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**Federal Reserve Release**

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*H.2*

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

*No. 26*

*Week Ending June 25, 2016*

Testimony and Statements

Monetary Policy -- statement by Chair Yellen before the Senate Committee on Banking, Housing, and Urban Affairs on June 21 and the House Committee on Financial Services on June 22, 2016, on the semiannual monetary policy report to the Congress.

- Published, June 21, 2016

Banking Supervision & Regulation

Supervisory Stress Tests -- 2016 results.

- Announced, June 23, 2016

Personnel

Division of Banking Supervision and Regulation -- appointment of Mary Aiken and Michael Hsu as associate directors; David Lynch, Molly Mahar, Catherine Piche, and Suzanne Williams as deputy associate directors, and Keith Ligon as assistant director.

- Announced, June 20, 2016

Division of Consumer and Community Affairs -- appointment of Carol Evans as associate director and David Buchholz and Marisa Reid as deputy associate directors.

- Announced, June 21, 2016

**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

#### Secretary

Univest Bank and Trust Co., Souderton, Pennsylvania -- to establish a branch at 90 Willow Valley Lakes Drive, Willow Street.

- Approved, June 22, 2016

### Bank Holding Companies

#### General Counsel

Cascade Bancorp, Bend, Oregon -- waiver of application to acquire Prime Pacific Financial Services, Inc., Lynnwood, Washington, and thereby indirectly acquire Prime Pacific Bank, National Association, in connection with the merger of Prime Pacific Bank with and into Bank of the Cascades, Bend.

- Granted, June 21, 2016

#### General Counsel

Farmers and Drovers Financial Corporation, Council Grove, Kansas -- waiver of application to acquire Alta Vista Bancshares, Inc., Alta Vista, and thereby indirectly acquire Alta Vista State Bank, in connection with the merger of Alta Vista State Bank with and into Farmers and Drovers Bank, Council Grove.

- Granted, June 17, 2016

(A/C)

#### Dallas

Fayette Bancshares, Inc., La Grange, Texas -- to become a bank holding company by acquiring Fayette Savings Bank, SSB, La Grange.

- Approved, June 23, 2016

**Bank Holding Companies**

General Counsel

First Citizens Bancshares, Inc., Raleigh, North Carolina, and First-Citizens Bank & Trust Company (First-Citizens Bank) -- waiver of application to acquire Cordia Bancorp, Inc., Midlothian, Virginia, in connection with the merger of Bank of Virginia into First-Citizens Bank, Raleigh.

- Granted, June 22, 2016

Minneapolis

Otto Bremer Trust, Saint Paul, Minnesota, and Bremer Financial Corporation -- to acquire, through Bremer Insurance Agencies, Inc., the insurance agency business of Ernest I. Fink Agency, Inc., Saint Paul.

- Approved, June 22, 2016

Kansas City

Sandhills Financial Services, LLC, Bassett, Nebraska -- to acquire Keystone Investment, Inc., Keystone, parent of Bank of Keystone.

- Approved, June 22, 2016

St. Louis

Stupp Bros., Inc., St. Louis, Missouri, and Midwest BankCentre, Inc. -- to indirectly acquire Bremen Bancorp, Inc., St. Louis, and thereby indirectly acquire Bremen Bank and Trust Company; and for Midwest BankCentre, St. Louis, to merge with Bremen Bank and Trust Company and thereby establish branches.

- Approved, June 20, 2016

Dallas

WestStar Bank Holding Company, Inc., El Paso, Texas -- to acquire by merger First Fabens Bancorporation, Inc., Fabens, and indirectly acquire First National Bank.

- Approved, June 21, 2016

**Bank Mergers**

Dallas

WestStar Bank, El Paso, Texas -- to acquire by merger First National Bank, Fabens, and thereby establish branches.

- Approved, June 21, 2016

**Banks, Foreign**

Director, BS&R

Banque SYZ SA, Geneva, Switzerland -- to establish a representative office in Miami, Florida.

- Approved, June 23, 2016

**Banks, Nonmember, and Miscellaneous Institutions**

Director, BS&R

The Prudential Insurance Company of America, Newark, New Jersey, et al. -- modification of a commitment.

- Granted, June 23, 2016

**Banks, State Member**

Director, BS&R

Manufacturers and Traders Trust Company, Buffalo, New York -- to make a public welfare investment.

- Approved, June 20, 2016

Director, BS&R

Regions Bank, Birmingham, Alabama -- to make certain public welfare investments (two requests).

