



FEDERAL RESERVE RELEASE

H.2 Actions of the Board, Its Staff, and the Federal Reserve Banks; Applications and Reports Received

No. 37 Week ending September 16, 2023

Board Actions

None

Actions Under Delegated Authority

Bank Branches, Domestic

Cleveland

Community Bank Trust, Inc., Pikeville, Kentucky—to establish a branch at 8660 Haines Drive, Florence, Kentucky.

Approved: September 11, 2023

Bank Holding Companies

Richmond

Capital Funding Bancorp, Inc., Baltimore, Maryland—to engage de novo in extending credit and servicing loans.

Withdrawn: September 15, 2023

Churchill Bank Corporation, Clearwater, Florida—to become a bank holding company by acquiring Miners Exchange Bank, Coeburn, Virginia.

Withdrawn: September 14, 2023

St. Louis

Edmonton Bancshares, Inc., Edmonton, Kentucky—waiver of application to merge with Sumner Financial Corporation and thereby indirectly acquire Sumner Bank & Trust Company, both of Gallatin, Tennessee, in connection with the merger of Sumner Bank & Trust Company with and into Edmonton State Bank, Glasgow, Kentucky.

Granted: September 15, 2023

Banks, State Member

Atlanta

Regions Bank, Birmingham, Alabama—to make two public welfare investments.

Approved: September 14, 2023

Regions Bank, Birmingham, Alabama—to make a public welfare investment. *

Approved: September 6, 2023

*Addition

Change in Bank Control

Kansas City

Goppert Financial Corporation, Lee's Summit, Missouri—the Richard D. Goppert Revocable Inter Vivos Trust dated 6-25-87, Lee's Summit, Missouri, and Thomas Goppert, trustee, Lake Winnebago, Missouri; the Douglas R. Goppert and Rita A Goppert Family Trust dated 10-13-2011, and others, to become members of the Goppert Family Group, a group acting in concert, to retain voting shares of Goppert Financial Corporation, Lee's Summit, Missouri, and thereby indirectly retain voting shares of Goppert State Service Bank, Garnett, Kansas, and Goppert Financial Bank, Lathrop, Missouri. edit

Permitted: September 15, 2023

Secretary

Sound Financial Bancorp, Inc., Seattle, Washington—Mr. Joseph D. Stilwell, San Juan, Puerto Rico, and Stilwell Value LLC; Stilwell Partners, L.P.; Stilwell Activist Fund, L.P.; Stilwell Activist Investments, L.P.; and Stilwell Value Partners VII, L.P., all of New York, New York, individually and as a group acting in concert, to acquire outstanding voting shares of Sound Financial Bancorp, Inc., and thereby indirectly acquire voting shares of Sound Community Bank, Seattle, Washington.

Permitted: September 15, 2023

Financial Holding Companies

Richmond

Burke & Herbert Financial Services Corp., Alexandria, Virginia—election to become a financial holding company.

Effective: September 13, 2023

Regulations and Policies

General Counsel

Bank Term Funding Program—report to Congress under section 13(3) of the Federal Reserve Act.

Approved: September 11, 2023

Lending and Liquidity Facilities—reports to Congress pursuant to section 13(3) of the Federal Reserve Act in response to COVID-19.

Approved: September 11, 2023

Secretary

System of Records (BGFRS-24)—publication for comment of a notice to modify an existing system of records, " FRB--EEO General Files." *

Approved: September 8, 2023

*Addition

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending September 16, 2023

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|---------------------|-------------|--|-----------------------|---------------|
| 1831 BANCORP MHC | * 3A3 | 1831 Bancorp, MHC (“DIFS MHC”), a Massachusetts mutual holding company headquartered in Dedham, Massachusetts, and its wholly-owned subsidiary, 1831 Bancorp, Inc. (“DIFSHC”), a Maryland corporation headquartered in Dedham, Massachusetts, are filing this Application to Acquire an Additional Bank or Bank Holding Company on Form FR Y-3 (this “Application”). The Application is being filed in connection with (a) the proposed merger of South Shore Bancorp, MHC (“SSB MHC”), a Massachusetts mutual holding company headquartered in South Weymouth, Massachusetts, with and into DIFS MHC, with DIFS MHC as the surviving institution (the “Resulting MHC”), which will operate under the name “1831 Bancorp, MHC”; and (b) the proposed merger of South Shore Bancorp, Inc., a Delaware corporation headquartered in South Weymouth, Massachusetts and wholly-owned subsidiary of SSB MHC, with and into DIFSHC, with DIFSHC as the surviving institution, which will operate under the name “1831 Bancorp, Inc”. | Newspaper: | Not available |
| | | | Federal Register: | Not available |

