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**Federal Reserve Release**

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*H.2*

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

*No. 30*

*Week Ending July 23, 2016*

Extensions of Time

Regulation YY -- requests by (1) Societe Generale to delay the requirement to establish a U.S. intermediate holding company (IHC) for six months; and (2) Banco Bilbao Vizcaya Argentaria for a six-month extension of time to transfer five U.S. subsidiaries to its IHC.

- Granted, July 5, 2016

(A/C)

Forms

Forms -- initial Board review to extend with revision the Capital Assessments and Stress Testing information collection (FR Y-14A/Q/M).

- Proposed, July 20, 2016

Regulations and Policies

Regulations Z (Truth in Lending) and M (Consumer Leasing) -- publication for comment of interagency amendments to official staff interpretations to clarify the method used to determine thresholds for exempting (1) certain consumer credit and lease transactions from the Truth in Lending Act and Consumer Leasing Act, respectively, and (2) certain small loans from the real estate appraisal requirements for higher-priced mortgages, both based on changes in the consumer price index.

- Approved, July 18, 2016

Enforcement

UBS AG, Zurich Switzerland, and Barclays Bank, PLC, London, England -- issuance of a consent order of prohibition against Matthew Gardiner, a former institution-affiliated party of UBS AG and Barclays Bank, PLC.

- Announced, July 19, 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**

## Richmond

Essex Bank, Richmond, Virginia -- to establish a branch at 1496 Anderson Highway, Cumberland.

- Approved, July 19, 2016

## Richmond

EVB, Tappahannock, Virginia -- to establish a branch at 350-360 East Hundred Road, Chester.

- Approved, July 19, 2016

## St. Louis

Farmers Bank & Trust Company, Magnolia, Arkansas -- to establish a branch at 1061 North Coleman Street, Prosper, Texas.

- Approved, July 20, 2016

## Chicago

Wintrust Bank Chicago, Illinois -- to establish a branch at 2400 West Madison Street, Chicago.

- Approved, July 18, 2016

**Bank Holding Companies**

## New York

CheckSpring Community Corporation NY, Bronx, New York -- to become a bank holding company by acquiring Spring Bank, Bronx.

- Withdrawn, July 18, 2016

**Bank Holding Companies**

New York

Freedom Bancorp, Inc., Maywood, New Jersey -- to become a bank holding company by acquiring Freedom Bank, Maywood.

- Approved, July 20, 2016

General Counsel

Lizton Financial Corporation, Lizton, Indiana -- waiver of application to acquire Indiana Business Bancorp, Indianapolis, in connection with the merger of their subsidiaries, Indiana Business Bank, Indianapolis, with and into State Bank of Lizton, Lizton.

- Granted, July 21, 2016

Chicago

MB Financial, Inc., Chicago, Illinois -- to merge with American Chartered Bancorp, Inc., Schaumburg, and thereby indirectly acquire control of American Chartered Bank.

- Approved, July 20, 2016

Chicago

QCR Holdings, Inc., Moline, Illinois -- to acquire Community State Bank, Ankeny, Iowa.

- Approved, July 20, 2016

St. Louis

Simmons First National Corporation, Pine Bluff, Arkansas -- to acquire Citizens National Bank, Athens, Tennessee.

- Approved, July 20, 2016

**Bank Holding Companies**

Minneapolis

Uptown Bancorporation, Inc., Britton, South Dakota -- to acquire shares of First American State Bank, Oldham.

- Approved, July 22, 2016

**Bank Premises**

Richmond

Benchmark Community Bank, Kenbridge, Virginia -- to increase its investment in bank premises.

- Approved, July 22, 2016

**Banks, Nonmember, and Miscellaneous Institutions**

Director, BS&R

Hong Kong Emerald (PTC) Ltd., British Virgin Islands; Hari Harilela Family Trust, Cayman Islands, et al. -- modification of a commitment.

- Granted, July 22, 2016

**Change in Bank Control**

Chicago

STC Bancshares Corp., Saint Charles, Illinois -- change in bank control of STC Bancshares Corp. and its subsidiary, STC Capital Bank, St. Charles.

