Federal Reserve Release



H.2

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

No. 3

Week Ending January 20, 2018

Forms

Forms -- final Board review to extend without revision the Reporting, Recordkeeping, and Disclosure Requirements Associated with the Guidance on Response Programs for Unauthorized Access to Customer Information (FR 4100).

- Approved, January 17, 2018

Forms -- initial Board review to extend with revision the Margin Credit Reports related to extensions of credit secured by margin stock (FR G-1, FR G-2, FR G-3, FR G-4, FR T-4, and FR U-1).

- Proposed, January 17, 2018

Forms -- initial Board review to extend without revision the Recordkeeping Requirements Associated with Limitations on Interbank Liabilities (Regulation F).

- Proposed, January 17, 2018

Forms -- final Board review to extend with revision the Financial Statements of U.S. Nonbank Subsidiaries of U.S. Holding Companies (FR Y-11), Abbreviated Financial Statements of U.S. Nonbank Subsidiaries of U.S. Holding Companies (FR Y-11S), Financial Statements of Foreign Subsidiaries of U.S. Banking Organizations (FR 2314), and Abbreviated Financial Statements of Foreign Subsidiaries of U.S. Banking Organizations (FR 2314S).

- Approved, January 18, 2018

Forms -- final Board review to revise without extension the Structure Reporting Requirements for Domestic and Foreign Banking Organizations (FR Y-6, FR Y-7, FR Y-10, and FR Y-10E).

- Approved, January 18, 2018

Forms -- final Board review to extend without revision the Recordkeeping Requirements Associated with the Real Estate Lending Standards Regulation for State Member Banks (Reg H-5).

- Approved, January 17, 2018

Personnel

Division of Supervision and Regulation -- appointment of Karen Caplan, Keith Coughlin, and Vaishali Sack as assistant directors.

- Approved, January 12, 2018

(A/C)

Regulations and Policies

Reports to Congress -- (1) interagency report to Congress on capital and accounting differences among the federal banking agencies as of September 30, 2017, and (2) report to Congress regarding the Board's implementation of enhanced prudential standards under section 165 of the Dodd-Frank Act.

- Approved, December 26, 2017

(A/C)

Enforcement

Heartland Bank, Little Rock, Arkansas -- termination of a prompt-corrective-action directive issued on August 15, 2017.

- Approved, January 16, 2018

H.2 Actions under delegated authority

S&R Supervision and Regulation

RBOPS Reserve Bank Operations and Payment Systems

C&CA Consumer and Community Affairs **FOMC** Federal Open Market Committee

IF International FinanceMA Monetary Affairs

Bank Holding Companies

General Counsel

Commerce Bancorp, Inc., Greenwood, Mississippi -- waiver of application to acquire Tallahatchie Holding Company, Charleston, and Tallahatchie County Bank, in connection with Tallahatchie County Bank's merger with and into Bank of Commerce, Greenwood.

- Granted, January 19, 2018

Richmond

Eagle Financial Services, Inc., Berryville, Virginia -- to engage in lending activities.

- Withdrawn, January 16, 2018

General Counsel

The First Bancshares, Inc., Hattiesburg, Mississippi -- waiver of application to acquire Sunshine Financial Inc., Tallahassee, Florida, and Sunshine Community Bank, in connection with Sunshine Community Bank's merger with and into The First, A National Banking Association, Hattiesburg.

- Granted, January 19, 2018

Richmond

Old Line Bancshares, Inc., Bowie, Maryland -- to acquire Bay Bancorp, Inc., Columbia, and thereby indirectly acquire Bay Bank, FSB.

- Withdrawn, January 19, 2018

Banks, Foreign

Director, S&R

BNP Paribas, Paris, France -- relief from certain commitments.

- Granted, January 18, 2018

Banks, State Member

Atlanta

Regions Bank, Birmingham, Alabama -- to make a public welfare investment.

- Withdrawn, January 18, 2018

Change in Bank Control

Kansas City

First Altus Bancorp, Inc., Altus, Oklahoma -- to retain control of First Altus Bancorp, Inc., and its subsidiary, Frazer Bank, Altus.

