

**ANNOUNCEMENT BY
BOARD OF GOVERNORS
OF THE
FEDERAL RESERVE SYSTEM**

H.2, 1985 No. 7

**Actions of the Board
Applications and Reports Received
During the Week Ending February 16, 1985**

**APPLICABLE
RESERVE BANK**

ACTIONS OF THE BOARD

Boston	North Country Bank, Berlin, New Hampshire, proposal to merge with New North Country Bank, Berlin, New Hampshire; report to the Federal Deposit Insurance Corporation on competitive factors. <u>1/</u>
New York	First Jersey National Bank/West, Denville, New Jersey, application to merge with Peoples National Bank of North Jersey, Denville, New Jersey; report to the Comptroller of the Currency on competitive factors. <u>1/</u>
New York	Morgan Guaranty International Finance Corporation, New York, New York, extension of time to February 14, 1986, within which to pay in the remaining \$7 million of an \$8 million investment in Banco Morgan Finansa, Santiago, Chile. <u>1/</u>
Cleveland	First National Cincinnati Corporation, Cincinnati, Ohio, extension of time to May 15, 1985, within which to acquire Preble County National Bank, Eaton, Ohio. <u>1/</u>
Cleveland	Northern Kentucky Trustcorp, Inc., Alexandria, Kentucky, extension of time to May 15, 1985, within which to acquire Northern Kentucky Bank & Trust, Inc., Alexandria, Kentucky. <u>1/</u>
Richmond	Allied Irish Banks Limited, Dublin, Ireland, extension of time to February 21, 1986, within which to acquire additional shares of First Maryland Bancorp, Baltimore, Maryland. <u>1/</u>
Richmond	First-Citizens Bank & Trust Company, Raleigh, North Carolina, proposed merger with First State Bank, Winterville, North Carolina; 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

- Richmond Bank of West Point, West Point, Virginia, extension of time to May 30, 1985, within which to establish a branch at the intersection of U. S. Route 360 and State Route 1250, Mechanicsville, Virginia. 1/
- Richmond First National Bank of Poquoson, Poquoson, Virginia, proposed merger with Central Fidelity Bank, National Association, Poquoson, Virginia, a proposed new bank; report to the Comptroller of the Currency on competitive factors. 1/
- Richmond Union Trust Company of Maryland, Baltimore, Maryland, extension of time to February 17, 1986, within which to establish a branch at 6225 Charles Street, Baltimore, Maryland. 1/
- Richmond First Virginia Bank, Falls, Virginia, extension of time to October 19, 1985, within which to establish a branch at 8120 Courthouse Road, Vienna, Virginia. 1/
- Richmond Parkersburg National Bank, Parkersburg, West Virginia, proposed merger with The Heritage National Bank, Huntington, West Virginia; report to the Comptroller of the Currency on competitive factors. 1/
- Richmond Bank of Chapmanville, Chapmanville, West Virginia, proposed merger with Chapmanville State Bank, Inc., Chapmanville, West Virginia, a proposed new bank; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Richmond Logan Bank & Trust Company, Logan, West Virginia, proposed merger with Logan State Bank Inc., Logan, West Virginia, a proposed new bank; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Atlanta Southeast Bank, N.A., Miami, Florida, extension of time to June 8, 1985, within which to acquire 100 percent of the outstanding voting shares of Southeast Credit Insurance Company, Miami, Florida. 1/
- Atlanta Tower Bank Corporation, Hialeah Gardens, Florida, extension of time to May 28, 1985, within which to become a bank holding company through the acquisition of Tower Bank, N.A., Hialeah Gardens, Florida. 1/
- Chicago Key State Bank, Owosso, Michigan, proposal to merge with KSB Bank and title of NewCentury Bank - Key State; report to the Federal Deposit Insurance Corporation on competitive factors. 1/