* Subject to the provisions of the Community Reinvestment Act

District: 1

Federal Reserve Bank of Boston

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 |
|----------------|---|------------------|------------------------|-------------------|--------------------|
| 61476 | ABINGTON BK, ABINGTON, MASSACHUSETTS | 12/18/2022 | 07/18/2022 | S | Int Small Bank |

CRA Examinations scheduled for Quarter of

| Institution | Location | Quarter |
|--------------------|-----------------|----------------|
| NONE | | |

* Subject to the provisions of the Community Reinvestment Act

District: 2

Federal Reserve Bank of New York

Filings received during the week ending September 16, 2023

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|---------------------------|------------------------------|---|---------------------------------|----------------------------------|
| GOLDMAN SACHS BANK USA | Public Welfare Investment | Goldman Sachs Bank USA, New York, New York, requests prior approval to make a public welfare investment, pursuant to Section 208.22(d) of Regulation H. | Newspaper: Federal Register: | Not applicable Not applicable |

District: 2

Federal Reserve Bank of New York

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|----------------|-----------------------------|------------------|------------------------|-------------------|--------------------|
| NONE | | | | | |

CRA Examinations scheduled for Quarter of

| Institution | Location | Quarter |
|--------------------|-----------------|----------------|
| NONE | | |

* Subject to the provisions of the Community Reinvestment Act

District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending September 16, 2023

| Filer | Filing Type | Filing Proposal | End of Comment Period |
|--------------|--------------------|------------------------|------------------------------|
| NONE | | | |

District: 3

Federal Reserve Bank of Philadelphia

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|----------------|-----------------------------|------------------|------------------------|-------------------|--------------------|
| NONE | | | | | |

CRA Examinations scheduled for Quarter of

| Institution | Location | Quarter |
|--------------------|-----------------|----------------|
| NONE | | |

* Subject to the provisions of the Community Reinvestment Act

District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending September 16, 2023

| Filer | Filing Type | Filing Proposal | End of Comment Period |
|--------------|--------------------|------------------------|------------------------------|
| NONE | | | |

District: 4

Federal Reserve Bank of Cleveland

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|----------------|-----------------------------|------------------|------------------------|-------------------|--------------------|
| 504311 | GENOA BKG CO, GENOA, OHIO | 04/17/2023 | 09/26/2022 | S | Int Small Bank |

CRA Examinations scheduled for Quarter of

| Institution | Location | Quarter |
|--------------------|-----------------|----------------|
| NONE | | |

* Subject to the provisions of the Community Reinvestment Act

District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending September 16, 2023

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|---|---------------------------------------|---|---------------------------------|----------------------------------|
| ATLANTIC UNION BANKSHARES CORPORATION | * 18C * 3A5 * Branch (Domestic) | Atlantic Union Bankshares Corporation, Richmond, Virginia, to acquire 100% of the voting securities of American National Bankshares Inc. Danville, Virginia, and thereby indirectly acquire American National Bank and Trust Company, Danville, Virginia. In addition, Atlantic Union Bank, Richmond, Virginia, to merge with American National Bank and Trust Company and operate American National Bank and Trust Company's branches. | Newspaper: Federal Register: | 10/14/2023 10/19/2023 |
| BURKE & HERBERT FINANCIAL SERVICES CORP. | Election (Domestic) | Burke & Herbert Financial Services Corp., Alexandria, virginia elects to become a Financial Holding Compnay. | Newspaper: Federal Register: | Not applicable Not applicable |

* Subject to the provisions of the Community Reinvestment Act

District: 5

Federal Reserve Bank of Richmond

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|----------------|--|------------------|------------------------|-------------------|--------------------|
| 94522 | BENCHMARK CMNTY BK, KENBRIDGE, VIRGINIA | 02/04/2023 | 08/15/2022 | S | Int Small Bank |
| 214722 | CHESAPEAKE BK, KILMARNOCK, VIRGINIA | 11/14/2022 | 06/13/2022 | S | Int Small Bank |
| 713926 | FARMERS & MERCHANTS BK, TIMBERVILLE, VIRGINIA | 09/18/2022 | 04/04/2022 | S | Int Small Bank |
| 3019982 | FREEDOM BK OF VIRGINIA, FAIRFAX, VIRGINIA | 06/24/2023 | 10/24/2022 | S | Int Small Bank |

CRA Examinations scheduled for Quarter of

| Institution | Location | Quarter |
|--------------------|-----------------|----------------|
| NONE | | |

* Subject to the provisions of the Community Reinvestment Act

District: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending September 16, 2023

| Filer | Filing Type | Filing Proposal | End of Comment Period |
|--------------|--------------------|------------------------|------------------------------|
| NONE | | | |

