Federal Reserve Release



H.2

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

No. 42

Week Ending October 20, 2018

Bank Holding Companies

Old National Bancorp, Evansville, Indiana -- to acquire and merge with Klein Financial, Inc., Chaska, Minnesota, and thereby indirectly acquire KleinBank.

- Approved, October 15, 2018

Forms

Forms -- initial Board review to extend without revision the Basel II Interagency Pillar 2 Supervisory Guidance (FR 4199).

- Proposed, October 15, 2018

Forms -- to discontinue the Monthly Report of Traveler's Checks Outstanding (FR 2054).

- Approved, October 15, 2018

Regulations and Policies

Changes in U.S. Payments Fraud -- report on changes in U.S. noncash payments fraud from 2012 to 2016, as tracked in the Federal Reserve Payments Study.

- Published, October 16, 2018

Enforcement

The Royal Bank of Scotland Group, PLC, Edinburgh, Scotland; and The Royal Bank of Scotland PLC -- cease-and-desist order dated December 11, 2013, terminated October 10, 2018.

- Announced, October 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 Branches, Domestic

Richmond

Bank of the James, Lynchburg, Virginia -- to establish a branch at 5 Village Highway, Rustburg.

- Approved, October 17, 2018

Secretary

First Financial Bank, Cincinnati, Ohio -- to establish a branch at 50 Branigan Road, Franklin, Indiana.

- Approved, October 18, 2018

Atlanta

First Home Bank, Seminole, Florida -- to establish a branch at 2033 Main Street, Sarasota.

- Approved, October 15, 2018

Dallas

Happy State Bank, Happy, Texas -- to establish a branch at 1901 Central Drive, Bedford.

- Approved, October 19, 2018

Richmond

John Marshall Bank, Reston, Virginia -- to establish a branch at 14130 Noblewood Plaza, Woodbridge.

- Approved, October 17, 2018

Bank Branches, Domestic

Dallas

Origin Bank, Choudrant, Louisiana -- to establish a branch at 1808 Sylvan Avenue, Dallas, Texas.

- Approved, October 19, 2018

Chicago

Wintrust Bank, Chicago, Illinois -- to establish a branch at 811 Fulton Market, Chicago.

- Approved, October 15, 2018

Bank Holding Companies

General Counsel

Business First Bancshares, Inc., Baton Rouge, Louisiana -- waiver of application to acquire Richland State Bancorp, Inc., Rayville, and Richland State Bank, in connection with Richland State Bank's merger with and into Business First Bank, Baton Rouge.

- Granted, October 17, 2018

Richmond

Citizens Bancshares Corporation, Olanta, South Carolina -- to acquire Regional Bankshares, Inc., Hartsville, and thereby indirectly acquire Heritage Community Bank.

- Withdrawn, October 16, 2018

New York

MB Mutual Holding Company, Wall Township, New Jersey, and MB Bancorp, Inc. -- to merge with Metuchen MHC, Metuchen, and Metuchen Bancorp, Inc., and thereby indirectly acquire Metuchen Savings Bank.

- Approved, October 15, 2018

Bank Holding Companies

General Counsel

Northern Trust Corporation, Chicago, Illinois -- request for an exemption under the Depository Institution Management Interlocks Act and Regulation L.

- Granted, October 17, 2018

Dallas

Spirit of Texas Bancshares, Inc., Conroe, Texas -- to acquire Comanche National Corporation, Comanche, and indirectly acquire The Comanche National Bank and Comanche National Corporation of Delaware, Wilmington, Delaware.

- Approved, October 16, 2018

Banks, Nonmember, and Miscellaneous Institutions

Director, S&R

EJF Capital LLC, Arlington, Virginia -- relief from certain commitments.

- Granted, October 17, 2018

Banks, State Member

St. Louis

First Bank, Creve Coeur, Missouri -- to make a public welfare investment.

- Approved, October 16, 2018

Change in Bank Control

Kansas City

First National Holding Company, Inc., Fullerton, Nebraska -- to retain control of First National Holding Company, Inc., and its subsidiary, First Bank and Trust of Fullerton, Fullerton.

