Federal Reserve Release



H.2

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

No. 23

Week Ending June 4, 2016

Bank Holding Companies

BNC Bancorp, High Point, North Carolina -- to acquire Southcoast Financial Corporation, Mount Pleasant, South Carolina, and thereby indirectly acquire Southcoast Community Bank.

- Approved, June 1, 2016

Forms

Forms -- initial Board review to extend with revision the Uniform Interagency Transfer Agent Registration and Amendment Form (Form TA-1).

- Proposed, June 2, 2016

Regulations and Policies

Bank Premises Investments -- (1) revision of the Board's policy on investment in bank premises by state member banks, and (2) commitment relief for FirstBank, Lakewood, Colorado, to retain certain bank premises in accordance with the policy revision.

- Approved, June 2, 2016

Insurance Activities -- publication for comment of (1) advance notice of proposed rulemaking regarding capital requirements for supervised institutions significantly engaged in insurance activities and (2) proposed rule to apply enhanced prudential standards for systemically important insurance companies.

- Approved, June 3, 2016

Enforcement

Broadway Financial Corporation, Los Angeles, California -- cease and desist order issued by the Office of Thrift Supervision dated September 9, 2010, terminated February 5, 2016.

- Announced, May 31, 2016

H.2 Actions under delegated authority

BS&R Banking Supervision and Regulation **RBOPS** Reserve Bank Operations and Payment Systems

C&CAConsumer and Community AffairsIFInternational FinanceFOMCFederal Open Market CommitteeMAMonetary Affairs

Bank Branches, Domestic

St. Louis

Farmers Bank and Trust Company, Blytheville, Arkansas -- to establish a branch at 55 Park Street, Wilson.

- Approved, May 31, 2016

San Francisco

Hanmi Bank, Los Angeles, California -- to establish a branch at 1700 Milwaukee Avenue, Glenview, Illinois.

- Approved, June 2, 2016

Bank Holding Companies

San Francisco

BankGuam Holding Company, Hagatna, Guam -- to acquire shares of ASC Trust Corporation, Hagatna, and thereby engage in employee benefits consulting services.

- Approved, June 1, 2016

New York

CorpBanca, Santiago, Chile -- to engage de novo through CorpBanca Securities Inc., New York, New York, in financial and investment advisory activities and securities brokerage, riskless principal, and private placement activities.

- Withdrawn, June 1, 2016

Bank Holding Companies

Chicago

County Bank Corp, Lapeer, Michigan -- to merge with Capac Bancorp, Inc., Capac, and for Lapeer County Bank & Trust Co., Lapeer, to merge with CSB Bank, Capac, and thereby establish branches.

- Approved, June 3, 2016

Change in Bank Control

Minneapolis

Forstrom Bancorporation, Inc., Clara City, Minnesota -- to retain control of Forstrom Bancorporation, Inc., and its subsidiaries, Citizens Alliance Bank, Clara City, and First Bank of Lincoln, Lincoln, Montana.

- Permitted, June 3, 2016

Atlanta

Heritage First Bancshares, Inc., Rome, Georgia -- change in bank control of Heritage First Bancshares, Inc., and its subsidiary, Heritage First Bank, Rome.

- Permitted, May 31, 2016

Financial Holding Companies

Chicago

Blackhawk Bancorp, Inc., Beloit, Wisconsin -- election to become a financial holding company.

- Effective, June 3, 2016

San Francisco

Central Bancorporation, Provo, Utah -- election to become a financial holding company.

