Federal Reserve Release

H.2

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

No. 37

Week Ending September 11, 2021
Personnel

Division of Supervision and Regulation -- appointment of Marta Chaffee as senior associate director.
- Announced, September 9, 2021

Enforcement

BNP Paribas, New York, New York -- issuance of a consent order of prohibition and an order of assessment of a civil money penalty against Bhushan Bhangale, a former institution-affiliated party of BNP Paribas.
- Announced, September 9, 2021
Bank Branches, Domestic

San Francisco

Farmers and Merchants Bank of Long Beach, Long Beach, California -- to establish a branch at 13612 Newport Avenue, Tustin, California.

- Returned, August 31, 2021

(A/C)

Minneapolis

First Interstate Bank, Billings, Montana -- to establish a branch at 200 SW Market Street, Portland, Oregon.

- Approved, September 7, 2021

St. Louis

FNBC Bank, Ash Flat, Arkansas -- to establish a branch at 175 West End Way, Mountain Home, Arkansas.

- Approved, September 8, 2021

St. Louis

OakStar Bank, Springfield, Missouri -- to establish a branch at 226 West 23rd Street, Ottawa, Kansas.

- Approved, September 7, 2021

St. Louis

Simmons Bank, Pine Bluff, Arkansas -- to establish branches at 1305 Robin Road, White Hall, Arkansas, and 7144 Highway 70 South, Nashville, Tennessee (two applications).

- Approved, September 9, 2021

(A/C) = Addition or Correction
Bank Branches, Domestic

Atlanta
SmartBank, Pigeon Forge, Tennessee -- to establish a branch at 2890 Horace Shepard Drive, Dothan, Alabama.
- Approved, September 9, 2021

Atlanta
SmartBank, Pigeon Forge, Tennessee -- to establish a branch at 1605 Medical Center Parkway, Murfreesboro, Tennessee.
- Approved, September 10, 2021

Secretary
Synovus Bank, Columbus, Georgia -- to establish a branch at 170 Saint Francis Street, Mobile, Alabama.
- Approved, September 10, 2021

Bank Holding Companies

Dallas
BAT Investments, Inc., Austin, Texas -- to become a bank holding company by acquiring Capital Bank of Texas, Carrizo Springs, Texas.
- Approved, September 8, 2021

Atlanta
DLP Bancshares, Inc., St. Augustine, Florida -- to become a bank holding company by acquiring Community State Bank Corporation and thereby indirectly acquiring Community State Bank, both of Starke, Florida.
- Withdrawn, September 10, 2021
H.2 Actions under delegated authority September 5, 2021 to September 11, 2021

Bank Holding Companies

Chicago

First Bancorp of Taylorville, Inc., Taylorville, Illinois -- to merge with Mackinaw Valley Financial Services, Inc., and thereby indirectly acquire First Security Bank, both of Mackinaw, Illinois.

- Approved, September 8, 2021

Atlanta

First Volunteer Corporation, Chattanooga, Tennessee -- to merge with FBD Holding Company, Inc., and thereby acquire its subsidiary, First Bank, both of Dalton, Georgia.

- Approved, September 9, 2021

San Francisco

Goldwater Bancorp, Inc., Phoenix, Arizona -- to become a bank holding company by acquiring Goldwater Bank, National Association, both of Phoenix, Arizona.

- Approved, September 9, 2021

Atlanta

Lafayette Banking Company, Mayo, Florida -- to become a bank holding company by acquiring shares of Lafayette State Bank, Mayo, Florida.

- Approved, September 10, 2021

Atlanta

Sunstate Bancshares, Inc., Miami, Florida -- to become a bank holding company by acquiring shares of Sunstate Bank, Miami, Florida.

- Approved, September 8, 2021

(A/C) = Addition or Correction
### Bank Premises

**St. Louis**

Citizens Bank & Trust Company, Van Buren, Arkansas -- to increase its investment in bank premises.

- Approved, September 9, 2021

### Banks, State Member

**Chicago**

Ally Bank, Sandy, Utah -- to make certain public welfare investments (two requests).

