

ANNOUNCEMENT BY
BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
H.2, 1983 No. 46

Actions of the Board; Applications and Reports

Received During the Week Ending November 19, 1983

APPLICABLE
RESERVE BANK

ACTIONS OF THE BOARD

New York	Lakeland State Bank, Newfoundland, New Jersey, proposal to acquire the assets of and assume the liabilities of a branch of American National Bank, Morristown, New Jersey, located in Rockaway Township, New Jersey; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>
New York	Dollar-Dry Dock Savings Bank of New York, New York, New York, proposal to acquire the assets and assume the liabilities of a branch of American Savings Bank, F.S.B., New York, New York, located at 88th Street and Lexington Avenue, New York, New York, report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>
New York	National Westminster Bank, USA, New York, New York, proposal to acquire the assets and assume the liabilities of a branch of Bankers Trust Company, New York, New York, located in Brooklyn, New York; report to the Comptroller of the Currency on competitive factors. <u>1/</u>
Philadelphia	Citizens & Northern Bank, Ralston, Pennsylvania, proposal to merge with The Farmers National Bank of Athens, under the charter and title of the former; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>
Philadelphia	Peoples National Bank of Central Pennsylvania, State College, Pennsylvania, proposal to merge with Farmers Community Bank, State College, Pennsylvania, under the charter and title of the former; report to the Comptroller of the Currency on competitive factors. <u>1/</u>

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

ACTIONS OF THE BOARD - Continued

- Philadelphia Merchants of Shenandoah Bancorp, Shenandoah, Pennsylvania, extension of time to February 28, 1984, within which to become a bank holding company through the acquisition of 100 percent of the voting shares of Merchants National Bank of Shenandoah, Pennsylvania. 1/
- Cleveland United Bancorp, Inc., Martins Ferry, Ohio, extension of time to March 30, 1984, within which to acquire The Citizens Savings Bank of Martins Ferry, Martins Ferry, Ohio. 1/
- Richmond Concord National, Inc., Concord, North Carolina, extension of time to December 12, 1983, within which to become a bank holding company through the acquisition of Concord National Bank, Concord, North Carolina. 1/
- Richmond Union Trust Company of Maryland, Baltimore, Maryland, extensions of time within which to establish branches: (1) to December 16, 1984, a freestanding drive-in at 11945 Reisterstown Road, Baltimore County; (2) to November 15, 1984, a full-service branch at 721-23 Hammonds Ferry Road, Linthicum; and (3) to November 20, 1984, a branch on U. S. Route 50, Trappe, Maryland. 1/
- Richmond Peoples Bank of Charles Town, Charles Town, West Virginia, an investment in bank premises. 1/
- Richmond Valley National Bank, Bridgewater, Virginia, proposed acquisition of three Augusta County offices of Virginia National Bank, Norfolk, and First & Merchants National Bank, Richmond, Virginia; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Richmond First American Bank of Virginia, McLean, Virginia, proposed acquisition of 23 offices of Virginia National Bank, Norfolk, and First & Merchants National Bank, Richmond, Virginia; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Richmond First American Bank of Virginia, McLean, Virginia, proposed merger with First Peninsula Bank and Trust Company, Hampton, Virginia; 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

- Richmond Adrian Ruckhannon Bank, Ruckhannon, West Virginia, proposed merger with A. R. Bank, Puckhannon, West Virginia, a proposed new bank; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Atlanta Bank of Forest, Forest, Mississippi, an investment in bank premises. 1/
- Atlanta Union Bank & Trust Company, Montgomery, Alabama, an investment in bank premises. 1/
- Atlanta Clinton Bancshares, Inc., Clinton, Louisiana, extension of time to February 4, 1984, within which to become a bank holding company through the acquisition of Clinton Bank & Trust Company, Clinton, Louisiana. 1/
- Atlanta Seacoast Banking Corporation of Florida, Stuart, Florida, extension of time to January 14, 1984, within which to become a bank holding company through the acquisition of First National Bank & Trust Company, Stuart, Florida. 1/
- Atlanta First Barnesville Corporation, Barnesville, Georgia, extension to time to February 19, 1984, within which to become a bank holding company through the acquisition of First National Bank of Barnesville, Barnesville, Georgia. 1/
- Atlanta Capital City Bank Group, Inc., Tallahassee, Florida, extension of time to February 16, 1984, within which to become a bank holding company through the acquisition of Capital City First National Bank of Tallahassee, Capital City Second National Bank, Tallahassee, Industrial National Bank, Tallahassee, City National Bank, Tallahassee, Havana State Bank, Havana, and First National Bank of Jefferson County, Monticello, all in Florida. 1/
- Atlanta First National Jasper Corporation, Jasper, Alabama, extension of time to March 1, 1984, within which to become a bank holding company through the acquisition of the First National Bank of Jasper, Jasper, Alabama. 1/
- Atlanta Bank of Zachary, Zachary, Louisiana, proposed merger with Consolidated Bank of Louisiana, Zachary, Louisiana; 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

