

ANNOUNCEMENT BY
BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
H.2, 1983 No. 44

Actions of the Board; Applications and Reports
Received During the Week Ending November 5, 1983

APPLICABLE
RESERVE BANK

ACTIONS OF THE BOARD

Regulation Y, the Board announced that it intends promptly to seek public comment upon a proposal to eliminate the requirement in Regulation Y that bank holding companies must demonstrate consumer or other public benefit in order to engage in the activity of underwriting credit life and credit accident and health insurance.

Boston First Vermont Bank and Trust Company, Brattleboro, Vermont, proposal to merge with The New First Bank, Brattleboro, Vermont; report to the Federal Deposit Insurance Corporation on competitive factors. 1/

New York Citibank Overseas Investment Corporation, Wilmington, Delaware, extension of time to December 21, 1984, to acquire indirectly, through Banco Internacional de Colombia, S.A., additional shares of Compania Colombiana de Financiamientos, S.A., Rogota, Colombia. 1/

Philadelphia First National Bank of Berwick, Berwick, Pennsylvania, proposal to merge with FKC Interim National Bank, Berwick, Pennsylvania, under the charter of the latter and with the title of the former; report to the Comptroller of the Currency on competitive factors. 1/

Philadelphia Lake Ariel Bancorp, Inc., Lake Ariel, Pennsylvania, extension of time to February 8, 1984, within which to become a bank holding company through the acquisition of 100 percent of the voting shares of The First National Bank of Lake Ariel, Lake Ariel, Pennsylvania. 1/

Cleveland Belmont Bancorp., Bridgeport, Ohio, extension of time to January 31, 1984, within which to acquire Belmont County National Bank, St. Clairsville, Ohio. 1/

1/ Application processed on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

- Richmond St. Michaels Bank, St. Michaels, Maryland, an investment in bank premises. 1/
- Richmond Peoples Bank of Bluewell, Bluewell, West Virginia, proposed merger with PBB Bank Co., Bluewell, West Virginia; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Richmond First Union National Bank, Charlotte, North Carolina, proposed merger with Piedmont Bank and Trust Company, Davidson, North Carolina; report to the Comptroller of the Currency on competitive factors. 1/
- Richmond Shawsville Bancorp, Inc., Shawsville, Virginia, extension of time to December 10, 1983, to become a bank holding company through the acquisition of Bank of Shawsville, Shawsville, Virginia. 1/
- Richmond Republic Bancorp of S. C., Columbia, South Carolina, extension of time to February 5, 1984, within which to become a bank holding company through the acquisition of Republic National Bank, Columbia, South Carolina. 1/
- Atlanta Cypress Banks, Inc., Wesley Chapel, Florida, extension of time to February 6, 1984, within which to become a bank holding company through the acquisition of First National Bank of the South, Wesley Chapel, Florida. 1/
- Atlanta Barnett Banks of Florida, Inc., Jacksonville, Florida, extension of time to January 25, 1984, within which to acquire Barnett Bank of Osceola County, N.A., Kissimmee, Florida. 1/
- Atlanta First National Bank of Jackson, Jackson, Mississippi, proposed merger with Canton Exchange Bank, Canton, Mississippi; report to the Comptroller of the Currency on competitive factors. 1/
- Atlanta Commercial & Exchange Bank, Bremen, Georgia, proposed merger with First Railroad Bank of Bremen, Bremen, Georgia; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Atlanta Sun Bank/Hillsborough, Tampa, Florida, proposed merger with three offices of Flagship Bank of Tampa, Tampa, Florida; report to the Federal Deposit Insurance Corporation on competitive factors. 1/

1/ Application processed on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

- Chicago Northern Indiana Bank and Trust Company, Valparaiso, Indiana, proposal to merge with Portage National Bank, Portage, Indiana, under the charter and title of Northern Indiana Bank and Trust Company; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Chicago Jipson-Carter State Bank, Blissfield, Michigan, proposal to merge with JCS Bank, Blissfield, Michigan, under the charter and title of The Jipson-Carter State Bank; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Chicago JAW Bancshares Corp., Stanhope, Iowa, extension of time to December 26, 1983, within which to become a bank holding company through the acquisition of 80 percent or more of the voting shares of Farmers State Bank, Stanhope, Iowa. 1/
- Chicago Waldron Financial Corporation, Waldron, Indiana, extension of time to January 17, 1984, within which to become a bank holding company through the acquisition of 100 percent of the voting shares of the successor by merger to The State Bank of Waldron, Waldron, Indiana. 1/
- St. Louis HNB Bancorp, Inc., Hillsboro, Illinois, extension of time to January 23, 1984, within which to become a bank holding company through the acquisition of the successor by merger to the Hillsboro National Bank, Hillsboro, Illinois. 1/
- St. Louis Hillsboro National Bank, Hillsboro, Illinois, proposed merger with the HNB Bank, N.A., Hillsboro, Illinois; report to the Comptroller of the Currency on competitive factors. 1/
- St. Louis First National Bank of Magnolia, Magnolia, Arkansas, proposed merger with Interim Magnolia National Bank, Magnolia, Arkansas; report to the Comptroller of the Currency on competitive factors. 1/
- Kansas City American National Bank of Lawton, Lawton, Oklahoma, proposed merger with The Sheridan Bank and Trust Company, Lawton, Oklahoma; report to the Comptroller of the Currency on competitive factors. 1/