- Permitted, July 21, 2016

**Extensions of Time**

Secretary

Cooperatieve Rabobank U.A., Utrecht, Netherlands -- extension to October 1, 2016, to establish a U.S. risk committee pursuant to the requirements of Regulation YY.

- Granted, July 19, 2016

Secretary

Sumitomo Mitsui Financial Group, Tokyo, Japan, and Sumitomo Mitsui Banking Corporation -- extension to October 1, 2016, to establish a U.S. risk committee pursuant to the requirements of Regulation YY.

- Granted, July 19, 2016

Director, BS&R

Wells Fargo & Company, San Francisco, California -- extension of time to conform or divest a merchant banking investment.

- Granted, July 18, 2016

**Regulations and Policies**

Director, RBOPS

Payment System Risk Policy -- revision to part II of the Federal Reserve Policy on Payment System Risk related to the procedures for measuring balances intraday in institutions' accounts at the Federal Reserve Banks to conform with enhancements to the Reserve Banks' same-day automated clearinghouse service.

- Approved, July 18, 2016

**District: 1**  
**Federal Reserve Bank of Boston**  
**Filings received during the week ending July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
<b>NONE</b>			

**District: 1**

**Federal Reserve Bank of Boston**

**Availability of CRA Public Evaluations**

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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
178271	AVON CO-OP BK, AVON, MASSACHUSETTS	02/29/2016	07/07/2016	S	Small Bank

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 July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
ALDEN STATE BANK	* Branch	Alden State Bank, Alden, New York, to establish a branch office to be located at 6545 Transit Road, East Amherst, New York.	Newspaper:	07/26/2016
			Federal Register:	Not applicable
ALDEN STATE BANK	Premises	Alden State Bank, Alden, New York, to make an additional investment in bank premises (6545 Transit Road), pursuant to Section 24A of the Federal Reserve Act and Section 208.21 of Regulation H.	Newspaper:	Not applicable
			Federal Register:	Not applicable

**District: 2**

**Federal Reserve Bank of New York**

**Availability of CRA Public Evaluations**

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3277241	EMPIRE ST BK, NEWBURGH, NEW YORK	02/22/2016	07/11/2016	S	Small Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

**District: 3**

**Federal Reserve Bank of Philadelphia**

**Filings received during the week ending July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
PRUDENTIAL BANCORP, INC.	* 4c8	Prudential Bancorp, Inc., Philadelphia, Pennsylvania, proposes to acquire Polonia Bancorp, Inc., Huntingdon Valley, Pennsylvania and thereby indirectly acquire Polonia Bank, Huntingdon Valley, Pennsylvania.	Newspaper:	Not available
			Federal Register:	Not available

**District: 3**

**Federal Reserve Bank of Philadelphia**

**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

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NONE

\* Subject to the provisions of the Community Reinvestment Act

**District: 4**

**Federal Reserve Bank of Cleveland**

**Filings received during the week ending July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>
NONE			

**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
723112	FIFTH THIRD BK, CINCINNATI, OHIO	01/06/2014	07/14/2016	NI	Large Bank
230610	HOCKING VALLEY BK, ATHENS, OHIO	07/06/2015	07/07/2016	S	Small Bank

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 July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BNC BANCORP	* 3A5	BNC Bancorp, High Point, North Carolina, to acquire 100% of the voting securities of High Point Bank Corporation, High Point, North Carolina, and thereby indirectly acquire High Point Bank and Trust Company, High Point, North Carolina.	Newspaper:	Not available
			Federal Register:	08/04/2016
FIRST CITIZENS BANCSHARES INC.	* 3A3	First Citizens Bancshares, Inc., Raleigh, North Carolina, to acquire at least 5% but less than 9% of the voting securities of Carter Bank & Trust, Martinsville, Virginia.	Newspaper:	08/20/2016
			Federal Register:	08/22/2016

