
Federal Reserve Release



H.2

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

No. 15

Week Ending April 9, 2016

None

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**

Cleveland

The North Side Bank and Trust Company, Cincinnati, Ohio -- to establish a branch at 1111 St. Gregory Street, Cincinnati.

- Approved, April 6, 2016

Secretary

Univest Bank and Trust Co., Souderton, Pennsylvania -- to establish a branch at 5089 Hamilton Boulevard, Allentown.

- Approved, April 6, 2016

Chicago

Wheaton Bank & Trust Company, Wheaton, Illinois -- to establish a branch at 198 South Bolingbrook Drive, Bolingbrook.

- Approved, April 5, 2016

Bank Holding Companies

Boston

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

- Withdrawn, April 5, 2016

Chicago

Calumet Bancorporation, Inc., Chilton, Wisconsin -- to acquire via merger Calumet Bancshares, Inc., Brillion, and thereby indirectly acquire Calumet County Bank.

- Approved, April 6, 2016

Bank Holding Companies

General Counsel

Industry Bancshares, Inc., Industry, Texas -- waiver of application to acquire Dawson Bancshares, Inc., Dawson, in connection with the merger of their subsidiaries, Citizens State Bank, Buffalo, and First Bank & Trust Company, Dawson.

- Granted, April 6, 2016

Atlanta

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

- Approved, April 7, 2016

Atlanta

WCSB Holding Company, Inc., Abbeville, Georgia -- to become a bank holding company by acquiring Wilcox County State Bank, Abbeville.

- Approved, April 5, 2016

Change in Bank Control

Dallas

Briscoe Ranch, Inc., Uvalde, Texas -- to retain control of Briscoe Ranch, Inc., and its subsidiaries, First State Bank of Uvalde, Uvalde, and Security State Bank, Pearsall.

- Permitted, April 6, 2016

St. Louis

Commercial Bancshares, Inc., Texarkana, Arkansas -- to retain control of Commercial Bancshares, Inc., and its subsidiary, Commercial National Bank of Texarkana, Texarkana, Texas.

- Permitted, April 8, 2016

Change in Bank Control

Kansas City

Missouri Bancorp, Inc., Richmond, Missouri -- change in bank control of Missouri Bancorp, Inc., and its subsidiary, Community Bank of Missouri, Richmond.

- Permitted, April 6, 2016

Atlanta

SunSouth Bancshares, Inc., Dothan, Alabama -- change in bank control of SunSouth Bancshares, Inc., and its subsidiary, SunSouth Bank, Dothan.

- Permitted, April 6, 2016

Minneapolis

Vision Bancshares, Inc., Saint Louis Park, Minnesota -- change in bank control of Vision Bancshares, Inc., and its subsidiary, Vision Bank, Saint Louis Park.

- Withdrawn, April 6, 2016

Extensions of Time

Secretary

Alfa Mutual Insurance Company, Montgomery, Alabama -- extension of time to meet certain regulatory reporting requirements.

- Granted, March 30, 2016

(A/C)

Secretary

Auto Club Group, Dearborn, Michigan -- extension of time to meet certain regulatory reporting requirements.

- Granted, March 30, 2016

(A/C)

Extensions of Time

Secretary

Huntington Bancharcs, Inc., Columbus, Ohio -- commenter's request to extend the comment period on the application to acquire FirstMerit Corporation, Akron, and thereby indirectly acquire FirstMerit Bank, N.A.

- Denied, April 6, 2016

Secretary

Massachusetts Mutual Life Insurance Company, Springfield, Massachusetts -- extension of time to meet certain regulatory reporting requirements.

- Granted, March 30, 2016

(A/C)

Secretary

Morgan Stanley, New York, New York -- extension of time to dispose of assets acquired in satisfaction of debts previously contracted.

- Granted, April 6, 2016

District: 1

Federal Reserve Bank of Boston

Filings received during the week ending April 9, 2016

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|--------------------------|--------------------|---|------------------------------|----------------|
| HARBORONE BANCORP, INC. | * 3A1 | Application by HarborOne Mutual Bancshares and HarborOne Bancorp, Inc., both of Brockton, Massachusetts, to become a mutual bank holding company and a mid-tier stock bank holding company, respectively, by acquiring 100% of the outstanding capital stock of HarborOne Bank, Brockton, Massachusetts, pursuant to section 3(a)(1) of the BHC Act of 1956, as amended, in connection with the conversion of HarborOne Bank from mutual to stock form and a minority stock issuance by the mid-tier holding company. | Newspaper: | Not available |
| | | | Federal Register: | 04/11/2016 |
| READING CO-OPERATIVE BAN | * Branch | Application by Reading Cooperative Bank, Reading, Massachusetts to establish a branch at 100 Hemlock Road, Wakefield, Massachusetts, pursuant to Section 208.6 of Regulation H. | Newspaper: | 04/20/2016 |
| | | | Federal Register: | Not applicable |

