
Federal Reserve Release



H.2

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

No. 25

Week Ending June 18, 2016

Bank Branches, Domestic

Compass Bank, Birmingham, Alabama -- to establish a branch at 5900 Quebec Street, Fort Worth, Texas.

- Approved, June 16, 2016

Forms

Forms -- final Board review to extend without revision the Consumer Satisfaction Questionnaire (FR 1379), Notice of Branch Closure (FR 4031), and Survey to Obtain Information on the Relevant Market in Individual Merger Cases (FR 2060).

- Approved, June 16, 2016

Personnel

Office of the Chief Data Officer -- appointment of Phillip Daher as assistant director.

- Approved, June 15, 2016

Office of the Secretary -- appointment of Yao-Chin Chao as assistant secretary.

- Approved, June 15, 2016

Regulations and Policies

Accounting Standard -- interagency statement on a new accounting standard, issued by the Financial Accounting Standards Board, about credit losses on financial instruments.

- Announced, June 17, 2016

Host State Lending Ratios -- interagency release of the host state loan-to-deposit ratios used by the banking agencies to determine compliance with the Riegle-Neal Interstate Banking and Branching Efficiency Act.

- Announced, June 17, 2016

Enforcement

Affinity Financial Corporation, Newport Beach, California; and Waterfield Financial Services, Inc. (now known as Affinity Financial Centers, Inc.), Indianapolis, Indiana

-- issuance of a consent cease and desist order.

- Approved, June 5, 2016

(A/C)

First National Bancshares, Inc., Goodland, Kansas -- written agreement dated September 10, 2009, terminated June 7, 2016.

- Announced, June 14, 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**

Chicago

1st Source Bank, South Bend, Indiana -- to establish a branch at 3800 Mishawaka Road East, Elkhart.

- Approved, June 16, 2016

San Francisco

AltaPacific Bank, Santa Rosa, California -- to establish a branch at 4845 Old Redwood Highway, Santa Rosa.

- Approved, June 13, 2016

Kansas City

Bank of the Flint Hills, Wamego, Kansas -- to establish a branch at 2005 Clock Tower Place, Manhattan.

- Approved, June 15, 2016

Secretary

SunTrust Bank, Atlanta, Georgia -- to establish branches at 1845 Piedmont Avenue N.E., Atlanta, and 2089 Ashley Phosphate Road, North Charleston, South Carolina.

- Approved, June 16, 2016

Secretary

Univest Bank and Trust Co., Souderton, Pennsylvania -- to establish a branch at 922 2nd Street Pike, Richboro.

- Approved, June 15, 2016

Bank Holding Companies

Minneapolis

Bank Forward Employee Stock Ownership Plan and Trust, Fargo, North Dakota -- to increase its ownership of Security State Bank Holding Company, Fargo, and thereby increase its ownership of Bank Forward, Hannaford.

- Approved, June 13, 2016

Chicago

Central Bancshares, Inc., Muscatine, Iowa -- to acquire Brimfield Bank, Brimfield, Illinois; and for The Farmers and Mechanics Bank, Galesburg, Illinois, to merge with Brimfield Bank and thereby establish a branch.

- Approved, June 14, 2016

Chicago

Fentura Financial, Inc., Fenton, Michigan -- to acquire via merger Community Bancorp, Inc., Saint Charles, and thereby indirectly acquire Community State Bank.

- Withdrawn, June 15, 2016

Kansas City

First Gothenburg Bancshares, Inc., Gothenburg, Nebraska -- to acquire Nebanco, Inc., Wallace, and thereby indirectly acquire Farmers State Bank.

- Approved, June 13, 2016

Kansas City

Guaranty Bancorp, Denver, Colorado -- to acquire by merger Home State Bancorp, Loveland, and thereby indirectly acquire Home State Bank.

- Approved, June 14, 2016

Bank Holding Companies

Dallas

Henderson Citizens Bancshares, Inc., Henderson, Texas -- to acquire by merger Kilgore National Financial Corporation, Kilgore, and indirectly acquire Kilgore National Bank.