- Permitted, January 19, 2018

Minneapolis

Heritage Bancshares Group, Inc., Spicer, Minnesota -- change in bank control of Heritage Bancshares Group, Inc., and its subsidiary, Heritage Bank, NA, Spicer.

- Withdrawn, January 18, 2018

Extensions of Time

St. Louis

First Savings Financial Group, Inc., Clarksville, Indiana -- extension to April 26, 2018, to acquire through merger Dearmin Bancorp, Inc., Odon, and thereby indirectly acquire The First National Bank of Odon; and for First Savings Bank, Clarksville, to merge with The First National Bank of Odon and to retain the acquired facilities as branches.

- Granted, January 17, 2018

Financial Holding Companies

Dallas

Cadence Bancorporation, Houston, Texas -- election to become a financial holding company.

- Effective, January 17, 2018

Member ship

St. Louis

Independence Bank of Kentucky, Owensboro, Kentucky -- to become a member of the Federal Reserve System.

- Approved, January 18, 2018

Federal Reserve Bank of Boston

Filings received during the week ending January 20, 2018

Filer Filing Type Filing Proposal End of Comment Period

NONE

^{*} 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

RSSD

NONE

NI = Needs to improve

SN = Substantial noncompliance

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

ID	Institution / Location		Exam Date	Public Date	Rating	Exam Method
NONE						
CRA Examin	nations scheduled for	Quarter of				
Institution		Lo	ocation		Quarter	r

CRA

CRA

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

District: 2 Federal Reserve Bank of New York

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
AMERICAN EXPRESS COMPANY	Foreign Branch	American Express Company, on behalf of its subsidiary, American Express National Bank, upon conversion of American Express Centurion Bank, both of Salt Lake City, Utah, to establish a branch in George Town, Grand Cayman, Cayman Islands pursuant to Section 211.3(b)(3) of Regulation K.	Newspaper: Federal Register:	Not applicable Not applicable
BARCLAYS PLC	* 3A1	Barclays PLC and Barclays Bank PLC,	Newspaper:	02/11/2018
	* 3A3	both of London, England, to retain Barclays US Holdings Limited, New York, New York (BUSHL), upon BUSHL becoming a bank holding company through the ownership of all of the voting shares of Barclays US LLC, New York, New York, in an internal reorganization, pursuant to Section 3(a)(3) of the BHC Act and Section 225.15 of Regulation Y. In addition, BUSHL to become a bank holding company by acquiring all of the voting shares of Barclays US LLC and thereby indirectly acquire Barclays Bank Delaware, Wilmington, Delaware, pursuant to Section 3(a)(1) of the BHC Act and Section 225.15 of Regulation Y.	Federal Register:	Not available
CITIBANK, N.A.	Investment	Citibank N.A., Sioux Falls, South Dakota	Newspaper:	Not applicable
		and Citibank Overseas Investment Corporation, New Castle Delaware, to make an investment, pursuant to Section 211.9(f) of Regulation K.	Federal Register:	Not applicable
NORDEA BANK AB (PUBL)	FBSEA	Nordea Holding ABP, Helsinki, Finland, to	Newspaper:	Not available
		establish a NY State-licensed branch, in New York, New York, pursuant to Section 7(d) of the International Banking Act.	Federal Register:	Not applicable

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Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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ID	Illistitution / Location	Exam Date	Public Date	Rating	Exam Method
884303	CHEMUNG CANAL TC, ELMIRA, NEW YORK	06/19/2017	01/04/2018	S	Large Bank

Institution Quarter of

Location Quarter

NONE

Location Quarter

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

Federal Reserve Bank of Philadelphia

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
WILLIAM PENN, MHC	* MHC Merger	William Penn Mutual Holding Company ("MHC"), and its wholly-owned SLHC subsidiary, William Penn Bancorp, Levittown, PA ("Bancorp"), propose to indirectly acquire Audubon Savings Bank, Audubon, New Jersey ("ASB"), a mutual institution, through the merger of ASB with and into William Penn Bank, Levittown, Pennsylvania, a wholly-owned subsidiary of Bancorp, following the conversion of Audubon from a state-chartered mutual savings bank to a state-chartered mutual savings association.	Newspaper: Federal Register:	02/08/2018 Not applicable

