
Federal Reserve Release



H.2

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

No. 18

Week Ending May 5, 2018

Bank Holding Companies

Independent Bank Group, Inc., McKinney, Texas -- to merge with Integrity Bancshares, Inc., Houston, and thereby indirectly acquire Integrity Bank SSB.
- Approved, April 30, 2018

Regulations and Policies

Federal Reserve Policy on Payment System Risk -- notice and request for comment on a risk-focused expansion in the use of real-time monitoring for Fedwire funds transfers.

- Approved, April 26, 2018

(A/C)

Regulation A (Extensions of Credit by Federal Reserve Banks) -- final rule to (1) revise the provisions regarding the establishment of the primary credit rate in a financial emergency and (2) delete references to the expired Term Asset-Backed Securities Loan Facility program.

- Approved, April 30, 2018

Enforcement

The Bank of Fayette County, Piperton, Tennessee -- issuance of a consent order of assessment of a civil money penalty.

- Announced, May 1, 2018

S&R Supervision and Regulation
C&CA Consumer and Community Affairs
FOMC Federal Open Market Committee

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

Bank Branches, Domestic

St. Louis

Decatur County Bank, Decaturville, Tennessee -- to establish a branch at 1270 Union University Drive, Jackson.

- Approved, May 2, 2018

Chicago

Town Bank, Hartland, Wisconsin -- to establish a branch at 1442 West Wisconsin Avenue, Milwaukee.

- Approved, May 4, 2018

Bank Holding Companies

Dallas

A.N.B. Holding Company, Ltd., Terrell, Texas -- to acquire additional shares of The ANB Corporation, Terrell, and indirectly acquire The American National Bank of Texas; First State Bank, Mesquite; Lakeside Bancshares, Inc., Rockwall; and Lakeside National Bank.

- Approved, May 2, 2018

Minneapolis

Choice Financial Holdings, Inc., Fargo, North Dakota -- to acquire Venture Bank, Bloomington, Minnesota.

- Approved, April 30, 2018

Bank Holding Companies

Chicago

Heartland Financial USA, Inc., Dubuque, Iowa -- to merge with First Bank Lubbock Bancshares, Inc., Lubbock, Texas, and thereby indirectly acquire First Bank & Trust Company.

- Approved, May 3, 2018

Bank Mergers

Kansas City

American State Bank & Trust Company, Great Bend, Kansas -- to merge with Rose Hill Bank, Rose Hill, and thereby establish branches.

- Approved, May 4, 2018

Change in Bank Control

San Francisco

American River Bankshares, Rancho Cordova, California -- change in bank control of American River Bankshares and its subsidiary, American River Bank, Sacramento.

- Permitted, May 1, 2018

Philadelphia

Honat Bancorp, Inc., Honesdale, Pennsylvania -- to retain control of Honat Bancorp, Inc., and its subsidiary, The Honesdale National Bank, Honesdale.

- Withdrawn, May 3, 2018

Philadelphia

Honat Bancorp, Inc., Honesdale, Pennsylvania -- to retain control of Honat Bancorp, Inc., and its subsidiary, The Honesdale National Bank, Honesdale.

- Permitted, May 4, 2018

Change in Bank Control

St. Louis

Saint Louis Bancshares, Inc., Town and Country, Missouri -- change in bank control of Saint Louis Bancshares, Inc., and its subsidiary, Saint Louis Bank, Town and Country, Missouri.

- Withdrawn, May 4, 2018

Extensions of Time

Secretary

Ameris Bancorp, Moultrie, Georgia -- commenter's request to extend the comment period on the application to merge with Hamilton State Bancshares, Inc., Hoschton, and thereby acquire Hamilton State Bank.

- Denied, April 30, 2018

Atlanta

Bank Independent, Sheffield, Alabama -- extension to December 31, 2018, to establish a branch at the northwest corner of Nance Road and Highway 72, Madison.

- Granted, May 3, 2018

Chicago

The Farmers and Mechanics Bank, Galesburg, Illinois -- extension to September 5, 2018, to establish a branch at the corner of Knox Square Drive and Veterans Drive, Galesburg.

- Granted, May 3, 2018

Kansas City

The Farmers State Bank, Quinton, Oklahoma -- extension to November 11, 2018, to establish a de novo branch at 520 South Main Street, Eufaula, and to increase its investment in bank premises.

- Granted, May 2, 2018

Extensions of Time

Minneapolis

Mackinac National Bancorp, Inc., Saint Ignace, Michigan -- extension to May 5, 2018, to become a bank holding company by acquiring First National Bank of Saint Ignace, Saint Ignace; and election to become a financial holding company.

