



FEDERAL RESERVE RELEASE

# H.2 Actions of the Board, Its Staff, and the Federal Reserve Banks; Applications and Reports Received

No. 12 Week ending March 23, 2024

## Board Actions

### Regulations and Policies

Regulation BB (Community Reinvestment)—interagency combined interim final and final rule to extend the applicability date of certain provisions of the October 2023 Community Reinvestment Act final rule (CRA final rule) and make certain technical amendments to the CRA final rule and related regulations.

Approved: March 20, 2024

## Actions Under Delegated Authority

### Bank Branches, Domestic

#### *Chicago*

Johnson Bank, Racine, Wisconsin—to establish a branch at 448 S. Gammon Road, Madison, Wisconsin.

Approved: March 22, 2024

#### *Richmond*

Atlantic Union Bank, Richmond, Virginia—to establish a branch at 13986 Metrotech Drive, Chantilly, Virginia.

Approved: March 20, 2024

First Bank, Strasburg, Virginia—to establish a branch at 310 First Street, Roanoke, Virginia.

Approved: March 19, 2024

### Bank Holding Companies

#### *Kansas City*

Panhandle Bancshares, Inc., Guymon, Oklahoma—to merge with Spearman Bancshares, Inc., and indirectly acquire First National Bank, both of Spearman, Texas.

Approved: March 22, 2024

### Banks, Nonmember, and Miscellaneous Institutions

#### *Director, S&R*

General Electric Company, Fairfield, Connecticut, and its subsidiaries and affiliates—relief from certain commitments.

Granted: March 19, 2024

### Banks, State Member

#### *Atlanta*

Regions Bank, Birmingham, Alabama—to make four public welfare investments.

Approved: March 21, 2024

### Change in Bank Control

#### *Chicago*

Talen, Inc., Traer, Iowa—the William C. Talen Revocable Trust, and Darlys Hulme, as trustee, both of Vinton, Iowa; Mary June Talen, Omaha, Nebraska; Deborah Talen and Ruth Erickson, both of Minneapolis, Minnesota; the William Talen III Revocable Trust, William Talen III and Savitri Durkee, as co-trustees, and Julie Talen, all of New York, New York; and Robert Lassiter, Marthaville, Louisiana, to retain additional voting shares of Talen, Inc., and thereby indirectly retain voting shares of Farmers Savings Bank & Trust, Traer, Iowa.

Permitted: March 22, 2024

#### *Kansas City*

Blue Ridge Bancshares, Inc., Independence, Missouri—David R. Esry, Lee’s Summit, Missouri, as General Partner of the William and Marcile Reich Family Limited Partnership, Independence, Missouri; as trustee of the David Esry Family Trust, Independence, Missouri; and as co-trustee of the Esry Family Trust, Independence, Missouri, to retain voting shares of Blue Ridge Bancshares, Inc., and thereby indirectly retain voting shares of Blue Ridge Bank, Independence, Missouri. In addition, the Esry Family Trust, David Esry; Marcie Esry, Sarasota, Florida; and William Esry, Independence, Missouri, as co-trustees, to join the Esry Family Group, a group acting in concert, to retain voting shares of Blue Ridge Bancshares, Inc., and thereby indirectly retain voting shares of Blue Ridge Bank. William Esry, Marcie Esry, and David Esry, all individually, were each previously permitted by the Federal Reserve System to acquire control of the voting shares of Blue Ridge Bancshares, Inc.

Permitted: March 22, 2024

## **Supervision and Regulation**

### ***Director, S&R***

Discover Financial Services, Riverwoods, Illinois—to make certain capital distributions under the capital plan rule.