- Approved, June 20, 2016

**Banks, State Member**

Director, BS&R

Western Alliance Bank, Phoenix, Arizona -- to make a public welfare investment.  
- Approved, June 23, 2016

**Change in Bank Control**

St. Louis

Central Bancompany, Inc., Jefferson City, Missouri -- change in bank control of Central Bancompany, Inc., and its subsidiaries.  
- Permitted, June 24, 2016

Minneapolis

Dakota Western Bankshares, Inc., Bowman, North Dakota -- to retain control of Dakota Western Bankshares, Inc., and its subsidiary, Dakota Western Bank, Bowman.  
- Permitted, June 22, 2016

Cleveland

FNB Shares, Inc., McConnellsville, Ohio -- to retain control of FNB Shares, Inc., and its subsidiary, The First National Bank of McConnellsville, McConnellsville.  
- Permitted, June 21, 2016

Kansas City

Laverne Bancshares, Inc., Laverne, Oklahoma -- change in bank control of Laverne Bancshares, Inc., and its subsidiary, Bank of Laverne, Laverne.  
- Permitted, June 21, 2016

**Financial Holding Companies**

Director, BS&R

Westpac Banking Corporation, Sydney, Australia -- election to be treated as a financial holding company.

- Effective, June 22, 2016

**International Operations**

Director, BS&R

Santander Holdings USA, Inc., Boston, Massachusetts -- waiver of remainder of prior-notification period to acquire Banco Santander International, Miami, Florida

- Granted, June 21, 2016

**Membership**

Kansas City

American National Bank, Ardmore, Oklahoma -- to retain membership in the Federal Reserve System on conversion to a state-chartered bank, American Nation Bank.

- Approved, June 24, 2016

St. Louis

Bear State Bank, National Association, Little Rock, Arkansas -- to retain membership in the Federal Reserve System on conversion to a state-chartered bank.

- Approved, June 24, 2016

San Francisco

First National Bank of Southern California, Riverside, California -- to retain membership in the Federal Reserve System on conversion to a state-chartered bank.

- Withdrawn, June 23, 2016

**Membership**

Chicago

Lee County Bank and Trust, National Association, Fort Madison, Iowa -- to retain membership in the Federal Reserve System on conversion to a state-chartered bank, Lee County Bank.

- Approved, June 23, 2016



**District: 1**  
**Federal Reserve Bank of Boston**  
**Filings received during the week ending June 25, 2016**

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

**District: 1**

**Federal Reserve Bank of Boston**

**Availability of CRA Public Evaluations**

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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.

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| RSSD ID | Institution / Location | Exam Date | CRA Public Date | CRA Rating | Exam Method |
|---------|------------------------|-----------|-----------------|------------|-------------|
|---------|------------------------|-----------|-----------------|------------|-------------|

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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: 2**

**Federal Reserve Bank of New York**

**Filings received during the week ending June 25, 2016**

| <b>Filer</b>          | <b>Filing Type</b> | <b>Filing Proposal</b>   | <b>End of Comment Period</b> |                |
|-----------------------|--------------------|--|------------------------------|----------------|
| Freedom Bancorp, Inc. | 3A1                | Freedom Bancorp, Inc., to become a bank holding company by acquiring 100 percent of the outstanding stock of Freedom Bank, both of Maywood, New Jersey, pursuant to Section 3(a) (C) of the BHC Act of 1956, as amended, and Section 225.17 of Regulation Y. | Newspaper:                   | Not applicable |
|                       |                    |  | Federal Register:            | Not applicable |

**District: 2**

**Federal Reserve Bank of New York**

**Availability of CRA Public Evaluations**

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

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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: 3**

**Federal Reserve Bank of Philadelphia**

**Filings received during the week ending June 25, 2016**

| <b>Filer</b>                  | <b>Filing Type</b> | <b>Filing Proposal</b>   | <b>End of Comment Period</b> |               |
|-------------------------------|--------------------|--|------------------------------|---------------|
| PATRIOT FINANCIAL PARTNERS LP | CIC                | Patriot Financial Partners, GP, L.P., Patriot Financial Partners, L.P., Patriot Financial Partners Parallel, L.P., Patriot Financial Partners GP, LLC, Patriot Financial Manger LLP, Patriot Financial Manager, L.P., W. Kirk Wycoff, James J. Lynch and Ira M. Lubert, to acquire 10 percent or more of Heritage Commerce Corp, San Jose, California. | Newspaper:                   | Not available |
|                               |                    |  | Federal Register:            | 05/31/2016    |

**District: 3**

**Federal Reserve Bank of Philadelphia**

**Availability of CRA Public Evaluations**

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Federal bank regulators use the following performance levels to rate an institution's performance under CRA:

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- NI = Needs to improve
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The following state member banks have been examined and their CRA public evaluations are now available.

