
Federal Reserve Release



H.2

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

No. 14

Week Ending April 2, 2016

Forms

Forms -- initial Board review to extend without revision the Consumer Satisfaction Questionnaire (FR 1379a), Federal Reserve Consumer Help--Consumer Survey (FR 1379b), Consumer Online Complaint Form (FR 1379c), Appraisal Complaint Form (FR 1379d), Notice of Branch Closure (FR 4031), and Survey to Obtain Information on the Relevant Market in Individual Merger Cases (FR 2060).

- Proposed, March 28, 2016

Forms -- initial Board review to extend without revision the Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations (FR Y-7N) and Abbreviated Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations (FR Y-7NS), and to extend with revision the Capital and Asset Report for Foreign Banking Organizations (FR Y-7Q).

- Proposed, March 28, 2016

Forms -- initial Board review to extend without revision the Request for Extension of Time to Dispose of Assets Acquired in Satisfaction of Debts Previously Contracted (FR 4006), Stock Redemption Notification (FR 4008), Notice Claiming Status as an Exempt Transfer Agent (FR 4013), Investment in Bank Premises Notification (FR 4014), and Reports Related to Securities Issued by State Member Banks as Required by Regulation H (Reg H-1).

- Proposed, March 30, 2016

Regulations and Policies

Capital Requirements for U.S.-Based Globally Systemically Important Bank Holding Companies (GSIBs) -- publication for comment of proposed clarifying and technical revisions to the Board's rule regarding risk-based capital surcharges for GSIBs.

- Approved, April 2, 2016

Regulation WW (Liquidity Risk Measurement Standards) -- final rule amending the liquidity coverage ratio requirement (LCR rule) to include certain U.S. general obligation municipal securities as high-quality liquid assets.

- Approved, March 28, 2016

BS&R Banking Supervision and Regulation**RBOPS** Reserve Bank Operations and Payment Systems**C&CA** Consumer and Community Affairs**IF** International Finance**FOMC** Federal Open Market Committee**MA** Monetary Affairs**Bank Branches, Domestic**

Kansas City

Bank VI, Salina, Kansas -- to establish a branch at 2101 East Crawford Street, Salina.

- Approved, April 1, 2016

Chicago

Chemical Bank, Midland, Michigan -- to establish a branch at 1910 Parkview Avenue, Kalamazoo.

- Approved, March 31, 2016

Philadelphia

First Citizens Community Bank, Mansfield, Pennsylvania -- to establish a branch at 1157 West Branch Parkway, Winfield.

- Approved, March 29, 2016

Kansas City

Frazer Bank, Altus, Oklahoma -- to establish a branch at 309 4th Street, Chattanooga, and to increase its investment in bank premises.

- Approved, April 1, 2016

Philadelphia

Orrstown Bank, Shippensburg, Pennsylvania -- to establish a branch at 4750 Lindle Road, Harrisburg.

- Approved, April 1, 2016

Bank Branches, Domestic

San Francisco

Territorial Savings Bank, Honolulu, Hawaii -- to establish a branch at 735 Keeaumoku Street, Honolulu.

- Approved, April 1, 2016

Bank Holding Companies

General Counsel

First State Bancshares of DeKalb County, Inc., Fort Payne, Alabama -- waiver of application to acquire First Rainsville Bancshares, Inc., Rainsville, in connection with the merger of their subsidiaries, First Bank of the South with and into First State Bank of DeKalb County, Inc., Fort Payne.

- Granted, March 30, 2016

St. Louis

Paducah Bank Shares, Inc., Paducah, Kentucky -- to engage in credit-extending activities.

- Approved, March 30, 2016

Atlanta

Robertson Holding Company, L.P., Harrogate, Tennessee -- to acquire National Bank of Tennessee, Newport.

- Approved, April 1, 2016

Boston

Spencer MHC, Spencer, Massachusetts -- for Spencer MHC to merge with Green Valley Bancorp, MHC, Southbridge; and for Spencer Mid-Tier Holding Company, Spencer, to merge with Green Valley Bancorp, Inc., Southbridge.

- Approved, April 1, 2016

Bank Holding Companies

Atlanta

Unified Shares, LLC, Harrogate, Tennessee -- to acquire National Bank of Tennessee, Newport.

- Approved, April 1, 2016

Bank Mergers

Chicago

Town and Country Bank, Springfield, Illinois -- to purchase certain assets and assume certain liabilities of the Fairview Heights branch of Centru Bank, Streator, and thereby establish a branch.

- Approved, March 30, 2016

Banks, State Member

Director, BS&R

Regions Bank, Birmingham, Alabama -- to make certain public welfare investments.

- Approved, March 29, 2016

Capital Stock

Director, BS&R

The Northern Trust Company, Chicago, Illinois -- redemption of subordinated notes.

