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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 11, 2016*

Bank Holding Companies

Sumitomo Mitsui Trust Holdings, Inc., Tokyo, Japan, and Sumitomo Mitsui Trust Bank, Limited -- to acquire shares of Marubeni Rail Transport, Inc., a Delaware corporation, and thereby indirectly acquire Midwest Railcar Corporation, an Illinois corporation.

- Approved, June 9, 2016

Banking Supervision & Regulation

Resolution Plans -- joint letter with the Federal Deposit Insurance Corporation to 84 foreign banking organizations with limited U.S. operations reducing the informational requirements of their resolution plans in December 2016, 2017, and 2018, subject to certain conditions.

- Approved, June 3, 2016

(A/C)

Extensions of Time

Resolution Plans -- determination, jointly with the Federal Deposit Insurance Corporation, to extend to July 1, 2017, the 2016 resolution plan filing date for four foreign banking organizations (Barclays PLC, Credit Suisse Group AG, Deutsche Bank AG, and UBS AG), under the Dodd-Frank Act.

- Granted, June 7, 2016

Forms

Forms -- final Board review to extend without revision the Recordkeeping Requirements Associated with the Interagency Statement on Complex Structured Finance Activities (FR 4022).

- Approved, June 9, 2016

Forms

Forms -- final Board review to extend without revision the Request for Extension of Time to Dispose of Assets Acquired in Satisfaction of Debts Previously Contracted (FR 4006), Stock Redemption Notification (FR 4008), Notice Claiming Status as an Exempt Transfer Agent (FR 4013), Investment in Bank Premises Notification (FR 4014), and Reports Related to Securities of State Member Banks as Required by Regulation H (Reg H-1).

- Approved, June 10, 2016

Personnel

Division of Banking Supervision and Regulation -- appointment of Ryan Lordos as deputy associate director and Donna J. Webb as assistant director.

- Announced, June 8, 2016

Management Division -- appointment of Tim Markey as assistant director.

- Announced, June 8, 2016

Enforcement

First State Bank of Warner, Warner, South Dakota -- written agreement dated September 16, 2010, terminated June 7, 2016.

- Announced, June 9, 2016

**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**

## Boston

BankNewport, Newport, Rhode Island -- to establish a branch at 1000 Chapel View Boulevard, Cranston.

- Approved, June 10, 2016

**Bank Holding Companies**

## Minneapolis

Ascent Bancorp, Helena, Montana -- to become a bank holding company by acquiring First Security Bank of Helena, Helena.

- Approved, June 7, 2016

## General Counsel

Barclays PLC (Barclays), London, England, and Barclays Bank PLC -- in connection with a corporate reorganization to facilitate Barclays' compliance with the intermediate holding company (IHC) requirement, waiver of application for Barclays to transfer its ownership in Barclays Delaware Holdings LLC, Wilmington, Delaware, and Barclays Bank Delaware to Barclays US LLC, New York, New York, Barclays' designated IHC.

- Granted, June 2, 2016

(A/C)

## Minneapolis

First Interstate BancSystem, Inc., Billings, Montana -- to acquire Flathead Bank of Bigfork, Bigfork; and for First Interstate Bank, Billings, to merge with Flathead Bank of Bigfork and thereby establish a branch.

- Approved, June 10, 2016

**Bank Holding Companies**

Minneapolis

First National Bank of Bemidji ESOP & Trust, Bemidji, Minnesota -- to increase its ownership of First Bemidji Holding Company, Bemidji, and thereby increase its ownership of The First National Bank of Bemidji.

- Approved, June 8, 2016

Atlanta

Louisiana Community Bancorp, Inc., Houma, Louisiana -- to acquire Tri-Parish Bancshares, Inc., Eunice, and thereby acquire Tri-Parish Bank.

- Approved, June 9, 2016

Minneapolis

Northern Interstate Financial, Inc., Norway, Michigan -- to merge with C.F.C. Bancorp, Inc., Crystal Falls, and thereby indirectly acquire First National Bank of Crystal Falls.

- Withdrawn, June 7, 2016

**Bank Mergers**

Richmond

CNB, Centreville, Maryland -- to merge with The Talbot Bank of Easton, Maryland, Easton.