Approved: March 22, 2024

**District: 1**

**Federal Reserve Bank of Boston**

**Filings received during the week ending March 23, 2024**

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<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
STATE STREET BANK AND TRUST COMPANY	* Branch (Domestic)	State Street Bank and Trust Company, Boston, Massachusetts, to establish a branch to be located at 2323 Grand Boulevard, Kansas City, Missouri.	Newspaper: Federal Register:	04/03/2024 Not applicable

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\* Subject to the provisions of the Community Reinvestment Act

**District: 1**

**Federal Reserve Bank of Boston**

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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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<b>RSSD ID</b>	<b>Institution/Location</b>	<b>Exam Date</b>	<b>CRA Public Date</b>	<b>CRA Rating</b>	<b>Exam Method</b>
1008674	READING CO-OP BK, READING, MASSACHUSETTS	02/11/2024	07/31/2023	S	Int Small Bank

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**CRA Examinations scheduled for Quarter of**

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<b>Institution</b>	<b>Location</b>	<b>Quarter</b>
NONE		

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\* Subject to the provisions of the Community Reinvestment Act

**District: 2**

**Federal Reserve Bank of New York**

**Filings received during the week ending March 23, 2024**

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

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**District: 2**

**Federal Reserve Bank of New York**

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645317	ADIRONDACK TC, SARATOGA SPRINGS, NEW YORK	09/28/2023	12/05/2022	S	Int Small Bank

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**CRA Examinations scheduled for Quarter of**

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<b>Institution</b>	<b>Location</b>	<b>Quarter</b>
NONE		

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\* Subject to the provisions of the Community Reinvestment Act

**District: 3**

**Federal Reserve Bank of Philadelphia**

**Filings received during the week ending March 23, 2024**

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

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**District: 3**

**Federal Reserve Bank of Philadelphia**

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NONE					

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**CRA Examinations scheduled for Quarter of**

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<b>Institution</b>	<b>Location</b>	<b>Quarter</b>
NONE		

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\* Subject to the provisions of the Community Reinvestment Act

**District: 4**

**Federal Reserve Bank of Cleveland**

**Filings received during the week ending March 23, 2024**

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

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**District: 4**

**Federal Reserve Bank of Cleveland**

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504311	GENOA BKG CO, GENOA, OHIO	04/17/2023	09/26/2022	S	Int Small Bank
853112	HEARTLAND BK, WHITEHALL, OHIO	12/17/2023	04/11/2022	O	Int Small Bank

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**CRA Examinations scheduled for Quarter of**

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<b>Institution</b>	<b>Location</b>	<b>Quarter</b>
NONE		

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\* Subject to the provisions of the Community Reinvestment Act

District: 5

Federal Reserve Bank of Richmond

Filings received during the week ending March 23, 2024

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Filer	Filing Type	Filing Proposal	End of Comment Period
CAPITAL ONE FINANCIAL CORPORATION	* 3A3 Listed Going Concern	Capital One Financial Corporation, McLean, Virginia, to acquire 100% of the outstanding voting securities of Discover Financial Services, Riverwoods, Illinois, and thereby indirectly acquire Discover Bank, Greenwood, Delaware, and to acquire certain nonbank subsidiaries to include DFS Services LLC, Riverwoods, Illinois; Discover Financial Services (Canada), Inc., Vancouver, British Columbia, Canada; PULSE Network LLC, Houston, Texas; Diners Club Services Private Ltd- India, Mumbai, India; and Diners Club Services Taiwan Ltd, Taipei, Taiwan, pursuant to Sections 3 and 4 of the Bank Holding Company Act.	Newspaper: 04/20/2024 Federal Register: Not available
TRUIST FINANCIAL CORPORATION	Commitment	Truist Financial Corporation, Inc., Charlotte, North Carolina, requests relief from commitments entered into in connection with the acquisition of SunTrust Banks, Inc., Atlanta, Georgia.	Newspaper: Federal Register:

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**District: 5**

**Federal Reserve Bank of Richmond**

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886624	CLEAR MNT BK, BRUCETON MILLS, WEST VIRGINIA	11/19/2023	06/05/2023	S	Int Small Bank
3019982	FREEDOM BK OF VIRGINIA, FAIRFAX, VIRGINIA	06/24/2023	10/24/2022	S	Int Small Bank

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**CRA Examinations scheduled for Quarter of**

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<b>Institution</b>	<b>Location</b>	<b>Quarter</b>
NONE		

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\* Subject to the provisions of the Community Reinvestment Act

