

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

H.2, 1987, No. 1

**Actions of the Board
Applications and Reports Received
During the Week Ending January 3, 1987**

ACTIONS OF THE BOARD

Request for comment on proposed rulemaking to permit bank holding companies and their nonbank subsidiaries to engage in real estate investment activities within certain limits (Docket R-0537).

February 3, 1987, fixed as the date for the hearing on the applications by Citicorp, J.P. Morgan & Co., Incorporated, and Bankers Trust New York Corporation to underwrite and deal in commercial paper, mortgage-backed securities, municipal revenue bonds and consumer-related receivables to a limited extent through wholly-owned subsidiaries.

Philadelphia Central Bank, Hollidaysburg, Pennsylvania -- investment in bank premises in connection with establishment of a branch at William Ward Industrial Park, Route 220, Claysburg, Pennsylvania. 1/

Philadelphia Midlantic National Bank/South, Mount Laurel, New Jersey -- proposed assignment of certain assets and deposit liabilities of its thirteen branches to Security Savings and Loan Association, Vineland, New Jersey -- report to the Federal Deposit Insurance Corporation on competitive factors. 1/

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

Actions of the Board - Continued

- Philadelphia Midlantic National Bank/Union Trust, Wildwood, New Jersey -- proposed assignment of certain assets and deposit liabilities of its one branch to Security Savings and Loan Association, Vineland, New Jersey -- report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Philadelphia Adams County National Bank, Gettysburg, Pennsylvania -- proposed merger with The Bendersville National Bank, Bendersville, Pennsylvania -- report to the Comptroller of the Currency on competitive factors. 1/
- Philadelphia Peoples Bank of Glen Rock, Glen Rock, Pennsylvania -- proposed merger with Codorus Interim State Bank -- report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Cleveland Lincoln Bancshares, Inc., Stanford, Kentucky -- extension to January 9, 1987, to redeem preferred stock. 1/
- Atlanta First Brundidge Bancshares, Inc., Brundidge, Alabama -- extension to March 30, 1987 to acquire The First National Bank of Brundidge. 1/
- Atlanta SouthTrust Corporation, Birmingham, Alabama -- extension to February 13, 1987, to acquire SouthTrust Bank of Decatur, Decatur, Alabama. 1/
- Atlanta First Suncoast Trust Bancshares, Inc., Atmore, Alabama -- extension to March 26, 1987, to acquire The First National Bank of Atmore. 1/
- Chicago Manufacturers National Bank of Detroit, Detroit, Michigan -- proposed merger with Manufacturers Bank of Livonia, Livonia; Manufacturers Bank of Novi, Novi; Manufacturers Bank of The Shores, St. Clair Shores, and Manufacturers Bank of Southfield, N.A., Southfield -- report to the Comptroller of the Currency on competitive factors. 1/

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

Actions of the Board - Continued

- Chicago Central - State Bancorp, Inc., Frankfort, Michigan -- extension to March 24, 1987, to acquire State Savings Bank, and Central State Bank, Beulah, Michigan. 1/
- Kansas City Albuquerque Federal Savings and Loan Association, Albuquerque, New Mexico -- proposed acquisition of a portion of the assets and assumption of liabilities of American Bank, N.A., Rio Rancho, New Mexico -- report to Federal Deposit Insurance Corporation on competitive factors. 1/
- Kansas City Stroud Bancorp, Inc., Stroud, Oklahoma -- extension to March 30, 1987, to acquire Stroud National Bank. 1/
- San Francisco Valley Bank & Trust Company, Salt Lake City, Utah -- extension to August 28, 1987, to establish a branch near 4800 South and Highland Drive. 1/
- San Francisco La Jolla Bancorp, San Diego, California -- extension to April 1, 1987, to commence mortgage activities through LJ Mortgage. 1/

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

- Philadelphia Bank of Mid-Jersey, Bordentown, New Jersey -- to acquire a branch office located at Red Lion Circle, Intersection of Rt. 70 and Rt. 206, Southampton, New Jersey. 1/ (12/31/86)
- Philadelphia Central Bank, Hollidaysburg, Pennsylvania -- to establish a branch office at the William Ward Industrial Park, Route 220, Claysburg, Pennsylvania. 1/ (1/2/87)
- Richmond Bruceton Bank, Bruceton Mills, West Virginia -- to establish a branch in the Cheat Lake Area, U.S. Route 73, Morgantown, West Virginia. 1/ (1/2/87)

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

Actions of the Board - Continued

- Richmond Union Trust Company of Maryland, Baltimore, Maryland -- to establish a branch in the Freedom Village Shopping Center, 1427 Liberty Road, Eldersburg, Maryland. 1/ (12/31/86)

- San Francisco First Interstate Bank of California, Los Angeles, California -- to establish a branch located at the San Jose Home Loan Center, located at 1901 Bascom Avenue, City of Campbell, County of Santa Clara, California. 1/ (12/29/86)

- San Francisco First Interstate Bank of California, Los Angeles, California -- to establish The Orange County Home Loan Center located at 14181 Yorba Street, City of Tustin, County of Orange, California. 1/ (12/29/86)

- San Francisco First Interstate Bank of California, Los Angeles, California -- to establish the San Diego Home Loan Center located at 123 Camino De La Reina, Suite S-210, City and County of San Diego, California. 1/ (12/29/86)