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 April 9, 2016**

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|---|--------------------|--|---------------------------------|------------------------------|
| EMIGRANT BANCORP, INC. | * 3A3 | New York Private Bank & Trust Corporation and Emigrant Bancorp, Inc., both of New York, New York, to acquire indirectly up to 9.99% of the outstanding common stock of The Bancorp, Inc., and indirectly its subsidiary bank, The Bancorp Bank, both of Wilmington, Delaware, pursuant to Section 3(a)(3) of the Bank Holding Company Act of 1956, as amended, and Section 225.14 of Regulation Y. | Newspaper: Federal Register: | 04/30/2016 03/07/2016 |
| FIVE STAR BANK | * Branch | Five Star Bank, Warsaw, New York, to establish a branch office to be located at 100 Chestnut Street, Rochester, Monroe County, New York. (RSSD #4981264) | Newspaper: Federal Register: | 04/15/2016 Not applicable |
| MANUFACTURERS AND TRADERS TRUST COMPANY | * Branch | Manufacturers and Traders Trust Company, Buffalo, New York, to establish a branch office to be located at 45 Eisenhower Drive, Paramus, Bergen County, New Jersey. (RSSD #4981358) | Newspaper: Federal Register: | 04/19/2016 Not applicable |

District: 2

Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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NONE

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|--------------------------------|------------|
| Institution | Location |

NONE

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District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending April 9, 2016

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

District: 3

Federal Reserve Bank of Philadelphia

Availability of CRA Public Evaluations

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|---------|------------------------|-----------|-----------------|------------|-------------|

NONE

| CRA Examinations scheduled for | Quarter of |
|--------------------------------|------------|
| Institution | Location |

NONE

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District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending April 9, 2016

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|--------------------------|--------------------|---|------------------------------|----------------|
| BELPRE BANCORP | * MHC Formation | Application to reorganize into a MHC structure through the formation of Belpre Bancorp, Belpre, OH, that will control Belpre Savings Bank, Belpre, OH | Newspaper: | 05/05/2016 |
| | | | Federal Register: | 05/05/2016 |
| FIRST MUTUAL HOLDING CO. | * MHC Merger | First MHC, Lakewood, Ohio, to acquire through merger Belpre Bancorp (MHC), Belpre, Ohio, and thereby directly control Belpre Savings Bank, Belpre, Ohio | Newspaper: | 05/05/2016 |
| | | | Federal Register: | Not applicable |

District: 4

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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|---------|------------------------|-----------|-----------------|------------|-------------|
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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 April 9, 2016**

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|--------------------------------|----------------------------|---|---------------------------------|---------------------------------|
| BANKCAP EQUITY FUND, LLC | * 3A3 | BCP Fund I Virginia Holdings, LLC, The BankCap Association, which consists of BankCap Equity Fund, LLC, BankCap Partners GP, L.P., and BankCap Partners Fund I, L.P.; and BankCap Partners Opportunity Fund, L.P., all of Dallas, Texas, to acquire up to 7.1% of the voting shares of Hampton Roads Bankshares, Inc., Virginia Beach, Virginia, and thereby indirectly acquire voting shares of Bank of Hampton Roads, Virginia Beach, Virginia. | Newspaper: Federal Register: | 04/23/2016 04/25/2016 |
| CHESAPEAKE BANK | * Branch | Chesapeake Bank, Kilmarnock, Virginia, intends to open a new branch at 1900 Lauderdale Drive, Henrico, Virginia. | Newspaper: Federal Register: | 04/08/2016 Not applicable |
| EAGLEBANK | * Branch | EagleBank, Bethesda, Maryland, has submitted an application to open a new branch at 3143 N Street, NW, Washington, D.C. | Newspaper: Federal Register: | Not available Not applicable |
| FIRST BANK | * Branch | First Bank, Troy, North Carolina, to establish a branch at 4201 Congress Street, Suite 100, Charlotte, North Carolina. | Newspaper: Federal Register: | 04/04/2016 Not applicable |
| FIRST BANK | * 18C * Branch | First Bank, Troy, North Carolina, to acquire certain assets and assume certain liabilities of six branch offices of First Community Bank, Bluefield, Virginia. | Newspaper: Federal Register: | 05/07/2016 Not applicable |
| FIRST COMMUNITY BANK | * 18C * Branch | First Community Bank, Bluefield, Virginia, to acquire certain assets and assume certain liabilities of seven branch offices of First Bank, Troy, North Carolina. | Newspaper: Federal Register: | 05/07/2016 Not applicable |
| HAMPTON ROADS BANKSHARES, INC. | * 3A5 * 18C * Branch | CapGen Capital Group VI LP, CapGen Capital Group VI LLC, both of New York, New York, and Hampton Roads Bankshares, Inc., Virginia Beach, Virginia, to acquire 100% of the voting securities of Xenith Bankshares, Inc., Richmond, Virginia, and thereby indirectly acquire Xenith Bank, Richmond, Virginia. In addition, Bank of Hampton Roads, Virginia Beach, Virginia, to merge with Xenith Bank, Richmond, Virginia. | Newspaper: Federal Register: | 04/22/2016 04/25/2016 |