1/ Application processed on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

- Dallas Channelview Bank, Channelview, Texas, proposed merger with New Channelview Bank, Channelview, Texas; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- San Francisco Great Western Bank (in organization), Dallas, Oregon, extension of time to January 7, 1984, within which to become a member of the Federal Reserve System. 1/
- San Francisco Bank of Seattle, Seattle, Washington, proposed merger with B. of S. Bank, Seattle, Washington, under the charter and title of the former; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- San Francisco Phantom Alaska Mutual Bank, Anchorage, Alaska, proposed merger with and into Alaska Mutual Bank, Anchorage, Alaska; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- San Francisco Oregon Bank, Portland, Oregon, proposed merger with Southern Oregon State Bank, Grants Pass, Oregon, under the charter and title of the former; report to the Federal Deposit Insurance Corporation on competitive factors. 1/

1/ Application processed on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

To Establish a Domestic Branch Pursuant to
Section 9 of the Federal Reserve Act

Approved

- New York Central Trust Company, Rochester, New York. To establish two offsite electronic facilities at the following locations: 9045 State Road, Nunda, New York and 1004 Culver Road, Rochester, New York. 1/
- Cleveland The Orrville Savings Bank, Orrville, Ohio. To establish a branch at 204 South Mill Street, Dalton, Ohio. 1/
- San Francisco First Interstate Bank of California, Los Angeles, California. To establish a branch office in the vicinity of the intersection of Seventh Street and Garland Avenue, City and County of Los Angeles, California. 1/

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To Become a Member of the Federal Reserve System Pursuant
to Section 9 of the Federal Reserve Act

Approved

- Chicago American Bank of Bloomington, Bloomington, Illinois. 1/
- St. Louis MidAmerica Bank and Trust Company of Lebanon, Lebanon, Illinois. 1/

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To Merge Pursuant to Section 18(c) of the
Federal Deposit Insurance Act

Approved

- Chicago American Bank of Bloomington, Bloomington, Illinois, to merge with American State Bank of Bloomington, Illinois. 1/

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1/ Application processed on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

Issued Intent Not to Disapprove Change of Control
Pursuant to Change in Bank Control Act of 1978

Not Disapproved

Kansas City Cedar Vale Bank Holding Company, Cedar Vale, Kansas. 1/

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Applications and Notifications for International
Investments and Other Actions Pursuant to Sections 25 and 25(a)
of the Federal Reserve Act and Sections 4(c)(9), 4(c)(13) and 4(c)(14)
of the Bank Holding Company Act of 1956, as amended

Approved

Dallas RepublicBank-Dallas International, an Edge Corporation
with its home office in Dallas, Texas: granted
approval to amend its Articles of Association in
order to change the name of that corporation to
RepublicBank Dallas International. 1/ (11/1/83)

Sixty-Day Notification Period Allowed to Expire

Boston The First National Bank of Boston, Boston, Massachusetts:
no objection to establish a branch in Curacao, Nether-
lands Antilles.

Chicago The First National Bank of Chicago, Chicago, Illinois:
no objection to purchase 60 percent of the shares of
Banco Arfina, S.A., Buenos Aires, Argentina, a
commercial bank and to convert Banco Arfina, S.A.,
Buenos Aires, Argentina to a branch of FNBC.

San Francisco Seattle-First National Bank, Seattle, Washington: to
make an additional investment in Seattle-First Bank
Canada, Vancouver, British Columbia, Canada.

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1/ Application processed on behalf of the Board of Governors under
delegated authority.

ACTIONS OF THE BOARD - ContinuedTo Form a Bank Holding Company Pursuant to Section 3(a)(1) of the Bank Holding Company Act of 1956Approved

- Boston Howard Bancorp, Burlington, Vermont, for approval to acquire 100 percent of the voting shares of The Howard Bank, Burlington, Vermont. 1/
- Philadelphia B.M.J. Financial Corp., Bordentown, New Jersey, for approval to acquire 100 percent of the voting shares of The Bank of Mid-Jersey, Bordentown, New Jersey. 1/
- Philadelphia CCFNB Bancorp, Inc., Orangeville, Pennsylvania, for approval to acquire 100 percent of the voting shares of The Columbia County Farmers National Bank, Orangeville, Pennsylvania. 1/
- Philadelphia First Keystone Corporation, Berwick, Pennsylvania, for approval to acquire 100 percent of the voting shares of The First National Bank of Berwick, Berwick, Pennsylvania. 1/
- Philadelphia Fulton Financial Corporation, Lancaster, Pennsylvania, for approval to acquire 100 percent of the voting shares of The Farmers Trust Company of Lebanon, Lebanon, Pennsylvania. 1/
- Cleveland F. Deposit Corporation, Flemingsburg, Kentucky, for approval to acquire at least 92 percent of the voting shares of Farmers-Deposit Bank, Flemingsburg, Kentucky. 1/
- Cleveland First Bank of Kentucky Corporation, Maysville, Kentucky, for approval to acquire at least 90 percent of the voting shares of Bank of Maysville, Maysville, Kentucky. 1/
- Cleveland Greenville National Bancorp, Greenville, Ohio, for approval to acquire 100 percent of the voting shares of Greenville National Bank, Greenville, Ohio. 1/
- Cleveland Kentucky Bancorporation, Inc., Alexandria, Kentucky, for approval to acquired at least 80 percent of the voting shares of First National Bank and Trust Company of Covington, Covington, Kentucky.

