by Muhammad Habib to retain a controlling interest in Maham Beteiligungsgesellschaft AG, Zurich, Switzerland, and thereby indirectly retain control of Habib American Bank, New York, New York.	Newspaper: Federal Register:	06/26/2012 06/29/2012
NANYANG COMMERCIAL BANK, LIMITED	FBSEA	Nanyang Commercial Bank Limited, Hong Kong, to upgrade its limited branch located in San Francisco, California, to a full service branch, pursuant to Section 211.24 of Regulation K.	Newspaper: Federal Register:	Not available Not applicable

**District: 2**

**Federal Reserve Bank of New York**

**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: 3**

**Federal Reserve Bank of Philadelphia**

**Filings received during the week ending June 16, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BRYN MAWR TRUST COMPANY, THE	* 18C	Bryn Mawr Trust Company, Bryn Mawr, PA, to purchase the assets and assume the liabilities of First Bank of Delaware, Wilmington, DE.	Newspaper: Federal Register:	Not available Not applicable
MALVERN BANCORP, INC	* SLHC Formation * MHC Conversion	Malvern Federal Mutual Holding Company, Paoli, PA, proposes to convert to stock form and merge with Malvern Bancorp, Inc., Paoli, PA, which proposes to become a savings and loan holding company by acquiring 100 percent of Malvern Federal Savings Bank, Paoli, PA.	Newspaper: Federal Register:	Not available 07/05/2012
NORTHFIELD BANCORP, INC	* MHC Conversion * SLHC Formation	Northfield Bancorp, MHC, Staten Island, NY, proposes to convert to stock form and merge with and into Northfield Bancorp, Inc, Woodbridge, New Jersey, which proposes to become a savings and loan holding company by acquiring Northfield Bank, Staten Island, NY.	Newspaper: Federal Register:	Not available 07/09/2012
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	* MHC Conversion * SLHC Formation	Polonia MHC, Huntingdon Valley, PA, proposes to convert to stock form and merge with and into Polonia Bancorp, Huntingdon Valley, PA, which will subsequently merge with and into Polonia Bancorp, Inc., Huntingdon, Valley, PA, which proposes to become a savings and loan holding company by acquiring 100 percent of Polonia Bank, Huntingdon Valley, PA.	Newspaper: Federal Register:	Not available 07/09/2012

**District: 3**

**Federal Reserve Bank of Philadelphia**

**Availability of CRA Public Evaluations**

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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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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 4**

**Federal Reserve Bank of Cleveland**

**Filings received during the week ending June 16, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
CenterGroup Financial, Inc.	* 3A1	CenterGroup Financial, Inc., Milford, OH to become a bank holding company by acquiring 100% of the voting shares of the CenterBank, Milford, OH, pursuant to section 3(a)(1)of the Bank Holding Company Act	Newspaper: Federal Register:	07/15/2012 Not available
FIFTH THIRD BANK	* Branch	Fifth Third Bank, Cincinnati, OH to establish a branch at 6920 Olive Boulevard, University City, MO.	Newspaper: Federal Register:	06/20/2012 Not applicable
KENTUCKY FIRST FEDERAL BANCORP	* SLHC Acquisition MHC Minority Stock Issuance	Application by First Federal MHC, Hazard, KY; Kentucky First Federal Bancorp, Hazard, KY; and Frankfort First Bancorp, Inc., Frankfort, KY to acquire CKF Bancorp, Inc., Danville, KY and its wholly-owned subsidiary, Central Kentucky Federal Savings Bank, Danville, KY and Application by Kentucky First Federal Bancorp, Hazard, KY for approval of a minority stock issuance by a savings association subsidiary of a mutual holding company.	Newspaper: Federal Register:	Not available Not available
S & T BANCORP, INC.	* 3A3	Application by S&T Bancorp, Inc., Indiana, PA to acquire Gateway Bank of Pennsylvania, McMurray, PA pursuant to Section 3 of the Bank Holding Company Act	Newspaper: Federal Register:	Not available Not available

**District: 4**

**Federal Reserve Bank of Cleveland**

**Availability of CRA Public Evaluations**

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

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act



District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending June 16, 2012