- Approved, September 10, 2021

**New York**

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

- Approved, September 7, 2021

**San Francisco**

Westamerica Bank, San Rafael, California -- to make a public welfare investment.

- Approved, September 8, 2021
Change in Bank Control

Chicago

Schaumburg Bancshares, Inc., Schaumburg, Illinois -- the Brian Herbstritt Revocable Trust, Chicago, Illinois, Brian Herbstritt, as trustee, River Forest, Illinois; the Deborah Herbstritt Revocable Trust, Chicago, Illinois, Deborah Maloney, as trustee, River Forest, Illinois; and the Amy Reardon Revocable Trust, Chicago, Illinois, Amy Reardon as Trustee, River Forest, Illinois, to join the Herbstritt Family Control Group, a group acting in concert, to retain voting shares of Schaumburg Bancshares and thereby indirectly retain voting shares of Heritage Bank of Schaumburg, Schaumburg, Illinois.

- Permitted, September 9, 2021

Financial Holding Companies

Chicago

Oakfield Bancorp., Inc., Oakfield, Wisconsin -- election to become a financial holding company.

- Effective, September 8, 2021

Chicago

Pedcor Financial, LLC, Carmel, Indiana -- election to become a financial holding company.

- Effective, September 10, 2021

Atlanta

Sunstate Bancshares, Inc., Miami, Florida -- election to become a financial holding company.

- Effective, September 8, 2021
Regulations and Policies

Chair

Lending and Liquidity Facilities -- reports to Congress pursuant to section 13(3) of the Federal Reserve Act in response to COVID-19.

- Approved, September 9, 2021

Savings and Loan Holding Companies

Chicago

Pedcor Financial, LLC, Carmel, Indiana -- (1) waiver of application to acquire Pedcor Capital, LLC; Pedcor Bancorp (PB); and American Capital Bancorp (ACB), all of Carmel, Indiana, and thereby indirectly acquire International City Bank, fsb (ICB), Long Beach, California; (2) waiver of application for Pedcor Financial Bancorp, Carmel, Indiana, to acquire PB and ACB and thereby indirectly acquire ICB; and (3) waiver of application for Fidelity Federal Bancorp, Evansville, Indiana, to acquire ACB and thereby indirectly acquire ICB, all in connection with the merger of ICB with and into United Fidelity Bank, fsb, Evansville, Indiana, the wholly owned bank subsidiary of PFIN.

- Granted, September 10, 2021
### Filings received during the week ending September 11, 2021

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<th>Filer</th>
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| 15 Beach, MHC                 | MHC Minority Stock Issuance  * SLHC Formation | Colonial Federal Savings Bank, Quincy, Massachusetts to reorganize into a mutual holding company structure and conduct a minority stock issuance by a to be formed mid-tier stock subsidiary holding company, CFSB Bancorp, Inc., Quincy, Massachusetts. | Newspaper: Not available  
Federal Register: Not available |
| CITIZENS FINANCIAL GROUP, INC. | * 3A3  * 3A5         | Application by Citizens Financial Group, Inc. and its wholly-owned subsidiary bank, Citizens Bank N.A., both of Providence, Rhode Island to acquire Investors Bancorp, Inc. and its wholly-owned subsidiary bank, Investors Bank, both of Short Hills, New Jersey pursuant to section 3(a)(3) and 3(a) (5) of the Bank Holding Company Act of 1956, as amended, and section 225.15 of Regulation Y. | Newspaper: Not available  
Federal Register: Not available |

* Subject to the provisions of the Community Reinvestment Act
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
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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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District: 2  
Federal Reserve Bank of New York  
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<tr>
<td>PONCE BANK MUTUAL HOLDING COMPANY</td>
<td>* MHC Conversion</td>
<td>Ponce Bank Mutual Holding Company, Bronx, New York; to convert from mutual to stock form. As part of the conversion, Ponce Bank Mutual Holding Company and PDL Community Bancorp, Bronx, New York, an existing mid-tier savings and loan holding company, will cease to exist and Ponce Bank, Bronx, New York, will become a wholly-owned subsidiary of Ponce Financial Group, Inc, Bronx, New York, a newly formed Maryland corporation, which has applied to become a savings and loan holding company by acquiring Ponce Bank.</td>
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Availabilty of CRA Public Evaluations