1/ Application processed on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

- Atlanta Exchange Bankshares, Inc., Milledgeville, Georgia, for approval to acquire 100 percent of the voting shares of Exchange Bank, Milledgeville, Georgia. 1/
- Atlanta First Guaranty Bancshares, Inc., Hammond, Louisiana, for approval to acquire 100 percent of the voting shares of First Guaranty Bank, Hammond, Louisiana. 1/
- Atlanta The Lawton Company, Sulphur, Louisiana, for approval to retain 100 percent of the voting shares of William T. Burton Industries, Inc., Lake Charles, Louisiana, and indirectly acquire at least 75 percent of the voting shares of Calcasieu Marine National Bank, Lake Charles, Louisiana.
- Atlanta Woodbury Bancshares, Inc., Woodbury, Georgia, for approval to acquire at least 80 percent of the voting shares of Woodbury Banking Company, Woodbury, Georgia. 1/
- Chicago Columbia National Bancorp, Inc., Chicago, Illinois, for approval to acquire 100 percent of the voting shares of (less directors' qualifying shares) the successor by merger to Columbia National Bank of Chicago, Chicago, Illinois. 1/
- Chicago First Harvard Corporation, Harvard, Illinois, for approval to acquire 100 percent of the voting shares (less directors' qualifying shares) of the successor by merger to First State Bank of Harvard, Harvard, Illinois. 1/
- Chicago Ontario Bancorporation, Inc., Ontario, Wisconsin, for approval to acquire at least 84.6 percent of the voting shares of Bank of Ontario, Ontario, Wisconsin. 1/
- St. Louis Clinton Bancshares, Inc., Little Rock, Arkansas, for approval to acquire 100 percent of the voting shares of Clinton State Bank, Clinton, Arkansas. 1/
- St. Louis Community Investment, Inc., Elkins, Arkansas, for approval to acquire at least 80 percent of the voting shares of Bank of Elkins, Elkins, Arkansas. 1/
- St. Louis DuQuoin Bancorp, Inc., DuQuoin, Illinois, for approval to acquire 100 percent of the voting shares of the successor by merger to DuQuoin National Bank, DuQuoin, Illinois. 1/

1/ Application processed on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

- Minneapolis Dakota State Banking Company, Inc., Tripp, South Dakota, for approval to acquire 100 percent of the voting shares of Dakota State Bank of Tripp, Tripp, South Dakota. 1/
- Kansas City Brookwood Bancshares, Inc., Oklahoma City, Oklahoma, for approval to acquire at least 95 percent of the voting shares of Brookwood National Bank, Oklahoma City, Oklahoma. 1/
- Kansas City J. M. C. Interest, Inc., Albuquerque, New Mexico, for approval to acquire at least 99 percent of the voting shares of Southwest National Corporation, Albuquerque, New Mexico and indirectly Southwest National Bank, Albuquerque, New Mexico. 1/
- Dallas Anton Bancshares, Inc., Anton, Texas, for approval to acquire 100 percent of the voting shares of Citizens State Bank, Anton, Texas. 1/

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To Expand a Bank Holding Company Pursuant to Section 3(a)(3) of the Bank Holding Company Act of 1956Approved

- Boston Bank of Boston Corporation, Boston, Massachusetts, for approval to acquire more than 50 percent of the voting shares of The Martha's Vineyard National Bank, Vineyard Haven, Massachusetts. 1/
- Richmond Citizens Bancorp, Riverdale, Maryland, for approval to acquire up to 100 percent of the voting shares of Peoples Security Bank of Maryland, Landover, Maryland.
- Richmond Flat Top Bancshares, Inc., Bluefield, West Virginia, for approval to acquire up to 100 percent of the voting shares of the successor by merger to Peoples Bank of Bluewell, Bluewell, West Virginia. 1/
- Atlanta SouthTrust Corporation, Birmingham, Alabama, for approval to acquire at least 80 percent of the voting shares of The Leeth National Bank, Cullman, Alabama. 1/

1/ Application processed on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

- Chicago First Mid-Illinois Bancshares, Inc., Mattoon, Illinois, for approval to acquire 100 percent (less directors' qualifying shares) of the voting shares of the successor by merger to Mattoon Bank, Mattoon, Illinois. 1/
- Chicago F & M Financial Services Corporation, Menomonee Falls, Wisconsin, for approval to acquire 100 percent (less directors' qualifying shares) of the voting shares of the successor by merger to State Bank of Slinger, Slinger, Wisconsin. 1/
- St. Louis Schmid Brothers Investment Company, Inc., Clayton, Missouri, and Financial Bancshares, Inc., Sunset Hills, Missouri, for approval to acquire at least 99 percent of the voting shares of Financial Bank Centre of St. Charles County, Lake St. Louis, Missouri, a proposed new bank. 1/
- Minneapolis Forstrom Bancorporation, Inc., Clara City, Minnesota, for approval to acquire 100 percent of the voting shares of Security State Bank of Howard Lake, Howard Lake, Minnesota. 1/
- Kansas City First Enid, Inc., Enid, Oklahoma, for approval to acquire 100 percent of the voting shares of Fairview State Bank, Fairview, Oklahoma. 1/
- Dallas Commercial Bancshares, Inc., Houston, Texas, for approval to acquire 100 percent of the voting shares of First State Bank of Cypress, Cypress, Texas. 1/
- Dallas Texas American Bancshares Inc., Fort Worth, Texas, for approval to acquire 100 percent of the voting shares of First Duncanville Corporation and indirectly to acquire First National Bank of Duncanville, both of Duncanville, Texas. 1/
- Dallas Texas Capital Bancshares, Inc., Houston, Texas, for approval to acquire at least 95.7 percent of the voting shares of First National Bank of Katy, Katy, Texas. 1/

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1/ Application processed on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - ContinuedTo Expand a Bank Holding Company Pursuant to Section
3(a)(5) of the Bank Holding Company Act of 1956Approved

Chicago Midwest Financial Group, Inc., Peoria, Illinois,
for approval to merge with CNB Bancorp, Inc.,
Decatur, Illinois and indirectly with The Citizens
National Bank of Decatur, Decatur, Illinois. 1/

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To Expand a Bank Holding Company Pursuant to Section
4(c)(8) of the Bank Holding Company Act of 1956

Kansas City First Tulsa Bancorporation, Inc., Tulsa, Oklahoma,
for approval to acquire 49 percent of Irwin
Securities Corporation, Tulsa, Oklahoma, a
company engaged in the activity of discount
brokerage services. 1/

