

ANNOUNCEMENT BY
BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
(H.2, 1983 No. 48)

Actions of the Board; Applications and Reports

Received During the Week Ending December 3, 1983

APPLICABLE
RESERVE BANK

ACTIONS OF THE BOARD

Capital adequacy guidelines, the Board reviewed and reaffirmed amendments to the guidelines adopted in June 1983.

Regulation D amendment, to adjust (1) the amount of transaction accounts subject to a reserve requirement ratio of three percent, and (2) the amount of reservable liabilities of each depository institution that is subject to a reserve requirement of zero percent.

Regulation Z, Official Staff Commentary Update; comments must be received on or before January 31, 1984.

Private Sector Adjustment Factor (PSAF), extension of the comment period until December 20, 1983.

The Federal Reserve Board has approved the transfer of eight counties in Southeast Oklahoma from the Eleventh (Dallas) District to the Tenth (Kansas City) District; these counties include Atoka, Bryan, Choctaw, Coal, Johnston, McCurtain, Marshall and Pushmataha; the area would become part of the territory served by the Oklahoma City Branch of the Kansas City Reserve Bank; this change will become effective May, 1984.

Boston

Northeast Bank, Portland, Maine, proposal to merge with Northeast Bank N.A. of Farmington, Farmington, Maine; Northeast Bank of Guilford, Guilford; Northeast Bank of Lincoln, Lincoln; Northeast Bank of Millinocket, Millinocket; and Northeast Bank & Trust Co., Bangor, Maine; 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

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| New York | TSB Services, Inc., Spencer, New York, extension of time to February 22, 1984, within which to become a bank holding company through the acquisition of Tioga State Bank, Spencer, New York. <u>1/</u> |
| Philadelphia | Farmers and Merchants National Bank of Bridgeton, Bridgeton, New Jersey, proposal to merge with The New Farmers and Merchants National Bank, Bridgeton, New Jersey, under the charter and title of the former; report to the Comptroller of the Currency on competitive factors. <u>1/</u> |
| Philadelphia | First National Bank of Toms River, N.J., Toms River, New Jersey, proposal to purchase seven branches of First Peoples Bank of New Jersey, Westmont, New Jersey, to be operated under the charter and title of the former; report to the Comptroller of the Currency on competitive factors. <u>1/</u> |
| Philadelphia | NCB Bank, Williamsport, Pennsylvania, proposal to merge with Tri-County National Bank, Middleburg, Pennsylvania, under the title and charter of the former; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u> |
| Cleveland | Dollar Savings Bank Company, Niles, Ohio, an investment in bank premises. <u>1/</u> |
| Richmond | Cardinal State Bank, National Association, Beckley, West Virginia, proposed acquisition of assets and assumption of liability to pay deposits made in Cardinal State Bank, Beckley, West Virginia; report to the Comptroller of the Currency on competitive factors. <u>1/</u> |
| Atlanta | Southeast Banking Corporation, Miami, Florida, termination of registration. |
| Atlanta | Fidelity Union Trust Company of Florida, N.A., Boca Raton, Florida, proposed merger with First National Trust Company, Boca Raton, Florida; 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

- Atlanta Florida National Bank, Jacksonville, Florida, proposed merger with Royal Trust Bank, Gulfport; Royal Trust Bank, N.A., Miami; Royal Trust Bank of Florida, N.A., St. Petersburg; and Royal Trust Bank of Palm Beach, N.A., Palm Beach, Florida; report to the Comptroller of the Currency on competitive factors. 1/
- Atlanta Bank of the South, Metairie, Louisiana, proposed merger with New Bank of the South, Metairie, Louisiana; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Atlanta Southern National Banks, Inc., Fort Walton Beach, Florida, extension of time to March 12, 1984, within which to become a bank holding company through the acquisition of First National Bank of Okaloosa County, Fort Walton Beach, Florida. 1/
- Atlanta Gulfcoast Bancshares, Inc., Palmetto, Florida, extension of time to March 10, 1984, within which to become a bank holding company through the acquisition of County Bank, Palmetto, Florida. 1/
- Atlanta Citrus Banking Corporation, Tampa, Florida, extension of time to February 26, 1984, within which to become a bank holding company through the acquisition of Citrus Park Bank, Tampa, Florida. 1/
- Chicago Security Savings Bank, Eagle Grove, Iowa, application for prior approval to acquire the assets of and assume liability to pay deposits made in Goldfield State Bank, Goldfield, Iowa; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Chicago FIRST WATSEKA BANC CORPORATION, Watseka, Illinois, extension of time to February 29, 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 First Trust and Savings Bank of Watseka, Illinois, Watseka, Illinois. 1/

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

ACTIONS OF THE BOARD - Continued

Kansas City	Guaranty Bankshares, Ltd., Cedar Rapids, Iowa, extension of time to March 25, 1984, within which to become a bank holding company through the acquisition of 80 percent or more of the voting shares of Guaranty Bank and Trust Company, Cedar Rapids, Iowa. <u>1/</u>
St. Louis	United Southern Bank, Clarksdale, Mississippi, proposed merger with United Southern Interim Bank, Clarksdale, Mississippi; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>
St. Louis	Plough's Credit Union, Memphis, Tennessee, termination of registration. <u>1/</u>
St. Louis	First State Bank of Dongola, Dongola, Illinois, an additional investment in bank premises. <u>1/</u>
Kansas City	Bank of Holyrood, Holyrood, Kansas, to invest in bank premises. <u>1/</u>
Kansas City	Central Bancorporation, Inc., Central Colorado Company and C.C.B., Inc., all of Denver, Colorado, extension of time to February 2, 1984, within which to acquire Central Bank at Highlands Ranch, N.A., Arapahoe County, Colorado, a proposed new bank. <u>1/</u>
Kansas City	FirstBank Holding Company of Colorado, Lakewood, Colorado, extension of time to March 7, 1984, within which to acquire FirstBank at Arapahoe/Yosemite, Englewood, Colorado. <u>1/</u>
Kansas City	Morgan Capital Corporation, Fort Morgan, Colorado, extension of time to January 30, 1984, within which to acquire Fort Morgan State Bank, Fort Morgan, Colorado. <u>1/</u>
Dallas	Chester State Bank, Chester, Texas, proposed merger with New Chester Bank, Chester, Texas; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>

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

ACTIONS OF THE BOARD - Continued

San
Francisco

Fresno Bank of Commerce, Fresno, California, proposed merger with Continental National Bank, Fresno, California, under the charter of the former and the title of Continental Bank of Commerce; 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 - ContinuedTo Merge Pursuant to Section 18(c) of the
Federal Deposit Insurance ActApproved

Boston The Merrill Trust Company, Bangor, Maine, to acquire the assets and assume the liability to pay deposits of the Boothbay Harbor, Maine office of Canal Bank and Trust Company, Portland, Maine. 1/

Richmond First Virginia Bank of the Peninsula, Grafton, Virginia, to acquire the assets and assume deposit liabilities of the Grafton, Hayes, Gloucester, and Williamsburg, Virginia, offices of First Virginia Bank of Tidewater, Norfolk, Virginia. 1/

