

ANNOUNCEMENT BY
BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM
H.2, 1984 No. 16

Actions of the Board; Applications and Reports
Received During the Week Ending April 21, 1984

APPLICABLE
RESERVE BANK

ACTIONS OF THE BOARD

New York	Irving International Financing Corporation, New York, New York, extension of time until April 12, 1985, within which to make an additional investment in Siam Leasing S.p.A., Rome, Italy. <u>1/</u>
New York	Chemical International Finance, Ltd., New York, New York, extension of time to April 14, 1985, within which to establish a wholly-owned <u>de novo</u> holding company, Chemical Singapore Holdings, Ltd., Singapore and to continue to hold the shares of Holdings after it acquires 50 percent of the shares of a <u>de novo</u> merchant bank, Chemical Sanwa (Singapore) Limited, Singapore. <u>1/</u>
Philadelphia	Hamlin Bank and Trust Company, Smethport, Pennsylvania, proposal to merger with The First National Bank of Eldred, Eldred, Pennsylvania, under the charter and title of Hamlin Bank and Trust Company; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>
Richmond	First Banc Securities Inc., Morgantown, West Virginia, extension of time until July 15, 1984, within which to become a bank holding company through the acquisition of The First National Bank of Morgantown, Morgantown, West Virginia. <u>1/</u>
Richmond	Fauquier Bank, National Association, Warrenton, Virginia, a proposed new bank, proposed merger with The Fauquier National Bank of Warrenton, Warrenton, Virginia; 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 WNB National Bank, Weston, West Virginia, a proposed new bank, proposed merger with The Weston National Bank, Weston, West Virginia; report to the Comptroller of the Currency on competitive factors. 1/
- Atlanta First Independence Bank of Florida, Ft. Myers, Florida, extension of time to April 26, 1984, within which to open a branch at 6251 South Pointe Boulevard, Fort Myers, Florida. 1/
- Atlanta First of Homestead, Inc., Homestead, Florida, extension of time until July 26, 1984, which which to become a bank holding company through the acquisition of the First National Bank of Homestead, Homestead, Florida. 1/
- Atlanta United Companies Financial Corporation, Baton Rouge, Louisiana, extension of time until June 17, 1984, within which to acquire up to 20 percent of Great American Corporation, Baton Rouge, Louisiana. 1/
- Atlanta Gulf National Bancorp, Inc., Lake Charles, Louisiana, extension of time until July 16, 1984, within which to become a bank holding company through the acquisition of Gulf National Bank at Lake Charles, Lake Charles, Louisiana. 1/
- Atlanta Collier Bank Corporation, Naples, Florida, extension of time until July 22, 1984, within which to become a bank holding company through the acquisition of Collier Bank, Naples, Florida. 1/
- Atlanta Southtrust First National Bank of Dothan, Dothan, Alabama, proposed merger with Southtrust Bank of Dale County, Midland City, Alabama; report to the Comptroller of the Currency on competitive factors. 1/
- Atlanta NCNB National Bank of Florida, Tampa, Florida, proposed merger with Ellis National Bank of Central Florida, Tampa, Florida; report to the Comptroller of the Currency on competitive factors. 1/

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

ACTIONS OF THE BOARD - Continued

- Chicago Clarence Savings Bank, Clarence, Iowa, application for prior approval to acquire the assets of and assume the liabilities of Union Trust & Savings Bank, Clarence, Iowa; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Chicago Central Bancorp, Inc., Plainfield, Indiana, extension of time to July 5, 1984, within which to acquire The First National Bank of Danville, Danville, Indiana. 1/
- Chicago Citizens Bank, Sheboygan, Wisconsin, extension of time to December 7, 1984, within which to establish a branch at Wood Lake Road, Kohler, Wisconsin. 1/
- San Francisco State Bank of Wayne County, Loa, Utah, proposed merger with Far West Bank, Provo, Utah, under the charter and title of the latter; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- San Francisco Continental Bank and Trust Company, Salt Lake City, Utah, extension of time to May 2, 1985, within which to establish a branch office to be located at 9000 South 1700 West, Salt Lake County, Utah. 1/
- San Francisco First Interstate Bank of California, Los Angeles, California, extensions of time within which to establish branches: (1) to April 12, 1985, to establish an office in the vicinity of the intersection of Hawthorne Boulevard and Skypark Drive, City of Torrance, California; and (2) to April 23, 1985, to establish an office in the vicinity of the intersection of Highway 4 and Lone Tree Way, City of Antioch, California. 1/
- San Francisco Trans National Bank, Monterey Park, California, proposed acquisition of assets and assumption of liabilities of the Park Presidio branch of Lloyds Bank California, Los Angeles, California; report to the Comptroller of the Currency on competitive factors. 1/