Permitted

Boston Bank of New England Corporation, Boston, Massachusetts,
notification of intent to engage in de novo activities
(in leasing real and personal property and in making
loans secured by mortgages and by security interests
in equipment in accordance with Regulation Y) at 50
Milk Street, Boston, Massachusetts, the service area
for these activities would be the United States and
foreign countries, through its subsidiary, NEMCO
Leasing Corporation (11/3/83) 3/

New York Citicorp, New York, New York, notification of intent
to expand the activities of 80 offices to include
the following activities (the sale of credit-related
life, accident and health insurance by licensed agents
or brokers, as required; the sale of mortgage life and
mortgage disability insurance directly related to
extensions of mortgage loans; and the sale of credit-
related involuntary unemployment insurance) at 2619
Blanding Avenue, Alameda; 479 S. Main Street, Angels
Camp; 18th & "A" Streets, Antioch; 1329 Broadway,
Atwater; 84 Solano Square, Benicia; 2323 Shattuck
Avenue, Berkeley; 1861 Solano Avenue, Berkeley; 1203

1/ Application processed on behalf of the Board of Governors under
delegated authority.

3/ 4(c)(8) notification processed by Reserve Bank on behalf of the the
Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

Highway 4 (Golden Oaks Center), Brentwood; 1317 Lincoln Avenue, Calistoga; 3820 Capitola Road, Capitola; 563 Carmel Rancho Shopping Center, Suite 1, Carmel; 3550 Castro Valley Blvd., Castro Valley; 7381 Greenback Lane, Citrus Heights; 5400 Ygnacio Valley Road, Clayton Valley; 14340 Lakeshore Drive, Clearlake Highlands; 4482 Treat Blvd. (Bel Air Shopping Center), Concord; 480-E San Ramon Valley Blvd., Danville; 10612 San Pablo Avenue (Moeser Lane Center), El Cerrito; 12223 "A" Street, Hayward; 2048 West Highway 88, (Amador Plaza-Martell), Jackson; 2033 Railroad Avenue (Depot Plaza), Livermore; 29 S Church Street, Lodi; 130 Main Street, Los Altos; 2310 Homestead Road, Los Altos; 16879 Los Gatos Blvd., Los Gatos; 3985 G Street, Merced; 21198 Cahstoga Street, Middletown; 446 Broadway, Millbrae; 130 Throckmorton Avenue, Mill Valley; 15 N Milpitas Avenue (Beresford Square Shopping Center), Milpitas; 1101 "J" Street, Modesto; 3430 Tully Road (Tully Manor Shopping Center), Modesto; 15900 Monterey Road (400 Tennant Station), Morgan Hill; 3600 Bel Aire Plaza; Napa; 35106 Newark Blvd., Newark; 926 Diablo Avenue, Novato; 3530 Fruitvale Avenue, Oakland; 180 Grand Avenue, Oakland; 4101 Piedmont Avenue, Oakland; 4100 Redwood Road (Lincoln Square Shopping Center), Oakland; 77 Moraga Way, Orinda; 1 Palo Alto Square, 3000 El Camino Real, Palo Alto; 700 Contra Costa Blvd., Pleasant Hill; 2277 Watt Avenue, Sacramento; 3423 Watt Avenue, Sacramento; 3525 Fair Oaks Blvd., Sacramento; 14151 Main Street, St. Helena; 1127 So. Main Street, Salinas; 700 El Camino Real, San Carlos; 260 California Street, San Francisco; 2400 Sutter Street, San Francisco; 845 Grant Avenue, San Francisco; 9 Kearny Street, San Francisco; 2400 19th Avenue, San Francisco; 159 New Montgomery, San Francisco; 4724 Meridian Avenue, San Jose; 488 Blossom Hill Road, San Jose; 1110 Blossom Hill Road, San Jose; 5375 Prospect Road (Westgate West Shopping Center), San Jose; 2160 Tully Road (Eastridge), San Jose; 15091 Hesperian Blvd., San Leandro; 11 East Third Avenue, San Mateo; 2850 S. El Camino Real (Hillsdale), San Mateo; 1200 Fifth Avenue, San Rafael; 806 Ocean Street, Santa Cruz; 2801 Fourth Street, Santa Rosa; 201 West Napa Street (Sonoma Marketplace Shopping Center), Sonoma; 708 E. Mono Way, Sonoma; 382 Grant Avenue, South San Francisco; 1810 Pacific Avenue, Stockton; 7604 Pacific Avenue, Stockton;

3/ 4(c)(8) notification processed by Reserve Bank on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

501 East Olive Street, Turlock; 1990 N. California Blvd., Walnut Creek; 1250 Newell Avenue, Suite H, Walnut Creek; 1910 Tice Valley Blvd. (Rossmoor), Walnut Creek; 1360 Grand Avenue, Arroyo Grande; 7190 El Camino Real, Atascadero; 10210 Scripps Ranch Blvd., San Diego; 742 Marsh Street, San Luis Obispo and 1660 So. Broadway, Santa Maria, all located in California, through its subsidiary, Citicorp Savings (a Federal Savings and Loan Association) (11/4/83) 3/

- New York** Citicorp, New York, New York, requests permission to establish a de novo office engaging in the following activities (making or acquiring, for its own account or for the account of others, commercial loans and other extensions of credit; and leasing personal or real property or acting as agent, broker or adviser in leasing such property and servicing such leases subject to all of the qualifications specified in 12 C.F.R. 225.4(a)(6)(a) and (b) where the leases serve as the functional equivalent of an extension of credit to the lessee of the property) at 2502 Rocky Point Road, Suite 695, Tampa, Florida, through its subsidiary, Citicorp (USA), Inc. (11/2/83) 3/
- New York** Citicorp, New York, New York, requests permission to establish a de novo office engaging in the following activities (providing securities brokerage services, related securities credit activities pursuant to the Board's Regulation T, and incidental activities where the brokerage services are restricted to buying and selling securities solely for the account and on the order of customers, and do not include securities underwriting or dealing or investment advice or research services) at One Citicorp Center, 153 East 53rd Street and 485 Lexington Avenue, both in New York, New York, through its subsidiary, Citicorp Financial Services, Inc. (11/4/83) 3/
- New York** Citicorp, New York, New York, requests permission to establish a de novo office engaging in the following activities (the making or acquiring of loans and other extensions of credit, secured or unsecured, for consumer and other purposes; the extension of loans to dealers for the financing of inventory [floor planning] and working capital purposes; the purchasing and servicing for its own account of sales finance contracts;