District: 5

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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|---------|--|------------|-----------------|------------|-------------|
| 693224 | UNION FIRST MKT BK, RICHMOND, VIRGINIA | 01/12/2015 | 03/28/2016 | 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 April 9, 2016

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|----------------------------------|--------------------|---|---------------------------------|----------------------------------|
| FIRST FARMERS AND MERCHANTS BANK | * Branch | First Farmers and Merchants Bank, Columbia, Tennessee, to establish a branch located at 5020 Harpeth Drive, Brentwood, Tennessee. | Newspaper: Federal Register: | 04/15/2016 Not applicable |
| HERITAGE FIRST BANCSHARES, INC. | CIC | Prior change in control notice filed by Andrew Charles Heaner, Atlanta, Georgia, to acquire an additional 2.73 percent of the outstanding shares of Heritage First Bancshares, Inc., and its subsidiary, Rome, Georgia. Total pro forma ownership will equal 26.74 percent. | Newspaper: Federal Register: | Not available Not available |
| Marquis Bancorp, Inc. | 3A1 | Marquis Bancorp, Inc., notice to become a bank holding company by acquiring 100 percent of the outstanding shares of Marquis Bank, both of Coral Gables, Florida. | Newspaper: Federal Register: | Not applicable Not applicable |
| 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 |
| PRIMESOUTH BANCSHARES, INC. | CIC | Prior change in control notice filed by The RLP 2012 Children's Trust, Panama City, Florida, Johnna Lombard, Trustee, Manhasset, New York, to acquire more than 10 percent of the outstanding shares of PrimeSouth Bancshares, Inc., and its subsidiary, PrimeSouth Bank, both of Tallassee, Alabama. | Newspaper: Federal Register: | 04/25/2016 04/26/2016 |
| REGIONS BANK | PWI | Regions Bank, Birmingham, Alabama, request for approval to make one low income housing public welfare investment. | Newspaper: Federal Register: | Not applicable Not applicable |

* Subject to the provisions of the Community Reinvestment Act

District: 6

Federal Reserve Bank of Atlanta

Availability of CRA Public Evaluations

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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 April 9, 2016

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|--------------------------------|--------------------|--|------------------------------|---------------|
| BOSCOBEL BANCORP, INC. | * 3A5 | Boscobel Bancorp, Inc., Boscobel, Wisconsin to merge with Rural Bancshares of Wisconsin, Inc., Livingston, Wisconsin, and thereby indirectly acquire Livingston State Bank, Livingston, Wisconsin. In addition, Community First Bank, Boscobel, Wisconsin, to merge with Livingston State Bank, Livingston, Wisconsin. As a result of the merger, Community First Bank, Boscobel, Wisconsin, will establish branches at 125 East Center Street, Livingston, Wisconsin; and 1800 Progressive Parkway and 170 West Main Street, both of Platteville, Wisconsin. Notice by Thomas G. Kenney, Fennimore, Wisconsin, to acquire control of more than 25 percent of Boscobel Bancorp, Inc., Boscobel, Wisconsin, and thereby indirectly acquire control of Community First Bank, Boscobel, Wisconsin, and Livingston State Bank, Livingston, Wisconsin, upon the consummation of the merger of Rural Bancshares of Wisconsin, Inc., Livingston, with and into Boscobel Bancorp, Inc. | Newspaper: | Not available |
| | * 18C | | Federal Register: | 04/15/2016 |
| | * Branch | | | |
| CHEMICAL FINANCIAL CORPORATION | * 3A5 | Chemical Financial Corporation, Midland, Michigan, to merge with Talmer Bancorp, Inc., Troy, Michigan, and thereby acquire control of Talmer Bank and Trust, Troy, Michigan. In connection with the bank holding company merger, Chemical Bank, Midland, Michigan, intends to merge and consolidate Talmer Bank and Trust, Troy, Michigan, with and into Chemical Bank, Midland, Michigan and to operate all of the offices of Talmer Bank, including its main office, as branches of Chemical Bank. | Newspaper: | Not available |
| | * 18C | | Federal Register: | 04/04/2016 |
| | * Branch | | | |
| CITIZENS BANK HOLDING, INC. | CIC | James and Dorothy J. Watson, Pewaukee, Wisconsin, as trustee of the James M. Watson & Dorothy J. Watson Revocable Trust; together with Al Lustig and Janice Watson, Thiensville, Wisconsin, as trustee of the Al Lustig & Janice Watson Trust; Richard and Christine Watson, Richmond, Virginia, as trustee of the Richard J. Watson and Christine E. Watson Revocable Living Trust; Andrew Lustic, Thiensville, Wisconsin; Daniel J. Watson, Mesa, Arizona; Sarah E. Watson, LaCrosse, Wisconsin; and Catharine De Renzis, Richmond, Virginia, as a group acting in concert to retain control of Citizens Bank Holding, Inc., Mukwonago, Wisconsin and thereby indirectly retain control of Citizens Bank, Mukwonago, Wisconsin, pursuant to the Change in Bank Control Act. | Newspaper: | 04/20/2016 |
| | | | Federal Register: | 04/13/2016 |

