## **Federal Reserve Release**



*H.2* 

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

*No.* 1

Week Ending January 7, 2017

## **Bank Holding Companies**

First Citizens BancShares, Inc., Raleigh, North Carolina -- to acquire additional shares of Carter Bank & Trust, Martinsville, Virginia.

- Approved, January 4, 2017

## **Forms**

Forms -- initial Board review to extend without revision the Registration of Mortgage Loan Originators (CFPB Reg G).

- Proposed, January 3, 2017

Forms -- final Board review to extend without revision the Intermittent Survey of Businesses (FR 1374) and Domestic Finance Company Report of Consolidated Assets and Liabilities (FR 2248).

- Approved, January 5, 2017

## **Enforcement**

BNP Paribas Securities Corp., New York, New York; and Barclays Bank PLC, New York Branch -- issuance of a consent order of prohibition against Jason Katz, a former institution-affiliated party of BNP Paribas and Barclays Bank.

- Approved, January 3, 2017

#### 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

#### Philadelphia

AmeriServ Financial Bank, Johnstown, Pennsylvania -- to establish a branch at 1213 Scalp Avenue, Johnstown.

- Approved, January 6, 2017

#### Chicago

Village Bank & Trust, Arlington Heights, Illinois -- to establish a branch at 1635 Algonquin Road, Rolling Meadows.

- Approved, January 5, 2017

## **Bank Holding Companies**

## Kansas City

Banner County Ban Corporation Employee Stock Ownership Plan and Trust, Harrisburg, Nebraska -- to acquire shares of Banner County Ban Corporation, Harrisburg, parent of Banner Capital Bank.

- Approved, January 4, 2017

#### St. Louis

First National Bancorp, Inc., Green Forest, Arkansas -- to acquire shares of Legacy BancShares, Inc., Springdale, and thereby indirectly retain ownership in Legacy National Bank.

- Approved, January 5, 2017

## **Bank Holding Companies**

#### St. Louis

Home BancShares, Inc., Conway, Arkansas -- to acquire through merger Giant Holdings, Inc., Fort Lauderdale, Florida, and thereby indirectly acquire Landmark Bank, N.A.

- Approved, January 5, 2017

#### New York

New York Community Bancorp, Inc., Westbury, New York -- to acquire Astoria Financial Corporation, Lake Success, and indirectly acquire Astoria Bank, Long Island City, and thereby engage in extending credit, servicing loans, and operating a savings association.

- Withdrawn, January 3, 2017

#### General Counsel

Peach State Bancshares, Inc. (Peach State), Gainesville, Georgia -- request for an exemption to permit Stewart L. Teaver to become an institution-affiliated party, in connection with an application by Peach State to become a bank holding company.

- Granted, January 5, 2017

#### Minneapolis

Sargent Bankshares, Inc., Forman, North Dakota -- to acquire First National Bank, Milnor.

- Approved, January 6, 2017

## **Bank Holding Companies**

#### **Dallas**

Woodforest Financial Group Employee Stock Ownership Plan (w/401(k) Provisions) (Amended and Restated Eff. 03/01/06), The Woodlands, Texas; and Woodforest Financial Group Employee Stock Ownership Trust -- to acquire shares of Woodforest Financial Group, Inc., The Woodlands, and indirectly acquire Woodforest National Bank, Houston.

- Approved, January 5, 2017

## Bank Mergers

#### St. Louis

Centennial Bank, Conway, Arkansas -- to merge with Landmark Bank, N.A., Fort Lauderdale, Florida, and to retain the acquired facilities as branches.

- Approved, January 3, 2017

#### St. Louis

First State Bank and Trust Company, Inc., Caruthersville, Missouri -- to purchase certain assets and assume certain liabilities of the Dexter branch of Montgomery Bank, National Association, Sikeston.

- Approved, January 3, 2017

## Change in Bank Control

#### Minneapolis

Commercial Holding Company, Wagner, South Dakota -- to retain control of Commercial Holding Company and its subsidiary, Commercial State Bank of Wagner, Wagner.