3/ 4(c)(R) notification processed by Reserve Bank on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

the sale of credit related life and accident and health insurance by licensed agents or brokers, as required; the making of loans to individuals and businesses secured by a lien on mobile homes, modular units or related manufactured housing, together with the real property to which such housing is or will be permanently affixed, such property being used as security for the loans; and the servicing, for any person, of loans and other extensions of credit) at 444 South Flower Street, Los Angeles, California, through its subsidiary, Citicorp Acceptance Company, Inc. (11/4/83) 3/

Philadelphia

FB&T Corporation, Hanover, Pennsylvania, notification of intent to engage in de novo activities (in consumer finance activities, including the extension of direct loans to consumers, the discount of retail and installment notes or contracts, the extension of direct loans to dealers for the financing of inventory (floor planning); and acting as agent for the sale of life, accident and health and physical damage insurance directly related to its extensions of credit) at 5 North Hanover Street, Carlisle, Pennsylvania, through its subsidiary, Hanover Consumer Discount Company (11/1/83) 3/

Cleveland

Mellon National Corporation, Pittsburgh, Pennsylvania, notification of intent to engage in de novo activities (permissible data processing activities, including providing to others data processing and transmission services, facilities, data bases or access to such services, facilities, or data bases by any technologically feasible means in accordance with Section 225.4(a)(8) of Regulation Y) at 20 Wells Avenue, Newton, Massachusetts and 5th Floor, 434 Broadway, New York, New York, through its subsidiary, Mellon Financial Services Corporation #1 (10/30/83) 3/

Richmond

NCNB Corporation, Charlotte, North Carolina, notification of intent to engage in de novo activities (in the sale at retail of money orders having a face value of not more than \$1,000) in Waynesville, North Carolina; and Chesapeake, Grafton, Hampton, Newport News, Norfolk, Petersburg, Portsmouth, Suffolk, Virginia Beach and Williamsburg, Virginia, through its subsidiary, TransSouth Financial Corporation (11/5/83) 3/

3/ 4(c)(8) notification processed by Reserve Bank on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

- Richmond Southern Bancorporation, Inc., Greenville, South Carolina, notification of intent to engage in de novo activities (making extensions of credit as licensed consumer finance lender; acting as agent for credit life and credit accident insurance written in connection with such extensions of credit; and acting as agent for credit property insurance written in connection with such extensions of credit) at 100-b Fairground Road, Moncks Corner, South Carolina, through its subsidiary, World Acceptance Corporation (11/2/83) 3/
- Chicago Marshall & Illsley Corporation, Milwaukee, Wisconsin, notification of intent to engage in de novo activities (in the originating, acquiring, selling and servicing residential and commercial mortgage loans for its own account or for the account of others, as well as making construction and development mortgage loans and performing such incidental activities necessary to conducting a mortgage banking business) at 11 West Main Street, Madison, Wisconsin, and the geographic scope will be the 50 States of the United States, through its subsidiary, M & I Mortgage Company, Inc. (11/1/84) 3/
- St. Louis Lincoln County Bancorp., Inc., Troy, Missouri, notification of intent to engage in de novo activities (in acting as agent for the sale of credit life, accident and health insurance directly related to its two subsidiary banks' extensions of credit) these activities would be performed in the cities of Troy, Hawk Point and Winfield, Missouri and the surrounding rural areas (11/4/83) 3/
- St. Louis Meredosia Bancorporation, Inc., Springfield, Illinois, notification of intent to engage in de novo activities (acting as a broker in the sale of all types of insurance including credit life and credit accident and health insurance) these activities would be performed in Meredosia, Illinois and in Virden, Illinois, through its subsidiary banks, Farmers and Traders State Bank and Farmers and Merchants State Bank (11/3/83) 3/
- Kansas City Mountain States Financial Corporation, Albuquerque, New Mexico, notification of intent to engage in de novo activities (to provide mortgage servicing duties for First Federal Savings and Loan Association of Wilmette, a nonaffiliated company, required by a contract between Federal National Mortgage

3/ 4(c)(8) notification processed by Reserve Bank on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

- Association and Evergreen Service, a previously affiliated company which was merged into First Federal Savings and Loan Association of Wilmette during 1982) these activities will take place in New Mexico, Colorado, Texas and Illinois (11/4/83) 3/
- Kansas City Sunwest Financial Services, Inc., Albuquerque, New Mexico, notification of intent to engage in de novo activities (in the selling and underwriting of insurance limited to assuring repayment of the outstanding balance due on specific extensions of credit by subsidiary banks in the event of the death, disability, or involuntary unemployment of the debtors) these activities would be conducted in the State of New Mexico, through its subsidiary, Sunwest Insurance Company (11/4/83) 3/
- San Francisco First Interstate Bancorp, Los Angeles, California, notification of intent to engage in de novo activities (in providing management consulting advice concerning personnel operations, such as recruiting, training, evaluation, compensation and related human resource activities, for nonaffiliated bank and nonbank depository institutions) at 707 Wilshire Boulevard, Los Angeles, California, serving the United States, through its subsidiary, First Interstate Institute (11/5/83) 3/
- San Francisco Puget Sound Bancorp, Tacoma, Washington, notification of intent to engage in de novo activities (in the reinsurance of credit life, accident and health insurance policies written in connection with extensions of credit by Applicant's subsidiaries) conducting its activities in the State of Arizona, through its subsidiary, Puget Sound Life Insurance Company (11/2/83) 3/
- San Francisco Rainier Bancorporation, Seattle, Washington, notification of intent to expand de novo activities (credit-related property and casualty insurance) the geographic area to be served from the offices in Phoenix, Arizona and Santa Ana, California, will be the States of Alaska, Washington, Oregon, California Idaho, Arizona, Montana, Wyoming, New Mexico, Texas, Oklahoma, Nebraska, Kansas and Hawaii and additionally

