
Federal Reserve Release



H.2

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

No. 2

Week Ending January 13, 2018

Bank Holding Companies

NATCOM Bancshares, Inc., Superior, Wisconsin -- request for reconsideration of the Board's approval of the application by NATCOM Bancshares, Inc., to acquire shares of Republic Bancshares, Inc., Duluth Minnesota, and thereby indirectly acquire Republic Bank, Inc.

- Denied, January 12, 2018

Banks, State Member

Huron Community Bank, East Tawas, Michigan -- to acquire certain assets and assume certain liabilities of a branch of First Federal of Northern Michigan, Alpena, a federal savings association subsidiary of First Northern Michigan Bancorp, Inc.

- Approved, January 12, 2018

Forms

Forms -- final Board review to extend with revision the Consolidated Financial Statements for Holding Companies (FR Y-9C), Parent Company Only Financial Statements for Large Holding Companies (FR Y-9LP), Parent Company Only Financial Statements for Small Holding Companies (FR Y-9SP), Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations (FR Y-7N), and Consolidated Report of Condition and Income for Edge and Agreement Corporations (FR 2886b); and to extend without revision the Financial Statements for Employee Stock Ownership Plan Holding Companies (FR Y-9ES) and Supplement to the Consolidated Financial Statements for Holding Companies (FR Y-9CS), Abbreviated Financial Statements of U.S. Nonbank Subsidiaries Held by Foreign Banking Organizations (FR Y-7NS), and Capital and Asset Report for Foreign Banking Organizations (FR Y-7Q).

- Approved, January 12, 2018

Forms -- initial Board review to extend with revision the Reporting Requirements Associated with Regulation QQ.

- Proposed, January 12, 2018

Personnel

Division of Financial Stability -- appointment of Elizabeth Klee as deputy associate director, Namirembe Mukasa as assistant director and chief of staff, and Chiara Scotti as assistant director.

- Announced, January 9, 2018

Reserve Bank Operations

Reserve Bank Directors -- designation of chairs and deputy chairs of the Federal Reserve Banks for 2018.

- Announced, January 10, 2018

Enforcement

American Express Company, New York, New York, and American Express Travel Related Services Company, Inc. -- consent order dated October 1, 2012, terminated January 8, 2018.

- Announced, January 11, 2018

Enforcement Action -- determination denying the motion by Christopher Ashton, a former institution-affiliated party of Barclays Bank PLC, to vacate, void, and dismiss the Board's final decision, notice of assessment, and order of prohibition against him.

- Approved, January 11, 2018

Enforcement Actions -- termination of enforcement actions related to residential mortgage loan servicing and foreclosure processing against 10 banking organizations (Bank of America Corporation; CIT Group, Inc., as successor to IMB HoldCo LLC; Ally Financial Inc.; The Goldman Sachs Group, Inc.; HSBC North America Holdings, Inc.; JPMorgan Chase & Co.; Morgan Stanley; The PNC Financial Services Group, Inc.; SunTrust Banks, Inc.; and U.S. Bancorp), civil money penalties against five banking organizations (Goldman Sachs; Morgan Stanley; CIT Group; U.S. Bancorp; and PNC), termination of two interagency orders against service providers (Lender Processing Services, Inc., succeeded by ServiceLink Holdings, LLC, and MERSCORP, Inc., now known as MERSCORP Holdings, Inc.) and other related actions.

- Approved, January 8, 2018

Enforcement

Goldman Sachs Bank USA, New York, New York -- issuance of a consent order of assessment of a civil money penalty.

- Announced, January 12, 2018

Liberty Bank, South San Francisco, California -- written agreement dated August 5, 2016, terminated January 8, 2018.

- Announced, January 11, 2018

Mega International Commercial Bank Co., Ltd., Taipei, Taiwan -- issuance of a consent cease-and-desist order and assessment of a civil money penalty against Mega International Commercial Bank Co. and its New York, Chicago, and San Jose branches based on deficiencies in compliance with Bank Secrecy Act and anti-money-laundering laws.

- Approved, January 12, 2018

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

Kansas City

Citizens State Bank, Wisner, Nebraska -- to establish a branch at 754 Gold Coast Drive, Papillion.

- Approved, January 9, 2018

San Francisco

Oak Valley Community Bank, Oakdale, California -- to establish a branch at 241 West Main Street, Turlock.