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

ACTIONS OF THE BOARD - Continued

- Chicago State Savings Bank of South Lyon, South Lyon, Michigan, proposal to merge with SSB Bank, South Lyon, Michigan, under the charter of SSB Bank and title of The State Savings Bank of South Lyon; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Chicago American State Bancorp, Sheridan, Indiana, extension of time to February 28, 1985, within which to acquire 80 percent of the voting shares of American State Bank of Sheridan, Sheridan, Indiana. 1/
- Chicago FIRST WINNEBAGO CORPORATION, Winnebago, Illinois, extension of time to May 16, 1985, within which to become a bank holding company through the acquisition of 100 percent of the voting shares of the successor by merger to First National Bank of Winnebago, Winnebago, Illinois. 1/
- St. Louis United Missouri Bank of Ferguson, Ferguson, Missouri, proposed merger with United Missouri Bank of Kirkwood, Kirkwood, Missouri; report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Dallas First Victoria Corporation, Victoria, Texas, extension of time to May 14, 1985, within which to acquire First Victoria National Bank, a proposed new bank, and First Victoria Insurance Company, Victoria, Texas. 1/
- San Francisco Scottsdale Commercial Bank, Scottsdale, Arizona, extension of time to November 1, 1985, within which to establish a branch office at 9333 North 90th Street, Scottsdale, Arizona. 1/
- San Francisco Vineyard National Bank, Rancho Cucamonga, California, proposed purchase of Crestline Branch of Wells Fargo Bank, N.A., San Francisco, California, under the charter and title of the former; report to the Comptroller of the Currency on competitive factors. 1/
- San Francisco Centennial Beneficial Corp., Orange, California, extension of time to May 20, 1985, within which to acquire Sunwest Bank, Tustin, California. 1/

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

ACTIONS OF THE BOARD - Continued

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

Approved

- Cleveland The Fifth Third Bank, Cincinnati, Ohio, to establish two
ATM's in Cincinnati, Ohio. 1/
- Chicago Bankers Trust Company, Des Moines, Iowa, to establish an
offsite automated teller machine at Aid Insurance Company
Mutual, 701 5th Avenue, Des Moines, Iowa. 1/
- Chicago Peoples Bank and Trust Company, Cedar Rapids, Iowa, to establish
an offsite electronic facility at 5001 1st Avenue, S.E., Cedar
Rapids, Iowa. 1/

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

Not Disapproved

- Kansas City State Financial Investments, Inc., Winfield, Kansas. 1/
- Dallas Cielo Vista Bank, El Paso, Texas. 1/

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

Approved

- Boston State Street Bank and Trust Company, Boston, Massachusetts,
grants consent to establish an Edge Corporation in
Boston, Massachusetts to be known as State Street International
Holdings, Boston, Massachusetts.

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

ACTIONS OF THE BOARD - Continued

- New York Chase Manhattan Overseas Banking Corporation, Newark, Delaware, grants consent to acquire, indirectly through Edge's wholly-owned subsidiary, Chase Manhattan Australia Limited, Canberra, Australia, 50 percent of the capital shares of an Australian trading bank, Chase-AMP Bank Ltd., Sydney, Australia.
- New York Citibank, N.A., New York, New York, grants consent for the Board to add two additional powers to the list of further powers of foreign branches in Section 211.3(b) (1) to engage in purchase/repurchase arrangements involving goods and real property that are the functional equivalent of extensions of credit, and (2) leasing real property or acting as agent, broker, or advisor in leasing such property if the lease is to serve as the functional equivalent of an extension of credit to the lessee of the property provided the real property is located outside of the United States.
- Chicago First Wisconsin Corporation, Milwaukee, Wisconsin: no objection to invest in the equity of Intercontinental Trading Company, Inc., Rolling Meadows, Illinois, an export trading company.