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending April 9, 2016

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|-------------------------|---------------------|---|---------------------------------|------------------------------|
| COUNTRY BANCORPORATION | CIC | Notice by Thomas R. Bernau, Des Moines, Iowa, and John W. Bernau, Manchester, Iowa, each individually and as co-trustees of the Kay J. A. Bernau Marital Election Trust and the Kay J. A. Bernau Marital Trust; and together as a family control group acting in concert with the Bernau Family Control Group consisting of the William R. and Kay J. A. Bernau Family Trust for Thomas R. Bernau and the William R. and Kay J. A. Bernau Family Trust for John W. Bernau, to retain control of 100 percent of the voting shares of Country Bancorporation, Crawfordsville, Iowa. Country Bancorporation controls eight banks: Peoples Savings Bank, Crawfordsville, Iowa; Walker State Bank, Walker, Iowa; Center Point Bank and Trust Company, Center Point, Iowa; Peoples Trust and Savings Bank, Riverside, Iowa; Hiawatha Bank and Trust Company, Hiawatha, Iowa; White State Bank, South English, Iowa; The Exchange State Bank, Springville, Iowa; and Lone Tree Service Company, Lone Tree, Iowa, which controls Farmers and Merchants Savings Bank, Iowa City, Iowa. | Newspaper: Federal Register: | Not available 03/21/2016 |
| FARMERS STATE BANK, THE | * Branch | The Farmers State Bank, Brookston, Indiana to establish a branch office at 3990 State Road 35 East, Suite 4, Lafayette, Indiana. | Newspaper: Federal Register: | 03/29/2016 Not applicable |
| STC BANCSHARES CORP. | CIC | Robert Greco, Wayne, Illinois, together with Gian Greco, Wayne, Illinois; Pasquale Greco, St. Charles, Illinois, Francesca Greco, Jaffe, St. Charles, Illinois and Eduardo Greco, St. Charles, Illinois; as a group acting in concert, to acquire over ten percent of the voting shares of STC Bancshares Corp., St. Charles, Illinois, and thereby indirectly control of STC Capital Bank, St. Charles, Illinois. | Newspaper: Federal Register: | Not available 03/24/2016 |
| WCF FINANCIAL, M.H.C. | * MHC Conversion | WCF Financial, M.H.C., Webster City, Iowa, to convert to stock form and merge with and into Webster City Federal Bancorp, Webster City, Iowa. In connection with this application, Webster City Federal Bancorp will be merged into a de novo corporation named WCF Bancorp, Inc., an Iowa corporation, which has applied to become a savings and loan holding company by acquiring 100 percent of the voting shares of WCF Financial Bank, Webster City, Iowa. | Newspaper: Federal Register: | Not available 04/11/2016 |

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District: 7

Federal Reserve Bank of Chicago

Availability of CRA Public Evaluations

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|---------|-------------------------------------|------------|-----------------|------------|-------------|
| 37743 | CALUMET CTY BK, BRILLION, WISCONSIN | 04/06/2015 | 05/17/2016 | S | Small Bank |

| CRA Examinations scheduled for | Quarter of |
|--------------------------------|------------|
| Institution | Location |
| NONE | |

* Subject to the provisions of the Community Reinvestment Act

District: 8**Federal Reserve Bank of St. Louis****Filings received during the week ending April 9, 2016**

