

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

No. 32

Week Ending August 11, 2018

Board of Governors of the Federal Reserve System, Washington, DC 20551

### **Board Operations**

Administrative Conference of the United States (ACUS) -- designation of the General Counsel as the Board's representative to the ACUS. - Approved, August 10, 2018

# <u>Forms</u>

Forms -- final Board review to extend with revision the Report of Selected Money Market Rates (FR 2420).

- Approved, August 9, 2018

# **Regulations and Policies**

Prepaid Cards -- annual report to Congress on government-administered, general-use prepaid cards, in accordance with the Dodd-Frank Act.

- Approved, August 10, 2018

# Enforcement

Citigroup Inc., New York, New York -- (1) issuance of a consent order of assessment of a civil money penalty for the improper execution of residential mortgage-related documents, and (2) termination of a 2011 enforcement action against Citigroup and CitiFinancial Credit Company, Long Island City, related to residential mortgage loan servicing.

- Approved, August 9, 2018

#### H.2 Actions under delegated authority

C&CA Consumer and Community Affairs

FOMC Federal Open Market Committee

#### August 5, 2018 to August 11, 2018

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

# Bank Branches, Domestic

San Francisco

AltaPacific Bank, Santa Rosa, California -- to establish a branch at 1395 South Grand Avenue, Glendora.

- Approved, August 9, 2018

#### Atlanta

First Farmers and Merchants Bank, Columbia, Tennessee -- to establish a branch at 2306 21st Avenue South, Nashville.

- Approved, August 8, 2018

#### Atlanta

Synovus Bank, Columbus, Georgia -- to establish a branch at 6055 Lakeside Commons Drive, Macon.

- Approved, August 9, 2018

# Bank Holding Companies

#### Chicago

American Heartland Bancshares, Inc., Sugar Grove, Illinois -- to acquire Community Holdings Corporation, Palos Hills, and thereby indirectly acquire First Secure Bank and Trust Company.

- Approved, August 10, 2018

### **Bank Holding Companies**

General Counsel

Athens Bancorp, Inc., Athens, Illinois -- waiver of application to acquire NBP Financial Services, Inc., Petersburg, and National Bank of Petersburg (Petersburg Bank), in connection with the merger of Petersburg Bank with and into Athens State Bank, Athens.

- Granted, August 9, 2018

#### General Counsel

First Citizens BancShares, Inc., Raleigh, North Carolina; and First-Citizens Bank & Trust Company (FC Bank) -- waiver of application to acquire Capital Commerce Bancorp, Inc., Milwaukee, Wisconsin, and Securant Bank & Trust (Securant), in connection with the merger of Securant with and into FC Bank.

- Granted, August 9, 2018

#### Chicago

First Midwest Bancorp, Inc., Chicago, Illinois -- to acquire Northern States Financial Corporation, Waukegan, and thereby indirectly acquire NorStates Bank; and for First Midwest Bank, Chicago, to merge with NorStates Bank and thereby establish branches.

- Approved, August 10, 2018

#### General Counsel

Rio Financial Services, Inc., McAllen, Texas -- waiver of application to acquire Elsa State Bank & Trust Company (Elsa Bank), Elsa, in connection with Elsa Bank's merger with and into Rio Bank, McAllen.

- Granted, August 6, 2018

#### Kansas City

Topeka Bancorp, Inc., Topeka, Kansas -- relief from certain commitments.

- Approved, August 3, 2018

(A/C)

(A/C) = Addition or Correction

### **Bank Holding Companies**

General Counsel

Western Illinois Bancshares, Inc., Monmouth, Illinois -- waiver of application to acquire Andalusia Community Bank (ACB), Andalusia, in connection with the merger of ACB with and into Midwest Bank, Monmouth.

- Granted, August 9, 2018

# Bank Mergers

Chicago

Midwest Bank, Monmouth, Illinois -- to merge with Andalusia Community Bank, Andalusia, and thereby establish branches.

- Approved, August 9, 2018

### Banks, State Member

Kansas City

Equity Bank, Andover, Kansas -- to exercise trust powers.

- Approved, August 3, 2018

(A/C)

Director, S&R

Western Alliance Bank, Phoenix, Arizona -- to make a public welfare investment through its subsidiary, WA PWI, LLC, Phoenix.