- Granted, May 3, 2018

Membership

St. Louis

Dieterich Bank, National Association, Dieterich, Illinois -- to retain membership in the Federal Reserve System on conversion to a state-chartered bank.

- Approved, May 2, 2018

Savings and Loan Holding Companies

St. Louis

Mid-Southern, M.H.C., Salem, Indiana -- to convert to stock form and merge with and into Mid-Southern Bancorp, Inc., Salem (a newly formed savings and loan holding company); subsequently, for Mid-Southern Bancorp, Inc., to acquire Mid-Southern Savings Bank, F.S.B.

- Approved, May 4, 2018

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending May 5, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
HARBORONE BANCORP, INC.	* 3A3	Application by HarborOne Mutual Bancshares and its mid-tier stock holding company, HarborOne Bancorp, Inc., both of Brockton, Massachusetts, to acquire Coastway Bancorp, Inc., and its subsidiary bank, Coastway Community Bank, both of Warwick, Rhode Island pursuant to sections 3(a)(3) and 3(a)(5) of the Bank Holding Company Act of 1956, as amended.	Newspaper:	05/14/2018
	* 3A5		Federal Register:	05/11/2018

District: 1
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	Exam Date	CRA Public Date	CRA Rating	Exam Method
546003	BANKNEWPORT, NEWPORT, RHODE ISLAND	04/25/2016	12/15/2017	S	Large Bank
275479	COMMONWEALTH COOP BK, HYDE PARK, MASSACHUSETTS	07/10/2017	10/24/2017	S	Small Bank
859002	EASTHAMPTON SVG BK, EASTHAMPTON, MASSACHUSETTS	06/19/2017	04/26/2018	S	Large Bank
339773	NEEDHAM BK, NEEDHAM, MASSACHUSETTS	05/15/2017	04/12/2018	S	Large Bank
772008	SOUTH SHORE BK, SOUTH WEYMOUTH, MASSACHUSETTS	06/22/2015	12/26/2017	S	Large Bank

CRA Examinations scheduled for Quarter of

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 2
Federal Reserve Bank of New York
Filings received during the week ending May 5, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 2
Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

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District: 3
Federal Reserve Bank of Philadelphia
Filings received during the week ending May 5, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 3
Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

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District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending May 5, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
DOLLAR MUTUAL BANCORP	* MHC Formation	Application to reorganize into a MHC structure through the formation of Dollar Mutual Bancorp, Pittsburgh, PA, that will control Dollar Bank, FSB, Pittsburgh, PA, in connection with the thrift's conversion from mutual to stock form	Newspaper:	05/30/2018
			Federal Register:	06/05/2018
FIFTH THIRD BANK	* Branch	Fifth Third Bank, Cincinnati, Ohio, files an application to establish a branch office at 640 Eskenazi Avenue, Indianapolis, Indiana.	Newspaper:	04/30/2018
			Federal Register:	Not applicable

District: 4
Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 5
Federal Reserve Bank of Richmond
Filings received during the week ending May 5, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
VIRGINIA NATIONAL BANKSHARES CORPORATION	4c8	Virginia National Bankshares Corporation, Charlottesville, Virginia, to engage in financial and investment advisory activities and private placement services through a newly-formed nonbank subsidiary, Masonry Capital Management, LLC, Charlottesville, Virginia.	Newspaper:	Not applicable
			Federal Register:	05/18/2018

District: 5
Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 6
Federal Reserve Bank of Atlanta
Filings received during the week ending May 5, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 6
Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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NONE					

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****Filings received during the week ending May 5, 2018**

Filer	Filing Type	Filing Proposal	End of Comment Period	
ARBOR BANCORP, INC.	CIC	Notice by the William C. Martin 2018 Grantor Retained Annuity Trust #1, with William C. Martin as trustee; and the William C. Martin 2018 Grantor Retained Annuity Trust #2, with William C. Martin as trustee, all of Ann Arbor, Michigan, to join the Martin Family Control Group approved on December 15, 2017, and acquire control of 10 percent or more of the voting shares of Arbor Bancorp, Inc., and thereby indirectly control Bank of Ann Arbor, both of Ann Arbor, Michigan.	Newspaper:	Not available
			Federal Register:	Not available
CBC FINANCIAL, INC.	* 3A1	CBC Financial, Inc., Westmont, Illinois, to become a bank holding company through the acquisition of 100 percent of Citizens Bank of Chatsworth, Chatsworth, Illinois.	Newspaper:	Not available
			Federal Register:	11/07/2017
LIBERTY BANCORPORATION	CIC	Notice by Ronald L. Hansen, Durant, Iowa, individually and as a group acting in concert with Thomas O. Hansen Living Trust, Thomas O. Hansen, Trustee, both of Enoch, Utah and the Hansen Grandchildren's Trust, Durant, Iowa, Ronald L. Hansen and Thomas O. Hansen, co-trustees, to acquire control of Liberty Bancorporation, Durant, Iowa and indirectly control Liberty Trust and Savings Bank, Durant, Iowa.	Newspaper:	Not available
			Federal Register:	05/23/2018
QCR HOLDINGS, INC.	* 3A3	QCR Holdings, Inc., Moline, Illinois, to acquire 100 percent of the voting shares of Springfield Bancshares, Inc. and thereby indirectly acquire Springfield First Community Bank, both of Springfield, Missouri.	Newspaper:	Not available
			Federal Register:	05/24/2018
WESTBURY BANCORP, INC.	CIC	Notice by Westbury Bank ESOP, West Bend, Wisconsin to retain more than 10 percent of the voting shares of Westbury Bancorp, Inc., and thereby indirectly control Westbury Bank, both of West Bend, Wisconsin.	Newspaper:	05/18/2018
			Federal Register:	05/22/2018