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| RSSD ID | Institution / Location | Exam Date | CRA Public Date | CRA Rating | Exam Method |
|---------|------------------------|-----------|-----------------|------------|-------------|
|---------|------------------------|-----------|-----------------|------------|-------------|

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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: 4**

**Federal Reserve Bank of Cleveland**

**Filings received during the week ending June 25, 2016**

| <b>Filer</b>                            | <b>Filing Type</b> | <b>Filing Proposal</b>  | <b>End of Comment Period</b>    |                                  |
|---|--------------------|---|---------------------------------|----------------------------------|
| CITIZENS NATIONAL BANK O<br>PAINTSVILLE | Member             | Application by Citizens National Bank of Paintsville, Paintsville, Kentucky to become a member of the Federal Reserve System. | Newspaper:<br>Federal Register: | Not applicable<br>Not applicable |

**District: 4**

**Federal Reserve Bank of Cleveland**

**Availability of CRA Public Evaluations**

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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.

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Federal bank regulators use the following performance levels to rate an institution's performance under CRA:

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- SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

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| RSSD ID | Institution / Location | Exam Date | CRA Public Date | CRA Rating | Exam Method |
|---------|------------------------|-----------|-----------------|------------|-------------|
|---------|------------------------|-----------|-----------------|------------|-------------|

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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: 5**

**Federal Reserve Bank of Richmond**

**Filings received during the week ending June 25, 2016**

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

**District: 5**

**Federal Reserve Bank of Richmond**

**Availability of CRA Public Evaluations**

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The following state member banks have been examined and their CRA public evaluations are now available.

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| RSSD ID | Institution / Location | Exam Date | CRA Public Date | CRA Rating | Exam Method |
|---------|------------------------|-----------|-----------------|------------|-------------|
|---------|------------------------|-----------|-----------------|------------|-------------|

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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: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending June 25, 2016

| Filer                        | Filing Type | Filing Proposal   | End of Comment Period |               |
|------------------------------|-------------|---|-----------------------|---------------|
| 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:            | 08/27/2015    |
|                              |             |   | Federal Register:     | Not available |
| PEACH STATE BANCSHARES, INC. | * 3A1       | Peach State Bancshares, Inc., to become a bank holding company by acquiring 100 percent of the voting stock of Peach State Bank & Trust, both of Gainesville, Georgia.  | Newspaper:            | 07/25/2016    |
|                              |             |   | Federal Register:     | 07/22/2016    |

**District: 6**

**Federal Reserve Bank of Atlanta**

**Availability of CRA Public Evaluations**

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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.

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- 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 |
|---------|----------------------------------|------------|-----------------|------------|-------------|
| 680130  | CITIZENS TR BK, ATLANTA, GEORGIA | 03/21/2016 | 06/28/2016      | S          | Int Sm Bank |