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

ACTIONS OF THE BOARD - Continued

San
Francisco

First Enumclaw Bancorporation, Enumclaw, Washington, extension of time to July 23, 1984, within which to become a bank holding company through the acquisition of First National Bank of Enumclaw, Enumclaw, Washington. 1/

San
Francisco

High Tech Bancorp, Los Gatos, California, extension of time until July 19, 1984, within which to become a bank holding company through the acquisition of High Tech National Bank, Los Gatos, California. 1/

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

ACTIONS OF THE BOARD - ContinuedTo Become a Member of the Federal Reserve System
Pursuant to Section 9 of Federal Reserve Act

Atlanta Approved
First American Interim Bank, Pelham, Alabama. 1/

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

Atlanta Approved
First American Interim Bank, Pelham, Alabama, and
First American Bank of Pelham, Pelham, Alabama. 1/

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

Minneapolis Not Disapproved
Minnesota Bankshares Corporation, Brainerd,
Minnesota. 1/

Kansas City Peoples State Bancorporation of Holdenville, Inc.,
Holdenville, Oklahoma. 1/

Kansas City Intrawest Financial Corporation, Denver, Colorado. 1/

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

New York Approved
Endicott Trust Company, Endicott, New York. To
establish 15 offsite electronic facility offices
in the State of New York. 1/

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

ACTIONS OF THE BOARD - Continued

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

San Francisco

Sixty Day Notification Period Allowed to Expire
Bank of America NT & SA, San Francisco, California and BankAmerica International, San Francisco, California: no objection to acquire all the shares of a de novo commercial bank in France to be known as Bank of America (France) S.A.

San Francisco

Security Pacific Corporation, Los Angeles, California: no objection to acquire 100 percent 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

St. Louis

Withdrawn
Mammoth Bancorp, Inc., Brownsville, Kentucky, for approval to acquire 85.7 percent of the voting shares of Brownsville Deposit Bank, Brownsville, Kentucky. 1/

Kansas City

First Neodesha Bancshares, Inc., Neodesha, Kansas, for approval to acquire at least 95.3 percent of the voting shares of The First National Bank of Neodesha, Neodesha, Kansas.

New York

Approved
Hamptons Bancshares, Inc., East Hampton, New York, for approval to acquire 100 percent of the voting shares of The Bank of the Hamptons, N.A., East Hampton, New York. 1/

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

ACTIONS OF THE BOARD - Continued

- Cleveland Muskingum Valley Bancshares, Inc., Beverly, Ohio, for approval to acquire 100 percent of the voting shares of The Citizens Bank Company, Beverly, Ohio. 1/
- Atlanta Bankshares of Georgia, Inc., Montezuma, Georgia, for approval to acquire 100 percent of the voting shares of The Bank of Macon County, Montezuma, Georgia. 1/
- Atlanta Citizens BancShares, Inc., Greensboro, Alabama, for approval to acquire 100 percent of the voting shares of The Citizens Bank, Greensboro, Alabama. 1/
- Atlanta First American Bancshares, Inc., Pelham, Alabama, for approval to acquire 80 percent of the voting shares of First American Bank of Pelham, Pelham, Alabama. 1/
- Atlanta Sevier County Bancshares, Inc., Sevierville, Tennessee, for approval to acquire 100 percent of the voting shares of Sevier County Bank, Sevierville, Tennessee. 1/
- Atlanta Shamrock Holdings, Inc., Evergreen, Alabama, for approval to acquire 80 percent of the voting shares of The Union Bank, Repton, Alabama. 1/
- Chicago Dike Bancshares Corporation, Dike, Iowa, for approval to acquire 100 percent of the voting shares of Iowa Savings Bank, Dike, Iowa. 1/
- Chicago The Newburg Corporation, St. Ansgar, Iowa, for approval to acquire at least 84 percent of the voting shares of Cedar National Bank, Carpenter, Iowa (formerly Carpenter Savings Bank). 1/
- St. Louis First State Capitol Corporation, Holly Springs, Mississippi, for approval to acquire 100 percent of the voting shares of the successor by merger to First State Bank, Holly Springs, Mississippi. 1/