- Approved, March 30, 2016

Change in Bank Control

Atlanta

Commercial Bancgroup, Inc., Harrogate, Tennessee -- change in bank control of Commercial Bancgroup, Inc., and its subsidiary, Commercial Bank, Harrogate.

- Permitted, April 1, 2016

Change in Bank Control

Kansas City

Eudora Bancshares, Inc., Eudora, Kansas -- to retain control of Eudora Bancshares, Inc., and its subsidiary, Kaw Valley State Bank, Eudora.

- Permitted, April 1, 2016

Atlanta

The Nashville Holding Company, Nashville, Georgia -- to retain control of The Nashville Holding Company and its subsidiary, The Citizens Bank, Nashville.

- Withdrawn, March 31, 2016

Minneapolis

Natcom Bancshares, Inc., Superior, Wisconsin -- to retain control of Natcom Bancshares, Inc., and its subsidiary, National Bank of Commerce, Superior.

- Permitted, March 29, 2016

St. Louis

Pioneer Bancshares, Inc. of Horatio, Ark, Horatio, Arkansas -- to retain control of Pioneer Bancshares, Inc. of Horatio, Ark and its subsidiary, Horatio State Bank, Horatio.

- Permitted, March 29, 2016

Chicago

Vogel Bancshares, Inc., Orange City, Iowa -- to retain control of Vogel Bancshares, Inc., and its subsidiary, Iowa State Bank, Hull.

- Permitted, April 1, 2016

Change in Bank Control

Atlanta

Washington/Wilkes Holding Company, Washington, Georgia -- to retain control of Washington/Wilkes Holding Company and its subsidiary, F&M Bank, Washington.

- Permitted, March 30, 2016

Extensions of Time

Kansas City

Haviland Bancshares, Inc. Employee Stock Ownership Plan, Greensburg, Kansas -- extension to June 14, 2016, to become a bank holding company by acquiring additional shares of Haviland Bancshares, Inc., Haviland, parent of The Haviland State Bank, and thereby engage indirectly in general insurance activities.

- Granted, March 31, 2016

Membership

St. Louis

Simmons First National Bank, Pine Bluff, Arkansas -- to retain membership in the Federal Reserve System on conversion to a state-chartered institution.

- Approved, March 30, 2016

District: 1**Federal Reserve Bank of Boston****Filings received during the week ending April 2, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANKERS BANK NORTHEAST	* 3A5	Notification by BBN Financial Corporation to acquire Bankers? Bank Northeast, Glastonbury, Connecticut pursuant to section 3(a)(5) of the Bank Holding Company Act of 1956, as amended.	Newspaper:	Not available
			Federal Register:	Not available
HARBORONE BANCORP, INC.	* 3A1	Application by HarborOne Mutual Bancshares and HarborOne Bancorp, Inc., both of Brockton, Massachusetts, to become a mutual bank holding company and a mid-tier stock bank holding company, respectively, by acquiring 100% of the outstanding capital stock of HarborOne Bank, Brockton, Massachusetts, pursuant to section 3(a)(1) of the BHC Act of 1956, as amended, in connection with the conversion of HarborOne Bank from mutual to stock form and a minority stock issuance by the mid-tier holding company.	Newspaper:	Not available
			Federal Register:	04/11/2016
RANDOLPH BANCORP, INC.	* 3A1	Application by Randolph Bancorp, Inc., Stoughton, Massachusetts to: i) acquire 100% of the outstanding capital stock of Randolph Savings Bank, Stoughton, Massachusetts, pursuant to section 3(a)(1) of the BHC Act of 1956, as amended, in connection with the conversion of Randolph Bancorp, Stoughton, Massachusetts from mutual to stock form; and ii) acquire First Eastern Bankshares Corporation, Andover, Massachusetts and its wholly-owned subsidiary, First Federal Savings Bank of Boston, Boston, Massachusetts, pursuant to section 4(c)(8) of the BHC Act.	Newspaper:	04/17/2016
	* 4c8		Federal Register:	04/08/2016

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
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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 2

Federal Reserve Bank of New York

Filings received during the week ending April 2, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK OF NEW YORK MELLON THE	Investment	The Bank of New York Mellon, New York, New York, to make an investment in an indirect subsidiary, pursuant to Section 211.9(f) of Regulation K.	Newspaper: Federal Register:	Not applicable Not applicable
MANUFACTURERS AND TRADERS TRUST COMPANY	* Branch	Manufacturers and Traders Trust Company, Buffalo, New York, to establish a branch office located at 45 Eisenhower Drive, Paramus, Bergen County, New Jersey.	Newspaper: Federal Register:	Not available Not applicable

* Subject to the provisions of the Community Reinvestment Act

District: 2

Federal Reserve Bank of New York

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

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending April 2, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period
NONE			

