
Federal Reserve Release



H.2

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

No. 30

Week Ending July 29, 2017

Forms

Forms -- initial Board review to extend with revision the Application for Employment with the Board of Governors of the Federal Reserve System (FR 28, FR 28s, and FR 28i).

- Proposed, July 24, 2017

Forms -- initial Board review to extend without revision the Reporting, Recordkeeping, and Disclosure Requirements Associated with Proprietary Trading and Certain Interests in and Relationships with Covered Funds (Regulation VV) (FR VV).

- Proposed, July 27, 2017

Enforcement

Barclays Bank PLC, New York Branch, New York, New York -- issuance of a consent order of prohibition against Michael Weston, a former institution-affiliated party.

- Announced, July 24, 2017

M&T Bank Corporation, Buffalo, New York, and Manufacturers and Traders Trust Company -- written agreement dated June 17, 2013, terminated July 25, 2017.

- Announced, July 27, 2017

S&R Supervision and Regulation
C&CA Consumer and Community Affairs
FOMC Federal Open Market Committee

RBOPS Reserve Bank Operations and Payment Systems
IF International Finance
MA Monetary Affairs

Bank Branches, Domestic

New York

The Bank of New York Mellon, New York, New York -- to establish a branch at 101 Barclay Street, New York.

- Approved, July 27, 2017

Philadelphia

Landmark Community Bank, Pittston, Pennsylvania -- to establish a branch at 1000 Wyoming Avenue, Wyoming.

- Approved, July 27, 2017

New York

Peapack-Gladstone Bank, Bedminster, New Jersey -- to establish a mobile branch to serve in Essex, Hunterdon, Morris, Somerset, Union, and Hudson counties and portions of Middlesex County, all of New Jersey.

- Withdrawn, July 28, 2017

Bank Holding Companies

Kansas City

Bern Bancshares, Inc., Bern, Kansas -- to acquire shares of UBT Bancshares, Inc., Marysville, parent of United Bank & Trust.

- Approved, July 27, 2017

Bank Holding Companies

General Counsel

Carolina Financial Corporation, Charleston, South Carolina -- waiver of application to acquire First South Bancorp, Inc., Washington, North Carolina, in connection with the merger of their subsidiaries, First South Bank and CresCom Bank, Charleston.

- Granted, July 26, 2017

Bank Mergers

Boston

Abington Bank, Abington, Massachusetts -- to merge with Avon Co-operative Bank, Avon, and to retain the acquired facilities as branches.

- Approved, July 24, 2017

Banks, State Member

Director, S&R

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

- Approved, July 25, 2017

Change in Bank Control

Dallas

Bank of Commerce, McLean, Texas -- change in bank control of Bank of Commerce.

- Withdrawn, July 27, 2017

Financial Holding Companies

St. Louis

Stone Bancshares, Inc., Mountain View, Arkansas -- election to become a financial holding company.

- Effective, July 27, 2017

Savings and Loan Holding Companies

General Counsel

State Farm Mutual Automobile Insurance Company, Bloomington, Illinois -- request for an exemption to permit an individual to become an institution-affiliated party (five requests).

- Granted, July 28, 2017

General Counsel

State Farm Mutual Automobile Insurance Company, Bloomington, Illinois -- request for an exemption to permit an individual to become an institution-affiliated party.

