
Federal Reserve Release



H.2

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

No. 31

Week Ending July 30, 2016

Bank Holding Companies

Huntington Bancshares Incorporated, Columbus, Ohio -- to merge with FirstMerit Corporation, Akron, and thereby indirectly acquire FirstMerit Bank, N.A.

- Approved, July 28, 2016

Banking Supervision & Regulation

Resolution Plans -- approval of letters, issued jointly with the Federal Deposit Insurance Corporation, to extend the filing date for the 2016 resolution plan submissions of 38 firms to December 31, 2017.

- Approved, July 27, 2016

Forms

Forms -- final Board review to extend without revision the Report of Selected Balance Sheet Items for Discount Window Borrowers (FR 2046) and to extend with revision the Payments Research Survey (FR 3067).

- Approved, July 28, 2016

Regulations and Policies

Margin and Capital Requirements for Covered Swap Entities -- interagency final rule to exempt certain commercial and financial end users from margin requirements for certain swaps not cleared through a clearinghouse, in accordance with the Terrorism Risk Insurance Program Reauthorization Act.

- Approved, July 18, 2016

(A/C)

Enforcement

CCF Holding Company, Jonesboro, Georgia -- written agreement dated October 19, 2010, terminated July 22, 2016.

- Announced, July 28, 2016

Enforcement

Columbus Junction State Bank, Columbus Junction, Iowa -- issuance of consent orders of prohibition against Thomas H. Huston and T. Mark Huston, former institution-affiliated parties of Columbus Junction State Bank, a former state member bank.

- Announced, July 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**

Philadelphia

Asian Bank, Philadelphia, Pennsylvania -- to relocate its principal place of business to 1023 Race Street, Philadelphia, and to establish the new location as a branch.

- Approved, July 27, 2016

Bank Holding Companies

Boston

BBN Financial Corporation, Glastonbury, Connecticut -- to acquire Bankers Bank Northeast, Glastonbury.

- Approved, July 29, 2016

Kansas City

Citizens National Corporation, Wisner, Nebraska -- to acquire additional shares of Republic Corporation, Omaha, and thereby indirectly acquire control of United Republic Bank.

- Approved, July 28, 2016

General Counsel

Commercial National Financial Corporation, Ithaca, Michigan -- waiver of application to acquire Capital Directions, Inc., Mason, in connection with the merger of Capital Directions' subsidiary, Mason State Bank, with and into Commercial Bank, Alma.

- Granted, July 27, 2016

Bank Holding Companies

Director, BS&R

Community Bancorporation, Orem, Utah -- relief from certain commitments.

- Granted, July 29, 2016

Dallas

County Bancshares, Inc., Orange, Texas -- to become a bank holding company by acquiring First Live Oak Bancshares, Inc., Three Rivers, and thereby indirectly acquiring First State Bank.

- Approved, July 28, 2016

Minneapolis

Mackinac Financial Corporation, Manistique, Michigan -- to acquire Niagara Bancorporation, Inc., Niagara, Wisconsin, and thereby indirectly acquire The First National Bank of Niagara.

- Approved, July 29, 2016

New York

NMB Financial Corporation, New Brunswick, New Jersey -- to become a bank holding company by acquiring New Millennium Bank, New Brunswick.

- Approved, July 26, 2016

Bank Premises

Cleveland

The Genoa Banking Company, Genoa, Ohio -- request to exceed the limit on investment in bank premises.

- Approved, July 27, 2016

Banks, Nonmember, and Miscellaneous Institutions

Director, BS&R

EJF Capital LLC, Arlington, Virginia -- relief from certain commitments (two requests).

- Granted, July 27, 2016

Director, BS&R

King Street Capital Management, L.P., New York, New York, et al. -- relief from certain commitments.

- Granted, July 27, 2016

Director, BS&R

Sequoia Capital et al., Menlo Park, California -- relief from certain commitments.

- Granted, July 26, 2016

Banks, State Member

Richmond

Sandy Spring Bank, Olney, Maryland -- for Sandy Spring Bank's financial subsidiary, Sandy Spring Insurance Corporation, Olney, to acquire Advantage Group Inc., Westminster.

- Approved, July 29, 2016

Change in Bank Control

Atlanta

FirstFed Bancorp, Inc., Bessemer, Alabama -- change in bank control of FirstFed Bancorp, Inc., and its subsidiary, First Financial Bank, Bessemer.

