Federal Reserve Release



H.2

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

No. 41

Week Ending October 11, 2014

Advisory Councils

Community Depository Institutions Advisory Council -- announcement of members and designation of John B. Dicus as president and Michael J. Castellana as vice president for 2015.

- Announced, October 8, 2014

Forms

Forms -- initial Board review to extend without revision the Application for Membership in the Federal Reserve System (FR 2083-2083C), Federal Reserve bank stock applications (FR 2030, FR 2030a, FR 2056, FR 2086, FR 2086a, and FR 2087), and reports related to extensions of credit secured by margin stock (FR G-1, FR G-2, FR G-3, FR G-4, FR T-4, and FR U-1).

- Proposed, October 8, 2014

Monetary and Financial Policy

Term Deposit Facility -- fixed-rate offering of seven-day term deposits with an early withdrawal feature and a maximum tender amount of \$5 billion on October 14, 2014.

- Announced, October 9, 2014

<u>Personnel</u>

Office of Board Members -- appointment of William English as adviser to the Board for monetary policy.

- Announced, October 8, 2014

Office of Financial Stability Policy & Research -- appointment of Rochelle Edge as deputy associate director and Michael Kiley as senior associate director.

- Announced, October 9, 2014

Enforcement

Fayette County Bank, St. Elmo, Illinois -- issuance of a prompt corrective action directive with the consent of the bank.

- Announced, October 7, 2014

First American International Corporation, Brooklyn, New York -- written agreement issued March 18, 2011, terminated October 7, 2014.

- Announced, October 9, 2014

First Security Group, Inc., Chattanooga, Tennessee -- written agreement issued September 7, 2010, terminated October 2, 2014.

- Announced, October 7, 2014

South Group Bancshares, Inc., Glennville, Georgia -- written agreement issued August 31, 2010, terminated October 1, 2014.

- Announced, October 7, 2014

H.2 Actions under delegated authority

BS&R Banking Supervision and Regulation RBOPS Reserve Bank Operations and Payment Systems

C&CAConsumer and Community AffairsIFInternational FinanceFOMCFederal Open Market CommitteeMAMonetary Affairs

Bank Branches, Domestic

Secretary

Fifth Third Bank, Cincinnati, Ohio -- to establish a temporary branch at the Octagon LPGA Golf Tournament, 2520 Tiburon Drive, Naples, Florida.

- Approved, October 10, 2014

Bank Holding Companies

St. Louis

Cross County Bancshares, Inc., Wynne, Arkansas -- to merge with Forrest City Financial Corporation, Forrest City, and thereby indirectly acquire Forrest City Bank, N.A.; and for Cross County Bank, Wynne, to merge with Forrest City Bank, N.A., Forrest City, and thereby establish branches.

- Withdrawn, October 6, 2014

Dallas

First Bells Bankshares, Inc., Bells, Texas -- to acquire Cendera Funding, Inc., Fort Worth, and thereby engage in extending credit and servicing loans.

- Approved, October 10, 2014

St. Louis

Home BancShares, Inc., Conway, Arkansas -- to acquire Broward Financial Holdings, Inc., Fort Lauderdale, Florida, and thereby indirectly acquire Broward Bank of Commerce.

- Approved, October 8, 2014

Bank Holding Companies

Minneapolis

Mackinac Financial Corporation, Manistique, Michigan -- to acquire Peninsula Financial Corporation, Ishpeming, and thereby indirectly acquire Peninsula Bank.

- Approved, October 9, 2014

New York

Max Bancorp, LLC, New York, New York -- to acquire First Bank Holding Company, Inc., Harvey, North Dakota, and thereby indirectly acquire National Bank of Harvey.

- Withdrawn, October 7, 2014

St. Louis

Midwest Community Bancshares, Inc., Marion, Illinois -- waiver of application to acquire Security Bancorp, Inc., Herrin, in connection with the merger of their respective subsidiaries, First Southern Bank (formerly The Bank of Marion), Marion, and Herrin Security Bank, Herrin.

- Granted, October 10, 2014

San Francisco

TFB Bancorp, Inc., Yuma, Arizona -- to become a bank holding company by acquiring The Foothills Bank, Yuma.

- Approved, October 9, 2014

Bank Mergers

Kansas City

Centennial Bank, Centennial, Colorado -- to purchase certain assets and assume certain liabilities of five Colorado branches of Mutual of Omaha Bank, Omaha, Nebraska, and thereby establish branches; and waiver of notice requirement for CIC Bancshares, Inc., Denver, in connection with the purchase and assumption transaction by its subsidiary, Centennial Bank.