District: 3

Federal Reserve Bank of Philadelphia

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

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending April 2, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
Belpre Bancorp	* MHC Formation	Application to reorganize into a MHC structure through the formation of Belpre Bancorp, Belpre, OH, that will control Belpre Savings Bank, Belpre, OH	Newspaper: Federal Register:	Not available Not available
FIRST MUTUAL HOLDING CO.	* MHC Merger	First MHC, Lakewood, Ohio, to acquire through merger Belpre Bancorp (MHC), Belpre, Ohio, and thereby directly control Belpre Savings Bank, Belpre, Ohio	Newspaper: Federal Register:	Not available Not applicable

District: 4

Federal Reserve Bank of Cleveland

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:

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- NI = Needs to improve
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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
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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending April 2, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANKCAP EQUITY FUND, LLC	* 3A3	BCP Fund I Virginia Holdings, LLC, The BankCap Association, which consists of BankCap Equity Fund, LLC, BankCap Partners GP, L.P., and BankCap Partners Fund I, L.P.; and BankCap Partners Opportunity Fund, L.P., all of Dallas, Texas, to acquire up to 7.1% of the voting shares of Hampton Roads Bankshares, Inc., Virginia Beach, Virginia, and thereby indirectly acquire voting shares of Bank of Hampton Roads, Virginia Beach, Virginia.	Newspaper: Federal Register:	Not available 04/25/2016
CHESAPEAKE BANK	* Branch	Chesapeake Bank, Kilmarnock, Virginia, intends to open a new branch at 1900 Lauderdale Drive, Henrico, Virginia.	Newspaper: Federal Register:	Not available Not applicable
FIRST BANK	* Branch	First Bank, Troy, North Carolina, to establish a branch at 4201 Congress Street, Suite 100, Charlotte, North Carolina.	Newspaper: Federal Register:	Not available Not applicable
FIRST BANK	* 18C * Branch	First Bank, Troy, North Carolina, to acquire certain assets and assume certain liabilities of six branch offices of First Community Bank, Bluefield, Virginia.	Newspaper: Federal Register:	Not available Not applicable
HAMPTON ROADS BANKSHARES, INC.	* 3A5 * 18C * Branch	CapGen Capital Group VI LP, CapGen Capital Group VI LLC, both of New York, New York, and Hampton Roads Bankshares, Inc., Virginia Beach, Virginia, to acquire 100% of the voting securities of Xenith Bankshares, Inc., Richmond, Virginia, and thereby indirectly acquire Xenith Bank, Richmond, Virginia. In addition, Bank of Hampton Roads, Virginia Beach, Virginia, to merge with Xenith Bank, Richmond, Virginia.	Newspaper: Federal Register:	Not available 04/25/2016

* Subject to the provisions of the Community Reinvestment Act

District: 5

Federal Reserve Bank of Richmond

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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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
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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 6**Federal Reserve Bank of Atlanta****Filings received during the week ending April 2, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIRST CITIZENS FINANCIAL CORPORATION	CIC	Prior change in control notice by Strategic Value Investors, LP, and its general partner, Strategic Value Bank Partners, LLC, both of Beachwood, Ohio; Benjamin Mackovak, Cleveland, Ohio; and Martin E. Adams, Naples, Florida; for permission to acquire more than 10 percent of First Citizens Financial Corporation, and its subsidiary, Foothills Community Bank, both of Dawsonville, Georgia.	Newspaper: Federal Register:	04/12/2016 04/12/2016
FIRST FARMERS AND MERCHANTS BANK	* Branch	First Farmers and Merchants Bank, Columbia, Tennessee, to establish a branch located at 5020 Harpeth Drive, Brentwood, Tennessee.	Newspaper: Federal Register:	Not available Not applicable
HERITAGE FIRST BANCSHARES, INC.	CIC	Prior change in control notice filed by Andrew Charles Heaner, Atlanta, Georgia, to acquire an additional 2.73 percent of the outstanding shares of Heritage First Bancshares, Inc., and its subsidiary, Rome, Georgia. Total pro forma ownership will equal 26.74 percent.	Newspaper: Federal Register:	Not available Not available
OCEAN BANKSHARES, INC.	CIC	After-the-fact notification filed by: 1) A. Alfonso Macedo, Adriana Macedo Moncayo, Olga E. Macedo, and Sandra Macedo Moncayo (the Macedo Family); 2) Javier Macedo Rodriguez, Belkis Macedo de Graterol, Candida Isabel Macedo Rodriguez, and Nelly Macedo Rodriguez (the Rodriguez Family); and 3) Ernesto de Abreu Gonzalez, Carmen Elena de Abreu, Mercedes Coromoto de Abreu Gonzalez, and Jose Alberto de Abreu Gonzalez (the Gonzalez Family) and the Macedo, Rodriguez, and Gonzalez Families' multiple related companies, partnerships, trusts, and trustees to maintain control of Ocean Bankshares, Inc. (Bankshares) and its subsidiary, Ocean Bank (Bank), both of Miami, Florida, pursuant to the Change in Bank Control Act of 1978.	Newspaper: Federal Register:	08/27/2015 Not available
SUNTRUST BANK	* Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 14040 Walsingham Road, Largo, Florida, to be known as the Indian Rocks Office.	Newspaper: Federal Register:	04/14/2016 Not applicable