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

- Chicago American Bancorp, Returned Inc., Suring, Wisconsin, for approval to acquire 100 percent of the voting shares of The Suring State Bank, Suring, Wisconsin and First National Bank of Paxton, Paxton, Illinois. 1/
- Kansas City Sooner Southwest Bancshares, Inc., Bristow, Oklahoma, for approval to acquire at least 80.86 percent of the voting shares of Anadarko Bancshares, Inc., Anadarko, Oklahoma and indirectly Anadarko Bank and Trust Co., Anadarko, Oklahoma; Community Bancorporation, Inc., Bristow, Oklahoma and indirectly Community Bank, Bristow, Oklahoma. 1/

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

ACTIONS OF THE BOARD - Continued

- Dallas Benson Investment Company, San Antonio, Texas, for approval to acquire 92.08 percent of the voting shares of Kelly Field Bancshares Corporation, San Antonio, Texas and indirectly acquire Kelly Field National Bank, Leon Valley, Texas and Exchange National Bank, San Antonio, Texas. 1/
- Approved
- Richmond First United Corporation, Oakland, Maryland, for approval to acquire 100 percent of the voting shares of the successor by merger to First United National Bank & Trust, Oakland, Maryland. 1/
- Chicago First National Corporation, Bloomington, Indiana, for approval to acquire 100 percent of the voting shares of First National Bank of Bloomington, Bloomington, Indiana. 1/
- Chicago NBP Financial Services, Inc., Petersburg, Illinois, for approval to acquire 100 percent of the voting shares of National Bank of Petersburg, Petersburg, Illinois. 1/
- Minneapolis Fulda Bancorporation Inc., Fulda, Minnesota, for approval to acquire 100 percent of the voting shares of Fulda State Bank, Fulda, Minnesota, a proposed new bank. 1/
- Kansas City Thatcher Banking Corporation, Denver, Colorado, for approval to acquire at least 95.0 percent of the voting shares of The First National Bank of Salida, Salida, Colorado and to acquire up to 30.0 percent of the voting shares of Pitkin County Bank and Trust Company, Aspen, Colorado. 1/
- Dallas Brazos Valley Bancshares, Inc., Bryan, Texas, for approval to acquire at least 80 percent of the voting shares of Western National Bank, Bryan, Texas. 1/
- Dallas Vidor Bancshares, Inc., Beaumont, Texas, for approval to acquire at least 99 percent of the voting shares of Allied Vidor Bank, Vidor, Texas. 1/
- San Francisco Columbia Bancorp, Inc., Avondale, Arizona, for approval to acquire 100 percent of the voting shares of Columbia Bank, Avondale, Arizona, a proposed new bank. 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) (3) of the Bank Holding Company of 1956

- Approved
- Cleveland Community Holding Company, Inez, Kentucky, for approval to acquire at least 42 percent of the voting shares of The First National Bank of Louisa, Louisa, Kentucky. 1/
- Atlanta First Franklin Bancshares, Inc., Athens, Tennessee, for approval to acquire at least 80 percent of the voting shares of Riceville Bank, Riceville, Tennessee. 1/
- Atlanta SouthTrust Corporation, Birmingham, Alabama, for approval to acquire at least 80 percent of the voting shares of The First National Bancorp of the South, Opp, Alabama and indirectly First National Bank of Andalusia, Andalusia, Alabama and First National Bank of the South, Opp, Oklahoma. 1/
- Chicago CBC Bancorp, Ltd., Chicago, Illinois, for approval to acquire at least 80 percent or more of the voting shares of Heritage Bank of Oakwood, Westmont, Illinois.
- Chicago ELM MARINE BANCSHARES, INC., Elmhurst, Illinois, for approval to acquire 100 percent of the voting shares of The Saint Charles National Bank, Saint Charles, Illinois. 1/
- Chicago The Marine Corporation, Milwaukee, Wisconsin, for approval to acquire 100 percent of the voting shares of Independence Bank Group, Inc., Waukesha, Wisconsin and indirectly Independence Bank Brookfield, Brookfield; Independence Bank Elkhorn, N.A., Elkhorn; Independence Bank Kenosha, N.A., Kenosha; Independence Bank New Berlin, New Berlin; Independence Bank Oconomowoc, N.A., Oconomowoc; Independence Bank Waukesha, N.A., Waukesha; Independence Bank of Wauwatosa, N.A., Wauwatosa; and Independence Bank Madison, N.A., Monona, all located in Wisconsin.
- Chicago United Iowa Bancshares, Inc., Mason City, Iowa, for approval to acquire at least 80 percent of the voting common shares and to retain 99.6 percent of the cumulative convertible preferred stock of North Iowa State State Bank, Belmond, Iowa.