- Approved, August 10, 2018

# Change in Bank Control

#### Dallas

City Bancshares, Inc., Corsicana, Texas -- to retain control of City Bancshares, Inc., and its subsidiary, City National Bank, Corsicana.

- Permitted, August 6, 2018

(A/C) = Addition or Correction

### Extensions of Time

Secretary

CB Financial Services, Inc., Carmichaels, Pennsylvania -- extension of time to meet certain regulatory reporting requirements.

- Granted, August 9, 2018

#### Secretary

CNB Bank Shares, Inc., Carlinville, Illinois -- extension of time to meet certain regulatory reporting requirements.

- Granted, August 9, 2018

#### Director, S&R

JPMorgan Chase & Co., New York, New York -- extension of time to conform or divest a merchant banking investment.

- Granted, August 6, 2018

#### Secretary

Old Point Financial Corporation, Hampton, Virginia -- extension of time to meet certain regulatory reporting requirements.

- Granted, August 9, 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, August 6, 2018

### Federal Reserve Bank of Boston

# Filings received during the week ending August 11, 2018

FilerFiling TypeFiling ProposalEnd of Comment Period
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NONE

#### **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

RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
654300	WASHINGTON SVG BK, LOWELL, MASSACHUSETTS	03/26/2018	08/06/2018	0	Small Bank
CRA Exam	ninations scheduled for Quarter of				
Institution		Location		Qu	larter
NONE					

### Federal Reserve Bank of New York

Filer	Filing Type	Filing Proposal	End of Comme	nt Period
SOLVAY BANK	* Branch	Solvay Bank, Solvay, New York, to establish a branch office to be located at 3201 West Genesee Street, Syracuse, New York.	Newspaper: Federal Register:	08/10/2018 Not applicable
STANDARD CHARTERED HOLDINGS INC.	4c8	Standard Chartered Bank, London, England, through its subsidiary, Standard Chartered Holdings, Inc., New York, New York, to engage through a newly formed entity, The Consortium, LLC, in data processing activities, pursuant to Section 225.28(b)(14) of Regulation Y.	Newspaper: Federal Register:	Not applicable Not available

#### Federal Reserve Bank of New York

#### Availability of CRA Public Evaluations

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NONE						
CRA Exam	ninations scheduled for	Quarter of				
Institution			Location		Qua	arter
NONE						

### Federal Reserve Bank of Philadelphia

# Filings received during the week ending August 11, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period
	8-JF-	8 • <b>F</b> • • • •	

NONE

#### Federal Reserve Bank of Philadelphia

#### Availability of CRA Public Evaluations

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NONE						
CRA Exam	inations scheduled for	Quarter of				
Institution			Location		Q	uarter
NONE						

### Federal Reserve Bank of Cleveland

# Filings received during the week ending August 11, 2018

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NONE

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

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NONE						
CRA Exam	ninations scheduled for	Quarter of				
Institution			Location		Qua	arter
NONE						

### Federal Reserve Bank of Richmond

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Filer	Filing Type	Filing Proposal	End of Comment Period
	8 -JF-	8F	

NONE

#### **Federal Reserve Bank of Richmond**

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NONE						
CRA Exam	ninations scheduled for	Quarter of				
Institution			Location		Qua	arter
NONE						

### Federal Reserve Bank of Atlanta

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
CAPSTAR FINANCIAL	* 18C	CapStar Financial Holdings, Inc.,	Newspaper:	08/27/2018
HOLDINGS, INC.	* 3A5 * Branch	Nashville, Tennessee, to merge with Athens Bancshares Corporation, and thereby directly acquire Athens Federal Community Bank, National Association, both of Athens, Tennessee. In connection with the merger, Applicant's subsidiary bank, CapStar Bank, Nashville, Tennessee, to merge with Bank and thereby acquire 10 Tennessee branches.	Federal Register:	09/04/2018

#### Federal Reserve Bank of Atlanta

#### Availability of CRA Public Evaluations

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NONE						
CRA Exam	ninations scheduled for	Quarter of				
Institution			Location		Qua	arter
NONE						

### Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
FIRST MID-ILLINOIS BANCSHARES, INC.	* 3A3	First Mid-Illinois Bancshares, Inc., Mattoon, Illinois, to acquire 100 percent of SCB Bancorp, Inc., and thereby indirectly acquire Soy Capital Bank and Trust Company, both of Decatur, Illinois.	Newspaper: Federal Register:	Not available 09/04/2018