- Granted, July 27, 2017

District: 1**Federal Reserve Bank of Boston****Filings received during the week ending July 29, 2017**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANCO SANTANDER, S.A.	* 3A3	Banco Santander, S.A., Madrid, Spain filed an application under Section 3(a)(3) of the Bank Holding Company Act of 1956, as amended, ("BHC Act") to retain 100 percent of the shares of Banco Popular Espanol, S.A., Madrid, Spain ("Popular"), and thereby, indirectly retain all of the shares of its sole U.S. banking subsidiary, TotalBank, Miami, Florida, a state-chartered bank that operates solely in Florida.	Newspaper:	07/13/2017
			Federal Register:	07/12/2017
BANK RHODE ISLAND	* Branch	Application by Bank Rhode Island, Providence, Rhode Island, to establish a branch at 265 Jefferson Blvd, Warwick, Rhode Island pursuant to Section 208.6 of Regulation H.	Newspaper:	Not available
			Federal Register:	Not applicable
BERKSHIRE HILLS BANCORP, INC	* 3A3 * 3A5	Berkshire Hills Bancorp, Inc., Pittsfield, Massachusetts filed an application under sections 3(a)(3) and 3(a)(5) of the Bank Holding Company Act of 1956, as amended, to acquire 100 percent of the shares of Commerce Bancshares Corporation and its wholly-owned subsidiary, Commerce Bank and Trust Company, both of Worcester, Massachusetts.	Newspaper:	08/07/2017
			Federal Register:	08/07/2017
CORNERSTONE BANK	Member	Application by Cornerstone Bank, Spencer, Massachusetts to become a member of the Federal Reserve System pursuant to section 9 of the Federal Reserve Act and section 208.3 of Regulation H.	Newspaper:	Not applicable
			Federal Register:	Not applicable
SOUTH SHORE BANK	* 18C * 3A5 * Branch * 3A3	South Shore Bank, South Weymouth, Massachusetts ("South Shore") to merge with Braintree Co-operative Bank, Braintree, Massachusetts ("Braintree"), with South Shore as the surviving entity; and South Shore Bancorp, MHC, South Weymouth, Massachusetts ("South Shore MHC"), to acquire Braintree Bancorp, MHC, Braintree, Massachusetts with South Shore MHC as the surviving entity and to operate Braintree's sole branch, including the main office, as branches of South Shore, pursuant to section 3(a)(5) of the Bank Holding Company Act of 1956, as amended and Section 18(c) of the Federal Deposit Insurance Act.	Newspaper:	Not available
			Federal Register:	08/18/2017

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
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NONE

CRA Examinations scheduled for	Quarter of	
Institution	Location	Quarter

NONE

District: 2

Federal Reserve Bank of New York

Filings received during the week ending July 29, 2017

Filer	Filing Type	Filing Proposal	End of Comment Period	
CHINA MERCHANTS GROUP LIMITED	4c8	China Merchants Group Limited, Hong Kong Special Administrative Region, the People's Republic of China, to engage de novo in extending credit and servicing loans and the leasing of personal property through CIMC Leasing USA Inc., Oakbrook Terrace, Illinois, pursuant to Sections 225.28(b)(1) and 225.28(b)(3) of Regulation Y.	Newspaper: Federal Register:	Not applicable 08/11/2017
MANUFACTURERS AND TRADERS TRUST COMPANY	PWI	Manufacturers and Traders Trust Company, Buffalo, New York, seeks prior approval to make a public welfare investment, pursuant to Section 208.22(d) of Regulation H.	Newspaper: Federal Register:	Not applicable Not applicable

District: 2

Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for	Quarter of	
Institution	Location	Quarter

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending July 29, 2017

Filer	Filing Type	Filing Proposal	End of Comment Period	
RIVERVIEW FINANCIAL CORPORATION	* 3A5	Riverview Financial Corporation, Harrisburg, PA, to acquire CBT Financial Corp., Clearfield, PA, and thereby indirectly acquire Clearfield Bank, Clearfield, PA.	Newspaper:	08/19/2017
			Federal Register:	08/21/2017

* Subject to the provisions of the Community Reinvestment Act

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	Quarter

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 4

Federal Reserve Bank of Cleveland

Filings received during the week ending July 29, 2017

Filer	Filing Type	Filing Proposal	End of Comment Period
NONE			

District: 4

Federal Reserve Bank of Cleveland

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for	Quarter of	
Institution	Location	Quarter

NONE

District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending July 29, 2017