Richmond First Virginia Bank of the Peninsula, Grafton, Virginia, to acquire the assets and assume deposit liabilities of the Williamsburg Office of Virginia National Bank, Norfolk, Virginia. 1/

Richmond First Virginia Bank-Central, Charlottesville, Virginia, to merge with First Virginia Bank of Orange, Orange, Virginia. 1/

Atlanta First Georgia Bank, Atlanta, Georgia, to acquire certain assets and assume certain liabilities of Capital City Bank, Hapeville, Georgia. 1/

Atlanta Northwest Interim Bank, Tallahassee, Florida, to merge with Citizens Commercial Bank of Tallahassee, Tallahassee, Florida. 1/

Minneapolis Northwestern Bank of Commerce, Duluth, Minnesota, to merge with North Shore State Bank, Duluth, Minnesota. 1/

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

ACTIONS OF THE BOARD - Continued

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

	<u>Approved</u>
Chicago	Marine Interim Bank, Antigo, Wisconsin. <u>1/</u>
Richmond	First Virginia Bank of the Peninsula, Grafton, Virginia. <u>1/</u>

* * * * *

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

	<u>Approved</u>
Richmond	Bank of Northumberland, Incorporated, Heathsville, Virginia. To establish a branch at the inter- section of U.S. Route 360 and State Route 200, Burgess, Virginia. <u>1/</u>
Richmond	First Russell County Bank and Trust Company, Lebanon, Virginia. To establish a branch at the inter- section of U.S. Highway 19 and McBroom Street, Washington County, Virginia. <u>1/</u>
Richmond	Farmers and Miners Bank of Lee County, Pennington Gap, Virginia. To establish a branch at the inter- section of Route 694 and U.S. Highway 58, Lee County, Virginia. <u>1/</u>
Cleveland	The Dollar Savings Bank Company, Niles, Ohio. To establish a branch office at 3725 Main Street, Mineral Ridge, Ohio. <u>1/</u>
Atlanta	First Independence Bank, Ft. Myers, Florida. To establish a branch at 2245 Palm Ridge Road, Sanibel, Florida. <u>1/</u>

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

ACTIONS OF THE BOARD - ContinuedIssued Intent Not to Disapprove Change of Control
Pursuant to Change in Bank Control Act of 1978

	<u>Not Disapproved</u>
Minneapolis	Park Rapids Bancshares, Inc., Park Rapids, Minnesota. <u>1/</u>
Minneapolis	American State Bank of Pierre, Pierre, South Dakota. <u>1/</u>
Kansas City	Las Vegas Bancorporation, Las Vegas, New Mexico. <u>1/</u>

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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

	<u>Approved</u>
New York	Banco Del Credito de Peru, Lima, Peru: grants permission to enter into an agreement to convert its limited Federal agency located in New York City, to a limited Federal branch. (12/1/83) <u>1/</u>
New York	Manufacturers Hanover Corporation, New York, New York: grants consent for an extension of time to September 6, 1988 to divest of a drill barge known as the "Mission Viking" that was acquire on September 6, 1978 as a result of a debt previously contracted.
New York	<u>Sixty Day Notification Period Allowed to Expire</u> Citibank Overseas Investment Corporation, Wilmington, Delaware: no objection to acquire additional shares of Diners Club of Greece, S.A., Athens, Greece.
New York	Citibank Overseas Investment Corporation, Wilmington, Delaware: no objection to acquire additional shares of Diners Club De France S.A., Paris, France.

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

ACTIONS OF THE BOARD - Continued

San Francisco Sixty Day Notification Period Waived
First Interstate Bancorp, Los Angeles, California:
no objection to make an additional investment in
First Interstate Overseas, N.V., Netherlands
Antilles.

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

Atlanta Approved
National Bank of Georgia, Atlanta, Georgia: grants
permission to establish a branch in Grand Cayman,
Cayman Islands, British West Indies. (11/29/83) 1/

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

New York Approved
B.N.Y. Holdings Corporation, Wilmington, Delaware,
for approval to acquire at least 99.9 percent of
the voting shares (less directors' qualifying
shares) of The Bank of New York, Wilmington,
Delaware, a proposed new bank. 1/

Cleveland FSB Financial Corp., New Madison, Ohio, for approval
to acquire 100 percent of the voting shares of The
Farmers State Bank and Trust Company, New Madison,
Ohio. 1/

Cleveland Union Bancorp, Inc., West Mansfield, Ohio, for ap-
proval to acquire at least 80 percent of the voting
shares of The Union Banking Company, West Mans-
field, Ohio. 1/

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

ACTIONS OF THE BOARD - Continued

- Atlanta Southeast Mississippi Corporation, Quitman, Mississippi, for approval to acquire at least 80 percent of the voting shares of Southeast Mississippi Bank, Quitman, Mississippi. 1/
- Atlanta The Weatherford Foundation of Red Bay, Inc., Red Bay, Alabama, for approval to acquire at least 54 percent of the voting shares of Bank of Red Bay, Red Bay, Alabama. 1/
- Atlanta Williston Holding Company, Williston, Florida, for approval to acquire 100 percent of the voting shares of Perkins State Bank, Williston, Florida. 1/
- Chicago Denmark Bancshares, Inc., Denmark, Wisconsin, for approval to acquire at least 80 percent of the voting shares of Denmark State Bank, Denmark, Wisconsin. 1/
- Chicago Gardner Bancorp, Inc., Morris, Illinois, for approval to acquire 100 percent of the voting shares (less directors' qualifying shares) of the successor by merger to Exchange Bank, Gardner, Illinois. 1/
- Chicago Park Bancorporation, Inc., Madison, Wisconsin, for approval to acquire 85.7 percent or more of the voting shares of The Park Bank, Madison, Wisconsin. 1/
- St. Louis Citizens National Bancshares of Hope, Inc., Hope, Arkansas, for approval to acquire at least 80 percent of the voting shares of Citizens National Bank of Hope, Hope, Arkansas. 1/
- St. Louis FABCO Sub, Inc., Little Rock, Arkansas, for approval to acquire 100 percent of the voting shares of Pope County Bankshares, Inc. and indirect control of 98.9 percent of Peoples Bank and Trust Company, both of Russellville, Alabama. 1/