- Approved, June 7, 2016

Boston

Weymouth Bank, East Weymouth, Massachusetts -- to merge with Equitable Co-operative Bank, Lynn, and thereby establish branches.

- Approved, June 9, 2016

**Change in Bank Control**

Minneapolis

Commercial Bank of Mott Employee Stock Ownership Plan, Mott, North Dakota -- change in bank control of Commercial Bank of Mott Employee Stock Ownership Plan and its subsidiary, Commercial Bank of Mott, Mott.

- Permitted, June 10, 2016

Atlanta

Community First, Inc., Columbia, Tennessee -- change in bank control of Community First, Inc., and its subsidiary, Community First Bank & Trust, Columbia (two notices).

- Permitted, June 7, 2016

**Extensions of Time**

Atlanta

SouthPoint Bancshares, Inc., Birmingham, Alabama -- extension to August 7, 2016, to become a bank holding company by acquiring SouthPoint Bank, Birmingham.

- Granted, June 6, 2016

**Financial Holding Companies**

St. Louis

SVB&T Corporation, French Lick, Indiana -- election to become a financial holding company.

- Effective, June 7, 2016

**Membership**

Chicago

First Newton National Bank, Newton, Iowa -- to retain membership in the Federal Reserve System on conversion to a state-chartered bank, FNNB Bank.

- Approved, June 6, 2016

**Savings and Loan Holding Companies**

Cleveland

Maple Leaf Financial, Inc., Newbury, Ohio -- to engage in lending activity.

- Approved, June 8, 2016

**District: 1**  
**Federal Reserve Bank of Boston**  
**Filings received during the week ending June 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
<b>NONE</b>			



**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
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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

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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 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
NONE			

**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

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NONE

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**District: 3****Federal Reserve Bank of Philadelphia****Filings received during the week ending June 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIRST CITIZENS COMMUNITY BANK	* Branch	First Citizens Community Bank, Mansfield, PA, to establish a branch office located at 720 East Main Street, Mt. Joy, Lancaster County, PA.	Newspaper: Federal Register:	06/20/2016 Not applicable
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 Manger LLP, Patriot Financial Manager, L.P., W. Kirk Wycoff, James J. Lynch and Ira M. Lubert, to acquire 10 percent or more of Heritage Commerce Corp, San Jose, California.	Newspaper: Federal Register:	Not available 05/31/2016
UNIVEST BANK AND TRUST CO.	* Branch	Univest Bank and Trust Co., Souderton, PA, to establish a branch office located at 922 2nd Street, Richboro, Bucks County, PA.	Newspaper: Federal Register:	Not available Not applicable
UNIVEST BANK AND TRUST CO.	* Branch	Univest Bank and Trust Co., Souderton, PA, to establish a branch office located at 90 Willow Valley Lakes Drive, Willow Street, Lancaster County, PA.	Newspaper: Federal Register:	Not available Not applicable

**District: 3**

**Federal Reserve Bank of Philadelphia**

**Availability of CRA Public Evaluations**

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

CRA Examinations scheduled for	Quarter of
Institution	Location

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NONE

\* Subject to the provisions of the Community Reinvestment Act

**District: 4**

**Federal Reserve Bank of Cleveland**

**Filings received during the week ending June 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
GENBEACH CO., INC.	CIC	Notice by Helen Parrish Beach to become a member of the Beach Family Control Group which controls Genbeach Company, Inc., Winchester, KY.	Newspaper:	Not available
			Federal Register:	Not available

**District: 4**

**Federal Reserve Bank of Cleveland**

**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.

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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
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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

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NONE

\* Subject to the provisions of the Community Reinvestment Act

**District: 5**

**Federal Reserve Bank of Richmond**

**Filings received during the week ending June 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BLUE RIDGE BANKSHARES, INC.	* 3A5	Blue Ridge Bankshares, Inc., Luray, Virginia, to acquire 100% of the voting securities of River Bancorp, Inc., Martinsville, Virginia, and thereby indirectly acquire River Community Bank, NA, Martinsville, Virginia.	Newspaper:	07/02/2016
			Federal Register:	06/27/2016