- Permitted, January 3, 2017

## **Extensions of Time**

## Secretary

Deutsche Bank AG, Frankfurt, Germany; and Deutsche Bank USA Corporation, New York, New York -- extension of time in which to submit an annual capital plan.

- Denied, January 5, 2017

## **Financial Holding Companies**

#### Richmond

First South Bancorp, Inc., Washington, North Carolina -- election to become a financial holding company.

- Effective, January 4, 2017

## **Membership**

#### Chicago

Farmers Trust & Savings Bank, Buffalo Center, Iowa -- to become a member of the Federal Reserve System.

- Approved, January 6, 2017

#### Federal Reserve Bank of Boston

## Filings received during the week ending January 7, 2017

Filer Filing Type Filing Proposal End of Comment Period

<sup>\*</sup> 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

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## Federal Reserve Bank of New York

## Filings received during the week ending January 7, 2017

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#### Federal Reserve Bank of New York

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## Federal Reserve Bank of Philadelphia

Filer	Filing Type	Filing Proposal	<b>End of Comment Period</b>	
LAFAYETTE AMBASSADOR BANK	* Branch	Lafayette Ambassador Bank, Bethlehem, PA to establish a full service branch facility to be loactaed at 1928 Hamilton Street, Allentown, PA.	Newspaper: Not available Federal Register: Not applicable	

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#### Federal Reserve Bank of Philadelphia

#### **Availability of CRA Public Evaluations**

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#### Federal Reserve Bank of Cleveland

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#### **Federal Reserve Bank of Cleveland**

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## Federal Reserve Bank of Richmond

Filer	Filing Type	Filing Proposal	<b>End of Comment</b>	Period
BAY BANKS OF VIRGINIA, INC	* 3A5 * 18C * Branch	Bay Banks of Virginia, Inc., Kilmarnock, Virginia, to acquire 100% of the voting securities of Virginia BanCorp, Inc., Petersburg, Virginia, and thereby indirectly acquire Virginia Commonwealth Bank, Petersburg, Virginia. Additionally, Bank of Lancaster, Kilmarnock, Virginia, to merge with Virginia Commonwealth Bank.	1 1	01/23/2017 02/03/2017

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#### Federal Reserve Bank of Richmond

#### **Availability of CRA Public Evaluations**

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## Federal Reserve Bank of Atlanta

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
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
SMARTBANK	* 18C * Branch	SmartBank, Pigeon Forge, Tennessee, to purchase the assets and assume the liabilities of the Cleveland, Tennessee branch of Atlantic Capital Bank, N.A., Chattanooga, Tennessee, located at 3200 Keith Street NW, Cleveland, Tennessee.	Newspaper: Federal Register:	01/15/2017 Not applicable