Filer	Filing Type	Filing Proposal	End of Comment Period	
HOVDE PRIVATE EQUITY ADVISORS LLC	* SLHC Merger	Financial Services Partners Fund I LLC, Hovde Acquisition I LLC, and Hovde Private Equity Advisors LLC, all of Washington, DC (collectively the "Hovde Group"), to acquire control of a savings and loan holding company, Carrolton Bancorp, Columbia, Maryland, upon Carrolton Bancorp's conversion to a savings and loan holding company through a merger with Jefferson Bancorp, Inc., Washington, DC, a subsidiary of the Hovde Group, pursuant to Section 10 of the Home Owners Loan Act.	Newspaper:	Not available
	* SLHC Formation		Federal Register:	Not available

**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					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 6**

**Federal Reserve Bank of Atlanta**

**Filings received during the week ending June 16, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
GIANT HOLDINGS, INC.	CIC	After-the-fact notice filed by Robert Roschman and the Robert Roschman Revocable Trust, Robert Roschman trustee, to retain control of 25 percent or more of Giant Holdings, Inc., and Landmark Bank, NA, all of Fort Lauderdale, Florida.	Newspaper: Federal Register:	06/15/2012 06/29/2012
OPTIMUMBANK HOLDINGS, INC.	CIC	Prior change in control notice filed by Moishe Gubin, Hillside, Illinois, and Mark Orenstein, Chicago, Illinois, to collectively acquire approximately 20.08 percent of the outstanding shares of voting securities of OptimumBank Holdings, Inc., Ft. Lauderdale, Florida, and its subsidiary, OptimumBank, Plantation, Florida. Total pro forma ownership will equal 26.18 percent.	Newspaper: Federal Register:	Not available Not available
PANAMERICAN CAPITAL, INC.	* 3A1	PanAmerican Capital, Inc., Miami, Florida, to become a bank holding company by acquiring 92.60 percent of the outstanding shares of Chipola Community Bank, Marianna, Florida.	Newspaper: Federal Register:	07/06/2012 07/09/2012
USAMERIBANK	* Branch	USAmeriBank, Clearwater, Florida, to establish a temporary branch located at 472 North Dean Street, Suite 104, Auburn, Alabama; and a permanent branch located at 1943 East Glenn Avenue, Auburn, Alabama, to be known as the Auburn Branch.	Newspaper: Federal Register:	06/23/2012 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
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 16, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
AMERICAN METRO BANCORP, INC.	CIC	Sidney Jone-Chu Lee, Chicago, Illinois, proposes to acquire over 50 percent of the voting shares of American Metro Bancorp, Inc., Chicago, Illinois, and thereby indirectly acquire control of American Metro Bank, Chicago, Illinois.	Newspaper: Federal Register:	Not available Not available
CHEMICAL BANK	* 18C * Branch	Chemical Bank, Midland, Michigan, to purchase the assets and assume the liabilities of 21 branches of Independent Bank, Ionia, Michigan, and thereby establish 21 branches.	Newspaper: Federal Register:	Not available Not applicable
FIRST COMMUNITY BANK	* 18C	First Community Bank, Harbor Springs, Michigan, to merge with Select Bank, Grand Rapids, Michigan.	Newspaper: Federal Register:	Not available Not applicable
LAPORTE SAVINGS BANK, MHC	* MHC Conversion	LaPorte Savings Bank, MHC, LaPorte, Indiana, proposes to convert to stock form and merge with LaPorte Bancorp, Inc., LaPorte, Indiana and LaPorte Bancorp, Inc., a Maryland Corporation, which proposes to become a savings and loan holding company by acquiring 100 percent of the outstanding capital of LaPorte Savings Bank, LaPorte, Indiana.	Newspaper: Federal Register:	Not available Not available
LAPORTE SAVINGS BANK, MHC	* SLHC Formation	LaPorte Savings Bank, MHC, LaPorte, Indiana, to acquire 100 percent of LaPorte Savings Bank, LaPorte, Indiana.	Newspaper: Federal Register:	Not available Not available
NORTH MILWAUKEE BANCSHARES, INC.	4c8	North Milwaukee Bancshares, Inc., Milwaukee, Wisconsin, to continue to engage in extending credit and servicing loans.	Newspaper: Federal Register:	Not applicable 07/02/2012