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<tr>
<td>F.N.B. CORPORATION</td>
<td>* 3A3</td>
<td>Application by F.N.B. Corporation, Pittsburgh, Pennsylvania, for prior approval of the Board of Governors of the Federal Reserve System, pursuant to Section 3 of the Bank Holding Company Act of 1956, as amended, to acquire 100% percent of Howard Bancorp, Inc., Baltimore, Maryland, and thereby indirectly acquiring Howard Bank, Baltimore, Maryland.</td>
<td>10/02/2021</td>
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<tr>
<td></td>
<td>* 3A5</td>
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<td>取消</td>
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<tr>
<td>FIRST FINANCIAL BANK</td>
<td>PWI</td>
<td>First Financial Bank, Cincinnati, OH, request for pre-approval to make a $2.5MM public welfare investment</td>
<td>取消</td>
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District: 5  
Federal Reserve Bank of Richmond  
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<td>2787770</td>
<td>BANK OF THE JAMES, LYNCHBURG, VIRGINIA</td>
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<td>CAPITAL CITY BANK</td>
<td>* Branch</td>
<td>Capital City Bank, Tallahassee, Florida, to establish a branch located at 199 Roswell Street, Marietta, Georgia.</td>
<td>Newspaper: 09/13/2021</td>
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<td>Federal Register: Not applicable</td>
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<tr>
<td>SOUTH STATE CORPORATION</td>
<td>* 3A3</td>
<td>South State Corporation, Winter Haven, Florida to merge with Atlantic Capital Bancshares, Inc., and thereby acquire its subsidiary, Atlantic Capital Bank, National Association, both of Atlanta, Georgia.</td>
<td>Newspaper: 09/17/2021</td>
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<tr>
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<td>* 3A5</td>
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<td>Federal Register: 09/20/2021</td>
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| BRADLEY BANCORP, INC.         | CIC         | Jeffrey T. Young, Centerville, Iowa, individually and as trustee of the John Bradley Young, Sr. Marital Non-Exempt Trust; the John Bradley Young, Sr. Family Exempt Trust; the John Bradley Young, Sr. Marital Exempt Trust; the Jeff Young 2021 Irrevocable Trust; and the J. Bradley Young, Jr., 2021 Irrevocable Trust, all of Centerville, Iowa, to retain voting shares of Bradley Bancorp, Inc. and thereby indirectly retain voting shares of Iowa Trust and Savings Bank, both of Centerville, Iowa. In addition, the J. Bradley Young, Jr., Trust, Iowa Trust and Savings Bank as trustee, and J. Bradley Young, Jr., as settlor with power to vote Holding Company shares to form the Young Family Control Group as a group acting in concert. | Newspaper: Not available  
Federal Register: 09/14/2021 |
| FIRST MID BANCSHARES, INC.    | * 3A3       | First Mid Bancshares Inc., Mattoon, Illinois to acquire Delta Bancshares Company and thereby indirectly acquire Jefferson Bank and Trust Company, both of St. Louis, Missouri.                                                                                                                                                                                                  | Newspaper: 10/03/2021  
Federal Register: Not available |
| NORTH SHORE, MHC              | MHC Activity| North Shore, MHC, Waukegan, IL, is seeking the inclusion of non-interest bearing demand deposit accounts in the offering priority for the upcoming full mutual-to-stock conversion to be submitted in September 2021. By default, Regulation MM requires the exclusion of all non-interest bearing demand deposit accounts from the stock offering priority. North Shore, MHC is requesting the waiver prior to submitting the full conversion application. | Newspaper: Not applicable  
Federal Register: Not available |
| NORTHERN TRUST COMPANY, THE   | Premises    | The Northern Trust Company, Chicago, Illinois proposes to increase its investment in premises up to $1,054,498,000, through an investment of $1.0 million in its Lakewood, Florida branch and the RB is determining whether a filing is required.                                                                                                                                                                   | Newspaper: Not applicable  
Federal Register: Not applicable |
| OLD SECOND BANCORP, INC.      | * 3A5       | Old Second Bancorp, Inc., Aurora, Illinois to merge with West Suburban Bancorp, Inc. and thereby indirectly acquire West Suburban Bank, both of Lombard, Illinois.                                                                                                                                                                                                   | Newspaper: Not available  
Federal Register: 10/01/2021 |
| OTTAWA BANCORP, INC.          | * 3A1 4c8 | Ottawa Bancorp, Inc., Ottawa, Illinois, to become a bank holding company as a result of the conversion of Ottawa Savings Bank, Ottawa, Illinois, from a federally chartered savings association to a state chartered bank. Bancorp also requests permission to engage in extending credit and servicing loans pursuant to section 225.28(b)(1) of Regulation Y.                                                                                       | Newspaper: 09/03/2021  
Federal Register: 09/14/2021 |