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|---|--------------------|--|------------------------------|------------|
| CITIZENS BANCSHARES OF BATESVILLE, INC. | CIC | Notice by a family control group consisting of Jeffery F. Teague and Sarah Shell Teague, as co-trustees of the Jeffery F. Teague and Sarah Shell Teague Joint Revocable Trust, all of El Dorado, Arkansas; Susan Shell Allison, individually, and as trustee of the Susan Allison Testamentary Trust with power to vote shares owned by her two minor children, all of Benton, Arkansas; Joseph Shell, individually, and as trustee of the Joe Shell Testamentary Trust and with power to vote shares owned by the Hanna Shell Irrevocable Trust, and by his minor child, all of Batesville, Arkansas; Jay Shell with power to vote shares held by Carolyn Southerland Shell Testamentary Trust and by High Point Farms, Jayme Shell, Jessica Shell, Mary K. Shell, all of Batesville, Arkansas; and John Allison, and Anna Allison, both of Benton, Arkansas, to retain control of 25 percent or more of the voting shares of Citizens Bancshares of Batesville, Batesville, Arkansas. | Newspaper: | 04/24/2016 |
| | | | Federal Register: | 04/26/2016 |
| CITIZENS BANCSHARES OF BATESVILLE, INC. | CIC | Notice by Jeffery F. Teague and Sarah Shell Teague, as Co-Trustees of the Jeffrey F. Teague and Sarah Shell Teague Joint Revocable Trust, all of El Dorado, Arkansas, and as members of a control group, to acquire and retain control of 25 percent or more of the voting shares of Citizens Bancshares of Batesville, Inc., Batesville, Arkansas. The family control group consists of Jeffery F. Teague and Sarah Shell Teague, as co-trustees of the Jeffery F. Teague and Sarah Shell Teague Joint Revocable Trust, all of El Dorado, Arkansas; Susan Shell Allison, individually, and as trustee of the Susan Allison Testamentary Trust with power to vote shares owned by her two minor children, all of Benton, Arkansas; Joseph Shell, individually, and as trustee of the Joe Shell Testamentary Trust and with power to vote shares owned by the Hanna Shell Irrevocable Trust, and by his minor child, all of Batesville, Arkansas; Jay Shell with power to vote shares held by Carolyn Southerland Shell Testamentary Trust and by High Point Farms, Jayme Shell, Jessica Shell, Mary K. Shell, all of Batesville, Arkansas; and John Allison, and Anna Allison, both of Benton, Arkansas. | Newspaper: | 04/24/2016 |
| | | | Federal Register: | 04/28/2016 |

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 |

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending April 9, 2016

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|---------------------------------|--------------------|---|------------------------------|----------------|
| AMERI FINANCIAL GROUP, IN | * 3A1 | Ameri Financial Group, Inc., Stillwater, Minnesota, to become a bank holding company by acquiring 100 percent of Eagle Valley Bank, National Association, Saint Croix Falls, Wisconsin. | Newspaper: | 04/25/2016 |
| | | | Federal Register: | 04/15/2016 |
| FORSTROM BANCORPORATION, INC. | CIC | The Philip Ray Forstrom 2012 Irrevocable Trust [SLAT-1] under agreement dated December 6, 2012, Henderson, Nevada; Marsha Ann Forstrom, Henderson, Nevada, as co-trustee and individually, and Perry Forstrom, Henderson, Nevada, co-trustee; and the Marsha Ann Forstrom 2012 Irrevocable Trust [SLAT-1] under agreement dated December 26, 2012, Henderson, Nevada, Philip R. Forstrom, Henderson, Nevada, and John Forstrom, Independence, Minnesota, co-trustees, to retain voting shares of Forstrom Bancorporation, Inc., Clara City, Minnesota, and thereby join the Forstrom family shareholder group, which controls 100% of Forstrom Bancorporation, Inc. and thereby indirectly controls Citizens Alliance Bank, Clara City, Minnesota, and First Bank of Lincoln, Lincoln, Montana. | Newspaper: | Not available |
| | | | Federal Register: | 04/28/2016 |
| H & W HOLDING COMPANY | CIC | Theodore J. Hofer Family Trust, Freeman, South Dakota (Emily M. Hofer, Freeman, South Dakota, Trustee), and Emily M. Hofer, individually and as trustee of the Theodore J. Hofer Family Trust and the Cynthia L. Hofer Living Trust, Freeman, South Dakota, to retain 25 percent or more of the shares of H & W Holding Company, Freeman, South Dakota, and thereby indirectly retain control of Merchants State Bank, Freeman, South Dakota. | Newspaper: | Not available |
| | | | Federal Register: | 04/22/2016 |
| NORTH AMERICAN BANKING COMPANY | * Branch | North American Banking Company, Roseville, Minnesota, to establish a branch facility to be located at 441 Highway 96 West, Shoreview, Minnesota. | Newspaper: | Not available |
| | | | Federal Register: | Not applicable |
| PEMBINA COUNTY BANKSHARES, LTD. | CIC | Douglas M. Taylor Bemidji, Minnesota, individually and as trustee of Citizens State Bank Midwest 401(k) Profit Sharing Plan, Cavalier, North Dakota, and as part of a group acting in concert with the Profit Sharing Plan, Nancy R. Helling, Saint Cloud, Minnesota, and Ramona D. Taylor Vosper, Neche, North Dakota, to acquire 10 percent or more of the shares of Pembina County Bankshares, Ltd., Cavalier, North Dakota, and thereby gain control of Citizens State Bank ? Midwest, Cavalier, North Dakota | Newspaper: | Not available |
| | | | Federal Register: | Not available |
| PEOPLES STATE BANK OF PLAINVIEW | * 18C * Branch | Peoples State Bank of Plainview, Plainview, Minnesota, to merge with Altura State Bank, Altura, Minnesota, and incident thereto, establish a branch. | Newspaper: | Not available |
| | | | Federal Register: | Not applicable |

