

ANNOUNCEMENT BY  
BOARD OF GOVERNORS  
OF THE  
FEDERAL RESERVE SYSTEM  
H.2, 1984 No. 10

Actions of the Board; Applications and Reports

Received During the Week Ending March 10, 1984

APPLICABLE  
RESERVE BANK

ACTIONS OF THE BOARD

	Regulation Y, Bank Holding Companies and Change in Bank Control; expanded list of permissible nonbanking activities; proposed rulemaking; all comments should be received by the Board by May 2, 1984 (Docket No. R-0511)
Boston	Fleet Financial Group, Inc., Providence, Rhode Island, extension of time to March 3, 1985, within which to establish a foreign subsidiary, FLT Financial NV., in Curacao, Netherlands Antilles. <u>1/</u>
Boston	Portsmouth National Bank, Portsmouth, New Hampshire, proposal to merge with the First National Bank of Portsmouth, New Hampshire; report to the Comptroller of the Currency on competitive factors. <u>1/</u>
Boston	Nashua Trust Company, Nashua, New Hampshire, proposal to merge with Bank of Nashua, Nashua, New Hampshire; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>
New York	7193 Main Street Bank, National Association, Ovid, New York, proposal to purchase the assets and assume the liabilities of four branches of 45-49 Court Street Bank, National Association, Canton, New York, located in Hannibal, Interlaken, Seneca Falls and Waterloo, New York; report to the Comptroller of the Currency on competitive factors. <u>1/</u>
New York	New Ballston Spa National Bank, Ballston Spa, New York, proposal to consolidate with Ballston Spa National Bank, Ballston Spa, New York; 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

Richmond	Union Bancorp of West Virginia, Inc., Clarksburg, West Virginia, extension of time to July 6, 1984, within which to acquire First National Bank in Philippi, Philippi, West Virginia. <u>1/</u>
Richmond	South Carolina National Bank, Charleston, South Carolina, proposed merger with First National Bank of South Carolina, Columbia, South Carolina; report to the Comptroller of the Currency on competitive factors. <u>1/</u>
Richmond	Pee Dee State Bank, Timmons ville, South Carolina, an investment in bank premises. <u>1/</u>
Richmond	Kanawha Banking & Trust Company National Association, Charleston, West Virginia, proposed merger with The Teays Valley National Bank, Scott Depot, West Virginia; report to the Comptroller of the Currency on competitive factors. <u>1/</u>
Atlanta	Pan American Bank, N.A., Miami, Florida, proposed merger with Central Bank and Trust Company, Miami; Central Bancorp Properties, Inc., Miami; and Central Agency, Inc., Miami, Florida; report to the Comptroller of the Currency on competitive factors. <u>1/</u>
Atlanta	Barnett Bank of Gainesville, N.A., Gainesville, Florida, proposed merger with High Springs Bank, High Springs, Florida; report to the Comptroller of the Currency on competitive factors. <u>1/</u>
Chicago	Isabella Bank and Trust, Mount Pleasant, Michigan, an investment in bank premises. <u>1/</u>
Chicago	Batavia Bank, Batavia, Illinois, proposal to merge with New Batavia Bank, Batavia, Illinois, under the charter of New Batavia Bank, and title of Batavia Bank; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>
St. Louis	Centerre Bank of Pacific, Pacific, Missouri, an investment in bank premises. <u>1/</u>
St. Louis	Phelps County Bank, Rolla, Missouri, proposal to merge with St. James Bank, St. James, Missouri; 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

St. Louis	First National Bank of Vandalia, Vandalia, Illinois, proposal to merge with Interim National Bank of Vandalia, Vandalia, Illinois; report to the Comptroller of the Currency on competitive factors. <u>1/</u>
St. Louis	County Bancorporation, Inc., Jackson, Missouri, extension of time to June 10, 1984, within which to become a bank holding company through the acquisition of the successor by merger to Cape County Bank, Jackson, Missouri. <u>1/</u>
Kansas City	American State Bank and Trust Co., Great Bend, Kansas, proposal to merge with American Shares, Inc., Great Bend, Kansas, under the charter and title of American State Bank and Trust Co., Great Bend, Kansas; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>
Kansas City	First National Bank of Wayne, Wayne, Nebraska, proposal to merge with First Savings Company of Wayne, Wayne, Nebraska, under the charter and title of First National Bank of Wayne, Wayne, Nebraska; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>
Kansas City	Firstbank Holding Company of Colorado, Lakewood, Colorado, extension of time to June 7, 1984, within which to acquire Firstbank at Arapahoe/Yosemite, Englewood, Colorado. <u>1/</u>
Kansas City	American Republic Bancshares, Inc., Belen, New Mexico, extension of time to April 10, 1984, within which to acquire First National Bank of Belen, Belen, New Mexico. <u>1/</u>
Dallas	Texas State Bank, McAllen, Texas, proposed merger with New Texas State Bank, McAllen, Texas; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>
Dallas	Whisperwood National Bank, Lubbock Texas, proposed merger with Whisperwood Bank, Lubbock, Texas; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>
Dallas	First State Bank of Poteet, Poteet, Texas, proposed merger with New First State Bank of Poteet, Poteet, 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