- Approved, January 12, 2018

Bank Holding Companies

San Francisco

FNBEly Bancorporation, Ely, Nevada -- to become a bank holding company by acquiring The First National Bank of Ely, Ely.

- Approved, January 12, 2018

Director, S&R

JPMorgan Chase & Co., New York, New York -- relief from certain commitments.

- Granted, January 8, 2018

Bank Holding Companies

St. Louis

Reliable Community Bancshares, Inc., Perryville, Missouri -- to acquire Martinsburg Bancorp, Inc., Martinsburg, and thereby indirectly acquire Martinsburg Bank & Trust Company, Mexico; and for Martinsburg Acquisition Corp., Perryville, to become a bank holding company by acquiring Martinsburg Bancorp, Inc., and thereby indirectly acquiring Martinsburg Bank & Trust Company.

- Approved, January 10, 2018

General Counsel

South Atlantic Bancshares, Inc., Myrtle Beach, South Carolina -- waiver of application to acquire Atlantic Bancshares, Inc., Bluffton, and Atlantic Community Bank, in connection with Atlantic Community Bank's merger with and into South Atlantic Bank, Myrtle Beach.

- Granted, January 9, 2018

Minneapolis

Stearns Financial Services, Inc., Employee Stock Ownership Plan, Saint Cloud, Minnesota -- to acquire additional shares of Stearns Financial Services, Inc., Saint Cloud, and thereby indirectly increase its control of Stearns Bank National Association; Stearns Bank of Upsala, National Association, Upsala; and Stearns Bank of Holdingford, National Association, Holdingford.

- Approved, January 11, 2018

Banks, State Member

Director, S&R

Silicon Valley Bank, Santa Clara, California -- to make certain public welfare investments (two requests).

- Approved, January 10, 2018

Change in Bank Control

Dallas

City Bancshares, Inc., Natchitoches, Louisiana -- to retain control of City Bancshares, Inc., and its subsidiary, City Bank & Trust Company, Natchitoches.

- Permitted, January 12, 2018

Kansas City

First Team Resources Corporation, Derby, Kansas -- change in bank control of First Team Resources Corporation and its subsidiary, Verus Bank, Derby.

- Permitted, January 12, 2018

Minneapolis

Hatton Bancshares, Inc., Fargo, North Dakota -- to retain control of Hatton Bancshares, Inc., and its subsidiary, Aspire Financial, Fargo.

- Permitted, January 10, 2018

St. Louis

Iuka Bancshares Inc., Salem, Illinois -- change in bank control of Iuka Bancshares, Inc., and its subsidiary, The Iuka State Bank, Iuka.

- Permitted, January 11, 2018

Extensions of Time

Cleveland

KeyCorp, Cleveland, Ohio -- extension of time to conform or divest a merchant banking investment.

- Withdrawn, January 11, 2018

Extensions of Time

Chicago

Minier Financial, Inc. Employee Stock Ownership Plan w/ 401(k) Provisions, Minier, Illinois -- extension to April 20, 2018, to acquire additional shares of Minier Financial, Inc., Minier, and thereby increase its indirect ownership of First Farmers State Bank.

- Granted, January 12, 2018

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.

- Granted, January 8, 2018

District: 1
Federal Reserve Bank of Boston
Filings received during the week ending January 13, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 1
Federal Reserve Bank of Boston

Availability of CRA Public Evaluations

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

The CRA requires that each depository institution's record in helping meet the credit needs of its entire community be evaluated periodically. That record is taken into account in considering an institution's application for deposit facilities.

A copy of an institution's CRA evaluation may be obtained directly from the institution or Reserve Bank.

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

- O = Outstanding
- S = Satisfactory
- NI = Needs to improve
- SN = Substantial noncompliance

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

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

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 2

Federal Reserve Bank of New York

Filings received during the week ending January 13, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
BARCLAYS PLC	* 3A1	Barclays PLC and Barclays Bank PLC, both of London, England, to form a bank holding company by contributing 100 percent of the common shares in wholly-owned subsidiary, Barclays US LLC, New York, New York, a US intermediate holding company, to their direct subsidiary, Barclays US Holdings Ltd, New York, New York, in an internal reorganization, pursuant to Section 3(a)(1) of the BHC Act of 1956, as amended, and Section 225.15 of Regulation Y.	Newspaper:	Not available
			Federal Register:	Not available

District: 2
Federal Reserve Bank of New York

Availability of CRA Public Evaluations

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Institution	Location	Quarter
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District: 3

