
Federal Reserve Release



H.2

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

No. 29

Week Ending July 20, 2019

Bank Holding Companies

Chemical Financial Corporation, Detroit, Michigan -- to acquire TCF Financial Corporation, Wayzata, Minnesota, and thereby indirectly acquire TCF National Bank, Sioux Falls, South Dakota.

- Approved, July 15, 2019

Forms

Forms -- final Board review to extend without revision the Senior Credit Officer Opinion Survey on Dealer Financing Terms (FR 2034).

- Approved, July 15, 2019

Forms -- initial Board review to extend with revision the Report of Selected Balance Sheet Items for Discount Window Borrowers (FR 2046).

- Proposed, July 15, 2019

Regulations and Policies

Volcker Rule -- interagency coordination of reviews of the treatment of certain foreign funds under the Volcker Rule.

- Announced, July 17, 2019

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

Secretary

Pacific Premier Bank, Irvine, California -- to establish a branch at 2575 East Camelback Road, Phoenix, Arizona.

- Approved, July 18, 2019

Dallas

Texas Regional Bank, Harlingen, Texas -- to establish a branch at 2019 South 77 Sunshine Strip, Harlingen.

- Approved, July 19, 2019

Bank Holding Companies

Director, S&R

Citigroup Inc., New York, New York -- relief from certain commitments.

- Granted, July 16, 2019

Atlanta

LexPark Holdings - STC, LLC, Orlando, Florida; SouthernTrust Group, LP; and SouthernTrust Holdings, Inc. -- to acquire shares of First City Bank of Florida, Fort Walton Beach.

- Withdrawn, July 19, 2019

Boston

North Shore Bancorp, Peabody, Massachusetts -- waiver of application to acquire Beverly Financial, MHC, Beverly, in connection with the merger of Beverly Bank with and into North Shore Bank, Peabody.

- Granted, July 17, 2019

Bank Holding Companies

General Counsel

Peoples Bancorp Inc., Marietta, Ohio; and Peoples Bank -- request for an exemption under the Depository Institution Management Interlocks Act and Regulation L.

- Granted, July 17, 2019

Change in Bank Control

Chicago

Arendt's, Inc., Montezuma, Iowa -- change in bank control of Arendt's, Inc., and its subsidiary, Peoples Savings Bank, Montezuma.

- Permitted, July 15, 2019

San Francisco

Community Bancshares, Inc., Joseph, Oregon -- to retain control of Community Bancshares, Inc., and its subsidiary, Community Bank, Joseph.

- Permitted, July 16, 2019

Atlanta

Merit Holdings, LLC, Huntsville, Alabama -- to retain control of Merit Holdings, LLC, and its subsidiary, Merit Bank, Huntsville.

- Permitted, July 19, 2019

Richmond

Sevier County Bancshares, Inc., Sevierville, Tennessee -- change in bank control of Sevier County Bancshares, Inc., and its subsidiary, Sevier County Bank, Sevierville.

- Permitted, July 17, 2019

Extensions of Time

Atlanta

Community Bancshares of Mississippi, Inc. Employee Stock Ownership Plan, Brandon, Mississippi -- extension to October 19, 2019, to acquire additional shares of Community Bancshares of Mississippi, Inc., Brandon, and thereby indirectly acquire its subsidiary, Community Bank of Mississippi, Forest.

- Granted, July 19, 2019

St. Louis

Midland States Bank, Effingham, Illinois -- extension to October 20, 2019, to merge with HomeStar Bank and Financial Services, Manteno, and to retain the acquired facilities as branches.

- Granted, July 18, 2019

District: 1**Federal Reserve Bank of Boston****Filings received during the week ending July 20, 2019**