Filer	Filing Type	Filing Proposal	End of Comment Period	
DELMARVA BANCSHARES, INC.	CIC	Basswood Capital Management, LLC, New York, New York; Basswood Partners, LLC, New York, New York; Basswood Opportunity Partners, LP, New York, New York; Basswood Opportunity Fund, Inc., New York, New York; Basswood Financial Fund, LP, New York, New York; Basswood Financial Fund, Inc., New York, New York; Basswood Financial Long Only Fund, LP, New York, New York; MGS Partners, LLC, New York, New York; and Bennett Lindenbaum and Matthew Lindenbaum, as Managing Members of Basswood Partners, LLC, and of Basswood Capital Management, LLC; all of New York, New York; to control Delmarva Bancshares, Inc., Cambridge, Maryland.	Newspaper: Federal Register:	Not available 08/16/2017
SOUTH STATE CORPORATION	* 3A5	South State Corporation, Columbia, South Carolina, to acquire 100% of the voting securities of Park Sterling Corporation, Charlotte, North Carolina, and thereby indirectly acquire Park Sterling Bank, Charlotte, North Carolina.	Newspaper: Federal Register:	08/12/2017 08/10/2017
STATE BANCORP, INC.	CIC	David M. Thomas, Morgantown, West Virginia, to individually retain a controlling shareholder position of State Bancorp, Inc., Bruceton Mills, West Virginia, and by the Brian F. Thomas Revocable Trust-2015, the Mary F. Thomas Trust, Staci Thomas, Morgantown, West Virginia, Sandra Thomas, Morgantown, West Virginia, and Kendall Thomas, Bruceton Mills, West Virginia, to join the previously approved Thomas family control group.	Newspaper: Federal Register:	08/18/2017 08/14/2017
UNITED BANK	* 18C * Branch	United Bank, Fairfax, Virginia, has submitted an application to merge United Bank, Inc., Parkersburg, West Virginia with and into United Bank.	Newspaper: Federal Register:	08/21/2017 Not applicable

* Subject to the provisions of the Community Reinvestment Act

District: 5

Federal Reserve Bank of Richmond

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for	Quarter of	
Institution	Location	Quarter

NONE

District: 6**Federal Reserve Bank of Atlanta****Filings received during the week ending July 29, 2017**

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
SUNTRUST BANK	* Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 2627 Creighton Road, Pensacola, Florida, to be known as the Creighton Office.	Newspaper:	08/12/2017
			Federal Register:	Not applicable
SUNTRUST BANK	* Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 2410 FL 100, Flager Bank, Florida, to be known as the Flagler Beach Office.	Newspaper:	08/12/2017
			Federal Register:	Not applicable
SUNTRUST BANK	* Branch	SunTrust Bank, Atlanta, Georgia, to establish a branch located at 2600 Old Milton Pkwy, Alpharetta, Georgia, to be known as the Liberty Village Office.	Newspaper:	08/12/2017
			Federal Register:	Not applicable