- Approved, October 7, 2014

St. Louis

Southern Bancorp Bank, Arkadelphia, Arkansas -- to merge with The Bank of Bolivar County, Shelby, Mississippi, and to retain the acquired facilities as branches.

- Approved, October 10, 2014

Banks, Foreign

General Counsel

European Investment Bank, Kirchberg, Luxembourg -- request for a determination that European Investment Bank qualifies as a special-purpose foreign government-owned bank pursuant to Regulation K.

- Approved, October 8, 2014

Banks, Nonmember, and Miscellaneous Institutions

Director, BS&R

WL Ross & Co., LLC, et al., New York, New York -- relief from certain commitments.

- Granted, October 8, 2014

Banks, State Member

San Francisco

Silicon Valley Bank, Santa Clara, California -- to make a public welfare investment.

- Approved, October 7, 2014

Change in Bank Control

Minneapolis

Northfield Bancshares, Inc., Northfield, Minnesota -- change in bank control of Northfield Bancshares, Inc. and its subsidiary, Community Resource Bank, Northfield.

- Permitted, October 10, 2014

Atlanta

Touchmark Bancshares, Inc., Alpharetta, Georgia -- to retain control of Touchmark Bancshares, Inc. and its subsidiary, Touchmark National Bank, Alpharetta.

- Permitted, October 9, 2014

Membership

St. Louis

Stifel Bank and Trust, St. Louis, Missouri -- to become a member of the Federal Reserve System.

- Approved, October 9, 2014

Federal Reserve Bank of Boston

Filer	Filing Type	Filing Proposal	End of Comment Period	
NEEDHAM BANK	* Branch	Application by Needham Bank, Needham, Massachusetts, to establish a branch at 41 Front Street, Ashland, Massachusetts pursuant to Section 208.6 of Regulation H.	Newspaper: Federal Register:	Not available Not applicable

^{*} Subject to the provisions of the Community Reinvestment Act

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

Public Date

Rating

Exam Method

NONE

CRA Examinations scheduled for Quarter of

Institution Location

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Federal Reserve Bank of New York

Filer	Filing Type	Filing Proposal	End of Commen	t Period
SENVEST GROUP	CIC	Senvest Master Fund, L.P., Senvest International, L.L.C., Senvest Partners, L.P., Senvest Partners Ltd., Rima Senvest Management, L.L.C, Senvest Capital Inc., Jefferson Northern Inc., Richard Mashaal and Victor Mashaal (Collectively, "Senvest Group"), all of New York, New York, to directly acquire 17.1 percent of the voting preferred stock of Doral Financial Corporation, San Juan, Puerto Rico.	Newspaper: Federal Register:	Not available Not available
SUMITOMO MITSUI BANKING CORPORATION	* 3A3	Sumitomo Mitsui Financial Group, Inc. and Sumitomo Mitsui Banking Corporation, both of Tokyo, Japan, propose to acquire additional shares and increase ownership of voting shares of The Bank of East Asia, Limited, Hong Kong S.A.R., Peoples Republic of China, and indirectly increase their interest in the Industrial and Commercial Bank Of China (USA), N.A., New York, New York from approximately 9.7 percent to no more than 19.9 percent, pursuant to Section 3(a)(3) of the BHC Act of 1956, as amended, and Section 225.15 of Regulation Y.	Newspaper: Federal Register:	11/03/2014 11/06/2014

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Federal Reserve Bank of New York

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Federal Reserve Bank of Philadelphia

Filer	Filing Type	Filing Proposal	End of Commen	t Period
KEARNY MHC	* MHC Conversion	Kearny MHC, and Kearny Financial Corp., both of Kearny, NJ, proposes to convert to stock form and merge with Kearny Financial Corp., (a newly formed holding company), which proposes to become a savings and loan holding company by acquiring 100 percent of Kearny Federal Savings Bank, Kearny, NJ.	Newspaper: Federal Register:	Not available 10/09/2014

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Federal Reserve Bank of Philadelphia

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Location

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CRA

Institution NONE

RSSD

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Federal Reserve Bank of Cleveland

Filings received during the week ending October 11, 2014

Filer Filing Type Filing Proposal End of Comment Period

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Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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CRA Examinations scheduled for Quarter of

Location

CRA

CRA

Institution NONE

RSSD

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Federal Reserve Bank of Richmond