**District: 5**

**Federal Reserve Bank of Richmond**

**Availability of CRA Public Evaluations**

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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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781028	ESSEX BK, RICHMOND, VIRGINIA	03/21/2016	07/10/2016	S	Int Sm Bank
569422	FIRST CENTURY BK, BLUEFIELD, WEST VIRGINIA	04/04/2016	07/13/2016	S	Int Sm Bank

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 July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BRAND GROUP HOLDINGS, IN	CIC	Prior change in control notice filed by The W.R.S. 2016 Trust, W.R. Stephens, Jr., Trustee; the E.S.C. 2016 Trust, Elizabeth J. Campbell, Trustee; James Oswald Jacoby, Jr., the Robert L. Schulte Revocable Trust, Robert L. Schulte, Trustee; the Jackson Clay Hunter Revocable Living Trust, Jackson Clay Hunter, Trustee; Debbie Evans, Eric D. Summerhill, Ronald Max Clark, the Sorrells Joint Revocable Trust, W. Kent Sorrells, Trustee; Christopher Edwin Kauffman, Kenneth Aaron Clark, and the TST Trust, Timothy S. Trzebiatowski, Trustee, all of Little Rock, Arkansas; and the Emon A. Mahony Jr. Revocable Trust, Emon A. Mahony, Trustee, El Dorado, Arkansas; Dillon Joyce Ltd., Thomas Hendrick, Partner, Dallas, Texas; the Gary D. Boland and Dana L. Boland Living Trust, Gary D. Boland, Trustee, Ft. Smith, Arkansas; the Martin Family Revocable Living Trust, Bobby Martin, Trustee, Rogers, Arkansas; the Gash Grandchildren's Trust, Ray C. Gash, Trustee, North Little Rock, Arkansas; and the William S. Walker Living Trust, William J. Walker, Trustee, Ft. Smith, Arkansas; have applied to the Federal Reserve Board for permission to own up to 28.205% of the outstanding shares of Brand Group Holdings, Inc. and its subsidiary, The Brand Banking Company, both of Lawrenceville, Georgia.	Newspaper:	07/21/2016
			Federal Register:	07/26/2016
F AND M HOLDING COMPANY INC.	CIC	Prior change in control notice filed by Lynley Loftin Hipps, Columbus, Georgia, to acquire 33 percent of the outstanding shares of F&M Holding Company, Inc., and its subsidiary, F&M Bank and Trust Company, both of Manchester, Georgia.	Newspaper:	Not available
			Federal Register:	08/03/2016
F AND M HOLDING COMPANY INC.	CIC	After-the-fact change in control notice filed by Jaynie Loftin Nesmith, Manchester, Georgia, to retain 33 percent of the outstanding shares of F&M Holding Company, Inc., and its subsidiary, F&M Bank and Trust Company, both of Manchester, Georgia.	Newspaper:	Not available
			Federal Register:	08/03/2016
F AND M HOLDING COMPANY INC.	CIC	After-the-fact change in control notice filed by Patrick Anderson Wasden, Senoia, Georgia, to retain 33 percent of the outstanding shares of F&M Holding Company, Inc., and its subsidiary, F&M Bank and Trust Company, both of Manchester, Georgia.	Newspaper:	Not available
			Federal Register:	08/03/2016

**District: 6**

**Federal Reserve Bank of Atlanta**

**Filings received during the week ending July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
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:	08/27/2015
			Federal Register:	Not available

**District: 6**

**Federal Reserve Bank of Atlanta**

**Availability of CRA Public Evaluations**

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- SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

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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