3/ 4(c)(8) notification processed by Reserve Bank on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

credit-related property insurance will be offered in the State of Nevada, through its subsidiary Rainier Credit Company (11/4/83) 3/

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Application to the Board of Governors of the Federal Reserve System for Prior Approval of an Acquisition Pursuant to Section 5(b) of the Bank Service Corporation Act, as Amended

Conditionally Approved

Atlanta

Louisiana National Bank, Baton Rouge, Louisiana, for approval to engage in the activity of underwriting, as reinsurer, credit life and credit accident and health insurance through a subsidiary to be known as Louisiana Credit Life Insurance Company, Phoenix, Arizona.

3/ 4(c)(8) notification processed by Reserve Bank on behalf of the Board of Governors under delegated authority.

APPLICATIONS RECEIVED

To Merge Pursuant to Section 18(c) of the
Federal Deposit Insurance Act

San Francisco Valley Community Bank, McMinnville, Oregon, to effect a merger with Valley Community Interim Bank, McMinnville, Oregon. 2/

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To Become a Member of the Federal Reserve System
Pursuant to Section 9 of the Federal Reserve Act

San Francisco Valley Community Interim Bank, McMinnville, Oregon. 2/

Philadelphia William Penn Bank, Philadelphia, Pennsylvania. 2/

St. Louis MidAmerica Bank and Trust Company of Alton, Alton, Illinois.

Kansas city Mountain Industrial Bank, Montrose, Colorado. 2/

San Francisco Bank of Pleasanton, Pleasanton, California. 2/

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Applications and Notifications for International
Investments and Other Actions Pursuant to Sections 25 and 25(a)
of the Federal Reserve Act and Sections 4(c)(9), 4(c)(13) and 4(c)(14)
of the Bank Holding Company Act of 1956, as amended

Boston Shawmut Corporation, Boston, Massachusetts: prior notification of its intent to invest in Techexport, Inc., Waltham, Massachusetts, an existing export trading company, through a de novo wholly owned subsidiary, Shawmut Export Corporation, Boston, Massachusetts.

New York Manufacturers Hanover Corporation, New York, New York: prior notification of its intent to make an additional investment in Manufacturers Hanover Arrendamento Mercantil S.A., Rio de Janeiro, Brazil, through the conversion of outstanding loans.

2/ Application subject to Community Reinvestment Act. The Community Affairs Officer of the applicable Reserve Bank may be contacted as to the length of the comment period.

APPLICATIONS RECEIVED - Continued

San Francisco First Interstate Bancorp, Los Angeles, California: prior notification of its intent to make an additional investment in First Interstate Overseas, N.V., Netherlands Antilles.

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To form a Bank Holding Company Pursuant to Section 3(a)(1) of the Bank Holding Company Act of 1956

Boston New Hampshire Savings Bank Corp., Concord, New Hampshire, for approval to retain 100 percent of the voting shares of the New Hampshire Savings Bank, Concord, New Hampshire. 2/

Cleveland LNB Bancorp, Inc., Lorain, Ohio, for approval to acquire 100 percent of the voting shares of The Lorain National Bank, Lorain, Ohio. 2/

Richmond Northeast Bancorp, Inc., Wilmington, Delaware, for approval to acquire 80 percent of the voting shares of First National Bank of North East, North East, Maryland. 2/

Chicago Aurelia FT & S Bankshares, Inc., Aurelia, Iowa, for approval to acquire 20 percent or more of the voting shares of The First Trust & Savings Bank, Aurelia, Iowa. 2/

Chicago Elmwood Bancshares, Inc., Elmwood, Illinois, for approval to acquire 80 percent or more of the voting shares of Farmers State Bank, Elmwood, Illinois. 2/

Chicago FARMERS AND MERCHANTS BANCORP., Winterset, Iowa, for approval to acquire 80 percent or more of the voting shares of Farmers and Merchants State Bank, Winterset, Iowa. 2/

Chicago First Illinois Bancorp, Inc., Galesburg, Illinois, for approval to acquire 100 percent of the voting shares (less directors' qualifying shares) of the successor by merger to First Galesburg National Bank and Trust Company, Galesburg, Illinois. 2/

2/ Application subject to Community Reinvestment Act. The Community Affairs Officer of the applicable Reserve Bank may be contacted as to the length of the comment period.