Filer	Filing Type	Filing Proposal	End of Comment Period	
AMERICAN NATIONAL BANKSHARES INC.	* 3A5	American National Bankshares Inc., Danville, Virginia, has submitted an application to acquire MainStreet Bankshares Inc., Martinsville, Virginia, and thereby indirectly acquire Franklin Community Bank, National Association, Rocky Mount, Virginia.	Newspaper: Federal Register:	Not available Not available
BB&T CORPORATION	* 3A5	BB&T Corporation, Winston-Salem, North Carolina, to acquire 100% of the voting securities of The Bank of Kentucky Financial Corporation, Crestview Hills, Kentucky, and thereby indirectly acquire The Bank of Kentucky, Incorporated, Crestview Hills, Kentucky.	Newspaper: Federal Register:	Not available 11/10/2014
ESSEX BANK	* Branch	Essex Bank, Richmond, Virginia, intends to establish a branch at 6143 High Bridge Road, Bowie, Maryland.	Newspaper: Federal Register:	10/17/2014 Not applicable
SANDY SPRING BANK	* Branch	Sandy Spring Bank has submitted an application to open a branch at 7550 Wisconsin Avenue, Bethesda, Maryland.	Newspaper: Federal Register:	Not available Not applicable

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Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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Public Date

Rating

Exam Method

NONE

CRA Examinations scheduled for Quarter of

Institution Location

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Federal Reserve Bank of Atlanta

Filer	Filing Type	Filing Proposal	End of Commen	t Period
BANCO DE CREDITO E INVERSIONES S.A.	* 3A1	Banco De Credito E Inversiones, Empresas Juan Yarur S.A.C., Inversiones Petro S.A., Inversiones Baquio LTDA., Inversiones Nueve LTDA., and Administraciones Baquio LTDA., all of Santiago, Chile, to become bank holding companies by acquiring 100 percent of CM Florida Holdings, Inc., Coral Gables, Florida, and its subsidiary, City National Bank of Florida, Miami, Florida.	Newspaper: Federal Register:	Not available 08/08/2013

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Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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CRA Examinations scheduled for Quarter of

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NONE

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Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	End of Comment Period	
BEN FRANKLIN FINANCIAL MHC	* MHC Conversion	Ben Franklin Financial, MHC, Arlington Heights, Illinois, to convert to stock form and merge with and into Ben Franklin Financial, Inc., Arlington Heights, Illinois. In connection with this application, Ben Franklin Financial, Inc. will be merged into a de novo corporation named Ben Franklin Financial, Inc., a Maryland Corporation, which has applied to become a savings and loan holding company by acquiring 100 percent of the voting shares of Ben Franklin Bank of Illinois, Arlington Heights, Illinois.	Newspaper: Federal Register:	Not available 10/17/2014
COUNTRY BANCORPORATION	* 3A3	Country Bancorporation, Crawfordsville, Iowa, to acquire 100 percent of Lone Tree Service Company, Lone Tree, Iowa, and thereby indirectly acquire Farmers and Merchants Savings Bank, Iowa City, Iowa.	Newspaper: Federal Register:	Not available Not available
NORTHWOOD FINANCIAL SERVICES CORPORATION	CIC	Notice by The Paulson 2014 Trust, Mason City, Iowa, the trustees are Kirk S. Paulson, Mason City, Iowa, Sarah C. Walter, Kingsport, Tennessee, Kris S. Paulson, Mason City, Iowa, and Dean A. Moretz, Northwood, Iowa, and the Paulson 2014 Trust together with Kirk S. Paulson, Sarah C. Walter and Kris S. Paulson acting in concert as a family control group to control 100 percent of the voting shares of Northwood Financial Services Corporation, Northwood, Iowa, and thereby indirectly NSB Bank, Mason City, Iowa.	Newspaper: Federal Register:	Not available 10/17/2014
OTTAWA SAVINGS BANCORP, MHC	* SLHC Acquisition	Ottawa Savings Bancorp MHC, and Ottawa Savings Bancorp, Inc., both of Ottawa, Illinois, will merge Twin Oaks Savings Bank a mutual savings bank in Marseilles, Illinois, with and into Ottawa Savings Bank FSB, Ottawa, Illinois, with Ottawa Savings Bank as the surviving institution.	Newspaper: Federal Register:	Not available 09/26/2014
OXFORD FINANCIAL CORPORATION	CIC	The 2011 Colis Delta Trust proposes to acquire approximately 75.49% of the issued and outstanding shares of common stock of Oxford Financial Corporation, Oak Brook, Illinois, by acquiring the shares held by three separate Colis Family trusts known as the Colis Family Trust, the Colis Legacy Trust, and the Colis Marital Deduction Trust.	Newspaper: Federal Register:	Not available Not available
TALMER BANCORP INC.	* 3A5	Talmer Bancorp, Inc., Troy, Michigan, to acquire First Huron Corporation, Bad Axe, Michigan, and thereby indirectly acquire Signature Bank, Bad Axe, Michigan, pursuant to section 3(a)(5) of the Bank Holding Company Act.	Newspaper: Federal Register:	Not available 10/27/2014