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

#### **Federal Reserve Bank of Atlanta**

#### **Availability of CRA Public Evaluations**

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## Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	End of Comme	nt Period
CANADIAN IMPERIAL BANK OF COMMERCE	* 3A3 * 3A1	Canadian Imperial Bank of Commerce, Toronto, Canada and its wholly-owned subsidiary, CIBC Holdco Inc., New York, New York, to acquire PrivateBancorp, Inc., and thereby indirectly acquire The PrivateBank and Trust Company, both in Chicago, Illinois, pursuant to Sections 3(a)(1), (2) and (3) of the Bank Holding Company Act of 1956, as amended. In connection with the transaction, CIBC Holdco Inc., New York, New York, has also elected to become a financial holding company.	Newspaper: Federal Register:	Not available 09/26/2016
DEERFIELD FINANCIAL CORPORATION	CIC	Paul James Senty, Verona, Wisconsin, individually, to acquire control of over 25 percent of Deerfield Financial Corporation, Madison, Wisconsin, and thereby indirectly acquire control of Bank of Deerfield, Deerfield, Wisconsin.	Newspaper: Federal Register:	Not available 01/24/2017
FARMERS & MERCHANTS BANCORP	CIC	Notice by James W. Mease, Winterset, Iowa; James W. Mease Profit Sharing & 401(k), Winterset, Iowa; Justin Mease, Ankeny, Iowa; Sue A. Mease, Winterset, Iowa; Jane M. Reed Revocable Trust, Jane M. Reed Trustee, Winterset, Iowa; John B. Reed Revocable Trust, John B. Reed Trustee, Winterset, Iowa; April Schaefer, Cedar Rapids, Iowa; David Trask, Winterset, Iowa; Judith Trask, Winterset, Iowa; Mary Reed Alles, Chillicothe, Missouri; Fred H. Reed, Johnston, Iowa; Honor Joel Sears, Spokane, Washington, as a group acting in concert, to acquire control of more than 10 percent of the voting shares of Farmers and Merchants Bancorp, Winterset, Iowa, and thereby indirectly control Farmers & Merchants State Bank, Winterset, Iowa.	Newspaper: Federal Register:	Not available 01/11/2017
FIRST BANK & TRUST	* Branch	First Bank & Trust, Evanston, Illinois, to establish a branch at 111 West Church Street, Libertyville, Illinois.	Newspaper: Federal Register:	01/13/2017 Not applicable
GUARANTY BANKSHARES, LTD.	CIC	Robert David Becker, individually and as trustee for The Harold M. Becker Irrevocable Children's Trust, Cedar Rapids, Iowa, together with Sherri A. Becker, Kansas City, Missouri, Linda Deaktor, Chatsworth, California, Deborah B. Josephson, as trustee for the Deborah B. Josephson Revocable Trust, Omaha, Nebraska, Erik Leibsohn, Paradise Vally, Arizona, Steve Leibsohn, Scottsdale, Arizona, and Matthew Rose, Phoenix, Arizona, as a group acting in concert to retain voting control of 68.97 percent of Guaranty Bankshares, Ltd and thereby indirectly retain control of Guaranty Bank and Trust Company, both of Cedar Rapids, Iowa.	Newspaper: Federal Register:	Not available 01/10/2017

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## Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	<b>End of Comment Period</b>	
HURON COMMUNITY BANK	* Branch	Huron Community Bank, East Tawas, Michigan, to establish a branch at 2210 South M-76, West Branch, Michigan.	Newspaper: Federal Register:	01/13/2017 Not applicable
STRATFORD BANCSHARES, INC.	* 3A5	Stratford Bancshares Inc., Stratford, Wisconsin, to acquire by merger all of the issued and outstanding capital stock of Spencer Bancorporation, Inc., Spencer, Wisconsin, and subsequently merge Stratford State Bank, Stratford, Wisconsin with and into Heritage Bank, Spencer, Wisconsin.	Newspaper: Federal Register:	Not available 01/06/2017
VILLAGE BANK & TRUST	* Branch	Village Bank and Trust, Arlington Heights, to establish a branch at 1635 Algonquin Road, Rolling Meadows, Illinois.	Newspaper: Federal Register:	12/08/2016 Not applicable
WOODTRUST FINANCIAL COF	CIC	Steven Bell individually and as Trustee Steven Bell Revocable Trust under Agreement, dtd 10/21/2009; Paula Bell Trustee Paula Bell Revocable Trust under Agreement dtd 10/21/2009; Elizabeth Killian Trustee Elizabeth Bell Killian Revocable Trust, dtd 08/03/2005; Rebecca Kettleson Trustee Rebecca Lynn Kettleson Revocable Trust, dtd 06/10/2005; Margaret Bell Trustee Margaret S. Bell Revocable Trust, dtd 05/25/2005; Steven Bell Trustee Paula Bell 2009 GRAT FBO Children, Paula Bell Second 2009 GRAT FBO Rebecca Kettleson, Paula Bell Second 2009 GRAT FBO Rebecca Kettleson, Paula Bell Second 2009 GRAT FBO Belizabeth Killian, and Paula Bell Second 2009 GRAT FBO Margaret Bell; Chad or Deborah Kane Trustees Chad and Deborah Kane Revocable Trust, dtd 01/22/2016; Steven Bell Trustee Paula Bell GRAT FBO Chad Kane; Steven Bell Trustee Paula Bell Second GRAT FBO Chad Kane; Catherine Bell Trustee Catherine Bell Revocable Trust, dtd 05/06/2010; James and Susan Mance Trustees Mance Family Revocable Trust; Linda Growney Trustee Linda Growney Revocable Trust dtd 06/09/2008; (Control Group) to retain control of more than 25 percent of the voting shares of WoodTrust Financial Corporation, and thereby indirectly control WoodTrust Bank, both of Wisconsin Rapids, Wisconsin.	Newspaper: Federal Register:	Not available 01/25/2017