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<td>READLYN BANCSHARES, INC.</td>
<td>* 3A3</td>
<td>Readlyn Bancshares, Inc., Readlyn, Iowa to merge with Tripoli Bancshares, Inc., Saint Paul, Minnesota, and thereby indirectly acquire American Savings Bank, Tripoli, Iowa. In addition, Readlyn Bancshares, Inc. to acquire an additional 15 percent, for a total of 35 percent of the voting shares of Nashua Bancshares, Inc., Saint Paul, Minnesota.</td>
<td>Newspaper: Not available Federal Register: Not available</td>
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<td>CHAMBERS BANCSHARES, INC.</td>
<td>CIC</td>
<td>Notice by John Russell Meeks of Fayetteville, Arkansas, to acquire 10 percent or more of the voting shares of Chambers Bancshares, Inc., Danville, Arkansas.</td>
</tr>
<tr>
<td>MONTICELLO BANKING COMPANY</td>
<td>* Branch</td>
<td>Monticello Banking Company, Monticello, Kentucky, to establish a branch facility to be located at 275 East Main Street, Richmond, Kentucky.</td>
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<td>MONTICELLO BANKING COMPANY</td>
<td>* Branch</td>
<td>Monticello Banking Company, Monticello, Kentucky, to establish a branch facility to be located at 9900 Ormsby Station Road, Louisville, Kentucky.</td>
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<tr>
<td>771140</td>
<td>DIETERICH BK, EFFINGHAM, ILLINOIS</td>
<td>04/19/2021</td>
<td>09/10/2021</td>
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| FARIBAULT BANCSHARES, INC.                | CIC         | John R. Carlander, Faribault, Minnesota, through individual ownership, as personal representative of an estate, and as co-trustee of two trusts, to retain voting shares of Faribault Bancshares, Inc., Faribault, Minnesota (Faribault Bancshares), and thereby indirectly retain voting shares of State Bank of Faribault, Faribault, Minnesota (Bank). Additionally, the Estate of Richard Carlander, Faribault, Minnesota (personal representative John R. Carlander); Chad R. Koepke, Lakeville, Minnesota; Madelyn L. Carlander, Prior Lake, Minnesota; John R. Carlander 1997 Trust, Faribault, Minnesota (co-trustees John R. Carlander and Madelyn L. Carlander); Kimberly A. Koepke 1997 Trust, Lakeville, Minnesota (co-trustees Kimberly A. Koepke, Lakeville, Minnesota and Chad R. Koepke); and Matthew C. Carlander 1997 Trust, Faribault, Minnesota (co-trustees Matthew C. Carlander, Faribault, Minnesota and John R. Carlander) to retain voting shares of Faribault Bancshares, and join the Carlander/Koepke Family Control Group, a group acting in concert, and thereby indirectly acquire voting shares of Bank. | Newspaper: Not available  
Federal Register: Not available |
| FIRST STATE BANK SOUTHWEST                | * Branch    | First State Bank Southwest, Pipestone, Minnesota, to establish a branch at the northeast corner of the intersection of East 57th Street and South Graystone Avenue, Sioux Falls, South Dakota.                                                                                                                                                                    | Newspaper: Not available  
Federal Register: Not applicable |
| FIRST WESTERN BANK AND TRUST              | * Branch    | First Western Bank & Trust, Minot, North Dakota, to establish a branch at 320 S Phillip Ave, Suite 201, Sioux Falls, South Dakota 57104.                                                                                                                                                                                                   | Newspaper: Not available  
Federal Register: Not applicable |
| MINNESOTA COMMUNITY BANCSHARES, INC.      | CIC         | Daniel Otten, Hayward, Minnesota, to retain voting shares of Minnesota Community Bancshares, Inc., Albert Lea, Minnesota (MCBI), and thereby indirectly retain voting shares of Arcadian Bank, Hartland, Minnesota (Bank). Additionally, Tony Kermes, Hayward, Minnesota, to acquire voting shares of MCBI, and join the Otten Family Control Group, a group acting in concert, and thereby indirectly acquire voting shares of Bank. | Newspaper: 09/20/2021  
Federal Register: 09/14/2021 |