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

	<u>Approved</u>
Cleveland	Fifth Third Bank, Cincinnati, Ohio. To establish an offsite electronic facility in The Proctor & Gamble Co., 6th and Sycamore Streets, Hamilton County, Cincinnati, Ohio. <u>1/</u>
Richmond	The Bank of West Point, West Point, Virginia. To establish a branch at U.S. Route 360 and State Route 1250, Mechanicsville, Virginia. <u>1/</u>
Chicago	Michigan Bank - Port Huron, Port Huron, Michigan. To establish an EFT at American Motors Corporation, 14250 Plymouth Road, Detroit, Michigan. <u>1/</u>
San Francisco	Union Bank, Los Angeles, California. To establish a branch office to be located in the vicinity of 18300 Von Karman, City of Irvine, Orange County, California. <u>1/</u>

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

	<u>Not Disapproved</u>
Minneapolis	Northern Plains Bancshares, Inc., Fargo, North Dakota. <u>1/</u>
Minneapolis	Pelican Bancshares, Inc., Pelican Rapids, Minnesota. <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>Forty-Five Day Notification Period Allowed to Expire</u>
New York	The Chase Manhattan Corporation, New York, New York: no objection to establish a <u>de novo</u> wholly-owned subsidiary, SeaDocs Registry Limited, London, England.

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>
New York	The First of Long Island Corporation, Glen Head, New York, for approval to acquire 100 percent of the voting shares of The First National Bank of Long Island, Glen Head, New York. <u>1/</u>
Cleveland	Bath County Banking Company, Owingsville, Kentucky, for approval to acquire 100 percent of the voting shares of Owingsville Banking Company, Owingsville, Kentucky. <u>1/</u>
Cleveland	Commonwealth Trust Bancorp, Inc., Covington, Kentucky, for approval to acquire 100 percent of the voting shares of Covington Trust & Banking Company, Covington, Kentucky. <u>1/</u>
Cleveland	Spectrum Financial Corporation, Wheeling, West Virginia, for approval to acquire 100 percent of the voting shares of Security National Bank & Trust Co., Wheeling, West Virginia. <u>1/</u>
Atlanta	CNB Bancshares, Inc., Sevierville, Tennessee, for approval to acquire at least 80 percent of the voting shares of Citizens National Bank, Sevierville, Tennessee. <u>1/</u>
Atlanta	S.B.T. Bancshares, Inc., Arab, Alabama, for approval to acquire 100 percent of the voting shares of Security Bank & Trust Company, Arab, Alabama. <u>1/</u>
Atlanta	South Louisiana Financial Corporation, Houma, Louisiana, for approval to acquire at least 98.235 percent of the voting shares of South Louisiana Bank, Houma, Louisiana. <u>1/</u>
Atlanta	Southland Bank Corp., Butler, Georgia, for approval to acquire 100 percent of the voting shares of Citizens State Bank, Butler, Georgia, and 13.13 percent of the voting shares of Coffee County Bank, Douglas, Georgia. <u>1/</u>
Chicago	Bankers' Bancorporation of Wisconsin, Inc., Madison, Wisconsin, for approval to acquire all of the voting shares of Wisconsin Independent Bank, Madison, Wisconsin.
Chicago	General Bancshares Corporation of Indiana, Fort Wayne, Indiana, for approval to acquire 100 percent of the voting shares of Anthony Wayne Bank, Fort Wayne, Indiana. <u>1/</u>

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

ACTIONS OF THE BOARD - Continued

Chicago	Harvest Bancshares, Inc., Footville, Wisconsin, for approval to acquire at least 80 percent of the voting shares of The Footville State Bank, Footville, Wisconsin. <u>1/</u>
St. Louis	Chester County Bancshares, Inc., Henderson, Tennessee, for approval to acquire at least 80 percent of the voting shares of Chester County Bank, Henderson, Tennessee. <u>1/</u>
Minneapolis	Security Financial Services, Inc., Hibbing, Minneapolis, for approval to acquire 97.5 percent of the voting shares of Security State Bank of Hibbing, Hibbing, Minnesota. <u>1/</u>
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.
Kansas City	Financial Holdings, Inc., Boulder, Colorado, for approval to acquire 100 percent of the voting shares of OMNIBANK Louisville, Louisville, Colorado. <u>1/</u>
Kansas City	First Latimer Corporation, Wilburton, Oklahoma for approval to acquire at least 81 percent of the voting shares of Latimer State Bank, Wilburton, Oklahoma. <u>1/</u>
Kansas City	First Place Financial Corporation, Farmington, New Mexico, for approval to acquire 100 percent of the voting shares of the successor by merger to The First National Bank of Farmington, Farmington, New Mexico. <u>1/</u>
Kansas City	FSC Bancshares, Inc., Cameron, Missouri, for approval to acquire at least 80.35 percent of the voting shares of Farmers State Bank, Cameron, Missouri. <u>1/</u>
Kansas City	Home Bancshares, Inc., Erie, Kansas, for approval to acquire 80 percent of the voting shares of Erie Bancshares, Erie, Kansas, and indirectly Home State Bank, Erie, Kansas.
Dallas	First United Bancshares, Inc., Houston, Texas, for approval to acquire at least 93.9 percent of the voting shares of United National Bank of Houston, Houston, Texas. <u>1/</u>
Dallas	Franklin National Bankshares, Inc., Mount Vernon, Texas, for approval to acquire 100 percent of the voting shares of Franklin National Bank, Mount Vernon, Texas. <u>1/</u>