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending April 9, 2016

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|-------------------------------------|-----------------------------------|---|------------------------------|---------------|
| QUALITY BANKSHARES, INC. | CIC | Change in Control Notice by Ernest E. Erickson, Page, North Dakota, to acquire 25 percent or more of the shares of Quality Bankshares, Inc., Page, North Dakota, and thereby indirectly gain control of Quality Bank, Fingal, North Dakota. | Newspaper: | 04/20/2016 |
| | | | Federal Register: | 04/07/2016 |
| UNITED BANKERS' BANCORPORATION, INC | * 3A5 * 18C 4c8 * Branch | United Bankers' Bancorporation, Inc., Bloomington, Minnesota, to merge with Bankers Bancshares, Inc., Worthington, Ohio, and thereby indirectly acquire, Great Lakes Bankers Bank, Worthington, Ohio. In addition, United Bankers' Bank, Bloomington, Minnesota, intends to merge with Great Lake Bankers Bank, Worthington, Ohio, and United Bankers' Bancorporation, Inc., Bloomington, Minnesota, to acquire 100 percent of Great Lakes Banc Consulting, Inc., Worthington, Ohio, and thereby engage, in permissible non-banking activities. | Newspaper: | Not available |
| | | | Federal Register: | 05/02/2016 |
| VERMILLION BANCSHARES, INC. | CIC | Change in Control Notice by James Poepl, Hastings, Minnesota, Jacob Poepl, Hastings, Minnesota and Matthew Poepl, St Paul, Minnesota to retain and acquire shares of Vermillion Bancshares, Inc., Vermillion, Minnesota, and thereby join the Poepl Family Group that controls 100 percent of the shares of Vermillion Bancshares, Inc, Vermillion, Minnesota and thereby indirectly controls Vermillion State Bank, Vermillion, Minnesota. | Newspaper: | Not available |
| | | | Federal Register: | 04/15/2016 |

District: 9

Federal Reserve Bank of Minneapolis

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 |
|---------|--|------------|-----------------|------------|-------------|
| 564856 | 1ST BK, BROADUS, MONTANA | 12/01/2015 | 03/01/2016 | S | Small Bank |
| 223751 | BELT VALLEY BK, BELT, MONTANA | 12/01/2015 | 03/02/2016 | S | Small Bank |
| 289757 | MERCHANTS ST BK, FREEMAN, SOUTH DAKOTA | 11/17/2015 | 02/24/2016 | S | Small Bank |

| CRA Examinations scheduled for | Quarter of |
|--------------------------------|------------|
| Institution | Location |
| NONE | |

* Subject to the provisions of the Community Reinvestment Act

District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending April 9, 2016**

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|-------------------------------------|--------------------|---|------------------------------|----------------|
| AMERICAN STATE BANK & TRUST COMPANY | * 18C | American State Bank & Trust Company, Great Bend, Kansas, to merge with Peoples Exchange Bank, Belleville, Kansas, and incident thereto, to establish a branch. | Newspaper: | 04/09/2016 |
| | | | Federal Register: | Not applicable |
| BANK MANAGEMENT, INC. | CIC | Notification submitted by the Margaret March Brownlee Trust, Margaret M. Brownlee, trustee, Orlando, Florida, to retain 10% or more of the shares and thereby control of Bank Management, Inc., parent of the FirstBank of Nebraska, both of Wahoo, Nebraska, and for approval as a member of the March family group that controls more than 25 percent of the shares and thereby control of Bank Management. In addition, the Paula March Romanovsky Trust, Paula March Romanovsky, trustee, San Francisco, California, requests approval as a member of the March family group. | Newspaper: | 04/05/2016 |
| | | | Federal Register: | 04/25/2016 |
| BELLWOOD COMMUNITY HOLDING COMPANY | * 3A3 | Bellwood Community Holding Company, Bellwood, Nebraska, to acquire Hassenstab Management Co., Inc., Humphrey, Nebraska, and thereby indirectly acquire Farmers State Bank, Humphrey, Nebraska | Newspaper: | Not available |
| | | | Federal Register: | Not available |
| F & M STATE BANCSHARES, INC. | CIC | Notification submitted by Eric W. Milton, Milligan, Nebraska; Gary Carl Tuttle, Friend, Nebraska; Galen Dean Tuttle, Friend, Nebraska; Kent C. Manning, Fairmont, Nebraska; Ann R. Jansky, Friend, Nebraska; Tracy K. Kresak, Milligan, Nebraska; Gary D. Dick, Tobias, Nebraska; Charles W. Remus, Cawker City, Kansas; Debra K. Filipi, Milligan, Nebraska; Deanna L. Clausen, Downs, Kansas; Stanton J. Schoen, Cawker City, Kansas; Jamie L. Schafer, Tobais, Nebraska; Kendra J. Jansky, Milligan, Nebraska; Ross M. Weber, Cawker City, Kansas; and Reginald Roth, Wolbach, Nebraska, as a group acting in concert, to acquire control of F & M State Bancshares, Inc., parent of The Farmers & Merchants State Bank of Cawker City, both of Cawker City, Kansas. | Newspaper: | 04/19/2016 |
| | | | Federal Register: | 04/20/2016 |
| F & M STATE BANCSHARES, INC. | * 3A3 | F & M State Bancshares, Inc., Cawker City, Kansas, to acquire 100 percent of the voting shares of F M Co., Kearney, Nebraska, and thereby indirectly acquire Farmers and Merchants Bank, Milligan, Nebraska. | Newspaper: | 04/29/2016 |
| | | | Federal Register: | 05/02/2016 |
| FNB NEW MEXICO | * 18C | FNB New Mexico, Clayton, New Mexico, to purchase certain assets and assume certain liabilities of the Santa Rosa, New Mexico Branch of Community 1st Bank Las Vegas, Las Vegas, New Mexico. | Newspaper: | Not available |
| | | | Federal Register: | Not applicable |