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

ACTIONS OF THE BOARD - Continued

- Chicago Valley Bancorporation, Appleton, Wisconsin, for approval to acquire 100 percent of the voting shares of BANCWIS CORPORATION, Janesville, Wisconsin and indirectly Bank of Wisconsin, Janesville, and Merchants Bank of Evansville, Evansville, Wisconsin. 1/
- Minneapolis Citizens Development Company of Billings, Montana, Billings, Montana, for approval to acquire at least 96.98 percent of the outstanding shares of First Security Bank of Laurel, Laurel, Montana. 1/
- Kansas City Commercial Bank Investment Company and Commercial Bancorporation of Colorado, both of Denver, Colorado, for approval to acquire 100 percent of the voting common shares of Liberty State Bank, Colorado Springs, Colorado. 1/
- Kansas City OMNIBANCORP, Denver, Colorado, for approval to acquire 100 percent of the voting shares of OMNIBANK Kiowa County, N.A., Eads, Colorado. 1/
- San Francisco First Interstate Bancorp, Los Angeles, California, for approval to acquire 100 percent of the voting shares of First Interstate Bank, Ltd., Woodland Hills, California, a proposed new bank. 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

Withdrawn

- Cleveland Provident Bancorp, Inc., Cincinnati, Ohio, notification of intent to engage in de novo activities (in underwriting, dealing in brokering, and purchasing and selling obligations of the U.S. government and its agencies, general obligations of the various states and their political subdivisions, and such other obligations that state member banks of the Federal Reserve System may be authorized to underwrite and deal in under 12 USC 24 and 335 including money market instruments such as certificates of deposit and bankers acceptances; and to provide general economic information and portfolio investment advice to customers) serving the States of Ohio, Kentucky and Indiana, through its subsidiary, Provident Securities & Investment Company, Cincinnati, Ohio (2/15/85)

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

ACTIONS OF THE BOARD - Continued

Approved

- Cleveland Mellon Bank Corporation, Pittsburgh, Pennsylvania, for approval to acquire Mellon Bank (CA), N.A., Pomona, California and Mellon Bank (DC), N.A., Washington, D. C., in consumer lending and deposit taking.
- Cleveland Mellon Bank Corporation, Pittsburgh, Pennsylvania, for approval to acquire Mellon Bank (IL), N.A., Oakbrook, Illinois; and Mellon Bank (OH), N.A., Cleveland, Ohio, in consumer lending and deposit taking.
- Atlanta Atlantic Bancorporation, Jacksonville, Florida, for approval to acquire Florida Title & Mortgage Company, Jacksonville, Florida, thereby to engage in the activities of originating and servicing conventional and federally insured residential mortgage loans and the marketing and sales of such residential mortgage loans to federal and private institutional purchasers. 1/
- Chicago How-Win Development Co., Cresco, Iowa, for approval to acquire Cresco Insurance Agency, Inc., Cresco, Iowa, thereby engaging in general insurance and bonding activities in a town with a population not exceeding 5,000. 1/
- Chicago The Marine Corporation, Milwaukee, Wisconsin, for approval to acquire Independence Trust Company, Waukesha, Wisconsin, and Independence Mortgage Company, Inc., New Berlin, Wisconsin.

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

ACTIONS OF THE BOARD - Continued

Permitted

- New York The Chase Manhattan Corporation, New York, New York, notification of intent to expand its de novo activities (acting as a futures commission merchant pursuant to section 225.25(18) of Regulation Y for non-affiliated persons in the execution of future contracts for bullion, foreign exchange and Eurodollar time deposits traded on the Singapore International Monetary Exchange Limited) through its subsidiary, Chase Manhattan Futures Corporation, New York, New York (2/13/85) 3/
- Richmond Baltimore Bancorp, Baltimore, Maryland, notification of intent to engage in de novo activities (making, acquiring, and servicing loans and leasing personal or real property) throughout the United States (2/10/85) 3/
- Chicago WestBrook Bancshares, Inc., Westchester, Illinois, notification of intent to engage in de novo activities (in mortgage banking activities) through its subsidiary, West Brook Mortgage Corp., Westchester, Illinois (2/14/85) 3/
- San Francisco First Interstate Bancorp, Los Angeles, California, notification of intent to engage in de novo activities (in providing portfolio investment advice and general economic information and advice to its franchisee banks) (2/14/85) 3/

3/ Notification processed by Reserve Bank on behalf of the Board of Governors under delegated authority.