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| ALFALFA COUNTY BANCSHARES, INC.           | CIC         | Bryce S. Flaming Irrevocable Trust, Matthew G. Flaming Irrevocable Trust, and Ashley N. Flaming Irrevocable Trust, Gerald R. Chelgren, trustee; Barbara Dean Flaming Trust and Jose Salinas, individually and as trustee; and Randy Scott Flaming Trust, Rebecca Salinas Irrevocable Trust, and Jacob Salinas Irrevocable Trust, Brenda Salinas, trustee; all of Cherokee, Oklahoma; to retain voting shares of Alfalfa County Bancshares, Inc., and indirectly retain voting shares of ACB Bank, both of Cherokee, Oklahoma; and to join the Flaming Family Group, a group acting in concert. | Newspaper: 09/16/2021  
Federal Register: Not available |
| C.S.B. CO.                                | CIC         | William D. Young, Avon, Colorado, to join the Young Family Control Group, a group acting in concert, and to acquire voting shares of C.S.B. Co., and thereby indirectly acquire voting shares of Homestead Bank, both of Cozad, Nebraska.                                                                                                                                                                                                                                                                                                                                                     | Newspaper: Not available  
Federal Register: 09/20/2021 |
| CLINTON BANCSHARES, INC.                  | CIC         | The Berry Leaf Sewell 2021 Revocable Trust, and co-trustees Berry L. Sewell and Adrienne M. Sewell, all of Clinton, Oklahoma, to acquire voting shares of Clinton Bancshares, Inc., and thereby indirectly acquire voting shares of First Bank and Trust Company, both of Clinton, Oklahoma; and to become members of the Sewell Family Control Group, a group acting in concert. Additionally, for the Frank A. Sewell IV 1998 Irrevocable Trust, Frank A. Sewell III and First Bank and Trust Company, co-trustees, all of Clinton, Oklahoma, and Frank A. Sewell IV, Oklahoma City, Oklahoma, to retain voting shares and to be approved as members of the Sewell Family Control Group. | Newspaper: Not available  
Federal Register: Not available |
| FIRST LAUREL SECURITY CO.                 | CIC         | Notice submitted by Keith A. Knudsen, Laurel, Nebraska, individually and as voting trustee of the Employee Stock Ownership Plan Accounts Trust of the Security Bank KSOP & Trust, Laurel, Nebraska, to acquire shares and thereby control of First Laurel Security Co., parent of Security Bank, both in Laurel, Nebraska.                                                                                                                                                                                                                                                                                                                                     | Newspaper: Not available  
Federal Register: 09/20/2021 |
| KING BANCSHARES, INC.                     | CIC         | Mark D. Keeny, as co-trustee of the Amy S. Keeny Revocable Trust, both of Wichita, Kansas; together with Amy S. Keeny, previously approved co-trustee, to acquire voting shares of King Bancshares, Inc., and thereby indirectly acquire voting shares of Citizens Bank of Kansas, both of Kingman, Kansas.                                                                                                                                                                                                                                                                                                                                                           | Newspaper: 09/24/2021  
Federal Register: Not available |