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NONE

\* Subject to the provisions of the Community Reinvestment Act

**District: 7****Federal Reserve Bank of Chicago****Filings received during the week ending July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FORT MADISON BANK & TRUST CO.	* 18C * Branch	Fort Madison Bank & Trust Co., Fort Madison, Iowa, to merge with its sister bank, Keokuk Savings Bank and Trust Company, Keokuk, Iowa. As a result of the merger, all locations of Keokuk Savings Bank and Trust Company will become branches of Fort Madison Bank & Trust Co.	Newspaper: Federal Register:	Not available Not applicable
LASALLE BANCORP, INC.	CIC	Gerald F. Fitzgerald, Jr., Palatine, Illinois; the Gerald F. Fitzgerald, Jr. Trust Dated September 10, 1987, as Restated December 31, 2009, Palatine, Illinois with Gerald F. Fitzgerald, Jr., as trustee; S.C. Investments, L.P., Palatine, Illinois, with Gerald F. Fitzgerald as general partner; Julie F. Schauer, Palatine, Illinois; the Julie F. Schauer 1994 Trust, Palatine, Illinois, with Julie F. Schauer as trustee; the GFF Family Exempt Trust Dated January 18, 1988, Inverness, Illinois, with Gerald F. Fitzgerald, Jr., James G. Fitzgerald, Thomas G. Fitzgerald and Peter G. Fitzgerald, as co-trustees; Otis Road Investments, LP, Inverness, Illinois, with Otis Management LLC, Inverness, Illinois as its general partner; and Otis Management LLC, Inverness, Illinois with James G. Fitzgerald as its member, acting in concert, to retain and acquire 25 percent or more of the shares or LaSalle Bancorp, Inc. and thereby indirectly control Hometown National Bank, LaSalle, Illinois.	Newspaper: Federal Register:	Not available Not available
UNITED COMMUNITY BANCORP, INC.	* 3A5	United Community Bancorp, Inc., Chatham, Illinois, to merge with Illini Corporation, Springfield, Illinois and thereby indirectly control Farmers State Bank of Camp Point, Camp Point, Illinois and Illini Bank, Springfield, Illinois.	Newspaper: Federal Register:	Not available Not available

**District: 7****Federal Reserve Bank of Chicago****Filings received during the week ending July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
UNITED COMMUNITY FINANCIAL CORPORATION	CIC	Arthur C. Johnson as trustee of the Arthur C. Johnson Bank Stock Trust, Ada, Michigan; the Arthur C. Johnson Bank Stock Trust, Ada, Michigan; Lynnea K. Gery (LaGrange, Illinois) as trustee and Arthur C. Johnson (Ada, Michigan) as special trustee of the Charles and Lois Welling Family Trust; the Charles and Lois Welling Family Trust, Hutchinson Island, Florida; Patricia A. Johnson as trustee of the Patricia A. Johnson Bank Stock Trust, Ada, Michigan; the Patricia A. Johnson Bank Stock Trust, Ada, Michigan; Erik T. Johnson, Rockford, Michigan; Hilary L. Ciesielski, Canton, Michigan; Bonnie K. Miller, individually, and as trustee of the Bonnie K. Miller Bank Stock Trust, Grand Rapids, Michigan; the Bonnie K. Miller Bank Stock Trust, Grand Rapids, Michigan; Charles J. Welling and Lois M. Welling as trustees of the Charles and Lois Welling Bank Stock Trust, Hutchinson Island, Florida; the Charles and Lois Welling Bank Stock Trust, Hutchinson Island, Florida; Legacy Trust as trustee of the Arthur C. Johnson Irrevocable Trust, Grand Rapids, Michigan; the Arthur C. Johnson Irrevocable Trust, Grand Rapids, Michigan; Legacy Trust as trustee of the Patricia A. Johnson Irrevocable Trust, Grand Rapids, Michigan; the Patricia A. Johnson Irrevocable Trust, Grand Rapids, Michigan; and Patlin Leasing Company, a Michigan partnership, as a group acting in concert to retain 25 percent or more of the shares and thereby control of United Community Financial Corporation, Grand Rapids, Michigan and thereby indirectly control United Bank of Michigan, Grand Rapids, Michigan.	Newspaper:	Not available
			Federal Register:	Not available
WATERMAN BANCSHARES, INC.	CIC	Betty J. Miller Trust #1, Lake in the Hills, Illinois and Wayne M. Miller as Successor Trustee, the Wayne M. Miller Trust #1, Lake in the Hills, Illinois and Wayne M. Miller as Trustee, and Vernon L. Miller, Princeville, Illinois, to retain control above 25 percent of the voting shares of Waterman Bancshares, Inc., Waterman, Illinois and thereby indirectly control Waterman State Bank, Waterman, Illinois.	Newspaper:	Not available
			Federal Register:	Not available