#### Federal Reserve Bank of Chicago

#### Availability of CRA Public Evaluations

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NONE						
CRA Exam	ninations scheduled for	Quarter of				
Institution			Location		Qua	arter
NONE						

### Federal Reserve Bank of St. Louis

Filer Filing Type		Filing Proposal	<b>End of Comment Period</b>		
OAKSTAR BANK	* Branch	OakStar Bank, Springfield, Missouri requests to establish a branch facility at 3620 E. Sunshine Street, Springfield, Missouri.	Newspaper: Federal Register:	08/21/2018 Not applicable	

#### Federal Reserve Bank of St. Louis

#### Availability of CRA Public Evaluations

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NONE						
CRA Exam	ninations scheduled for	Quarter of				
Institution			Location		Qua	arter
NONE						

### Federal Reserve Bank of Minneapolis

Filer	Filing Type	Filing Proposal	<b>End of Comment Period</b>		
CITIZENS COMMUNITY	* 3A3	Citizens Community Bancorp, Inc., Eau	Newspaper:	08/25/2018	
BANCORP, INC.		Claire, Wisconsin, to acquire 100 percent of United Bank, Osseo, Wisconsin.	Federal Register:	08/24/2018	
FISHBACK FINANCIAL	CIC	Patricia Fishback, Brookings, South	Newspaper:	Not available	
CORPORATION		<ul> <li>Dakota, individually and as trustee of the Robert E. Fishback GRAT A Trust,</li> <li>Brookings, South Dakota, to retain 10% or more of the shares and thereby control of Fishback Financial Corporation,</li> <li>Brookings, South Dakota (FFC BHC) and thereby indirectly retain control of First Bank &amp; Trust, Brookings, South Dakota (FBT Brookings) and First Bank &amp; Trust, Sioux Falls, South Dakota (FBT Sioux Falls). In addition, Mary Beth Fishback, Brookings, South Dakota and eighteen (18) trusts (with Mary Beth Fishback; Robert Fishback, Thomas Fishback, and Van Fishback, all of Brookings, South Dakota; and Ann Rivlin of Madison, Wisconsin each as trustee of one or more of these trusts), for retroactive approval to join the Fishback family shareholder group that controls 25% or more of FFC BHC and thereby indirectly controls FBT Brookings and FBT Sioux Falls.</li> </ul>	Federal Register:	08/27/2018	
HERITAGE BANCSHARES	CIC	Change in Control Notice by Heritage	Newspaper:	Not available	
GROUP, INC.		Bancshares Group, Inc., Employee Stock Ownership Plan and Trust, Spicer, Minnesota ("ESOP"), and Justin Rey, Sioux Falls, South Dakota, individually and as trustee of ESOP, to acquire additional shares of Heritage Bancshares Group, Inc., Spicer, Minnesota, and thereby indirectly acquire control of Heritage Bank, National Association, Spicer, Minnesota.	Federal Register:	08/08/2018	
MACKINAC FINANCIAL	* 3A3	Mackinac Financial Corporation,	Newspaper:	08/27/2018	
CORPORATION		Manistique, Michigan, to acquire 100 percent of Lincoln Community Bank, Merrill, Wisconsin.	Federal Register:	08/23/2018	
MIDCOUNTRY ACQUISITION		MidCountry Acquisition Corp.,	Newspaper:	Not available	
CORPORATION	Formation	Minneapolis, Minnesota, to become a savings and loan holding company by acquiring 100 percent of MidCountry Bank, Bloomington, Minnesota.	Federal Register:	08/28/2018	
N.A. CORPORATION	4c8	N.A. Corporation, Roseville, Minnesota to engage in data processing activities through its ownership of a 33 percent voting interest in ExcheQ, LLC, Roseville, Minnesota.	Newspaper: Federal Register:	Not applicable Not available	