**District: 5**

**Federal Reserve Bank of Richmond**

**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.

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

- O = Outstanding
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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
697978	COMMUNITY BK OF THE CHESAPEAKE, WALDORF, MARYL	06/22/2015	06/02/2016	S	Large Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

**District: 6**

**Federal Reserve Bank of Atlanta**

**Filings received during the week ending June 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIRST GUARANTY BANCSHARES, INC.	CIC	Prior change in control notice filed by Edgar Ray Smith III, William K. Hood, Savannah K. Conti, William K. Conti, Amite Mini Storage, LLC, Hood Investments, LLC, and WKH Management, Inc., each of Amite, Louisiana; Sophia M. Pray and Hudson M. Pray, both of Hammond, Louisiana; and Big 4 Investments, LLC, Roseland, Louisiana, to acquire 10 percent or more of the shares and thereby control of First Guaranty Bancshares, Inc., and its subsidiary bank, First Guaranty Bank, both of Hammond, Louisiana.	Newspaper: Federal Register:	06/23/2016 06/27/2016
FIRSTFED BANCORP, INC.	CIC	Prior change in control notice filed by James E. Mulkin, James E. Mulkin, Jr., Joel W. Mulkin, Frances D. Mulkin, Jonathan P. Mulkin, and Joan H. Mulkin, all of Bessemer, Alabama, to acquire an additional 2.74 percent of the outstanding shares of FirstFed Bancorp, Inc., and its subsidiary, First Financial Bank, both of Bessemer, Alabama. Total pro forma ownership will equal 15.80 percent.	Newspaper: Federal Register:	Not available 06/29/2016
MARQUIS BANCORP, INC.	* 3A1	Marquis Bancorp, Inc., to become a bank holding company by acquiring 100 percent of the outstanding shares of Marquis Bank, both of Coral Gables, Florida.	Newspaper: Federal Register:	06/24/2016 07/08/2016
OCEAN BANKSHARES, INC.	CIC	After-the-fact notification filed by: 1) A. Alfonso Macedo, Adriana Macedo Moncayo, Olga E. Macedo, and Sandra Macedo Moncayo (the Macedo Family); 2) Javier Macedo Rodriguez, Belkis Macedo de Graterol, Candida Isabel Macedo Rodriguez, and Nelly Macedo Rodriguez (the Rodriguez Family); and 3) Ernesto de Abreu Gonzalez, Carmen Elena de Abreu, Mercedes Coromoto de Abreu Gonzalez, and Jose Alberto de Abreu Gonzalez (the Gonzalez Family) and the Macedo, Rodriguez, and Gonzalez Families' multiple related companies, partnerships, trusts, and trustees to maintain control of Ocean Bankshares, Inc. (Bankshares) and its subsidiary, Ocean Bank (Bank), both of Miami, Florida, pursuant to the Change in Bank Control Act of 1978.	Newspaper: Federal Register:	08/27/2015 Not available
SMITH & HOOD HOLDING COMPANY, L.L.C.	* 3A1	Smith & Hood Holding Company, L.L.C., Amite, Louisiana, to become a bank holding company by acquiring 10.49 percent of the outstanding shares of First Guaranty Bancshares, Inc., Hammond, Louisiana.	Newspaper: Federal Register:	06/23/2016 07/07/2016
SUNTRUST BANK	* Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 2089 Ashley Phosphate Road, North Charleston, South Carolina, to be known as the North Charleston Office.	Newspaper: Federal Register:	06/02/2016 Not applicable

\* Subject to the provisions of the Community Reinvestment Act

**District: 6**

**Federal Reserve Bank of Atlanta**

**Filings received during the week ending June 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
SUNTRUST BANK	* Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 201 Franklin Road, Suite 100, Brentwood, Tennessee, to be known as the Hill Center Office.	Newspaper:	06/17/2016
			Federal Register:	Not applicable

