



BOARD OF GOVERNORS OF THE FEDERAL RESERVE SYSTEM
WASHINGTON, DC 20551

January 29, 2016

John M. Geiringer, Esq.
Barack Ferrazzano Kirschbaum & Nagelberg LLP
200 West Madison Street, Suite 3900
Chicago, Illinois 60606

Dear Mr. Geiringer:

This is in response to your request on behalf of QCR Holdings, Inc. (“QCR”), Moline, for an exemption from the prohibitions of the Depository Institution Management Interlocks Act (“Interlocks Act”)¹ and Regulation L² to permit Ms. Lindsay Corby to remain a director on the board of QCR while at the same time serving as a management official of Byline Bank, Chicago, all of Illinois.

The Interlocks Act and Regulation L prohibit a management official of a depository institution or a depository holding company with total assets exceeding \$2.5 billion (or of any affiliate of such an organization) from serving at the same time as a management official of an unaffiliated depository organization with total assets exceeding \$1.5 billion (or of any affiliate of such an organization), regardless of the location of the two depository organizations (“major assets prohibition”).³ QCR and Byline Bank each have assets that exceed the applicable thresholds of the major assets prohibition.⁴

¹ 12 U.S.C. § 3201 *et seq.*

² 12 CFR Part 212.

³ 12 U.S.C. § 3203; 12 CFR 212.3(c).

⁴ Ms. Corby has served as a director of QCR since September 2012. In June 2013, Ms. Corby became a management official of Byline Bank. At the time, the interlock was permissible. On December 31, 2014, QCR reported assets that triggered the major assets prohibition. Within 15 months of triggering the prohibition, or by March 31, 2016, Ms. Corby must either terminate her service at

Under the general exemption provision of Regulation L, the Board may permit an interlock that otherwise would be prohibited by the Interlocks Act if the Board determines that the interlock would not result in a monopoly or in a substantial lessening of competition and would not present safety and soundness concerns.⁵ While the Board applies a strong presumption against granting a general exemption, the Board has allowed exemptions to be granted in certain limited situations. In addition, the Board has delegated to its General Counsel, in consultation with the Director of the Division of Banking Supervision and Regulation (“Director”), authority to grant exemptions under this provision of Regulation L.

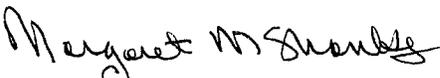
The interlock between QCR and Byline Bank would not result in a monopoly or in a substantial lessening of competition. The subsidiary depository institutions of QCR do not operate in the same banking markets as Byline Bank. The interlock also would not have any substantial effect on competition with respect to the nonbanking activities of QCR and Byline Bank’s parent, Byline Bancorp, Inc., Chicago, Illinois.

In addition, the interlock does not present safety and soundness concerns. Ms. Corby has had lengthy experience working with QCR, and her continued service at QCR would provide managerial continuity at two community banking organizations.

Based on all the facts of this case and for the reasons discussed above, the General Counsel, acting pursuant to authority delegated by the Board and after consultation with the Director, has granted an exemption to allow Ms. Corby to serve as a director of QCR while also serving as a management official of Byline Bank.

The Board reserves the right to revoke the exemption should the interlock result in a monopoly or a substantial lessening of competition or present safety and soundness concerns.

Sincerely yours,


Margaret McCloskey Shanks
Deputy Secretary of the Board

QCR or Byline Bank or receive a general exemption under Regulation L.
12 CFR 212.7(b).

⁵ 12 CFR 212.6(a).