APPLICATIONS RECEIVED - Continued

- St. Louis Adamsville Bancorp, Inc., Adamsville, Tennessee, for approval to acquire 100 percent of the voting shares of the successor by merger to Bank of Adamsville, Adamsville, Tennessee. 2/
- St. Louis County Bancorporation, Inc., Jackson, Missouri, for approval to acquire 100 percent of the voting shares of the successor by merger to Cape County Bank, Jackson, Missouri. 2/
- St. Louis McKenzie Bancshares, Inc., McKenzie, Tennessee, for approval to acquire at least 80 percent of the voting shares of McKenzie Banking Company, McKenzie, Tennessee. 2/
- St. Louis Sharp Bancshares, Inc., Cave City, Arkansas, for approval to acquire at least 80 percent of the voting shares of Bank of Cave City, Cave City, Arkansas. 2/
- Kansas City Fidelity Kansas Bankshares, Inc., Topeka, Kansas, for approval to acquire at least 94 percent of the voting shares of Fidelity Bankshares, Inc., Topeka, Kansas, and indirectly acquire at least 5 percent of the voting shares of Fidelity State Bank and Trust Company, Topeka, Kansas. 2/
- Dallas Knox City Bancshares, Inc., Knox City, Texas, for approval to acquire 100 percent of the voting shares of The Citizens State Bank, Knox City, Texas. 2/
- Dallas T N Bancshares, Inc., El Paso, Texas, for approval to acquire at least 80 percent of the voting shares of Texas National Bank, El Paso, Texas. 2/
- San Francisco Valley Community Bancorp, McMinnville, Oregon, for approval to acquire 100 percent of the voting shares of Valley Community Bank, McMinnville, Oregon. 2/

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2/ Application subject to Community Reinvestment Act. The Community Affairs Officer of the applicable Reserve Bank may be contacted as to the length of the comment period.

APPLICATIONS RECEIVED - ContinuedTo Expand a Bank Holding Company Pursuant to Section 3(a)(3) of the Bank Holding Company Act of 1956

- Philadelphia NCB Financial Corporation, Williamsport, Pennsylvania, for approval to acquire 100 percent of the voting shares of Tri-County National Bank, Middleburg, Pennsylvania. 2/
- Atlanta DeLand Development Corporation, DeLand, Florida, for approval to acquire up to 16 1/4 percent of the voting shares of DeLand State Bank and Trust, DeLand, Florida. 2/
- Minneapolis Borreson Investments, Inc., Westbrook, Minnesota, for approval to acquire 96 percent of the voting shares of Darfur Bancshares, Inc., Darfur, Minnesota, and indirectly acquire State Bank of Darfur, Darfur, Minnesota. 2/
- Kansas City First Bancshares, Incorporated, Bartlesville, Oklahoma, for approval to acquire 100 percent of the voting shares of Exchange National Bank, Tulsa, Oklahoma. 2/
- Kansas City Locust Grove Bancshares, Inc., Locust Grove, Oklahoma, for approval to acquire at least 93.9 percent of the voting shares of Bank of Commerce, Chouteau, Oklahoma. 2/
- Dallas First Winters Holding Company, Winters, Texas, for approval to acquire at least 80 percent of the voting shares of The Security State Bank, Wingate, Texas. 2/
- Dallas North Texas Bancshares, Inc., Fort Worth, Texas, for approval to acquire 100 percent of the voting shares of Hurst National Bank, Hurst, Texas, a proposed new bank. 2/
- Dallas Southwest Bancshares, Inc., Houston, Texas, for approval to acquire 100 percent of the voting shares of Southwest Texas Bankers, Inc., San Antonio, Texas, and indirectly San Antonio Bank & Trust Co., San Antonio, Texas; State Bank of Kingsville, Kingsville, Texas; and Sabinal Bank, Sabinal, Texas. 2/

2/ Application subject to Community Reinvestment Act. The Community Affairs Officer of the applicable Reserve Bank may be contacted as to the length of the comment period.

APPLICATIONS RECEIVED - ContinuedTo Expand a Bank Holding Company Pursuant to Section
3(a)(5) of the Bank Holding Company Act of 1956

San Francisco Western Commercial, Fresno, California, for approval to acquire 100 percent of the voting shares of Continental Bancorp, Fresno, California and indirectly Continental National Bank, Fresno, California. 2/

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To Expand a Bank Holding Company Pursuant to Section
4(c)(8) of the Bank Holding Company Act of 1956

Boston Fleet Financial Group, Inc., Providence, Rhode Island, notification of intent to engage in de novo activities ((i) consumer finance and (ii) insurance agency activities for the sale of credit-related life and accident and health insurance) at 6414 Copps Avenue, Madison, Wisconsin, serving the Wisconsin counties of Columbia, Crawford, Dane, Dodge, Grant, Green, Iowa, Jefferson, Lafayette, Richland, Rock, Sauk, and Vernon, through its subsidiary, Fleet Mortgage Corp. (10/31/83)

Boston Fleet Financial Group, Inc., Providence, Rhode Island, notification of intent to engage in de novo activities ((i) consumer finance and (ii) insurance agency for the sale of credit life and credit accident and health insurance related to an extension of credit) at 2211 East Clairemont Avenue, Eau Claire, Wisconsin, serving the counties of Ashland, Barron, Bayfield, Buffalo, Burnett, Chippewa, Clark, Douglas, Dunn, Eau Claire, Iron, Jackson, Juneau, La Crosse, Monroe, Pepin, Pierce, Polk, Price, Rusk, St. Croix, Sawyer, Taylor, Trempealeau, Washburn and Wood in Wisconsin, through its subsidiary, Fleet Mortgage Corp. (10/31/83)

Boston New Hampshire Savings Bank Corp., Concord, New Hampshire for approval to (i) retain New England Financial Resources, Inc., Avon, Connecticut and Real Estate Consultants of New England, Inc., Concord, New Hampshire, both of which are nonbanking subsidiaries of New Hampshire Savings Bank Corp., and (ii) Consulting and

2/ Application subject to Community Reinvestment Act. The Community Affairs Officer of the applicable Reserve Bank may be contacted as to the length of the comment period.

APPLICATIONS RECEIVED - Continued

Systems Management Corporation, Concord, New Hampshire; W-E Management Company, Concord, New Hampshire; New England Capital Corporation, Avon, Connecticut; and POCKETBANK, Inc., all of which are nonbanking subsidiaries of New Hampshire Savings Bank.

