
Federal Reserve Release



H.2

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

No. 11

Week Ending March 17, 2018

Forms

Forms -- initial Board review to extend without revision the Recordkeeping Requirements Associated with Regulation GG (Prohibition on Funding of Unlawful Internet Gambling) (FR 4026).

- Proposed, March 14, 2018

Forms -- final Board review (1) to extend with revision the Consolidated Financial Statements for Holding Companies (FR Y-9C), Parent Company Only Financial Statements for Large Holding Companies (FR Y-9LP), and Parent Company Only Financial Statements for Small Holding Companies (FR Y-9SP) and (2) to extend without revision the Financial Statements for Employee Stock Ownership Plan Holding Companies (FR Y-9ES) and Supplement to the Consolidated Financial Statements for Holding Companies (FR Y-9CS).

- Approved, March 15, 2018

Enforcement

Industrial and Commercial Bank of China Ltd., Beijing, People's Republic of China, and its branch in New York, New York -- issuance of a consent cease-and-desist order.

- Announced, March 13, 2018

S&R Supervision and Regulation
C&CA Consumer and Community Affairs
FOMC Federal Open Market Committee

RBOPS Reserve Bank Operations and Payment Systems
IF International Finance
MA Monetary Affairs

Bank Branches, Domestic

Richmond

Benchmark Community Bank, Kenbridge, Virginia -- to establish a branch at 316 W. Atlantic Street, Emporia.

- Approved, March 13, 2018

Richmond

First Sentinel Bank, Richlands, Virginia -- to establish a branch at 427 Main Street, Bland.

- Approved, March 15, 2018

Secretary

IBERIABANK, Lafayette, Louisiana -- to establish a branch at 301 Harrison Avenue, New Orleans.

- Approved, March 14, 2018

Atlanta

SunTrust Bank, Atlanta, Georgia -- to establish branches at 2958 Aventura Boulevard, Aventura, Florida; 750 Kristine Way, The Villages; and 15700 SW 56th Street, Miami.

- Approved, March 14, 2018

Bank Holding Companies

General Counsel

2011 TCRT; Ford Financial Fund II, L.P.; GJF Financial Management II, L.L.C.; EB Acquisition Company, LLC; et al., Dallas, Texas; and Mechanics Bank, Walnut Creek, California -- waiver of application to acquire Learner Financial Corporation, Walnut Creek, California, and Scott Valley Bank, Yreka, in connection with Scott Valley Bank's merger with and into Mechanics Bank.

- Granted, March 15, 2018

New York

CLS Group Holdings AG, Lucerne, Switzerland -- to indirectly engage de novo in data processing activities.

- Approved, March 15, 2018

General Counsel

First Federal Bancorp MHC, Lake City, Florida, and First Federal Bancorp, Inc. -- waiver of application to acquire Coastal Banking Company, Inc., Beaufort, South Carolina, and CBC National Bank, Fernandina Beach, Florida, in connection with CBC National Bank's merger with and into First Federal Bank of Florida, Lake City.

- Granted, March 7, 2018

(A/C)

General Counsel

First Merchants Corporation, Muncie, Indiana -- request for an exemption under the Depository Institution Management Interlocks Act and Regulation L.

- Granted, March 7, 2018

(A/C)

St. Louis

Grok Bancshares, Inc., St. Louis, Missouri -- to become a bank holding company by acquiring Clifford Bancshares, Inc., Troy, and thereby indirectly acquiring CBC Bank, Bowling Green.

- Approved, March 15, 2018

Bank Holding Companies

Atlanta

Heritage First Bancshares, Inc., Rome, Georgia -- to become a bank holding company by acquiring Heritage First Bank, Rome.

- Approved, March 16, 2018

St. Louis

MRV Financial Corp, Sainte Genevieve, Missouri -- to acquire shares of Grok Bancshares, Inc., St. Louis, and thereby indirectly acquire CBC Bank, Bowling Green.

- Approved, March 15, 2018

General Counsel

SmartFinancial, Inc., Knoxville, Tennessee -- waiver of application to acquire Tennessee Bancshares, Inc., Tullahoma, and Southern Community Bank, in connection with Southern Community Bank's merger with and into SmartBank, Pigeon Forge.

- Granted, March 12, 2018

Bank Mergers

Atlanta

SmartBank, Pigeon Forge, Tennessee -- to merge with Southern Community Bank, Tullahoma.

- Approved, March 16, 2018

Banks, State Member

Dallas

Comerica Bank, Dallas, Texas -- to make certain community development and public welfare investments (two requests).