District: 6

Federal Reserve Bank of Atlanta

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|----------------|----------------------------------|------------------|------------------------|-------------------|--------------------|
| 2877345 | INSBANK, NASHVILLE, TENNESSEE | 02/05/2023 | 11/07/2022 | S | Int Small Bank |

CRA Examinations scheduled for Quarter of

| Institution | Location | Quarter |
|--------------------|-----------------|----------------|
| NONE | | |

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending September 16, 2023

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|--------------------------------|------------------------|--|---------------------------------|--------------------------------|
| FIRST FARMERS BANK & TRUST CO. | * Branch (Domestic) | First Farmers Bank & Trust Company, Converse, Indiana to establish a branch located at 11711 North Pennsylvania, Suite 112, Carmel, Indiana. | Newspaper: Federal Register: | 09/07/2023 Not applicable |
| GRINNELL BANCSHARES, INC. | Change in Bank Control | Notice by F. Austin Jones, individually and as co-trustee of the David A. Jones Irrevocable Trust and the F. Austin Jones Irrevocable Trust, all of Grinnell, Iowa, to retain voting shares of Grinnell Bancshares, Inc. and thereby indirectly retain voting shares of Grinnell State Bank, both of Grinnell, Iowa. | Newspaper: Federal Register: | Not available 10/04/2023 |
| OXFORD BANK CORPORATION | Change in Bank Control | Richard Kenneth Thompson Revocable Living Trust, Clinton Township, Michigan, Richard K. Thompson, Sterling Heights, Michigan as trustee; Richard K. Thompson Irrevocable Trust 2022, Troy, Michigan, Thomas Hinsberg, Rochester, Michigan as trustee; OJT Irrevocable Trust, Troy, Michigan, Robert Clemente, West Bloomfield, Michigan as trustee; The Restatement of the Thomas Hinsberg Revocable Living Trust, Rochester, Michigan, Thomas Hinsberg as trustee, Rochester, Michigan; Robert Clemente Children's Trust, West Bloomfield, Michigan, Robert Clemente, West Bloomfield, Michigan as trustee to retain voting shares of Oxford Bank Corporation and thereby indirectly retain voting shares of Oxford Bank, both of Oxford, Michigan. | Newspaper: Federal Register: | Not available Not available |
| TERRE HAUTE SAVINGS MHC, INC. | * 3A3 | Terre Haute Savings MHC, Inc., Terre Haute, Indiana to acquire First Savings Bank, Danville, Illinois. | Newspaper: Federal Register: | 08/17/2023 Not available |

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

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|----------------|-----------------------------------|------------------|------------------------|-------------------|--------------------|
| 830542 | CBI B&TC, MUSCATINE, IOWA | 11/14/2022 | 07/18/2022 | S | Int Small Bank |
| 113740 | FIRST ST BK, EASTPOINTE, MICHIGAN | 09/12/2022 | 03/14/2022 | S | Int Small Bank |
| 2958972 | NORTHSTAR BK, BAD AXE, MICHIGAN | 07/10/2023 | 02/06/2023 | S | Int Small Bank |
| 247140 | ONE CMNTY BK, OREGON, WISCONSIN | 04/28/2023 | 11/28/2022 | S | Int Small Bank |
| 269049 | VISIONBANK OF IA, AMES, IOWA | 05/21/2023 | 02/27/2023 | S | Int Small Bank |

CRA Examinations scheduled for Quarter of

| Institution | Location | Quarter |
|--------------------|-----------------|----------------|
| NONE | | |

* Subject to the provisions of the Community Reinvestment Act

District: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending September 16, 2023

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|---------------------------------|---------------------------|---|---------------------------------|------------------------------|
| EDMONTON BANCSHARES, INC. | Change in Bank Control | Notice by the Kimberly P. Thompson Irrevocable Trust, John N. Thompson, as Trustee, both of Brentwood, Tennessee; the Julie C. Thompson Irrevocable Trust, David W. Thompson, as Trustee, both of Edmonton, Kentucky, to retain voting shares of Edmonton Bancshares, Inc., Edmonton, Kentucky, and thereby indirectly retain voting shares of Edmonton State Bank, Glasgow, Kentucky | Newspaper: Federal Register: | Not available 10/05/2023 |
| FIRST BANK | * Branch (Domestic) | First Bank, Creve Coeur, Missouri, to establish a branch facility to be located at 4990 Telephone Road, Suite 103, Ventura, California. | Newspaper: Federal Register: | 09/30/2023 Not applicable |