- Atlanta Fidelity Bank and Trust Company, Slidell, Louisiana, proposed merger with Fidelity Interim Bank and Trust Company, Slidell, Louisiana; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Atlanta Florida National Bank, Jacksonville, Florida, proposed merger with six offices of Sun Bank/Hillsborough, Tampa, Florida; report to the Comptroller of the Currency on competitive factors. 1/
- Atlanta Amsouth Bank, N.A., Birmingham, Alabama, proposed merger with Citizens Bank of Wetumpka, Wetumpka, Georgia; report to the Comptroller of the Currency on competitive factors. 1/
- Atlanta Ellis National Bank of Jacksonville, Jacksonville, Florida, proposed merger with Jacksonville National Bank, Jacksonville, Florida; report to the Comptroller of the Currency on competitive factors. 1/
- Chicago Continental International Finance Corporation, Chicago, Illinois, extension of time to November 6, 1984, within which to continue to hold shares of common stock of Decair Corp., acquired in satisfaction of debts previously contracted. 1/
- Chicago Sandwich Interim Bank, Sandwich, Illinois, application for prior approval to merge with The Sandwich State Bank, Sandwich, Illinois, under the charter of The Sandwich Interim Bank and title of The Sandwich State Bank; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- St. Louis First Bank Capital Corporation, Tupelo, Mississippi, extension of time to February 12, 1984, within which to become a bank holding company through the acquisition of the successor by merger to First Citizens National Bank, Tupelo, Mississippi. 1/
- St. Louis Marionville Bancshares, Inc., Neosho, Missouri, extension of time to January 19, 1984, within which to become a bank holding company through the acquisition of First State Bank of Marionville, Marionville, Missouri. 1/

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

ACTIONS OF THE BOARD - Continued

- St. Louis Commercial & Industrial Bank, Memphis, Tennessee, proposed merger with the First National Bank of Savannah, Savannah, Tennessee; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- St. Louis Landmark Bank of South County, St. Louis, Missouri, proposal to merge with Landmark Bank of Sunset Hills, N.A., Sunset Hills, Missouri; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- St. Louis Citizens National Bank of Evansville, Evansville, Indiana, proposal to merge with CNB National Bank, Evansville, Indiana; report to the Comptroller of the Currency on competitive factors. 1/
- St. Louis Merchants and Farmers Bank, Columbus, Mississippi, an additional investment in bank premises. 1/
- St. Louis Ashley Bancstock Company, Crossett, Arkansas, extension of time to February 29, 1984, within which to become a bank holding company through the acquisition of the successor by merger to the First National Bank of Crossett, Crossett, Arkansas. 1/
- St. Louis Citizens Bancorp of Hickman, Inc., Hickman, Kentucky, extension of time to February 22, 1984, within which to become a bank holding company through the acquisition of the successor by merger to the Citizens Bank, Hickman, Hickman, Kentucky. 1/
- St. Louis State National Bank of Frankfort, Frankfort, Kentucky, proposal to merge with New State National Bank of Frankfort, Frankfort, Kentucky; report to the Comptroller of the Currency on competitive factors. 1/
- Minneapolis Superior Financial Corporation, Sault Ste. Marie, Michigan, extension of time to February 19, 1984, within which to acquire the Sault Savings Bank, Sault Ste. Marie, Michigan. 1/
- Kansas City Fremont National Bank and Trust Company, Fremont, Nebraska, proposal to merge with Fremont Bank, N.A., Fremont, Nebraska; 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

- Kansas City Trenton Trust Company, Trenton, Missouri, proposal to merge with Cook and Vencil Bank, Galt, Missouri; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Kansas City Post Bancorp, Inc., Colorado Springs, Colorado, extension of time to March 2, 1984, within which to acquire Northern National Bank, Colorado Springs, Colorado. 1/
- Dallas Placid Oil Company, Dallas, Texas, deregistration statement under Regulation G for registered lender. 1/
- Dallas American National Insurance Company, Galveston, Texas, deregistration statement under Regulation G for registered lender. 1/
- Dallas Fritch State Bank, Fritch, Texas, proposed merger with New Fritch State Bank, Fritch, Texas; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- San Francisco Citizens Commercial Trust and Savings Bank of Pasadena, Pasadena, California, proposed acquisition of assets and assumption of liabilities of the San Marino, California, branch of Barclays Bank of California, San Francisco, California; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- San Francisco Santa Ana Savings & Loan Association, a proposed new bank, Santa Ana, California, proposed acquisition of certain assets and liabilities of the 17th and Bristol branch of Imperial Bank, Los Angeles, California, under the charter and title of the former; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- San Francisco San Jose Interim National Bank, San Jose, California, proposed merger with San Jose National Bank, San Jose, California, under the charter of the former and with the title of the latter; report to the Comptroller of the Currency on competitive factors. 1/
- San Francisco First Interstate Bank of California, Los Angeles, California, extensions of time within which to establish branches: (1) to November 18, 1984, a branch in the vicinity of the intersection of Highway 111 and Country Club Drive, Rancho Mirage; (2) to November 20, 1984, an office in the vicinity of the intersection of Highway 49 and Brunswick Road, Grass Valley; (3) to November 27, 1984, an office in the vicinity

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

ACTIONS OF THE BOARD - Continued

of the intersection of Central and San Tomas Expressways, Santa Clara; and (4) to November 28, 1984, a branch at Rancho Santa Fe Road and San Marcos Boulevard; San Marcos, California. 1/