District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending April 9, 2016**

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|-------------------------|--------------------|---|------------------------------|---------------|
| PAGE BANCSHARES, INC. | CIC | Notification submitted by Sharon Hall, Coon Rapids, Minnesota; Reed Anderson, Columbus, Nebraska; The Page Family Living Trust dated 03-15-06 and Lucia Page, trustee, Magnolia, Texas; Gina Page, Phoenix, Arizona; Lynsey Page, trustee of the Lynsey Page Trust UA 08-15-2007; Emily Page, trustee of the Emily Page Trust UA 12-21-2009; Caroline Page, trustee of the Caroline Page Trust UA 05-26-2011; and Brian Page, trustee of the Brian Page Trust UA 07-01-2011; to retain control of Page Bancshares, Inc., Liberty, Missouri, parent of Pony Express Bank, Braymer, Missouri, and for approval as members of the Page family group that controls more than 25 percent of the shares and thereby controls Page Bancshares, Inc. In addition, the Robin D. Page Trust dated 03-20-06 and Robin Page, trustee, Liberty, Missouri, to acquire shares of Page Bancshares, Inc., and for approval as member of the Page family group. | Newspaper: | Not available |
| | | | Federal Register: | 04/15/2016 |
| ROXBURY BANCSHARES, INC | CIC | Notification submitted by Larry Mulcahy, Olathe, Kansas, proposing to acquire 70.0 percent of the voting common stock and thereby control of Roxbury Bancshares, Inc., parent of Roxbury Bank, both of Roxbury, Kansas. | Newspaper: | Not available |
| | | | Federal Register: | 04/01/2016 |
| TILDEN BANCSHARES, INC. | CIC | Notification submitted by Elaine M. Dittrich, Tilden, Nebraska, to be approved as a member of the Dittrich family group, which, acting in concert controls Tilden Bancshares, Inc., parent of The Tilden Bank, both of Tilden, Nebraska. | Newspaper: | 04/27/2016 |
| | | | Federal Register: | 04/19/2016 |

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.

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
- 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: 11

Federal Reserve Bank of Dallas

Filings received during the week ending April 9, 2016

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|------------------------------|--------------------|---|------------------------------|----------------|
| A.N.B. HOLDING COMPANY, LTD. | * 3A3 | Application by A.N.B. Holding Company, Ltd., Terrell, Texas, to acquire additional shares up to 38 percent of The ANB Corporation, Terrell, Texas, and indirectly acquire The American National Bank of Texas, Terrell, Texas; Lakeside Bancshares, Inc., Rockwall, Texas; and Lakeside National Bank, Rockwall, Texas. | Newspaper: | Not available |
| | | | Federal Register: | Not available |
| BRENHAM BANCSHARES, INC | CIC | Retroactive notice by Deanna Alfred, Brenham, Texas, for approval to retain 10 percent or more of the shares and thereby control of Brenham Bancshares, Inc., Brenham, Texas; and for notificants, Elizabeth Dippel Masser, Brenham, Texas, Ted Christian Masser, Brenham, Texas, as custodian for the TUTMA accounts for Ted Henry Masser and Katherine Elizabeth Masser, Kurt Andrew Alfred and Lauren Elizabeth Alfred, Brenham, Texas, Corby Wade Alfred, Austin, Texas, to join other members of the Alfred/Dippel/Voelter family group previously approved December 8, 1998; collectively acting as a group in concert, to retain and control 25 percent or more of Brenham Bancshares, Inc., Brenham, Texas, and indirectly Brenham National Bank, Brenham, Texas. | Newspaper: | Not available |
| | | | Federal Register: | 04/27/2016 |
| 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. | Newspaper: | Not available |
| | | | Federal Register: | 03/07/2016 |
| COMERICA BANK | PWI | Notice by Comerica Bank, Dallas, Texas, to make a community development and public welfare investment in the amount of \$6 million to CREA Corporate Tax Credit Fund 48, LLC. | Newspaper: | Not applicable |
| | | | Federal Register: | Not applicable |
| COMMERCIAL STATE BANK | * Branch | Application by Commercial State Bank, El Campo, Texas, to establish a branch at 24080 U.S. 59, Houston, Texas 77339. | Newspaper: | 05/06/2016 |
| | | | Federal Register: | Not applicable |
| FROST BANK | * Branch | Application by Frost Bank, San Antonio, Texas, to open a branch office at 2240 Navigation Boulevard, Houston, Texas 77003. | Newspaper: | Not available |
| | | | Federal Register: | Not applicable |
| FROST BANK | * Branch | Application by Frost Bank, San Antonio, Texas, to open a branch office at 4606 North Shepherd Drive, Houston, Texas 77018. | Newspaper: | Not available |
| | | | Federal Register: | Not applicable |
| FROST BANK | * Branch | Application by Frost Bank, San Antonio, Texas, to open a branch office at 13630 East Freeway, Houston, Texas 77015. | Newspaper: | Not available |
| | | | Federal Register: | Not applicable |