- Permitted, October 16, 2018

Change in Bank Control

San Francisco

FNB Bancorp, Layton, Utah -- to retain control of FNB Bancorp and its subsidiary, First National Bank of Layton, Layton.

- Permitted, October 18, 2018

Atlanta

SBT Bancshares, Inc., Golden Meadow, Louisiana -- change in bank control of SBT Bancshares, Inc., and its subsidiary, State Bank and Trust Company, Golden Meadow.

- Permitted, October 15, 2018

Extensions of Time

Minneapolis

First Interstate Bank, Billings, Montana -- extension to January 25, 2019, to merge with Inland Northwest Bank, Spokane, Washington, and thereby establish branches (two requests).

- Granted, October 18, 2018

Chicago

First Midwest Bancorp, Inc., Chicago, Illinois -- extension to November 10, 2018, 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.

- Granted, October 19, 2018

Chicago

Minier Financial, Inc. Employee Stock Ownership Plan w/401(k) Provisions, Minier, Illinois -- extension to January 18, 2019, to acquire shares of Minier Financial, Inc., Minier, and thereby increase its indirect ownership of First Farmers State Bank.

- Granted, October 17, 2018

Financial Holding Companies

Chicago

West Town Bancorp, Inc., Raleigh, North Carolina -- election to become a financial holding company.

- Effective, October 19, 2018

Savings and Loan Holding Companies

Chicago

1895 Bancorp of Wisconsin, MHC, Greenfield, Wisconsin -- to become a mutual savings and loan holding company and for 1895 Bancorp of Wisconsin, Inc., Greenfield, to become a stock savings and loan holding company that will control a new savings association, PyraMax Bank, FSB.

- Approved, October 17, 2018

Federal Reserve Bank of Boston

Filings received during the week ending October 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

Federal Reserve Bank of New York

Filings received during the week ending October 20, 2018

Filer Filing Type Filing Proposal End of Comment Period

NONE

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Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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CRA Exami	inations scheduled for	Quarter of				
Institution			Location		Quarte	er

CRA

CRA

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Federal Reserve Bank of Philadelphia

Filer	Filing Type	Filing Proposal	End of Commen	nt Period
ORRSTOWN BANK	* Branch	Orrstown Bank, Shippensburg, PA, to	Newspaper:	11/02/2018
		establish a branch facility to be located at 920 Lititz Pike, Lititz PA.	Federal Register:	Not applicable

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Federal Reserve Bank of Philadelphia

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Quarter of

RSSD			CRA	CRA	
ID	Institution / Location	Exam Date	Public Date	Rating	Exam Method
342410	ORRSTOWN BK, SHIPPENSBURG, PENNSYLVANIA	12/04/2017	10/04/2018	S	Large Bank

Institution Location Quarter
NONE

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Federal Reserve Bank of Cleveland

Filings received during the week ending October 20, 2018

Filer Filing Type Filing Proposal End of Comment Period

NONE

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Federal Reserve Bank of Cleveland

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Quarter of

RSSD	The state of the s	F D :	CRA	CRA	E Malal
ID	Institution / Location	Exam Date	Public Date	Rating	Exam Method
443625	OTTOVILLE BK CO, OTTOVILLE, OHIO	07/09/2018	10/17/2018	S	Small Bank

Institution Location Quarter NONE

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

Federal Reserve Bank of Richmond

Filings received during the week ending October 20, 2018

Filer Filing Type Filing Proposal End of Comment Period

NONE

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Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
899428	FIRST BK, STRASBURG, VIRGINIA	06/04/2018	10/07/2018	S	Int Sm Bank

CRA Examinations scheduled for Quarter of

Institution Location Quarter
NONE

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Federal Reserve Bank of Atlanta

Filings received during the week ending October 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 Atlanta

Availability of CRA Public Evaluations

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ш	Institution / Location	Exam Date	rublic Date	Kating	Exam Method
675332	SUNTRUST BK, ATLANTA, GEORGIA	09/16/2016	10/17/2018	S	Large Bank