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#### Federal Reserve Bank of Chicago

#### **Availability of CRA Public Evaluations**

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## Federal Reserve Bank of St. Louis

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
AMERICAN PACIFIC BANCORI INC.	* 3A1	American Pacific Bancorp, Inc., Harrisburg, Illinois, to become a bank holding company by acquiring 67 percent of Main Street Bancshares, Inc., Harrisburg, Illinois, and thereby indirectly acquiring Grand Rivers Community Bank, Grand Chain, Illinois.	Newspaper: Federal Register:	01/28/2017 01/27/2017
CENTENNIAL BANK	* Branch	Centennial Bank, Conway, Arkansas to establish a branch located at 26417 US Highway 19 North, Clearwater, Florida.	Newspaper: Federal Register:	01/20/2017 Not applicable
MAGNOLIA BANKING CORPORATION	CIC	Notice by T.H. Bradley, Jr., Magnolia, Arkansas, as trustee of the T.H. Bradley, Jr. Revocable Trust, Paula Bradley Smith, Magnolia, Arkansas, as trustee of the Paula Bradley Smith Revocable Trust, Thomas E. Smith, Magnolia, Arkansas, individually and as trustee of the Thomas E. Smith Revocable Trust, and Shannon Bradley Stuart, Magnolia, Arkansas, to collectively acquire an additional 3.30 percent of the shares and thereby control 19.23 percent of Magnolia Banking Corporation, Magnolia, Arkansas.	Newspaper: Federal Register:	Not available 01/25/2017

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#### Federal Reserve Bank of St. Louis

#### **Availability of CRA Public Evaluations**

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## Federal Reserve Bank of Minneapolis

Filer	Filing Type	Filing Proposal	End of Commen	t Period
ADAMS BANCSHARES, INC.	CIC	Change in Control Notice by Timothy M. Schneider, Adams, Minnesota, individually and as trustee of the Timothy Schneider Irrevocable Trust to acquire control of 10% or more of the voting shares of Adams Bancshares, Adams, Minnesota. In addition, the Trust is filing to acquire control of Company shares as part of the Schneider family shareholder group, and thereby indirectly acquire control of United Farmers State Bank, Adams, Minnesota.	Newspaper: Federal Register:	Not available 01/24/2017
HERITAGE BANCSHARES GROUP, INC.	CIC	The Jane Salland Trust dated December 16, 2015, Jane Salland and Andrea Falconieri, trustees, and Andrea Falconieri, individually, all of Denver, Colorado, to acquire voting shares of Heritage Bancshares Group, Inc., Spicer, Minnesota (HBGI), and thereby join the Geiger family shareholder group, which controls 25% or more of HBGI and thus indirectly controls Heritage Bank, National Association, Spicer, Minnesota.	Newspaper: Federal Register:	Not available 01/10/2017

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#### Federal Reserve Bank of Minneapolis

#### **Availability of CRA Public Evaluations**

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## District: 10 Federal Reserve Bank of Kansas City