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

ACTIONS OF THE BOARD - Continued

- Minneapolis Elysian Inc., Elysian, Minnesota, for approval to acquire 81.2 percent of the voting shares of Elysian State Bank, Elysian, Minnesota. 1/
- Minneapolis Metro-West Financial Corporation, Eden Prairie, Minnesota, for approval to acquire 80 percent of the voting shares of First State Bank of Eden Prairie, Eden Prairie, Minnesota. 1/
- Kansas City Ark-Valley Bancorp, Inc., Hutchinson, Kansas, for approval to acquire 100 percent of the voting shares of Northgate National Bank of Hutchinson, Hutchinson, Kansas.
- Kansas City Selko Banco, Inc., Mead, Nebraska, for approval to acquire 100 percent of the voting shares of Bank of Mead, Mead, Nebraska. 1/
- Dallas Bee Cave Holding Company, Fort Worth, Texas, for approval to acquire 99.3 percent of the voting shares of Westlake Bancshares, Inc., Austin, Texas and indirectly Westlake National Bank, Austin, Texas. 1/
- Dallas FB II - Farmersville, Inc., Farmersville, Texas, for approval to acquire 100 percent of the voting shares of Farmersville Bancshares, Inc., Farmersville, Texas and indirectly First National Bank at Farmersville, Farmersville, Texas. 1/
- Dallas Haltom City Bancshares, Inc., Dallas, Texas, for approval to acquire at least 80 percent of the voting shares of Haltom City State Bank, Fort Worth, Texas. 1/
- Dallas Franklin Bancorp, Inc., Winnsboro, Louisiana, for approval to acquire at least 80 percent of the voting shares of State Bank & Trust Company, Winnsboro, Louisiana. 1/
- Dallas Whitehouse Financial Corporation, Whitehouse, Texas, for approval to acquire 100 percent of the voting shares of First National Bank of Whitehouse, Whitehouse, Texas. 1/

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

ACTIONS OF THE BOARD - Continued

San Francisco Nevada First Development Corporation, Reno, Nevada, for approval to acquire at least 99.7 percent of the voting shares of Nevada First Bank, Reno, Nevada, a proposed new bank.

San Francisco Valley National Corporation, Forest Grove, Oregon, for approval to acquire 100 percent of the voting shares of the successor by merger to Valley National Bank of Oregon, Forest Grove, Oregon. 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

Dallas Withdrawn
InterFirst Corporation, Dallas, Texas, for approval to acquire 100 percent of the voting shares of First National Bank of Richardson, Richardson, Texas.

New York Approved
Commercial Bancshares, Inc., Jersey City, New Jersey, for approval to acquire 100 percent of the voting shares of The Wood Ridge National Bank, Woodridge, New Jersey. 1/

New York First Glen Bancorp, Inc., Glen Falls, New York, for approval to acquire 100 percent of the voting shares of The Keeseville National Bank, Keeseville, New York. 1/

Philadelphia Meridian Bancorp, Inc., Reading, Pennsylvania, for approval to acquire 100 percent of the voting shares of First National Bancorp of Allentown, Inc., Allentown, Pennsylvania, and indirectly First National Bank of Allentown, Allentown, Pennsylvania.

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

ACTIONS OF THE BOARD - Continued

- Atlanta United Security Bancshares, Inc., Thomasville, Alabama, for approval to acquire 68.835 percent of the voting shares of First National Bank of Butler, Butler, Alabama, a proposed new bank. 1/
- Chicago Cole-Taylor Financial Group, Inc., Northbrook, Illinois, for approval to acquire at least 92 percent of the voting shares of Ford City Bank and Trust Co., Chicago, Illinois. 1/
- Minneapolis Kimberly Leasing Corporation, Rush City, Minnesota, for approval to acquire at least 99.4 percent of the voting shares of Security State Bank of Pillager, Pillager, Minnesota. 1/
- Kansas City Ark-Valley Bancorp, Inc., Hutchinson, Kansas, for approval to acquire 16.7 percent of the voting shares of Garden Banc Shares, Inc., Hutchinson, Kansas and indirectly Fourth Bank of Garden City, N.A., Garden City, Kansas.
- Kansas City Ark-Valley Bancorp, Inc., Hutchinson, Kansas, for approval to acquire 19.9 percent of the voting shares of Valley Bancorp, Inc., Hutchinson, Kansas and indirectly Valley State Bank, Syracuse, Kansas.
- Kansas City Central Bancorporation, Inc., Central Colorado Company, and C.C.B., Inc., all of Denver, Colorado, for approval to acquire 100 percent of the voting shares of Central Bank of East Aurora, N.A., Aurora, Colorado, a proposed new bank. 1/
- Dallas Texas American Bancshares Inc., Fort Worth, Texas, for approval to acquire 100 percent of the voting shares of Texas Bank, Grand Prairie, Texas. 1/
- Dallas Texas American Bancshares Inc., Fort Worth, Texas, for approval to acquire 100 percent of the voting shares of Westlake Bankshares, Inc., Austin, Texas and indirectly Westlake National Bank, Austin, Texas. 1/

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

ACTIONS OF THE BOARD - Continued

Dallas Texas Commerce Bancshares, Inc., Houston, Texas,
for approval to acquire 100 percent of the
voting shares of Texas Commerce Bank-Irving
Boulevard, Irving, Texas, a proposed new bank. 1/

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

Boston Approved
The Conifer/Essex Group, Inc., Worcester, Massachusetts,
for approval to merge with Charterbank Incorporated,
Brockton, Massachusetts and indirectly acquire
Plymouth-Home National Bank, Brockton, Massachusetts.
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To Expand a Bank Holding Company Pursuant to Section
4(c)(8) of the Bank Holding Company Act of 1956

Dallas Withdrawn
River Oaks Bancshares, Inc., Houston, Texas, for ap-
proval to engage in discount brokerage services
through an equity investment by its subsidiary,
River Oaks Trust Company in Texas First Brokerage
Services, Inc.