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

ACTIONS OF THE BOARD - Continued

Dallas Independent Bancorp, Inc., Channelview, Texas, for approval to acquire 100 percent of the voting shares of Channelview Bank, Channelview, Texas. 1/

Dallas Kiamichi Bancshares, Inc., Hugo, Oklahoma, for approval to acquire at least 80 percent of the voting shares of The Citizens State Bank, Hugo, Oklahoma. 1/

Dallas Provident Bancorp, Inc., Dallas, Texas, for approval to acquire at least 96.03 percent of the voting shares of First State Bank, Wylie, Texas; at least 95.27 percent of the voting shares of The Security State Bank of Commerce, Commerce, Texas; 100 percent of the voting shares of Provident Bank - Dallas, Dallas, Texas; 100 percent of the voting shares of De Soto State Bank, De Soto, Texas and 100 percent of the voting shares of Celina Bancorp, Inc., Dallas, Texas, and indirectly First State Bank, Celina, Texas. 1/

San Francisco Burlingame Bancorp, Burlingame, California, for approval to acquire 100 percent of the voting shares of Burlingame Bank and Trust Co., Burlingame, California, a proposed new bank. 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

Boston United Vermont Approved Bancorporation, Rutland, Vermont, for approval to acquire at least 99 percent of the voting shares of First Twin-State Bank, White River Junction, Vermont. 1/

Chicago Midland Bancorp, Inc., Chicago, Illinois, for approval to acquire all of the voting shares of Hawthorne Bank of Wheaton, Wheaton, Illinois.

Chicago NBD Bancorp, Inc., Detroit, Michigan, for approval to acquire 100 percent of the voting shares of National Bank & Trust Company of Traverse City, Traverse City, Michigan. 1/

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

ACTIONS OF THE BOARD - Continued

- St. Louis First Arkansas Bankstock Corporation, Little Rock, Arkansas, for approval to acquire 83.13 percent of the voting shares of First National Bank, Batesville, Arkansas and 96.5 percent of the shares of Bank of Newark, Newark, Arkansas.
- St. Louis Magna Group, Inc., Belleville, Illinois, for approval to acquire 100 percent of the voting shares of First National Bank in Columbia, Columbia; First National Bank of Marissa, Marissa; First National Bank of Smithton, Smithton; and Freeburg Bancorp, Inc., Freeburg; and indirectly First National Bank of Freeburg, Freeburg, all located in Illinois. 1/
- Kansas City Kansas Bancorp II, Inc., Corcordia, Kansas, for approval to acquire all of the nonvoting preferred shares of First Glasco Bancshares, Inc., Glasco, Kansas, and indirectly acquire an interest in First National Bank of Glasco, Glasco, Kansas.
- Dallas Tascosa Financial Corporation, Amarillo, Texas, for approval to acquire 100 percent of the voting shares of Tascosa National Bank South, Amarillo, Texas, a proposed new bank. 1/
- Dallas Texas Commerce Bancshares, Inc., Houston, Texas, for approval to acquire 100 percent of the voting shares of Texas Commerce Bank-Brookhollow, N.A., Dallas, Texas, a proposed new bank.
- Dallas Texas Commerce Bancshares, Inc., Houston, Texas, for approval to acquire 100 percent of the voting shares of Texas Commerce Bank-Richardson, N.A., Richardson, Texas, a proposed new bank.
- Dallas United City Corporation, Plano, Texas, for approval to acquire at least 70.24 percent of the voting shares of First State Bank of McKinney, McKinney, Texas. 1/
- Dallas United Texas Financial Corporation, Wichita Falls, Texas, for approval to acquire 100 percent of the voting shares of The Farmers and Merchants National Bank, Nocona, Texas. 1/
- San Francisco Puget Sound Bancorp, Tacoma, Washington, for approval to acquire 100 percent of the voting shares of the successor by merger to Bellingham National Bank, Bellingham, Washington. 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

Dallas                      Approved  
Unicorp Bancshares, Inc., Houston, Texas, for approval  
to merge with Unicorp Bancshares-Houston, Inc., Houston,  
Texas. 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

New York                      Approved  
Manufacturers Hanover Corporation, New York, New York,  
for approval to engage through its wholly-owned  
subsidiary, Manufacturers Hanover Futures, Inc., in  
acting as a futures commission merchant with respect to  
certain financial futures and to provide certain futures  
advisory services to both its FCM customers and others.

Cleveland                      Fifth Third Bancorp, Cincinnati, Ohio, for approval  
to expand the permissible areas of operation of its  
subsidiary, Money Station, Inc., to the States of  
Indiana, Kentucky, Michigan, Pennsylvania and West  
Virginia as well as Ohio, and to include point of sale  
transaction as a future activity. 1/

Chicago                      Hawarden Bancshares, Inc., Hawarden, Iowa, for approval  
to acquire Gearhart Insurance Agency, Hawarden, Iowa,  
and Williams Insurance Agency, Hawarden, Iowa, through  
a newly created subsidiary Farmers State Agency, Ltd.,  
Hawarden, Iowa. 1/

Chicago                      Northern Trust Corporation, Chicago, Illinois, for approval  
to acquire 100 percent of the Class A voting shares and  
100 percent of the Class B non-voting shares of Jerome  
Hickey Associates, Inc., Chicago, Illinois, and thereby  
engage in providing securities brokerage services,  
related securities credit activities pursuant to  
Regulation T, and incidental activities such as offering  
custodial services, individual retirement accounts, and  
cash management services, pursuant to Regulation Y. 1/