San
Francisco

BankAmerica Corporation, San Francisco, California, extension of time to December 2, 1984, within which to make an additional investment in BankAmerica Overseas Finance Corporation N.V., Netherlands Antilles. 1/

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

ACTIONS OF THE BOARD - ContinuedTo Merge Pursuant to Section 18(c) of the
Federal Deposit Insurance ActApproved

Atlanta Flagship Bank of Tampa, Tampa, Florida, to merge with
Sun Bank/Hillsborough, Tampa, Florida. 1/

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

Kansas City United Kansas Bank Group, Inc., Merriam, Kansas. 1/
Dallas Union of Texas Bancshares, Inc., Houston, Texas. 1/
Dallas The HNB Corporation, Homer, Louisiana. 1/

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

Cleveland The Fifth Third Bank, Cincinnati, Ohio. To establish
a CBCT branch at Christ Hospital, Cincinnati, Ohio. 1/
Richmond Southern Bank, Richmond, Virginia. To establish a
branch office at 100 McLaws Circle, James City
County, Virginia. 1/
Chicago Genesee Merchants Bank & Trust Co., Flint, Michigan.
To establish automatic tellers at the following
locations: Hurley Medical Center, Hurley Plaza,
Flint, Michigan; Flint Osteopathic Hospital, 3921
Beecher Road, Flint, Michigan; GMI Engineering &
Management Institute, 1700 W. Third Avenue, Flint
Michigan. 1/

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

ACTIONS OF THE BOARD - Continued

- Chicago First of America Bank - Central, Lansing, Michigan.
To establish an off-premise automated teller machine
at the south entrance on the ground floor of the
Oldsmobile Administration Building, 920 Townsend St.,
Lansing, Michigan. 1/
- Kansas City Citizens State Bank and Trust Co., Ellsworth, Kansas.
To establish a facility located at the NW corner of
Intersection of Highways 156 and 140, Ellsworth,
Kansas. 1/
- San Francisco Home Valley Bank, Cave Junction, Oregon. To establish
a branch office to be located in the Deer Creek Plaza
in the vicinity of the intersection of Deer Creek Road
and Redwood Highway in Selma, Oregon. 1/

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Applications and Notifications for International
Investments and Other Actions Pursuant to Section 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

- San Francisco U.S. Bancorp, Portland, Oregon: grants consent to
establish an export trading company, U. S. World
Trade Corporation, Portland, Oregon.

Sixty-Day Notification Period Allowed to Expire

- New York Citibank Overseas Investment Corporation, Wilmington,
Delaware: no objection to acquire additional shares
of Diners Club Deutschland, GmbH, Frankfurt, West
Germany.
- New York Citicorp, New York, New York: no objection to make an
additional investment in Citicorp Credit, Inc., Tokyo,
Japan.
- San Francisco Bank of America NT & SA, San Francisco, California:
to increase its investment in its indirect subsidiary,
RAI Leasing SpA, Milan, Italy.

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 1956

	<u>Approved</u>
Philadelphia	IVP Financial Corporation, Philadelphia, Pennsylvania, for approval to acquire 100 percent of the voting shares of the successor by merger to Industrial Valley Bank and Trust Company, Philadelphia, Pennsylvania.
Cleveland	Peoples Security Bancorp, Inc., Louisa, Kentucky, for approval to acquire 100 percent of the voting shares of The Peoples Security Bank of Louisa, Louisa, Kentucky. <u>1/</u>
Atlanta	NRN Corporation, Newport, Tennessee, for approval to acquire 80 percent of the voting shares of National Bank of Newport, Newport, Tennessee. <u>1/</u>
Atlanta	Peoples Bankshares Incorporated, Eatonton, Georgia, for approval to acquire 100 percent of the voting shares of The Peoples Bank, Eatonton, Georgia. <u>1/</u>
Chicago	Fox Lake Bankshares, Inc., Fox Lake, Wisconsin, for approval to acquire at least 80 percent of the voting shares of State Bank of Fox Lake, Fox Lake, Wisconsin. <u>1/</u>
Chicago	Hills Bancorporation, Hills, Iowa, for approval to acquire 100 percent of the voting shares of Hills Bank and Trust Company, Hills, Iowa. <u>1/</u>
Chicago	KSAD, Inc., Council Bluffs, Iowa, for approval to acquire at least 80 percent of the voting shares of First National Bank of Council Bluffs, Council Bluffs, Iowa.
Chicago	NRG Financial Corporation, Greenwood, Indiana, for approval to acquire 100 percent (less directors' qualifying shares) of the voting shares of the successor by merger to The National Bank of Greenwood, Greenwood, Indiana. <u>1/</u>
Chicago	Westmont Corporation, West Union, Iowa, for approval to acquire 80 percent of the voting shares of The Farmers Savings Bank, West Union, Iowa. <u>1/</u>