| 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 June 25, 2016**

| <b>Filer</b>                        | <b>Filing Type</b>  | <b>Filing Proposal</b>   | <b>End of Comment Period</b>    |                                 |
|-------------------------------------|---------------------|--|---------------------------------|---------------------------------|
| CBI BANK & TRUST                    | * 18C<br>* Branch   | CBI Bank & Trust ("CBI"), Muscatine, Iowa, to purchase certain assets and assume certain liabilities of MidWestOne Bank, Iowa City, Iowa. In connection with the purchase and assumption, CBI will establish a branch at 101 West 2nd Street, Davenport, Iowa.   | Newspaper:<br>Federal Register: | Not available<br>Not applicable |
| OTTAWA SAVINGS BANCORP.<br>MHC      | * MHC<br>Conversion | Ottawa Savings Bancorp, MHC, Ottawa, Illinois, to convert to stock form and merge with and into Ottawa Savings Bancorp, Inc., Ottawa, Illinois. In connection with this application, Ottawa Savings Bancorp, Inc. will be merged into a de novo corporation named Ottawa Bancorp, Inc., a Maryland Corporation, which has applied to become a savings and loan holding company by acquiring 100 percent of the voting shares of Ottawa Savings Bank, Ottawa, Illinois. | Newspaper:<br>Federal Register: | Not available<br>07/07/2016     |
| QCR HOLDINGS, INC.                  | * 3A3               | QCR Holdings, Inc., Moline, Illinois, to acquire 100 percent of Community State Bank, Ankeny, Iowa.  | Newspaper:<br>Federal Register: | Not available<br>Not available  |
| SAVANNA-THOMSON<br>INVESTMENT, INC. | CIC                 | Notice by Ruth A. Kehl S-T Declaration of Trust, Ruth A. Kehl, Trustee, both of Dubuque, Iowa, to retain 25 percent or more of the voting shares of Savanna-Thomson Investment, Inc., Savanna, Illinois, and to join the Kehl Family Control Group as approved on April 2, 2002. Savanna-Thomson Investment, Inc. controls Savanna-Thomson State Bank, Thomson, Illinois.  | Newspaper:<br>Federal Register: | 07/11/2016<br>06/27/2016        |
| TRI-COUNTY BANK                     | * Branch            | Tri-County Bank, Brown City, Michigan, to establish a branch office located at 5915 State Street, Kingston, Michigan.  | Newspaper:<br>Federal Register: | Not available<br>Not applicable |
| WINTRUST BANK                       | * Branch            | Wintrust Bank, Chicago, Illinois, to establish a branch at 2400 W. Madison Street, Chicago, Illinois.  | Newspaper:<br>Federal Register: | 07/05/2016<br>Not applicable    |

Federal Reserve Bank of Chicago

**Availability of CRA Public Evaluations**

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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: 8**

**Federal Reserve Bank of St. Louis**

**Filings received during the week ending June 25, 2016**

| <b>Filer</b>                         | <b>Filing Type</b> | <b>Filing Proposal</b>  | <b>End of Comment Period</b>    |                                  |
|--------------------------------------|--------------------|---|---------------------------------|----------------------------------|
| FIRST NATIONAL BANK OF KINMUNDY, THE | Member             | The First National Bank of Kinmundy, Kinmundy, Illinois, to retain membership in the Federal Reserve System, following its conversion to a state charter. | Newspaper:<br>Federal Register: | Not applicable<br>Not applicable |
| SIMMONS BANK                         | * Branch           | Simmons Bank, Pine Bluff, Arkansas, to establish a branch facility located at 2025 Crossover Road, Fayetteville, Arkansas.                                | Newspaper:<br>Federal Register: | 07/08/2016<br>Not applicable     |

**District: 8**

**Federal Reserve Bank of St. Louis**

**Availability of CRA Public Evaluations**

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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 |
|---------|---------------------------------------|------------|-----------------|------------|-------------|
| 713140  | FIRST DELTA BK, MARKED TREE, ARKANSAS | 03/07/2016 | 06/13/2016      | S          | Small Bank  |

