

## FEDERAL RESERVE RELEASE

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

No. 40 Week ending October 7, 2023

## **Board Actions**

## **Regulations and Policies**

Regulation Q—(1) final rule that establishes capital requirements for depository institution holding companies significantly engaged in insurance activities; (2) implementation of new reporting form (FR Q-1); and related delegation of authority. \*

Approved: September 13, 2023

\*Addition

## **Actions Under Delegated Authority**

## **Bank Branches, Domestic**

#### **Dallas**

Comerica Bank, Dallas, Texas-to establish a branch at 17 Cowboys Way, Frisco, Texas. \*

Withdrawn: September 20, 2023

\*Addition

Frost Bank, San Antonio, Texas—to establish a branch at 1912 Parker Road, Carrollton, Texas.

Approved: October 4, 2023

## **Change in Bank Control**

## Chicago

Westbury Bancorp, Inc., Waukesha, Wisconsin—Greg Remus, Sara Remus, Alexander Remus, and Zachary Remus, all of Oconomowoc, Wisconsin, to form the Remus Family Control Group, a group acting in concert, to retain voting shares of Westbury Bancorp, Inc., and thereby indirectly retain voting shares of Westbury Bank, Waukesha, Wisconsin.

Permitted: October 4, 2023

#### **Kansas City**

Clark Bancshares, Inc., Clarks, Nebraska—John M. DuBray III, Columbus, Nebraska, to acquire voting shares of Clark Bancshares, Inc., and thereby indirectly acquire voting shares of Bank of Clarks, Clarks, Nebraska.

Withdrawn: October 5, 2023

Plains Bancshares, Inc., Plains, Kansas—David Clawson, individually, and as co-trustee of the LAC Clawson Irrevocable Trust, the TD Clawson Irrevocable Trust, and the MBCW Irrevocable Trust, all of Plains, Kansas, to retain voting shares of Plains Bancshares, Inc., and thereby indirectly retain voting shares of Bank of the Plains, Plains, Kansas (formerly known as The Plains State Bank), and more.

Permitted: October 5, 2023

## Minneapolis

First State Bank Southwest KSOP Plan and Trust, Worthington, Minnesota—Bradley Dean Meester, Bigelow, Minnesota, as co-trustee, to acquire voting shares of First State Bank Southwest KSOP Plan and Trust and thereby indirectly acquire voting shares of First Rushmore Bancorporation, Inc., Worthington, Minnesota.

Permitted: October 6, 2023

## Federal Reserve Bank of Boston

Filer	Filing Type	Filing Proposal	<b>End of Comment Per</b>	10 <b>a</b>
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".		Not available 10/19/2023

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

#### Federal Reserve Bank of Boston

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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.

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

Institution	Location	Quarter
NONE		

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

## Federal Reserve Bank of New York

Filer	Filing Type	Filing Proposal	<b>End of Comment Peri</b>	od
MANUFACTURERS AND TRADERS TRUST COMPANY	Public Welfare Investment	Manufacturers and Traders Trust Company, Buffalo, New York, to make an additional public welfare investment, pursuant to Section 208.22(d) of Regulation H.	Newspaper: Federal Register:	Not applicable Not applicable
OakNorth Bank plc	Rep Office	OakNorth Bank plc, London, United Kingdom, to establish a representative office in New York, New York, pursuant to Section pursuant to Section 10(a) of the International Banking Act.	Newspaper: Federal Register:	Not available Not applicable

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

#### Federal Reserve Bank of New York

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645317	ADIRONDACK TC, SARATOGA SPRINGS, NEW YORK	09/28/2023	12/05/2022	S	Int Small Bank

Institution	Location	Quarter
NONE		

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

# Federal Reserve Bank of Philadelphia

Filer	Filing Type	Filing Proposal	End of Comment Period
NONE			

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

## Federal Reserve Bank of Philadelphia

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NONE					
CRA Examir	nations scheduled for Qu	uarter of			
Institution		Loca	tion	Q	uarter