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

ACTIONS OF THE BOARD - Continued

- St. Louis First National Bancorporation in Carlyle, Inc., Carlyle, Illinois, for approval to acquire at least 90 percent of the voting shares of First National Bank of Carlyle, Carlyle, Illinois. 1/
- St. Louis Hopkins Bancorp, Inc., Wickliffe, Kentucky, for approval to acquire at least 80 percent of the voting shares of The Citizens State Bank, Wickliffe, Kentucky. 1/
- St. Louis Steeleville Bancshares, Inc., Steeleville, Illinois, for approval to acquire at least 80 percent of the voting shares of First National Bank of Steeleville, Steeleville, Illinois. 1/
- St. Louis United Southern Corporation, Clarksdale, Mississippi, for approval to acquire 100 percent of the voting shares of the successor by merger to United Southern Bank, Clarksdale, Mississippi. 1/
- Minneapolis VH Bancorporation, Inc., Minneapolis, Minnesota, for approval to acquire at least 80.2 percent of the voting shares of Grand Marais State Bank, Grand Marais, Minnesota. 1/
- Kansas City The Carroll Bancorp., Norfolk, Nebraska, for approval to acquire at least 96.2 percent of the voting shares of Farmers State Bank, Carroll, Nebraska. 1/
- Kansas City City National Bancshares of Weatherford, Inc., Weatherford, Oklahoma, for approval to acquire 100 percent of the voting shares of City National Bank of Weatherford, Weatherford, Oklahoma. 1/
- Kansas City Golden Plains Bancshares, Inc., Phillipsburg, Kansas, for approval to acquire at least 86.7 percent of the voting shares of First National Bank, Phillipsburg, Kansas. 1/
- Kansas City Kansas Bank System, Inc., Topeka, Kansas, for approval to acquire at least 97 percent of the voting shares of Kansas State Bank of Manhattan, Manhattan, Kansas. 1/

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

ACTIONS OF THE BOARD - Continued

Kansas City	P.N.B. Financial Corporation, Kingfisher, Oklahoma, for approval to acquire 100 percent of the voting shares of The Peoples National Bank, Kingfisher, Oklahoma. <u>1/</u>
Kansas City	State Financial Investments, Inc., Winfield, Kansas, for approval to acquire 100 percent of the voting shares of The State Bank, Winfield, Kansas. <u>1/</u>
Dallas	East River Bancshares, Inc., Benton, Louisiana, for approval to acquire at least 80 percent of the voting shares (less directors' qualifying shares) of Bank of Benton, Benton, Louisiana. <u>1/</u>
Dallas	Planters United Bancshares, Inc., Rosebud, Texas, for approval to acquire 100 percent of the voting shares of The Planters National Bank of Rosebud, Rosebud, Texas. <u>1/</u>
Dallas	Plaza Bancorporation, Inc., Dallas, Texas, for approval to acquire 100 percent of the voting shares of Plaza National Bank, Dallas, Texas. <u>1/</u>
Dallas	PSB Financial Corporation, Many, Louisiana, for approval to acquire at least 80 percent of the voting shares of The Peoples State Bank, Many, Louisiana. <u>1/</u>
San Francisco	Alaska Mutual Bancorporation, Anchorage, Alaska, for approval to acquire 100 percent of the voting shares of Alaska Mutual Bank, Anchorage, Alaska. <u>1/</u>
San Francisco	ROS Financial Corp., Spokane, Washington, for approval to acquire 100 percent of the voting shares of Bank of Spokane, Spokane, Washington. <u>1/</u>
San Francisco	Learner Financial Corporation, Orinda, California, for approval to acquire 100 percent of the voting shares of Bank of Contra Costa, Walnut Creek, California and Scott Valley Bank, Yreka, California. <u>1/</u>

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

ACTIONS OF THE BOARD - Continued

- San Francisco Seattle Bancorporation, Seattle, Washington,
for approval to acquire 100 percent of the
voting shares of The Bank of Seattle, Seattle,
Washington. 1/
- San Francisco United Security Bancorporation, Chewelah, Washington,
for approval to acquire 100 percent of the voting
shares of United Security Bank, Chewelah, Washington.
1/

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

- Chicago Withdrawn
Michigan National Corporation, Bloomfield Hills,
Michigan, for approval to acquire 100 percent
of the voting shares of State Bank of Standish,
Standish, Michigan.
- Kansas City United Missouri Bancshares, Inc., Kansas City,
Missouri, for approval to acquire an additional
40.33 percent of the voting shares of Nodaway
Valley Bank, Maryville, Missouri. 1/
- New York Approved
The Bank of New York Company, Inc., New York, New
York, for approval to acquire, indirectly through
its wholly-owned subsidiary, B.N.Y. Holdings
Corporation, Wilmington, Delaware at least 99.9
percent of the voting shares (less directors'
qualifying shares) of The Bank of New York,
Wilmington, Delaware, a proposed new bank. 1/
- Philadelphia NCB Financial Corporation, Williamsport, Penn-
sylvania, for approval to acquire 100 percent
of the voting shares of Tri-County National
Bank, Middleburg, Pennsylvania. 1/

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

ACTIONS OF THE BOARD - Continued

- Richmond First Virginia Banks, Inc., Falls Church, Virginia, for approval to acquire 100 percent of the voting shares of First Virginia Bank of the Peninsula, Grafton, Virginia. 1/
- Atlanta Northwest Florida Banking Corporation, Quincy, Florida, for approval to acquire 100 percent of the voting shares of Citizens Commercial Bank of Tallahassee, Tallahassee, Florida. 1/
- Atlanta Pan American Banks Inc., Miami, Florida, for approval to acquire at least 89.7 percent of the voting shares of The International Bank of Miami, N.A., Miami, Florida. 1/
- Chicago Central Wisconsin Bankshares, Inc., Wausau, Wisconsin, for approval to acquire 51 percent of the voting shares of The Union National Bank of Ashland, Ashland, Wisconsin. 1/
- Chicago Comerica Incorporated, Detroit, Michigan, for approval to acquire 21.6 percent or more of the voting shares of Pontiac State Bank, Pontiac, Michigan.
- Chicago ELM BANCSHARES, INC., Elmhurst, Illinois, for approval to acquire 100 percent of the voting shares (less directors' qualifying shares) of the successor by merger to Bank of Clarendon Hills, Clarendon Hills, Illinois. 1/
- Chicago The Marine Corporation, Milwaukee, Wisconsin, for approval to acquire 100 percent of the voting shares (less directors' qualifying shares) of The Fidelity Savings Bank of Antigo, Antigo, Wisconsin. 1/
- Chicago NBD Bancorp, Inc., Detroit, Michigan, for approval to acquire 100 percent of the voting shares of the successor by consolidation to Pontiac State Bank, Pontiac, Michigan.

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

ACTIONS OF THE BOARD - Continued

- Chicago Peoples Bankshares, Ltd., Waterloo, Iowa, for approval to acquire 100 percent of the voting shares of La Porte City State Bank, La Porte City, Iowa. 1/
- St. Louis First Arkansas Bankstock Corporation, Little Rock, Arkansas, for approval to acquire FABCO Sub, Inc., Little Rock, Arkansas and indirectly acquire 100 percent of the voting shares of Pope County Bankshares, Inc. and indirect control of 98.9 percent of the voting shares of Peoples Bank and Trust Company, both of Russellville, Arkansas. 1/
- St. Louis First Exchange Corp., Jackson, Missouri, for approval to acquire 100 percent of the voting shares of First Exchange Bank of Cape Girardeau, Cape Girardeau, Missouri, a proposed new bank. 1/
- St. Louis First United Bancshares, Inc., El Dorado, Arkansas, for approval to acquire 100 percent of the voting shares of the successor by merger to First National Bank of Magnolia, Magnolia, Arkansas. 1/
- Minneapolis Northstream Investments, Inc., Geddes, South Dakota, for approval to acquire an additional 83.4 percent of the voting shares of Fort Pierre National Bank, Fort Pierre, South Dakota. 1/
- Kansas City BancOklahoma Corp., Tulsa, Oklahoma, for approval to acquire 100 percent of the voting shares of Southwest Tulsa Bank, Tulsa, Oklahoma; 83.57 percent of the voting shares of First Bank in Claremore, Claremore, Oklahoma; 55.90 percent of the voting shares of Affiliated Bank of Sapulpa, N.A., Sapulpa, Oklahoma, a proposed new bank; 87.75 percent of the voting shares of Affiliated Bank of Broken Arrow, N.A., Broken Arrow, Oklahoma, a proposed new bank; 100 percent of the voting shares of Bostates Investment Company, Tulsa, Oklahoma, and indirectly acquire Boulder Bank and Trust Company, Tulsa, Oklahoma; 100 percent of the voting shares of SFC Enterprises, Inc., Tulsa, Oklahoma and indirectly acquire Mercantile Bank and Trust Company, Tulsa, Oklahoma; 100 percent of the voting shares of Citibank, Inc., Tulsa, Oklahoma and indirectly acquire City Bank and Trust Company,