| 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 June 25, 2016**

| <b>Filer</b>                   | <b>Filing Type</b> | <b>Filing Proposal</b>  | <b>End of Comment Period</b> |               |
|--------------------------------|--------------------|---|------------------------------|---------------|
| FIRST BEMIDJI HOLDING COMPANY  | CIC                | Change in Control Notice by Brian Scott Curb, Bemidji, MN; Melisa A. Bruns, Bemidji, MN; Ronald R. Cuperus, Bemidji, MN; Dean J. Thompson, Bemidji, MN; Glen T. Lindseth, Bemidji, MN; Mary Karen Belmont Revocable Trust (Mary Karen Belmont, trustee), St. Cloud, MN; Robert C. Welle Living Trust (Robert C. Welle, trustee), Saint Paul, MN; John P. Welle, Granger, IN; Mary Kay Welle, Granger, IN; Margaret M. Sitzer Revocable Trust (Margaret M. Sitzer, trustee), Rochester, MN; Patrick G. Welle, Bemidji, MN; Peter T. Welle, Washington, DC; Susan M. Stromberg, Colorado Springs, CO; Michael M. Stromberg, Colorado Springs, CO; David M. Stromberg, Grand Forks, ND; Brian W. Stromberg, Grand Forks, ND; Megan E. Stromberg, Grand Forks, ND; Theresa A. Welle, Waite Park, MN; Mary J. Welle Marvin, Warroad, MN; Conway A. Marvin, Warroad, MN; Nicholas A. Marvin, Warroad, MN; Ryan W. Marvin, Minneapolis, MN; Laura J. Marvin Nelson, Eden Prairie, MN; Jackelyn L. Marvin, Bemidji, MN; Christian D. Welle, Bemidji, MN; Amanda B. Welle, New York, NY; Jamie M. Welle, Lonsdale, MN; Samantha J. Baker, Bemidji, MN; Joseph W. Welle, Bloomington, MN; Katherine L. Canfield, Pinehurst, NC; Brian T. Canfield, Pinehurst, NC; William RW Canfield, Pinehurst, NC; Sarah J. Anderla, Appleton, WI; David Anderla, Appleton, WI; Sarah J. Anderla, as custodian for Grant T. Anderla, Appleton, WI, and as custodian for Elena J. Anderla, Appleton, WI; and Drew B. Anderla, Appleton, WI; for retroactive approval to join the Welle family shareholder group that controls 25% or more of First Bemidji Holding Company, Bemidji, Minnesota, and thereby indirectly controls The First National Bank of Bemidji, Bemidji, Minnesota. | Newspaper:                   | 07/15/2016    |
|                                |                    |   | Federal Register:            | 07/11/2016    |
| MACKINAC FINANCIAL CORPORATION | * 3A3              | Mackinac Financial Corporation, Manistique, Michigan to acquire 100 percent of Niagara Bancorporation, Inc., Niagara Wisconsin, and thereby indirectly acquire The First National Bank of Niagara, Niagara, Wisconsin.  | Newspaper:                   | Not available |
|                                |                    |   | Federal Register:            | 07/23/2016    |
| UPTOWN BANCORPORATION, INC.    | * 3A3              | Uptown Bancorporation, Inc., Britton, South Dakota, to acquire at least 72 percent of First American State Bank, Oldham, South Dakota.  | Newspaper:                   | Not available |
|                                |                    |   | Federal Register:            | 07/15/2016    |

**District: 9**

**Federal Reserve Bank of Minneapolis**

**Availability of CRA Public Evaluations**

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| RSSD ID | Institution / Location                  | Exam Date  | CRA Public Date | CRA Rating | Exam Method |
|---------|---|------------|-----------------|------------|-------------|
| 763556  | PLAZA PARK ST BK, WAITE PARK, MINNESOTA | 03/21/2016 | 06/20/2016      | 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 June 25, 2016**

| <b>Filer</b>                  | <b>Filing Type</b> | <b>Filing Proposal</b>   | <b>End of Comment Period</b> |               |
|-------------------------------|--------------------|--|------------------------------|---------------|
| CITIZENS NATIONAL CORPORATION | * 3A3              | Citizens National Corporation, Wisner, Nebraska, to acquire up to an additional 0.95 percent for a total of 35.50 percent of the voting shares of Republic Corporation, and thereby indirectly acquire control of United Republic Bank, both of Omaha, Nebraska. | Newspaper:                   | 07/11/2016    |
|                               |                    |  | Federal Register:            | 07/25/2016    |
| JONAH BANKSHARES              | CIC                | Notification submitted by the Duke Trust and Susan K. McMurry, as trustee, both of Casper, Wyoming, to acquire control of Jonah Bankshares, parent of Jonah Bank of Wyoming, both of Casper, Wyoming.  | Newspaper:                   | Not available |
|                               |                    |  | Federal Register:            | Not available |

**District: 10**

**Federal Reserve Bank of Kansas City**

**Availability of CRA Public Evaluations**

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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 |
|---------|--|------------|-----------------|------------|-------------|
| 146056  | ALLNATIONS BK, CALUMET, OKLAHOMA       | 03/07/2016 | 06/14/2016      | S          | Small Bank  |
| 175056  | BANK OF WESTERN OK, ELK CITY, OKLAHOMA | 03/21/2016 | 06/17/2016      | S          | Small Bank  |
| 663656  | GARDNER BK, GARDNER, KANSAS            | 01/25/2016 | 06/14/2016      | S          | Small Bank  |

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

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\* Subject to the provisions of the Community Reinvestment Act