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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Federal bank regulators use the following performance levels to rate an institution's performance under CRA:

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- 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
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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending April 2, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
AMBANK HOLDINGS, INC.	CIC	Notice by Venkateswararao Alla, Rock Island, Illinois, individually and as trustee of the Revocable Trust Agreements known as: Atlantic Financial Holdings I Trust, the Atlantic Financial Holdings II Trust, the Atlantic Financial Holdings III Trust, and the Atlantic Financial Holdings IV Trust, all of Rock Island, Illinois; and acting in concert with Rajesh Alla, Rock Island, Illinois, Rakesh Alla, Rock Island, Illinois, and Suresh Alla, Moline, Illinois; for approval to increase and retain control of more than 25 percent of the voting shares of Ambank Holdings, Inc., Davenport, Iowa, and thereby indirectly control American Bank and Trust Company, N.A., Davenport, Iowa, pursuant to the Change in Bank Control Act.	Newspaper: Federal Register:	04/07/2016 04/01/2016
BLACKHAWK BANCORPORATION, INC.	* 3A5	Blackhawk Bancorporation, Inc., Milan, Illinois, to merge with First Port Byron Bancorp, Inc. and thereby indirectly acquire Port Byron State Bank, both of Port Byron, Illinois.	Newspaper: Federal Register:	Not available Not available
BOSCOBEL BANCORP, INC.	* 3A5 * 18C * Branch	Boscobel Bancorp, Inc., Boscobel, Wisconsin to merge with Rural Bancshares of Wisconsin, Inc., Livingston, Wisconsin, and thereby indirectly acquire Livingston State Bank, Livingston, Wisconsin. In addition, Community First Bank, Boscobel, Wisconsin, to merge with Livingston State Bank, Livingston, Wisconsin. As a result of the merger, Community First Bank, Boscobel, Wisconsin, will establish branches at 125 East Center Street, Livingston, Wisconsin; and 1800 Progressive Parkway and 170 West Main Street, both of Platteville, Wisconsin. Notice by Thomas G. Kenney, Fennimore, Wisconsin, to acquire control of more than 25 percent of Boscobel Bancorp, Inc., Boscobel, Wisconsin, and thereby indirectly acquire control of Community First Bank, Boscobel, Wisconsin, and Livingston State Bank, Livingston, Wisconsin, upon the consummation of the merger of Rural Bancshares of Wisconsin, Inc., Livingston, with and into Boscobel Bancorp, Inc.	Newspaper: Federal Register:	Not available 04/15/2016
BOSCOBEL BANCORP, INC.	CIC	Notice by Thomas G. Kenney, Fennimore, Wisconsin, to acquire control of more than 25 percent of Boscobel Bancorp, Inc., Boscobel, Wisconsin, and thereby indirectly acquire control of Community First Bank, Boscobel, Wisconsin, and Livingston State Bank, Livingston, Wisconsin, upon the consummation of the merger of Rural Bancshares of Wisconsin, Inc., Livingston, with and into Boscobel Bancorp, Inc.	Newspaper: Federal Register:	04/20/2016 04/06/2016

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending April 2, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
CITIZENS BANK HOLDING, INC.	CIC	Warren E. Hansen Sr., Mukwonago, Wisconsin; together with 205 MacArthur LLC, Mukwonago, Wisconsin; Eunice Hansen and Warren E. Hansen Jr., both of Delavan, Wisconsin; Wayne E. Martin and Donna J. Martin, both of Waterloo, Wisconsin, Todd and Jacquilin Martin; Ann C. Hansen; Timothy W. Hansen; Jill and Kevin Wattles; and Andrew C. Hansen, as a group acting in concert, to acquire control of Citizens Bank Holding, Inc., Mukwonago, Wisconsin and thereby indirectly acquire control of Citizens Bank, Mukwonago, Wisconsin.	Newspaper: Federal Register:	04/06/2016 04/04/2016
CITIZENS BANK HOLDING, INC.	CIC	James and Dorothy J. Watson, Pewaukee, Wisconsin, as trustee of the James M. Watson & Dorothy J. Watson Revocable Trust; together with Al Lustig and Janice Watson, Thiensville, Wisconsin, as trustee of the Al Lustig & Janice Watson Trust; Richard and Christine Watson, Richmond, Virginia, as trustee of the Richard J. Watson and Christine E. Watson Revocable Living Trust; Andrew Lustic, Thiensville, Wisconsin; Daniel J. Watson, Mesa, Arizona; Sarah E. Watson, LaCrosse, Wisconsin; and Catharine De Renzis, Richmond, Virginia, as a group acting in concert to retain control of Citizens Bank Holding, Inc., Mukwonago, Wisconsin and thereby indirectly retain control of Citizens Bank, Mukwonago, Wisconsin, pursuant to the Change in Bank Control Act.	Newspaper: Federal Register:	Not available 04/13/2016