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

ACTIONS OF THE BOARD - Continued

- St. Louis First Perry Bancorp, Inc., Pinckneyville, Illinois, for approval to acquire 100 percent of the voting shares of the successor by merger to First National Bank in Pinckneyville, Pinckneyville, Illinois. 1/
- St. Louis Lakeside Bancshares Incorporated, Hughes, Arkansas, for approval to acquire at least 80 percent of the voting shares of The Planters National Bank of Hughes, Hughes, Arkansas. 1/
- Minneapolis Frandsen Bancshares, Inc., Luck, Wisconsin, for approval to acquire 100 percent of the voting shares of Fidelity State Bank, Luck, Wisconsin. 1/
- Minneapolis Kittson Investment Company, Grygla, Minnesota, for approval to acquire 99.2 percent of the voting shares of American State Bank of Grygla, Minnesota.
- Minneapolis Milk River Investments, Inc., Hinsdale, Montana, for approval to acquire at least 80 percent of the voting shares of First National Bank of Hinsdale, Hinsdale, Montana.
- Kansas City The Citizens State Bank and Citizens Holding Corporation Employees' Stock Ownership Plan, Keenesburg, Colorado, for approval to passively increasing its ownership of the voting shares of Citizens Holding Corporation, Keenesburg, Colorado, from 24.90 percent to 41.46 percent. 1/
- Kansas City Farmers and Merchants Bancorp, Inc., Hill City, Kansas, for approval to acquire at least 80 percent of the voting shares of The Farmers and Merchants Bank of Hill City, Hill City, Kansas. 1/
- Kansas City Plainville Bancshares, Inc., Plainville, Kansas, for approval to acquire at least 80 percent of the voting shares of Plainville State Bank, Plainville, Kansas. 1/
- Dallas First Community Financial Corp., Lufkin, Texas, for approval to acquire 100 percent of the voting shares of Community State Bank, Lufkin, 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)(3) of the Bank Holding Company Act of 1956

- Withdrawn
- Dallas First Bancshares of Texas, Inc., Longview, Texas,
for approval to acquire 100 percent of the voting
shares of The First National Bank of Atlanta,
Atlanta, Texas. 1/
- Approved
- Boston The Conifer/Essex Group, Inc., Worcester, Massachusetts,
for approval to acquire 100 percent of the voting shares
of Union National Bank, Lowell, Massachusetts and
Falmouth Bank and Trust Company, Falmouth, Massachusetts. 1/
- Atlanta SouthTrust Corporation, Birmingham, Alabama, for approval
to acquire 75 percent of the voting shares of Citibanc
Group, Inc., Alexander City, Alabama. 1/
- Chicago FIRST OAK BROOK BANCSHARES, INC., Oak Brook, Illinois,
for approval to acquire at least 95.2 percent of the
voting shares of Warrenville Bank and Trust Co.,
Warrenville, 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

- Approved
- New York Chemical New York Corporation, New York, New York,
for approval to acquire through its newly-organized
subsidiary, ASX, Inc., 100 percent of the partnership
interests in Alexander, Scriver and Associates,
Denver, Colorado, and thereby to engage in nonbanking
activities. 1/
- Cleveland F.M.R. Corporation, Hermitage, Pennsylvania, for approval
to acquire the finance receivables and equipment, retain
the personnel, and assume the real estate lease obli-
gations of five offices of Carson Consumer Discount
Company, Wellsboro, Pennsylvania. 1/

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

ACTIONS OF THE BOARD - Continued

- Cleveland Society Corporation, Cleveland, Ohio, for approval to engage in providing management consulting services to RancSystems Association, Rocky River, Ohio, a nondepository institution.
- Chicago Comerica Incorporated, Detroit, Michigan, for approval to establish a de novo subsidiary, Comerica-Midwest, N.A., and to engage de novo in making or acquiring for its own account or for the account of others, loans and other extensions of credit, such as would be made by a finance or credit card company in Toledo, Ohio.
- St. Louis Lakeside Ranchshares Incorporated, Hughes, Arkansas, for approval to engage directly in real estate appraisals. 1/

Permitted

- Boston Fleet Financial Group, Inc., Providence, Rhode Island, notification of intent to engage in de novo activities ((i) origination and sale of residential and commercial mortgage loans and loans secured by junior liens on residential real estate; (ii) servicing of residential and commercial mortgage loans and loans secured by junior liens on residential real estate) at writers' Five Building, 1873 South Bellaire Street, Denver, Colorado, the service area will be the Colorado counties of : Adams, Arapahoe, Boulder, Clear Creek, Douglas, Elbert, El Paso, Gilpin, Jefferson, Larimer, Morgan, Park, Teller, Weld, through its subsidiary, Fleet Mortgage Corp. (11/19/83) 3/
- 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

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 Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

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 Pickwick Plaza, Building 3A, Greenwich, Connecticut, through its subsidiary, Chase Manhattan Financial Services, Inc. (11/16/83) 3/

New York

Citicorp, New York, New York, requests permission to expand the service area to include the State of Connecticut of an existing 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 purchasing and servicing for its own account of sales finance contracts; the extension of loans to dealers for the financing of inventory [floor planning] and working capital purposes; and the servicing, for any person, of loans and other extensions of credit) at Braintree Hill Office Park, 25 Braintree Hill Park, Braintree, Massachusetts, through its subsidiary, Citicorp Acceptance Company, Inc. (Delaware) (11/17/83) 3/