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Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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NONE						
CRA Exa	ninations scheduled for	Quarter of				
Institution			Location		Quart	er

CRA

CRA

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

Federal Reserve Bank of Cleveland

Filings received during the week ending January 20, 2018

Filer Filing Type Filing Proposal End of Comment Period

NONE

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

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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SN = Substantial noncompliance

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NONE						
CRA Examin	ations scheduled for	Quarter of				
Institution			Location		Quarter	

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

Federal Reserve Bank of Richmond

Filings received during the week ending January 20, 2018

Filer Filing Type Filing Proposal End of Comment Period

NONE

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

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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S = Satisfactory

RSSD

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NI = Needs to improve

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NONE						
CRA Exami	inations scheduled for	Quarter of				
Institution			Location		Quarte	er

CRA

CRA

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

Federal Reserve Bank of Atlanta

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
JAMAICA NATIONAL	FBSEA	JN Bank LTD., Kingston, Jamaica,	Newspaper:	Not available
BUILDING SOCIETY		formerly known as Jamaica National Building Society, to establish a representative office in Florida.	Federal Register: No	Not applicable

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

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
539032	BANK INDEP, SHEFFIELD, ALABAMA	09/18/2017	01/03/2018	S	Large Bank
150035	FIRST FARMERS & MRCH B, COLUMBIA, TENNESSEE	08/14/2017	12/28/2017	S	Int Sm Bank

CRA Examinations scheduled for Quarter of

Institution	Location	Quarter
NONE		

District: 7 Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
ASSOCIATED BANC-CORP	* 4c8	Associated Banc-Corp, Green Bay,	Newspaper:	Not available
		Wisconsin to acquire Bank Mutual Corporation, Milwaukee, Wisconsin and thereby indirectly acquire Bank Mutual, Milwaukee, Wisconsin and thereby operate a savings association, pursuant to Section 225.28 (b)(4)(ii) of Regulation Y.	Federal Register:	10/11/2017
CBC FINANCIAL, INC.	* 3A1	CBC Financial, Inc., Westmont, Illinois, to	Newspaper:	Not available
		become a bank holding company through the acquisition of 100 percent of Citizens Bank of Chatsworth, Chatsworth, Illinois.	Federal Register:	11/07/2017
CHEBELLE CORPORATION	* 3A3	Chebelle Corporation, Belle Plaine, Iowa,	Newspaper:	Not available
		to acquire 100 percent of the outstanding shares of Victor State Bank, Victor, Iowa.	Federal Register:	Not available
EMMETSBURG BANK	* 3A3	Emmetsburg Bank Shares Inc.,	Newspaper:	Not available
SHARES, INC.		Emmetsburg, Iowa to acquire 100 percent of the outstanding shares of Panora State Bank, Panora, Iowa.	Federal Register:	02/06/2018
FARMINGTON BANCORP,	* 3A3	Farmington Bancorp, Inc., Farmington,	Newspaper:	Not available
INC.		Illinois to acquire 100 percent of the outstanding shares of Laura State Bank, Williamsfield, Illinois.	Federal Register:	01/29/2018
FIRST MID-ILLINOIS	TRST MID-ILLINOIS * 3A3 First Mid-Illinois Bancshares Inc.,		Newspaper:	Not available
BANCSHARES, INC.		Mattoon, Illinois to acquire 100 percent of First BancTrust Corporation, Champaign, Illinois and thereby indirectly acquire First Bank & Trust IL, Paris, Illinois.	Federal Register:	Not available
INDEPENDENT BANK	* 18C	Independent Bank Corporation, Grand	Newspaper:	Not available
CORPORATION	* 3A5	Rapids, Michigan to merge with TCSB Bancorp, Inc., Traverse City, Michigan. In	Federal Register:	02/02/2018
	* Branch	addition, Independent Bank Corporation's subsidiary bank, Independent Bank, Grand Rapids, Michigan, to merge with Traverse City State Bank, Traverse City, Michigan. As a result of the merger, Traverse City State Bank offices, located in Suttons Bay, Traverse City, and Williamsburg, Michigan, will become branches of Independent Bank.		
NATIONAL BANCSHARES WAUPUN, INC.	CIC	Notice by Michael D. Werner, Key West, Florida, as trustee of the Michael D. Werner Revocable Trust together with Judson Werner, Waupun, Wisconsin, as a group acting in concert, to retain control of more than 10 percent of the voting shares of National Bancshares, Inc., Waupun, Wisconsin and thereby indirectly control NBW Bank, Waupun, Wisconsin.	Newspaper: Federal Register:	Not available 01/19/2018
TOWN BANK	* Branch	Town Bank, Hartland, Wisconsin, to	Newspaper:	01/16/2018
		establish a branch at 1100 West Wells Street, Milwaukee, Wisconsin.	Federal Register:	Not applicable