- Approved, June 17, 2016

Minneapolis

J&B Financial Holdings, Inc., Minneapolis, Minnesota -- to acquire 1st United Bank, Faribault.

- Approved, June 16, 2016

General Counsel

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

- Granted, June 15, 2016

Minneapolis

Peoples Equity Corporation, Wells, Minnesota -- to acquire Paragon Bank, Wells.

- Approved, June 17, 2016

Boston

Randolph Bancorp, Inc., Stoughton, Massachusetts -- to acquire Randolph Savings Bank, Stoughton, in connection with the conversion of Randolph Bancorp from mutual to stock form; and to acquire First Eastern Bankshares Corporation, Andover, and its subsidiary, First Federal Savings Bank of Boston, Boston.

- Approved, June 15, 2016

Bank Mergers

Secretary

Cornerstone Bank, York, Nebraska -- to acquire the assets and assume the liabilities of the Wilcox branch of Iowa-Nebraska State Bank, South Sioux City, and to establish a branch at that location.

- Approved, June 16, 2016

Kansas City

Guaranty Bank and Trust Company, Denver, Colorado -- to merge with Home State Bank, Loveland, and thereby establish branches.

- Approved, June 14, 2016

Change in Bank Control

Chicago

Citizens Bank Holding, Inc., Mukwonago, Wisconsin -- change in bank control of Citizens Bank Holding, Inc., and its subsidiary, Citizens Bank, Mukwonago.

- Permitted, June 16, 2016

St. Louis

First State Bancshares, Inc., Saint Charles, Missouri -- change in bank control of First State Bancshares, Inc., and its subsidiary, First State Bank of St. Charles, Missouri, St. Charles.

- Permitted, June 16, 2016

Minneapolis

Pembina County Bankshares, Ltd., Cavalier, North Dakota -- change in bank control of Pembina County Bankshares, Ltd., and its subsidiary, Citizens State Bank - Midwest, Cavalier.

- Permitted, June 14, 2016

Change in Bank Control

Chicago

State Banco, LTD, Spirit Lake, Iowa -- change in bank control of State Banco, LTD, and its subsidiary, The State Bank, Spirit Lake.

- Permitted, June 16, 2016

Extensions of Time

Secretary

BOK Financial Corporation, Tulsa, Oklahoma -- commenter's request to extend the comment period on the application to acquire MBT Bancshares, Inc., Kansas City, Missouri, and thereby indirectly acquire Missouri Bank and Trust Company of Kansas City.

- Denied, June 16, 2016

Financial Holding Companies

Kansas City

Nebraska Bankshares, Inc., Farnam, Nebraska; and First Gothenburg Bancshares, Inc., Gothenburg -- elections to become financial holding companies.

- Effective, June 13, 2016

District: 1
Federal Reserve Bank of Boston
Filings received during the week ending June 18, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period
NONE			

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 June 18, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
HANOVER BANCORP INC.	3A1	Hanover Bancorp Inc., to become a bank holding company by acquiring 100 percent of the outstanding stock of Hanover Community Bank, both of Garden City Park, New York, pursuant to Section 3(a)(5)(c) of the BHC Act of 1956, as amended, and Section 225.17 of Regulation Y.	Newspaper:	Not applicable
			Federal Register:	Not applicable

District: 2

Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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CRA Examinations scheduled for	Quarter of
Institution	Location