- Permitted, July 27, 2016

Change in Bank Control

Cleveland

Genbeach Co., Inc., Winchester, Kentucky -- change in bank control of Genbeach Co., Inc., and its subsidiary, Peoples Exchange Bank, Winchester.

- Permitted, July 26, 2016

Secretary

Jonah Bankshares, Casper, Wyoming -- change in bank control of Jonah Bankshares and its subsidiary, Jonah Bank of Wyoming, Casper.

- Permitted, July 27, 2016

Atlanta

RCB Financial Corporation, Rome, Georgia -- to retain control of RCB Financial Corporation and its subsidiary, River City Bank, Rome.

- Permitted, July 25, 2016

Chicago

Savanna-Thomson Investment, Inc., Savanna, Illinois -- to retain control of Savanna-Thomson Investment, Inc., and its subsidiary, Savanna-Thomson State Bank, Thomson.

- Permitted, July 29, 2016

St. Louis

Stone Bancshares, Inc., Mountain View, Arkansas -- change in bank control of Stone Bancshares, Inc., and its subsidiary, Stone Bank, Mountain View.

- Withdrawn, July 25, 2016

Extensions of Time

St. Louis

The McGehee Bank Employee Stock Ownership Plan, McGehee, Arkansas -- extension to November 4, 2016, to acquire additional shares of Southeast Financial Bankstock Corp., McGehee, and thereby increase its indirect control of McGehee Bank.

- Granted, July 27, 2016

Atlanta

SouthPoint Bancshares, Inc., Birmingham, Alabama -- extension to October 7, 2016, to become a bank holding company by acquiring SouthPoint Bank, Birmingham.

- Granted, July 29, 2016

Director, BS&R

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

- Granted, July 28, 2016

Financial Holding Companies

Richmond

Live Oak Bancshares, Inc., Wilmington, North Carolina -- election to become a financial holding company.

- Effective, July 29, 2016

Kansas City

NBC Bancshares LLC, Lincoln, Nebraska -- election to become a financial holding company.

- Effective, July 28, 2016

International Operations

Director, BS&R

MB Financial Bank, National Association, Chicago, Illinois -- to establish MB Financial International, Inc. (MBFI), Rosemont, and for MBFI to invest in two foreign subsidiaries.

- Approved, July 29, 2016

Membership

Boston

Hometown Bank, A Cooperative Bank, Oxford, Massachusetts -- to become a member of the Federal Reserve System.

- Approved, July 29, 2016

Regulations and Policies

Secretary

Insurance Activities -- extension to September 16, 2016, of the comment period on the advance notice of proposed rulemaking regarding capital requirements for supervised institutions significantly engaged in insurance activities.

- Approved, July 25, 2016

Savings and Loan Holding Companies

Boston

Westfield Financial Inc., Westfield, Massachusetts -- waiver of application to merge with Chicopee Bancorp, Inc., Chicopee, in connection with the merger of their subsidiaries, Chicopee Savings Bank and Westfield Bank, Westfield.

- Withdrawn, July 28, 2016

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending July 30, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK RHODE ISLAND	* Branch	Application by Bank Rhode Island, Providence, Rhode Island, to establish a branch at 132 East Main Road, Middletown, Rhode Island pursuant to Section 208.6 of Regulation H.	Newspaper:	Not available
			Federal Register:	Not applicable
WESTFIELD FINANCIAL INC.	* SLHC Formation * SLHC Acquisition	Application by Westfield Financial, Inc., Westfield, Massachusetts ("WFD") to acquire: i) Chicopee Bancorp ("CBNK") and its subsidiary bank, Chicopee Savings Bank, both of Chicopee, Massachusetts; and ii) Chicopee Funding Corporation, a nonbank subsidiary of CBNK.	Newspaper:	Not available
			Federal Register:	Not available

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
379470	CANTON CO-OP BK, CANTON, MASSACHUSETTS	03/21/2016	07/21/2016	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 30, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
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:	08/10/2016
			Federal Register:	Not applicable

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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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
214807	DEUTSCHE BK TC AMERICAS, NEW YORK, NEW YORK	02/23/2015	07/12/2016	O	Whole/Ltd Purp

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 July 30, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
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:	08/25/2016
			Federal Register:	Not available
WOODLANDS FINANCIAL SERVICE COMPANY	CIC	After-the-fact notice filed by Firetree, Ltd., Williamsport, Pennsylvania, to retain 14.23 percent of the outstanding shares of Woodlands Financial Services Company, and thereby indirectly Woodlands Bank, both of Williamsport, Pennsylvania.	Newspaper:	07/19/2016
			Federal Register:	Not available

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.