New York Approved
Chemical New York Corporation, New York, New York,
for approval to acquire all the outstanding capital
stock of Brown & Company Securities Corporation,
Boston, Massachusetts and to engage through Company
in discount securities brokerage and related
activities. 1/

Philadelphia Meridian Bancorp, Inc., Reading, Pennsylvania, for
approval to acquire 100 percent of Firal Life
Insurance Company, Phoenix,, Arizona.

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

ACTIONS OF THE BOARD - Continued

- Chicago The Newburg Corporation, St. Ansgar, Iowa, for approval to engage in the sale of insurance from offices in Carpenter, a community that has a population not exceeding 5,000. 1/
- San Francisco Nevada First Development Corporation, Reno, Nevada, for approval to acquire Silver State Thrift and Loan Association, Reno, Nevada and Lori-Insurance Company, Ltd., Grand Turk - Turks & Caicos Islands, British West Indies and Nevada First Thrift, Reno, Nevada.
- Boston Permitted
RIHT Financial Corporation, Providence, Rhode island, notification of intent to engage in de novo activities (in the origination and sale of residential and commercial mortgages and in the servicing of residential and commercial mortgage loans) at 850 Silas Deane Highway, Wethersfield, Connecticut, the service area will be nationwide, through its subsidiary, RIHT Mortgage Corporation (4/14/84) 3/
- New York The Bank of New York Co., Inc., New York, New York, requests permission to engage de novo in the following activities through the subsidiaries indicated: ARCS Mortgage Corp. - (making, acquiring or servicing loans or other extensions of credit for the company's account or for the account of others, such as would be made by a mortgage company); ARCS Mortgage, Inc. - (making, acquiring or servicing loans or other extensions of credit for the company's account or for the account of others, such as would be made by a mortgage company); The Bank of New York Life Insurance Co., Inc. - (underwriting, on a reinsurance basis, credit life insurance and credit accident and health insurance that is directly related to extensions of credit by the lending affiliates of the Bank of New York Company, Inc.); the Bank of New York Trust Company of Florida, N.A., - (performing functions or activities that may be performed by a trust company [including activities of a fiduciary, agency, or custodial nature], in the manner authorized by Federal or state law including acceptance of deposits that are generated from trust funds not currently invested and that are properly secured to the extent required by law, deposits representing

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

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

ACTIONS OF THE BOARD - Continued

funds received for a special use in the capacity of managing agent or custodian for an owner of, or investor in, real property, securities dealers or purchasing money market instruments such as certificates of deposit, commercial paper, government or municipal securities, and bankers acceptances) and B.N.Y. Financial Corporation - (making, acquiring or servicing loans or other extensions of credit for the company's account or for the account of others, such as would be made by a mortgage company) the activities would be conducted on a nationwide basis except for the Bank of New York Life Insurance Co. (New York and Delaware) and the Bank of New York Trust Company of Florida, N.A., (Florida) (4/20/84) 3/

New York

Bankers Trust New York Corporation, New York, New York, requests permission to expand the activities of its subsidiary, BT Commercial Corporation, and to conduct the activities on a nationwide basis from various locations in the United States as follows (making or acquiring loans and other extensions of credit such as would be made by a commercial finance company, including commercial loans secured by a borrower's accounts receivable, inventory, or other assets; purchasing or acquiring accounts receivable and making advances thereon as would be done by a factor, servicing such loans or accounts for others; and acquiring and selling participations in such obligations; making or acquiring leases and installment sale contracts of personal property; servicing such leases and installment sales contracts for others, acting as agent, broker or adviser in connection with such transactions; and acquiring participations in the obligations arising for such transactions) (4/20/84) 3/

New York

B.N.Y. Holdings (Delaware) Corporation, Wilmington, Delaware, requests permission to engage de novo in the following activities through the subsidiaries indicated: ARCS Mortgage Corp. - (making, acquiring or servicing loans or other extension of credit for the company's account or for the account of others, such as would be made by a mortgage company); ARCS Mortgage, Inc. - (making, acquiring or servicing loans or other extensions of credit for the company's account or for the account of others, such as would be made by a mortgage company);