New York

Citicorp, New York, New York, requests permission to expand the service area of an existing office to include 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; 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 loans; and the servicing, for any person, of loans and other extensions of credit) at 800 Dutch Square Blvd., Dutch Plaza, Suite 100, Columbia, South Carolina, through its subsidiary, Citicorp Acceptance Company, Inc. (11/17/83) 3/

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

ACTIONS OF THE BOARD - Continued

the Texas Credit Code) at 10501 Market, Houston, Texas, the service area will be Harris County, Texas, through its subsidiary, Mercury Acceptance Corporation (11/18/83) 3/

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 9461 Wilshire Boulevard, Suite 100, Beverly Hills and 1101 Westwood Boulevard, Suite 100, Los Angeles, both located in California, serving all fifty States and the District of Columbia, through its subsidiary, Charles Schwab & Co., Inc. (11/15/83) 3/

San
Francisco

First Interstate Bancorp, Los Angeles, California, notification of intent to engage in de novo activities (in making or acquiring loans and other extensions of credit, such as commercial loans secured by a borrower's inventory, accounts receivable or other assets, and servicing loans) in the St. Louis, Missouri area, serving the Midwestern States, through its subsidiary, First Interstate Commercial Corporation (11/14/83) 3/

San
Francisco

Frontier Bancorp, Vista, California, notification of intent to engage in de novo activities (in servicing and selling loans in the secondary market permitted by the California Personal Property Brokers' Law) these activities would be conducted in the State of California, through its subsidiary, Vista Frontier Financial Services, Inc. (11/14/83) 3/

San
Francisco

Security Pacific Corporation, Los Angeles, California, notification of intent to engage in de novo activities (in making or acquiring for its own account or for the account of others, loans and extensions of credit, including making consumer installment personal loans, purchasing consumer installment sales finance contracts, making loans to small businesses and other extensions of credit such as would be made by a factoring company or a consumer finance company, and acting as broker or agent for the sale of credit-related life, accident and health insurance, such insurance activities being permitted pursuant to Section 601(A) and (D) of Title VI of the Garn-St Germain Act) at 2627 Hyman Boulevard,

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

ACTIONS OF THE BOARD - Continued

Staten Island, New York, serving the State of New York, through its subsidiaries, Security Pacific Finance Corp. and SPF Credit Services, Inc. (11/19/83) 3/

San
Francisco

Security Pacific Corporation, Los Angeles, California, notification of intent to engage in de novo activities (in making or acquiring for its own account or for the account of others, loans and extensions of credit, including making consumer installment personal loans, purchasing consumer installment sales finance contracts, making loans to small businesses and other extensions of credit such as would be made by a factoring company or a consumer finance company and acting as broker or agent for the sale of credit life, accident and health insurance, and credit property insurance, such insurance activities being permitted pursuant to Section 601(A) and (D) of Title VI of the Garn-St Germain Act) at 7827 Colina, City of Industry, California, serving the State of California, through its subsidiary, Security Pacific Finance Corp. (11/19/83) 3/

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

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

Philadelphia Girard Bank, Rala Cynwyd, Pennsylvania. To establish a Remote Service Facility at the Philadelphia International Airport, Philadelphia, Pennsylvania. 2/

Philadelphia Girard Bank, Rala Cynwyd, Pennsylvania. To establish a Remote Service Facility at Texaco Service Station, 1551 Wadsworth Avenue, Philadelphia, Pennsylvania. 2/

Philadelphia The Bank of New Jersey, Moorestown, New Jersey. To establish a new ATM site at the new entrance of the Medford Thriftway Store, 666 Stokes Road, Medford, New Jersey. 2/

Richmond United Virginia Bank, Richmond, Virginia. To establish a freestanding ATM at the Plaza Office branch, Radford Shopping Center, Fairlawn, Virginia. 2/

Atlanta Trust Company Bank, Atlanta, Georgia. To establish a branch located at 223 Perimeter Center Parkway, Atlanta, Georgia. 2/

Chicago Comerica Bank-Detroit, Michigan. To establish an EFT to be located at Detroit Metropolitan Airport, Road Commission, Detroit, Michigan. 2/

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

St. Louis MidAmerica Bank and Trust Company of Edgemont, East St. Louis, Illinois.

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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 - Continued

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

New York	Citibank, N.A., New York, New York: requests consent to, directly or indirectly, acquire additional shares of Diners Club of Greece S.A., Athens, Greece.
New York	Citibank Overseas Investment Corporation, Wilmington, Delaware: prior notification of intent to make an additional investment in Carte Blanche Australia Limited, Sydney, Australia.
New York	Marine Midland Banks, Inc., Buffalo, New York: prior notification of its intent to acquire 57 percent of the total equity of Shorcan International Brokers Limited, Toronto, Canada.
San Francisco	Union Bancorp, Los Angeles, California: prior notification of its intent to expand the activities of its export trading company, StanChart Export Services Company.

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To Establish an Overseas Branch of a Member Bank
Pursuant to Section 25 of the Federal Reserve Act

Boston	State Street Bank and Trust Company, Boston, Massachusetts: requests consent to establish a branch in London, England.
New York	Citibank, N.A., New York, New York: prior notification of its intent to open an initial branch in Kathmandu, Nepal.