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<td>MOUNTAIN VALLEY BANK</td>
<td>* 18C</td>
<td>Mountain Valley Bank, Walden, Colorado, to merge with Cache Bank &amp; Trust, Greeley, Colorado, and incident thereto, to establish branches at 4601 W. 20th Street, Greeley, Colorado, and 4645 Ziegler Road, Fort Collins, Colorado.</td>
<td>10/03/2021</td>
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<td>* Branch</td>
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<td>SECURITY BANCSHARES CORPORATION</td>
<td>CIC</td>
<td>Notice submitted by Robin Burch, Tulsa, Oklahoma, a member of the Burch Family Group, a group acting in concert, to acquire voting shares of Security Bancshares Corporation, Wewoka, Oklahoma (the company), and thereby indirectly acquire voting shares of Security State Bank of Oklahoma, Wewoka, Oklahoma. Pier 6 Investment Company, LLC, Tulsa, Oklahoma, to retain voting shares of the company and to join the Burch Family Group.</td>
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CITY BANCSHARES, INC. | CIC | Stephen Van Eversull, Natchitoches, Louisiana, submitted prior notice to acquire additional voting shares of City Bancshares, Inc., and thereby indirectly acquire voting shares of City Bank & Trust Company, both of Natchitoches, Louisiana. | Newspaper: Not available |
| | | | Federal Register: Not available |

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<tr>
<td>435750</td>
<td>FIRST ST BK, GAINESVILLE, TEXAS</td>
<td>03/01/2021</td>
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<td>Int Small Bank</td>
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### Filings received during the week ending September 11, 2021

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<td>BAWAG P.S.K. BANK FUR ARBAIT UND WIRTSCHAFT UND OSTERREICHISCHE POSTSPARKASSE AKTIENGESELLSCHAFT</td>
<td>FBSEA</td>
<td>BAWAG P.S.K. Bank Fur Arbeit Und Wirtschaft und Österreichische Postsparkasse Aktiengesellschaft, Wien, Austria, to establish a representative office at 521 Boccaccio Avenue, Venice, California, pursuant to section 211.24(a)(1) of Regulation K.</td>
<td>Newspaper: Not available; Federal Register: Not applicable</td>
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<tr>
<td>FARMERS AND MERCHANTS BANK OF LONG BEACH</td>
<td>* Branch</td>
<td>Farmers and Merchants Bank of Long Beach, Long Beach, California to establish a branch at 401 Glenneyre Street, Laguna Beach, California.</td>
<td>Newspaper: Not available; Federal Register: Not applicable</td>
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<tr>
<td>FARMERS AND MERCHANTS BANK OF LONG BEACH</td>
<td>* Branch</td>
<td>Farmers and Merchants Bank of Long Beach, Long Beach, California to establish a branch at 1702 Main Street, Santa Ana, California.</td>
<td>Newspaper: Not available; Federal Register: Not applicable</td>
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<td>OAK VALLEY COMMUNITY BANK</td>
<td>* Branch</td>
<td>Oak Valley Community Bank, Oakdale, California, to establish a branch office at 1478 Stone Point Drive, Suite 150, Roseville, California.</td>
<td>Newspaper: 09/02/2021; Federal Register: Not applicable</td>
</tr>
<tr>
<td>SILICON VALLEY BANK</td>
<td>PWI</td>
<td>Silicon Valley Bank, Santa Clara, California, requesting retroactive approval for 22 public welfare investments acquired through the acquisition of Boston Private Bank &amp; Trust Company on July 1, 2021. In addition, Silicon Valley Bank is requesting retroactive approval for 18 public welfare investments from Boston Private Bank &amp; Trust in which Silicon Valley Bank was not already an investor.</td>
<td>Newspaper: Not applicable; Federal Register: Not applicable</td>
</tr>
<tr>
<td>WESTERN ALLIANCE BANK</td>
<td>* Branch</td>
<td>Western Alliance Bank, Phoenix, Arizona, to establish a branch office at 1725 Blake Street, 4th Floor, Denver, Colorado.</td>
<td>Newspaper: 09/15/2021; Federal Register: Not applicable</td>
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