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

ACTIONS OF THE BOARD - Continued

The Bank of New York Life Insurance Co., Inc. - (underwriting, on a reinsurance basis, credit life insurance and credit accident and health insurance that is directly related to extension of credit by the lending affiliates of the Bank of New York Company, Inc.) The Bank of New York Trust Company of Florida, N.A. - (performing functions or activities that may be performed by a trust company [including activities of a fiduciary, agency, or custodial nature], in the manner authorized by Federal or state law including acceptance of deposits that are generated from trust funds not currently invested and that are properly secured to the extent required by law, deposits representing funds received for a special use in the capacity of managing agent or custodian for an owner of, or investor in real property, securities dealers or purchasing money market instruments such as certificates of deposit, commercial paper, government or municipal securities, and bankers' acceptances) and B.N.Y. Financial Corporation - (making, acquiring or servicing loans or other extensions of credit for the company's account or for the account of others, such as would be made by a mortgage company) the activities would be conducted on a nationwide basis except for The Bank of New York Life Insurance Co. (New York and Delaware) and The Bank of New York Trust Company of Florida, N.A., (Florida) (4/20/84) 3/

New York

Citicorp, New York, New York, requests permission to engage de novo directly or indirectly through any of its existing subsidiaries or any subsidiaries yet to be formed in the following activities (credit card activities, including the issuance of credit cards to customers; the servicing of credit card accounts receivable; the soliciting of merchants to participate in credit card programs so that merchants will accept the credit cards from customers) (4/18/84) 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

- Richmond First Bankshares Corp. of S.C., Columbia, South Carolina, notification of intent to engage in de novo activities (in the origination of permanent and construction real estate loans and other extensions of credit such as would be made by a mortgage banking company, acting as agent for sale of insurance directly related to extensions of credit, and performing real estate appraisals, all in accordance with the Board's Regulation Y) these activities would be performed in the branch offices located in Columbia, Charleston, Spartanburg, Beaufort and other future locations within South Carolina, through its subsidiary, August Kohn and Company, Incorporated (4/16/84) 3/
- Atlanta Alabanc, Inc., Wadley, Alabama, notification of intent to engage in de novo activities (in making loans and other extensions of credit such as would be made by a commercial financial company, real estate finance company, including commercial loans secured by a borrower's real estate, inventory, accounts receivable or other assets) serving the States of Alabama and Georgia (4/15/84) 3/
- 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) (4/16/84) 3/
- San Francisco Alaska Mutual Bancorporation, Anchorage, Alaska, notification of intent to engage in de novo activities (in mortgage banking activities) these activities would be conducted in the States of Alaska, Arizona, California, Oregon and Washington, through its subsidiary, Alaska Mortgage Company (4/19/84) 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 BankAmerica Corporation, San Francisco, California, notification of intent to engage in de novo activities (in the activities of a futures commission merchant for nonaffiliated persons in the execution and clearance on major commodity exchanges of futures contracts and options on futures contracts to the full extent permitted by Section 225.25(b)(18) of Regulation Y and Section 4(c)(8) of the Bank Holding Company Act) these activities will be conducted de novo throughout all fifty States, the District of Columbia, the U.S. territories, and abroad, through its subsidiary, BA Futures, Incorporated (4/18/84) 3/
- San Francisco Fresno BanCorp, Fresno, California, notification of intent to engage in de novo activities (to provide data processing and transmission services, facilities, software, hardware or access to such services, facilities, software, or hardware to the Applicant and its subsidiaries and others in accordance with the Board's Regulation Y) at 1180 E. Shaw Court, Fresno, California, the market area includes the entire U.S., through its subsidiary, Fresno BanSystems, Inc. (d/b/a FBSI, Inc.) (4/19/84) 3/
- San Francisco Pacific Western Bancshares, San Jose, California, notification of intent to engage in de novo activities (providing investment advisory services to financial institutions, public agencies, corporations and individuals, including portfolio investment advice, general economic information and studies, and the development of investment policies, procedures and recommendations) at 333 West Santa Clara Street, San Jose, Santa Clara County, California, to clients throughout the United States, through a subsidiary, Western Capital Management Corporation (4/21/84) 3/
- San Francisco U. S. Bancorp, Portland, Oregon, notification of intent to engage in de novo activities (in the making, acquiring and servicing of loans and other extensions of credit secured by mortgages or deeds of trust on real property, and to act as insurance agent with regard to credit life and disability insurance solely in connection with extensions of credit by Bancorp Mortgage) these activities would be conducted principally in the State of Oregon, also in the States of Washington, Idaho, and California and in all other of the 46 states, through its subsidiary U. S. Bancorp Mortgage Company (4/18/84) 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

Redemption of Shares

Atlanta	First State Corporation, Waynesboro, Mississippi. <u>1/</u>
Chicago	FNB BanShares, Inc., West Union, Iowa. <u>1/</u>
St. Louis	Central Kentucky Bancorp, Inc., Elizabethtown, Kentucky. <u>1/</u>
Minneapolis	Henning Bancshares, Inc., Henning, Minnesota. <u>1/</u>
Minneapolis	Minnesota Bankshares Corporation, Brainerd, Minnesota. <u>1/</u>