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

ACTIONS OF THE BOARD - Continued

- Kansas City      Home Bancshares, Inc., Erie, Kansas, for approval to engage in the sale of life, health and accident insurance related to credit extensions.
- San Francisco      Security Pacific Corporation, Los Angeles, California, for approval to acquire through its subsidiary, Security Pacific Business Credit Inc., Los Angeles, California, the factoring assets of: Citicorp Industrial Credit, Inc., Harrison, New York; Citicorp Business Credit, Inc., New York, New York; and Citibank, N.A., New York, New York.
- New York      Permitted  
Bankers Trust New York Corporation, New York, New York, notification of intent to expand the activities to include the following activities (executing and clearing options on futures contracts in foreign exchange on the international monetary market division of The Chicago Mercantile Exchange and its affiliated clearing association) in New York, New York; Chicago, Illinois; Dallas, Texas; Houston, Texas; Los Angeles, California and London, England, through its subsidiary, BT Futures Corporation (3/8/84)
- New York      Citicorp, New York, New York, notification of intent to establish two de novo offices engaging in the following activities (the making to consumers of loans and other extensions of credit, for its own account and for the account of others; the sale at retail of money orders having a face value of not more than \$1,000; and the sale of travelers checks) at Westwood Plaza, 12103 West Center Road--Suite 2, Omaha, Nebraska and at Lot 4 Cross Roads Plaza, 76th and Dodge, Omaha, Nebraska, through its subsidiary, Citicorp Credit Services, Inc. (3/4/84)
- New York      J.P. Morgan & Co. Incorporated, New York, New York, notification of intent to expand the activities to include the following activities (execution and clearance for nonaffiliated persons of options on futures contracts in foreign exchange on major commodities exchanges of which MFC is a member) serving the United States and abroad, through its subsidiary, Morgan Futures Corporation (3/7/84)

ACTIONS OF THE BOARD - Continued

- New York J.P. Morgan & Co. Incorporated, New York, New York, notification of intent to establish a de novo office engaging in the following activities (activities which may be carried on by an investment adviser, including serving as investment adviser to an investment company registered under the Investment Company Act of 1940 and providing portfolio investment advice to individuals, corporations, employee benefit funds, governmental entities and other institutions, including Morgan Guaranty Trust Company of New York, on both a discretionary and nondiscretionary basis) at 9 West 57th Street, New York, New York and 30 Throgmorton Street, EC2N 2DT, London, England and would serve clients in the United States and abroad, through its subsidiary, J.P. Morgan Investment Management, Inc. (3/7/84)
- Chicago The Indiana National Corporation, Indianapolis, Indiana, notification of its intent to engage in de novo activities (arranging commercial real estate equity financing) the geographic area to be served will be the States of Indiana, Ohio and Kentucky, through its subsidiary, Indiana Mortgage Corporation (3/9/84) 3/
- Minneapolis First Bank System, Inc., Minneapolis, Minnesota, notification of intent to engage in de novo activities (in making debt investment in the Worthington Student Housing project, Worthington, Minnesota, designed primarily to promote community welfare through the development of low-income housing) this activity would be performed in the city of Worthington, Minnesota, through its subsidiary First Bank System Community Development Corporation (3/10/84) 3/
- Minneapolis First Bank System, Inc., Minneapolis, Minnesota, notification of intent to engage in de novo activities (in making debt investment in the West Bank Home Low-Income Leased Cooperative Scattered Site projects, designed primarily to promote community welfare through the development of low-income housing) this activity would be performed in the Cedar Riverside neighborhood of Minneapolis, Minnesota, through its subsidiary, First Bank System Community Development Corporation (3/10/84) 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