CRA Examinations scheduled for Quarter of

Institution Location Quarter

NONE

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

District: 7 Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
AJJ BANCORP, INC.	* 18C	AJJ Bancorp, Inc., Elkader, Iowa, to	Newspaper:	Not available
	* 3A3	acquire via merger 100 percent of the voting shares of Swisher Bankshares, Inc.,	Federal Register:	11/21/2018
	* Branch	Swisher. In addition, AJJ Bancorp. Inc.?s subsidiary bank, Central State Bank, Elkader, Iowa, to merge with Swisher Trust & Savings Bank, Swisher, Iowa. As a result of the merger, Swisher Trust and Savings Bank office located at 59 Rose Avenue, Swisher, Iowa, will become branch of Central State Bank.		
GLENWOOD STATE BANK	* 18C	Glenwood State Bank, Glenwood, Iowa, to	Newspaper:	Not available
	* Branch	merge with its sister bank, Frontier Savings Bank, Council Bluffs, Iowa. As a result of the merger, Glenwood State Bank will establish a branch at 940 Valley View Drive, Council Bluffs, Iowa.	Federal Register:	Not applicable
ΓOWN BANK	* 18C	Town Bank, Hartland, Wisconsin, to	Newspaper:	Not available
	* Branch	purchase certain deposit liabilities from PyraMax Bank, FSB, Greenfield, Wisconsin and establish a branch office at 1605 W. Mitchell Street, Milwaukee, Wisconsin.	Federal Register:	Not applicable
WCF BANCORP, INC.	* 3A1	WCF Bancorp, Inc., Webster City, Iowa,	Newspaper:	10/31/2018
		elects to become a bank holding company with respect to WCF Financial Bank, Webster City, Iowa.	Federal Register:	11/13/2018

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Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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NONE						
CRA Exai	ninations scheduled for	Quarter of				
Institution			Location		Qu	arter

CRA

CRA

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

Federal Reserve Bank of St. Louis

Filer	Filing Type	Filing Proposal	End of Commen	nt Period
SIMMONS BANK	* Branch	Simmons Bank, Pine Bluff, Arkansas, to	Newspaper:	Not available
		establish a branch facility located at 601 East Third Street, Little Rock, Arkansas.	Federal Register:	Not applicable

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Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE						
CRA Exam	inations scheduled for	Quarter of				
Institution			Location		Quart	er

CRA

CRA

Federal Reserve Bank of Minneapolis

Filer	Filing Type	Filing Proposal	End of Commer	nt Period
CEYLON BANCORPORATION, INC.	CIC	Change in Control Notice by Matthew Moran, Seattle, Washington; Gellert Dornay, Mercer Island, Washington; and Robert Cumming, Snohomish, Washington, each individually and, with Kevin Johnston, Issaquah, Washington, as a group acting in concert to acquire control of Ceylon Bancorporation, Inc. and thereby indirectly acquire control of the State Bank of Ceylon, both of Ceylon, Minnesota.	Newspaper: Federal Register:	Not available 11/01/2018
KIMBERLY LEASING CORPORATION	* 3A5	Kimberly Leasing Corporation, Augusta, Wisconsin, to merge with Augusta Financial Corporation and Caprice Corporation, both of Augusta, Wisconsin, and thereby indirectly acquire, Unity Bank, Augusta, Wisconsin and Unity Bank North, Red Lake Falls, Minnesota, respectively.	Newspaper: Federal Register:	Not available 11/06/2018
LAKE BANK SHARES, INC. EMPLOYEE STOCK OWNERSHIP PLAN	CIC	Lance E. Skov, Albert Lea, Minnesota, to become trustee of the Lake Bank Shares, Inc., Employee Stock Ownership Plan, Albert Lea, Minnesota and thereby acquire control of Lake Bank Shares, Inc., which owns Security Bank Minnesota, both of Albert Lea, Minnesota.	Newspaper: Federal Register:	11/08/2018 Not available
NORTHEAST SECURITIES CORPORATION	CIC	Change in Control Notice by the Belva H. Rasmussen 2018-A, Irrevocable Trust under Agreement dated April 26, 2018 ("Trust A"), and the Belva H. Rasmussen 2018-B Irrevocable Trust under Agreement dated April 26, 2018 ("Trust B"), both of Minneapolis, Minnesota (trustees Teresa J. Rasmussen, Orono Minnesota; Eva B. Rasmussen, Edina, Minnesota; Thomas M. Beck, Eden Prairie, Minnesota; and Chris R. Fitzmorris, Little Canada, Minnesota); to acquire control of Northeast Securities Corporation, Minneapolis ("NSC"), Minnesota, and thereby indirectly gain control of Northeast Bank, Minneapolis, Minnesota. In addition, Chris R. Fitzmorris, as a trustee, to acquire control of NSC and thereby indirectly gain control of Northeast Bank.	Newspaper: Federal Register:	10/31/2018 11/05/2018
OPPORTUNITY BANK OF MONTANA	* 18C * Branch	Opportunity Bank of Montana, Helena, Montana, to merge with State Bank of Townsend, Townsend, Montana, and incident thereto, establish branches.	Newspaper: Federal Register:	Not available Not applicable