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APPLICATIONS RECEIVED - ContinuedTo Form a Bank Holding Company Pursuant to Section
3(a)(1) of the Bank Holding Company Act of 1956

Cleveland	Community Holding Company, Inez, Kentucky, for approval to acquire at least 80 percent of the voting shares of Inez Deposit Bank, Inez, Kentucky. <u>2/</u>
Atlanta	Farmers & Merchants Bancshares, Inc., Adel, Georgia, for approval to acquire at least 84.5 percent of the voting shares of The Farmers and Merchants Bank, Adel, Georgia. <u>2/</u>
Atlanta	Peoples First National Bancshares, Inc., North Miami Beach, Florida, for approval to acquire at least 95.06 percent of the voting shares of Peoples First National Bank, North Miami Beach, Florida. <u>2/</u>
Chicago	The Heritage Group, Inc., Woodridge, Illinois, for approval to acquire at least 96.05 percent of the voting shares of Heritage Bank of Woodridge, Woodridge, Illinois. <u>2/</u>
Chicago	Midwest Bancshares, Inc., Park Forest South, Illinois, for approval to acquire at least 80 percent or more of the voting shares of Heritage Bank of Park Forest South, Park Forest South, Illinois. <u>2/</u>
Chicago	Robanco Financial Corp., Rochester, Indiana, for approval to acquire 100 percent of the voting shares (less directors' qualifying shares) of the successor by merger to the First National Bank of Rochester, Rochester, Indiana. <u>2/</u>
St. Louis	Benton State Bankshares, Inc., Benton, Arkansas, for approval to acquire at least 80 percent of the voting shares of Benton State Bank, Benton, Arkansas. <u>2/</u>
St. Louis	First Sharp County Bankshares, Inc., Ash Flat, Arkansas for approval to acquire at least 80 percent of the voting shares of First National Bank of Sharp County, Ash Flat, Arkansas. <u>2/</u>
St. Louis	Peoples Bank Corporation, Mountain Home, Arkansas, for approval to acquire 100 percent of the voting shares of Peoples Bank & Trust Company, Mountain Home, Arkansas. <u>2/</u>

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	Spurgeon Financial Corporation, Spurgeon, Indiana, for approval to acquire 100 percent of the voting shares of The Spurgeon State Bank, Spurgeon, Indiana. <u>2/</u>
Minneapolis	Security Shares, Inc., Mankato, Minnesota, for approval to acquire at least 81.04 percent of the voting shares of Security State Bank of Mankato, Mankato, Minnesota. <u>2/</u>
Minneapolis	Vermillion Bancshares, Inc., Vermillion, Minnesota, for approval to acquire at least 85.3 percent of the voting shares of Vermillion State Bank, Vermillion, Minnesota. <u>2/</u>
Kansas City	APM Bancorp., Inc., Kansas City, Kansas, for approval to acquire at least 80 percent of the voting shares of Arrowhead State Bank of Kansas City, Kansas City, Kansas. <u>2/</u>
Kansas City	Handi-Bancshares, Inc., Salina, Kansas, for approval to acquire at least 97 percent of the voting shares of First Handi-Bancshares, Inc., Salina, Kansas, and indirectly First National Bank and Trust Company, Salina, Kansas. <u>2/</u>
Kansas City	MCR Inc., Englewood, Colorado, for approval to acquire 100 percent of the voting shares of The National City Bank of Denver, Denver, Colorado. <u>2/</u>
Dallas	Alvin Bancshares, Inc., Alvin, Texas, for approval to acquire 100 percent of the voting shares of Alvin State Bank, Alvin, Texas. <u>2/</u>
Dallas	RanchHills PanCorp., Inc., Austin, Texas, for approval to acquire at least 80.7 percent of the voting shares of Bank of the Hills, Austin, Texas. <u>2/</u>
Dallas	Kerens Financial, Inc., Kerens, Texas, for approval to acquire 100 percent of the voting shares of The First State Bank of Kerens, Kerens, Texas. <u>2/</u>
Dallas	Marble Falls National Bancshares, Inc., Marble Falls, Texas, for approval to acquire 100 percent of the voting shares of Marble Falls National Bank, Marble Falls, Texas. <u>2/</u>

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

Dallas Poth Bancorporation, Inc., Poth, Texas, for approval to acquire 100 percent of the voting shares of The First National Bank of Poth, Poth, Texas. 2/

San Francisco RSP Bancorp, San Pedro, California, for approval to acquire 100 percent of the voting shares of Bank of San Pedro, San Pedro, California. 2/

San Francisco New Nevada National Bancorporation, Inc., Reno, Nevada, for approval to acquire 100 percent of the voting shares of Nevada National Bancorporation, Inc., and indirectly Nevada National Bank, both of Reno, Nevada. 2/

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

Richmond Centurion Bancorp, Inc., Charleston, West Virginia, for approval to acquire 100 percent of the voting shares of Cardinal State Bank, Beckley, West Virginia. 2/