- Minneapolis Norwest Corporation, Minneapolis, Minnesota, notification of intent to engage in de novo activities (in general insurance agency activities pursuant to the authority of Section 4(c)(8)(D) of the Bank Holding Company Act of 1956, as amended, by retaining the insurance agency transferred from Norwest Bank Redwood Falls, National Association) at 330 South Washington Street, Redwood Falls, Minnesota, serving Minnesota, through its subsidiary, Norwest Agencies, Inc. (3/10/84) 3/
- Kansas City Allied Oklahoma Bancorp, Inc., Oklahoma City, Oklahoma, for approval to acquire at least 50 percent of the voting shares of Mortgage Services Corp., Oklahoma City, Oklahoma (3/2/84) 3/
- Kansas City International Bancshares of Oklahoma, Inc., Yukon, Oklahoma, notification of intent to engage in de novo activities (in management consulting for banks and non-bank depository institutions, including reviewing, designing, and implementing management information systems to efficiently provide timely and meaningful information for decision-making purposes) these activities would be conducted in the State of Oklahoma (3/8/84) 3/
- Kansas City International Bancshares of Oklahoma, Inc., Yukon, Oklahoma notification of intent to engage in de novo activities (making and acquiring loans and other extensions of credit such as would be made by a commercial financial company, making commercial loans secured by borrower's inventory, accounts receivable and other assets; purchasing or otherwise acquiring such loans from others; and servicing such loans for others) these activities would be performed in the State of Oklahoma (3/8/84) 3/
- Kansas City Las Vegas Bancorporation, Albuquerque, New Mexico, notification of intent to engage in de novo activities (in generating loans and other extensions of credit and servicing such loans and other extensions of credit) (3/9/84) 3/
- Kansas City Talmage Investment, Inc., Talmage, Kansas, notification of intent to engage in de novo activities (in general insurance agency activities) these activities will be performed in the Village of Talmage, Kansas, and the surrounding rural area through its subsidiary, Talmage Insurance Agency (3/8/84) 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      United Banks of Colorado, Inc., Denver, Colorado, notification of intent to expand the geographic service area of its de novo activities (making or acquiring for its own account, loans or other extension of credit, such as would be made or acquired by a finance company; servicing loans and offering credit related life and credit related health and accident insurance; such activities will include, but not be limited to making consumer installment loans, purchasing installment sales finance contracts, making loans and other extensions of credit to businesses and making loans and other extensions of credit secured by real property) the service area will be expanded to include the States of Colorado and Nebraska, through its subsidiary, United Financial Centers, Inc. (3/7/84) 3/
- Dallas      Centex Community Bankshares, Inc., Killeen, Texas, notification of intent to engage in de novo activities (in making or acquiring commercial or consumer loans and other extensions of credit and to act as insurance agent or broker for any insurance that is directly related to an extension of credit by itself or its subsidiary, Citizens National Bank of Killeen) serving the continental United States (3/9/84) 3/
- San Francisco      BankAmerica Corporation, San Francisco, California, notification of intent to engage in de novo activities (in the activities of an investment and financial advisor including, but not limited to, acting as investment advisor as defined in the Investment Company Act of 1940, providing portfolio investment advice and furnishing general economic information and advice, general economic statistical forecasting services and industry studies) at 25 Cannon Street, London, England, having a worldwide geographic service area, through its subsidiary, BA Investment Management Corporation (a Delaware corporation) (3/9/84) 3/
- San Francisco      Deseret Bancorporation, Pleasant Grove, Utah, notification of intent to engage in de novo activities (in mortgage company activities in general and specifically the granting of construction loans, mortgage loans, mortgage loan servicing, and any and all other activity incident thereto) serving the State of Utah, through its subsidiary, Deseret Mortgage Corporation (3/8/84) 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

San Francisco Security Pacific Corporation, Los Angeles, California, notification of intent to engage in de novo activities (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 servicing loans or other extensions of credit) these activities would be conducted from the existing offices of Security Pacific Finance Corp. and would serve the United States and the District of Columbia, through its subsidiary, Security Pacific Finance Corp. (3/10/84) 3/

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Redemption of Shares

Chicago Olympia Bancorporation, Inc., Chicago Heights, Illinois. 1/  
 Minneapolis Pelican Bancshares, Inc., Pelican Rapids, Minnesota. 1/  
 Kansas City Educators Investment Company of Kansas, Inc., Emporia, Kansas. 1/  
 Kansas City First Glasco Bancshares, Inc., Glasco, Kansas. 1/

- 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.

APPLICATIONS RECEIVED

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

Dallas	Midland American Bank, Midland, Texas. To establish a drive-in facility to be located at 3101 W. Culbert St., Midland, Texas. <u>2/</u>
Kansas City	The United New Mexico Bank at Albuquerque, Albuquerque, New Mexico. To establish an automatic teller machine in the Parking Lot of Republic Square, 5555 Montgomery Blvd., N.E., Albuquerque, New Mexico. <u>2/</u>

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

Kansas City	Mission State Bank, Lakewood, Colorado. <u>2/</u>
Kansas City	Frontier Bank of Laramie County, Cheyenne, Wyoming. <u>2/</u>
San Francisco	Brentwood Bank, Los Angeles, California.

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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

New York	Citibank Overseas Investment Corporation, Wilmington, Delaware: requests consent to hold the shares of Citicorp Futures Limited, Singapore, after Futures engages in certain futures commission merchant activities as a clearing member of the Singapore International Monetary Exchange, Singapore.
New York	Manufacturers Hanover Corporation, New York, New York: prior notification of its intent to acquire indirectly the shares of C.I.T. International Sales Corporation, New York, New York.

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

New York	Manufacturers Hanover International Finance Corporation, New York, New York: requests consent to acquire C.I.T. Holdings Inc. and Service Leasing Corporation of Canada, Limited, both located in Toronto, Ontario, Canada.
Chicago	First Chicago International Finance Corporation, Chicago, Illinois: requests consent to invest in Banco Denasa de Investimento, S.A., an investment bank in Sao Paulo, Brazil.
San Francisco	Bank of America NT&SA, San Francisco, California and BankAmerica International Corporation, San Francisco, California: prior notification of its intent to acquire indirectly all of the shares of a <u>de novo</u> subsidiary, Bank of America (France) S.A.
San Francisco	Security Pacific Corporation, Los Angeles, California: prior notification of its intent to acquire indirectly 100 percent of the interest of Bankhaus Bohl & Co., Freudenstadt, Germany.

