
Federal Reserve Release



H.2

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

No. 28

Week Ending July 9, 2016

Bank Holding Companies

KeyCorp, Cleveland, Ohio -- to acquire First Niagara Financial Group, Inc., Buffalo, New York, and thereby indirectly acquire First Niagara Bank, National Association.
- Approved, July 8, 2016

Regulations and Policies

Conformance Period for Volcker Rule -- extension to July 21, 2017, for banking entities to conform their legacy covered-fund activities and investments that were in place before December 31, 2013, in accordance with section 619 of the Dodd-Frank Act.
- Approved, July 5, 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**

Dallas

Frost Bank, San Antonio, Texas -- to establish branches at 7859 Walnut Hill Lane, Dallas; 6305 Precinct Line Road, North Richland Hills; 23787 IH-10 West, San Antonio; 12532 FM 2244 Road, Bee Cave; and 3838 Rogers Road, San Antonio (five notices).

- Approved, July 6, 2016

Bank Holding Companies

General Counsel

Stonegate Bank, Pompano Beach, Florida -- waiver of application to acquire Regent Bancorp, Inc., Davie, in connection with the merger of Regent Bank with and into Stonegate Bank.

- Granted, July 6, 2016

General Counsel

Wesbanco, Inc., Wheeling, West Virginia -- waiver of application to acquire Your Community Bankshares, Inc., New Albany, Indiana, in connection with the merger of Your Community Bank with and into Wesbanco Bank, Inc., Wheeling.

- Granted, June 30, 2016

(A/C)

Bank Premises

Cleveland

The Metamora State Bank, Metamora, Ohio -- request to exceed the limit on investment in bank premises.

- Withdrawn, July 8, 2016

Banks, Nonmember, and Miscellaneous Institutions

Director, BS&R

Belmont Global Advisors, Dallas, Texas -- relief from certain commitments.

- Granted, July 7, 2016

Banks, State Member

Dallas

Comerica Bank, Dallas, Texas -- to make a community development and public welfare investment.

- Approved, July 7, 2016

Change in Bank Control

Chicago

First State Associates, Inc., Hawarden, Iowa -- to retain control of First State Associates, Inc., and its subsidiaries, First State Bank, Hawarden; Farmers State Bank, Marion, South Dakota; and Miner County Bank, Howard.

- Permitted, July 8, 2016

Philadelphia

Heritage Commerce Corp, San Jose, California -- change in bank control of Heritage Commerce Corp and its subsidiary, Heritage Bank of Commerce, San Jose.

- Permitted, July 6, 2016

San Francisco

Merchants Holding Company, Sacramento, California -- change in bank control of Merchants Holding Company and its subsidiary, Merchants National Bank of Sacramento, Sacramento.

- Permitted, July 8, 2016

Change in Bank Control

Chicago

Portage County Bancshares, Inc., Almond, Wisconsin -- to retain control of Portage County Bancshares, Inc., and its subsidiary, Portage County Bank, Almond.

- Returned, July 5, 2016

New York

Suffolk Bancorp, Riverhead, New York -- change in bank control of Suffolk Bancorp and its subsidiary, Suffolk County National Bank, Riverhead.

- Withdrawn, June 27, 2016

(A/C)

Extensions of Time

Chicago

Minier Financial, Inc. Employee Stock Ownership Plan w/401(k) Provisions, Minier, Illinois -- extension to October 22, 2016, to increase its ownership of Minier Financial, Inc., Minier, and thereby increase its indirect ownership of First Farmers State Bank.

- Granted, July 7, 2016

District: 1
Federal Reserve Bank of Boston
Filings received during the week ending July 9, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period
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
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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 July 9, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
CHECKSPRING COMMUNITY CORPORATION NY	* 3A1	CheckSpring Community Corporation NY, Bronx, New York, to become a bank holding company by acquiring 100 percent of the shares of Spring Bank, Bronx, New York pursuant to Section 3(a)(1) of the BHC Act of 1956, as amended, and Section 225.15 of Regulation Y.	Newspaper:	Not available
			Federal Register:	Not available

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 July 9, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period
NONE			

District: 3

Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

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District: 4
Federal Reserve Bank of Cleveland
Filings received during the week ending July 9, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period
NONE			

District: 4

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

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District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending July 9, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
BNC BANCORP	* 3A5	BNC Bancorp, High Point, North Carolina, to acquire 100% of the voting securities of High Point Bank Corporation, High Point, North Carolina, and thereby indirectly acquire High Point Bank and Trust Company, High Point, North Carolina.	Newspaper: Federal Register:	Not available 08/04/2016
ESSEX BANK	* Branch	Essex Bank, Richmond, Virginia, proposes to establish a branch at 1496 Anderson, Highway, Cumberland, Virginia.	Newspaper: Federal Register:	07/14/2016 Not applicable
EVB	* Branch	EVB, Tappahannock, Virginia, proposes to establish a branch at 350-360 East Hundred Road, Chester, Virginia.	Newspaper: Federal Register:	07/14/2016 Not applicable