**District: 7**

**Federal Reserve Bank of Chicago**

**Filings received during the week ending July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
WINTRUST FINANCIAL CORPORATION	* 3A3	Wintrust Financial Corporation, Rosemont, Illinois, to acquire 100 percent First Community Financial Corporation, Elgin, Illinois, and thereby indirectly acquire First Community Bank, Elgin, Illinois. In addition, Wintrust Financial Corporations subsidiary bank, St. Charles Bank & Trust Company, St. Charles, Illinois, to merge with First Community Bank, Elgin, Illinois. As a result of the merger, First Community Bank offices will become branches of St. Charles Bank & Trust Company.	Newspaper:	08/17/2016
	* 18C		Federal Register:	08/18/2016
	* Branch			

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**District: 7**

**Federal Reserve Bank of Chicago**

**Availability of CRA Public Evaluations**

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

CRA Examinations scheduled for	Quarter of
Institution	Location

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NONE

**District: 8**

**Federal Reserve Bank of St. Louis**

**Filings received during the week ending July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
MAGNOLIA BANKING CORPORATION	CIC	Notice by a family control group, to collectively acquire an additional 0.72% of the shares and thereby retain control of more than 25% of Magnolia Banking Corporation, Magnolia, AR. The family control group consists of Mary W. Harsh, Magnolia, AR, individually and as trustee of the Mary W. Harsh Revocable Trust (TR); Nina Marie Harsh Burns, Magnolia, AR, individually and as trustee of the Molly Burns Nonexempt TR, the Nina Marie (Molly) Harsh Burns Revocable TR, the Mary W. Harsh 2005 Family TR, the Mary W. Harsh 2002 Family TR, the Robert Samuel Burns Exempt TR, the Rebecca M. Burns Gosnell Exempt TR, and the Mary Elizabeth Burns Anderson Exempt TR; Amy H. Sixbey, Roland, AR, individually and as trustee of the Amy Sixbey Nonexempt TR, the Mary W. Harsh 2005 Family TR, the Mary W. Harsh 2002 Family TR, the Mary Elizabeth Sixbey Exempt TR, and the Annie Alexander Sixbey Exempt TR; Roxana Whitner, Hot Springs Village, AR, as trustee of the Roxana Harsh Whitner Revocable TR, the Roxana Whitner Nonexempt TR, the Mary W. Harsh 2005 Family TR, the Mary W. Harsh 2002 Family TR, John Douglas Whittemore Exempt TR, the Jessica Grayson Luther Exempt TR, the Julia Roxana Kirk Exempt TR, the Mary Jane Platt Exempt TR, the Jessica Grayson Luther Revocable TR, and the John Douglas Whittemore Revocable TR; Robert L. Burns, Magnolia, AR, individually and as trustee of the Robert L. Burns Revocable TR; Pat Sixbey, Roland, AR, individually and as trustee of the Mary Elizabeth Sixbey TR, the Annie Alexander Sixbey TR, and the Amy Harsh Sixbey 2009 Irrevocable TR; Robert S. Burns, Magnolia, AR, as trustee of the Robert Samuel Burns Revocable TR, and the Bob and Molly Burns Family Irrevocable TR; Mary Elizabeth Burns, trustee of the Mary Elizabeth Burns Revocable TR and the Bob and Molly Burns Family Irrevocable TR; and Rebecca M. Burns, trustee of the Rebecca M. Burns Revocable TR, and the Bob and Molly Burns Family Irrevocable TR.	Newspaper:	Not available
			Federal Register:	08/04/2016
OAKSTAR BANCSHARES, INC.	* 3A3 * 18C * Branch	OakStar Bancshares, Inc., Springfield, Missouri, to acquire 100 percent of Bancshares of Urbana, Inc., Urbana, Missouri, and thereby indirectly acquire The Bank of Urbana, Urbana, Missouri. Also OakStar Bank, Springfield, Missouri, to merge with The Bank of Urbana, Urbana, Missouri, and to retain the acquired facilities as branch offices.	Newspaper:	Not available
			Federal Register:	Not available