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

## Federal Reserve Bank of Cleveland

Filer	Filing Type	Filing Proposal	<b>End of Comment Period</b>
KEYCORP	Commitment	KeyCorp, Cleveland, Ohio, requests relief from commitments made in connection with the acquisition of McDonald & Company Investments, Inc., Cleveland, OH.	Newspaper: Federal Register:

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#### 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

Institution	Location	Quarter
NONE		

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

## Federal Reserve Bank of Richmond

Filer	Filing Type	Filing Proposal	<b>End of Comment Peri</b>	od
Beacon Holding Company, Inc.	* 3A1	Beacon Holding Company, Inc., Charleston, South Carolina, to become a bank holding company through the acquisition of 100% of the voting securities of Beacon Community Bank, Charleston, South Carolina.	Newspaper: Federal Register:	Not applicable Not applicable
FIRST COMMUNITY BANK	* Branch (Domestic)	First Community Bank, Bluefield, Virginia, to establish a branch at 150 Virginia Avenue, Wytheville, Virginia 24832.	Newspaper: Federal Register:	10/16/2023 Not applicable

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

#### 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
3019982	FREEDOM BK OF VIRGINIA, FAIRFAX, VIRGINIA	06/24/2023	10/24/2022	S	Int Small Bank

Institution	Location	Quarter
NONE		

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

## Federal Reserve Bank of Atlanta

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

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

#### Federal Reserve Bank of Atlanta

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RSSD ID	Institution/Location	Exam Date	CRA Public Date	CRA Rating	Exam Method
2877345	INSBANK, NASHVILLE, TENNESSEE	02/05/2023	11/07/2022	S	Int Small Bank

Institution	Location	Quarter
NONE		

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

# Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	<b>End of Comment Perio</b>	od
BANK OF PONTIAC		Bank of Pontiac, Pontiac, Illinois ("Bank of Pontiac") to purchase certain assets and assume certain liabilities of Farmers-Merchants Bank of Illinois, Joy, Illinois ("Farmers-Merchants"), pursuant to Section 18(c) of the Federal Deposit Insurance Act. In connection with the purchase and assumption, Farmers-Merchants' offices located at 101 North Taft Street, Paxton, Illinois; 100 East Main Street, Melvin Illinois; and 116 South Pine Street, Piper City, Illinois, will become branch offices of Bank of Pontiac, pursuant to Section 9 of the Federal Reserve Act.	Federal Register:	11/03/2023 Not applicable
CBI BANK & TRUST		CBI Bank & Trust, Muscatine, Iowa, to purchase certain assets and assume certain liabilities of Farmers Merchants Bank of Illinois, Joy, Illinois, and to thereby establish a branch located at 101 W Main Street, Joy, Illinois.	Newspaper: Federal Register:	Not available Not applicable
FIRST LACON CORP.	Change in Bank Control	Notice by Alyssa T. Kanive, Orono, Minnesota, John N. Kanive, Minnetonka Minnesota, and Ryan J. Kanive, Orono, Minnesota, as a group acting in concert, to join the Nelson Family Control Group to retain voting shares of First Lacon Corp. and thereby indirectly acquire voting shares of The First National Bank of Lacon, both of Lacon, Illinois. In addition, The Louise N. Kanive Trust, Louise N. Kanive as trustee, both of Orono, Minnesota, to acquire voting shares of First Lacon Corp. and thereby indirectly control The First National Bank of Lacon.		10/11/2023 Not available