1/ Application processed 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

- New York The Schenectady Trust Company, Schenectady, New York.
To establish 126 offsite electronic facility offices
in the State of New York. 1/
- Atlanta Hanover Bank of Florida, Plantation, Florida. To
establish a branch to be located at 2100 West Sample
Road, Southwest corner of Sample Road and Powerline
Road, Pompano Beach, Florida. 2/

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

- San Francisco Eastern Arizona Bank, Safford, Arizona. 2/

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Applications and Notifications fo International
Investments and Other Actions Pursuant to Sections 25 and 25(a)
of the Federal Reserve Act and Sections 4(c)(9), and 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: prior notification of its intent to make
an additional investment in Diners Club de Mexico,
S.A. de C.V., Mexico City, Mexico.
- Chicago International Bank of Detroit, Detroit, Michigan, prior
notification of its intent to make an additional
investment in Michell NBD Limited, an Australian
merchant bank.
- San Francisco Orient Bancorporation, San Francisco, California:
requests consent to acquire a deposit taking company
in Hong Kong.

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

- Boston Grand Bank Corporation, Marblehead, Massachusetts, for approval to acquire 100 percent of the voting shares of The National Grand Bank of Marblehead, Marblehead, Massachusetts, 2/
- New York FNB Rochester Corp., Rochester, New York, for approval to acquire 100 percent of the voting shares of First National Bank of Rochester, Rochester, New York. 2/
- Philadelphia Albion Bancorp, Inc., Pen Argyl, Pennsylvania, for approval to acquire 100 percent of the voting shares of The Pen Argyl National Bank, Pen Argyl, Pennsylvania. 2/
- Atlanta First Sterling Bancshares, Inc., Winter Haven, Florida, for approval to acquire at least 80 percent of the voting shares of First Sterling Bank, Winter Haven, Florida. 2/
- St. Louis Carlinville National Bank Shares, Inc., Carlinville, Illinois, for approval to acquire 100 percent of the voting shares of the successor by merger to The Carlinville National Bank, Carlinville, Illinois. 2/
- St. Louis Continental Bank Shares, Inc., Louisville, Kentucky, for approval to acquire 100 percent of the voting shares of Continental National Bank of Kentucky, Louisville, Kentucky. 2/
- Minneapolis Bakken Securities Corporation, Inc., St. Louis Park, Minnesota, for approval to acquire 94 percent of the voting shares of Citizens State Bank of St. Louis Park, St. Louis Park, Minnesota. 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 Bank of the Rockies Bancshares, Inc., Boulder, Colorado, for approval to acquire 100 percent of the voting shares of National Bank of the Rockies, Boulder, Colorado. 2/
- Kansas City Central Bank Shares, Inc., Cheyenne, Wyoming, for approval to acquire 100 percent of the voting shares of American National Bank of Riverton, Riverton, Wyoming. 2/
- Kansas City Financial and Property Management, Inc., Emporia, Kansas, for approval to acquire an additional 27.5 percent of the voting shares of Educators Investment Company of Kansas, Inc., Emporia, Kansas and indirectly acquire Citizens National Bank and Trust Company, Emporia, Kansas. 2/
- Kansas City First Colorado Bankshares, Inc., Englewood, Colorado, for approval to acquire 100 percent of the voting shares of National Bank of Arapahoe, Englewood, Colorado. 2/
- Kansas City Laverne Bancshares, Inc., Laverne, Oklahoma, for approval to acquire at least 80 percent of the voting common shares of The First National Bank of Laverne, Laverne, Oklahoma. 2/
- Kansas City North American Bancshares, Inc., Littleton, Colorado, for approval to acquire 100 percent of the voting common shares of North American National Bank, Littleton, Colorado. 2/
- Dallas Lake Cities Financial Corporation, Lake Dallas, Texas, for approval to acquire 80 percent of the voting shares to Lake Cities State Bank, Lake Dallas, Texas. 2/

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

APPLICATIONS RECEIVED - Continued

- Dallas New Dumas Bancshares, Inc., Dumas, Texas, for approval to acquire 100 percent of the voting shares of Moore Bancshares Corporation, Dumas, Texas, and indirectly First State Bank of Dumas, Dumas, Texas. 2/
- Dallas Weatherford National Bancshares, Inc., Weatherford, Texas, for approval to acquire at least 80 percent of the voting shares of Weatherford National Bank, Weatherford, Texas, a proposed new bank. 2/
- San Francisco C. Y. Tung Financial Corporation, Hong, Kong, B.C.C., and American Asian Bancorp, San Francisco, California, for approval to acquire at least 65 percent and 66 percent, respectively, of the voting shares of American Asian Bank, San Francisco, California. 2/