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

ACTIONS OF THE BOARD - Continued

Tulsa, Oklahoma; 100 percent of the voting shares of Quatro Corporation, Tulsa, Oklahoma and indirectly acquire Sand Springs State Bank, Sand Springs, Oklahoma; and 100 percent of the voting shares of American Bancshares, Inc., Tulsa, Oklahoma and indirectly acquire American Bank of Oklahoma, Pryor, Oklahoma.

Kansas City Kansas City Bancshares, Inc., Kansas City, Missouri, for approval to acquire at least 80 percent of the voting shares of Citizens Bank of Appleton City, Missouri, Appleton City, Missouri; at least 80.08 percent of Citizens State Bank of Polk County, Bolivar, Missouri; and 100 percent of the following: Osceola Bank, Osceola, Missouri; Tri-County State Bank of El Dorado Springs, El Dorado Springs, Missouri; The Lowry City Bank, Lowry City, Missouri; and Humansville Bank, Humansville, Missouri. 1/

Kansas City Mid-America Bancshares, Inc., Pleasant Hill, Missouri, for approval to acquire at least 66.11 percent of the voting shares of Citizens Bank of Norborne, Norborne, Missouri. 1/

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. 1/

Dallas United Bankers, Inc., Waco, Texas, for approval to acquire 100 percent of the voting shares of The First National Bank of Commerce, Commerce, Texas. 1/

Dallas United Texas Bancshares, Inc., Austin, Texas, for approval to acquire at least 80 percent of the voting shares of CenTexas Bancshares, Inc., Cranfills Gap, Texas and indirectly acquire First Security State Bank, Cranfills Gap, Texas. 1/

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

ACTIONS OF THE BOARD - Continued

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

Approved

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| Cleveland | Pennbancorp, Titusville, Pennsylvania, for approval to acquire 100 percent of the voting shares of First Seneca Corporation, Oil City, Pennsylvania and indirectly acquire First Seneca Bank, Butler, Pennsylvania. |
| Atlanta | Barnett Banks of Florida, Inc., Jacksonville, Florida, for approval to merge with Southern Banks of Florida, Inc., High Springs, Florida and indirectly acquire High Springs Bank, High Springs, Florida. 1/ |
| Chicago | Indiana Bancorp, Fort Wayne, Indiana, for approval to merge with Financial Incorporated, Fort Wayne, Indiana and indirectly acquire Peoples Trust Bank, Fort Wayne, Indiana. |

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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

- | | |
|-------------|--|
| Cleveland | PNC Financial Corporation, Pittsburgh, Pennsylvania, for approval to purchase a 10 percent interest in PNC Securities, Inc., Philadelphia, Pennsylvania, a proposed discount securities brokerage concern. |
| Kansas City | BancOklahoma Corporation, Tulsa, Oklahoma, for approval to engage, indirectly, in the sale of credit life insurance and credit accident and health insurance through the acquisition of 100 percent of the voting shares of Affiliated Bancs, Inc., Tulsa, Oklahoma, which owns 100 percent of the voting shares of Family Protective Life Insurance Co., Tulsa, Oklahoma and in addition, the subsidiary, BancOklahoma Mortgage Corp., Tulsa, Oklahoma proposes to expand its service area to include the entire State of Oklahoma. |

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

ACTIONS OF THE BOARD - Continued

- Kansas City The Carroll Bancorp., Norfolk, Nebraska, for approval to acquire Farmers State Insurance Agency, Carroll, Nebraska. 1/
- Delayed
- Dallas Rio Grande Bancshares, Inc., Las Cruces, New Mexico, notification of intent to engage in de novo activities (in the activity of providing data processing and data transmission services, data bases or facilities [including data processing and data transmission hardware, software, documentation and operating personnel] for its internal operations and those of its subsidiary banks and providing microfiche processing for its internal operations and those of its subsidiary banks and to others) (12/1/83) 3/
- San Francisco TRABANC, Salt Lake City, Utah, notification of intent to engage in de novo activities (in providing data processing and data transmission services, data bases and facilities [including hardware, software, documentation and operating personnel]) at 460 Lawndale Drive, Salt Lake City, Utah, serving Utah, Idaho and Wyoming, through its subsidiary, TRADATA (12/1/83) 3/
- Reactivated
- New York Citicorp, New York, New York, requests permission to establish de novo offices. Citicorp Homeowners, Inc. proposes to engage 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 2062 N. Gallatin Road, Madison, Tennessee; 28 White Bridge Road, Nashville, Tennessee; 1213 Park, Place Center, Memphis, Tennessee and the Plaza at Downtown West,

- 1/ Application processed on behalf of the Board of Governors under delegatd 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

8078 Kingston Pike, Knoxville, Tennessee, through its subsidiary, Citicorp Homeowners, Inc. (11/29/83)
3/

New York

Citicorp, New York, New York, requests permission to establish de novo offices. Citicorp Mortgage Corporation proposes to engage 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 2060 Richmond Road, Lexington, Kentucky and Plainview Village Center, 9944 Linn Station Road, Louisville, Kentucky, through its subsidiary, Citicorp Mortgage Corporation (11/29/83) 3/

Permitted

Boston

Bank of Boston Corporation, Boston, Massachusetts, notification of intent to engage in de novo activities (in the activity of acting as underwriters for credit life insurance which is directly related to its extensions of credit) at 100 Federal Street, Boston, Massachusetts, these activities would be performed in the state of Massachusetts, through its subsidiary, Bulfinch Life Insurance Company (12/1/83)
3/

Boston

Bank of Boston Corporation, Boston, Massachusetts, notification of intent to engage in de novo activities (in providing data processing and transmission services to others where: (a) data to be processed or furnished are financial, banking or economic, and the services are provided pursuant to a written agreement so describing and limiting the services; (b) the facilities are designed, marketed and operated for the processing and transmission of financial, banking or economic data; and (c) hardware in connection therewith is offered only in

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

ACTIONS OF THE BOARD - Continued

conjunction with software designed and marketed for the processing and transmission of financial, banking or economic data, and where the general purpose hardware does not constitute more than 30% of any packaged offering) at One Canal Plaza, Portland, Maine, these activities would be conducted in the state of Maine, through its subsidiary, FBC, Inc. (11/27/83)
3/