Filer	Filing Type	Filing Proposal	End of Comment Period	
CENTURY BANCORP, INC.	CIC	Notification Submitted Pursuant to 12 C.F.R. S 225.42(b)(1)(i) on behalf of Barbara J. Sloane, Barry R. Sloane, Linda Sloane Kay and Frank Dardeno with respect to Century Bancorp, Inc., Medford, Massachusetts.	Newspaper:	Not available
			Federal Register:	Not available
EASTHAMPTON SAVINGS BANK	* Branch	Application by Easthampton Savings Bank, Easthampton, Massachusetts, to establish a de novo branch to be located at 253 Triangle Street, Amherst, Massachusetts pursuant to Section 208.6 of Regulation H.	Newspaper:	Not available
			Federal Register:	Not applicable
MASCOMA BANK	* Branch	Application by Mascoma Bank, Lebanon, New Hampshire for approval to establish two branches at 242-244 North Winooski Avenue, Burlington, Vermont and 431 Pine Street, Burlington, Vermont pursuant to Section 208.6 of Regulation H.	Newspaper:	07/26/2019
			Federal Register:	Not applicable
MIDDLESEX FEDERAL MHC	* MHC Formation	Application by Middlesex Federal MHC, Somerville, Massachusetts to become a mutual savings and loan holding company, in connection with the reorganization of Middlesex Federal Savings, F. A., Somerville, Massachusetts from a federal mutual savings association to a stock savings association.	Newspaper:	Not available
			Federal Register:	07/05/2019

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
NONE					

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 July 20, 2019

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANCO BRADESCO S.A.	* 3A1	Banco Bradesco, S.A., Lecce Holdings S.A. , Fundacao Bradesco, BBD Participacoes S.A., Nova Cidade de Deus Participacoes S.A., and Cidade de Deus Cia. Comercial de Participcoes, all of Osasco, Sao Paulo, Brazil, to become bank holding companies by acquiring substantially all of the shares of BAC Florida Bank, Coral Gables, Florida.	Newspaper:	Not available
			Federal Register:	08/12/2019

District: 2
Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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District: 3
Federal Reserve Bank of Philadelphia
Filings received during the week ending July 20, 2019

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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District: 4
Federal Reserve Bank of Cleveland
Filings received during the week ending July 20, 2019

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 4
Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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Institution	Location	Quarter
NONE		

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District: 5
Federal Reserve Bank of Richmond
Filings received during the week ending July 20, 2019

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 5
Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

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District: 6
Federal Reserve Bank of Atlanta
Filings received during the week ending July 20, 2019

Filer	Filing Type	Filing Proposal	End of Comment Period	
AUBURNBANK	Premises	AuburnBank, Auburn, Alabama, for permission to exceed its limit of investment in premises.	Newspaper:	Not applicable
			Federal Register:	Not applicable
FIRST BANK SHARES OF THE SOUTH EAST, INC.	CIC	After the fact change in control notice filed by Jacquelyn Lee Johnson, as co-trustee of the Zachary M. Johnson, Jr. Irrevocable Trust, Woodbine, Georgia; Ms. Jennifer J. Pope, as co-trustee of the Zachary M. Johnson, Jr. Irrevocable Trust, Macon, Georgia; Mr. Zachary M. Johnson, III, as co-trustee of the Zachary M. Johnson, Jr. Irrevocable Trust, Alma, Georgia; and Mr. Homer Jackson Johnson, as co-trustee of the Zachary M. Johnson, Jr. Irrevocable Trust, from Alma, Georgia, to retain a combined interest of shares and thereby control of First Bank Shares of the South East, Inc., and its subsidiary, FNB South (formerly known as First National Bank South), both of Alma, Georgia.	Newspaper:	08/06/2019
			Federal Register:	08/05/2019

District: 6
Federal Reserve Bank of Atlanta

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.

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

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District: 7**Federal Reserve Bank of Chicago****Filings received during the week ending July 20, 2019**