Federal Reserve Bank of Philadelphia

Filings received during the week ending January 13, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
WILLIAM PENN, MHC	* MHC Merger	William Penn Mutual Holding Company ("MHC"), and its wholly-owned SLHC subsidiary, William Penn Bancorp, Levittown, PA ("Bancorp"), propose to indirectly acquire Audubon Savings Bank, Audubon, New Jersey ("ASB"), a mutual institution, through the merger of ASB with and into William Penn Bank, Levittown, Pennsylvania, a wholly-owned subsidiary of Bancorp, following the conversion of Audubon from a state-chartered mutual savings bank to a state-chartered mutual savings association.	Newspaper:	Not available
			Federal Register:	Not applicable

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 January 13, 2018

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 January 13, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
EAGLE FINANCIAL SERVICES, INC.	4c8	Eagle Financial Services, Inc., Berryville, Virginia, to engage in lending activities.	Newspaper:	Not applicable
			Federal Register:	Not applicable
FIRST BANK	* Branch	First Bank, Southern Pines, North Carolina, requests approval to establish a branch at 109 Penny Road, High Point, North Carolina.	Newspaper:	01/11/2018
			Federal Register:	Not applicable
OLD LINE BANCSHARES, INC.	* 4c8	Old Line Bancshares, Inc., Bowie, Maryland, to acquire 100% of the voting securities of Bay Bancorp, Inc., Columbia, Maryland, and thereby indirectly acquire Bay Bank, FSB, Columbia, Maryland.	Newspaper:	12/23/2017
			Federal Register:	02/08/2018

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		

* Subject to the provisions of the Community Reinvestment Act

District: 6

Federal Reserve Bank of Atlanta

Filings received during the week ending January 13, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
REGIONS BANK	* Branch	Regions Bank, Birmingham, Alabama, to establish a branch located at 680 Johnson Ferry Road, Marietta, Georgia, to be known as the Parkaire Landing Branch.	Newspaper:	01/27/2018
			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		

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending January 13, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
ASSOCIATED BANC-CORP	* 4c8	Associated Banc-Corp, Green Bay, Wisconsin to acquire Bank Mutual Corporation, Milwaukee, Wisconsin and thereby indirectly acquire Bank Mutual, Milwaukee, Wisconsin and thereby operate a savings association, pursuant to Section 225.28 (b)(4)(ii) of Regulation Y.	Newspaper:	Not available
			Federal Register:	10/11/2017
CBC FINANCIAL, INC.	* 3A1	CBC Financial, Inc., Westmont, Illinois, to become a bank holding company through the acquisition of 100 percent of Citizens Bank of Chatsworth, Chatsworth, Illinois.	Newspaper:	Not available
			Federal Register:	11/07/2017
EMMETSBURG BANK SHARES, INC.	* 3A3	Emmetsburg Bank Shares Inc., Emmetsburg, Iowa to acquire 100 percent of the outstanding shares of Panora State Bank, Panora, Iowa.	Newspaper:	Not available
			Federal Register:	02/06/2018
FARMINGTON BANCORP, INC.	* 3A3	Farmington Bancorp, Inc., Farmington, Illinois to acquire 100 percent of the outstanding shares of Laura State Bank, Williamsfield, Illinois.	Newspaper:	Not available
			Federal Register:	01/29/2018
INDEPENDENT BANK CORPORATION	* 18C * 3A5 * Branch	Independent Bank Corporation, Grand Rapids, Michigan to merge with TCSB Bancorp, Inc., Traverse City, Michigan. In addition, Independent Bank Corporation's subsidiary bank, Independent Bank, Grand Rapids, Michigan, to merge with Traverse City State Bank, Traverse City, Michigan. As a result of the merger, Traverse City State Bank offices, located in Suttons Bay, Traverse City, and Williamsburg, Michigan, will become branches of Independent Bank.	Newspaper:	Not available
			Federal Register:	02/02/2018
NATIONAL BANCSHARES WAUPUN, INC.	CIC	Notice by Michael D. Werner, Key West, Florida, as trustee of the Michael D. Werner Revocable Trust together with Judson Werner, Waupun, Wisconsin, as a group acting in concert, to retain control of more than 10 percent of the voting shares of National Bancshares, Inc., Waupun, Wisconsin and thereby indirectly control NBW Bank, Waupun, Wisconsin.	Newspaper:	Not available
			Federal Register:	01/19/2018