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending April 2, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
COUNTRY BANCORPORATION	CIC	Notice by Thomas R. Bernau, Des Moines, Iowa, and John W. Bernau, Manchester, Iowa, each individually and as co-trustees of the Kay J. A. Bernau Marital Election Trust and the Kay J. A. Bernau Marital Trust; and together as a family control group acting in concert with the Bernau Family Control Group consisting of the William R. and Kay J. A. Bernau Family Trust for Thomas R. Bernau and the William R. and Kay J. A. Bernau Family Trust for John W. Bernau, to retain control of 100 percent of the voting shares of Country Bancorporation, Crawfordsville, Iowa. Country Bancorporation controls eight banks: Peoples Savings Bank, Crawfordsville, Iowa; Walker State Bank, Walker, Iowa; Center Point Bank and Trust Company, Center Point, Iowa; Peoples Trust and Savings Bank, Riverside, Iowa; Hiawatha Bank and Trust Company, Hiawatha, Iowa; White State Bank, South English, Iowa; The Exchange State Bank, Springville, Iowa; and Lone Tree Service Company, Lone Tree, Iowa, which controls Farmers and Merchants Savings Bank, Iowa City, Iowa.	Newspaper: Federal Register:	Not available 03/21/2016
HOMETOWN COMMUNITY BANCORP, INC.	* 3A5	Hometown Community Bancorp, Inc. and Hometown Community Bancorp, Inc., Employee Stock Ownership Plan and Trust, both of Morton, Illinois, to merge with Trivoli Bancorp, Inc., Trivoli, Illinois, and thereby indirectly acquire Heritage Bank of Central Illinois, Trivoli, Illinois.	Newspaper: Federal Register:	04/23/2016 04/22/2016
MAINSOURCE FINANCIAL GROUP, INC.	* 4c8	MainSource Financial Group, Inc., Greensburg, Indiana, to merge with Cheviot Financial Corp., Cheviot, Ohio, a savings and loan holding company and thereby indirectly acquire control of Cheviot Savings Bank, Cheviot, Ohio, a chartered savings and loan association.	Newspaper: Federal Register:	02/20/2016 02/29/2016
STC BANCSHARES CORP.	CIC	Robert Greco, Wayne, Illinois, together with Gian Greco, Wayne, Illinois; Pasquale Greco, St. Charles, Illinois, Francesca Greco, Jaffe, St. Charles, Illinois and Eduardo Greco, St. Charles, Illinois; as a group acting in concert, to acquire over ten percent of the voting shares of STC Bancshares Corp., St. Charles, Illinois, and thereby indirectly control of STC Capital Bank, St. Charles, Illinois.	Newspaper: Federal Register:	Not available 03/24/2016

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending April 2, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
WCF FINANCIAL, M.H.C.	* MHC Conversion	WCF Financial, M.H.C., Webster City, Iowa, to convert to stock form and merge with and into Webster City Federal Bancorp, Webster City, Iowa. In connection with this application, Webster City Federal Bancorp will be merged into a de novo corporation named WCF Bancorp, Inc., an Iowa corporation, which has applied to become a savings and loan holding company by acquiring 100 percent of the voting shares of WCF Financial Bank, Webster City, Iowa.	Newspaper:	Not available
			Federal Register:	04/11/2016

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
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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending April 2, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIRST INDEPENDENT BANCSHARES, INC.	CIC	Notice by Teresa Sue Spangler Allemang, as Trustee of the Teresa Sue Spangler Allemang FIB Revocable Trust, both of Hilton Head, South Carolina, to gain control of First Independent Bancshares, Inc., Aurora, Missouri.	Newspaper:	04/15/2016
			Federal Register:	04/19/2016
FLORA BANK & TRUST	* Branch	Flora Bank & Trust, Flora, Illinois, to establish a branch facility to be located at 1478 North Worthey Street, Flora, Illinois.	Newspaper:	04/08/2016
			Federal Register:	Not applicable