ACTIONS OF THE BOARD - Continued

Redemption of Shares

Approved

Kansas City State Financial Investments, Inc., Winfield, Kansas. 1/

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**

- Atlanta Boca Bank, Boca Raton, Florida, to establish a branch located at 7000 West Palmetto Park Road, Boca Raton, Florida. 2/
- Richmond Bank of Virginia Beach, Virginia Beach, Virginia, to establish a branch at the corner of Kempsville and King James Roads, Virginia Beach, Virginia. 2/

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**Applications and Notifications for International
Investments and Other Action 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, prior notification of its intent to continue to hold the shares of Citibank Canada, Toronto, Ontario, Canada after Citibank Canada makes an additional investment in Citibank Leasing Canada Limited, Toronto, Ontario, Canada.
- New York Republic International Bank of New York, Miami, Florida: requests consent to make an additional investment in Republic National Bank of New York (Singapore) Ltd., Singapore.
- Cleveland PNC International Bank, Pittsburgh, Pennsylvania, prior notification of its intent to amend their Articles of Association to reflect the branch in Philadelphia, Pennsylvania.
- San Francisco Valley National Corporation, Phoenix, Arizona, prior approval of its intent to establish Valley International Trading Company in Phoenix, Arizona, and to engage in the activities of an export trading company.

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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

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

Cleveland PNC International Bank, Pittsburgh, Pennsylvania, prior notification of its intent to establish a branch office in Philadelphia, Pennsylvania.

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

New York Gateway Bancorp, Inc., Staten Island, New York, for approval to acquire at least 80 percent of the voting shares of Gateway State Bank, Staten Island, New York. 2/

New York GHW Associates, Hackensack, New Jersey, for approval to acquire 100 percent of the voting shares of First County Bank of New Jersey, North Brunswick, New Jersey. 2/

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

Richmond Logan County BancShares, Inc., Logan, West Virginia, for approval to acquire at least 80 percent of the voting shares of Logan Bank and Trust Company, Logan, West Virginia, and Bank of Chapmanville, West Virginia. 2/

Atlanta First Union Bancorp, Blairsville, Georgia, for approval to acquire 100 percent of the voting shares of First National Bank of Union County, Blairsville, Georgia. 2/

Atlanta Greene County Bancshares, Inc., Greeneville, Tennessee, for approval to acquire 100 percent of the voting shares of Greene County Bank, Greeneville, Tennessee. 2/

Chicago American Bancorp, Inc., Suring, Wisconsin, for approval to acquire 100 percent of the voting shares of The Suring State Bank, Suring, Wisconsin and The First National Bank of Oconto, Oconto, Wisconsin, to be known as American Bank of Wisconsin, Oconto, Wisconsin and to acquire 94.13 percent of The First National Financial Corporation, Marinette, Wisconsin and

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

APPLICATIONS RECEIVED - Continued

indirectly acquire The First National Bank of Marinette, Marinette, Wisconsin. 2/