New York

The Chase Manhattan Corporation, New York, New York, requests permission to establish a de novo office engaging in the following activities (making or acquiring for its own account and for the account of others, loans and other extensions of credit, both secured and unsecured including, but not limited to, consumer and business lines of credit, installment loans for personal, household and business purposes and mortgage loans secured by real property; servicing loans and other extensions of credit; and acting as insurance agent for credit life insurance and credit accident and health insurance directly related to such lending and servicing activities) at Executive Place, 4521 South Hulen, Fort Worth, Texas, through its subsidiary, Chase Manhattan Financial Services, Inc. (11/1/83)

New York

Citicorp New York, New York, requests permission to establish two de novo offices engaging in the following activities (the making or acquiring of loans and other extensions of credit, secured or unsecured, for consumer and other purposes; the sale of credit-related life and accident and health insurance by licensed agents or brokers, as required; the sale of consumer oriented financial management courses; the servicing, for any person, of loans and other extensions of credit; the making, acquiring, and servicing, for its own account and for the account of others, of extensions of credit to individuals secured by liens on residential or non-residential real estate; and the sale of mortgage life and mortgage disability insurance directly related to extensions of mortgage loans) at 202 Midland Mall, Bald Hill Road and East Avenue, Warwick, Rhode Island, through its subsidiaries, Citicorp Person-to-Person Financial Center, Inc., (Delaware) and Citicorp Homeowners, Inc. (11/4/83)

New York

Franklin Bancorp, Somerset, New Jersey, requests permission to establish a de novo office engaging in the following activities (providing discount brokerage services) at 630 Franklin Boulevard, Somerset, New Jersey, through its subsidiary, Franklin Brokerage Services Corp. (11/3/83)

APPLICATIONS RECEIVED - Continued

- New York** Manufacturers Hanover Corporation, New York, New York, for approval to engage through its wholly-owned subsidiary, Manufacturers Hanover Futures, Inc., in executing and clearing on certain commodity exchanges certain futures contracts and options on futures contracts, and providing futures advisory services.
- Philadelphia** Corestates Financial Corp., Philadelphia, Pennsylvania, notification of intent to engage in de novo activities (in the origination of FHA, VA and conventional residential mortgage loans and second mortgage loans) at 1612 Prosser Avenue, Suite 310, Dayton, Ohio, the proposed new office will conduct the foregoing activities in the States of Ohio, Kentucky and Pennsylvania, through its subsidiary, Colonial Mortgage Service Company Associates, Inc. (11/4/83)
- Philadelphia** Fidelcor, Inc., Rosemont, Pennsylvania, notification of intent to engage in de novo activities (to engage in foreign currency options brokerage activities on the Philadelphia Stock Exchange) at 123 South Broad Street, Philadelphia, Pennsylvania, serving customers throughout the United States and abroad, through its subsidiary, Fidelcor Trading Inc. (10/25/83)
- Richmond** First Union Corporation, Charlotte, North Carolina, for approval to acquire 100 percent of the voting shares of Dis-Com Securities, Inc., Hallandale, Florida.
- Atlanta** First Bancgroup-Alabama, Inc., Mobile, Alabama, notification of intent to engage in de novo activities (acting as insurance agent or broker in the offices of The First National Bank of Russellville, a subsidiary of the holding company; the type of insurance offered will be property damage insurance, specifically, vehicular single interest insurance, all insurance sold will be directly related to extensions of credit) these activities will be performed in the city of Russellville, and in the surrounding area of Franklin County, Alabama, through its subsidiary, FBG Insurance Agency, Inc. (11/1/83)
- Atlanta** Pickens County Bancshares, Inc., Jasper, Georgia, notification of intent to engage in de novo activities (to engage in the sale of general insurance in a town with a population not exceeding 5,000) at 606 Church Street, Jasper, Georgia, and the surrounding area encompassing Pickens County (11/2/83)

APPLICATIONS RECEIVED - Continued

- St. Louis Bancshares of Hayti, Inc., Hayti, Missouri, notification of intent to engage in de novo activities (to engage in the sale of general insurance in a town with a population not exceeding 5,000) these activities would be performed in the City of Hayti, Missouri and the surrounding rural area (10/31/83)
- St. Louis Sharp Bancshares, Inc., Cave City, Arkansas, for approval to engage directly in real estate appraising.
- Dallas Hugo Bankshares, Inc., Hugo, Oklahoma, notification of intent to engage in de novo activities (engaging directly in making or acquiring for its own account, loans and other extensions of credit on a secured or unsecured basis, such as may be made by a bank, mortgage company or finance company, including loans secured by mortgages, inventory, accounts receivable or other assets; these loans may include participations in commercial and consumer loans from company's subsidiary bank, Security First National Bank, Hugo, Oklahoma) these activities would be conducted in the State of Oklahoma (11/2/83)
- San Francisco BankAmerica Corporation, San Francisco, California, notification of intent to engage in de novo activities (in the activities of securities brokerage, consisting principally of buying and selling securities solely upon the order and for the account of customers, and of extending margin credit in conformity with Regulation T) at One Oakbrook Terrace, Oakbrook, Illinois, and 800 Fifth Avenue #101, Seattle, Washington, serving all fifty States and the District of Columbia, through its subsidiary, Charles Schwab & Co., Inc. (11/5/83)
- San Francisco TRABANC, Salt Lake City, Utah, notification of intent to engage in de novo activities (in the leasing of personal property and related activities normally incidental thereto) at 107 South Main Street, Salt Lake City, Utah, serving Utah, Idaho and Wyoming, through its subsidiary, TRALEASE (11/1/83)

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APPLICATIONS RECEIVED - Continued

REPORTS RECEIVED

Registration Statement Filed Pursuant to Section
12(g) of the Securities Exchange Act

The Bank of Alexandria
Alexandria, Virginia

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PETITIONS FOR RULEMAKING

None.