**District: 11****Federal Reserve Bank of Dallas****Filings received during the week ending June 25, 2016**

| <b>Filer</b>                     | <b>Filing Type</b>                         | <b>Filing Proposal</b>  | <b>End of Comment Period</b>    |                                 |
|----------------------------------|--|---|---------------------------------|---------------------------------|
| AF MUTUAL HOLDING COMPANY        | * MHC<br>Conversion<br>* SLHC<br>Formation | Bancorp 34, Inc., Alamogordo, New Mexico, proposes to become a savings and loan holding company by acquiring 100 percent of Bank 34, Alamogordo, New Mexico. Upon the conversion of AF Mutual Holding Company, Alamogordo, New Mexico, to stock form, AF Mutual Holding Company and Alamogordo Financial Corp, Alamogordo, New Mexico, the existing mid-tier holding company of Bank 34, will cease to exist, and Bank 34 will become a wholly-owned subsidiary of Bancorp 34, Inc. | Newspaper:<br>Federal Register: | Not available<br>07/07/2016     |
| 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:<br>Federal Register: | Not available<br>03/07/2016     |
| FROST BANK                       | * Branch                                   | Application by Frost Bank, San Antonio, Texas, to open a branch office at 6305 Precinct Line Road, Suite 100, North Richland Hills, Texas 76180.  | Newspaper:<br>Federal Register: | 06/23/2016<br>Not applicable    |
| FROST BANK                       | * Branch                                   | Application by Frost Bank, San Antonio, Texas, to open a branch office at 3838 Rogers Road, San Antonio, Texas 78251.   | Newspaper:<br>Federal Register: | 06/21/2016<br>Not applicable    |
| FROST BANK                       | * Branch                                   | Application by Frost Bank, San Antonio, Texas, to open a branch office at 7859 Walnut Hill Lane, Suite 100, Dallas, Texas 75230.  | Newspaper:<br>Federal Register: | 06/21/2016<br>Not applicable    |
| ORIGIN BANK                      | * Branch                                   | Application by Origin Bank, Choudrant, Louisiana, to establish a branch at 120 City Center Drive, Jackson, Mississippi 39211.   | Newspaper:<br>Federal Register: | Not available<br>Not applicable |
| SULPHUR SPRINGS BANCSHARES, INC. | * 3A5                                      | Application by Sulphur Springs Bancshares, Inc., Sulphur Springs, Texas, to acquire by merger 100 percent of Wills Point Financial Corporation, and indirectly, Citizens National Bank, both of Wills Point, Texas.   | Newspaper:<br>Federal Register: | Not available<br>Not available  |

**District: 11**

**Federal Reserve Bank of Dallas**

**Availability of CRA Public Evaluations**

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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.

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| RSSD ID | Institution / Location | Exam Date | CRA Public Date | CRA Rating | Exam Method |
|---------|------------------------|-----------|-----------------|------------|-------------|
|---------|------------------------|-----------|-----------------|------------|-------------|

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NONE

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

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NONE

**District: 12****Federal Reserve Bank of San Francisco****Filings received during the week ending June 25, 2016**

| <b>Filer</b>           | <b>Filing Type</b> | <b>Filing Proposal</b>  | <b>End of Comment Period</b> |                |
|------------------------|--------------------|---|------------------------------|----------------|
| BANK OF HAWAII         | * Branch           | Bank of Hawaii, Honolulu, Hawaii, to establish a branch office at Senator Daniel K. Inouye Industrial Park, Pago Pago, American Samoa.  | Newspaper:                   | Not available  |
|                        |                    |   | Federal Register:            | Not applicable |
| MISSION VALLEY BANCORP | CIC                | Earle S. Wasserman, Louise L. Wasserman, Earle S. Wasserman & Louise L. Wasserman Trust, et al, to acquire 10 percent or more of the voting stock of Mission Valley Bancorp and thereby indirectly acquire voting stock of Mission Valley Bank, both of Sun Valley, California.                         | Newspaper:                   | Not available  |
|                        |                    |   | Federal Register:            | 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:                   | 07/15/2014     |
|                        |                    |   | Federal Register:            | Not available  |
| WELLS FARGO & COMPANY  | CIC                | Change in Bank Control Notice filed by Berkshire Hathaway, Inc., et al, Omaha, Nebraska, to acquire over 10.0 percent of the voting common stock of Wells Fargo & Company, San Francisco, California.   | Newspaper:                   | Not available  |
|                        |                    |   | Federal Register:            | 07/19/2016     |

**District: 12**

**Federal Reserve Bank of San Francisco**

**Availability of CRA Public Evaluations**

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- SN = Substantial noncompliance

The following state member banks have been examined and their CRA public evaluations are now available.

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| RSSD ID | Institution / Location | Exam Date | CRA Public Date | CRA Rating | Exam Method |
|---------|------------------------|-----------|-----------------|------------|-------------|
|---------|------------------------|-----------|-----------------|------------|-------------|

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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