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District: 3**Federal Reserve Bank of Philadelphia****Filings received during the week ending June 18, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
MALVERN BANK CORPORATION	CIC	The Willits Family Partnership, and its general partner, the Lydia Willits Bartholomew Trust #2, each of Malvern, Pennsylvania, and its trustee Jamie Bartholomew Aller, West Chester, Pennsylvania, together with the Lydia Willits Bartholomew Trust #1, Malvern, Pennsylvania, Andrew Marshall Bartholomew II, Malvern, Pennsylvania, and William Brinton Bartholomew, William Evans Lincoln Howard V, and Lydia Willits Bartholomew, each of West Chester, Pennsylvania, all together a group acting in concert, to retain 25 percent or more of the voting shares and thereby control of Malvern Bank Corporation, and indirectly the National Bank of Malvern, both of Malvern, Pennsylvania.	Newspaper:	07/05/2016
			Federal Register:	07/07/2016
PATRIOT FINANCIAL PARTNERS LP	CIC	Patriot Financial Partners, GP, L.P., Patriot Financial Partners, L.P., Patriot Financial Partners Parallel, L.P., Patriot Financial Partners GP, LLC, Patriot Financial Manger LLP, Patriot Financial Manager, L.P., W. Kirk Wycoff, James J. Lynch and Ira M. Lubert, to acquire 10 percent or more of Heritage Commerce Corp, San Jose, California.	Newspaper:	Not available
			Federal Register:	05/31/2016
UNIVEST BANK AND TRUST CO.	* Branch	Univest Bank and Trust Co., Souderton, PA, to establish a branch office located at 90 Willow Valley Lakes Drive, Willow Street, Lancaster County, PA.	Newspaper:	06/04/2016
			Federal Register:	Not applicable

District: 3

Federal Reserve Bank of Philadelphia

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

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending June 18, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
GENBEACH CO., INC.	CIC	Notice by Helen Parrish Beach to become a member of the Beach Family Control Group which controls Genbeach Company, Inc., Winchester, KY.	Newspaper:	07/04/2016
			Federal Register:	07/07/2016

District: 4

Federal Reserve Bank of Cleveland

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: 5

Federal Reserve Bank of Richmond

Filings received during the week ending June 18, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period
NONE			

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

NONE

District: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending June 18, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
COMPASS BANK	PWI	Compass Bank, Birmingham, Alabama, request for approval to make ten low income housing public welfare investments.	Newspaper: Federal Register:	Not applicable Not applicable
FIRSTFED BANCORP, INC.	CIC	Prior change in control notice filed by James E. Mulkin, James E. Mulkin, Jr., Joel W. Mulkin, Frances D. Mulkin, Jonathan P. Mulkin, and Joan H. Mulkin, all of Bessemer, Alabama, to acquire an additional 2.74 percent of the outstanding shares of FirstFed Bancorp, Inc., and its subsidiary, First Financial Bank, both of Bessemer, Alabama. Total pro forma ownership will equal 15.80 percent.	Newspaper: Federal Register:	06/29/2016 06/29/2016
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
Peach State Bancshares, Inc.	* 3A1	Peach State Bancshares, Inc., to become a bank holding company by acquiring 100 percent of the voting stock of Peach State Bank & Trust, both of Gainesville, Georgia.	Newspaper: Federal Register:	Not available Not available