Federal Reserve Bank of Chicago

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: 8**

**Federal Reserve Bank of St. Louis**

**Filings received during the week ending June 16, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
SOUTHERN MISSOURI BANCSHARES, INC.	4c8	Southern Missouri Bancshares, Inc., Marshfield, Missouri, to engage in lending activities.	Newspaper:	Not applicable
			Federal Register:	Not applicable

**District: 8**

**Federal Reserve Bank of St. Louis**

**Availability of CRA Public Evaluations**

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act



**District: 9**

**Federal Reserve Bank of Minneapolis**

**Filings received during the week ending June 16, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FNB BANCSHARES INC.	CIC	Change in Control Notice by William V. Eckles Bank Trust, Mr. William V. Eckles as Trustee, Blue Earth, Minnesota, to retain control of FNB Bancshares, Inc., Blue Earth, Minnesota, and thereby indirectly retain control of First Bank Blue Earth, Blue Earth, Minnesota.	Newspaper:	06/10/2012
			Federal Register:	06/18/2012
NORTHFIELD BANCSHARES, INC.	CIC	Notice by Russell S. King, North Oaks, Minnesota, to acquire 10 percent or more of the shares of Northfield Bancshares, Inc., Northfield, Minnesota, and thereby indirectly gain control of Community Resource Bank, Northfield, Minnesota.	Newspaper:	06/27/2012
			Federal Register:	06/28/2012

**District: 9**

**Federal Reserve Bank of Minneapolis**

**Availability of CRA Public Evaluations**

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 10**

**Federal Reserve Bank of Kansas City**

**Filings received during the week ending June 16, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIRST BANCSHARES, INC.	CIC	Notice by David L. Spehar, Olathe, Kansas; Charles E. Thacker, Fulton, Illinois; Larry G. Barcus, Rockville, Missouri; John G. Sturtridge, Oro Valley, Arizona; and Keith L. Roberts, Leawood, Kansas; all as a group acting in concert, to acquire control of First Bancshares, Inc., parent of The First State Bank of Kansas City, Kansas, both in Kansas City, Kansas.	Newspaper: Federal Register:	06/28/2012 06/29/2012
MADISON COUNTY HOLDING, MHC	* MHC Conversion * SLHC Formation	Madison County Holding Company, MHC, proposes to convert to stock form and merge with Madison County Financial Corporation, which proposes to become a savings and loan holding company by acquiring 100 percent of Madison County Bank, all of Madison, Nebraska.	Newspaper: Federal Register:	Not available Not available
SECURITY BANCSHARES CORPORATION	* 3A1	Security Bancshares Corporation, Wewoka, Oklahoma, to become a bank holding company through the acquisition of 100 percent of the voting shares of Security State Bank of Wewoka, Oklahoma.	Newspaper: Federal Register:	06/30/2012 07/13/2012
SECURITY NATIONAL BANK	Member	Security National Bank of Laurel (to be known as Security Bank), Laurel, Nebraska, to retain its membership in the Federal Reserve System following its conversion from a national to a state charter.	Newspaper: Federal Register:	Not applicable Not applicable

**District: 10**

**Federal Reserve Bank of Kansas City**

**Availability of CRA Public Evaluations**

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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: 11**

**Federal Reserve Bank of Dallas**

**Filings received during the week ending June 16, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
DFW CAPITAL HOLDINGS, INC.	* 3A1	DFW Capital Holdings, Inc., Dallas, Texas, to indirectly acquire 100 percent of Schwertner State Bank, Schwertner, Texas, through a merger with its wholly owned subsidiary, DFW Capital Holdings Merger Corporation, Dallas, Texas, and for DFW Capital Holdings, Inc., to thereby become a bank holding company.	Newspaper:	06/26/2012
			Federal Register:	07/05/2012