District: 5

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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214722	CHESAPEAKE BK, KILMARNOCK, VIRGINIA	03/28/2016	07/05/2016	S	Int Sm Bank
223322	FIRST B&TC, LEBANON, VIRGINIA	02/29/2016	06/30/2016	S	Large Bank

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 July 9, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
BAINBRIDGE BANCSHARES, INC.	* 3A3	Bainbridge Bancshares, Inc., Bainbridge, Georgia, to acquire 100 percent of the outstanding voting stock of Citizens Bank, Cairo, Georgia.	Newspaper:	08/05/2016
			Federal Register:	08/05/2016
BRAND GROUP HOLDINGS, IN	CIC	Prior change in control notice filed by The W.R.S. 2016 Trust, W.R. Stephens, Jr., Trustee; the E.S.C. 2016 Trust, Elizabeth J. Campbell, Trustee; James Oswald Jacoby, Jr., the Robert L. Schulte Revocable Trust, Robert L. Schulte, Trustee; the Jackson Clay Hunter Revocable Living Trust, Jackson Clay Hunter, Trustee; Debbie Evans, Eric D. Summerhill, Ronald Max Clark, the Sorrells Joint Revocable Trust, W. Kent Sorrells, Trustee; Christopher Edwin Kauffman, Kenneth Aaron Clark, and the TST Trust, Timothy S. Trzebiatowski, Trustee, all of Little Rock, Arkansas; and the Emon A. Mahony Jr. Revocable Trust, Emon A. Mahony, Trustee, El Dorado, Arkansas; Dillon Joyce Ltd., Thomas Hendrick, Partner, Dallas, Texas; the Gary D. Boland and Dana L. Boland Living Trust, Gary D. Boland, Trustee, Ft. Smith, Arkansas; the Martin Family Revocable Living Trust, Bobby Martin, Trustee, Rogers, Arkansas; the Gash Grandchildren's Trust, Ray C. Gash, Trustee, North Little Rock, Arkansas; and the William S. Walker Living Trust, William J. Walker, Trustee, Ft. Smith, Arkansas; have applied to the Federal Reserve Board for permission to own up to 28.205% of the outstanding shares of Brand Group Holdings, Inc. and its subsidiary, The Brand Banking Company, both of Lawrenceville, Georgia.	Newspaper:	Not available
			Federal Register:	07/26/2016
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:	08/27/2015
			Federal Register:	Not available

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 7**Federal Reserve Bank of Chicago****Filings received during the week ending July 9, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
LAKE CITY BANK	* Branch	Lake City Bank, Warsaw, Indiana, to establish a branch office located at 705 South State Road 135, Greenwood, Indiana.	Newspaper:	07/05/2016
			Federal Register:	Not applicable
QCR HOLDINGS, INC.	* 3A3	QCR Holdings, Inc., Moline, Illinois, to acquire 100 percent of Community State Bank, Ankeny, Iowa.	Newspaper:	07/10/2016
			Federal Register:	07/14/2016
UNITED COMMUNITY BANCORP, INC.	* 3A5	United Community Bancorp, Inc., Chatham, Illinois, to merge with Illini Corporation, Springfield, Illinois and thereby indirectly control Farmers State Bank of Camp Point, Camp Point, Illinois and Illini Bank, Springfield, Illinois.	Newspaper:	Not available
			Federal Register:	Not available

District: 7

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
566243	GLENWOOD ST BK, GLENWOOD, IOWA	04/18/2016	08/12/2016	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 July 9, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
FARMERS BANK & TRUST COMPANY	* Branch	Farmers Bank & Trust Company, Magnolia, Arkansas, to establish a branch facility to be located at 1061 N. Coleman Street, Suite #135, Prosper, Texas.	Newspaper:	07/15/2016
			Federal Register:	Not applicable
FIRST STATE BANKING CORP	CIC	Notice by Janive Blanchard, Russellville, Arkansas, as trustee of the Blanchard Living Trust; Charles Bowen Blanchard, Russellville, Arkansas; Charles H. Blanchard, Russellville, Arkansas; Cynthia Blanchard, Russellville, Arkansas, individually and as co-trustee of the William H. Bowen Share No. 2 Trust, the William H. Bowen Exempt Share No. 1 QTIP Trust, and the William H. Bowen Nonexempt Share No. 1 QTIP Trust; Mary P. Hardman, Fayetteville, Arkansas, individually and as co-trustee of the William H. Bowen Share No. 2 Trust, the William H. Bowen Exempt Share No. 1 QTIP Trust, and the William H. Bowen Nonexempt Share No. 1 QTIP Trust; and W. Scott Bowen, as co-trustee of the William H. Bowen Share No. 2 Trust, the William H. Bowen Exempt Share No. 1 QTIP Trust, and the William H. Bowen Nonexempt Share No. 1 QTIP Trust, to collectively acquire control of more than 25 percent of First State Banking Corporation, Russellville, Arkansas.	Newspaper:	Not available
			Federal Register:	07/28/2016
STONE BANCSHARES, INC.	CIC	Notice by James Troy "J.T." Compton, Mountain View, Arkansas; Charles Kevin Compton, Little Rock, Arkansas; Kris David Compton, Hendersonville, North Carolina; James Kent "Ken" Compton, Conway, Arkansas, each as a general partner and limited partner of the Compton Stone Quarry Family Limited Partnership, LLLP, and as members of the Compton family control group that also includes Lauren Ashley Compton, Niva Compton Lancaster, Springfield, Missouri, as trustee of the Niva Compton Lancaster GST Exempt Trust, Niva Compton Lancaster as trustee of the Niva Lancaster Revocable Living Trust, Charles Daniels and Sonya Daniels, both of Navarre, Florida, as co-trustees of the Daniels Family Trust Dated 7/12/2006, Sonya Daniels as trustee of the Douglas Lancaster Trust and Charles Kevin Compton as trustee of the Kevin Compton Revocable Trust, to acquire and retain ownership of more than 25 percent of the voting shares of Stone Bancshares, Inc., Mountain View, Arkansas.	Newspaper:	07/22/2016
			Federal Register:	07/28/2016