New York

Barclays Bank PLC and Barclays Bank International Ltd., both of London, England, request permission to expand the activities of 312 offices to engage in the following activities (the sale at retail, through the offices, of money orders issued by BRI, American Express or another reputable financial services company and having a face value not exceeding \$1,000) in Alabama, Arizona, Colorado, Delaware, Florida, Georgia, Idaho, Indiana (except for Fort Wayne, Indiana which will be "BAF" of Fort Wayne, Inc. and New Albany, Indiana which will be "BAF" of New Albany, Inc., (both incorporated in Indiana), Kansas, Kentucky and also "BAF" of Kentucky, Inc.), Louisiana, Maryland, Michigan, Mississippi, New Mexico, New York (which will be a New York Corporation), North Carolina, Ohio, Oklahoma, Oregon, South Dakota, Tennessee, Texas (which will be a Texas Corporation), South Carolina, Utah, Virginia, Washington, West Virginia (also as "BAF" of West Virginia (a West Virginia Corporation)) and Wyoming, through its subsidiary, BarclaysAmerican/Financial, Inc.; in Delaware, Florida, North Carolina, Virginia (except in Pulaski and Virginia Beach, Virginia) "BAFS" a North Carolina Corporation d/b/a "BAFS" of Virginia, through its subsidiary, BarclaysAmerican/Financial Services, Inc.; in Arizona, Delaware, Florida, Kentucky (which will only be Louisville, Kentucky), North Carolina, Ohio and Virginia, through its subsidiary, Barclays-American/Mortgage, Inc.; in New York, through its subsidiary, BarclaysAmerican/Retail Services, Inc. (an Ohio Corporation); in Pennsylvania, through its subsidiary, BarclaysAmerican/Consumer Discount Company (a Pennsylvania Corporation) and in Washington, through its subsidiary, BarclaysAmerican/Industrial Loan Corporation (a Washington Corporation) (11/30/83)
3/

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

ACTIONS OF THE BOARD - Continued

New York

Chemical New York Corporation, New York, New York, requests permission to expand the service area of an existing office engaging in the following activities (making or acquiring for its own account loans and other extensions of credit and servicing loans and other extensions of credit including, but not limited to, making or acquiring loans to consumers; making or acquiring loans and other extensions of credit to businesses [including inventory financing]; making or acquiring extensions of credit secured by personal property lease contracts; acting as agent or broker for the sale of credit related insurance directly related to such activities) at 514 South Stratford Road, Winston-Salem, North Carolina, through its subsidiary, Sunamerica Corporation (11/30/83) 3/

New York

Chemical New York Corporation, New York, New York, requests permission to relocate an office engaging in the following activities (operating as an industrial bank in the manner authorized by the laws of the State of Colorado, including receiving time savings deposits; making direct loans and purchasing sales finance contracts and such other extensions of credit as would be made or acquired by an industrial bank; and making available to its debtors, credit related insurance) from 1410 South Sheridan Blvd., Denver, Colorado to 8703 Yates Drive, Westminster, Colorado, through its subsidiary, Denver Sunamerica Industrial Bank (12/1/83) 3/

New York

Chemical New York Corporation, New York, New York, requests permission to relocate an office engaging in the following activities (generating and servicing loans and other extensions of credit: making or acquiring consumer loans; acquiring installment contracts from retail sellers covering the time sales of goods and related services; making or acquiring loans and other extensions of credit to businesses [including, but not limited to, inventory financing]; making or acquiring extensions of credit secured by personal property lease contracts; making available to its debtors credit life, credit accident and health,

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

ACTIONS OF THE BOARD - Continued

mortgage life, mortgage disability and property and casualty insurance, all directly related to such extensions of credit) from 5775-F Peachtree Dunwoody Road, Atlanta, Georgia to Embassy Row Office Park, Peachtree Dunwoody Road, Atlanta, Georgia, through its subsidiary, Sunamerica Corporation (12/1/83) 3/

New York

Citicorp, New York, New York, requests permission to expand the activities of 80 offices to include the following activities (the sale of credit-related property and casualty insurance protecting real and personal property subject to a security agreement with Citicorp Savings and to the extent permissible under applicable State insurance laws and regulations) 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 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; 229 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 (Bereford Square Shopping Center), Milpitas; 1101 "J" Street, Modesto; 3430 Tully Road (Tully Manor Shopping Center), Modesto; 15900 Monterey Road (400 Tennant Station), Morgan Hill; 360 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;

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

ACTIONS OF THE BOARD - Continued

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, 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; 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; 2100 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; 501 East Olive Street, Turlock; 1990 N. California Blvd., Walnut Creek; 1910 Tice Valley Blvd. (Rossmore), Walnut Creek; 1360 Grand Avenue, Arroyo Grande; 7190 El Camino Real, Atascadero; 10210 Scripps Ranch Blvd., San Diego; 742 March Street, San Luis Obispo; 1660 So. Broadway, Santa Maria, all located in California, through its subsidiary, Citicorp Savings, a Federal Savings and Loan Association (11/26/83) 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, loans and other extensions of credit, secured or unsecured, to individuals and businesses including, but not limited to, consumer lending, residential and non-residential real estate lending, commercial lending, sales finance, inventory financing, mobile and manufactured home lending, and factoring; leasing personal or real property or acting as agent, broker or advisor 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; servicing loans and other extensions of credit for any person; the sale

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-related life and accident and health insurance by licensed agents or brokers, as required, and the sale of mortgage life and mortgage disability insurance directly related to the extensions of mortgage loans; and the sale of consumer oriented financial management courses) at one Hamden Center, Dixwell and Whitney Avenues, Hamden, Connecticut, through its subsidiary, Citicorp Person-to-Person Financial Center of Connecticut, Inc. (12/1/83) 3/

New York

Citicorp, New York, New York, requests permission to establish 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 creditrelated 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 2060 Richmond Road, Lexington, Kentucky and Plainview Village Center, 9944 Linn Station Road, Louisville, Kentucky, through its subsidiary, Citicorp Mortgage Corporation (11/29/83) 3/

New York

Citicorp, New York, New York, requests permission to establish 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 2062 N. Gallatin Road,

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

ACTIONS OF THE BOARD - Continued

Madison, Tennessee; 28 White Bridge Road, Nashville, Tennessee; 1213 Park, Place Center, Memphis, Tennessee and the Plaza at Downtown West, 4078 Kingston Pike, Knoxville, Tennessee, through its subsidiary, Citicorp Homeowners, Inc. (11/29/83) 3/

New York

Citicorp, New York, New York, requests permission to establish 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) the subsidiaries will each operate an office at each of the following shared locations: Countryside Village Square, 2561 Country Boulevard, Clearwater, Florida and Dadeland Square, 7700 N. Kendall Drive, Miami, Florida, through its subsidiaries, Citicorp Person-to-Person Financial Center of Florida, Inc. and Citicorp Homeowners, Inc. (12/1/83) 3/

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 Three Bedford Farms, Bedford, New Hampshire,