**District: 6**

**Federal Reserve Bank of Atlanta**

**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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- S = Satisfactory
- NI = Needs to improve
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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
3635533	FRANKLIN SYNERGY BK, FRANKLIN, TENNESSEE	02/22/2016	06/30/2016	S	Int Sm 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 June 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
1ST SOURCE BANK	* Branch	1st Source Bank, South Bend, Indiana, to establish a branch office at 3800 Mishawaka Road East, Elkhart, Indiana.	Newspaper:	06/09/2016
			Federal Register:	Not applicable
CBI BANK & TRUST	* 18C * Branch	CBI Bank & Trust ("CBI"), Muscatine, Iowa, to purchase certain assets and assume certain liabilities of MidWestOne Bank, Iowa City, Iowa. In connection with the purchase and assumption, CBI will establish a branch at 101 West 2nd Street, Davenport, Iowa.	Newspaper:	Not available
			Federal Register:	Not applicable
CENTRAL BANCSHARES, INC.	* 3A3 * 18C * Branch	Central Bancshares, Inc., Muscatine, Iowa, to acquire 100 percent of the outstanding shares of Brimfield Bank, Brimfield, Illinois, pursuant to section 3(a)(3) of the Bank Holding Company Act ("BHC Act"). Additionally, The Farmers and Mechanics Bank, Galesburg, Illinois, has applied to merge Brimfield Bank, Brimfield, Illinois, with and into itself, pursuant to section 18(c) of the Federal Deposit Insurance Act ("FDI Act") and establish, as a branch facility, the existing banking office of Brimfield Bank pursuant to section 9 of the Federal Reserve Act.	Newspaper:	06/05/2016
			Federal Register:	06/09/2016
FENTURA FINANCIAL, INC.	* 3A5	Fentura Financial, Inc., Fenton, Michigan, to acquire via merger 100 percent of Community Bancorp, Inc., Saint Charles, Michigan, and thereby indirectly acquire Community State Bank, Saint Charles, Michigan.	Newspaper:	Not available
			Federal Register:	Not available
FIRST MID-ILLINOIS BANCSHARES, INC.	* 3A5	First Mid-Illinois Bancshares, Inc., Mattoon, Illinois, to merge with First Clover Leaf Financial Corp, Edwardsville, Illinois, and thereby indirectly acquire First Clover Leaf Bank, National Association, Edwardsville, Illinois.	Newspaper:	07/05/2016
			Federal Register:	07/08/2016

**District: 7**

**Federal Reserve Bank of Chicago**

**Filings received during the week ending June 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
HEARTLAND BANCORP, INC.	CIC	Fred L. Drake, Hudson, Illinois, not individually but as trustee of the Voting Trust dated as of May 4, 2016, and Allen C. Drake, El Paso Illinois, not individually but as successor trustee of such Voting Trust, and the following holders of voting trust certificates of such Voting Trust: Allen C. Drake, El Paso, Illinois, individually, as trustee of The George E. Drake Inter-vivos Family Trust dated May 16, 1985 and as trustee of the Elinor Drake Grandchildren Trust dated July 8, 1995; Arthur M. Drake, Bloomington, Illinois, individually and as trustee of the Arthur M. Drake Trust dated July 21, 2015; Fred L. Drake, Hudson, Illinois, not individually but as trustee of the Fred L. Drake Revocable Trust dated March 27, 2014 and as trustee of the Elinor Drake Grandchildren Trust dated July 8, 1995; Marcia Dudley, El Paso, Illinois; George E. Drake, El Paso, Illinois; Rita M. Drake, El Paso, Illinois; Matthew S. Drake, Morton, Illinois; John A. Drake, Sun Prairie, Wisconsin; Carl T. Drake, Bloomington, Illinois; James J. Drake, El Paso, Illinois; Sarah S. Eisenmann, Elmhurst, Illinois; Janet A. Drake, Bloomington, Illinois, not individually but as trustee of the Janet A. Drake Trust dated July 21, 2015; Jennifer Goemans, Sun Prairie, Wisconsin; Christopher A. Drake, Waunakee, Wisconsin; Michael E. Drake, Sun Prairie, Wisconsin; Jamie L. Drake, Hudson, Illinois, not individually but as trustee of the Jamie L. Drake Revocable Trust dated March 27, 2014; Melissa L. Drake, Hudson, Illinois; Monica Refsnyder, Tampa, Florida; Jeffrey G. Drake, Louisville, Kentucky; Martin K. Dudley, El Paso, Illinois; David M. Dudley, Leroy, Illinois; Joel T. Dudley, Chicago, Illinois; Andrea L. Dudley, Normal, Illinois; and Craig R. Dudley, Western Springs, Illinois, to retain 25 percent or more of the shares and thereby control of Heartland Bancorp, Inc., Bloomington, Illinois, and thereby indirectly control Heartland Bank and Trust Company, Bloomington, Illinois.	Newspaper:	Not available
			Federal Register:	Not available
LAKE CITY BANK	* Branch	Lake City Bank, Warsaw, Indiana, to establish a branch office located at 705 South State Road 135, Greenwood, Indiana.	Newspaper:	06/13/2016
			Federal Register:	Not applicable