\* Subject to the provisions of the Community Reinvestment Act



**District: 8**

**Federal Reserve Bank of St. Louis**

**Filings received during the week ending July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
SIMMONS BANK	* 18C	Simmons Bank, Pine Bluff, Arkansas, to merge with Citizens National Bank, Athens, Tennessee, and to retain the acquired facilities as branch offices.	Newspaper:	08/19/2016
	* Branch		Federal Register:	Not applicable

**District: 8**

**Federal Reserve Bank of St. Louis**

**Availability of CRA Public Evaluations**

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NONE

CRA Examinations scheduled for	Quarter of
Institution	Location

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NONE

\* Subject to the provisions of the Community Reinvestment Act

**District: 9**

**Federal Reserve Bank of Minneapolis**

**Filings received during the week ending July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
BIGFORK BANCSHARES, INC.	CIC	Change in Control Notice by Jeffrey A. Fisher, Bigfork, Minnesota, to retain 25 percent or more of the shares of Bigfork Bancshares, Inc., Bigfork, Minnesota, and thereby indirectly retain control of First State Bank of Bigfork, Bigfork, Minnesota.	Newspaper: Federal Register:	07/20/2016 08/01/2016
CITIZENS BANCORP, INC.	4c8	Citizens Bancorp, Inc., Cadott, Wisconsin, to engage, de novo, in extending credit and servicing loans.	Newspaper: Federal Register:	Not applicable 08/15/2016
FARMERS & MERCHANTS AGENCY, INC.	* 3A5	Farmers & Merchants Agency, Inc., Pierz, Minnesota, to merge with Eden Valley Bancshares, Inc., Eden Valley, Minnesota, and thereby indirectly acquire State Bank in Eden Valley, Eden Valley, Minnesota.	Newspaper: Federal Register:	Not available Not available
FRANSDEN BANK & TRUST	* 18C * Branch	Frandsen Bank & Trust, Lonsdale, Minnesota, to merge with Provincial Bank, Lakeville, Minnesota, and incident thereto, establish a branch.	Newspaper: Federal Register:	07/30/2016 Not applicable
MACKINAC FINANCIAL CORPORATION	* 3A3	Mackinac Financial Corporation, Manistique, Michigan to acquire 100 percent of Niagara Bancorporation, Inc., Niagara Wisconsin, and thereby indirectly acquire The First National Bank of Niagara, Niagara, Wisconsin.	Newspaper: Federal Register:	07/25/2016 07/23/2016
NORTHWESTERN BANK, THE	* Branch	Northwestern Bank, Chippewa Falls, Wisconsin, to establish a branch facility to be located at 1430 Rivers Edge Trail, Altoona, Wisconsin.	Newspaper: Federal Register:	07/21/2016 Not applicable
PEOPLES STATE BANCORP, IN	CIC	Change in Control Notice by Richard W. Nebel, Munising, Michigan, to retain 10 percent or more of the shares of Peoples State Bancorp, Inc., Munising, Michigan, and for Richard W. Nebel, Jamie Nebel, Isabelle Nebel, Larson Nebel, Charles C. Nebel, Denise Nebel, Kyle Christian, Cameron Nebel, Chase Nebel, Kane Nebel, Keegan Nebel, Camie Nebel Conklin, Christopher Conklin, and Emma Conklin, all of Munising, Michigan, as a group acting in concert, to retain 25 percent or more of the shares of Peoples State Bancorp, Inc., and thereby indirectly controls Peoples State Bank of Munising, Munising, Michigan.	Newspaper: Federal Register:	Not available Not available
VERMILLION BANCSHARES, INC.	4c8	Vermillion Bancshares, Inc., Vermillion, Minnesota, to engage, de novo, in extending credit and servicing loans.	Newspaper: Federal Register:	Not applicable Not available

**District: 9**

**Federal Reserve Bank of Minneapolis**

**Availability of CRA Public Evaluations**

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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.