District: 7
Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

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

Filings received during the week ending May 5, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANCSTAR, INC.	* 3A5	BancStar, Inc., and Pacific BancStar, Inc., both of St. Louis, Missouri, to acquire through merger 100 percent of the voting shares of Hillsboro Bancshares, Inc., Hillsboro, Missouri, and thereby indirectly acquire Bank of Hillsboro, Hillsboro, Missouri.	Newspaper:	06/01/2018
			Federal Register:	05/29/2018
FNB BARRY BANCORP, INC	CIC	Notice by Anna E. Hechler, Quincy, Illinois, individually and as part of a family control group that includes Joseph E. Gully, Barry, Illinois, to retain control of more than 25 percent of FNB Barry Bancorp, Inc., Barry, Illinois.	Newspaper:	05/16/2018
			Federal Register:	05/10/2018

District: 8
Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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143372	PROGRESSIVE OZARK BK, SALEM, MISSOURI	01/16/2018	04/23/2018	S	Small Bank
728742	UNITED BK & CAP TC, FRANKFORT, KENTUCKY	01/08/2018	04/25/2018	S	Int Sm 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

Filings received during the week ending May 5, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
BENIC HOLDINGS, INC.	* 3A1	Benic Holdings, Inc., Coon Rapids, Minnesota, to become a bank holding company by acquiring up to 100 percent of KES Bancshares, Inc., Virginia, Minnesota, and thereby indirectly acquire control of Northern State Bank, Virginia, Minnesota.	Newspaper:	Not available
			Federal Register:	06/05/2018
SECURITY FINANCIAL SERVICES CORPORATION	* 18C	Security Financial Services Corporation, Durand, Wisconsin, to acquire 100% of Pioneer Acquisition Corporation, Ladysmith, Wisconsin. In addition, Security Financial Bank, Durand, Wisconsin, to merge with Pioneer Bank of Wisconsin, Ladysmith, Wisconsin and incident thereto, establish branches.	Newspaper:	Not available
	* 3A5		Federal Register:	05/24/2018
	* Branch			

District: 9
Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending May 5, 2018**