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

Cleveland	Commercial Grayson Bancshares, Inc., Grayson, Kentucky, for approval to acquire 100 percent of the voting shares of The Commercial Bank of Grayson, Grayson, Kentucky. <u>2/</u>
Cleveland	State Financial Bankshares, Inc., Richmond, Kentucky, for approval to acquire 100 percent of the voting shares of State Bank and Trust Company of Richmond, Richmond, Kentucky. <u>2/</u>
Richmond	TCB Corporation, Greenwood, South Carolina, for approval to acquire at least 80 percent of the voting shares of The County Bank, Greenwood, South Carolina. <u>2/</u>
Richmond	Wayne Bancorp, Inc., Wayne, West Virginia, for approval to acquire 100 percent of the voting shares of the successor by merger to Wayne County Bank, Wayne, West Virginia. <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

Atlanta	Childersburg Bancorporation, Inc., Childersburg, Alabama, for approval to acquire at least 94.8 percent of the voting shares of First Bank of Childersburg, Childersburg, Alabama. <u>2/</u>
Atlanta	Independent Bancshares, Inc., Red Bay, Alabama, for approval to acquire at least 80 percent of the voting shares of Bank of Red Bay, Red Bay, Alabama. <u>2/</u>
Chicago	Acorn Bankshares, Inc., Bloomingdale, Illinois, for approval to acquire 100 percent of the voting shares of Bloomingdale State Bank, Bloomingdale, Illinois. <u>2/</u>
Chicago	Bippus State Corporation, Bippus, Indiana, for approval to acquire at least 80 percent of the voting shares of The Bippus State Bank, Bippus, Indiana. <u>2/</u>
Chicago	First Galena Bancshares, Inc., Galena, Illinois, for approval to acquire at least 91.69 percent of the voting shares of The First National Bank of Galena, Galena, Illinois. <u>2/</u>
St. Louis	Crossroads Bancorp, Inc., Mount Washington, Kentucky, for approval to acquire at least 80 percent of the voting shares of The Peoples Bank, Mount Washington, Kentucky. <u>2/</u>
St. Louis	CSB Bancorp, Petersburg, Indiana, for approval to acquire at least 80 percent of the voting shares of The Citizens State Bank of Petersburg, Petersburg, Indiana. <u>2/</u>
St. Louis	Mammoth Investments & Credit Corp., Inc., Mammoth Spring, Arkansas, for approval to acquire at least 98.5 percent of the voting shares of Peoples Bank of Mammoth Spring, Mammoth Spring, Arkansas, and at least 99.4 percent of the voting shares of Bank of Sidney, Sidney, Arkansas. <u>2/</u>
St. Louis	MNB Bancshares, Inc., Malvern, Arkansas, for approval to acquire at least 80 percent of the voting shares of The Malvern National Bank, Malvern, Arkansas. <u>2/</u>
Minneapolis	WestBanco, Bozeman, Montana, for approval to acquire 95.41 percent of the voting shares of 1st Security Bank of West Yellowstone, West Yellowstone, Montana. <u>2/</u>
Kansas City	CNBO Bancorp, Inc., Pryor, Oklahoma, for approval to acquire at least 80 percent of the voting shares of Century National Bank of Oklahoma, Pryor, Oklahoma. <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

Kansas City	Kimball Bancorp, Inc., Kimball, Nebraska, for approval to acquire at least 98.7 percent of the voting shares of American National Bank of Kimball, Kimball, Nebraska. <u>2/</u>
Dallas	BancCentral Bancorp, Inc., Amarillo, Texas, for approval to acquire at least 80 percent of the voting shares of BancCentral, Amarillo, Texas. <u>2/</u>
Dallas	First Grayson Bancshares, Inc., Dallas, Texas, for approval to acquire 100 percent of the voting shares of Security National Bank of Whitesboro, Whitesboro, Texas, and Collinsville State Bank, Collinsville, Texas. <u>2/</u>
Dallas	Greater Texas Bancshares, Inc., Georgetown, Texas, for approval to acquire 100 percent of the voting shares of the First National Bank of San Marcos, San Marcos, Texas, and Central Texas Financial Corporation, Georgetown, Texas, and indirectly The First National Bank of Georgetown, Georgetown, Texas. <u>2/</u>
Dallas	McAllen Metropolitan Bancshares, Inc., McAllen, Texas, for approval to acquire at least 80 percent of the voting shares of Metropolitan National Bank, McAllen, Texas. <u>2/</u>
Dallas	Mid-Cities Bancshares, Inc., Hurst, Texas, for approval to acquire at least 80 percent of the voting shares of Mid-Cities National Bank, Hurst, Texas. <u>2/</u>
San Francisco	BKLA Bancorp, Los Angeles, California, for approval to acquire 100 percent of the voting shares of Bank of Los Angeles, 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

Atlanta	First National Bancorp of the South, Inc., Opp, Alabama, for approval to acquire 100 percent of the voting shares of First National Bank of Andalusia, Andalusia, Alabama, a <u>de novo</u> bank. <u>2/</u>
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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

Chicago NBD Bancorp, Inc., Detroit, Michigan, for approval to acquire 100 percent of the voting shares of National Bank & Trust Company of Traverse City, Traverse City, Michigan. 2/

St. Louis First Commercial Corporation, Little Rock, Arkansas, formerly First National Bancshares, Inc., Little Rock, Arkansas, for approval to acquire 100 percent of the voting shares of the successor by merger to Morrilton Security Bank, Morrilton, Arkansas. 2/

Dallas Gulf Southwest Bancorp, Inc., Houston, Texas, for approval to acquire 100 percent of the voting shares of Atascocita State Bank, Atascocita, Texas, a proposed new bank. 2/