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

Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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715144	GRUNDY BK, MORRIS, ILLINOIS	09/25/2017	01/09/2017	S	Small Bank
754246	LOGAN ST BK, LOGAN, IOWA	09/11/2017	12/30/2017	S	Small Bank
3303917	ROCKFORD B&TC, ROCKFORD, ILLINOIS	09/11/2017	01/09/2018	S	Int Sm Bank
2239288	WINTRUST BK, CHICAGO, ILLINOIS	08/08/2016	01/03/2018	O	Large Bank

CRA Examinations scheduled for Quarter of

Institution Location Quarter
NONE

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

District: 8 Federal Reserve Bank of St. Louis

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
FIRST BRECKINRIDGE	* 3A1	First Breckinridge Bancshares, Inc.	Newspaper:	02/19/2018
BANCSHARES, INC.	* 3A3	Irvington, Kentucky, to acquire 81% of the voting shares of Bancorp of Lexington, Inc, Lexington, Kentucky and thereby indirectly acquire Bank of Lexington, Inc., Lexington, Kentucky. Also a companion filing by Saber Investments, Inc., Irvington, Kentucky to become a bank holding company by acquiring 100% of the voting shares of Bancorp of Lexington, Inc., Lexington, Kentucky and thereby indirectly acquire Bank of Lexington, Inc., Lexington, Kentucky.	Federal Register:	Not available
MEADE BANCORP, INC.	* 3A3	Meade Bancorp, Inc. Brandenburg, Kentucky to acquire 19% of the voting shares of Bancorp of Lexington, Inc., Lexington, Kentucky, and thereby indirectly acquire Bank of Lexington, Inc., Lexington, Kentucky.	Newspaper: Federal Register:	02/19/2018 Not available

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Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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290052	CENTRAL BK OF THE OZARKS, SPRINGFIELD, MISSOURI	09/11/2017	01/10/2018	S	Int Sm Bank
155777	HEARTLAND BK, LITTLE ROCK, ARKANSAS	10/02/2017	01/05/2018	S	Small Bank

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

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
BOSSHARD BANCO, LTD.	CIC	Change in control notice by Alexandra Bosshard, Washington, DC, to retain and acquire shares of Bosshard Banco, Ltd., La Crosse, WI, as a member of the Bosshard family shareholder group, and thereby indirectly control shares of First National Bank of Bangor, Bangor, WI, and Intercity State Bank, Schofield, WI.	Newspaper: Federal Register:	01/10/2018 01/19/2018
CYRUS BANCSHARES, INC.	* 3A5	Cyrus Bancshares, Inc., Cyrus, Minnesota, to merge with Quality Bankshares, Inc., Page, North Dakota, and thereby indirectly acquire Quality Bank, Fingal, North Dakota.	Newspaper: Federal Register:	Not available 02/16/2018
HERITAGE BANCSHARES GROUP, INC.	CIC	Change in Control Notice by Heritage Bancshares Group, Inc., Employee Stock Ownership Plan and Trust, Spicer, Minnesota, and its proposed trustee, Justin Lee Rey, Sioux Falls, South Dakota, to become the single largest controlling shareholders over 10 percent of Heritage Bancshares Group, Inc., Spicer, Minnesota, and thereby indirectly gain control of Heritage Bank, NA, Spicer, Minnesota.	Newspaper: Federal Register:	Not available Not available