* Subject to the provisions of the Community Reinvestment Act

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

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending June 18, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
CBI BANK & TRUST	* 18C * Branch	CBI Bank & Trust ("CBI"), Muscatine, Iowa, to purchase certain assets and assume certain liabilities of MidWestOne Bank, Iowa City, Iowa. In connection with the purchase and assumption, CBI will establish a branch at 101 West 2nd Street, Davenport, Iowa.	Newspaper: Federal Register:	Not available Not applicable
HEARTLAND BANCORP, INC.	CIC	Fred L. Drake, Hudson, Illinois, not Individually but as trustee of the Voting Trust dated as of May 4, 2016, and Allen C. Drake, El Paso Illinois, not individually but as successor trustee of such Voting Trust, and the following holders of voting trust certificates of such Voting Trust: Allen C. Drake, El Paso, Illinois, individually, as trustee of The George E. Drake Inter-vivos Family Trust dated May 16, 1985 and as trustee of the Elinor Drake Grandchildren Trust dated July 8, 1995; Arthur M. Drake, Bloomington, Illinois, individually and as trustee of the Arthur M. Drake Trust dated July 21, 2015; Fred L. Drake, Hudson, Illinois, not individually but as trustee of the Fred L. Drake Revocable Trust dated March 27, 2014 and as trustee of the Elinor Drake Grandchildren Trust dated July 8, 1995; Marcia Dudley, El Paso, Illinois; George E. Drake, El Paso, Illinois; Rita M. Drake, El Paso, Illinois; Matthew S. Drake, Morton, Illinois; John A. Drake, Sun Prairie, Wisconsin; Carl T. Drake, Bloomington, Illinois; James J. Drake, El Paso, Illinois; Sarah S. Eisenmann, Elmhurst, Illinois; Janet A. Drake, Bloomington, Illinois, not individually but as trustee of the Janet A. Drake Trust dated July 21, 2015; Jennifer Goemans, Sun Prairie, Wisconsin; Christopher A. Drake, Waunakee, Wisconsin; Michael E. Drake, Sun Prairie, Wisconsin; Jamie L. Drake, Hudson, Illinois, not individually but as trustee of the Jamie L. Drake Revocable Trust dated March 27, 2014; Melissa L. Drake, Hudson, Illinois; Monica Refsnyder, Tampa, Florida; Jeffrey G. Drake, Louisville, Kentucky; Martin K. Dudley, El Paso, Illinois; David M. Dudley, Leroy, Illinois; Joel T. Dudley, Chicago, Illinois; Andrea L. Dudley, Normal, Illinois; and Craig R. Dudley, Western Springs, Illinois, to retain 25 percent or more of the shares and thereby control of Heartland Bancorp, Inc., Bloomington, Illinois, and thereby indirectly control Heartland Bank and Trust Company, Bloomington, Illinois.	Newspaper: Federal Register:	06/17/2016 07/05/2016

District: 7**Federal Reserve Bank of Chicago****Filings received during the week ending June 18, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
OTTAWA SAVINGS BANCORP, MHC	* MHC Conversion	Ottawa Savings Bancorp, MHC, Ottawa, Illinois, to convert to stock form and merge with and into Ottawa Savings Bancorp, Inc., Ottawa, Illinois. In connection with this application, Ottawa Savings Bancorp, Inc. will be merged into a de novo corporation named Ottawa Bancorp, Inc., a Maryland Corporation, which has applied to become a savings and loan holding company by acquiring 100 percent of the voting shares of Ottawa Savings Bank, Ottawa, Illinois.	Newspaper: Federal Register:	Not available 07/07/2016
QCR HOLDINGS, INC.	* 3A3	QCR Holdings, Inc., Moline, Illinois, to acquire 100 percent of Community State Bank, Ankeny, Iowa.	Newspaper: Federal Register:	Not available Not available
SAVANNA-THOMSON INVESTMENT, INC.	CIC	Notice by Ruth A. Kehl S-T Declaration of Trust, Ruth A. Kehl, Trustee, both of Dubuque, Iowa, to retain 25 percent or more of the voting shares of Savanna-Thomson Investment, Inc., Savanna, Illinois, and to join the Kehl Family Control Group as approved on April 2, 2002. Savanna-Thomson Investment, Inc. controls Savanna-Thomson State Bank, Thomson, Illinois.	Newspaper: Federal Register:	Not available 06/27/2016

District: 7

Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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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

District: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending June 18, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
SIMMONS FIRST NATIONAL CORPORATION	* 3A3	Simmons First National Corporation, Pine Bluff, Arkansas, to acquire 100 percent of Citizens National Bank, Athens, Tennessee.	Newspaper:	07/11/2016
			Federal Register:	07/13/2016