Richmond MCNR Corporation, Charlotte, North Carolina, for approval to acquire 100 percent of the voting shares of Ellis Banking Corporation, Bradenton, Florida and indirectly up to 100 percent of Ellis Bank & Trust Company, Sarasota, Florida; Ellis Springs Bank, Tarpon Springs, Florida; Ellis Commercial Bank, Live Oak, Florida; Ellis Bank of Blountstown, Blountstown, Florida; Ellis Fort Myers Bank, Fort Myers, Florida; Ellis Peoples Bank, Gainesville, Florida; Ellis Bank of Indian Rocks, Largo, Florida; Ellis Highlands Bank, Avon Park, Florida; Dixie County State Bank, Cross City, Florida; Ellis First National Bank of Bradenton, Bradenton, Florida; Ellis First National Bank of West Pasco, New Port Richey, Florida; Ellis First National Bank in Tarpon Springs, Tarpon Springs, Florida; Royal Trust Bank of Florida, St. Petersburg, Florida; Ellis National Bank of Central Florida, Tampa, Florida; Ellis First National Bank of Jay,

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

- Jay, Florida; Ellis National Bank of Tallahassee, Tallahassee, Florida; Ellis Bank of Northeast Florida, N.A., De Pary, Florida; and Jacksonville National Bank, Jacksonville, Florida. 2/
- Richmond Union Bancorp of West Virginia, Inc., Clarksburg, West Virginia, for approval to acquire 100 percent of the voting shares of First National Bank in Philippi, Philippi, West Virginia. 2/
- Atlanta The Colonial BancGroup, Inc., Montgomery, Alabama, for approval to acquire 100 percent of the voting shares of the successor by merger to The Bank of Huntsville, Huntsville, Alabama, and the successor by merger to Citizens National Bank of Opp, Opp, Alabama. 2/
- St. Louis General Bancshares Corporation, St. Louis, Missouri, for approval to acquire indirect control of 100 percent of the voting shares of The Charleston National Bank, Charleston, Illinois, and at least 51 percent of the voting shares of Ashmore State Bank, Ashmore, Illinois. 2/
- Dallas Southwest Bancshares, Inc., Houston, Texas, for approval to acquire 100 percent of the voting shares of Bank of the Southwest, N.A., Las Colinas, Irving, Texas, a proposed new bank. 2/
- Dallas Victoria Bank, Inc., Victoria, Texas, for approval to acquire 10 percent of the voting shares of Mercantile National Bank of Kingsville, Kingsville, Texas. 2/

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To Expand a Bank Holding Company Pursuant to Section
3(a)(5) of the Bank Holding Company Act of 1956

- St. Louis General Bancshares Corporation, St. Louis, Missouri, for approval to acquire through the merger of Mid-Central Bancshares, Inc., Charleston, Illinois, General Bancshares Corporation of Illinois, Belleville, Illinois. 2/
- Kansas City Central Service Corporation, Enid, Oklahoma, for approval to merge with Nichols Hills Bancorporation, Inc., Oklahoma City, Oklahoma, and indirectly acquire Nichols Hills Bank, Nichols Hills, Oklahoma. 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
4(c)(8) of the Bank Holding Company Act of 1956

- Boston Old Stone Corporation, Providence, Rhode Island, for approval to acquire 100 percent of the outstanding stock of Old Stone Mortgage Corporation, Seattle, Washington, from its subsidiary, Old Stone Bank, Providence, Rhode Island.
- 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 One Tampa city Center, 201 N. Franklin Street, Tampa, Florida, through its subsidiaries, Citicorp Person-to-Person Financial Center of Florida, Inc. and Citicorp Homeowners, Inc. (11/16/83)
- 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 41 Lake Morton Drive, Lakeland, Florida, through its subsidiaries, Citicorp Person-to-Person Financial Center of Florida, Inc. and Citicorp Home Owners, Inc. (11/14/83)

APPLICATIONS RECEIVED - Continued

- Richmond Dominion Bankshares Corporation, Roanoke, Virginia, notification of intent to engage in de novo activities (originating residential, commercial, industrial, and construction loans for its own account and for sale to others; servicing such loans for others; and in the sale of credit life insurance, credit accident and health insurance, credit disability, mortgage redemption and mortgage accident and health insurance in connection with such mortgage loans, through its subsidiary, Dominion Bankshares Mortgage Corporation; and acting as insurance agent or broker with respect to credit life insurance, credit accident and health insurance, credit disability, mortgage redemption and mortgage accident and health insurance related to or arising out of loans made or credit transactions involving Dominion Bankshares Mortgage Corporation, through its subsidiary, Dominion Bankshares Services, Inc.) at 3819-G South George Mason Drive, Paileys Crossroads, Virginia (11/10/83)
- Richmond South Carolina National Corporation, Columbia, South Carolina, for approval to acquire the assets of Union Finance Corporation - Emporia, Virginia Branch, Emporia, Virginia.
- Atlanta Peoples Equity Shares, Inc., Carrollton, Georgia, notification of intent to engage in de novo activities (making or acquiring loans and other extensions of credit such as would be made by a mortgage company; servicing such loans for others in accordance with the Board's Regulation Y) the activities would be performed in the States of Georgia and Alabama, through its subsidiary, Peoples Equity Mortgage Co. (11/14/83)
- St. Louis First American Bancshares, Inc., North Little Rock, Arkansas, notification of intent to engage in de novo activities (in underwriting of credit life and credit accident and health insurance directly related to its extensions of credit by its subsidiaries) these activities would be performed primarily in the counties of Pulaski, Saline, Lonoke, and Garland Counties, Arkansas, and the surrounding area, through its subsidiaries, First American National Bank and First American Bank, and proposed subsidiary, Grand National Bank (11/9/83)
- St. Louis Mid-South Bancorp, Inc., Franklin, Kentucky, notification of intent to engage in de novo activities (as agent for the sale of life or health insurance directly related to extensions of credit by Simpson County Bank, Franklin, Kentucky, its subsidiary) these activities would be conducted in the trade area of the Simpson County Bank