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

# Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	<b>End of Comment Per</b>	iod
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 K. Thompson, Sterling Heights, Michigan; Thomas J. Hinsberg, Rochester, Michigan; and Robert A. Clemente, West Bloomfield, Michigan, as individuals; Richard K. Thompson Irrevocable Trust 2022, Troy, Michigan, Thomas J. Hinsberg, Rochester, Michigan as trustee; OJT Irrevocable Trust, Troy, Michigan, Robert A. 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.	Federal Register:	Not available 10/19/2023
PETEFISH, SKILES BANCSHARES, INC.	Change in Bank Control	Notice by George B. Bley II, Palm Harbor, FL, individually, and acting in concert with the Bley Family Control Group for approval to retain the voting shares of Petefish, Skiles Bancshares, Inc. and thereby indirectly retain voting shares of Petefish, Skiles & Company, both of Virginia, Illinois.	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

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

# Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	<b>End of Comment Per</b>	iod
TREYNOR BANCSHARES, INC.	* 3A3	Treynor Bancshares, Inc., Treynor ("TBI"), Iowa, to acquire an additional 57,142.86 voting shares of TS Contrarian Bancshares Inc. ("CBI"), Treynor, Iowa, through a purchase of those shares from CBI shareholder, GGC, LLP, Council Bluffs, Iowa. In addition, the Joshua Guttau Generational Irrevocable Trust ("Josh Guttau Trust") and the Heidi A. Guttau Generational Irrevocable Trust ("Heidi Guttau Trust") are proposing to acquire 71,428.57 shares each of CBI and become a part of the Guttau Family Control Group, through a purchase of those CBI shares from GGC, LLP. Simultaneously with the previously described purchases of GGC LLP's CBI shares, CBI will be merged into TBI with TBI being the survivor. In the merger, TBI's investment in CBI will be eliminated and the Josh Guttau Trust and Heidi Guttau Trust shares of CBI and other minority shareholders will be exchanged for common voting shares in TBI. The Josh Guttau Trust and Heidi Guttau Trust will also need to be added to the Guttau Family Control Group through a Change in Bank Control	1	Not available Not available

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

# Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	<b>End of Comment Per</b>	iod
VILLAGE INVESTMENT COMPANY	Listed DeNovo * 3A1	Notice by Libertyville Savings Bank Employee Stock Ownership Trust, Fairfield, Iowa to become a bank holding company by acquiring 27.02% of Village Investment Company and thereby indirectly acquiring The Libertyville Savings Bank, both of Fairfield, Iowa. In addition, Village Investment Company to engage de novo in the nonbanking activities of making, acquiring, brokering or servicing loans or other extensions of credit, pursuant to section 225.28(b)(1) of Regulation Y.	y g	Not available 10/21/2023

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

#### 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
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

Institution	Location	Quarter
NONE		

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

## Federal Reserve Bank of St. Louis

Filer	Filing Type	Filing Proposal	<b>End of Comment Peri</b>	od
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 NATIONAL BANK IN CARLYLE, THE	Membership	The First National Bank in Carlyle, Carlyle, Illinois, to become a member of the Federal Reserve System	Newspaper: Federal Register:	Not applicable Not applicable
FIRST SECURITY BANK	* Branch (Domestic)	First Security Bank, Searcy, Arkansas, to establish a branch facility to be located at 151 East County Highway 30A, Santa Rosa Beach, Florida.	Newspaper: Federal Register:	10/13/2023 Not applicable
OMB BANK	* Branch (Domestic)	OMB Bank, Springfield, Missouri, to establish a branch facility to be located at 8801 Renner Boulevard, Suite 401, Lenexa, Kansas	Newspaper: Federal Register:	10/12/2023 Not applicable
RiverWind Bancshares, Inc.	* 3A1	RiverWind Bancshares, Inc., Augusta, Arkansas, to become a bank holding company by acquiring RiverWind Bank, Augusta, Arkansas,	Newspaper: Federal Register:	11/07/2023 11/13/2023

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#### 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
2785646	OLD MO BK, SPRINGFIELD, MISSOURI	06/03/2023	03/06/2023	S	Int Small Bank
49241	RELYANCE BK, WHITE HALL, ARKANSAS	09/23/2023	06/05/2023	S	Int Small Bank