\* Subject to the provisions of the Community Reinvestment Act

**District: 7**

**Federal Reserve Bank of Chicago**

**Filings received during the week ending June 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
OTTAWA SAVINGS BANCORP. MHC	* MHC Conversion	Ottawa Savings Bancorp, MHC, Ottawa, Illinois, to convert to stock form and merge with and into Ottawa Savings Bancorp, Inc., Ottawa, Illinois. In connection with this application, Ottawa Savings Bancorp, Inc. will be merged into a de novo corporation named Ottawa Bancorp, Inc., a Maryland Corporation, which has applied to become a savings and loan holding company by acquiring 100 percent of the voting shares of Ottawa Savings Bank, Ottawa, Illinois.	Newspaper: Federal Register:	Not available 07/07/2016
QCR HOLDINGS, INC.	* 3A3	QCR Holdings, Inc., Moline, Illinois, to acquire 100 percent of Community State Bank, Ankeny, Iowa.	Newspaper: Federal Register:	Not available Not available
SAVANNA-THOMSON INVESTMENT, INC.	CIC	Notice by Ruth A. Kehl S-T Declaration of Trust, Ruth A. Kehl, Trustee, both of Dubuque, Iowa, to retain 25 percent or more of the voting shares of Savanna-Thomson Investment, Inc., Savanna, Illinois, and to join the Kehl Family Control Group as approved on April 2, 2002. Savanna-Thomson Investment, Inc. controls Savanna-Thomson State Bank, Thomson, Illinois.	Newspaper: Federal Register:	Not available 06/27/2016
STC BANCSHARES CORP.	CIC	Robert Greco, Wayne, Illinois, together with Gian Greco, Wayne, Illinois; Pasquale Greco, St. Charles, Illinois, Francesca Greco, Jaffe, St. Charles, Illinois and Eduardo Greco, St. Charles, Illinois; as a group acting in concert, to acquire over ten percent of the voting shares of STC Bancshares Corp., St. Charles, Illinois, and thereby indirectly control of STC Capital Bank, St. Charles, Illinois.	Newspaper: Federal Register:	03/16/2016 03/24/2016

\* Subject to the provisions of the Community Reinvestment Act

**District: 7**

**Federal Reserve Bank of Chicago**

**Availability of CRA Public Evaluations**

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2360904	PACIFIC GLOBAL BK, CHICAGO, ILLINOIS	04/25/2016	07/22/2016	S	Small Bank

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 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BEAR STATE BANK, NATIONAL ASSOCIATION	Member	Bear State Bank, National Association, Little Rock, Arkansas, to become a member of the Federal Reserve System.	Newspaper: Federal Register:	Not applicable Not applicable
CITIZENS BANK & TRUST COMPANY	* Branch	Citizens Bank & Trust Company, Van Buren, Arkansas, to establish a branch facility to be located at 8828 Highway 59 North, Cedarville, Arkansas.	Newspaper: Federal Register:	06/24/2016 Not applicable
SAINTS AVENUE BANCSHARES, INC.	* 3A1	Saints Avenue Bancshares, Inc., St. Charles, Missouri, to become a bank holding company by acquiring 43.90 percent of New London Bancshares, Inc., New London, Missouri, and thereby indirectly acquire RCSBank, New London, Missouri.	Newspaper: Federal Register:	07/08/2016 07/08/2016
SIMMONS FIRST NATIONAL CORPORATION	* 3A3	Simmons First National Corporation, Pine Bluff, Arkansas, to acquire 100 percent of Citizens National Bank, Athens, Tennessee.	Newspaper: Federal Register:	Not available Not available