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Federal Reserve Bank of Minneapolis

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CRA Exam	inations scheduled for	Quarter of				
Institution			Location		Quart	er

CRA

CRA

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

Federal Reserve Bank of Kansas City

Filer	Filing Type	Filing Proposal	End of Comment Period		
BANK 7	* Branch	Bank7, Oklahoma City, Oklahoma, to	Newspaper:	11/03/2018	
		establish a branch at 8837 Lebanon Road, Frisco, Texas.	Federal Register:	Not applicable	
CITIZENS BANK OF KANSAS	* 18C	Citizens Bank of Kansas, Kingman,	Newspaper:	Not available	
	* Branch	Kansas, to merge with Verus Bank, Derby, Kansas, and incident thereto, to establish several branches.	Federal Register:	Not applicable	
EQUITABLE FINANCIAL	* 3A1	Equitable Financial Corp., Grand Island,	Newspaper:	11/07/2018	
CORP.		Nebraska, to become a bank holding company through the acquisition of 100 percent of the voting shares of Equitable Bank, Grand Island, Nebraska.		11/06/2018	
EQUITY BANK	* 18C	Equity Bank, Andover, Kansas, to purchase	Newspaper:	Not available	
	* Branch	certain assets and assume certain liabilities	Federal Register:	Not applicable	
		of the Guymon, Oklahoma, and Cordell, Oklahoma, branches of MidFirst Bank, Oklahoma City, Oklahoma, and incident thereto, to establish three branches.			
FALCON	CIC	The Beaver Creek Trust - 2nd Generation,	Newspaper:	10/31/2018	
BANCORPORATION, INC.		Clinton, Oklahoma, and Shawn Grubb, Weatherford, Oklahoma, individually, and as Trustee of such trust, to acquire voting shares of Falcon Bancorporation, Inc., Memphis, Texas, and thereby indirectly	Federal Register:	10/31/2018	
		acquire First Bank and Trust of Memphis, Memphis, Texas.			
FIRST STATE BANK	* 18C	First State Bank Nebraska, Lincoln,	Newspaper:	Not available	
NEBRASKA	* Branch	Nebraska, to merge with The Nehawka Bank, Nehawka, Nebraska, and incident thereto, to establish two branches.	Federal Register:	Not applicable	
FOOTE FINANCIAL	* 3A1	Foote Financial Shares, LLC, Manhattan,	Newspaper:	Not available	
SERVICES, LLC		Kansas, to become a bank holding company through the acquisition of 100 percent of the voting shares of Peoples State Bank, Manhattan, Kansas.	Federal Register:	11/20/2018	
HYDRO BANCSHARES, INC.	CIC	The Beaver Creek Trust - 2nd Generation,	Newspaper:	10/31/2018	
		Clinton, Oklahoma, and Shawn Grubb, Weatherford, Oklahoma, individually, and as Trustee, to acquire voting shares of Hydro Bancshares, Inc., Hydro, Oklahoma, and thereby indirectly acquire Bank of Hydro, Hydro, Oklahoma.	Federal Register:	10/31/2018	
ROCKY FINANCIAL	CIC	The Beaver Creek Trust - 2nd Generation,	Newspaper:	10/31/2018	
CORPORATION	Clinton, Oklahoma, and Shawn Grubb, Weatherford, Oklahoma, individually, and as Trustee, to acquire voting shares of Rocky Financial Corporation, Cordell, Oklahoma, and thereby indirectly acquire Bank of Cordell, Cordell, Oklahoma.		Federal Register:	10/31/2018	