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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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 June 18, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
DAKOTA WESTERN BANKSHARES, INC.	CIC	Duane Bowman, Bowman, North Dakota, intends to apply to the Federal Reserve Board for permission to retain shares of Dakota Western Bankshares, Inc., Bowman, North Dakota ("Dakota Western Bankshares"), and thereby join the group comprised of Susan Berglund, Bowman, North Dakota, Roger Berglund, Bowman, North Dakota, Gwenn Jones, Bowman, North Dakota, Wendy Jorgenson, Bismarck North Dakota, and Bruce Bowman, Rhame, North Dakota, that controls more than 25% of Dakota Western Bankshares.	Newspaper:	06/02/2016
			Federal Register:	06/10/2016
FIRST BEMIDJI HOLDING COMPANY	CIC	Change in Control Notice by Brian Scott Curb, Bemidji, MN; Melisa A. Bruns, Bemidji, MN; Ronald R. Cuperus, Bemidji, MN; Dean J. Thompson, Bemidji, MN; Glen T. Lindseth, Bemidji, MN; Mary Karen Bellmont Revocable Trust (Mary Karen Bellmont, trustee), St. Cloud, MN; Robert C. Welle Living Trust (Robert C. Welle, trustee), Saint Paul, MN; John P. Welle, Granger, IN; Mary Kay Welle, Granger, IN; Margaret M. Sitzer Revocable Trust (Margaret M. Sitzer, trustee), Rochester, MN; Patrick G. Welle, Bemidji, MN; Peter T. Welle, Washington, DC; Susan M. Stromberg, Colorado Springs, CO; Michael M. Stromberg, Colorado Springs, CO; David M. Stromberg, Grand Forks, ND; Brian W. Stromberg, Grand Forks, ND; Megan E. Stromberg, Grand Forks, ND; Theresa A. Welle, Waite Park, MN; Mary J. Welle Marvin, Warroad, MN; Conway A. Marvin, Warroad, MN; Nicholas A. Marvin, Warroad, MN; Ryan W. Marvin, Minneapolis, MN; Laura J. Marvin Nelson, Eden Prairie, MN; Jackelyn L. Marvin, Bemidji, MN; Christian D. Welle, Bemidji, MN; Amanda B. Welle, New York, NY; Jamie M. Welle, Lonsdale, MN; Samantha J. Baker, Bemidji, MN; Joseph W. Welle, Bloomington, MN; Katherine L. Canfield, Pinehurst, NC; Brian T. Canfield, Pinehurst, NC; William RW Canfield, Pinehurst, NC; Sarah J. Anderla, Appleton, WI; David Anderla, Appleton, WI; Sarah J. Anderla, as custodian for Grant T. Anderla, Appleton, WI, and as custodian for Elena J. Anderla, Appleton, WI; and Drew B. Anderla, Appleton, WI; for retroactive approval to join the Welle family shareholder group that controls 25% or more of First Bemidji Holding Company, Bemidji, Minnesota, and thereby indirectly controls The First National Bank of Bemidji, Bemidji, Minnesota.	Newspaper:	Not available
			Federal Register:	Not available

District: 9**Federal Reserve Bank of Minneapolis****Filings received during the week ending June 18, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
FLAGSHIP FINANCIAL GROUP INC.	* 3A5	Flagship Financial Group, Inc., Eden Prairie, Minnesota, to merge with Landmark Investor Group, Inc., Eden Prairie, Minnesota, and thereby indirectly acquire Landmark Community Bank, National Association, Isanti, Minnesota.	Newspaper:	06/30/2016
			Federal Register:	07/13/2016
TCB MUTUAL HOLDING COMPANY	* MHC Merger	TCB Mutual Holding Company, Tomahawk, Wisconsin ("TCB Mutual"), and its wholly-owned SLHC subsidiary, TCB Financial, Inc., Tomahawk, Wisconsin ("TCB Financial"), propose to indirectly acquire Merrill Federal Savings & Loan Association, Merrill, Wisconsin ("Merrill"), a mutual institution, through the merger of Merrill with and into Tomahawk Community Bank S.S.B., Tomahawk, Wisconsin, a wholly-owned subsidiary of TCB Mutual and TCB Financial.	Newspaper:	07/07/2016
			Federal Register:	Not applicable
UPTOWN BANCORPORATION, INC.	* 3A3	Uptown Bancorporation, Inc., Britton, South Dakota, to acquire at least 72 percent of First American State Bank, Oldham, South Dakota.	Newspaper:	Not available
			Federal Register:	07/15/2016