District: 8

Federal Reserve Bank of St. Louis

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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- 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
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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending April 2, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
AMERI FINANCIAL GROUP, IN	* 3A1	Ameri Financial Group, Inc., Stillwater, Minnesota, to become a bank holding company by acquiring 100 percent of Eagle Valley Bank, National Association, Saint Croix Falls, Wisconsin.	Newspaper:	Not available
			Federal Register:	04/15/2016
H & W HOLDING COMPANY	CIC	Theodore J. Hofer Family Trust, Freeman, South Dakota (Emily M. Hofer, Freeman, South Dakota, Trustee), and Emily M. Hofer, individually and as trustee of the Theodore J. Hofer Family Trust and the Cynthia L. Hofer Living Trust, Freeman, South Dakota, to retain 25 percent or more of the shares of H & W Holding Company, Freeman, South Dakota, and thereby indirectly retain control of Merchants State Bank, Freeman, South Dakota.	Newspaper:	Not available
			Federal Register:	Not available
MCLEAN BANK HOLDING COMPANY	CIC	Jan Stroup, Minneapolis, Minnesota, to retain control of 25 percent or more of the shares of McLean Bank Holding Company, Garrison, North Dakota, and thereby indirectly retain control of Bank of Turtle Lake, Turtle Lake, North Dakota; Garrison State Bank and Trust, Garrison, North Dakota; and Farmers Security Bank, Washburn, North Dakota. In addition, Mary Jean Korsmo, Minneapolis, Minnesota, to retain shares of McLean Bank Holding Company, and thereby join the Jan Stroup family shareholder group which controls 25 percent or more of the shares of McLean Bank Holding Company.	Newspaper:	04/07/2016
			Federal Register:	04/19/2016
PEOPLES STATE BANK OF PLAINVIEW	* 18C * Branch	Peoples State Bank of Plainview, Plainview, Minnesota, to merge with Altura State Bank, Altura, Minnesota, and incident thereto, establish a branch.	Newspaper:	Not available
			Federal Register:	Not applicable
QUALITY BANKSHARES, INC.	CIC	Change in Control Notice by Ernest E. Erickson, Page, North Dakota, to acquire 25 percent or more of the shares of Quality Bankshares, Inc., Page, North Dakota, and thereby indirectly gain control of Quality Bank, Fingal, North Dakota.	Newspaper:	Not available
			Federal Register:	04/07/2016
UNITED BANKERS' BANCORPORATION, INC	* 3A5 * 18C 4c8 * Branch	United Bankers' Bancorporation, Inc., Bloomington, Minnesota, to merge with Bankers Bancshares, Inc., Worthington, Ohio, and thereby indirectly acquire, Great Lakes Bankers Bank, Worthington, Ohio. In addition, United Bankers' Bank, Bloomington, Minnesota, intends to merge with Great Lake Bankers Bank, Worthington, Ohio, and United Bankers' Bancorporation, Inc., Bloomington, Minnesota, to acquire 100 percent of Great Lakes Banc Consulting, Inc., Worthington, Ohio, and thereby engage, in permissible non-banking activities.	Newspaper:	Not available
			Federal Register:	05/02/2016

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending April 2, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
VERMILLION BANCSHARES, INC.	CIC	Change in Control Notice by James Poepl, Hastings, Minnesota, Jacob Poepl, Hastings, Minnesota and Matthew Poepl, St Paul, Minnesota to retain and acquire shares of Vermillion Bancshares, Inc., Vermillion, Minnesota, and thereby join the Poepl Family Group that controls 100 percent of the shares of Vermillion Bancshares, Inc, Vermillion, Minnesota and thereby indirectly controls Vermillion State Bank, Vermillion, Minnesota.	Newspaper:	Not available
			Federal Register:	04/15/2016
VISION BANCSHARES, INC.	CIC	Change in Control Notice by Mark Saliterman, Minnetonka, Minnesota, Michael Morton, Shorewood, Minnesota, Christopher Morton, Chanhassen, Minnesota, Lorilee Morton Wright, Shorewood, Minnesota, and Julianne Morton Samuelson, Chanhassen, Minnesota, to acquire shares of Vision Bancshares, Inc., Saint Louis Park, Minnesota, and thereby indirectly gain control of Vision Bank, Saint Louis Park, Minnesota.	Newspaper:	Not available
			Federal Register:	Not available