- Approved, March 15, 2018

Change in Bank Control

Kansas City

American Bancorporation, Inc., Sapulpa, Oklahoma -- change in bank control of American Bancorporation, Inc., and its subsidiary, American Heritage Bank, Sapulpa.

- Permitted, March 16, 2018

Atlanta

Community First Bancshares, Inc., New Iberia, Louisiana -- to retain control of Community First Bancshares, Inc., and its subsidiary, Community First Bank, New Iberia.

- Permitted, March 14, 2018

Kansas City

Tri Valley Bancshares, Inc., Talmage, Nebraska -- to retain control of Tri Valley Bancshares, Inc., and its subsidiary, Tri Valley Bank, Talmage.

- Permitted, March 15, 2018

Membership

San Francisco

South County Bank, National Association, Rancho Santa Margarita, California -- to retain membership in the Federal Reserve System on conversion to a state-chartered bank, CalWest Bank.

- Approved, March 14, 2018

Savings and Loan Holding Companies

General Counsel

State Farm Mutual Automobile Insurance Company, Bloomington, Illinois -- request for an exemption to permit an individual to become an institution-affiliated party.

- Granted, March 12, 2018

General Counsel

United Services Automobile Association, San Antonio, Texas -- request for an exemption to permit an individual to become an institution-affiliated party.

- Granted, March 6, 2018

(A/C)

District: 1
Federal Reserve Bank of Boston
Filings received during the week ending March 17, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 1
Federal Reserve Bank of Boston

Availability of CRA Public Evaluations

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

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

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

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

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

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

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

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 2

Federal Reserve Bank of New York

Filings received during the week ending March 17, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK OF NEW YORK MELLON, THE	Investment	The Bank of New York Mellon, New York, New York, to invest in an indirect subsidiary of The Bank of New York Mellon pursuant to Section 211.9(f) of Regulation K.	Newspaper:	Not applicable
			Federal Register:	Not applicable
LLOYDS BANK PLC	FBSEA	Lloyds Bank Corporate Markets PLC, London, England, to establish a representative office in Houston, Texas, pursuant to Section 211.24(a)(1) of Regulation K.	Newspaper:	Not available
			Federal Register:	Not applicable

District: 2
Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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Institution	Location	Quarter
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District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending March 17, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
ORRSTOWN BANK	* Branch	Orrstown Bank, Shippensburg, PA, to establish a branch facility to be located at 500 Olde Hickory Road, Lancaster, PA.	Newspaper:	Not available
			Federal Register:	Not applicable

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	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 4
Federal Reserve Bank of Cleveland
Filings received during the week ending March 17, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 4
Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending March 17, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
FARMERS & MERCHANTS BANK	* Branch	Farmers & Merchants Bank, Timberville, Virginia, to establish a branch at 2782 Stuarts Draft Highway, Stuarts Draft, Virginia.	Newspaper:	03/21/2018
			Federal Register:	Not applicable

District: 5
Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 6**Federal Reserve Bank of Atlanta****Filings received during the week ending March 17, 2018**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BOLC CORP.	* 3A5	BOLC Corp., Fayetteville, Tennessee, to merge with North Alabama Bancshares, Inc., and thereby directly acquire North Alabama Bank, both of Hazel Green, Alabama.	Newspaper:	Not available
			Federal Register:	Not available
BRAND BANKING COMPANY, THE	* Branch	The Brand Banking Company, Lawrenceville, Georgia, to establish a branch located at 78 North Broad Street, Winder, Georgia.	Newspaper:	Not available
			Federal Register:	Not applicable
COMMUNITY BANCSHARES OF MISSISSIPPI, INC. EMPLOYEE STOCK OWNERSHIP PLAN	* 3A3	Community Bancshares of Mississippi, Inc. Employee Stock Ownership Plan, Brandon, Mississippi, to acquire an additional 0.54 percent of the voting shares of common stock of Community Bancshares of Mississippi, Inc., Brandon, Mississippi, and thereby indirectly acquire its bank subsidiary, Community Bank of Mississippi, Forest, Mississippi, pursuant to section 3(a)(3) of the Bank Holding Company Act. The acquisition will increase Community Bancshares of Mississippi, Inc. Employee Stock Ownership Plan's ownership in Community Bancshares of Mississippi, Inc. to 18.18 percent.	Newspaper:	04/13/2018
			Federal Register:	Not available
JAMAICA NATIONAL BUILDING SOCIETY	FBSEA	JN Bank LTD., Kingston, Jamaica, formerly known as Jamaica National Building Society, to establish a representative office in Florida.	Newspaper:	02/13/2018
			Federal Register:	Not applicable
M C BANCSHARES, INC.	CIC	After-the-fact change in control notice filed by Paula Swiber, Mike Swiber, Carline Land Corporation, Carline Bouef Properties, Wallace Carline, individually and as trustee for Wallace Carline and Gracie Carline, all of Morgan City, Louisiana, to retain shares of M C Bancshares, Inc., and its subsidiary, M C Bank & Trust Company, both of Morgan City, Louisiana.	Newspaper:	03/30/2018
			Federal Register:	04/04/2018
M C BANCSHARES, INC.	CIC	After-the-fact change in control notice filed by Kenneth Nelkin, individually and as trustee for Max Nelkin Revocable Trust and Elliette Nelkin Revocable Trust, and Max Nelkin, all of Morgan City, Louisiana; and Elliette Nelkin, New Orleans, Louisiana, to retain shares of MC Bancshares, Inc. and its subsidiary, MC Bank & Trust Company, both of Morgan City, Louisiana.	Newspaper:	03/30/2018
			Federal Register:	04/04/2018