**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
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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

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NONE

\* Subject to the provisions of the Community Reinvestment Act

**District: 9**

**Federal Reserve Bank of Minneapolis**

**Filings received during the week ending June 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
DAKOTA WESTERN BANKSHARES, INC.	CIC	Duane Bowman, Bowman, North Dakota, intends to apply to the Federal Reserve Board for permission to retain shares of Dakota Western Bankshares, Inc., Bowman, North Dakota ("Dakota Western Bankshares"), and thereby join the group comprised of Susan Berglund, Bowman, North Dakota, Roger Berglund, Bowman, North Dakota, Gwenn Jones, Bowman, North Dakota, Wendy Jorgenson, Bismarck North Dakota, and Bruce Bowman, Rhame, North Dakota, that controls more than 25% of Dakota Western Bankshares.	Newspaper: Federal Register:	Not available 06/10/2016
FLAGSHIP FINANCIAL GROUP INC.	* 3A5	Flagship Financial Group, Inc., Eden Prairie, Minnesota, to merge with Landmark Investor Group, Inc., Eden Prairie, Minnesota, and thereby indirectly acquire Landmark Community Bank, National Association, Isanti, Minnesota.	Newspaper: Federal Register:	06/30/2016 Not available
OTTO BREMER TRUST	4c8	Otto Bremer Trust, and Bremer Financial Corporation, both of Saint Paul, Minnesota, through Bremer Insurance Agencies, Inc., a Minnesota Corporation wholly-owned by Bremer Financial Corporation to acquire the insurance agency business of Ernest I. Fink Agency, Inc., Saint Paul, Minnesota.	Newspaper: Federal Register:	Not applicable Not applicable
PEOPLES EQUITY CORPORATION	* 3A3	Peoples Equity Corporation, Wells, Minnesota, to acquire 100 percent of Paragon Bank, Wells, Minnesota.	Newspaper: Federal Register:	Not available 06/06/2016
TCB MUTUAL HOLDING COMPANY	* MHC Merger	TCB Mutual Holding Company, Tomahawk, Wisconsin ("TCB Mutual"), and its wholly-owned SLHC subsidiary, TCB Financial, Inc., Tomahawk, Wisconsin ("TCB Financial"), propose to indirectly acquire Merrill Federal Savings & Loan Association, Merrill, Wisconsin ("Merrill"), a mutual institution, through the merger of Merrill with and into Tomahawk Community Bank S.S.B., Tomahawk, Wisconsin, a wholly-owned subsidiary of TCB Mutual and TCB Financial.	Newspaper: Federal Register:	Not available Not applicable
UPTOWN BANCORPORATION, INC.	* 3A3	Uptown Bancorporation, Inc., Britton, South Dakota, to acquire at least 72 percent of First American State Bank, Oldham, South Dakota.	Newspaper: Federal Register:	Not available Not available

**District: 9**

**Federal Reserve Bank of Minneapolis**

**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
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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

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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 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
CORNERSTONE BANK	* 18C * Branch	Cornerstone Bank, York, Nebraska, to purchase certain assets and assume certain liabilities of the Wilcox, Nebraska Branch of Iowa-Nebraska State Bank, South Sioux City, Nebraska, and incident thereto, to establish a branch.	Newspaper:	Not available
			Federal Register:	Not applicable