APPLICATIONS RECEIVED - Continued

- in Kentucky (Logan, Warren, Allen and Simpson Counties) and Tennessee (Robertson and Sumner Counties) through its subsidiary, Mid-South Credit Insurance Services, Inc. (11/14/83)
- St. Louis Northwest Arkansas Bancshares, Inc., Bentonville, Arkansas, notification of intent to engage in de novo activities (in acquiring loans for its own account and mortgage brokering) (11/7/83)
- Kansas City Grant Bancshares, Inc., Grant, Nebraska, for approval to acquire all of the operating assets of the Grant Service Insurance Agency, Inc., Grant, Nebraska, an insurance company engaged in the sale of general insurance.
- Dallas Western Bancshares of Truth or Consequences, Inc., Truth or Consequences, New Mexico, notification of intent to engage in de novo activities (making or acquiring, for its own account or for the account of others, loans and other extensions of credit (including issuing letters of credit and accepting drafts), such as would be made, for example, by a mortgage, finance, credit card, or factoring company) serving Sierra County, New Mexico and El Paso County, Texas (11/15/83)
- San Francisco BankAmerica Corporation, San Francisco, California, notification of intent to expand de novo activities (in the activities of making or acquiring for their own account loans and other extensions of credit such as would be made or acquired by a finance company; servicing loans and other extensions of credit; and offering credit-related life insurance and credit-related accident and health insurance; credit-related property insurance will be offered by the Jackson and Picayune offices of both corporations in the States of Mississippi and Louisiana; credit-related property insurance will be offered by the Tupelo office of both corporations in the State of Mississippi; however, neither corporation will offer credit-related property insurance in the State of Tennessee; the aforementioned credit-related insurance activities are permissible under Section 4(c)(8)(A) and/or (D) of the Bank Holding Company Act of 1956, as amended by the Garn-St Germain Depository Institutions Act of 1982; such activities will include, but not be limited to, making loans and other extensions of credit to consumers and businesses, making loans secured by real and personal property, purchasing installment

APPLICATIONS RECEIVED - Continued

sales finance contracts, and offering credit-related life, credit-related accident and health, and credit-related property insurance directly related to extensions of credit made or acquired by both corporations; credit-related life and credit-related accident and health insurance may be reinsured by RA Insurance Company, Inc., an affiliate of both corporations) at 1850 S. West Street, Suite C, Jackson, Mississippi, serving the State of Mississippi and Louisiana; 417 Highway 43 South, Picayune, Mississippi, serving the entire States of Mississippi and Louisiana and 311 West Main Street, Tupelo, Mississippi serving the entire States of Mississippi and Tennessee, through its subsidiaries, FinanceAmerica Corporation and Finance America Industrial Plan Inc. (both Mississippi corporations) (11/16/83)

San
Francisco

RankAmerica Corporation, San Francisco, California, notification of intent to engage in de novo activities (in the activities of making or acquiring for its own account loans and other extensions of credit such as would be made or acquired by a finance company; servicing loans and other extensions of credit; and offering credit-related life insurance and credit-related accident and health insurance; the aforementioned credit-related insurance activities are permissible under Section 4(c)(8)(A) of the Bank Holding Company Act of 1956, as amended by the Garn-St Germain Depository Institutions Act of 1982, credit-related property insurance will not be offered; such activities will include, but not be limited to, making loans and other extensions of credit to consumers and businesses, making loans and other extensions of credit secured by real and personal property, purchasing installment sales finance contracts, and offering credit-related life and credit-related accident and health insurance directly related to extensions of credit made or acquired by FinanceAmerica Corporation; credit-related life and credit-related accident and health insurance may be reinsured by RA Insurance Company, Inc., an affiliate of FinanceAmerica Corporation) at 7820 North University Drive, Peoria, Illinois, serving the entire State of Illinois, through its subsidiary, FinanceAmerica Corporation (a Delaware corporation) (11/17/83)

APPLICATIONS RECEIVED - Continued

San
Francisco

Security Pacific Corporation, Los Angeles, California,
notification of intent to engage in de novo
activities (in leasing activities with respect to personal
property and equipment and real property and servicing
of extensions of credit) at 10 South Lake Avenue,
Pasadena, California, serving the United States,
through its subsidiary, Security Pacific Finance Corp.
(11/18/83)

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REPORTED RECEIVED

None.

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PETITIONS FOR RULEMAKING

None