
Federal Reserve Release



H.2

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

No. 27

Week Ending July 4, 2015

Regulations and Policies

Host State Lending Ratios -- interagency release of the host state loan-to-deposit ratios used by the banking agencies to determine compliance with the Riegle-Neal Interstate Banking and Branching Efficiency Act.

- Announced, June 29, 2015

Enforcement

Cherokee Bancshares, Inc., St. Paul, Minnesota -- written agreement dated December 17, 2008, terminated June 29, 2015.

- Announced, July 2, 2015

Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A., Utrecht, Netherlands, and Rabobank Nederland New York Branch, New York, New York -- written agreement with the Federal Reserve Bank of New York and the New York State Department of Financial Services.

- Announced, July 2, 2015

First Chatsworth Bankshares, Inc., Chatsworth, Georgia -- written agreement dated June 22, 2011, terminated June 30, 2015.

- Announced, July 2, 2015

Olmsted Holding Corporation, Rochester, Minnesota -- written agreement dated March 3, 2010, terminated June 30, 2015.

- Announced, July 2, 2015

Seaway Bancshares, Inc., Chicago, Illinois -- written agreement with the Federal Reserve Bank of Chicago.

- Announced, July 2, 2015

BS&R Banking Supervision and Regulation**RBOPS** Reserve Bank Operations and Payment Systems**C&CA** Consumer and Community Affairs**IF** International Finance**FOMC** Federal Open Market Committee**MA** Monetary Affairs**Bank Branches, Domestic**

Richmond

Middleburg Bank, Middleburg, Virginia -- to establish a branch at 1600 Forest Avenue, Richmond.

- Withdrawn, June 29, 2015

New York

Orange County Trust Company, Middletown, New York -- to establish a branch at 49 Maple Avenue, New City.

- Approved, June 30, 2015

Bank Holding Companies

General Counsel

Byron B. Webb, Inc., Palmyra, Missouri -- waiver of application to acquire Quincy Bancshares, Inc., Quincy, Illinois, in connection with the merger of their subsidiaries, Bank of Quincy with and into HOMEBANK, Palmyra.

- Granted, June 29, 2015

Richmond

Delmarva Bancshares, Inc., Cambridge, Maryland -- to acquire Easton Bancorp, Inc., Easton, and thereby acquire Easton Bank & Trust Company.

- Approved, June 29, 2015

Atlanta

Foothills Bancorp, Inc., Maryville, Tennessee -- to become a bank holding company by acquiring Foothills Bank & Trust, Maryville.

- Approved, July 3, 2015

Bank Holding Companies

Cleveland

Old Fort Banking Company Employee Stock Ownership Plan, Old Fort, Ohio -- to become a bank holding company by acquiring shares of Gillmor Financial Services, Inc., Old Fort, and indirectly acquiring control of The Old Fort Banking Company.

- Withdrawn, July 2, 2015

St. Louis

Pulaski Financial Corp., St. Louis, Missouri -- to become a bank holding company through the conversion of its subsidiary, Pulaski Bank, Creve Coeur, from a federal savings bank to a national bank; and for Pulaski Financial Corp. to engage in lending activities.

- Approved, July 1, 2015

Philadelphia

Riverview Financial Corporation, Halifax, Pennsylvania -- to acquire The Citizens National Bank of Meyersdale, Meyersdale, through its merger with and into Riverview Financial's subsidiary, Riverview Bank, Marysville.

- Withdrawn, July 1, 2015

Bank Mergers

Richmond

Bank of Hampton Roads, Virginia Beach, Virginia -- to merge with Shore Bank, Onley.

- Approved, June 29, 2015

Bank Mergers

New York

Metropolitan Commercial Bank, New York, New York -- to acquire certain assets and assume certain liabilities related to a Cash Pass Network prepaid card program of MetaBank, Storm Lake, Iowa.

- Approved, July 2, 2015

Bank Premises

New York

The Adirondack Trust Company, Saratoga Springs, New York -- to increase its investment in bank premises.

- Approved, July 2, 2015

Banks, State Member

Director, BS&R

Goldman Sachs Bank USA, New York, New York -- to make a public welfare investment.

- Approved, July 1, 2015

Change in Bank Control

Minneapolis

Frandsen Financial Corporation, Arden Hills, Minnesota -- change in bank control of Frandsen Financial Corporation and its subsidiary, Frandsen Bank & Trust, Lonsdale.