* Subject to the provisions of the Community Reinvestment Act

District: 11**Federal Reserve Bank of Dallas****Filings received during the week ending April 9, 2016**

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|-------------------------------------|--------------------|---|------------------------------|----------------|
| TEXAS BRAND BANCSHARES, INC. | CIC | Notice by Edward B. Tomlinson, II, Rowlett, Texas, individually; and the "Leis Family Group" comprised of The Revocable Trust of Dorvin D. Leis, Garland, Texas, Charles S. Leis, Eagle, Idaho, Stephen T. Leis, Kihie, Hawaii, and Edward B. Tomlinson, II, Rowlett, Texas, as trustees and in individual capacity; and Stanley B. Leis, Eagle, Idaho, collectively, to control and retain 25 percent or more of Texas Brand Bancshares, Inc., and therefore indirectly, Texas Brand Bank, both of Garland, Texas. | Newspaper: | Not available |
| | | | Federal Register: | 03/25/2016 |
| WESTSTAR BANK | * 18C * Branch | Application by WestStar Bank, El Paso, Texas, to acquire by merger First National Bank, Fabens, Texas, and to establish the seven locations of the acquired institution as branches of WestStar Bank. | Newspaper: | 05/01/2016 |
| | | | Federal Register: | Not applicable |
| WESTSTAR BANK HOLDING COMPANY, INC. | * 3A5 | Application by WestStar Bank Holding Company, Inc., El Paso, Texas, to acquire by merger 100 percent of First Fabens Bancorporation, Inc., and indirectly, First National Bank, both of Fabens, Texas. | Newspaper: | 05/01/2016 |
| | | | Federal Register: | 05/06/2016 |

District: 11

Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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|---------|--------------------------|------------|-----------------|------------|-------------|
| 708164 | LIBERTY BK, HURST, TEXAS | 11/30/2015 | 05/13/2016 | S | Int Sm Bank |

| CRA Examinations scheduled for | Quarter of |
|--------------------------------|------------|
| Institution | Location |
| NONE | |

* Subject to the provisions of the Community Reinvestment Act

District: 12**Federal Reserve Bank of San Francisco****Filings received during the week ending April 9, 2016**

| Filer | Filing Type | Filing Proposal | End of Comment Period | |
|----------------------------|--------------------|---|------------------------------|----------------|
| H BANCORP LLC | * 4c8 | H Bancorp LLC, Irvine, California, to acquire up to 500,000 additional shares, and thereby control 29.66% of Bay Bancorp, Inc., and indirectly, of Bay Bank, FSB, both of Columbia, Maryland. | Newspaper: | 05/07/2016 |
| | | | Federal Register: | 04/04/2016 |
| 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: | 07/15/2014 |
| | | | Federal Register: | Not available |
| PACIFIC COMMERCE BANK | * 18C | ProAmerica Bank to be merged with and into Pacific Commerce Bank, both of Los Angeles, California, with Pacific Commerce Bank as the surviving entity. | Newspaper: | Not available |
| | | | Federal Register: | Not applicable |
| WESTAMERICA BANCORPORATION | CIC | Change in Bank Control Notice filed by T. Rowe Price Associates, Inc., Baltimore, Maryland, to retain 10 percent or more of Westamerica Bancorporation, and thereby indirectly in its subsidiary, Westamerica Bank, both of San Rafael, California. | Newspaper: | Not available |
| | | | Federal Register: | Not available |

District: 12

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.

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| 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