3/ 4(c)(2) notification processed by Reserve Bank on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

through its subsidiaries, Citicorp Person-to-Person Financial Center, Inc. and Citicorp Homeowners, Inc. (12/1/83) 3/

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 Executive Center I, 900 Western America Circle, Mobile, Alabama, through its subsidiaries, Citicorp Person-to-Person Financial Center, Inc. and Citicorp Homeowners, Inc. (12/1/83) 3/

New York

Citicorp, New York, New York, requests permission to expand the service area to include the entire State of New York for 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. in New York d/b/a Citicorp Affiliated Credit (11/27/83) 3/

Atlanta/
New York

Midlantic Banks Inc., Edison, New Jersey, and Florida Coast Banks, Inc., Pompano Beach, Florida, notification of intent to engage in de novo activities (in activities related to or incidental to the trust business including fiduciary, agency, and/or custodial services) at 551 SE 8th Street, Delray Beach, Florida, serving the towns

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 Delray Beach, Boynton Beach, Boca Raton, Gulfstream, Highland Beach, and Ocean Ridge, through their subsidiary, Florida Coast Midlantic Trust Company, N.A. (11/30/83) 3/

Richmond

Dominion Bankshares Corporation, Roanoke, Virginia, notification of intent to engage in de novo activities (performing or carrying on any one or more of the functions or activities that may be performed or carried on by a trust company) at 3150 Leesburg Pike, Vienna, Virginia, through its subsidiary, Dominion Trust Company (12/3/83) 3/

Atlanta

The Flagler Bank Corporation, West Palm Beach, Florida, notification of intent to engage in de novo activities (in generation and sale of residential and commercial mortgages of all type including VFA, VA and FHA mortgages) these activities would be performed in the State of Florida primarily with a concentration in the Palm Beach County area, through its subsidiary, The Flagler Mortgage Company of the Palm Beaches (12/3/83) 3/

Chicago

American Fletcher Corporation, Indianapolis, Indiana, notification of intent to engage in de novo activities (in making or acquiring loans or other extensions of credit for personal, family or household purposes, including loans secured by home equities; purchasing consumer installment sales finance contracts, and acting as agent with respect to credit life and disability insurance on borrowing customers and with respect to insurance which protects property taken as collateral in connection with such extensions of credit) at 9735 E. Washington Street, Indianapolis, Indiana, through its subsidiary, American Fletcher Financial Services, Inc. (12/1/83) 3/

Kansas City

Affiliated Bankshares of Colorado, Inc., Boulder, Colorado, notification of intent to engage in de novo activities (in leasing of real and personal property, and acting as agent, broker or advisor in leasing such property, in accordance with the Board's Regulation Y) these activities would be conducted in the State of Colorado, through a proposed subsidiary, Affiliated First Colorado Lease Company (11/28/83) 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

Kansas City

Anadarko Bancshares, Inc., Anadarko, Oklahoma, notification of intent to engage in de novo activities (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, Anadarko Bank & Trust Company, Anadarko, Oklahoma) these activities would be conducted in the State of Oklahoma (12/2/82) 3/

Kansas City

Community Bancorporation, Inc., Bristow, Oklahoma, notification of intent to engage in de novo activities (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, Community Bank, Bristow, Oklahoma) these activities would be conducted in the State of Oklahoma (12/2/82) 3/

San
Francisco

Union Bancorp, Los Angeles, California and its parent holding companies (Standard Chartered Overseas Holdings, Ltd., and Standard Chartered Bank PLC), notification of intent to engage in de novo activities (in discount brokerage activities by buying and selling securities solely as agent for the account of customers, without providing underwriting or investment advisory services; and in securities credit lending pursuant to Regulation T) at 445 S. Figueroa Street, Los Angeles, California, serving potential customers throughout the country, through its subsidiary, Market Investment Services Corporation (12/2/82) 3/

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

ACTIONS OF THE BOARD-Continued

Agreements Filed Pursuant to Section 8 of the
Securities Exchange Act of 1934

Chicago

Citizens Bank of Gillett, Wisconsin has filed an agreement with the Federal Reserve Bank of Chicago (which is authorized to accept such agreements on behalf of the Board of Governors under delegated authority) undertaking to comply with all provisions which relate to the use of credit to finance transactions in securities.

APPLICATIONS RECEIVED

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

Chicago The Ripley County Bank, Osgood, Indiana, to merge
 with RCB Interim Bank, Osgood, Indiana. 2/

* * * * *

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

Chicago RCB Interim Bank, Osgood, Indiana. 2/

* * * * *

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

Richmond First Virginia Bank, Falls Church, Virginia. To
 establish a branch at the intersection of Butler
 Road and Rodney Lane, Fredericksburg, Virginia. 2/

Atlanta First Georgia Bank, Atlanta, Georgia. To establish
 a branch located at 230 Peachtree Street, Atlanta,
 Georgia. 2/

Atlanta St. Bernard Bank and Trust Company, Arabi, Louisiana.
 to establish a branch located at 3700 Paris Road,
 Chalmette, Louisiana. 2/

Chicago First America Bank - Central, Lansing, Michigan. To
 install an off premise automated teller machine at
 918 East Grant River Avenue, East Lansing, Michigan. 2/

Chicago Dearborn Bank and Trust Company, Dearborn, Michigan.
 To establish a branch office at 13550 Ford Road, Dearborn,
 Michigan. 2/

San
Francisco Union Bank, Los Angeles, California. A branch office
 to be established in the vicinity of 901 Tower Way
 (California Boulevard & Highway 99), City of Bakers-
 field, Kern County, California. 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

San Francisco	Union Bank, Los Angeles, California. Branch office to be established in the vicinity of 705 Second Street (Second and "D" Streets), City of Santa Rosa, Sonoma County, California. <u>2/</u>
San Francisco	Simi Valley Bank, Simi Valley, California. Branch office to be located at the corner of Cochran Street and Sycamore Drive in the Plaza West Building, located in the City of Simi Valley, Ventura County, California. <u>2/</u>

* * * * *

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	Bankers International Corporation, New York, New York: requests consent to establish two <u>de novo</u> holding companies and to make an additional investment in an existing subsidiary in order to make a previously approved investment in a <u>de novo</u> commercial bank subsidiary, Bankers Trust (France), S.A., Paris, France.
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To Establish an Overseas Branch of a Member Bank
Pursuant to Section 25 of the Federal Reserve Act

New York	Citibank, N.A., New York, New York: prior notification of its intent to have its subsidiary, Cititrust (Cayman) Limited, Georgetown, Grand Cayman, Cayman Islands, open an initial branch in Nassau, Bahamas.
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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 Form a Bank Holding Company Pursuant to Section
3(a)(1) of the Bank Holding Company Act of 1956