### Federal Reserve Bank of Minneapolis

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
PARK FINANCIAL GROUP,	* 3A3	Park Financial Group, Inc., Minneapolis,	Newspaper:	08/30/2018
INC.		Minnesota, to acquire 48.46% of Mesaba Bancshares, Inc., Grand Rapids, Minnesota, and thereby indirectly acquire The Lake Bank, Two Harbors, Minnesota, and American Bank of the North, Nashwauk, Minnesota. In addition, Park Financial Group, Inc., has secured an option to purchase the remaining 51.54% of the voting shares of Mesaba Bancshares, Inc., Grand Rapids, Minnesota.	Federal Register:	09/04/2018
PF INVESTORS, INC.	* 3A1	PF Investors, Inc., Whitehall, Wisconsin, to	Newspaper:	08/10/2018
		become a bank holding company by acquiring 100% of PFSB Bancorporation, Inc., Pigeon Falls, Wisconsin, and thereby indirectly acquire Pigeon Falls State Bank, Pigeon Falls, Wisconsin.	Federal Register:	08/20/2018
WNB HOLDING COMPANY	* 3A3	WNB Holding Company, Winona,	Newspaper:	08/17/2018
	4c8	Minnesota, to acquire 100 percent of First State Bank of Wabasha, Wabasha, Minnesota. WNB Holding Company also to acquire 100 percent of First State Insurance of Wabasha, Inc., Wabasha, Minnesota and thereby indirectly engage in general insurance agency activities in a community that has a population not exceeding 5,000.	Federal Register:	08/10/2018

#### **Federal Reserve Bank of Minneapolis**

#### Availability of CRA Public Evaluations

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NONE						
CRA Exam	ninations scheduled for	Quarter of				
Institution			Location		Qua	arter
NONE						

### Federal Reserve Bank of Kansas City

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
AMERICAN NATION BANK	* Branch	American Nation Bank, Ardmore, Oklahoma, to establish a branch at 3018 University Boulevard, Durant, Oklahoma.	Newspaper: Federal Register:	08/31/2018 Not applicable
EMPLOYEE STOCK BONUS TRUST FOR THE EMPLOYEES OF CITIZENS BANK	CIC	Darrin Church, Farmington, New Mexico, to acquire control of the Citizens Bank Employees Stock Ownership and Retirement Savings Plan (ESOP), Farmington, New Mexico, by virtue of his authority to direct the Trustee of ESOP; and thereby indirectly control Citizens Bankshares, Inc., parent of Citizens Bank, both of Farmington, New Mexico.	Newspaper: Federal Register:	Not available 08/29/2018
FIRST MISSOURI BANK	* 18C * Branch	First Missouri Bank, Brookfield, Missouri, to purchase certain assets and assume certain liabilities of a branch located at 101 S. Market, Milan, Missouri, of UMB Bank, Kansas City, Missouri.	Newspaper: Federal Register:	Not available Not applicable
FIRST NATIONAL HOLDING COMPANY, INC.	CIC	John D. Russell, Fullerton, Nebraska, to retain voting shares of First National Holding Company, Inc., Fullerton, Nebraska, and for approval as a member of the Russell Family Group. In addition, Timothy Russell and Ann Russell, Hastings, Nebraska, Jamie McQuillan, Menomonee Falls, Wisconsin, Riley Russell, Lincoln, Nebraska, and Krista Heiden, Hickman, Nebraska, to be approved as members of the Russell Family Group which owns voting shares of First National Holding Company, Inc. First National Holding Company, Inc. controls First Bank and Trust of Fullerton, Nebraska.	Newspaper: Federal Register:	08/28/2018 08/29/2018
FIRST OF MINDEN FINANCIAL CORPORATION	CIC	Kelley V. Ayres, Minden, Nebraska, individually, as trustee of the Eloise R. Agee Non-Exempt Trust, Minden, Nebraska, and as a member of the Ayres Family Group; to retain voting shares of First Minden Financial Corporation (the company), and thereby indirectly acquire First Bank and Trust Company, both of Minden, Nebraska. Additionally, Lynda S. Ayres, Minden, Nebraska, to join the Ayres Family Group, which, acting in concert, controls the company.	Newspaper: Federal Register:	Not available 08/28/2018