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 January 13, 2018**

Filer	Filing Type	Filing Proposal	End of Comment Period	
ARVEST BANK	* Branch	Arvest Bank, Fayetteville, Arkansas requests to establish a branch bank facility to be located at 4895 West Pauline Whitaker Parkway, Rogers, Benton County, Arkansas.	Newspaper:	01/23/2018
			Federal Register:	Not applicable
HARDIN COUNTY BANK, THE	PWI	The Hardin County Bank, Savannah, Tennessee, proposes to make a \$3,315,000 public welfare investment in Hampton Roads Ventures, LLC, Norfolk, Virginia, and River Gorge Capital, LLC, Chattanooga, Tennessee, through HCB Investment Fund, LLC, Savannah, Tennessee.	Newspaper:	Not applicable
			Federal Register:	Not applicable
IUKA STATE BANK, THE	Member	The Iuka State Bank, Salem, Illinois, to become a member of the Federal Reserve System.	Newspaper:	Not applicable
			Federal Register:	Not applicable

District: 8
Federal Reserve Bank of St. Louis

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending January 13, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
BOSSHARD BANCO, LTD.	CIC	Change in control notice by Alexandra Bosshard, Washington, DC, to retain and acquire shares of Bosshard Banco, Ltd., La Crosse, WI, as a member of the Bosshard family shareholder group, and thereby indirectly control shares of First National Bank of Bangor, Bangor, WI, and Intercity State Bank, Schofield, WI.	Newspaper:	Not available
			Federal Register:	01/19/2018
FARMERS STATE BANK	* Branch	Farmers State Bank, Victor, Montana, to establish a branch facility at 120 Hutton Ranch Rd, Kalispell, Montana.	Newspaper:	01/22/2018
			Federal Register:	Not applicable

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		

* Subject to the provisions of the Community Reinvestment Act

District: 10

Federal Reserve Bank of Kansas City

Filings received during the week ending January 13, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
COMMERCE BANK	* Branch	Commerce Bank, Kansas City, Missouri, to establish a branch at 4700 Johnson Drive, Roeland Park, Kansas.	Newspaper:	01/20/2018
			Federal Register:	Not applicable
RAMONA BANKSHARES, INC.	CIC	The Robert J. Arnold Family Living Trust, and Robert J. Arnold and Margie E. Arnold as co-trustees, all of McPherson, Kansas, and Larry G. Arnold, Castle Rock, Colorado, to retain control of Ramona Bankshares, Inc. and thereby indirect control of Hillsboro State Bank, both of Hillsboro, Kansas.	Newspaper:	01/23/2018
			Federal Register:	01/22/2018

District: 10
Federal Reserve Bank of Kansas City

Availability of CRA Public Evaluations

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NONE					

CRA Examinations scheduled for **Quarter of**

Institution	Location	Quarter
NONE		

* Subject to the provisions of the Community Reinvestment Act

District: 11

Federal Reserve Bank of Dallas

Filings received during the week ending January 13, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period	
2013 MONTE HULSE FAMILY IRREVOCABLE TRUST I, THE	* 3A3	Application by The 2013 Monte Hulse Family Irrevocable Trust I, Waco, Texas, to acquire up to 30 percent of FCT Bancshares, Inc., Waco, Texas, and thereby indirectly, First National Bank of Central Texas, Waco, Texas.	Newspaper: Federal Register:	Not available 01/29/2018
INDEPENDENT BANK GROUP, INC.	* 3A5	Application by Independent Bank Group, Inc., McKinney, Texas, to acquire 100 percent of Integrity Bancshares, Inc., and indirectly Integrity Bank, SSB, both of Houston, Texas.	Newspaper: Federal Register:	Not available Not available
TEXAS REGIONAL BANK	* Branch	Application by Texas Regional Bank, Harlingen, Texas, to establish a branch at 333 East Highway 290, Suite 350, Dripping Springs, Texas 78620.	Newspaper: Federal Register:	Not available Not applicable

District: 11
Federal Reserve Bank of Dallas

Availability of CRA Public Evaluations

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Institution	Location	Quarter
NONE		

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District: 12
Federal Reserve Bank of San Francisco
Filings received during the week ending January 13, 2018

Filer	Filing Type	Filing Proposal	End of Comment Period
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NONE

District: 12
Federal Reserve Bank of San Francisco

Availability of CRA Public Evaluations

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