Philadelphia	Tower Bancorp, Inc., Greencastle, Pennsylvania, for approval to acquire 100 percent of the voting shares of The First National Bank of Greencastle, Greencastle, Pennsylvania. <u>2/</u>
Atlanta	Zachary Bancshares, Inc., Zachary, Louisiana, for approval to acquire 100 percent of the voting shares of Bank of Zachary, Zachary, Louisiana. <u>2/</u>
Chicago	Corn Belt Bancorporation, Correctionville, Iowa, for approval to acquire at least 80 percent of the voting shares of Corn Belt State Bank, Correctionville, Iowa. <u>2/</u>
Chicago	Decatur Bancshares, Inc., Greensburg, Indiana, for approval to acquire 100 percent of the voting shares of Decatur County Bank, Greensburg, Indiana. <u>2/</u>
Chicago	Garnavillo Bank Corporation, Garnavillo, Iowa, for approval to acquire at least 80 percent or more of the voting shares of The Garnavillo Savings Bank, Garnavillo, Iowa. <u>2/</u>
Chicago	Hoosier Hills Financial Corporation, Osgood, Indiana, for approval to acquire 100 percent of the voting shares (less directors' qualifying shares) of the successor by merger to The Ripley County Bank, Osgood, Indiana. <u>2/</u>
Chicago	Marytown Bancshares, Inc., New Holstein, Wisconsin, for approval to acquire 100 percent of the voting shares (less directors' qualifying shares) of Farmers & Merchants Bank, Marytown, Wisconsin. <u>2/</u>
Chicago	Northwest American Bankshares Corporation, Chicago, Illinois, for approval to acquire 58 percent of the voting shares of All American Bank of Chicago, Chicago, Illinois, and 100 percent of the Northwest Commerce Bank, Rosemont, Illinois. <u>2/</u>
St. Louis	Citizens Financial Group, Inc., New Haven, Missouri, for approval to acquire 100 percent of the voting shares of the successor by merger to Citizens Bank of New Haven, New Haven, Missouri. <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 Crawford Bancshares Corporation, English, Indiana, for approval to acquire 100 percent of the voting shares of English State Bank, English, Indiana. 2/
- St. Louis Financial Investment Corporation, Springdale, Arkansas, for approval to acquire at least 80 percent of the voting shares of The First National Bank of Springdale, Springdale, Arkansas. 2/
- St. Louis Perry County Bancorp Inc., DuQuoin, Illinois, for approval to acquire up to 98.75 percent but not less than 98.22 percent of the voting shares of DuQuoin State Bank, DuQuoin, Illinois. 2/
- St. Louis SBV Bancshares, Inc., Virden, Illinois, for approval to acquire 100 percent of the voting shares of the successor by merger to the State Bank of Virden, Virden, Illinois. 2/
- St. Louis Tallahatchie Holding Company, Charleston, Mississippi, for approval to acquire 100 percent of the voting shares of the successor by merger to Tallahatchie County Bank, Charleston, Mississippi. 2/
- Minneapolis Herman First National Agency, Inc., Herman, Minnesota, for approval to acquire at least 88 percent of the voting shares of The First National Bank of Herman, Herman, Minnesota. 2/
- Minneapolis Northern Highlands Bancorporation, Inc., Mercer, Wisconsin, for approval to acquire at least 85 percent of the voting shares of Northern Highlands State Bank, Mercer, Wisconsin. 2/
- Kansas City Concord Bancshares, Inc., Overland Park, Kansas, for approval to acquire 100 percent of the voting shares of College Boulevard National Bank, Overland Park, Kansas. 2/
- Kansas City Intra Financial Corp., Clyde, Kansas, for approval to acquire at least 80 percent of the voting shares of The Exchange Bank of Clyde, Clyde, Kansas, Clyde, Kansas. 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

Kansas City	Peoples Bancorp of Belleville, Inc., Belleville, Kansas, for approval to acquire at least 80 percent of the voting shares of The Peoples National Bank of Belleville, Belleville, Kansas. <u>2/</u>
San Francisco	Mission-Valley Bancorp, Fremont, California, for approval to acquire 100 percent of the voting shares of Bank of Pleasanton, Pleasanton, California, a proposed new bank, and Commercial Bank of Fremont, Fremont, California, a proposed new bank. <u>2/</u>
San Francisco	National Mercantile Bancorp, Los Angeles, California, for approval to acquire 100 percent of the voting shares of the successor by merger to Mercantile National Bank, Los Angeles, California. <u>2/</u>

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

New York	Citicorp, New York, New York, for approval to acquire 100 percent of the voting shares of Citibank (Maryland), National Association, Towson, Maryland, a proposed new bank. <u>2/</u>
Atlanta	Trust Company of Georgia, Atlanta, Georgia, for approval to acquire 100 percent of the voting shares of Peoples Bank of La Grange, La Grange, Georgia. <u>2/</u>
Chicago	First Colonial Bankshares Corporation, Chicago, Illinois, for approval to acquire up to 39.9 percent of the voting shares of Northwest American Bankshares Corporation, Chicago, Illinois, and indirectly All American Bank of Chicago, Chicago, Illinois, and Northwest Commerce Bank, Rosemont, Illinois. <u>2/</u>
Chicago	First Michigan Bank Corporation, Zeeland, Michigan, for approval to acquire 100 percent of the voting shares of FMB - First Michigan Bank - Grand Rapids, Grand Rapids, Michigan, a proposed new bank. <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

- Chicago Illini Financial Corp., Galesburg, Illinois, for approval to acquire at least 98 percent or more of the voting shares of The Bank of Alexis, Alexis, Illinois. 2/
- Minneapolis First State Banking Corporation, Alcester, South Dakota, for approval to acquire an additional 75.98 percent of the voting shares of State Bank of Alcester, Alcester, South Dakota. 2/
- Kansas City First Frederick Corporation, Frederick, Oklahoma, for approval to acquire at least 99.96 percent of the voting shares of First National Bank in Hobart, Hobart, Oklahoma. 2/
- Dallas Commercial Bancshares, Inc., Houston, Texas, for approval to acquire at least .378 percent of the voting shares of Park Tower National Bank, Houston, Texas. 2/
- Dallas Mercantile Texas Corporation, Dallas, Texas, for approval to acquire 100 percent of the voting shares of Capital Bank-Greens Parkway, N.A., Houston, Texas, a proposed new bank. 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

- New York Barclays Bank PLC and Barclays Bank International Limited, both located in London, England, request permission to relocate three offices engaging in the following activities (making direct consumer loans, including loans secured by real estate, and purchasing sales finance contracts representing extensions of credit such as would be made or acquired by a consumer finance company, and whole-sale financing [floor planning], acting as agent for the sale of credit-related life, credit accident and health and credit property insurance, and selling at retail money orders having a face value not exceeding \$1,000; credit life and credit accident and health insurance sold as agent may be underwritten or

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

reinsured by the insurance underwriting subsidiaries of BarclaysAmericanCorporation) from 296 Pearl Street at Liberty, Beaumont, Texas to Spindletop Square, 2263 North 11th Street, Beaumont, Texas; from 72 Green Springs Highway, Birmingham, Alabama to Centurion Square, Suite E, 160 Oxmoor Road, Birmingham, Alabama and from 309 Belmont at W. Market, Johnson City, Tennessee to 2020 Northpark, Suite 2A, Johnson City, Tennessee, through its subsidiary, BarclaysAmerican/Financial, Inc. (11/30/83)