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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

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NONE

\* Subject to the provisions of the Community Reinvestment Act

**District: 10****Federal Reserve Bank of Kansas City****Filings received during the week ending July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
ADAGE, LLC	* 3A1	Adage, LLC, Ogallala, Nebraska, to become a bank holding company through the acquisition of 68.85 percent of the voting shares of Adbanc, Inc., parent of Adams Bank & Trust, both of Ogallala, Nebraska.	Newspaper:	08/10/2016
			Federal Register:	08/18/2016
COMMERCE BANK	* Branch	Commerce Bank, Kansas City, Missouri, to establish a branch at 2012 Court Street, Pekin, Illinois.	Newspaper:	Not available
			Federal Register:	Not applicable
FIRST STATE BANK NEBRASKA	* Branch	First State Bank Nebraska, Lincoln, Nebraska, to establish a de novo branch at 560 Sargent Street, Beatrice, Nebraska.	Newspaper:	07/24/2016
			Federal Register:	Not applicable
PLATTE VALLEY CATTLE COMPANY	CIC	Notification submitted by The Shirley Oliver Dynasty Trust, Dallas, Texas; the James H. Oliver Exempt Trust and the James H. Oliver Non-Exempt Trust, both of Grand Island, Nebraska; Gregory Oliver, Dallas, Texas; Robert Almquist, Wood River, Nebraska; and Thomas Emerton, Cairo, Nebraska, to retain control of Platte Valley Cattle Company, Grand Island, Nebraska, parent of Town and Country Bank, Ravenna, Nebraska, and for approval as members of the Oliver Control Group.	Newspaper:	08/10/2016
			Federal Register:	08/10/2016

**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
652753	LAWSON BK, LAWSON, MISSOURI	03/28/2016	07/01/2016	S	Small Bank

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 July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
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 201 East Shore, The Woodlands, Texas 77380.	Newspaper: Federal Register:	Not available Not applicable
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to open a branch office at 15455 Memorial Drive, Suite 700, Houston, Texas 77079.	Newspaper: Federal Register:	Not available Not applicable
NORTHSTAR BANK OF TEXAS	* 18C * Branch	Application by Northstar Bank of Texas, Denton, Texas, to merge with its affiliated bank, Northstar Bank of Colorado, Denver, Colorado, and to establish the nineteen locations of the acquired institution as branches of Northstar Bank of Texas.	Newspaper: Federal Register:	Not available Not applicable
SOUTHWESTERN BANCORP, INC.	CIC	Notice by Steven S. Mack, San Antonio, Texas, to control 25 percent or more of Southwestern Bancorp, Inc., Boerne, Texas, and thereby, indirectly, Texas Heritage Bank, Boerne, Texas.	Newspaper: Federal Register:	Not available Not available
WELLINGTON STATE BANK	* 18C * Branch	Application by Wellington State Bank, Wellington, Texas, to acquire by merger, First National Bank in Dalhart, Dalhart, Texas, and establish the head office of First National Bank in Dalhart as a branch office.	Newspaper: Federal Register:	Not available Not applicable
WSB BANCSHARES, INC.	* 3A5	WSB Bancshares, Inc., Wellington, Texas, to acquire 100 percent of First Dalhart Bancshares, Inc., and therefore, indirectly First National Bank in Dalhart, both of Dalhart, Texas.	Newspaper: Federal Register:	Not available Not available

**District: 11**

**Federal Reserve Bank of Dallas**

**Availability of CRA Public Evaluations**

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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

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NONE



**District: 12****Federal Reserve Bank of San Francisco****Filings received during the week ending July 23, 2016**

<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
LUTHER BURBANK CORPORATION	* 3A1	Luther Burbank Corporation, Santa Rosa, California, to become a bank holding company upon the conversion of Luther Burbank Savings, Santa Rosa, California, from a savings bank into a commercial bank.	Newspaper: Federal Register:	Not available 07/18/2016
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: Federal Register:	07/15/2014 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: Federal Register:	Not available 07/19/2016

**District: 12**

**Federal Reserve Bank of San Francisco**

**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

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NONE

\* Subject to the provisions of the Community Reinvestment Act