District: 9

Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

NONE

District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending June 18, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
AMERICAN NATIONAL BANK	Member	American National Bank, Ardmore, Oklahoma (to be renamed American Nation Bank), to retain its membership in the Federal Reserve System following its conversion from a national to a state charter.	Newspaper: Federal Register:	Not applicable Not applicable
CITIZENS BANK OF OKLAHOMA	* Branch	Citizens Bank of Oklahoma, Pawhuska, Oklahoma, to establish a branch at 502 East 3rd Street, Tulsa, Oklahoma.	Newspaper: Federal Register:	07/05/2016 Not applicable
CITIZENS NATIONAL CORPORATION	* 3A3	Citizens National Corporation, Wisner, Nebraska to acquire up to an additional 0.57 percent for a total of 35.12 percent of the voting shares of Republic Corporation, parent of United Republic Bank, both in Omaha, Nebraska.	Newspaper: Federal Register:	07/11/2016 Not available

District: 10

Federal Reserve Bank of Kansas City

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

District: 11**Federal Reserve Bank of Dallas****Filings received during the week ending June 18, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
AF MUTUAL HOLDING COMPANY	* MHC Conversion * SLHC Formation	Bancorp 34, Inc., Alamogordo, New Mexico, proposes to become a savings and loan holding company by acquiring 100 percent of Bank 34, Alamogordo, New Mexico. Upon the conversion of AF Mutual Holding Company, Alamogordo, New Mexico, to stock form, AF Mutual Holding Company and Alamogordo Financial Corp, Alamogordo, New Mexico, the existing mid-tier holding company of Bank 34, will cease to exist, and Bank 34 will become a wholly-owned subsidiary of Bancorp 34, Inc.	Newspaper: Federal Register:	Not available 07/07/2016
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
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to open a branch office at 12532 FM 2244 Road, Suite 150 Bee Cave, Texas 78738.	Newspaper: Federal Register:	06/21/2016 Not applicable
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to open a branch office at 23787 IH-10 West, San Antonio, Texas 78257.	Newspaper: Federal Register:	06/21/2016 Not applicable
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to open a branch office at 6305 Precinct Line Road, Suite 100, North Richland Hills, Texas 76180.	Newspaper: Federal Register:	Not available Not applicable
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to open a branch office at 3838 Rogers Road, San Antonio, Texas 78251.	Newspaper: Federal Register:	Not available Not applicable
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to open a branch office at 7859 Walnut Hill Lane, Suite 100, Dallas, Texas 75230.	Newspaper: Federal Register:	Not available Not applicable
MINT HOLDINGS, INC., THE	* 3A1	The MINT Holdings, Inc., Kingwood, Texas, to become a bank holding company by acquiring 100 percent of The MINT National Bank, Kingwood, Texas.	Newspaper: Federal Register:	06/26/2016 06/24/2016
ORIGIN BANK	* Branch	Application by Origin Bank, Choudrant, Louisiana, to establish a branch at 120 City Center Drive, Jackson, Mississippi 39211.	Newspaper: Federal Register:	Not available Not applicable

District: 11

Federal Reserve Bank of Dallas

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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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

District: 12**Federal Reserve Bank of San Francisco****Filings received during the week ending June 18, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK OF HAWAII	* Branch	Bank of Hawaii, Honolulu, Hawaii, to establish a branch office at Senator Daniel K. Inouye Industrial Park, Pago Pago, American Samoa.	Newspaper:	Not available
			Federal Register:	Not applicable
CBBC Bancorp	3A1	CBBC Bancorp to become a bank holding company by acquiring 100 percent of the voting common stock of Community Business Bank, both of Sacramento, California.	Newspaper:	Not applicable
			Federal Register:	Not applicable
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
WELLS FARGO & COMPANY	CIC	Change in Bank Control Notice filed by Berkshire Hathaway, Inc., et al, Omaha, Nebraska, to acquire over 10.0 percent of the voting common stock of Wells Fargo & Company, San Francisco, California.	Newspaper:	Not available
			Federal Register:	Not available

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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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