- Effective, June 1, 2016

<u>Member ship</u>

Chicago

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

- Approved, June 1, 2016

Federal Reserve Bank of Boston

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
BANKNEWPORT	* Branch	Application by BankNewport, Newport, Rhode Island, to establish a branch at 1000 Chapel View Boulevard, Cranston, Rhode Island, pursuant to Section 208.6 of Regulation H.	Newspaper: Federal Register:	05/27/2016 Not applicable
BBN Financial Corporation	* 3A5	Notification by BBN Financial Corporation (BBNF), Glastonbury, Connecticut to acquire Bankers Bank Northeast, Glastonbury, Connecticut pursuant to section 3(a)(5) of the Bank Holding Company Act of 1956, as amended. BBNF elects to become a financial holding company.	Newspaper: Federal Register:	Not available Not available
HOMETOWN BANK, A COOPERATIVE BANK	Member	Application by Hometown Bank, Oxford, Massachusetts to become a member of the Federal Reserve System pursuant to section 9 of the Federal Reserve Act and section 208.3 of Regulation H.	Newspaper: Federal Register:	Not applicable Not applicable
WEYMOUTH BANK	* 18C * Branch	Weymouth Bank, Weymouth, Massachusetts (WB) to merge with Equitable Co-operative Bank, Lynn, Massachusetts, with WB as the surviving entity.	Newspaper: Federal Register:	Not available Not applicable

^{*} Subject to the provisions of the Community Reinvestment Act

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

CRA CRA

Exam Date Public Date Rating Exam Method

NONE

CRA Examinations scheduled for Quarter of

Institution Location

^{*} Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of New York

Filings received during the week ending June 4, 2016

Filer Filing Type Filing Proposal End of Comment Period

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Federal Reserve Bank of New York

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District: 3 Federal Reserve Bank of Philadelphia

Filer	Filing Type	Filing Proposal	End of Comme	nt Period
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:	Not available 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 Manager 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

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Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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NONE

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Institution Location

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Federal Reserve Bank of Cleveland

Filings received during the week ending June 4, 2016

Filer Filing Type Filing Proposal End of Comment Period

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Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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Institution Location

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Federal Reserve Bank of Richmond

INC. acquire 100% of the voting securities of River Federal Register: Not available Bancorp, Inc., Martinsville, Virginia, and	Filer	Filing Type	Filing Proposal	End of Comment Period
Bank, NA, Martinsville, Virginia.	,	* 3A5	acquire 100% of the voting securities of River Bancorp, Inc., Martinsville, Virginia, and thereby indirectly acquire River Community	Newspaper: Not available Federal Register: Not available

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Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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94522	BENCHMARK CMNTY B	K, KENBRIDGE, VIRGINIA	01/25/2016	05/26/2016	S	Int Sm Bank
CRA Ex	aminations scheduled for	Quarter of				
Institutio	on	Location				

^{*} Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of Atlanta

Filer	Filing Type	Filing Proposal	End of Comment Period		
COPIAH BANK, NATIONAL ASSOCIATION	Member	Copiah Bank, N.A., Hazlehurst, Mississippi, to become a member of the Federal Reserve System.	Newspaper: Federal Register:	Not applicable Not applicable	
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:	Not available Not available	
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	
RCB FINANCIAL CORPORATION	CIC	After-the-fact change in control notice filed by Michael William Mathis, Sr., Sharon L. Mathis, Michael William Mathis, Jr., Mark Coppage Mathis, Victoria Lynn Mathis, and Norman Van Lambert, all of Rome, Georgia, to retain more than 10 percent of the outstanding shares, and thereby control of RCB Financial Corporation, and its subsidiary, River City Bank, both of Rome, Georgia.	Newspaper: Federal Register:	06/05/2016 06/16/2016	
SEQUATCHIE VALLEY BANCSHARES, INC.	* 3A3	Sequatchie Valley Bancshares, Inc., Dunlap, Tennessee, to acquire 100 percent of the outstanding shares of Franklin County UNITED Bancshares, Inc., and its subsidiary, Franklin County UNITED Bank, both of Decherd, Tennessee.	Newspaper: Federal Register:	06/26/2016 07/01/2016	
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:	Not available Not available	

^{*} Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of Atlanta

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
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:	Not available Not applicable
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: Federal Register:	Not available Not applicable

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Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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ID Institution / Location
Exam Date
CRA CRA
Public Date Rating Exam Method

NONE

CRA Examinations scheduled for Quarter of

Institution Location

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Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	End of Comment Period		
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: Federal Register:	Not available 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: Federal Register:	Not available 06/09/2016	
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 Not available	
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:	Not available 03/24/2016	

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Federal Reserve Bank of Chicago

