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FEDERAL RESERVE SYSTEM

Notice of Proposals to Engage in or to Acquire Companies Engaged in Permissible Nonbanking Activities

The companies listed in this notice have given notice under section 4 of the Bank Holding Company Act (12 U.S.C. 1843) (BHC Act) and Regulation Y, (12 CFR Part 225) to engage *de novo*, or to acquire or control voting securities or assets of a company, including the companies listed below, that engages either directly or through a subsidiary or other company, in a nonbanking activity that is listed in § 225.28 of Regulation Y (12 CFR 225.28) or that the Board has determined by Order to be closely related to banking and permissible for bank holding companies. Unless otherwise noted, these activities will be conducted throughout the United States.

Each notice is available for inspection at the Federal Reserve Bank indicated. The notice also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the question whether the proposal complies with the standards of section 4 of the BHC Act.

Unless otherwise noted, comments regarding the applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than November 18, 2011.

A. Federal Reserve Bank of Atlanta (Chapelle Davis, Assistant Vice President)
1000 Peachtree Street, N.E., Atlanta, Georgia 30309:

1. *Clayton Bancorp, Inc.*, Knoxville, Tennessee; to engage in making, acquiring, brokering, or servicing loans, or other extensions of credit, pursuant to sections 225.28(b)(1) and (b)(2) of Regulation Y.

Board of Governors of the Federal Reserve System, October 31, 2011.

Robert deV. Frierson,

Deputy Secretary of the Board.

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