**District: 11**

**Federal Reserve Bank of Dallas**

**Filings received during the week ending June 16, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
DIAMOND A FINANCIAL, LP	* 3A1	Diamond A Financial, L.P., Hilltop Holdings, Inc., and Meadow Corporation, all of Dallas, Texas, to become bank holding companies by acquiring 100 percent of PlainsCapital Corporation and its subsidiary bank, PlainsCapital Bank, both of Dallas, Texas, pursuant to section 3 of the Bank Holding Company Act.;	Newspaper:	Not available
	4c8		Federal Register:	07/09/2012
	* 4c8			
	4c8			
		<p>Diamond A Financial, L.P., Hilltop Holdings, Inc., and Meadow Corporation, all of Dallas, Texas, to engage in mortgage lending activities pursuant to section 4(c)(8) of the Bank Holding Company Act through PrimeLending, A PlainsCapital Company, and its direct and indirect subsidiaries, PrimeLending Ventures Management, LLC, and PrimeLending Ventures, LLC, all of Dallas, Texas;</p> <p>Diamond A Financial, L.P., and Hilltop Holdings, Inc., both of Dallas, Texas, to retain a noncontrolling interest in SWS Group, Inc., and its subsidiary savings association, Southwest Securities, FSB, both of Dallas, Texas, and thereby engage in the operation of a savings association pursuant to Section 4(c)(8) of the BHC Act; and</p> <p>Diamond A Financial, L.P., and Hilltop Holdings, Inc., both of Dallas, Texas, through a retention of a noncontrolling interest in SWS Group, Inc., and indirect controlling interests in the subsidiaries of Southwest Securities, FSB, pursuant to sections 4(c)(8) of the BHC Act and Regulation Y, and thereby engage indirectly in certain nonbanking activities of those subsidiaries pursuant to section 4(c)(8) of the BHC Act, to consist of extending credit and servicing loans; activities related to extending credit; financial and investment advisory activities; agency transactional services for customers, including providing securities brokerage services, acting as riskless-principal and providing private-placement services and other transactional services as agent for customers; underwriting and dealing in government obligations and money market investments; community development activities; and issuing and selling money orders, savings bonds, traveler's checks and similar consumer payment instruments.</p>		
FVNB CORP.	* 3A3	FVNB Corp., and MOW/RPW II, Ltd, both of Victoria, Texas, to acquire 100 percent of First State Bank, New Braunfels, Texas.	Newspaper:	Not available
			Federal Register:	Not available

\* Subject to the provisions of the Community Reinvestment Act

**District: 11**

**Federal Reserve Bank of Dallas**

**Availability of CRA Public Evaluations**

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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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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act

**District: 12**

**Federal Reserve Bank of San Francisco**

**Filings received during the week ending June 16, 2012**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIRST FOUNDATION INC.	* 3A1 4c8	First Foundation Inc. to become a bank holding company upon the conversion of its wholly-owned subsidiary First Foundation Bank from a federal savings bank to a commercial bank and 2) to engage in financial and investment advisory activities through its wholly-owned subsidiary, First Foundation Advisors, all of Irvine, California.	Newspaper: Federal Register:	Not available 06/01/2012
NEIGHBORHOOD BANCORP	CIC	Interagency Notice of Change in Control by Neighborhood Bancorp Employee Stock Ownership Plan Trust Agreement, National City, California; Robert M. McGill, Sally M. Furay and Conny M. Jamison, all of San Diego, California, to retain 10 percent or more of Neighborhood Bancorp, National City, California, and thereby indirectly, Neighborhood National Bank, San Diego, California.	Newspaper: Federal Register:	Not available 06/21/2012
SOUND COMMUNITY MHC	* MHC Conversion * SLHC Formation	Sound Financial Bancorp, Inc., Seattle, Washington; to become a savings and loan holding company upon the second-step conversion of Sound Community MHC, and Sound Financial, Inc., both in Seattle, Washington. Sound Financial Bancorp, Inc. will control Sound Community Bank, Seattle, Washington.	Newspaper: Federal Register:	Not available 05/05/2012



**District: 12**

**Federal Reserve Bank of San Francisco**

**Availability of CRA Public Evaluations**

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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\* Subject to the provisions of the Community Reinvestment Act