Filer	Filing Type	Filing Proposal	End of Comme	nt Period
FARMERS STATE BANCSHARES, INC.	* 3A5	Farmers State Bancshares, Inc., Dodge, Nebraska, to merge with Farmers State Bancshares II, Inc., Spencer, Nebraska, parent of Farmers State Bank, Spencer, Nebraska.	Newspaper: Federal Register:	Not available 01/23/2017
GRACE INVESTMENT COMPANY, INC.	CIC	The Bryant James Gingrich 2012 Irrevocable Trust, the Bryant James Gingrich 2016 Irrevocable Trust, and Bryant James Gingrich, acting in his capacity as trustee of both such trusts, all three of Alva, Oklahoma, the Chad Wisdom McManus 2012 Irrevocable Trust, the Chad Wisdom McManus 2016 Irrevocable Trust, and Chad Wisdom McManus, acting in his capacity as trustee of both such trusts, all three of Enid, Oklahoma, and the Kelsey Grace Gingrich 2012 Irrevocable Trust, the Kelsey Grace Hunter 2016 Irrevocable Trust, and Kelsey Grace Hunter, née Gingrich, acting in her capacity as trustee of both such trusts, all three of Edmond, Oklahoma; to acquire shares of Grace Investment Company, Inc., Alva Oklahoma, and for approval as members of the Peggy J. Wisdom Family Control Group. Grace Investments Company, Inc. is the parent company of Alva State Bank and Trust, Alva, Oklahoma; First National Bank in Okeene, Okeene, Oklahoma; and The First State Bank, Kiowa, Kansas.	Newspaper: Federal Register:	Not available 01/18/2017
STATE EXCHANGE BANCSHARES, INC.	CIC	Clay Muegge and Chad Muegge, both of Lamont, Oklahoma, to retain shares of State Exchange Bancshares, Inc., Lamont, Oklahoma, and for approval as members of the Muegge Family Group that controls State Exchange Bancshares, Inc., parent of State Exchange Bank, both of Lamont.	Newspaper: Federal Register:	Not available 01/24/2017
WOODSTOCK LAND AND CATTLE COMPANY	CIC	James Barta, Fremont, Nebraska, Jack Barta, Blair, Nebraska, and Walter Hoff, Atlanta, Georgia, to acquire control of Woodstock Land and Cattle Company, parent of Fullerton National Bank, both of Fullerton, Nebraska, through the acquisition of voting shares.	Newspaper: Federal Register:	Not available Not available

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#### Federal Reserve Bank of Kansas City

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## Federal Reserve Bank of Dallas

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
INDEPENDENT BANK GROUP, INC.	* 3A5 4c8	Application by Independent Bank Group, Inc., McKinney, Texas, to: 1) acquire 100 percent of Carlile Bancshares, Inc., Fort Worth, Texas, pursuant to section 3(a)(5) of the Bank Holding Company Act, and indirectly Northstar Bank, Denton, Texas; and 2) to engage in non-banking activities through the acquisitions of Carlile Capital, LLC., Fort Worth, Texas, Washington Investment Company, Denver, Colorado, and Colorado Front Range Holdings, Inc., Denver, Colorado, pursuant to section 4(c)(8) of the Bank Holding Company Act.	Newspaper: Federal Register:	01/30/2017 Not available
TEXAS REGIONAL BANK	* 18C * Branch	Application by Texas Regional Bank, Harlingen, Texas, to acquire by merger The Blanco National Bank, Blanco, Texas, and to establish the three locations of the acquired institution as branches of Texas Regional Bank.	Newspaper: Federal Register:	01/06/2017 Not applicable
TEXAS STATE BANKSHARES, INC.	* 3A5	Application by Texas State Bankshares, Inc., Harlingen, Texas, to acquire by merger Blanco National Holdings, Inc., Blanco, Texas, and therefore indirectly, to acquire The Blanco National Bank, Blanco, Texas.	Newspaper: Federal Register:	01/06/2017 01/13/2017

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#### Federal Reserve Bank of Dallas

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<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

# District: 12 Federal Reserve Bank of San Francisco Filings received during the week ending January 7, 2017

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
COMMONWEALTH BUSINESS BANK	* Branch	Commonwealth Business Bank, Los Angeles, California, to establish a branch office at 2164 Royal LN, Dallas, TX 75229. The bank will close the branch located at 3030 LBJ Freeway #1100, Dallas, TX 75234.	Newspaper: Federal Register:	Not available Not applicable
COMMONWEALTH BUSINESS BANK	* Branch	Commonwealth Business Bank, Los Angeles, California, to establish a branch at 2625 Old Denton Road #574, Carrollton, Texas.	Newspaper: Federal Register:	Not available Not applicable
EAST WEST BANK	PWI	East West Bank, Pasadena, California, to make a \$14.8 million public welfare investment in Anchor Village Associates, LP.	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

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

#### 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

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act