- Chicago Citizens Financial Corporation, Highland Park, Illinois, for approval to acquire at least 80 percent of the voting shares of First Highland Corporation, Highland Park, Illinois and indirectly The First National Bank of Highland Park, Highland Park, Illinois; Elk Grove Investment Corporation, Elk Grove Village, Illinois and indirectly Bank of Elk Grove, Elk Grove Village, Illinois; Financial Investments Corporation, Chicago, Illinois and indirectly Hyde Park Bank and Trust Company, Chicago, Illinois; Woodfield Investment Corporation, Schaumburg, Illinois and indirectly Woodfield Bank, Schaumburg, Illinois; North State Investment Corporation, Chicago, Illinois and indirectly Marina Bank, Chicago, Illinois and to acquire Citizens Bank and Trust Company, Park Ridge, Illinois. 2/
- Minneapolis Fulda Bancorporation Inc., Fulda, Minnesota, for approval to acquire 100 percent of the voting shares of Fulda State Bank, Fulda, Minnesota, a proposed new bank. 2/
- Kansas City Community Bancshares of Alva, Inc., Alva, Oklahoma, for approval to acquire at least 80 percent of the voting shares of Community National Bank, Alva, Oklahoma. 2/
- Kansas City Liberty State Bancshares, Inc., Tahlequah, Oklahoma, for approval to acquire 85 percent of the voting shares of The Liberty State Bank of Tahlequah, Oklahoma, Tahlequah, Oklahoma. 2/
- Dallas Ganado Bancshares, Inc., Ganado, Texas, for approval to acquire at least 80 percent of the voting shares of The Citizens State Bank of Ganado, Ganado, Texas. 2/
- Dallas Parker County Bancshares, Inc., Weatherford, Texas, for approval to acquire at least 99.85 percent of the voting shares of Weatherford Bancshares, Inc., Weatherford, Texas and indirectly The First National Bank of Weatherford, Weatherford, Texas. 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 - Continued

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

- Boston Bank of New Hampshire Corporation, Manchester, New Hampshire, for approval to acquire at least 80 percent of the voting shares of Strafford National Bank, Dover, New Hampshire. 2/
- Boston First NH Banks, Inc., Manchester, New Hampshire, for approval to acquire 100 percent of the voting shares of The National Bank of Lebanon, Lebanon, New Hampshire. 2/
- Richmond City Holding Company, Charleston, West Virginia, for approval to acquire up to 30 percent of the voting shares of Seneca Bancshares, Inc., Fairlea, West Virginia, and indirectly Seneca National Bank, Fairlea, West Virginia. 2/
- St. Louis Kentucky Southern Bancorp, Inc., Bowling Green, Kentucky, for approval to acquire 100 percent of the voting shares of Citizens Bank and Trust Company, Glasgow, Kentucky. 2/
- Kansas City Commerce Group, Inc., Lincoln, Nebraska, for approval to retain 3 industrial banks and to operate these institutions as banks: Commerce Savings Lincoln, Inc., Lincoln, Nebraska; Commerce Savings Scottsbluff, Inc., Scottsbluff, Nebraska and Commerce Savings Columbus, Inc., Columbus, Nebraska.
- Kansas City Commerce Group, Inc., Lincoln, Nebraska, for approval to acquire at least 80 percent of the voting shares of Commerce Group Kearney, Inc., Kearney, Nebraska and indirectly First National Bank and Trust Company of Kearney, Kearney, Nebraska; Commerce Group Hastings, Inc., and indirectly City National Bank and Trust Co., Hastings, Nebraska; Commerce Group West Point, Inc., and indirectly The First National Bank of West Point, West Point, Nebraska; Commerce Group Grand Island, Inc., Grand Island, Nebraska and indirectly The Overland National Bank of Grand Island, Grand Island, Nebraska and Commerce Group North Platte, Inc., North Platte, Nebraska and indirectly North Platte National Bank, North Platte, Nebraska (formerly North Platte State Bank).
- Kansas City OMNIBANCORP, Denver, Colorado, for approval to acquire 100 percent of the voting shares of OMNIBANK Kiowa County, N.A., Eads, Colorado. 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 Texas Independent Bancshares, Inc., Texas City, Texas, for approval to acquire 100 percent of the voting shares of Gulf Shores Bank, Crystal Beach, Texas, a proposed new bank. 2/
- San Francisco First Interstate Bancorporation, Los Angeles, California, for approval to acquire 100 percent of the voting shares of First Interstate Bank, Ltd., Woodland Hills, California, 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