### Federal Reserve Bank of Kansas City

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
Filer PAGE BANCSHARES, INC.	Filing Type CIC	Filing Proposal Kevin Page, Trustee of the Kevin Page Trust, Fort Worth, Texas, Dana Page, Co- Trustee of the Dana Page Trust, Austin, Texas, Meghan Anderson Smith, Co- Trustee of the Meghan Anderson Smith Trust, Fremont, Nebraska, Whitney Anderson, Co-Trustee of the Whitney Anderson Trust, Coppell, Texas, Eric Jones, Trustee of the Eric Jones Trust, Blue Lake, California, and Christopher Marious	End of Commer Newspaper: Federal Register:	nt Period Not available 08/27/2018
		Jones, Co-Trustee of the Christopher Marious Jones, Co-Trustee of the Christopher Marious Jones Trust, Los Angeles, California, to retain control of Page Bancshares, Inc., Liberty, Missouri, and for approval as members of the Page Family Group. The Page Family Group controls more than 25 percent of the shares of Page Bancshares, Inc., Liberty, Missouri, parent of Pony Express Bank, Braymer, Missouri.		
REPUBLIC TRINIDAD CORPORATION	CIC	George Wesley Boyd and Karen Boyd Pou, both of Dallas, Texas, and George Mitchell Boyd, Jr., Austin, Texas, to acquire voting shares of Republic Trinidad Corporation, Houston Texas, and for approval as members of the Boyd Family Group. Republic Trinidad Corporation is the parent of First National Bank in Trinidad, Trinidad, Colorado.	Newspaper: Federal Register:	Not available 08/29/2018

#### Federal Reserve Bank of Kansas City

#### Availability of CRA Public Evaluations

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NONE						
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Institution			Location		Qua	arter
NONE						

### Federal Reserve Bank of Dallas

Filer	Filing Type	Filing Proposal	End of Comment Period		
STEELE HOLDINGS, INC.	* 3A5 Steele Holdings, Inc., Tyler, Texas, to acquire by merger Joaquin Bankshares, Inc., Huntington, Texas, and indirectly Texas State Bank, Joaquin, Texas	Newspaper: Federal Register:	09/01/2018 08/31/2018		
VBT FINANCIAL CORPORATION	* 18C	Applications by VBT Financial	Newspaper:	08/11/2018	
	* 3A1	<ul> <li>* 3A1</li> <li>* 3A1</li> <li>* 3A3</li> <li>Corporation, San Antonio, Texas, to become a bank holding company through the acquisition of 100 percent of the stock of Vantage Bank Texas, San Antonio,</li> </ul>	Federal Register:	08/01/2018	
	* 3A3				
	* Branch	Texas, and to acquire 100 percent of the stock of Inter National Bank, McAllen, Texas; Vantage Bank Texas to acquire by merger Inter National Bank and to establish all offices of Inter National Bank as branches of Vantage Bank Texas.			

#### **Federal Reserve Bank of Dallas**

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NONE						
CRA Exam	inations scheduled for	Quarter of				
Institution			Location		Q	uarter
NONE						

### Federal Reserve Bank of San Francisco

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
BOU BANCORP, INC.	CIC	Change in Bank Control Notice by the Browning Family Group, Ogden, Utah, to retain shares of BOU Bancorp, Inc., and thereby retain shares of Bank of Utah, both of Ogden, Utah.	Newspaper:	08/08/2018
			Federal Register:	08/01/2018
SUMMIT BANCSHARES, INC	C. CIC	Change in Bank Control notice by Shirley	Newspaper:	Not available
		and Steve Nelson to retain 35.92 percent of the voting shares of Summit Bancshares, Inc., and thereby indirectly control Summit Bank, both of Oakland, California.	Federal Register:	Not available
SUMMIT BANCSHARES, INC. CIC		Change in Bank Control notice filed by the	Newspaper:	Not available
		<ul> <li>Shirley W. Nelson 2014 Trust UA 3/05/2014, the 9/06/2001 Shirley W.</li> <li>Nelson Revocable Trust, Alamo,</li> <li>California, Steven P. Nelson, Jr., the Steven P. Nelson, Jr. Summit Stock Trust UA 6/28/2018, Alamo, California, Bobby</li> <li>Westmoreland, Celina, Tennessee, and</li> <li>Lester Kenny Westmoreland, Celina,</li> <li>Tennessee, to retain shares of Summit</li> <li>Bancshares, Inc., and thereby indirectly</li> <li>control Summit Bank, both of Oakland,</li> <li>California.</li> </ul>	Federal Register:	08/28/2018

#### **Federal Reserve Bank of San Francisco**

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
197478	EAST WEST BK, PASADENA, CALIFORNIA	01/30/2017	08/02/2018	S	Large Bank
3194638	SEACOAST CMRC BK, SAN DIEGO, CALIFORNIA	03/06/2015	07/30/2015	0	Strategic Plan

CRA Examinations scheduled for	Quarter of	
Institution	Location	Quarter
NONE		