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
991340	1ST SOURCE BK, SOUTH BEND, INDIANA	02/22/2016	07/09/2016	S	Large Bank
CRA Exa	aminations scheduled for Quarter of				
Institution	n Location				

^{*} Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of St. Louis

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
CENTRAL BANK OF ST. LOUIS	PWI	Central Bank of St. Louis, Clayton, Missouri, proposes to make a \$350,000 public welfare investment in St. Louis Equity Fund 2016, LLC, St. Louis, Missouri.	Newspaper: Federal Register:	Not applicable Not applicable
COLUMBIA BANCSHARES, INC	* 3A1	Columbia Bancshares, Inc., Clarence, Missouri, to become a bank holding company by acquiring 100 percent of Clarence State Bank, Clarence, Missouri.	Newspaper: Federal Register:	06/10/2016 04/18/2016

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Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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114840	FIRST ST BK, RUSSELLVILLE, ARKANSAS	02/16/2016	05/23/2016	S	Small Bank
100843	FNBC BK, ASH FLAT, ARKANSAS	02/01/2016	05/30/2016	S	Int Sm Bank
487357	TOWN & COUNTRY BK, SALEM, MISSOURI	02/22/2016	05/31/2016	S	Int Sm Bank
CDAFv	aminations schodulad for Quarter of				

CRA Examinations scheduled for Quarter of

Location Institution

^{*} Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of Minneapolis

Filer	Filing Type	Filing Proposal	End of Comment Period		
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	
FIRST INTERSTATE BANCSYSTEM, INC.	* 3A3 * 18C * Branch	First Interstate BancSystem, Inc., Billings, Montana, to acquire 100% of Flathead Bank of Bigfork, Bigfork, Montana. In addition, First Interstate Bank, Billings, Montana, to merge with Flathead Bank of Bigfork, Bigfork, Montana, and incident thereto, establish a branch.	Newspaper: Federal Register:	Not available 05/24/2016	
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	
J & B FINANCIAL HOLDINGS, INC.	* 3A3	J&B Financial Holdings, Inc., Minneapolis, to acquire 100 percent of 1st United Bank, Faribault, Minnesota.	Newspaper: Federal Register:	06/06/2016 06/09/2016	
NORTHERN INTERSTATE FINANCIAL, INC.	* 3A5	Northern Interstate Financial, Inc., Norway, Michigan, to merge with C.F.C. Bancorp, Inc., Crystal Falls, Michigan, and thereby indirectly acquire First National Bank of Crystal Falls, Crystal Falls, Michigan.	Newspaper: Federal Register:	Not available 07/05/2016	
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	

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Federal Reserve Bank of Minneapolis

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ID Institution / Location Exam Date Public Date Rating Exam Method

NONE

CRA Examinations scheduled for Quarter of

Institution Location

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Federal Reserve Bank of Kansas City

Filer	Filing Type	Filing Proposal	End of Commen	nt Period
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: Federal Register:	Not available Not applicable
MISSOURI BANK II, THE	* Branch	The Missouri Bank II, Sedalia, Missouri, to establish a branch at 3320 Bluff Creek Drive, Suite 107, Columbia, Missouri.	Newspaper: Federal Register:	06/08/2016 Not applicable

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Federal Reserve Bank of Kansas City

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Institution Location

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Federal Reserve Bank of Dallas

Filer	Filing Type	Filing Proposal	End of Comment Period	
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
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:	Not available 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:	Not available 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

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Federal Reserve Bank of Dallas

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CRA Examinations scheduled for Quarter of

Institution Location

^{*} Subject to the provisions of the Community Reinvestment Act

District: 12 Federal Reserve Bank of San Francisco Filings received during the week ending June 4, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
ALTAPACIFIC BANK	* Branch	Alta Pacific Bank, Santa Rosa, California, to establish a branch at 4845 Old Redwood Highway, Santa Rosa, California.	Newspaper: Federal Register:	Not available 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

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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 CRA CRA
ID Institution / Location Exam Date Public Date Rating Exam Method

NONE

CRA Examinations scheduled for Quarter of

Institution Location

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