- St. Louis City Bancorp, Inc., Murphysboro, Illinois, for approval to merge with Gorham Bancorp, Inc., Murphysboro, Illinois and indirectly acquire The City Bank of Carbondale, Carbondale, Illinois. 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 North American Bank Corporation, Farmington, New Hampshire, notification to engage de novo (making, acquiring, and/or servicing loans for itself or for others of the type made by a commercial finance company) (2/12/85)
- New York The Hongkong and Shanghai Banking Corporation, Hong Kong, B.C.C., for approval to engage de novo in consumer lending and deposit taking through HongkongBank of Texas, N.A., Houston, Texas.
- Richmond NS&T Bankshares, Incorporated, Washington, D. C. for approval to engage in making, acquiring, and/or servicing loans for itself or for others of the type made by a mortgage company through the acquisition of Franklin Mortgage Corporation, Fairfax, Virginia.

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 First American Corporation, Nashville, Tennessee, for approval to engage de novo in consumer lending and deposit taking through First American National Bank of South Carolina, Greenville, South Carolina; First American National Bank of West Virginia, Huntington, West Virginia; and Alabama National Bank, Huntsville, Alabama.
- Chicago Alliance Bancorp, Danville, Indiana, for approval to engage in insurance agency activities in a town of less than 5,000 persons through the acquisition of Poynter Insurance Agency, Inc., Danville, Indiana.
- Chicago Citizens Financial Corporation, Highland Park, Illinois, to engage in making, acquiring, and/or servicing loans for itself for others of the type made by a commercial finance company, through the acquisition of Interfinancial Corporation, Chicago, Illinois.
- Chicago Comerica Incorporated, Detroit, Michigan, for approval to expand the scope of the activities of Comerica - Midwest National Association, Toledo, Ohio, to offer the full range of non-commercial loan services as defined in Section 225.25 (b) (1).
- Minneapolis Phillips Insurance Agency, Inc., Newport, Minnesota, for approval to retain general insurance agency assets previously acquired from Ronald P. Raleigh Insurance Agency, Tripoli, Wisconsin under Section 225.25 (b) (8) (ii) of Regulation Y; these activities would be conducted in the Prentice, Wisconsin trade area.
- Minneapolis Sahara Bancorp, Inc., New Brighton, Minnesota, notification to engage de novo (in providing management consulting services to depository institutions) the activity will be conducted nationwide, through its subsidiary, Sahara Management Services, Inc., New Brighton, Minnesota (2/15/85)
- Minneapolis Sahara Bancorp, Inc., New Brighton, Minnesota, notification to engage de novo (in providing to others financially related data processing and data transmission services facilities, and data bases; or access to them) the activity will be conducted nationwide, through its subsidiary, Sahara Management Services, Inc., New Brighton, Minnesota. (2/15/85)
- Kansas City Commerce Group, Inc., Lincoln, Nebraska, for approval to indirectly acquire Commerce Affiliated Life Insurance Company, Phoenix, Arizona (through the acquisition of Commerce Group, Kearney, Inc., Commerce Group Hastings, Inc., Commerce Group West Point, Inc., Commerce Group Grand Island, Inc., and Commerce Group North Platte, Inc.)

APPLICATIONS RECEIVED - Continued

- San Francisco First Interstate Bancorp, Los Angeles, California, for approval to engage de novo in consumer lending and deposit taking through First Interstate Bank of Austin, N.A., Austin, Texas; First Interstate Bank of Dallas, N.A., Dallas, Texas; First Interstate Bank of Fort Worth, N.A., Fort Worth, Texas; First Interstate Bank of Houston, N.A., Houston, Texas; and First Interstate Bank of San Antonio, N.A., San Antonio, Texas.
- San Francisco First Interstate Bancorp, Los Angeles, California, notification to engage de novo (in making, acquiring, or servicing loans for itself or for others of the type made by a consumer finance company) through its subsidiary, First Interstate Financial Services, Inc., Newport Beach, California. (2/11/85)

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REPORTS RECEIVED

**Proxy Statement (Special Meeting) Filed Pursuant to
Section 14(a) of the Securities Exchange Act**

Belknap Bank & Trust Co.
Laconia, New Hampshire

Gateway State Bank
Staten Island, New York

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PETITIONS FOR RULEMAKING

None.