District: 6
Federal Reserve Bank of Atlanta

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.

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending March 17, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
CBC FINANCIAL, INC.	* 3A1	CBC Financial, Inc., Westmont, Illinois, to become a bank holding company through the acquisition of 100 percent of Citizens Bank of Chatsworth, Chatsworth, Illinois.	Newspaper:	Not available
			Federal Register:	11/07/2017
HEARTLAND FINANCIAL USA, INC.	* 3A5	Heartland Financial USA, Inc., Dubuque, Iowa to merge with First Bank Lubbock Bancshares, Inc. and thereby indirectly acquire First Bank & Trust Company, both of Lubbock, Texas.	Newspaper:	Not available
			Federal Register:	Not available
MINIER FINANCIAL, INC. EMPLOYEE STOCK OWNERSHIP PLAN W/401(K) PROVISIONS	* 3A3	Minier Financial, Inc. Employee Stock Ownership Plan with 401(k) Provisions, Minier, Illinois, to acquire an additional 8.1 percent, for a total of 51 percent, of Minier Financial, Inc., Minier, Illinois, and thereby increase its indirect ownership of First Farmers State Bank, Minier, Illinois.	Newspaper:	04/06/2018
			Federal Register:	Not available
VAN FINANCIAL CORPORATION	4c8	Van Financial Corporation, Breda, Iowa, to continue engaging in extending credit and servicing loans.	Newspaper:	Not applicable
			Federal Register:	Not available

District: 7
Federal Reserve Bank of Chicago

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.

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

District: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending March 17, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
MONTICELLO BANKSHARES, INC.	* 18C	Monticello BankShares, Inc., Monticello, Kentucky, to merge with Bluegrass Bancorp, Inc., Danville, Kentucky, and thereby indirectly acquire Bluegrass Community Bank, Inc., Danville, Kentucky. Also a companion filing by Monticello Banking Company, Monticello, Kentucky, to merge with Bluegrass Community Bank, Inc., Danville, Kentucky, and to retain the acquired facilities as branch offices.	Newspaper:	04/07/2018
	* 3A5		Federal Register:	04/16/2018
	* Branch			

District: 8
Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending March 17, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
META FINANCIAL GROUP, INC.	* 3A1	Meta Financial Group, Inc., Sioux Falls, South Dakota, a savings and loan holding company, to become a bank holding company by merging with Crestmark Bancorp, Inc., and thereby indirectly acquiring its subsidiary bank, Crestmark Bank, both of Troy, Michigan. In connection, Meta Financial Group, Inc., will retain ownership of its savings association subsidiary, MetaBank, Sioux Falls, South Dakota, for the time that it is a bank holding company and thereby engage in operating a savings association. In addition, Meta Financial Group, Inc., through MetaBank proposes to purchase 80 percent of the stock of each of the following CM Sterling, LLC; Capital Equipment Solutions, LLC; CM Help, LLC; CM Southgate, LLC; and CM TFS LLC, all of Troy Michigan (?Crestmark Bank Subsidiaries?) and thereby engage in lending activities. Finally, Meta Financial Group, Inc. will convert back to a savings and loan holding company after the merger of Crestmark Bank with and into MetaBank. In conjunction with its filing to convert back to a savings and loan holding company, Meta Financial Group, Inc. is filing pursuant to 12 CFR 238.54 for authority to engage in lending activity through its indirect acquisition of the Crestmark Bank Subsidiaries.	Newspaper:	Not available
	4c8		Federal Register:	Not available
	* 4c8			
	SLHC Activity			
	* SLHC Formation			