**District: 6**

**Federal Reserve Bank of Atlanta**

**Filings received during the week ending March 23, 2024**

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<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
SYNOVUS BANK	Public Welfare Investment	Synovus Bank, Columbus, Georgia, to make three public welfare investments.	Newspaper: Federal Register:	Not applicable Not applicable

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**District: 6**

**Federal Reserve Bank of Atlanta**

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479839	TENNESSEE ST BK, PIGEON FORGE, TENNESSEE	10/29/2023	06/12/2023	S	Int Small Bank

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**CRA Examinations scheduled for Quarter of**

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<b>Institution</b>	<b>Location</b>	<b>Quarter</b>
NONE		

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\* Subject to the provisions of the Community Reinvestment Act

District: 7

Federal Reserve Bank of Chicago

Filings received during the week ending March 23, 2024

Filer	Filing Type	Filing Proposal	End of Comment Period	
ALLY BANK	Public Welfare Investment	Ally Bank, Sandy, Utah, for prior approval to make a public welfare investment pursuant to section 208.22(b)(1)(iv)(A) of Regulation H.	Newspaper: Federal Register:	Not applicable Not applicable
ALLY BANK	Public Welfare Investment	Ally Bank, Sandy, Utah to make a public welfare investment pursuant to section 208.22(b)(1)(iv)(A) of Regulation H.	Newspaper: Federal Register:	Not applicable Not applicable
GREENFIELD BANCORPORATION, LTD.	Change in Bank Control	The Jim and Peggy Scott Trust, James L. Scott and Peggy A. Scott as co-trustees, all of Fontanelle, Iowa; together with, Brad A. Lydon and Jana F. Lydon, both of Fontanelle, Iowa; and Jessica C. Christensen and Joshua J. Christensen, both of Greenfield, Iowa, together as a group acting in concert, to retain control of the voting share of Greenfield Bancorporation, Ltd, Greenfield, Iowa and thereby indirectly control Union State Bank, Greenfield, Iowa.	Newspaper: Federal Register:	Not available 03/19/2024
SmartBiz Bancshares	* 3A1	Billfloat, Inc., dba SmartBiz Loans, San Francisco, California, to become a bank holding company through merging its wholly-owned subsidiary, Caletta Merger Sub, Inc., Wilmington, Delaware, with United Community Bancshares, Inc., Northbrook, Illinois, and thereby indirectly acquiring control of Centrust Bank, N.A., Northbrook, Illinois. Following that merger, United Community Bancshares would merge with SmartBiz, with United Community Bancshares surviving. United Community Bancshares would then be renamed SmartBiz Bancshares, Inc., and Centrust Bank, N.A. would be renamed SmartBiz Bank, N.A.	Newspaper: Federal Register:	Not available 04/12/2024

\* Subject to the provisions of the Community Reinvestment Act



**District: 7**

**Federal Reserve Bank of Chicago**

**Filings received during the week ending March 23, 2024**

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<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
TRI-COUNTY FINANCIAL GROUP, INC.	Change in Bank Control	Castle Creek Capital Partners VI, LP, San Diego, California, to acquire voting shares of Tri-County Financial Group, Inc., and thereby indirectly acquire voting shares of First State Bank, both of Mendota, Illinois.	Newspaper: Federal Register:	Not available 02/12/2024

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**District: 7**

**Federal Reserve Bank of Chicago**

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643340	EASTERN MI BK, CROSWELL, MICHIGAN	01/20/2024	07/17/2023	S	Int Small Bank
2958972	NORTHSTAR BK, BAD AXE, MICHIGAN	07/10/2023	02/06/2023	S	Int Small Bank
247140	ONE CMNTY BK, OREGON, WISCONSIN	04/28/2023	11/28/2022	S	Int Small Bank
448040	OXFORD BK, OXFORD, MICHIGAN	02/16/2024	05/15/2023	S	Int Small Bank
269049	VISIONBANK OF IA, AMES, IOWA	05/21/2023	02/27/2023	S	Int Small Bank