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

- Boston UST Corp., Boston, Massachusetts, for approval to acquire 100 percent of the voting shares of Natick Trust Co., Natick, Massachusetts. 2/
- New York Ultra Bancorporation, Bridgewater, New Jersey, for approval to acquire 100 percent of the voting shares of The Peoples National Bank of Central Jersey, Piscataway, New Jersey. 2/
- Richmond American Bankshares, Inc., War, West Virginia, for approval to acquire at least 95 percent of the voting shares of First Clark National Bank, Northfork, West Virginia. 2/
- St. Louis Simmons First National Corporation, Pine Bluff, Arkansas, for approval to acquire at least 98 percent of the voting shares of First State Bank & Trust Company, Lake Village, Arkansas, 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

- Dallas Metropolitan Bancshares, Inc., Dallas, Texas, for approval to acquire 100 percent of the voting shares of Metropolitan National Bank-Lewisville, Lewisville, Texas, a proposed new bank. 2/
- Dallas RepublicBank Corporation, Dallas, Texas, for approval to acquire 100 percent of the voting shares of RepublicBank Eldridge, N.A., Houston, Texas, a proposed new bank. 2/
- Dallas Texas Bancorp Shares, Inc., San Antonio, Texas, for approval to acquire 100 percent of the voting shares of Texas Bank North, N.A., San Antonio, Texas, a proposed new bank. 2/
- San Francisco Seattle Bancorporation, Seattle, Washington, for approval to acquire 100 percent of the voting shares of Alaska Pacific Bancorporation, Anchorage, Alaska and indirectly acquire Alaska Pacific Bank, Anchorage, Alaska and First National Bank of Fairbanks, Fairbanks, Alaska. 2/

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

- Boston First Vermont Financial Corporation, Brattleboro, Vermont, for approval to acquire Vermont Mortgage Group, Inc., Wilmington, Vermont.
- New York The Bank of New York Company, Inc., New York, New York, for approval to engage de novo in consumer lending and deposit-taking through The Bank of New York Company, N.A., Livingston, New Jersey.
- New York The Bank of New York Company, Inc., New York, New York, for approval to engage de novo in consumer lending and deposit-taking through The Bank of New York Trust Company of Florida, N.A., Miami, Florida.
- New York Bankers Trust New York Corporation, New York, New York, for approval to engage de novo in consumer lending and deposit-taking through Bankers Trust Company of Florida, N.A., Palm Beach, Florida.

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 Chemical New York Corporation, New York, New York, for approval to engage de novo in deposit-taking through Chemical Trust Company of Florida, N.A., Palm Beach, Florida.
- New York Citicorp, New York, New York, for approval to engage de novo in consumer lending through Citibank (Phoenix), Phoenix, Arizona; Citibank (Connecticut), N.A., West Hartford, Connecticut; Citibank (Rockville), N.A., Rockville, Maryland; Citibank, (St. Louis), N.A., St. Louis, Missouri; Citibank (New Jersey), N.A., Whippany, New Jersey; Citibank (Ohio), N.A., Springdale, Ohio; Citibank (Pennsylvania), N.A., King of Prussia, Pennsylvania; Citibank (Dallas), N.A., Dallas, Texas; Citibank (Houston), N.A., Houston, Texas; and Citibank (Virginia), N.A., Virginia Beach, Virginia.
- New York J.P. Morgan & Co. Inc., New York, New York and Morgan Holding Corporation, Wilmington, Delaware, for approval to engage de novo in deposit-taking through Morgan Trust Company of Florida, N.A., Palm Beach, Florida.
- New York Midlantic Banks, Inc., Edison, New Jersey, for approval to engage de novo in deposit-taking through Florida Coast Midlantic Coast Trust Co., N.A., Lighthouse Point, Florida.
- Philadelphia Meridian Bancorp, Inc., Reading, Pennsylvania, for approval to acquire at least 99.6 percent of the voting shares of American Business Credit Corporation, Blue Bell, Pennsylvania.
- Philadelphia Meridian Bancorp, Inc., Reading, Pennsylvania, notification of intent to engage in de novo activities (in the sale of credit life, accident and health insurance directly related to extensions of credit made by Meridian Mortgage Corporation) initial activities would be concentrated in the States of Pennsylvania, New Jersey and Delaware, through its subsidiary, Meridian Mortgage Corporation (4/10/84)
- Philadelphia Mellon National Corporation, Pittsburgh, Pennsylvania, for approval to engage de novo in consumer lending and deposit-taking through Mellon Bank (NY), N.A., New York, New York; Mellon Bank (MO), N.A., Towson, Maryland; Mellon Bank, N.A. (VA), Springfield, Virginia; Mellon Bank (DC), N.A., Washington, D.C.;

APPLICATIONS RECEIVED - Continued

Mellon Bank (LA), N.A., Metairie, Louisiana; Mellon Bank (OH), N.A., Cleveland, Ohio; Mellon Bank (CO), N.A., Arvada, Colorado; Mellon Bank (CA), N.A., Pomona, California; Mellon Bank (WA), N.A., Bellevue, Washington; Mellon Bank (MA), N.A., Boston, Massachusetts; Mellon Bank (GA), N.A., Atlanta, Georgia; Mellon Bank (Miami), N.A., Miami, Florida; Mellon Bank, N.A. (TX), Dallas, Texas; Mellon Bank, N.A. (AZ), Phoenix, Arizona; and Mellon Bank (IL), N.A., Oak Brook, Illinois.