District: 9

Federal Reserve Bank of Minneapolis

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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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
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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending April 2, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK MANAGEMENT, INC.	CIC	Notification submitted by the Margaret March Brownlee Trust, Margaret M. Brownlee, trustee, Orlando, Florida, to retain 10% or more of the shares and thereby control of Bank Management, Inc., parent of the FirstBank of Nebraska, both of Wahoo, Nebraska, and for approval as a member of the March family group that controls more than 25 percent of the shares and thereby control of Bank Management. In addition, the Paula March Romanovsky Trust, Paula March Romanovsky, trustee, San Francisco, California, requests approval as a member of the March family group.	Newspaper:	04/05/2016
			Federal Register:	03/28/2016
ELKCORP, INC.	* 3A5	Elkcorp, Inc., Clyde, Kansas, to acquire and merge with Baileyville Bancharas, parent of Baileyville State Bank, both of Seneca, Kansas.	Newspaper:	04/21/2016
			Federal Register:	04/18/2016
F & M STATE BANCSHARES, INC.	CIC	Notification submitted by Eric W. Milton, Milligan, Nebraska; Gary Carl Tuttle, Friend, Nebraska; Galen Dean Tuttle, Friend, Nebraska; Kent C. Manning, Fairmont, Nebraska; Ann R. Jansky, Friend, Nebraska; Tracy K. Kresak, Milligan, Nebraska; Gary D. Dick, Tobias, Nebraska; Charles W. Remus, Cawker City, Kansas; Debra K. Filipi, Milligan, Nebraska; Deanna L. Clausen, Downs, Kansas; Stanton J. Schoen, Cawker City, Kansas; Jamie L. Schafer, Tobias, Nebraska; Kendra J. Jansky, Milligan, Nebraska; Ross M. Weber, Cawker City, Kansas; and Reginald Roth, Wolbach, Nebraska, as a group acting in concert, to acquire control of F & M State Bancshares, Inc., parent of The Farmers & Merchants State Bank of Cawker City, both of Cawker City, Kansas.	Newspaper:	Not available
			Federal Register:	Not available
F & M STATE BANCSHARES, INC.	* 3A3	F & M State Bancshares, Inc., Cawker City, Kansas, to acquire 100 percent of the voting shares of F M Co., Kearney, Nebraska, and thereby indirectly acquire Farmers and Merchants Bank, Milligan, Nebraska.	Newspaper:	Not available
			Federal Register:	Not available

District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending April 2, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
PAGE BANCSHARES, INC.	CIC	Notification submitted by Sharon Hall, Coon Rapids, Minnesota; Reed Anderson, Columbus, Nebraska; The Page Family Living Trust dated 03-15-06 and Lucia Page, trustee, Magnolia, Texas; Gina Page, Phoenix, Arizona; Lynsey Page, trustee of the Lynsey Page Trust UA 08-15-2007; Emily Page, trustee of the Emily Page Trust UA 12-21-2009; Caroline Page, trustee of the Caroline Page Trust UA 05-26-2011; and Brian Page, trustee of the Brian Page Trust UA 07-01-2011; to retain control of Page Bancshares, Inc., Liberty, Missouri, parent of Pony Express Bank, Braymer, Missouri, and for approval as members of the Page family group that controls more than 25 percent of the shares and thereby controls Page Bancshares, Inc. In addition, the Robin D. Page Trust dated 03-20-06 and Robin Page, trustee, Liberty, Missouri, to acquire shares of Page Bancshares, Inc., and for approval as member of the Page family group.	Newspaper:	Not available
			Federal Register:	04/15/2016
ROXBURY BANCSHARES, INC	CIC	Notification submitted by Larry Mulcahy, Olathe, Kansas, proposing to acquire 70.0 percent of the voting common stock and thereby control of Roxbury Bancshares, Inc., parent of Roxbury Bank, both of Roxbury, Kansas.	Newspaper:	Not available
			Federal Register:	04/01/2016
TILDEN BANCSHARES, INC.	CIC	Notification submitted by Elaine M. Dittrich, Tilden, Nebraska, to be approved as a member of the Dittrich family group, which, acting in concert controls Tilden Bancshares, Inc., parent of The Tilden Bank, both of Tilden, Nebraska.	Newspaper:	Not available
			Federal Register:	04/19/2016
URICH BANCORP, INC.	CIC	Notification submitted by Twila V. Gregg, and Richard A. Gregg, both of Lee's Summit, Missouri, to acquire control of Urich Bancorp, Inc., parent of America's Community Bank, both in Blue Springs, Missouri.	Newspaper:	04/08/2016
			Federal Register:	04/05/2016
VISION BANCSHARES, INC.	CIC	Notification submitted by Jerry G. Scott, as trustee of the Jerry G. Scott Trust, and individually as a voting representative of the Vision Bancshares, Inc. Shareholders' Agreement, both of Seminole, Oklahoma, along with John Barry Barringer, Ardmore, Oklahoma; Lisa B. Boggs, Sulphur, Oklahoma; Hugh B. Warren, Jr. and Allene L. Warren, both of Ada, Oklahoma, as members of the Shareholders' Agreement, to retain control of Vision Bancshares, Inc., parent of Vision Bank, N.A., both in Ada, Oklahoma.	Newspaper:	04/04/2016
			Federal Register:	04/05/2016