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
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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: 4**Federal Reserve Bank of Cleveland****Filings received during the week ending July 30, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
JAMES R POWELL 2016 FAMIL TRUST	* SLHC Formation	Application by James R. Powell 2016 Family Trust, to become an SLHC through its acquisition of more than 25% of the total equity of Liberty Capital, Inc., Wilmington, Ohio, (together with the 4 other related family trusts also filing SLHC applications simultaneously).	Newspaper: Federal Register:	08/20/2016 Not available
MIDDLEFORK FINANCIAL GROUP INC.	CIC	Post notice by David E Longenecker, executor of the estate of Margaret Ruth Campbell, to acquire control of 17.5% voting interest in Middlefork Financial Group, Inc., Hyden, KY.	Newspaper: Federal Register:	Not available Not available
T K POWELL 2016 FBO J W POWELL	* SLHC Formation	Application by Tinka K. Powell 2016 Family Trust fbo John W. Powell, to become an SLHC through its acquisition of more than 25% of the total equity of Liberty Capital, Inc., Wilmington, Ohio, (together with the 4 other related family trusts also filing SLHC applications simultaneously).	Newspaper: Federal Register:	08/20/2016 Not available
TINKA K POWELL 2016 FAMIL TRUST	* SLHC Formation	Application by Tinka K. Powell 2016 Family Trust to become an SLHC through its acquisition of more than 25% of the total equity of Liberty Capital, Inc., Wilmington, Ohio, (together with the 4 other related family trusts also filing SLHC applications simultaneously).	Newspaper: Federal Register:	08/20/2016 Not available
TK POWELL 2016 FBO MW POWELL	* SLHC Formation	Application by Tinka K. Powell 2016 Family Trust fbo Mark W. Powell, to become an SLHC through its acquisition of more than 25% of the total equity of Liberty Capital, Inc., Wilmington, Ohio, (together with the 4 other related family trusts also filing SLHC applications simultaneously).	Newspaper: Federal Register:	08/20/2016 Not available
TK POWELL 2016 FBO RJ POWELL	* SLHC Formation	Application by Tinka K. Powell 2016 Family Trust fbo Ryan J. Powell, to become an SLHC through its acquisition of more than 25% of the total equity of Liberty Capital, Inc., Wilmington, Ohio, (together with the 4 other related family trusts also filing SLHC applications simultaneously).	Newspaper: Federal Register:	08/20/2016 Not available

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:

- O = Outstanding
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- 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: 5

Federal Reserve Bank of Richmond

Filings received during the week ending July 30, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
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:	08/01/2016
			Federal Register:	08/04/2016
DCB Bancshares, Inc.	3A1	DCB Bancshares, Inc., Damascus, Maryland, to become a bank holding company through the acquisition of 100% of the voting securities of Damascus Community Bank, Damascus, Maryland.	Newspaper:	Not applicable
			Federal Register:	Not applicable

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.

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

- O = Outstanding
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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
976226	FAUQUIER BK, WARRENTON, VIRGINIA	02/09/2015	07/21/2016	S	Large 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 30, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
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: Federal Register:	Not available 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: Federal Register:	Not available 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: Federal Register:	Not available 08/03/2016
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

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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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 July 30, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
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 30, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
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

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

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- NI = Needs to improve
- SN = Substantial noncompliance

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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: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending July 30, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
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:	08/03/2016
			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:	08/20/2016
			Federal Register:	08/22/2016

* Subject to the provisions of the Community Reinvestment Act

District: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending July 30, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
PRESCOTT BANCSHARES, INC	CIC	Notice by John W. Brannan, Jr., individually and as trustee of the Bank of Prescott Employee Stock Ownership Plan, both of Prescott, Arkansas; and as a member of a family control group consisting of Janet P. McAdams; James E. Franks and Linda B. Franks, as trustees of the James E. Franks and Linda B. Franks revocable trust, all of Hot Springs, Arkansas; John Matthew Brannan; Susan Brannan Welch; Lindsay Frank Weeks; Patricia C. Thompson; and Elizabeth Thompson Horowitz, to acquire additional shares and retain control of more than 25 percent of Prescott Bancshares, Inc., Prescott, Arkansas.	Newspaper:	08/19/2016
			Federal Register:	08/16/2016