Filer	Filing Type	Filing Proposal	End of Comment Period	
ANCHOR BANCORPORATION, INC.	CIC	Notice by William H. Davis, Fairview Park, Ohio, individually, and acting in concert with William A. Minnich, Lakewood, Ohio, to acquire 100 percent of the voting shares of Anchor Bancorporation, Inc., and thereby indirectly control Anchor State Bank, both of Anchor, Illinois.	Newspaper:	Not available
			Federal Register:	05/14/2019
BRODHEAD BANCSHARES, INC.	* 18C * 3A3 * Branch	Brodhead Bancshares, Inc., Brodhead, Wisconsin to acquire 100 percent of Farmers and Merchants Bank of Orfordville, Orfordville, Wisconsin which will be facilitated by an interim bank merger. Subsequently, the subsidiary bank of Brodhead Bancshares, Inc., The Bank of Brodhead, also of Brodhead, Wisconsin, to merge with Farmers and Merchants Bank of Orfordville. As a result of the merger, the Farmers and Merchants Bank of Orfordville office, located at 303 Spring Street, Orfordville, Wisconsin will become a branch of The Bank of Brodhead.	Newspaper:	08/10/2019
			Federal Register:	08/12/2019
MERCHANTS BANCORP	CIC	Carey Rogers Kulongoski, Portland, Oregon, Randall D. Rogers, Jr., Indianapolis, Indiana, Katherine H. Rogers, Sedona, Arizona, the Katherine H. Rogers Irrevocable GST Trust 2011, the Carey Rogers Kulongoski Irrevocable GST Trust 2011, the Randall D. Rogers, Jr. Irrevocable GST Trust 2011, and Mary H. Rogers, Vero Beach, Florida, as trustee of the Katherine H. Rogers Irrevocable GST Trust 2011, the Carey Rogers Kulongoski Irrevocable GST Trust 2011, and the Randall D. Rogers, Jr. Irrevocable GST Trust 2011, to retain 25 percent or more of the voting shares of Merchants Bancorp, Carmel, Indiana, and thereby indirectly retain control of Merchants Bank of Indiana, Carmel, Indiana, and Farmers-Merchants Bank of Illinois, Joy, Illinois.	Newspaper:	Not available
			Federal Register:	05/02/2019

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending July 20, 2019

Filer	Filing Type	Filing Proposal	End of Comment Period	
MERCHANTS BANCORP	CIC	Jody J. Petrie, Carmel, Indiana, through joint ownership and as trustee of the Julia L. Petrie Irrevocable GST Trust 2010, the Emily J. Petrie Irrevocable GST Trust 2010, the Julia L. Petrie Irrevocable Trust 2010, and the Emily J. Petrie Irrevocable Trust 2010, individually, and as a group acting in concert with the Julia L. Petrie Irrevocable GST Trust 2010, the Emily J. Petrie Irrevocable GST Trust 2010, the Julia L. Petrie Irrevocable Trust 2010, and the Emily J. Petrie Irrevocable Trust 2010, John H. Petrie, Carmel, Indiana, Claranna Petrie and Robert G. Negrete, both of Henderson, Nevada, Conradine Riedel, Knoxville, Tennessee, George A. Petrie and Cristina P. Petrie, both of Tampa, Florida, and Matthew E. Kaercher, Carmel, Indiana, to retain 25 percent or more of the voting shares and thereby control of Merchants Bancorp, Carmel, Indiana, and thereby indirectly retain control Merchants Bank of Indiana, Carmel, Indiana, and Farmers-Merchants Bank of Illinois, Joy, Illinois	Newspaper:	Not available
			Federal Register:	05/02/2019
WATERMAN ACQUISITION GROUP, LLC	* 3A1	Waterman Acquisition Group, LLC, Wilmette, Illinois to become a bank holding company by acquiring 100 percent of Waterman State Bank, Waterman, Illinois.	Newspaper:	Not available
			Federal Register:	03/11/2019
WINTRUST FINANCIAL CORPORATION	* 18C	Wintrust Financial Corporation, Rosemont, Illinois, to acquire 100 percent of STC Bancshares Corp., and thereby indirectly acquire STC Capital Bank, both of St. Charles, Illinois. In addition, Wintrust Financial Corporation's subsidiary bank, St. Charles Bank & Trust Company, St. Charles, Illinois, to merge with STC Capital Bank, St. Charles, Illinois. As a result of the merger, all offices of STC Capital Bank office will become branches of St. Charles Bank & Trust Company.	Newspaper:	Not available
	* 3A5		Federal Register:	08/02/2019
	* Branch			

District: 7
Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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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.