Dallas Summit Bancshares, Inc., Fort Worth, Texas, for approval to acquire 100 percent of the voting shares of Camp Bowie National Bank, Fort Worth, Texas, a proposed new bank. 2/

Dallas Texas Commerce Bancshares, Inc., Houston, Texas, for approval to acquire 100 percent of the voting shares of Texas Commerce Bank - River Oaks, N.A., Houston, Texas, a proposed new bank. 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

Cleveland Mellon National Corporation, Pittsburgh, Pennsylvania, for approval to acquire 100 percent of the voting shares of Heritage Bancorporation, Monroe, New Jersey, and indirectly Heritage Bank National Association, Monroe Township, New Jersey. 2/

Chicago FIRST FREEPORT CORPORATION, Freeport, Illinois, for approval to acquire 100 percent of the voting shares of First City Bancshares, Inc., Dixon, Illinois, and indirectly City Bank and Trust Company, Dixon, Illinois. 2/

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

APPLICATIONS RECEIVED - ContinuedTo Expand a Bank Holding Company Pursuant to Section  
4(c)(8) of the Bank Holding Company Act of 1956

Boston

RIHT Financial Corporation, Providence, Rhode Island, notification of intent to engage in de novo activities (to engage in investment advisory and management of employee benefit plans, foundation and charitable funds, and collective trust funds maintained by affiliated banks) at One Hospital Trust Plaza, Providence, Rhode Island, the geographic service area of the subsidiary will be nationwide, through a subsidiary, HT Investors, Inc. (2/29/84)

New York

Barclays Bank PLC and Barclays Bank International Limited, both of London, England, request permission to engage on a nationwide basis in the following nonbanking activities ((1) making, acquiring and servicing loans or other extensions of credit for the account of BAC and its subsidiaries and others such as would be made by the following types of companies: (A) a consumer finance company within the meaning of section 225.25(b)(1)(i) of Regulation Y of the Board of Governors of the Federal Reserve System; (B) a credit card company within the meaning of section 225.25(b)(1)(ii) of Regulation Y; (C) a mortgage company within the meaning of section 225.25(b)(1)(iii) of Regulation Y; (D) a commercial finance company within the meaning of section 225.25(b)(1)(iv) of Regulation Y; (E) a factoring company within the meaning of section 225.25(b)(1)(v) of Regulation Y; (2) lease financing of personal and real property within the meaning of and meeting the tests set forth in section 225.25(b)(5) of Regulation Y; (3) the sale as agent of credit related life, credit accident and health, credit unemployment and credit property insurance within the meaning of Section 225.25(b)(8) of Regulation Y and subject to the limitations set forth in Title VI of the Garn-St Germain Depository Institutions Act of 1982; (4) underwriting credit life insurance and credit accident and health insurance that is directly related to an extension of credit by BAC and its subsidiaries pursuant to section 225.25(b)(9) of Regulation Y; (5) the sale at retail of money orders having a face value not exceeding \$1,000 (or such other amount as may from time to time be permitted by the Board of Governors of the Federal Reserve System) pursuant to section 225.25(b)(12) of Regulation Y; and (6) the sale at retail of travelers checks pursuant to section 225.25(b)(12) of Regulation Y) through their indirect subsidiary, BarclaysAmerican Corporation and through BAC's direct and indirect subsidiaries (2/24/84)

APPLICATIONS RECEIVED - Continued

- New York      Chemical New York Corporation, New York, New York, for approval to acquire all the capital stock of Brown & Company Securities Corporation, Boston, Massachusetts, and to engage in discount securities brokerage and related activities.
- New York      Chemical New York Corporation, New York, New York, requests permission to engage de novo in the following activities (activities which may be carried on by a real estate appraiser, an investment and financial advisor or an intermediary who arranges and services debt secured by commercial and industrial real estate or who arranges equity financing for such real estate) through its subsidiary, Chemical Realty Corporation (2/28/84)
- New York      Citicorp, New York, New York, requests permission to engage on a nationwide basis in the following activities (the making or acquiring of loans and other extensions of credit, secured or unsecured, for consumer and other purposes; the extension of loans to dealers for the financing of inventory [floor planning] and working capital purposes; the purchasing and servicing for its own account of sales finance contracts: the sale of credit related life and accident and health insurance by licensed agents or brokers, as required; industrial banking activities [including making consumer and commercial loans accepting time and savings deposits]; the making of loans to individuals and businesses secured by a lien on mobile homes, modular units or related manufactured housing, together with the real property to which such housing is or will be permanently affixed, such property being used as security for the loans; the sale at retail of money orders, travelers checks and U.S. savings bonds; the sale at retail of consumer oriented financial management courses; the servicing, for any person, of loans and other extensions of credit; the originating, acquiring and servicing, for its own account and for the account of others, of extensions of credit 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, through existing subsidiaries and subsidiaries yet to be formed (2/28/84)
- New York      Citicorp, New York, New York, requests permission to engage on a nationwide basis in the following activities (the performance of functions or activities that may be performed by a trust company [including activities of a fiduciary, agency or custodial nature], in a manner authorized by federal or state law; and including the

APPLICATIONS RECEIVED - Continued

making of loans and investments and the taking of deposits which are limited to those loans, investments and deposits permitted by section 225.25(b)(3) of Regulation Y, as amended) through one or more subsidiaries (2/28/84)