^{*} Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of Chicago

Filer	Filing Type	Filing Proposal	End of Commen	t Period
WESTERN ILLINOIS	CIC	Notice by Augustin S. Hart, Ill, Rebecca S. Hart	Newspaper:	08/15/2014
BANCSHARES, INC.		and Broadwater Partners LP, all of Oquawka, Illinois; Douglas S. Hart of Powell, Wyoming; the general partner of Broadwaters Partnership LP, Broadwaters, Inc. of Cody, Wyoming ("GP"); the principal shareholder and President of GP, Augustin S. Hart Ill and three other principal shareholders of GP, Kathryn Stuart Lansing, Lake Forest, Illinois; Douglas S. Hart, Powell, Wyoming; and Harriet Heather Hart, Bozeman, Montana, to retain more than 10 percent of Western Illinois Bancshares, Inc., Monmouth, Illinois.	Federal Register:	10/24/2014

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Federal Reserve Bank of Chicago

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CRA

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CRA Examinations scheduled for

Quarter of

Institution Location

NONE

RSSD

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Federal Reserve Bank of St. Louis

Filer	Filing Type	Filing Proposal	End of Comment Period	
CARDINAL BANCORP, INC.	CIC	Notice by Louis Bernard Eckelkamp, Jr., and William Wood Eckelkamp, both of Washington, Missouri, and Susan Ellen Eckelkamp, St. Albans, Missouri, individually; and Robert Marvin Tobben and Judith Ann Tobben, husband and wife, Washington, Missouri, to gain control of Cardinal Bancorp, Inc., Maplewood, Missouri.	Newspaper: Federal Register:	Not available Not available
MIDLAND STATES BANK	* Branch	Midland States Bank, Effingham, Illinois, to establish a branch facility to be located at 100 North Chicago Street, Joliet, Illinois.	Newspaper: Federal Register:	10/25/2014 Not applicable
SOUTHERN BANK	* 18C * Branch	Southern Bank, Poplar Bluff, Missouri, to merge with Peoples Bank of the Ozarks, Nixa, Missouri, and to retain the acquired facilities as branch offices.	Newspaper: Federal Register:	11/06/2014 Not applicable
STERLING BANCSHARES, INC.	* 3A3	Sterling Bancshares, Inc., Poplar Bluff, Missouri, to acquire 100 percent of Bootheel Bancorp, Inc., Poplar Bluff, Missouri, and thereby indirectly acquire First Community Bank, Poplar Bluff, Missouri.	Newspaper: Federal Register:	11/03/2014 11/06/2014
TRIUMPH BANK	* Branch	Triumph Bank, Memphis, Tennessee, to establish a branch facility to be located at 7550 West Farmington Road, Germantown, Tennessee.	Newspaper: Federal Register:	10/22/2014 Not applicable

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Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE

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Institution Location

NONE

RSSD

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Federal Reserve Bank of Minneapolis

Filer	Filing Type	Filing Proposal	End of Commen	t Period
CENTRAL TRUST COMPANY	CIC	Change in Control Notice by John R. Von Holtum, Minneapolis, Minnesota, to retain control of 25% or more of Central Trust Company, Edina, Minnesota, and thereby indirectly retain control of Central Bank and Trust, Lander, Wyoming, CenBank, Buffalo Lake, Minnesota, and VH Bancorporation, Inc., Edina, Minnesota, and its subsidiary Grand	Newspaper: Federal Register:	Not available 10/24/2014
		Marais State Bank, Grand Marais, Minnesota.		