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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: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending July 20, 2019

Filer	Filing Type	Filing Proposal	End of Comment Period	
FARMERS BANCORP, INC. OF MARION, KENTUCKY	* 3A5	Farmers Bancorp, Inc., of Marion Kentucky, Marion, Kentucky, to acquire through merger 100 percent of the voting shares of Community Bancorp of Kentucky, Inc., Central City, Kentucky, and thereby indirectly acquire First State Bank, Inc., Central City, Kentucky.	Newspaper:	08/10/2019
			Federal Register:	08/15/2019

District: 8
Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE					

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Institution	Location	Quarter
NONE		

District: 9**Federal Reserve Bank of Minneapolis****Filings received during the week ending July 20, 2019**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BRIDGER COMPANY, THE	* 3A3	The Bridger Company, Bridger, Montana to acquire 100 percent of the voting shares of First Security Bank of Malta, Malta, Montana and Valley Bank of Glasgow, Glasgow, Montana.	Newspaper:	07/29/2019
			Federal Register:	08/02/2019
BROWNS VALLEY BANCSHARES, INC.	CIC	Change in Control notice by Patricia Readel, West Fargo, North Dakota, and Robert Zabel, Browns Valley, Minnesota, to retain shares of Browns Valley Bancshares, Inc., Browns Valley, Minnesota ("Browns Valley"), and by Wendy Gruby, Browns Valley, Minnesota, Lindsay Zabel, Waconia, Minnesota, Michael Readel, Moorhead, Minnesota, and Amanda Readel, West Fargo, North Dakota, to acquire shares of Browns Valley as part of a group acting in concert with Patricia Readel and Robert Zabel. Browns Valley controls Union State Bank of Browns Valley, Browns Valley, Minnesota.	Newspaper:	Not available
			Federal Register:	Not available
CAMERON BANCORP, INC.	CIC	Change in control notice by Ted Gerber and Kelly Gerber, both of Grantsburg, Wisconsin, to retain 10 percent or more of the shares and thereby control of Cameron Bancorp, Inc., Cameron, Wisconsin. Cameron Bancorp, Inc., controls Community Bank of Cameron, Cameron, Wisconsin. Additionally, Mary Gerber, Timothy Gerber, Heather Gerber, Caralyn Duerkop, Justin Duerkop (all of Cameron, Wisconsin), Ernest Tyler Gerber, Menasha, Wisconsin, Nancy Gerber, Exeland, Wisconsin, and Mercedes Gerber, Rice Lake, Wisconsin, to retain shares of Cameron Bancorp, Inc., and thereby join the Gerber Family group acting in concert, which controls greater than 25 percent or more of the shares and thereby control of Cameron Bancorp, Inc., Cameron, Wisconsin.	Newspaper:	07/31/2019
			Federal Register:	Not available
FRANSDEN FINANCIAL CORPORATION	* 3A3	Frandsen Financial Corporation, Arden Hills, Minnesota, to acquire 100 percent of Peoples Bank Midwest, Hayward, Wisconsin.	Newspaper:	Not available
			Federal Register:	Not available
PIONEER BANK	* 18C * Branch	Pioneer Bank, Mapleton, Minnesota to merge with The Nicollet County Bank of St. Peter, St. Peter, Minnesota and incident thereto, establish a branch.	Newspaper:	Not available
			Federal Register:	Not applicable

District: 9
Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

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District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending July 20, 2019**

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIDELITY FINANCIAL CORPORATION	* 3A1	Fidelity Financial Bancorporation, Wichita, Kansas, a savings and loan holding company, to become a bank holding company upon the conversion of its subsidiary, Fidelity Bank, Wichita, Kansas, to a commercial bank.	Newspaper:	08/14/2019
			Federal Register:	08/16/2019
O & F CATTLE COMPANY	CIC	Notification submitted by Mark Brase, Windsor, Colorado, individually and as trustee for the William S. Olson Trust, the Beth Brase Appointment Trust, the Christine Vanderliet Appointment Trust, and the Carla Lehman Appointment Trust, all of Windsor, Colorado, to retain voting shares of O & F Cattle Company, parent of Nebraska State Bank, both in Oshkosh, Nebraska. In addition, Christine Vanderliet, Angels Camp, California; Carla Lehman, Denver, Colorado; and Beth Brase, Windsor, Colorado, to retain voting shares of O & F Cattle Company, and to be approved as members of the Olson Family Group.	Newspaper:	Not available
			Federal Register:	Not available
WASHINGTON 1ST BANCO, INC.	CIC	Cynthia Judd Martinez, Lincoln, Nebraska, Paul W. Judd, Fairbury, Nebraska, and Maurice G. Judd, Fairbury, Nebraska, to retain voting shares of Washington 1st Banco, Inc. (the company) and thereby indirectly retain shares of FNB Washington, both of Washington, Kansas, and be approved as members of the Judd Family Group. Additionally, David A. Judd, Pomona, Kansas; Gary W. Judd, Parkville, Missouri, and Nancy L. Judd, Lincoln, Nebraska, to retain voting shares of the company as members of the Judd Family Group.	Newspaper:	Not available
			Federal Register:	07/25/2019
WHITCORP FINANCIAL COMPANY	CIC	Brian G. Wurst, Lamar, Colorado in his capacity as Trustee of three trusts; the Frank E. Whitham Trust No. 1, the Frank E. Whitham Trust No. 2, and Stewart A Whitham Trust No. 3, to acquire voting shares of Whitcorp Financial Company, Leoti, Kansas, and thereby indirectly control Western State Bank, Garden City, Kansas, and Frontier Bank, Lamar, Colorado, and to be approved as a member of the Whitham Control Group which controls Whitcorp Financial Company.	Newspaper:	Not available
			Federal Register:	07/25/2019