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 Colonial Executive Center, 1620 Medical Lane, Ft. Myers, Florida, through its subsidiaries, Citicorp Person-to-Person Financial Center of Florida, Inc. and Citicorp Homeowners, Inc. (11/28/83)

Philadelphia

Commonwealth Bancshares Corporation, Williamsport, Pennsylvania, notification of intent to engage in de novo activities (in underwriting, as reinsurer, credit life and accident and health insurance directly related to extensions of credit by the Corporation's subsidiary bank(s)) these activities will be conducted in the State of Pennsylvania, through its subsidiary, Susquehanna Life Insurance Company (12/1/83)

Philadelphia

United National Bancorporation, Huntingdon, Pennsylvania, notification of intent to engage in de novo activities (in underwriting, as reinsurer, credit life and accident/health insurance directly related to extensions of credit by Unitas National Bank) at 501 Penn Street, Huntingdon, Pennsylvania, serving the State (Commonwealth) of Pennsylvania, through its subsidiary, Unitas Life Insurance Company (11/30/83)

APPLICATIONS RECEIVED - Continued

- Atlanta First Atlanta Corporation, Atlanta, Georgia, notification of intent to engage in de novo activities (in consumer finance activities including, but not limited to, the extension of direct loans to consumers both secured and unsecured, the discount of retail and installment notes or contracts; and acting as agent for the sale of life, accident and health, and physical damage insurance directly related to extensions of credit) these activities would be conducted in the State of Alabama, Marshall County and contiguous counties, from a site located in Marshall County, through its subsidiary, First Family Financial Services, Inc. (11/19/83)
- Chicago Addison Bancshares, Inc., Addison, Illinois, notification of intent to engage in de novo activities (in the leasing of personal property and/or acting as agent, broker or advisor in leasing such property) the geographic area to be served will be the Northern half of the State of Illinois, through its subsidiary, First Security Commercial Corp. (11/22/83)
- Chicago Banill Corporation, Normal, Illinois, notification of intent to engage in de novo activities (in leasing personal property to individuals and businesses through the Holding Company) the activities would be performed in the cities of Normal, Bloomington and surrounding McLean County (11/15/83)
- Chicago Corn Belt Bancorporation, Correctionville, Iowa, for approval to engage in providing general insurance activities in a community with a population that does not exceed 5,000.
- St. Louis Financial Investment Corporation, Springdale, Arkansas, for approval to engage in real estate appraising.
- Minneapolis Herman First National Agency, Inc., Herman, Minnesota, for approval to continue to engage in general insurance agency activities in a community with a population not exceeding 5,000.
- Dallas Texas Bancorp Shares, Inc., San Antonio, Texas, notification of intent to engage in de novo activities (in the underwriting of credit life insurance and credit accident and health insurance directly related to the

APPLICATIONS RECEIVED - Continued

extensions of credit by Texas Bank) at 403 S. W. W. White Road, San Antonio, Texas, serving Texas, through its subsidiary, Texas Bancorp Life Insurance Company (11/28/83)

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 1515 Ringling Boulevard, #800, Sarasota, Florida, serving all fifty States and the District of Columbia, through its subsidiary, Charles Schwab & Co., Inc. (12/3/83)

San
Francisco

BankAmerica 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, and servicing loans and other extensions of credit; such activities will include, but not be limited to, making consumer installment loans and making loans and other extensions of credit of a commercial nature to businesses; such loans may be unsecured or secured by personal assets and residential and commercial real estate; no credit-related insurance of any type will be offered by BA Business Credit Corporation in connection with its lending activities) in Lexington, Massachusetts, serving all fifty States and the District of Columbia, through its subsidiary, BA Business Credit Corporation (a Delaware corporation) (11/30/83)

San
Francisco

BankAmerica Corporation, San Francisco, California, notification of its intent to expand de novo activities (in the activities of making or acquiring for their own account of 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 to the extent permissible under applicable state insurance laws; 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, no credit-related property insurance will be offered; such activities will include, but not be limited to, making consumer installment loans and loans to businesses,

APPLICATIONS RECEIVED - Continued

making loans 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 both corporations; except in the State of New York, credit-related life and credit-related accident and health insurance may be reinsured by BA Insurance Company, Inc., an affiliate of both corporations) at Park Hill Office Plaza, Suite #3, 1105 W. First Street, Laurel, Mississippi, serving all fifty States and the District of Columbia, through its subsidiaries, FinanceAmerica Corporation and FinanceAmerica Industrial Plan Inc. (both Mississippi corporations) (11/30/83)

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 not be offered by either the Tucson, Arizona or Metairie, Louisiana offices; 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; 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 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 both corporations; credit-related life and credit-related accident and health insurance may be reinsured by BA Insurance Company, Inc., an affiliate of both corporations) at 7290 East Broadway, Suite G, Tucson, Arizona, serving the entire State of Arizona and 3800 Houma Boulevard, Suite 200, Metairie, Louisiana, serving the entire States of Louisiana and Mississippi, through its subsidiaries, FinanceAmerica Corporation (an Arizona corporation) and FinanceAmerica Corporation (a Louisiana corporation) (11/30/83)

APPLICATIONS RECEIVED - Continued

San
Francisco

BSD Bancorp, Inc., San Diego, California, notification of intent to expand de novo activities (in providing financial and banking related data processing transmission services and to expand its centralized proof; data capture, balancing and transmission to an independent data processor; and bulk check filing, statement preparation and centralized mailing services to include offering such services throughout California and for transmission to any independent data processor) at 2265 India Street, San Diego, California, serving only financial institutions in California, through its subsidiary, BSD Datacorp, Inc. (a California corporation) (11/29/83)

San
Francisco

Meridian Bancorp, Pleasant Hill, California, notification of intent to engage in de novo activities (in the mortgage banking business by making or acquiring loans, for its own account or for the account of others, by holding or selling such loans, and by servicing such loans for its own account or for the accounts of others; the origination of loans would be performed in the State of California and all other activities may be performed with a qualified party wherever located in the United States) at 61 Chilpancingo Parkway, Pleasant Hill, California, serving the State of California, through its subsidiary, Meridian Mortgage Services, Inc. (11/30/83)

San
Francisco

Midland Bank plc, London, England, Midland California Holdings, Limited, London, England, and Crocker National Corporation, San Francisco, California, for approval to engage de novo, through a direct subsidiary, Bishop Trust Company, Limited, in acting as agent for the management of real property.

San
Francisco

Zions Utah Bancorporation, Salt Lake City, Utah, notification of intent to engage in de novo activities (in the activity of underwriting as reinsurer credit life and disability insurance which is directly related to extensions of credit by the financial subsidiaries of Zions Utah Bancorporation) at 1421 East Thomas Road, Phoenix, Arizona, serving the State of Utah, through its subsidiary, Zions Life Insurance Company (11/23/83)

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APPLICATIONS RECEIVED - Continued

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

Kansas City United Community Mortgage Company, Oklahoma City,
Oklahoma, for approval to act as a bank service
corporation engaged in a mortgage banking activity
for 25 bank investors.

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REPORTS RECEIVED

None.

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PETITIONS FOR RULEMAKING

None.