**District: 10**

**Federal Reserve Bank of Kansas City**

**Availability of CRA Public Evaluations**

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

CRA Examinations scheduled for	Quarter of
Institution	Location

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NONE

**District: 11**

**Federal Reserve Bank of Dallas**

**Filings received during the week ending June 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
AF MUTUAL HOLDING COMPANY	* MHC Conversion * SLHC Formation	Bancorp 34, Inc., Alamogordo, New Mexico, proposes to become a savings and loan holding company by acquiring 100 percent of Bank 34, Alamogordo, New Mexico. Upon the conversion of AF Mutual Holding Company, Alamogordo, New Mexico, to stock form, AF Mutual Holding Company and Alamogordo Financial Corp, Alamogordo, New Mexico, the existing mid-tier holding company of Bank 34, will cease to exist, and Bank 34 will become a wholly-owned subsidiary of Bancorp 34, Inc.	Newspaper: Federal Register:	Not available Not available
CARLILE BANCSHARES, INC.	CIC	Lee Equity Partners, LLC, et al., New York, New York; AlpInvest Partners B.V., et al., Amsterdam, The Netherlands; and HarbourVest Partners, LLC, et al., Boston, Massachusetts; to control directly or indirectly Carlile Bancshares, Inc., Fort Worth, Texas, and therefore, indirectly, NorthStar Bank of Texas, Denton, Texas, and NorthStar Bank of Colorado, Denver, Colorado.	Newspaper: Federal Register:	Not available 03/07/2016
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to open a branch office at 12532 FM 2244 Road, Suite 150 Bee Cave, Texas 78738.	Newspaper: Federal Register:	Not available Not applicable
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to open a branch office at 23787 IH-10 West, San Antonio, Texas 78257.	Newspaper: Federal Register:	Not available Not applicable
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to open a branch office at 6305 Precinct Line Road, Suite 100, North Richland Hills, Texas 76180.	Newspaper: Federal Register:	Not available Not applicable
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to open a branch office at 3838 Rogers Road, San Antonio, Texas 78251.	Newspaper: Federal Register:	Not available Not applicable
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to open a branch office at 7859 Walnut Hill Lane, Suite 190, Dallas, Texas 75230.	Newspaper: Federal Register:	Not available Not applicable
HENDERSON CITIZENS BANCSHARES, INC.	* 3A5	Application by Henderson Citizens Bancshares, Inc., Henderson, Texas, to acquire by merger 100 percent of Kilgore National Financial Corporation, and indirectly, Kilgore National Bank, both of Kilgore, Texas.	Newspaper: Federal Register:	06/11/2016 06/10/2016
LEGACYTEXAS BANK	* Branch	Application by LegacyTexas Bank, Plano, Texas, to establish a branch at 2700 East Berry Street, Lot 4R, Fort Worth, Texas 76105.	Newspaper: Federal Register:	06/13/2016 Not applicable
MINT HOLDINGS, INC., THE	* 3A1	The MINT Holdings, Inc., Kingwood, Texas, to become a bank holding company by acquiring 100 percent of The MINT National Bank, Kingwood, Texas.	Newspaper: Federal Register:	Not available 06/24/2016

\* 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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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
380458	TEXAS RGNL BK, HARLINGEN, TEXAS	01/04/2016	06/16/2016	S	Int Sm Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

\* Subject to the provisions of the Community Reinvestment Act



**District: 12****Federal Reserve Bank of San Francisco****Filings received during the week ending June 11, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
ALTAPACIFIC BANK	* Branch	AltaPacific Bank, Santa Rosa, California, to establish a branch at 4845 Old Redwood Highway, Santa Rosa, California.	Newspaper: Federal Register:	06/08/2016 Not applicable
BANK OF HAWAII	PWI	Bank of Hawaii, Honolulu, Hawaii, for prior approval to make a public welfare investment in the amount of \$5,005,358 in the CREA Corporate Tax Credit Fund 50, LLC.	Newspaper: Federal Register:	Not applicable Not applicable
NHB HOLDINGS, INC.	CIC	Brink Investments, Christina Ann Fink, Orlando, Florida, Robert Thomas Fink, Fayetteville, Arkansas, and Timothy Russell Brose, St. Petersburg, Florida, for approval to retain over 10 percent of the voting shares of NHB Holdings, Inc., which owns Proficio Bank, both of Cottonwood Heights, Utah.	Newspaper: Federal Register:	07/15/2014 Not available

**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
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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

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NONE

\* Subject to the provisions of the Community Reinvestment Act