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	Quarter

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending July 29, 2017

Filer	Filing Type	Filing Proposal	End of Comment Period	
FFBW, MHC	* MHC Formation * MHC Mid-Tier Formation	FFBW, MHC, to become a mutual savings and loan holding company; and FFBW, Inc., to become a mid-tier stock savings and loan holding company, by acquiring 100 percent of First Federal Bank of Wisconsin, all of Brookfield, Wisconsin, in connection with the thrift's conversion from mutual to stock form.	Newspaper: Federal Register:	07/15/2017 07/20/2017
NORTHERN TRUST COMPANY THE	Investment	The Northern Trust Company, Chicago, Illinois, to acquire UBS AG fund administration businesses in Luxembourg and Switzerland pursuant to Section 211.9(f) of Regulation K.	Newspaper: Federal Register:	Not applicable Not applicable
PEDCOR CAPITAL, LLC	* SLHC Formation	Pedcor Capital, LLC, Pedcor Bancorp, and American Capital Bancorp, of Carmel, Indiana, to convert from a bank holding company to a savings and loan holding company upon the conversion of International City Bank, Long Beach, California, to a federal savings bank.	Newspaper: Federal Register:	Not available Not available
QCR HOLDINGS, INC.	* 3A3 * 18C * Branch	QCR Holdings, Inc., Moline, Illinois, to acquire 100 percent of the voting shares of Guaranty Bank and Trust Company, Cedar Rapids, Iowa. In addition, QCR Holdings, Inc.'s subsidiary bank, Cedar Rapids Bank and Trust Company, Cedar Rapids, Iowa, to merge with Guaranty Bank and Trust Company, Cedar Rapids, Iowa. As a result of the merger, Guaranty Bank and Trust Company offices will become branch of Cedar Rapids Bank and Trust Company.	Newspaper: Federal Register:	Not available 08/16/2017
TS CONTRARIAN BANCSHARES, INC.	CIC	Notice by GGC, LLP, Council Bluffs, IA to acquire 10 percent or more of the voting shares of TS Contrarian Bancshares, Inc., Treynor, IA and thereby indirectly acquire control of Bank of Tioga, Tioga, North Dakota.	Newspaper: Federal Register:	Not available Not available
WAUPACA BANCORPORATION, INC.	CIC	Notice by Scott Michael Rasmussen, as trustee under a 2017 Voting Agreement, Germantown, Wisconsin, to acquire control of 10 percent or more of the voting shares of Waupaca Bancorporation, Inc., and thereby indirectly acquire control of First National Bank, both of Waupaca, Wisconsin.	Newspaper: Federal Register:	Not available 07/24/2017

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	Quarter

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending July 29, 2017

Filer	Filing Type	Filing Proposal	End of Comment Period	
OZARKS HERITAGE FINANCIAL GROUP, INC	* 3A3	Ozarks Heritage Financial Group, Inc., Gainesville, Missouri, and its top tier holding company Century Bancshares, Inc., Gainesville, Missouri, to acquire 100 percent of the voting shares of Financial Enterprises, Inc., Clinton, Missouri, and thereby indirectly acquire First National Bank of Clinton, Clinton, Missouri. Also Legacy Bank & Trust Company, Rogersville, Missouri, to merge with First National Bank of Clinton, Clinton, Missouri, and to retain the acquired facilities as branch offices.	Newspaper:	Not available
	* 18C		Federal Register:	08/23/2017
	* Branch			

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	Quarter

NONE

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending July 29, 2017

Filer	Filing Type	Filing Proposal	End of Comment Period	
ONE CORPORATION	CIC	Scott H. Soderberg, Eden Prairie, Minnesota, individually and as trustee of the Elizabeth Ann Soderberg Irrevocable Trust dated 12/20/12, New Richmond, Wisconsin, and Elizabeth A. Soderberg, Minnetonka, Minnesota, individually and as trustee of the Scott H. Soderberg Irrevocable Trust dated 12/20/12, New Richmond, Wisconsin, to acquire shares of One Corporation and thereby indirectly acquire control of First National Community Bank, both of New Richmond, Wisconsin.	Newspaper: Federal Register:	Not available 08/15/2017
STERLING FINANCIAL GROUP INC.	CIC	Retroactive notice by Boyd Brent Myers, of Tazewell, Tennessee, as trustee of six McNeilus family trusts, all of Rochester, Minnesota, to retain control of voting shares of Sterling Financial Group, Inc., Rochester, Minnesota, and thereby indirectly retain control of Sterling State Bank, Austin, Minnesota.	Newspaper: Federal Register:	Not available 08/17/2017

District: 9

Federal Reserve Bank of Minneapolis

Availability of CRA Public Evaluations

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NONE

CRA Examinations scheduled for	Quarter of	
Institution	Location	Quarter

NONE

District: 10**Federal Reserve Bank of Kansas City****Filings received during the week ending July 29, 2017**