- Permitted, June 29, 2015

Chicago

Port Bancshares, Inc., Port Washington, Wisconsin -- to retain control of Port Bancshares, Inc. and its subsidiary, Port Washington State Bank, Port Washington.

- Permitted, July 3, 2015

Extensions of Time

Richmond

Essex Bank, Richmond, Virginia -- extension to October 2, 2015, to establish a branch at 2730 Buford Road, Richmond.

- Granted, June 30, 2015

Richmond

H Bancorp LLC, Columbia, Maryland -- extension to September 19, 2015, to acquire additional shares of Bay Bancorp, Inc., Columbia, and indirectly increase its control of Bay Bank, FSB, Lutherville.

- Granted, June 30, 2015

Financial Holding Companies

Atlanta

CenterState Banks, Inc., Davenport, Florida -- election to become a financial holding company.

- Effective, July 2, 2015

Kansas City

NBC Corp. of Oklahoma, Oklahoma City, Oklahoma -- election to become a financial holding company.

- Effective, July 1, 2015

Kansas City

Sunflower Financial, Inc., Salina, Kansas -- election to become a financial holding company.

- Effective, June 29, 2015

Regulations and Policies

Director, BS&R

Financial Sector Liabilities -- determination of the aggregate consolidated liabilities of all financial companies in accordance with section 622 of the Dodd-Frank Act, as of December 31, 2014.

- Approved, July 1, 2015

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending July 4, 2015

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

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
NONE					

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 4, 2015

Filer	Filing Type	Filing Proposal	End of Comment Period	
GOLDMAN SACHS BANK USA	PWI	Goldman Sachs Bank USA, New York, New York, seeks prior approval for a public welfare investment.	Newspaper:	Not applicable
			Federal Register:	Not applicable

District: 2

Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending July 4, 2015

Filer	Filing Type	Filing Proposal	End of Comment Period	
CAPE BANCORP, INC.	* 3A1	Cape Bancorp, Inc., Cape May Court House, NJ, to become a bank holding company in connection with the reorganization of Cape Bank, Cape May Court House, NJ, converting from a state chartered mutual savings bank into a state chartered stock savings bank.	Newspaper: Federal Register:	Not available Not available
ESQUIRE FINANCIAL HOLDINGS, INC.	* 3A1	Esquire Financial Holdings, Inc., Garden City, NY, to convert from a savings and loan holding company to a bank holding company in connection with the reorganization of its wholly owned subsidiary, Esquire Bank, Garden City, NY, from a stock federal savings bank to a national bank.	Newspaper: Federal Register:	07/25/2015 07/30/2015

District: 3

Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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District: 4

Federal Reserve Bank of Cleveland

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NONE

District: 4

Federal Reserve Bank of Cleveland

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Institution	Location
NONE	

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District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending July 4, 2015

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 5

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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NONE					

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Institution	Location
NONE	

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District: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending July 4, 2015

Filer	Filing Type	Filing Proposal	End of Comment Period	
ATLANTIC CAPITAL BANCSHARES, INC.	* 3A5	Atlantic Capital Bancshares, Inc., Atlanta, Georgia, proposes to merge with First Security Group, Inc., and thereby acquire its subsidiary, FSGBank, NA, both of Chattanooga, Tennessee, pursuant to section 3(a)(5) of the Bank Holding Company Act (the Act). In connection with this proposal, Atlantic Capital Bancshares' parent companies BankCap Equity Fund, LLC; BankCap Partners GP L.P.; BankCap Partners Fund I, L.P.; and BCP Fund I Southeast Holdings, LLC, all of Dallas, Texas, will indirectly acquire First Security Group, Inc. and FSGBank, NA, pursuant to section 3(a)(3) of the Act.	Newspaper:	07/28/2015
	* 3A3		Federal Register:	07/27/2015
HOME BANCORP, INC.	* 4c8	Home Bancorp, Inc., Lafayette, Louisiana, to acquire Louisiana Bancorp, Inc., Metairie, Louisiana, and thereby acquire Bank of New Orleans, Metairie, Louisiana, a federal savings association.	Newspaper:	Not available
			Federal Register:	07/30/2015

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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Institution	Location
NONE	

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District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending July 4, 2015