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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- S = Satisfactory
- 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
898140	BANK OF MCCRORY, MCCRORY, ARKANSAS	04/04/2016	07/12/2016	S	Small Bank
677644	FARMERS & MERCHANTS BK, STUTTGART, ARKANSAS	04/11/2016	07/18/2016	S	Int Sm Bank

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 July 30, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BRIDGER COMPANY, THE	* 3A3	The Bridger Company, Bridger, Montana, proposes to acquire 100 percent of the voting shares of Montana State Bank, Plentywood, Montana.	Newspaper:	Not available
			Federal Register:	Not available
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:	08/26/2016
			Federal Register:	08/26/2016
MUNICH BANCSHARES, INC.	CIC	Change in Control Notice by Theresa Dawley, Richfield, Minnesota, Kathryn Appold, Burnsville, Minnesota, and Delbert Dawley, Shakopee, Minnesota, as a group acting in concert, to retain 25% or more of the shares of Munich Bancshares, Inc., Munich, North Dakota, and indirectly retain control of Horizon Financial Bank, Munich, North Dakota.	Newspaper:	Not available
			Federal Register:	Not available
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:	08/12/2016
			Federal Register:	08/11/2016
VERMILLION BANCSHARES, INC.	4c8	Vermillion Bancshares, Inc., Vermillion, Minnesota, to engage, de novo, in extending credit and servicing loans.	Newspaper:	Not applicable
			Federal Register:	08/11/2016

District: 9

Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
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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 July 30, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
COMMERCE BANK	* Branch	Commerce Bank, Kansas City, Missouri, to establish a branch at 2012 Court Street, Pekin, Illinois.	Newspaper:	07/26/2016
			Federal Register:	Not applicable
HYS INVESTMENTS, LLC	* 3A3	HYS Investments, LLC, to increase its control of BOTS, Inc., parent of VisionBank, all of Topeka, Kansas, to 26.02 percent.	Newspaper:	Not available
			Federal Register:	08/26/2016
VISION BANCSHARES, INC.	CIC	Notification submitted by Richard Michael Howard and Patricia A. Turner Howard, both of Gulf Shores, Alabama, and as members of the Vision Bancshares, Inc. Shareholders Agreement to acquire control of Vision Bancshares, Inc., parent of Vision Bank, N.A., both of Ada, Oklahoma.	Newspaper:	Not available
			Federal Register:	08/17/2016

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.

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RSSD ID	Institution / Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
979151	AUBURN ST BK, AUBURN, NEBRASKA	04/25/2016	07/13/2016	S	Small Bank
747257	HALSTEAD BK, HALSTEAD, KANSAS	04/18/2016	07/21/2016	S	Small Bank
389059	TILDEN BK, TILDEN, NEBRASKA	04/19/2016	07/21/2016	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 30, 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.(Due to length restriction in this field, please see full filing description on 'Sections' Screen.)	Newspaper: Federal Register:	Not available 08/16/2016
COMERICA BANK	PWI	Notice by Comerica Bank, Dallas, Texas, to make a community development and public welfare investment in the amount of \$5.3 million in the Raymond James Florida Housing Opportunities Fund I LLC.	Newspaper: Federal Register:	Not applicable Not applicable
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:	08/02/2016 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:	08/02/2016 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:	08/11/2016 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

District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending July 30, 2016

Filer	Filing Type	Filing Proposal	End of Comment Period	
WSB BANCSHARES, INC.	* 3A5	Application by 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:	08/19/2016
			Federal Register:	Not available

* Subject to the provisions of the Community Reinvestment Act

District: 11

Federal Reserve Bank of Dallas

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

District: 12**Federal Reserve Bank of San Francisco****Filings received during the week ending July 30, 2016**

Filer	Filing Type	Filing Proposal	End of Comment Period	
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
3138146	WESTERN ALLI BK, PHOENIX, ARIZONA	11/30/2015	07/15/2016	S	Large Bank

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

* Subject to the provisions of the Community Reinvestment Act