District: 8

Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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311845	ARVEST BK, FAYETTEVILLE, ARKANSAS	09/21/2015	07/04/2016	S	Large Bank

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 July 9, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BIGFORK BANCSHARES, INC.	CIC	Change in Control Notice by Jeffrey A. Fisher, Bigfork, Minnesota, to retain 25 percent or more of the shares of Bigfork Bancshares, Inc., Bigfork, Minnesota, and thereby indirectly retain control of First State Bank of Bigfork, Bigfork, Minnesota.	Newspaper:	Not available
			Federal Register:	Not available
FRANSEN BANK & TRUST	* 18C * Branch	Frandsen Bank & Trust, Lonsdale, Minnesota, to merge with Provincial Bank, Lakeville, Minnesota, and incident thereto, establish a branch.	Newspaper:	Not available
			Federal Register:	Not applicable
MACKINAC FINANCIAL CORPORATION	* 3A3	Mackinac Financial Corporation, Manistique, Michigan to acquire 100 percent of Niagara Bancorporation, Inc., Niagara Wisconsin, and thereby indirectly acquire The First National Bank of Niagara, Niagara, Wisconsin.	Newspaper:	Not available
			Federal Register:	07/23/2016
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:	07/09/2016
			Federal Register:	07/15/2016

District: 9

Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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143952	FIRST BK BALDWIN, BALDWIN, WISCONSIN	06/29/2015	07/01/2016	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 July 9, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
ADAGE, LLC	* 3A1	Adage, LLC, Ogallala, Nebraska, to become a bank holding company through the acquisition of 68.85 percent of the voting shares of Adbanc, Inc., parent of Adams Bank & Trust, both of Ogallala, Nebraska.	Newspaper:	Not available
			Federal Register:	Not available
JONAH BANKSHARES	CIC	Notification submitted by the Duke Trust and Susan K. McMurry, as trustee, both of Casper, Wyoming, to acquire control of Jonah Bankshares, parent of Jonah Bank of Wyoming, both of Casper, Wyoming.	Newspaper:	07/13/2016
			Federal Register:	07/13/2016

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

District: 11**Federal Reserve Bank of Dallas****Filings received during the week ending July 9, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
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 07/07/2016
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
SULPHUR SPRINGS BANCSHARES, INC.	* 3A5	Application by Sulphur Springs Bancshares, Inc., Sulphur Springs, Texas, to acquire by merger 100 percent of Wills Point Financial Corporation, and indirectly, Citizens National Bank, both of Wills Point, Texas.	Newspaper: Federal Register:	Not available 08/01/2016

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

District: 12**Federal Reserve Bank of San Francisco****Filings received during the week ending July 9, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
CORNERSTONE COMMUNITY BANK	Member	Cornerstone Community Bank, Red Bluff, California, to become a member of the Federal Reserve System.	Newspaper: Federal Register:	Not applicable Not applicable
FIRST FINANCIAL NORTHWEST, INC.	CIC	First Financial Northwest, Inc., Employee Stock Ownership Trust seeks prior non-objection under the Change in Bank Control Act to increase their holdings of the voting common stock of First Financial Northwest, Inc., Renton, Washington from 9.98 percent currently to a maximum of 12.86 percent, as a result of Bancorp's planned stock repurchase program for 2016 of up to 22.4 percent of Bancorp's outstanding common stock.	Newspaper: Federal Register:	Not available Not available
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
WELLS FARGO & COMPANY	CIC	Change in Bank Control Notice filed by Berkshire Hathaway, Inc., et al, Omaha, Nebraska, to acquire over 10.0 percent of the voting common stock of Wells Fargo & Company, San Francisco, California.	Newspaper: Federal Register:	Not available 07/19/2016

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
431172	PACIFIC PREMIER BK, IRVINE, CALIFORNIA	02/29/2016	06/27/2016	S	Int Sm Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act