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BAYLAKE CORP.	* 3A5	Baylake Corp., Sturgeon Bay, Wisconsin, to acquire via merger NEW Bancshares, Inc., Kewaunee, Wisconsin, and thereby indirectly acquire Union State Bank, Kewaunee, Wisconsin.	Newspaper: Federal Register:	Not available 07/16/2015
HEARTLAND FINANCIAL USA, INC.	* 3A3	Heartland Financial USA, Inc., Dubuque, Iowa, to acquire 100% of First Scottsdale Bank, N.A., Scottsdale, Arizona.	Newspaper: Federal Register:	Not available 07/13/2015
MID ILLINOIS BANCORP, INC. EMPLOYEE STOCK OWNERSHIP PLAN	* 3A1 4c8	Mid Illinois Bancorp, Inc., Employee Stock Ownership Plan, Peoria, Illinois, to become a bank holding company by acquiring up to 30 percent of Mid Illinois Bancorp, Inc., Peoria, Illinois, and thereby acquire control of South Side Trust and Savings Bank, Peoria, Illinois. ESOP also requests permission to engage in extending credit and servicing loans pursuant to Section 225.28(b)(1) of Regulation Y.	Newspaper: Federal Register:	Not available 07/17/2015
NEW BANCORP, INC.	* SLHC Formation	New Bancorp, Inc., a newly formed Maryland Corporation, to become a savings and loan holding company through the acquisition of all of the outstanding voting stock of New Buffalo Savings Bank, both of New Buffalo, Michigan. The savings and loan holding company will be formed in connection with the proposed mutual-to-stock conversion of New Buffalo Savings Bank, a federally chartered mutual savings bank.	Newspaper: Federal Register:	Not available 07/10/2015

District: 7

Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for	Quarter of
Institution	Location
NONE	

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District: 8**Federal Reserve Bank of St. Louis****Filings received during the week ending July 4, 2015**

Filer	Filing Type	Filing Proposal	End of Comment Period	
FIRST BANK	PWI	First Bank, Creve Coeur, Missouri, proposes to make a \$1 million public welfare investment in SBJ Fund, LP, Walnut Creek, California, a Small Business Investment Company.	Newspaper: Federal Register:	Not applicable Not applicable
MIDLAND STATES BANK	* Branch	Midland States Bank, Effingham, Illinois, to establish a branch facility to be located at 8021 W. Florissant Avenue, Suite F, Jennings, Missouri.	Newspaper: Federal Register:	07/16/2015 Not applicable
OAKSTAR BANK	* Branch	OakStar Bank, Springfield, Missouri, to establish a branch facility to be located at 340 S. Springfield, Bolivar, Missouri.	Newspaper: Federal Register:	07/16/2015 Not applicable

District: 8

Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for **Quarter of**

Institution	Location
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NONE

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending July 4, 2015

Filer	Filing Type	Filing Proposal	End of Comment Period	
REPUBLIC BANCSHARES, INC.	CIC	Change in Control notice by Larry W. Nelson, Lake Mary, Florida, as Personal Representative of the Jen0 F. Paulucci Estate, Sanford, Florida, to retain 25 percent or more of the shares of Republic Bancshares, Inc., Duluth, Minnesota, and thereby indirectly retain control of Republic Bank, Inc., Duluth, Minnesota.	Newspaper: Federal Register:	Not available Not available
WEST CONCORD BANCSHARES, INC.	CIC	Change in Control notice by Mary Ellen Organ, individually and as part of the Organ Family Group, to retain 25% or more of the shares of West Concord Bancshares, Inc., West Concord, Minnesota, and thereby indirectly retain control of Farmers State Bank of West Concord, West Concord, Minnesota. In addition, Mary Ellen Organ, West Concord, Minnesota, Erick Organ, Pine Island, Minnesota, and Kenneth Organ, Northfield, Minnesota, to join the Organ Family Control group.	Newspaper: Federal Register:	Not available 07/07/2015

District: 9

Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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NONE					