* Subject to the provisions of the Community Reinvestment Act

District: 8

Federal Reserve Bank of St. Louis

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|----------------|---|------------------|------------------------|-------------------|--------------------|
| 192147 | CITIZENS B&TC, VAN BUREN, ARKANSAS | 01/29/2023 | 10/24/2022 | S | Int Small Bank |
| 785473 | FIRST SAVINGS BK, JEFFERSONVILLE, INDIANA | 04/24/2023 | 04/18/2022 | S | Int Small Bank |
| 3374412 | OAKSTAR BK, SPRINGFIELD, MISSOURI | 12/19/2022 | 06/13/2022 | S | Int Small Bank |

CRA Examinations scheduled for Quarter of

| Institution | Location | Quarter |
|--------------------|-----------------|----------------|
| NONE | | |

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending September 16, 2023

| Filer | Filing Type | Filing Proposal | End of Comment Period |
|--------------|--------------------|------------------------|------------------------------|
| NONE | | | |

District: 9

Federal Reserve Bank of Minneapolis

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- S = Satisfactory
- NI = Needs to improve
- SN = Substantial noncompliance

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| RSSD ID | Institution/Location | Exam Date | CRA Public Date | CRA Rating | Exam Method |
|----------------|--------------------------------------|------------------|------------------------|-------------------|--------------------|
| 160650 | CHARTER BK, EAU CLAIRE, WISCONSIN | 09/12/2022 | 04/11/2022 | S | Int Small Bank |

CRA Examinations scheduled for Quarter of

| Institution | Location | Quarter |
|--------------------|-----------------|----------------|
| NONE | | |

* Subject to the provisions of the Community Reinvestment Act

District: 10

Federal Reserve Bank of Kansas City

Filings received during the week ending September 16, 2023

| Filer | Filing Type | Filing Proposal | End of Comment Period |
|---------------------------|------------------------|---|--|
| MIDWEST BANCO CORPORATION | Change in Bank Control | Jeffrey Alan Svajgr, Omaha Nebraska, to acquire voting shares of Midwest Banco Corporation, and thereby indirectly acquire voting shares of Waypoint Bank, all of Cozad, Nebraska, and be approved as a member of the Svajgr/Olson group acting in concert. | Newspaper: 10/11/2023 Federal Register: Not available |

District: 10

Federal Reserve Bank of Kansas City

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|----------------|---|------------------|------------------------|-------------------|--------------------|
| 285852 | FIRST OPTION BK, OSAWATOMIE, KANSAS | 06/16/2023 | 03/06/2023 | S | Int Small Bank |
| 554857 | FIVE POINTS BK, GRAND ISLAND, NEBRASKA | 06/10/2023 | 03/13/2023 | O | Int Small Bank |
| 990352 | UNITED B&TC, MARYSVILLE, KANSAS | 01/23/2023 | 10/24/2022 | S | Int Small Bank |

CRA Examinations scheduled for Quarter of

| Institution | Location | Quarter |
|--------------------|-----------------|----------------|
| NONE | | |

* Subject to the provisions of the Community Reinvestment Act

District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending September 16, 2023

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|------------|---------------------|--|-----------------------|----------------|
| FROST BANK | * Branch (Domestic) | Frost Bank, San Antonio, Texas -- to establish a branch at 1912 Parker Road, Carrollton, Texas | Newspaper: | Not available |
| | | | Federal Register: | Not applicable |

* Subject to the provisions of the Community Reinvestment Act

District: 11

Federal Reserve Bank of Dallas

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|----------------|-----------------------------------|------------------|------------------------|-------------------|--------------------|
| 262358 | AMERICAN ST BK, ARP, TEXAS | 01/13/2023 | 09/26/2022 | S | Int Small Bank |
| 380458 | TEXAS RGNL BK, HARLINGEN, TEXAS | 01/08/2023 | 08/15/2022 | S | Int Small Bank |
| 3630323 | THIRD COAST BK SSB, HUMBLE, TEXAS | 08/14/2022 | 04/25/2022 | S | Int Small Bank |

CRA Examinations scheduled for Quarter of

| Institution | Location | Quarter |
|--------------------|-----------------|----------------|
| NONE | | |

* Subject to the provisions of the Community Reinvestment Act

District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending September 16, 2023

| Filer | Filing Type | Filing Proposal | End of Comment Period |
|--------------|--------------------|------------------------|------------------------------|
| NONE | | | |

District: 12

Federal Reserve Bank of San Francisco

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|----------------|---|------------------|------------------------|-------------------|--------------------|
| 1864197 | OAK VALLEY CMNTY BK, OAKDALE, CALIFORNIA | 04/27/2023 | 01/17/2023 | O | Int Small Bank |

CRA Examinations scheduled for Quarter of

| Institution | Location | Quarter |
|--------------------|-----------------|----------------|
| NONE | | |

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