Institution	Location	Quarter
NONE		

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

# Federal Reserve Bank of Minneapolis

Filer Filing Type Filing Proposal End of Comm		End of Comment Period	
NONE			

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#### Federal Reserve Bank of Minneapolis

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NONE						

Institution	Location	Quarter
NONE		

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# Federal Reserve Bank of Kansas City

Filer	Filing Type	Filing Proposal	<b>End of Comment Peri</b>	od
LAMAR TRUST BANCSHARES, INC.	Change in Bank Control	James F. O'Neal as trustee of the Patrick B. O'Neal Irrevocable Trust dated June 25, 2009, James Christopher O'Neal Irrevocable Trust dated June 25, 2009, and James F. O'Neal and Bonnie O'Neal Irrevocable Grandchildren's Trust dated September 2, 2010, all of Lamar, Missouri; Patrick B. O'Neal and Michelle Boehm O'Neal Revocable Trust dated October 21, 2020, Patrick B. O'Neal and Michelle O'Neal as co-trustees, and James Christopher O'Neal, all of Lamar, Missouri, to become members of the James F. O'Neal Family Control Group, a group acting in concert, to retain voting shares of Lamar Trust Bancshares, Inc., and thereby indirectly retain voting shares of Lamar Bank and Trust Company, all of Lamar, Missouri. James F. O'Neal has previously been permitted by the Federal Reserve System to acquire control of voting shares of Lamar Trust Bancshares, Inc., and thereby indirectly acquire voting shares of Lamar Bank and Trust Company, and is currently a member of the James F. O'Neal Family Control Group.	Newspaper: Federal Register:	10/18/2023 Not available
State Holding, Inc.	* 3A1	State Holding, Inc., Richmond, Missouri, to become a bank holding company through the acquisition of voting shares of The State Bank, Richmond, Missouri.	Newspaper: Federal Register:	11/06/2023 11/13/2023

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#### 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 ISLAN NEBRASKA	ID, 06/10/2023	03/13/2023	0	Int Small Bank
990352	UNITED B&TC, MARYSVILLE, KANSAS	01/23/2023	10/24/2022	S	Int Small Bank

Institution	Location	Quarter
NONE		

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

## Federal Reserve Bank of Dallas

Filer	Filing Type	Filing Proposal	<b>End of Comment Peri</b>	od
TEB Trust	* 3A1	TEB Trust and TEB Middle Holdings, LLC, both of Fort Worth, Texas; to become bank holding companies by acquiring up to 55.15 percent of Texas Exchange Bank, Crowley, Texas.	Newspaper: Federal Register:	11/10/2023 Not available
Unifi Financial, Inc.	* 3A1	Unifi Financial, Inc., San Antonio, Texas, to become a bank holding company by acquiring Stockmens National Bank in Cotulla, Cotulla, Texas	Newspaper: Federal Register:	11/16/2023 11/13/2023

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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

Institution	Location	Quarter
NONE		

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

## Federal Reserve Bank of San Francisco

Filer	Filing Type	Filing Proposal	<b>End of Comment Peri</b>	od
EAST WEST BANK	Public Welfare Investment	East West Bank, Pasadena, California, proposes to make a public welfare investment of \$5.954 million in Community Development and Affordable Housing Fund II, LLP.	Newspaper: Federal Register:	Not applicable Not applicable
RESONA BANK, LTD.	Rep Office	Resona Bank, Osaka, Japan, to establish a representative office in Los Angeles, California, pursuant to Section 10(a) of the International Banking Act and Section 211.24(a)(1) of Regulation K.	Newspaper: Federal Register:	Not available Not applicable

<sup>\*</sup> Subject to the provisions of the Community Reinvestment Act

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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
1864197	OAK VALLEY CMNTY BK, OAKDALE, CALIFORNIA	04/27/2023	01/17/2023	0	Int Small Bank

Institution	Location	Quarter
NONE		

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