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NONE	

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District: 10

Federal Reserve Bank of Kansas City

Filings received during the week ending July 4, 2015

Filer	Filing Type	Filing Proposal	End of Comment Period	
FARMERS BANK OF NORTHERN MISSOURI	* 18C * Branch	Farmers Bank of Northern Missouri, Unionville, Missouri, to merge with Flowers National Bank, Cainsville, Missouri, and incident thereto to establish branches in Cainsville and Bethany, both in Missouri.	Newspaper: Federal Register:	Not available Not applicable
MADISON COUNTY FINANCIAL, INC.	CIC	Notice by David J. Warnemunde and David D. Warnemunde, both of Madison, Nebraska, as members of the Warnemunde family group acting in concert, to acquire control of Madison County Financial, Inc., parent of Madison County Bank, both in Madison, Nebraska.	Newspaper: Federal Register:	07/17/2015 07/13/2015
OLNEY BANCSHARES OF TEXAS, INC.	* 3A3 * 18C * Branch	Olney Bancshares of Texas, Inc., Olney, Texas, to acquire 100 percent of the voting shares of Throckmorton Bancshares, Inc., parent of The First National Bank of Throckmorton, both in Throckmorton, Texas. Interbank, Oklahoma City, Oklahoma, to merge with The First National Bank of Throckmorton, Throckmorton, Texas, and incident thereto, to establish a branch.	Newspaper: Federal Register:	Not available Not available
SOUTHWEST BANCORP, INC.	* 3A3 * 18C * Branch	Southwest Bancorp, Inc., Stillwater, Oklahoma, to acquire 100 percent of the voting shares of First Commercial Bancshares, Inc., parent of First Commercial Bank, both in Edmond, Oklahoma. Bank SNB, Stillwater, Oklahoma, to merge with First Commercial Bank, Edmond, Oklahoma, and incident thereto, to establish nine branches (Rockwell branch, Shields branch, Mem branch, and Classen branch, all in Oklahoma City, Oklahoma; Edmond branch, Edmond, Oklahoma; Highlands Ranch branch, Highlands Ranch, Colorado; Hampden and Logan branch, Englewood, Colorado, Colorado Lone Tree branch, Lone Tree, Colorado; and Colorado Springs branch, Colorado Springs, Colorado.	Newspaper: Federal Register:	07/13/2015 07/13/2015
TCM COMPANY	CIC	Notice submitted by Susan Chrastil, Crete, Nebraska, to retain voting shares of TCM Company, Crete, Nebraska, parent of City Bank & Trust Co., Lincoln, Nebraska.	Newspaper: Federal Register:	07/09/2015 07/07/2015
UNION STATE BANK OF EVEREST, THE	* 18C * Branch	The Union State Bank of Everest, Everest, Kansas, to purchase certain assets and assume certain liabilities of the Plattsburg, Missouri branch of BankLiberty, Liberty, Missouri, and incident thereto, establish a branch.	Newspaper: Federal Register:	07/04/2015 Not applicable

District: 10

Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for **Quarter of**

Institution	Location
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NONE

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District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending July 4, 2015

Filer	Filing Type	Filing Proposal	End of Comment Period	
FRIENDSWOOD CAPITAL CORPORATION	* 3A1	Friendswood Capital Corporation, Houston, Texas, to become a bank holding company by virtue of the conversion of Texan Bank, Houston, Texas from a federal savings bank to a national bank charter.	Newspaper:	Not available
			Federal Register:	07/30/2015

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending July 4, 2015

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANNER CORPORATION	* 3A3	Banner Corporation and Banner Merger Sub, LLC, both of Walla Walla, Washington, to acquire 100 percent of the voting shares of Starbuck Bancshares, Inc., Seattle, Washington, and thereby indirectly acquire American West Bank, Spokane, Washington.	Newspaper: Federal Register:	Not available 03/02/2015
Elements Merger Sub, LLC	* 3A1	Elements Mergers Sub, LLC, Walla Walla, Washington, to become a bank holding company by acquiring 100 percent of AmericanWest Bank, Spokane, Washington.	Newspaper: Federal Register:	Not available Not available
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
OLYMPIC BANCORP, INC.	* 3A5	Olympic Bancorp, Inc., Port Orchard, Washington, to merge with Puget Sound Financial Services, Inc., and thereby indirectly acquire Fife Commercial Bank, both of Fife, Washington.	Newspaper: Federal Register:	07/15/2015 07/23/2015
WESTAMERICA BANK	* Branch	Westamerica Bank, San Rafael, California, to establish a branch office at 1333 Willow Pass Road, Concord, California.	Newspaper: Federal Register:	Not available Not applicable

District: 12

Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

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