District: 9
Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending March 17, 2018**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK OF THE FLINT HILLS	* 18C	Bank of Flint Hills, Wamego, Kansas, to merge with The St. Marys State Bank, Saint Marys, Kansas, and incident thereto, to establish two branches in Roseville, Kansas. Immediately prior, Wamego Bancshares, Inc., Wamego, Kansas, to acquire 100 percent of the voting shares of The St. Marys State Bank, Saint Marys, Kansas.	Newspaper:	Not available
	* 3A3		Federal Register:	Not available
	* Branch			
FIRST ALTUS BANCORP, INC.	CIC	Robert McMahan, John "Kyle" McMahan, and the McMahan Family Trust, Edythe McMahan, trustee, all of Altus, Oklahoma, to retain voting shares of First Altus Bancorp, Inc., Altus, Oklahoma, and for approval as members of the McMahan family group, which controls First Altus Bancorp, Altus, Oklahoma, and thereby indirect control of Frazer Bank, Altus, Oklahoma.	Newspaper:	03/09/2018
			Federal Register:	03/07/2018
HYS INVESTMENTS, LLC	* 3A3	HYS Investments, LLC, to acquire additional voting shares up to 27.74 percent of BOTS, Inc., parent of VisionBank, all of Topeka, Kansas.	Newspaper:	Not available
			Federal Register:	Not available
MY ANNS CORPORATION	CIC	Alex Lin, Hong Kong, Hong Kong, Hiu Kwan Kwok, Cyber Port, Hong Kong, Jun Yang, Tianjin, China, and Yongyan Liu, Chaoyang, Beijing, China, to retain voting shares of My Anns Corporation. My Anns Corporation is the parent of Piqua State Bank, both of Piqua, Kansas.	Newspaper:	Not available
			Federal Register:	03/28/2018

District: 10
Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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Institution	Location	Quarter
NONE		

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District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending March 17, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
HAPPY STATE BANK	* Branch	Happy State Bank, Happy, Texas, to establish a branch at 1600 South Fairfield Street, Amarillo, Texas 79104	Newspaper:	03/28/2018
			Federal Register:	Not applicable

District: 11
Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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NONE		

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District: 12**Federal Reserve Bank of San Francisco****Filings received during the week ending March 17, 2018**

Filer	Filing Type	Filing Proposal	End of Comment Period	
AMERICAN RIVER BANKSHARES	CIC	Basswood Capital Management, LLC; Basswood Opportunity Partners, LP; Basswood Financial Fund, LP; Basswood Enhanced Long Short Fund, LP; Basswood Financial Long Only Fund, LP; Basswood Partners, LLC; Basswood Opportunity Fund, Inc.; Basswood Financial Fund, Inc.; and Bennett Lindenbaum and Matthew Lindenbaum, as Managing Members of Basswood Partners, LLC, Basswood Enhanced Long Short GP, LLC, and Basswood Capital Management, LLC; all of New York, New York, for approval to retain 10.16 percent, and to acquire up to 24.9 percent, of the voting shares of American River Bankshares, Rancho Cordova, California (%Bancorp%), and thereby indirectly retain control, of American River Bank, Sacramento, California.	Newspaper: Federal Register:	Not available 03/27/2018
ATBANCORP	* 3A3	ATBancorp, Dubuque, Iowa, to acquire approximately 5.6 percent of the voting stock of Heritage Commerce Corp and thereby indirectly acquire Heritage Bank of Commerce, both of San Jose, California.	Newspaper: Federal Register:	04/13/2018 04/13/2018
MISSION BANK	* Branch	Mission Bank, Bakersfield, California, to establish a new branch office at 1500 Palma Drive, Ventura, California.	Newspaper: Federal Register:	Not available Not applicable
SILICON VALLEY BANK	PWI	Silicon Valley Bank, Santa Clara, California, requests prior approval for a \$22 million public welfare investment in The Raymond James California Housing Opportunités Fund VI, L.L.C (Fund VII).	Newspaper: Federal Register:	Not applicable Not applicable
TRICO BANCSHARES	* 3A5	TriCo Bancshares, Chico, California, to acquire and merge with FNB Bancorp, and thereby indirectly acquire control of First National Bank of Northern California, both of South San Francisco, California.	Newspaper: Federal Register:	Not available 03/19/2018

District: 12
Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

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

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

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

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

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

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

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

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act