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Federal Reserve Bank of Kansas City

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485054	BANK OF ELGIN, ELGIN, NEBRASKA	07/23/2018	10/15/2018	S	Small Bank
245351	FRAZER BK, ALTUS, OKLAHOMA	07/09/2018	10/11/2018	S	Int Sm Bank

CRA Examinations scheduled for Quarter of

Institution	Location	Quarter
NONE		

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District: 11 Federal Reserve Bank of Dallas

Filer	Filing Type	Filing Proposal	End of Comment Period		
ADAM BANK GROUP, INC.	DAM BANK GROUP, INC. * 3A3 Application by Adam Bank Group, Inc., College Station, Texas, to acquire Andrews Holding Company, and indirectly, Commercial State Bank, both of Andrews, Texas.		Newspaper: Federal Register:	11/06/2018 11/06/2018	
DOMINION BANCSHARES, INC.	* 3A1	Application by Dominion Bancshares, Inc., Dallas, Texas, to become a bank holding company by acquiring 100 percent of Grapeland State Bank, Grapeland, Texas.	Newspaper: Federal Register:	11/13/2018 11/13/2018	
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to establish a branch at 7602 North Navarro Street, Victoria, Texas 77904.	Newspaper: Federal Register:	10/18/2018 Not applicable	
SANDHILLS BANCSHARES, INC.	CIC	Retroactive notice by Kent McDaniel, of Monahans, Texas, individually, and Kent McDaniel and Melanie Bruns, of Katy, Texas, collectively, to retain control of 25 percent or more of the common shares and thereby control of Sandhills Bancshares, Inc., and therefore, indirectly, Tejas Bank, both of Monahans, Texas.	Newspaper: Federal Register:	Not available 11/09/2018	
VERITEX HOLDINGS, INC.	* 18C * 3A5 * Branch	Application by Veritex Holdings, Inc., Dallas, Texas, to acquire by merger Green Bancorp, Inc., and indirectly Green Bank, National Association, both of Houston, Texas; and application by Veritex Community Bank, Dallas, Texas, to acquire by merger Green Bank and to establish the existing twenty-three locations of Green Bank as branches of Veritex Community Bank.	Newspaper: Federal Register:	10/07/2018 10/08/2018	

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Federal Reserve Bank of Dallas

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262358	AMERICAN ST BK, ARP, TEXAS	06/04/2018	10/15/2018	S	Small Bank

CRA Examinations scheduled for Quarter of

Institution Location Quarter

NONE

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Federal Reserve Bank of San Francisco

Filer Filing Type		Filing Proposal	End of Comment Period		
BAKER BOYER BANCORP	CIC	Notice of Change in Control filed by Peter J. Allen, David B. Gordon, and Megan F. Clubb on behalf of a group of shareholders, acting in concert under a Limited Shareholders Agreement, to control 45 percent of the outstanding shares of Baker Boyer Bancorp, Walla Walla, Washington.	Newspaper: Federal Register:	Not available Not available	
SILICON VALLEY BANK	PWI	Silicon Valley Bank, Santa Clara, California, requests prior approval to make a \$1 million public welfare investment in Mission Community Loan Fund LLC and a \$2 million public welfare investment in BRIDGE Impact Capital.	Newspaper: Federal Register:	Not applicable Not applicable	

^{*} 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 ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
160360	DBA OR PACIFIC BK, FLORENCE, OREGON	06/18/2018	10/09/2018	S	Small Bank
243375	GREEN DOT BK, PROVO, UTAH	06/11/2018	10/10/2018	S	Strategic Plan
431172	PACIFIC PREMIER BK, IRVINE, CALIFORNIA	05/07/2018	10/12/2018	O	Large Bank
256179	UTAH INDEP BK, SALINA, UTAH	06/05/2017	10/09/2018	O	Small Bank

CRA Examinations scheduled for Quarter of

Institution Location Quarter
NONE

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