



Formations of, Acquisitions by, and Mergers of Bank Holding Companies

The companies listed in this notice have applied to the Board for approval, pursuant to the Bank Holding Company Act of 1956 (12 U.S.C. 1841 *et seq.*) (BHC Act), Regulation Y (12 CFR Part 225), and all other applicable statutes and regulations to become a bank holding company and/or to acquire the assets or the ownership of, control of, or the power to vote shares of a bank or bank holding company and all of the banks and nonbanking companies owned by the bank holding company, including the companies listed below.

The applications listed below, as well as other related filings required by the Board, are available for immediate inspection at the Federal Reserve Bank indicated. The applications will also be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the standards enumerated in the BHC Act (12 U.S.C. 1842(c)). If the proposal also involves the acquisition of a nonbanking company, the review also includes whether the acquisition of the nonbanking company complies with the standards in section 4 of the BHC Act (12 U.S.C. 1843). Unless otherwise noted, nonbanking activities will be conducted throughout the United States.

Unless otherwise noted, comments regarding each of these applications must

be received at the Reserve Bank indicated or the offices of the Board of Governors not later than June 24, 2016.

A. Federal Reserve Bank of Atlanta (Chapelle Davis, Assistant Vice President)

1000 Peachtree Street, N.E., Atlanta, Georgia 30309. Comments can also be sent electronically to Applications.Comments@atl.frb.org:

1. *Progressive Financial Group, Inc.*, Jamestown, Tennessee; to become a bank holding company by acquiring 100 percent of the voting shares of Progressive Savings Bank, Jamestown, Tennessee.

2. *Progressive Financial Group, Inc.*, Jamestown, Tennessee, to acquire up to 23.3 percent of the voting shares of Upper Cumberland Bancshares, Inc., Byrdstown, Tennessee, and thereby indirectly acquire People's Bank and Trust Company of Pickett County, Byrdstown, Tennessee, and Peoples Bank & Trust Company of Clinton, Albany, Kentucky.

Board of Governors of the Federal Reserve System, May 24, 2016.

Michele Taylor Fennell,

Assistant Secretary of the Board.

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