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Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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CRA Examinations scheduled for

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Quarter of

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
ID	Illstitution / Location	Exam Date	Public Date	Rating	Exam Method
256553	DACOTAH BK, ABERDEEN, SOUTH DAKOTA	07/17/2017	01/11/2018	О	Large Bank

Institution Location Quarter NONE

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

Federal Reserve Bank of Kansas City

Filer	Filing Type	Filing Proposal	End of Commen	t Period
AMERICAN			Newspaper:	Not available
BANCORPORATION, INC.		Sapulpa, Oklahoma, individually, to retain voting shares and thereby control of American Bancorporation, Inc., Sapulpa, Oklahoma (the company), and indirect control of American Heritage Bank, Sapulpa, Oklahoma. In addition, James A. Dilley Jr., Jarrett Blake Dilley, Kaylee D. Berry, Hannah D. Berry, Brooklyn B. Berry, and the Guy L. Berry, Jr. Trust B-1, all of Sapulpa, Oklahoma, to retain /acquire voting shares and be approved as members of the Berry Family Group, which acting in concert controls the company.	Federal Register:	02/12/2018
MACKEY BANCO, INC.	CIC	Winifred Holm, Omaha, Nebraska, to	Newspaper:	Not available
		retain voting shares of Mackey BanCo, Inc., Ansley, Nebraska, and for approval as a member of the Royal family group which controls Mackey BanCo, Inc. Mackey Banco, Inc. is the parent of Security State Bank, Ansley, Nebraska.	Federal Register:	02/08/2018
TRI VALLEY BANCSHARES,	CIC	Jeffrey Royal, Omaha, Nebraska, to retain	Newspaper:	01/31/2018
INC.		voting shares of Tri Valley Bancshares, Inc., and thereby indirect control of Tri Valley Bank, both of Talmage, Nebraska.	Federal Register:	02/12/2018

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Federal Reserve Bank of Kansas City

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2957014	AMERICAN ST B&TC, GREAT BEND, KANSAS	09/18/2017	12/21/2017	S	Int Sm Bank
601050	COMMERCE BK, KANSAS CITY, MISSOURI	04/03/2017	12/21/2017	O	Large Bank
736550	UNION ST BK, EVEREST, KANSAS	09/11/2017	01/08/2018	S	Small Bank

CRA Examinations scheduled for Quarter of

Institution Location Quarter
NONE

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Federal Reserve Bank of Dallas

Filer	Filing Type	Filing Proposal	End of Commen	t Period
2013 MONTE HULSE FAMILY IRREVOCABLE TRUST I, THE	* 3A3	Application by The 2013 Monte Hulse Family Irrevocable Trust I, Waco, Texas, to acquire up to 30 percent of FCT Bancshares, Inc., Waco, Texas, and thereby indirectly, First National Bank of Central Texas, Waco, Texas.	Newspaper: Federal Register:	Not available 01/29/2018
INDEPENDENT BANK GROUP, INC.	* 3A5	Application by Independent Bank Group, Inc., McKinney, Texas, to acquire 100 percent of Integrity Bancshares, Inc., and indirectly Integrity Bank, SSB, both of Houston, Texas.	Newspaper: Federal Register:	Not available 02/14/2018
TEXAS REGIONAL BANK	* Branch	Application by Texas Regional Bank, Harlingen, Texas, to establish a branch at 333 East Highway 290, Suite 350, Dripping Springs, Texas 78620.	Newspaper: Federal Register:	Not available Not applicable

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Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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Quarter of

RSSD			CRA	CRA	
ID	Institution / Location	Exam Date	Public Date	Rating	Exam Method
701857	CROWELL ST BK, CROWELL, TEXAS	09/11/2017	01/11/2018	S	Small Bank

Institution Location Quarter
NONE

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

Federal Reserve Bank of San Francisco

Filings received during the week ending January 20, 2018

Filer Filing Type Filing Proposal End of Comment Period

NONE

^{*} 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

NONE

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 Examin	ations scheduled for	Quarter of				
Institution			Location		Quarter	r

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