**CRA Examinations scheduled for Quarter of**

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<b>Institution</b>	<b>Location</b>	<b>Quarter</b>
NONE		

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\* Subject to the provisions of the Community Reinvestment Act

District: 8

Federal Reserve Bank of St. Louis

Filings received during the week ending March 23, 2024

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Filer	Filing Type	Filing Proposal	End of Comment Period
LBT BANCSHARES, INC.	Change in Bank Control	Notice by The Daniel D. Fleming Trust, dated October 17, 1997, Daniel D. Fleming, Trustee, and Daniel D. Fleming, individually, both of Carlinville, Illinois; The William D. Fleming Revocable Trust, William D. Fleming, Trustee, William D. Fleming, individually, The Andrew W. Fleming Trust, Andrew W. Fleming, Trustee, Bailey D. Fleming Living Trust, Bailey D. Fleming, Trustee, The Jacob W. Fleming Trust, Jacob W. Fleming, Trustee, Jacob W. Fleming, individually, Delia R. Fleming, UTMA, Andrew W. Fleming, Custodian, Luke A. Fleming, UTMA, Andrew W. Fleming, Custodian, Max J. Fleming, UTMA, Jacob W. Fleming, Custodian, Miles J. Fleming, UTMA, Jacob W. Fleming, Custodian, Sydney E. Fleming, UTMA, Jacob W. Fleming, Custodian, all of Litchfield, Illinois; and The Eaden Fleming Trust, Eaden Danae Nellyn Fleming, Trustee, Mt. Olive, Illinois, as the Fleming Family Control Group, a group acting in concert, to retain 25 percent or more of the voting shares of LBT Bancshares, Inc., and thereby indirectly retain voting shares of Bank & Trust Company, both of Litchfield, Illinois, and Security National Bank, Witt, Illinois.	Newspaper: 04/15/2024 Federal Register: 04/15/2024

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**District: 8**

**Federal Reserve Bank of St. Louis**

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879644	BANK OF ADVANCE, ADVANCE, MISSOURI	11/03/2023	07/24/2023	S	Int Small Bank
785473	FIRST SAVINGS BK, JEFFERSONVILLE, INDIANA	04/24/2023	04/18/2022	S	Int Small Bank
185859	LINDELL B&TC, SAINT LOUIS, MISSOURI	12/18/2023	09/05/2023	S	Int Small Bank
266945	MONTICELLO BKG CO, MONTICELLO, KENTUCKY	01/27/2024	09/05/2023	S	Int Small Bank
3374412	OAKSTAR BK, SPRINGFIELD, MISSOURI	12/19/2022	06/13/2022	S	Int Small Bank

**CRA Examinations scheduled for Quarter of**

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<b>Institution</b>	<b>Location</b>	<b>Quarter</b>
NONE		

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\* Subject to the provisions of the Community Reinvestment Act

District: 9

Federal Reserve Bank of Minneapolis

Filings received during the week ending March 23, 2024

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Filer	Filing Type	Filing Proposal	End of Comment Period	
CATTAIL BANCSHARES, INC.	Change in Bank Control	Keith Markwardt, Buffalo, Minnesota, and Daniel Spiller, Minneapolis, Minnesota, to be added as trustees of the Ella Elizabeth Meyerson 2008 Irrevocable GST Trust dated December 22, 2008, Atwater, Minnesota, which is a member of the Meyerson Family Control Group, a group acting in concert, to acquire voting shares of Cattail Bancshares, Inc., Atwater, Minnesota, and thereby indirectly acquire voting shares of Harvest Bank, Kimball, Minnesota, and Citizens State Bank of Waverly, Inc., Waverly, Minnesota.	Newspaper: Federal Register:	Not available Not available

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**District: 9**

**Federal Reserve Bank of Minneapolis**

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NONE					

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**CRA Examinations scheduled for Quarter of**

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<b>Institution</b>	<b>Location</b>	<b>Quarter</b>
NONE		

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\* Subject to the provisions of the Community Reinvestment Act