Filer	Filing Type	Filing Proposal	End of Comment Period	
3MV BANCORP, INC.	CIC	Notification submitted by Dr. Robert Troia; Dr. Carol Drake; Virginia Fusco; Carl J. Troia, Jr.; Cynthia Troia; Troia Investments, LLC; Troia Family Limited Partnership; DN HSIRI; Anne Troia; Barbara Troia; Matthew Troia; Christina Troia; and Nicholas Troia; all of Omaha, Nebraska, for approval as members of the Troia family group and for the group, which controls more than 10 percent of the shares, to retain their ownership and thereby control of 3MV Bancorp, Inc., Omaha, Nebraska, parent of ACCESSbank, Omaha, Nebraska.	Newspaper: Federal Register:	08/04/2017 08/10/2017
FIRST NATIONAL BANKSHARES OF BELOIT, INC	CIC	The Robert L. Lampert Trust No. 1 and the Andra V. Lampert Trust No. 1, both of Beloit, Kansas, to retain control of First National Bankshares of Beloit, Inc. (the company), and thereby indirect control of The First National Bank of Beloit, both of Beloit, Kansas. Additionally, the Larry D. Lampert Trust No. 1, Beloit, Kansas, as a member of the Lampert Family Group, which acting in concert controls the company.	Newspaper: Federal Register:	Not available 08/15/2017
SUNDANCE BANKSHARES, IN	CIC	Krystal Steele, Sundance, Wyoming to control Sundance State Bank Profit Sharing and Employee Stock Ownership Plan and Trust, Sundance, Wyoming as Trustee of Sundance State Bank Profit Sharing and Employee Stock Ownership Plan and Trust, which controls Sundance Bankshares, Inc., and thereby indirectly acquire Sundance State Bank, both of Sundance, Wyoming.	Newspaper: Federal Register:	08/04/2017 08/08/2017

District: 10

Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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Institution	Location	Quarter

NONE

District: 11**Federal Reserve Bank of Dallas****Filings received during the week ending July 29, 2017**

Filer	Filing Type	Filing Proposal	End of Comment Period	
BANK OF COMMERCE	CIC	Alex O'Brien, Amarillo, Texas, to acquire voting shares of Bank of Commerce, McLean, Texas.	Newspaper: Federal Register:	08/03/2017 08/02/2017
FROST BANK	* Branch	Application by Frost Bank, San Antonio, Texas, to establish a branch at 640 Taylor Street, Fort Worth, Texas 76102.	Newspaper: Federal Register:	07/28/2017 Not applicable
SOUTHSIDE BANCSHARES, INCORPORATED	* 3A5	Application by Southside Bancshares, Inc., Tyler, Texas, to acquire by merger 100 percent of Diboll State Bancshares, Inc., and therefore indirectly, First Bank & Trust East Texas, both of Diboll, Texas.	Newspaper: Federal Register:	Not available 08/16/2017
VISTA BANK	* Branch	Application by Vista Bank, Ralls, Texas, to establish a branch to be located at 1300 Summit Avenue, Suite 100, Fort Worth, Texas 76102	Newspaper: Federal Register:	Not available Not applicable
VISTA BANK	* Branch	Application by Vista Bank, Ralls, Texas, to establish a branch to be located at 6801 Preston Road, Dallas, Texas 75205	Newspaper: Federal Register:	Not available Not applicable

District: 11

Federal Reserve Bank of Dallas

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
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NONE

CRA Examinations scheduled for	Quarter of	
Institution	Location	Quarter

NONE

District: 12

Federal Reserve Bank of San Francisco

Filings received during the week ending July 29, 2017

Filer	Filing Type	Filing Proposal	End of Comment Period	
FARMERS AND MERCHANTS BANK OF LONG BEACH	* Branch	Farmers & Merchants Bank of Long Beach, Long Beach, California, to establish a branch facility to be located at 1034 Santa Barbara Street, Santa Barbara, California.	Newspaper:	Not available
			Federal Register:	Not applicable

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.

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
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NONE

CRA Examinations scheduled for	Quarter of	
Institution	Location	Quarter

NONE