District: 10
Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending July 20, 2019

Filer	Filing Type	Filing Proposal	End of Comment Period
AMERICAN BANK HOLDING CORPORATION	CIC	Notice by Patricia H. Wallace, individually, and as trustee of the George S. Hawn Family Lifetime Trust, George S. Hawn, Jr. Family 2011 GST Exempt Trust, JHC 2004 Electing Small Business Trust f/b/o Benjamin B. Wallace, Jr., JHC 2004 Electing Small Business Trust f/b/o Patricia ('Tricia') H. Wallace, and co-trustee for the Wallace Family 2016 GST Exempt Trust, all of Corpus Christi, Texas; Benjamin B. Wallace, individually and as co-trustee for the Wallace Family 2016 GST Exempt Trust, Corpus Christi, Texas; Christina H. Hawn, individually and as trustee of the Christina H. Hawn Family 2016 GST Exempt Trust, Corpus Christi, Texas; John W. Wallace and Sally Wallace, both of Corpus Christi, Texas; Christina H. Bonner, Corpus Christi, Texas; Clayton J. Hoover, Jr., San Antonio, Texas; Gipson S. H. Dolan, as trustee of Gipson Sherman Hawn Dolan Revocable Lifetime Trust, Naples, Florida; Hailey M. H. Brown, as trustee of Hailey McCollough Hawn Brown Revocable Lifetime Trust, Charlotte, North Carolina; Helena M.H. Perry, as trustee of Helena McFarlin Hawn Perry Revocable Lifetime Trust, Vero Beach, Florida; and Hewit H. Rome, as trustee of Hewit Hawn Rome Revocable Lifetime Trust, Naples, Florida; together a group acting in concert, to acquire and retain control of American Bank Holding Corporation and indirectly, American Bank, National Association, both of Corpus Christi, Texas.	Newspaper: Not available Federal Register: 07/03/2019

District: 11
Federal Reserve Bank of Dallas

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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

District: 12
Federal Reserve Bank of San Francisco
Filings received during the week ending July 20, 2019

Filer	Filing Type	Filing Proposal	End of Comment Period	
ADYEN N.V.	FBSEA	Adyen, N.V., Amsterdam, Netherlands, to establish a branch in San Francisco, California, pursuant to Section 7(d) of the International Banking Act.	Newspaper:	Not available
			Federal Register:	Not applicable
FIRST COMMERCIAL BANK, LTD.	FBSEA	First Commercial Bank, Ltd., Taipei, Taiwan, to establish a branch office in Houston, Texas, pursuant to section 211.24 (a)(1) of Regulation K and section 7(d) of FBSEA.	Newspaper:	08/07/2019
			Federal Register:	Not applicable
HERITAGE BANK OF COMMERCE	* 18C * Branch	Heritage Bank of Commerce, San Jose, California, to merge with Presidio Bank, San Francisco, California, and thereby acquire six branch offices.	Newspaper:	Not available
			Federal Register:	Not applicable

* Subject to the provisions of the Community Reinvestment Act

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.

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CRA Examinations scheduled for **Quarter of**

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