New York

Citicorp, New York, New York, requests permission to engage on a nationwide basis in the following activities (the leasing of personal or real property or acting as agent, broker or advisor in leasing such property according to the terms and conditions contained in section 225.25(b)(5) of Regulation Y, as amended) through any of its existing subsidiaries or any subsidiaries yet to be formed (3/2/84)

New York

The Hongkong and Shanghai Banking Corporation, Hong Kong, requests permission to establish an office engaging in the following activities ((A) providing general economic information and advice to U.S. and non-U.S. multinational corporations and their African subsidiaries; African parastatal organizations, development and government agencies, U.S. government agencies; and international and regional development agencies (225.25(b)(4)); (B) providing consulting services to non-affiliated bank and nonbank depository institutions subject to the conditions listed in section (225.25(b)(11) of Regulation Y; and (C) providing financial advice to U.S. and non-U.S. multinational corporations and their African subsidiaries concerning potential sources and methods of obtaining financing for their African operations (225.25(b)(4)) at offices in Hartford, Connecticut and Washington, D.C., through its subsidiary, Equator Advisory Services Limited (2/23/84)

New York

Marine Midland Banks, Inc., Buffalo, New York; The Hongkong and Shanghai Banking Corporation, Hong Kong; Kellett N.V., Netherlands Antilles; and HSBC Holdings B.V., Amsterdam, The Netherlands, request permission to establish an office engaging in the following activities ((1) making, acquiring, and servicing loans and other extensions of credit for its own account or for the account of others, such as are made by consumer and commercial finance companies, and (2) leasing personal property and acting as agent, broker and advisor in leasing such property) through their subsidiary, marine Midland Consumer Credit Corporation (3/7/84)

APPLICATIONS RECEIVED - Continued

New York	Peoples Bancorp, Belleville, New Jersey, requests permission to expand the activities to include the following activities (the leasing of personal and real property or acting as agent, broker or advisor in leasing such property as outlined in section 225.25(b)(5) of Regulation Y. The company will also perform consulting services to non-affiliated banks as permitted in section 225.25(b)(11) of Regulation Y) at 237 Washington Avenue, Belleville, New Jersey, through its subsidiary, Peoples Financial Services Corporation (2/22/84)
Philadelphia	United Penn Corporation, Wilkes-Barre, Pennsylvania, for approval to acquire 100 percent of the voting shares of UniPenn Life Insurance Company, Phoenix, Arizona.
Cleveland	The Exchange Financial Corporation, Mt. Sterling, Kentucky, notification of intent to engage in <u>de novo</u> activities (in data processing activities) at the corner of High and Maysville Streets, Mt. Sterling, Kentucky, through its subsidiary Exchange Data Corporation (3/7/84)
Richmond	Dominion Bankshares Corporation, Roanoke, Virginia, notification of intent to engage in <u>de novo</u> 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 Main Street, Bassett, Virginia, through its subsidiary, Dominion Trust Company (3/7/84)
Chicago	Waunakee Bank Shares, Inc., Waunakee, Wisconsin, notification of intent to engage in <u>de novo</u> activities (to engage in the sale of general insurance in a town with a population not exceeding 5,000) the activities would be performed in Waunakee, Wisconsin and the surrounding area (3/6/84)
St. Louis	MNB Bancshares, Inc., Malvern, Arkansas to engage in real estate appraising.
St. Louis	Old National Bancorp, Evansville, Indiana, notification of intent to engage in <u>de novo</u> activities (the underwriting of insurance directly only in Arizona; insurance sold by Applicant's subsidiary bank in Indiana will be directly related to extensions of credit and will be underwritten directly by an unaffiliated company qualified to do business in Indiana and will be assigned to Indiana Old National Insurance Company under the reinsurance and other related agreements) the trade area of the applicant's subsidiary bank in Indiana consists of Southwestern Indiana, Northwestern Kentucky and Southeastern Illinois, through its subsidiary, Indiana Old National Insurance Company (3/5/84)

APPLICATIONS RECEIVED - Continued

Kansas city	DeKalb County Bancshares, Inc., Clarksdale, Missouri, for approval to engage in general insurance activities in a town with a population not exceeding 5,000 through the acquisition of 50 percent of the partnership, Nelson Insurance Agency, Clarksdale, Missouri.
Dallas	Americo Bancshares Inc., Wolfforth, Texas, notification of intent to engage in <u>de novo</u> activities (in the processing and funding of mortgage loans for sale in the secondary market) this activity would be performed in the United States (2/29/84)
San Francisco	Security Pacific Corporation, Los Angeles, California, for approval to acquire all of the outstanding shares of KMS Corporate Brokers, Inc., New York, New York.
San Francisco	Wells Fargo & Company, San Francisco, California, notification of intent to engage in <u>de novo</u> activities (in arranging commercial real estate equity financing in accordance with the Board's Regulation Y) this activity would be performed nationwide through its subsidiary, Wells Fargo Mortgage Company and through two subsidiaries of Wells Fargo Mortgage Company, Wells Fargo Realty Finance Corporation and Ben G. McGuire & Company (3/5/84)

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REPORTS RECEIVED

Current Report Filed Pursuant to  
Section 13 of the Securities Exchange Act

Bank of Greene  
Ruckersville, Virginia (Month of February)

Union Trust Company of Ellsworth  
Ellsworth, Maine (Month of February)

\* \* \* \* \*

PETITIONS FOR RULEMAKING

None.