- Richmond Dominion Bankshares Corporation, Roanoke, Virginia, notification of intent to engage in de novo activities (performing real estate appraisals) serving the United States, through its subsidiary, Dominion Bankshares Mortgage Corporation (4/20/84)
- Richmond Dominion Bankshares Corporation, Roanoke, Virginia, notification of intent to engage in de novo activities (leasing personal property or acting as agent, broker, or advisor in leasing such property, making loans and other extensions of credit for its own account and for the account of others, servicing such loans and other extensions of credit for others, and in the sale of credit life insurance, credit accident and health insurance, credit disability insurance and non-convertible term life insurance, all directly related to its extensions of credit) at 8150 Leesburg Pike, Vienna, Virginia, serving the United States, through its subsidiary, Dominion Leasing Corporation (4/17/84)
- Richmond First Union Corporation, Charlotte, North Carolina, for approval to engage de novo in consumer lending and deposit-taking through First Union National Bank of South Carolina, Columbia, South Carolina; First Union National Bank of Virginia, Annadale, Virginia; First Union National Bank of Texas, Houston, Texas; First Union National Bank of Alabama, Birmingham, Alabama; First Union National Bank of Florida, Ft. Lauderdale, Florida; First Union National Bank of Tennessee, Memphis, Tennessee; and First Union National Bank of Georgia, Tucker, Georgia.

APPLICATIONS RECEIVED - Continued

- Richmond Suburban Bancorp, Bethesda, Maryland, for approval to engage de novo in consumer lending and deposit-taking through Suburban Virginia Bank, N.A., Fairfax County, Virginia.
- Atlanta First Railroad & Banking Company of Georgia, Augusta, Georgia, for approval to acquire through First Financial Management Corporation, Atlanta, Georgia, certain data processing assets of First American National Bank, Kingsport, Tennessee.
- Chicago Firstbank of Illinois Co., Springfield, Illinois, notification of intent to engage in de novo activities (in the mortgage banking business including originating, acquiring and servicing mortgage loans to commercial and consumer customers, and selling insurance directly related to such extensions of credit such as mortgage insurance) these activities would be conducted throughout the United States, through its subsidiary, Firstbank Mortgage Co. (4/16/84)
- Chicago First Lena Corporation, Lena, Illinois, for approval to acquire First Lena Insurance Agency, Inc., Lena, Illinois and thereby engage in the sale of general insurance in a town with a population not exceeding 5,000.
- Minneapolis First Bank System, Inc., Minneapolis, Minnesota, for approval to engage de novo in consumer lending and deposit-taking through First Trust Company of Florida, N.A., Sarasota, Florida.
- Minneapolis Norwest Corporation, Minneapolis, Minnesota, notification of intent to engage in de novo activities (in investment and financial advisory activities) at 1200 Peavey Building, Minneapolis, Minnesota, serving the continental United States, through its subsidiary, Norwest Advisors, Inc. (4/19/84)

APPLICATIONS RECEIVED - Continued

- San Francisco BankAmerica Corporation, San Francisco, California, notification of intent to expand in de novo activities (in the activities of an investment and financial adviser including, but not limited to, acting as investment adviser 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 555 California Street, San Francisco, California, having a worldwide geographic service area, through its subsidiary, BA Investment Management Corporation (a Delaware Corporation) (4/18/84)
- San Francisco First Interstate Bancorp, Los Angeles, California, notification of intent to engage in de novo activities (mortgage banking activities) serving the entire United States, through its subsidiary, First Interstate Mortgage Company (4/20/84)
- San Francisco Independent Bancorp, Lynden, Washington, for approval to acquire 50 percent of the voting shares of Snapper, Shuler, Kenner Insurance, Inc., Lynden, Washington, in general insurance activities, serving the areas in and around Lynden and Everson, Washington.
- San Francisco Seattle Bancorporation, Seattle, Washington, for approval to engage in nonbanking activities through Alaska Pacific Mortgage Company, Anchorage, Alaska, Peutek Leasing, Inc., San Jose, California and All Coast Financial, Inc., San Diego, California.
- San Francisco Security Pacific Corporation, Los Angeles, California, for approval to acquire Duff and Phelps, Inc., Chicago, Illinois and Duff and Phelps Investment Management Co., Cleveland, Ohio.
- San Francisco Security Pacific Corporation, Los Angeles, California, for approval to acquire 100 percent of the shares of Hoenig & Company, Inc., New York, New York.

APPLICATIONS RECEIVED - Continued

REPORTS RECEIVED

None.

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PETITIONS FOR RULEMAKING

None.