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Federal Reserve Bank of Minneapolis

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Federal Reserve Bank of Kansas City

Filer	Filing Type	Filing Proposal	End of Comment Period	
CORNERSTONE ALLIANCE, LTD.	CIC	Notification submitted by Robert Craig Duncan and Diana H. Duncan Revocable Trust, R. Craig Duncan and Diana H. Duncan as trustees, all of Winfield, Kansas; Robert E. Duncan Revocable Trust, R. Craig Duncan, as trustee, both of Winfield, Kansas; the Dana James Revocable Trust, Dana James Duncan, as trustee, both of Dallas, Texas; Jane Gary Duncan Revocable Trust, Jane Gary Duncan, as Trustee, both of Winfield, Kansas; George Duncan and Adrianna Duncan, both of Santa Fe, New Mexico; Spencer Duncan and Tessa Duncan, both of Wichita, Kansas; and Taylor Duncan and Tara Duncan, both of Winfield, Kansas, all as members of the R. Craig Duncan Family Group, to retain control of Cornerstone Alliance, Ltd, parent of CornerBank, both of Winfield, Kansas.	Newspaper: Federal Register:	10/12/2014 10/10/2014
LITTLE LONDON BANCORP	* 3A1	Little London Bancorp, Colorado Springs, Colorado, to become a bank holding company through the acquisition of 100 percent of the voting shares of 5Star Bank, Colorado Springs, Colorado.	Newspaper: Federal Register:	11/03/2014 10/30/2014
METCALF BANK	* 18C * Branch	Metcalf Bank, Lee's Summit, Missouri, to merge with Douglas County Bank, Lawrence, Kansas, and incident thereto to establish 7 branches in Lawrence, Kansas and a branch in Eudora, Kansas. Request by Metcalf Bank, Lee's Summit, Missouri, to waive the Section 3a1 filing requirements in connection with the bank's application to merge with Douglas County Bank, Lawrence, Kansas, and establish 7 branches in Lawrence, Kansas and a branch in Eudora, Kansas.	Newspaper: Federal Register:	10/26/2014 Not applicable

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Federal Reserve Bank of Kansas City

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Federal Reserve Bank of Dallas

Filer	Filing Type	Filing Proposal	End of Comment Period	
ABCT HOLDINGS, INC.	CIC	Notice by Benjy Marc Bauer, Waco, Texas; Elizabeth Theresa Bauer, Waco, Texas; Jacob Kopple Bauer, Waco, Texas; Simone Heyman Bauer, Waco, Texas; Rana Sue Bauer, Austin, Texas; Jacqueline Kalize Bauer, Woodway, Texas; and Eric Kandon Bauer, Dallas, Texas, collectively a group acting in concert, to acquire and control 10 percent or more of ABCT Holdings, Inc., Waco, Texas, and indirectly, Alliance Bank Central Texas, Waco, Texas.	Newspaper: Federal Register:	10/07/2014 10/10/2014
CATAHOULA HOLDING COMPANY	* 3A3	Catahoula Holding Company, Jonesville, Louisiana, to acquire 100 percent of JBI Financial Corporation, Jena, Louisiana, and indirectly, Bank of Jena, Jena, Louisiana.	Newspaper: Federal Register:	10/10/2014 09/12/2014
COMERICA BANK	* Branch	Comerica Bank, Dallas, Texas, to establish a branch at 7525 West Thunderbird Road, Peoria, Arizona 85381.	Newspaper: Federal Register:	Not available Not applicable
FROST BANK	* Branch	Frost Bank, San Antonio, Texas to establish a branch at 2627 West Jefferson Boulevard, Suite 314, Dallas, Texas 75211.	Newspaper: Federal Register:	Not available Not applicable
NORTHSTAR BANK OF TEXAS	* 18C * Branch	Northstar Bank of Texas, Denton, Texas, proposes to acquire through merger its affiliate Community Bank, Fort Worth, Texas, and to establish the existing 10 locations of Community Bank as branches.	Newspaper: Federal Register:	Not available Not applicable

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Federal Reserve Bank of Dallas

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RSSD CRA CRA

ID Institution / Location Exam Date Public Date Rating Exam Method

NONE

CRA Examinations scheduled for Quarter of

Institution Location

^{*} Subject to the provisions of the Community Reinvestment Act

Federal Reserve Bank of San Francisco

Filer	Filing Type	Filing Proposal	End of Comment Period	
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
TAB BANK HOLDINGS, INC.	* 3A1	TAB Bank Holdings, Inc., Salt Lake City, Utah, to become a bank holding company by acquiring 100 percent of Transportation Alliance Bank, Inc., DBA TAB Bank, Ogden, Utah, upon its conversion from an industrial bank to a commercial bank.	Newspaper: Federal Register:	Not available 10/09/2014

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Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

The Community Reinvestment Act is intended to encourage depository institutions to help meet the credit needs of the communities in which they operate, including low- and moderate-income neighborhoods. It was enacted by the Congress in 1977 (12 U.S.C. 2901) and is implemented by Regulation BB (12 CFR 228). The regulation was revised in May 1995.

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

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