District: 10

Federal Reserve Bank of Kansas City

Filings received during the week ending March 23, 2024

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Filer	Filing Type	Filing Proposal	End of Comment Period	
COMMERCE FINANCIAL COMPANY	Change in Bank Control	Too Many Investors, LLC and Dallen Jon (D.J.) Hogstad, both of Comanche, Oklahoma, to become members of the Hogstad Control Group, a group acting in concert, to retain voting shares of Commerce Financial Company, and thereby indirectly retain voting shares of Bank of Commerce, both of Duncan, Oklahoma.	Newspaper: Federal Register:	04/08/2024 04/11/2024
PINNACLE BANCORP, INC.	Change in Bank Control	PBI Trust 35, Grand Island, Nebraska, Thomas S. Dinsdale, Grand Island, Nebraska, as trustee, to retain voting shares of Pinnacle Bancorp, Inc., Omaha, Nebraska, and thereby indirectly retain shares of Pinnacle Bank, Lincoln, Nebraska; Pinnacle Bank, Fort Worth, Texas; Pinnacle Bank-Wyoming, Cody, Wyoming; and Bank of Colorado, Fort Collins, Colorado; and to be approved as a member of the Dinsdale Family Group, a group acting in concert.	Newspaper: Federal Register:	04/09/2024 04/11/2024

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**District: 10**

**Federal Reserve Bank of Kansas City**

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1836701	ENTERPRISE BK, OMAHA, NEBRASKA	10/23/2023	08/07/2023	S	Int Small Bank
285852	FIRST OPTION BK, OSAWATOMIE, KANSAS	06/16/2023	03/06/2023	S	Int Small Bank
554857	FIVE POINTS BK, GRAND ISLAND, NEBRASKA	06/10/2023	03/13/2023	O	Int Small Bank
669555	MIDWEST BK, PIERCE, NEBRASKA	02/26/2024	11/27/2023	S	Int Small Bank

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**CRA Examinations scheduled for Quarter of**

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<b>Institution</b>	<b>Location</b>	<b>Quarter</b>
NONE		

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**District: 11**

**Federal Reserve Bank of Dallas**

**Filings received during the week ending March 23, 2024**

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<b>Filer</b>	<b>Filing Type</b>	<b>Filing Proposal</b>	<b>End of Comment Period</b>	
FIRST FINANCIAL BANK, NATIONAL ASSOCIATION	Membership	First Financial Bank, National Association, Abilene, Texas, to become a member of the Federal Reserve System	Newspaper: Federal Register:	Not applicable Not applicable
TEXAS REGIONAL BANK	* Branch (Domestic)	Texas Regional Bank, Harlingen, Texas to establish a branch at 601 Main Street, Kerrville, Texas 78028	Newspaper: Federal Register:	Not available Not applicable

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**District: 11**

**Federal Reserve Bank of Dallas**

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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<b>RSSD ID</b>	<b>Institution/Location</b>	<b>Exam Date</b>	<b>CRA Public Date</b>	<b>CRA Rating</b>	<b>Exam Method</b>
3630323	THIRD COAST BK SSB, HUMBLE, TEXAS	08/14/2022	04/25/2022	S	Int Small Bank

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**CRA Examinations scheduled for Quarter of**

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<b>Institution</b>	<b>Location</b>	<b>Quarter</b>
NONE		

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\* Subject to the provisions of the Community Reinvestment Act

**District: 12**

**Federal Reserve Bank of San Francisco**

**Filings received during the week ending March 23, 2024**

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

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**District: 12**

**Federal Reserve Bank of San Francisco**

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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<b>RSSD ID</b>	<b>Institution/Location</b>	<b>Exam Date</b>	<b>CRA Public Date</b>	<b>CRA Rating</b>	<b>Exam Method</b>
1864197	OAK VALLEY CMNTY BK, OAKDALE, CALIFORNIA	04/27/2023	01/17/2023	O	Int Small Bank

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**CRA Examinations scheduled for Quarter of**

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<b>Institution</b>	<b>Location</b>	<b>Quarter</b>
NONE		

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\* Subject to the provisions of the Community Reinvestment Act