District: 10

Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 11**Federal Reserve Bank of Dallas****Filings received during the week ending April 2, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
CARLILE BANCSHARES, INC.	CIC	Lee Equity Partners, LLC, et al., New York, New York; AlpInvest Partners B.V., et al., Amsterdam, The Netherlands; and HarbourVest Partners, LLC, et al., Boston, Massachusetts; to control directly or indirectly Carlile Bancshares, Inc., Fort Worth, Texas, and therefore, indirectly, NorthStar Bank of Texas, Denton, Texas, and NorthStar Bank of Colorado, Denver, Colorado.	Newspaper: Federal Register:	Not available 03/07/2016
COMMERCIAL STATE BANK	* Branch	Application by Commercial State Bank, El Campo, Texas, to establish a branch at 24080 U.S. 59, Houston, Texas 77339.	Newspaper: Federal Register:	Not available Not applicable
COUNTY BANCSHARES, INC.	* 3A1	Application by County Bancshares, Inc., Orange, Texas, to become a bank holding company by acquiring 100 percent of First Live Oak Bancshares, Inc., and therefore indirectly, First State Bank, both of Three Rivers, Texas.	Newspaper: Federal Register:	04/29/2016 04/22/2016
TEXAS BRAND BANCSHARES, INC.	CIC	Notice by Edward B. Tomlinson, II, Rowlett, Texas, individually; and the "Leis Family Group" comprised of The Revocable Trust of Dorvin D. Leis, Garland, Texas, Charles S. Leis, Eagle, Idaho, Stephen T. Leis, Kihie, Hawaii, and Edward B. Tomlinson, II, Rowlett, Texas, as trustees and in individual capacity; and Stanley B. Leis, Eagle, Idaho, collectively, to control and retain 25 percent or more of Texas Brand Bancshares, Inc., and therefore indirectly, Texas Brand Bank, both of Garland, Texas.	Newspaper: Federal Register:	Not available 03/25/2016
TEXAS SECURITY BANKSHARES, INC.	4c8	Retroactive Notice by Texas Security Bancshares, Inc., Dallas, Texas, to engage de novo in extending credit and servicing loans pursuant to section 225.28(b)(1) of Regulation Y.	Newspaper: Federal Register:	Not applicable 04/13/2016
WESTSTAR BANK	* 18C * Branch	Application by WestStar Bank, El Paso, Texas, to acquire by merger First National Bank, Fabens, Texas, and to establish the seven locations of the acquired institution as branches of WestStar Bank.	Newspaper: Federal Register:	Not available Not applicable
WESTSTAR BANK HOLDING COMPANY, INC.	* 3A5	Application by WestStar Bank Holding Company, Inc., El Paso, Texas, to acquire by merger 100 percent of First Fabens Bancorporation, Inc., and indirectly, First National Bank, both of Fabens, Texas.	Newspaper: Federal Register:	Not available Not available

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

District: 12**Federal Reserve Bank of San Francisco****Filings received during the week ending April 2, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIVE STAR BANCORP	CIC	Notice of Change in Control filed by Philip D. Oates, Kathryn Oates-Fairrington, and Larry E. Allbaugh, and related individuals and trusts to retain 25 percent or more of the voting shares of Five Star Bancorp, Sacramento, California, and thereby indirectly retain voting shares of Five Star Bank, Rocklin, California.	Newspaper:	03/03/2016
			Federal Register:	03/08/2016
H BANCORP LLC	* 4c8	H Bancorp LLC, Irvine, California, to acquire up to 500,000 additional shares, and thereby control 29.66% of Bay Bancorp, Inc., and indirectly, of Bay Bank, FSB, both of Columbia, Maryland.	Newspaper:	Not available
			Federal Register:	Not available
NHB HOLDINGS, INC.	CIC	Brink Investments, Christina Ann Fink, Orlando, Florida, Robert Thomas Fink, Fayetteville, Arkansas, and Timothy Russell Brose, St. Petersburg, Florida, for approval to retain over 10 percent of the voting shares of NHB Holdings, Inc., which owns Proficio Bank, both of Cottonwood Heights, Utah.	Newspaper:	07/15/2014
			Federal Register:	Not available
OP Bancorp	3A1	OP Bancorp to become a bank holding company by acquiring 100 percent of the voting common stock of Open Bank, both of Los Angeles, California.	Newspaper:	Not applicable
			Federal Register:	Not applicable
PACIFIC COMMERCE BANK	* 18C	ProAmerica Bank to be merged with and into Pacific Commerce Bank, both of Los Angeles, California, with Pacific Commerce Bank as the surviving entity.	Newspaper:	Not available
			Federal Register:	Not applicable
TERRITORIAL SAVINGS BANK	* Branch	Territorial Savings Bank, Honolulu, Hawaii, to establish a branch office at the Like Like Plaza, 735 Keeaumoku Street, Suite 108, Honolulu, Hawaii.	Newspaper:	03/28/2016
			Federal Register:	Not applicable
WESTAMERICA BANCORPORATION	CIC	Change in Bank Control Notice filed by T. Rowe Price Associates, Inc., Baltimore, Maryland, to retain 10 percent or more of Westamerica Bancorporation, and thereby indirectly in its subsidiary, Westamerica Bank, both of San Rafael, California.	Newspaper:	Not available
			Federal Register:	Not available

District: 12

Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

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