Filer	Filing Type	Filing Proposal	End of Comment Period	
ANB BANK	* Branch	ANB Bank, Denver, Colorado, to establish a branch at 600 Main Street, Longmont, Colorado.	Newspaper:	Not available
			Federal Register:	Not applicable
CITIZENS STATE BANK	* Branch	Citizens State Bank, Wisner, Nebraska, to establish a mobile branch in connection with its physical branch at 754 Gold Coast Drive, Suite 101, Papillion, Nebraska.	Newspaper:	05/14/2018
			Federal Register:	Not applicable
FIRST ALTUS BANCORP, INC.	CIC	Ann R. Mock, Edmond, Oklahoma, Barry W. Mock, Altus, Oklahoma, and the Mock Irrevocable Trust and its co-trustee Rick Cheaney, both of Altus, Oklahoma, to retain shares of First Altus Bancorp, parent of Frazer Bank, both of Altus, Oklahoma.	Newspaper:	Not available
			Federal Register:	05/21/2018
FIRST SOUTHWEST BANCORPORATION, INC.	CIC	Jennifer J. Ostenson, Longmont, Colorado, Robert C. Hummel II and Patricia Hummel, Leawood, Kansas, and Carole T. Hummel as trustee of the Carole T. Hummel Revocable Trust of Fort Collins, Colorado, to retain voting shares of First Southwest Bancorporation, Inc., Alamosa, Colorado, and be approved as members of the Hummel family group, which acting in concert controls First Southwest Bancorporation, Inc. First Southwest Bancorporation, Inc. controls First Southwest Bank, Alamosa, Colorado.	Newspaper:	05/30/2018
			Federal Register:	05/18/2018
FSB BANCSHARES, INC.	CIC	Kevin Scott Perry, Edmond, Oklahoma, to acquire more than 25 percent of FSB Bancshares, Inc., Oklahoma City, Oklahoma, and thereby indirectly acquire First Security Bank and Trust Company, Oklahoma City, Oklahoma.	Newspaper:	05/11/2018
			Federal Register:	05/18/2018
SECURITY FINANCIAL SERVICES CORPORATION	CIC	Diane Athey, Enid, Oklahoma, individually and as co-trustee of several trusts, to acquire control of voting shares of Security Financial Services Corporation, Enid, Oklahoma. Peter Dillingham, Enid, Oklahoma, as co-trustee of several trusts, to acquire control of voting shares of Security Financial Services Corporation, Enid, Oklahoma, and for approval as a member of the Athey Control Group, which, acting in concert controls voting shares of Security Financial Services Corporation, Enid, Oklahoma. In addition, the Linda Ann Athey Non-Exempt Q-Tip Trust and the Linda Ann Athey GST Exemption Q-Tip Trust, both of Enid, Oklahoma, to acquire shares of Security Financial Services Corporation, Enid, Oklahoma and for approval as members of the Athey Control Group. Security Financial Services Corporation controls Security National Bank, both of Enid, Oklahoma.	Newspaper:	05/21/2018
			Federal Register:	05/23/2018

District: 10
Federal Reserve Bank of Kansas City
Filings received during the week ending May 5, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
TRUSTCO BANKSHARES, INC.	CIC	Keith E. Doss, Holt, Missouri, individually, and as trustee of the Keith E. Doss Revocable Trust dated February 8, 2018, to retain voting shares of Trustco Bankshares, Inc., Kearney, Missouri. Additionally, Janice A. Doss, Holt, Missouri, individually, and as trustee of the Janice A. Doss Revocable Trust dated February 8, 2018, to acquire voting shares of Trustco Bankshares, Inc., which controls Kearney Trust Company, Kearney, Missouri.	Newspaper:	05/22/2018
			Federal Register:	Not available

District: 10
Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending May 5, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period		
COMERICA BANK	PWI	Notice by Comerica Bank, Dallas, Texas, to make a Community Development and Public Welfare Investment.	Newspaper:	Not applicable	
			Federal Register:	Not applicable	
DIAMOND HTH STOCK COMPANY GP, LLC	* 18C	Application by Diamond HTH Stock Company GP, LLC, and Diamond HTH Stock Company, LP, both of Dallas, Texas, to become bank holding companies and retain ownership in Diamond A Financial, LP, and therefore indirectly, Hilltop Holdings Inc., PlainsCapital Corporation, and PlainsCapital Bank, all of Dallas, Texas; Maedgen & White, LTD., Diamond HTH Stock Company GP, LLC, Diamond HTH Stock Company, LP, Diamond A Financial, L.P., Hilltop Holdings, Inc., and PlainsCapital Corporation, all of Dallas, Texas, to indirectly acquire The Bank of River Oaks, Houston, Texas; and for PlainsCapital Bank, Dallas, Texas, to acquire by merger The Bank of River Oaks and to further operate all the target institution's branches as branches of PlainsCapital Bank.	Newspaper:	Not available	
	* 3A1		Federal Register:	05/11/2018	
	* 3A3				
	* Branch				

District: 11
Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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NONE		

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District: 12
Federal Reserve Bank of San Francisco
Filings received during the week ending May 5, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
MOUNTAIN PACIFIC BANCORP, INC.	* 3A1	Mountain Pacific Bancorp, Inc. to become a bank holding company by acquiring 100 percent of Mountain Pacific Bank, both of Everett, Washington. In addition, Mountain Pacific Bancorp, Inc. elects to become a financial holding company.	Newspaper:	05/17/2018
			Federal Register:	06/04/2018
PACIFIC PREMIER BANCORP, INC.	* 18C	Pacific Premier Bancorp, Inc., Irvine, California, to acquire 100 percent of Grandpoint Capital, Inc., and thereby indirectly acquire Grandpoint Bank, both of Los Angeles, California; 2)Grandpoint Bank, Los Angeles, California, to merge with and into Pacific Premier Bank, Irvine, California; and 3)Pacific Premier Bank, Irvine, California, to acquire 14 branch offices of Gandpoint Bank, Los Angeles, California.	Newspaper:	Not available
	* 3A3		Federal Register:	06/06/2018
	* Branch			

District: 12
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
NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act