- San Francisco First Interstate Bank of California, Los Angeles, California -- to establish the Modesto Home Loan Center located at 1209 Woodrow Avenue, Suite C-1, City of Modesto, County of Stanislaus, California. 1/ (12/29/86)

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

Approved

- Philadelphia Commonwealth State Bank, Newtown, Pennsylvania (a proposed new bank). 1/ (12/29/86)

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1/ 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**

Approved

Chicago Continental International Finance Corp.,
Chicago, Illinois -- to acquire First Options
of Chicago, Ltd. (12/30/86)

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

Returned

Atlanta City National Bancshares, Inc., Miami,
Florida -- for approval to acquire 98.31
percent of the voting shares of City National
Bank Corporation, Miami, Florida and
indirectly acquire City National Bank of
Miami, Miami, Florida and 93.96 percent of
the voting shares of City National Bank of
Florida, Hallandale, Florida. (1/6/87)

Kansas City Farmers Bancshares, Inc., St. Joseph,
Missouri -- for approval to acquire 100
percent of the voting shares of Farmers Bank
of Maysville, Maysville, Missouri.
(12/23/86)

Kansas City Intermountain Bancorporation, Inc., Colorado
Springs, Colorado -- for approval to acquire
100 percent of the voting shares of Byers
State Bank, Byers, Colorado. (12/31/86)

Dallas Community Bankers, Inc., Grandbury, Texas --
for approval to acquire 80 percent of the
voting shares of Farmers & Merchants State
Bank, Burleson, Texas.

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

Actions of the Board - Continued

Approved

New York Atlanta National Corporation, Atlanta, New York -- for approval to acquire 100 percent of the voting shares of Atlanta National Bank, Atlanta, New York. 1/ (12/30/86)

New York First National Bancorp, Inc., Norfolk, New York -- for approval to acquire 100 percent of the voting shares of The First National Bank of Norfolk, Norfolk, New York. 1/ (12/30/86)

Philadelphia Cordorus Valley Bancorp, Inc., Glen Rock, Pennsylvania -- for approval to acquire 100 percent of the voting shares of Peoples Bank of Glen Rock, Glen Rock, Pennsylvania. 1/ (12/31/86)

Philadelphia Penncore Financial Services Corporation, Camp Hill, Pennsylvania -- to acquire Commonwealth State Bank, Newtown, Pennsylvania. 1/ (12/29/86)

Richmond First National Bankshares Corporation, Ronceverte, West Virginia -- for approval to acquire 100 percent of the voting shares of The First National Bank in Ronceverte, Ronceverte, West Virginia. 1/ (12/31/86)

Kansas City Citizens Bancshares of Marysville, Inc., Marysville, Kansas -- for approval to acquire 100 percent of the voting shares of The Citizens State Bank, Marysville, Kansas. 1/ (12/31/86)

Dallas Fairfield Financial Corporation, Fairfield, Texas -- for approval to acquire 100 percent of the voting shares of First Fairfield Bankshare, Inc., Fairfield, Texas and indirectly First National Bank, Fairfield, Texas. 1/ (12/31/86)

San Francisco W.H.E.C., Inc., Del Mar, California -- for approval to acquire 100 percent of the voting shares of Capital Bank of Carlsbad, Carlsbad, California. 1/ (12/30/86)

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

Actions of the Board - Continued

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

Returned

Kansas City Central Kansas Bancshares, Inc., Kansas City,
Kansas -- for approval to acquire at least
98.5 percent of the voting shares of Jayhawk
Bancshares, Inc., Lawrence, and indirectly
Lawrence National Bank & Trust, Lawrence, and
at least 84.6 percent of the voting shares of
Kansas Bancshares, Inc., Wichita, and
indirectly City Bank & Trust Company,
Wichita, Kansas. (1/9/87)

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Approved

St. Louis Old National Bancorp, Evansville, Indiana --
for approval to acquire 100 percent of the
voting shares of Gibson County Bank,
Princeton, Indiana. 1/ (12/30/86)

Minneapolis Frandsen Financial Corporation, Rush City,
Minnesota -- for approval to acquire 100
percent of the voting shares of Farmers and
Merchants State Bank of Hinckley, Hinckley,
Minnesota. 1/ (12/30/86)

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

Returned

San Francisco Security Pacific Corporation, Los Angeles,
California -- for approval to merge with
Westamerica Bancorporation, San Rafael,
California and indirectly acquire Westamerica
Bank, N.A., San Rafael, California.
(12/31/86)

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

Actions of the Board - Continued

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Approved

Richmond Dominion Bankshares Corporation -- for approval to acquire 100 percent of the voting shares of First Dickson Corporation, Dickson, Tennessee, and indirectly First National Bank of Dickson, Dickson, Tennessee. 1/ (1/2/87)

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

Returned

Chicago Cole-Taylor Financial Group, Inc., Northbrook, Illinois -- to engage *de novo* (engaging in the activities of a trust company of a fiduciary, agency, or custodial nature) through its subsidiary, Cole-Taylor Trust Company, Northbrook, Illinois. 3/ (1/27/86)

San Francisco Security Pacific Corporation, Los Angeles, California -- to acquire Westar Mortgage Company, Santa Rosa, California and thereby engage in mortgage banking and to acquire Learnex Corp., San Rafael, California and thereby engage in financial institutions sales personal training. (12/31/86)

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Approved

Philadelphia Fideclor, Inc., Philadelphia, Pennsylvania -- to acquire certain assets and employees of Wye Mortgage Corporation, Lutherville, Maryland, through its subsidiary, Latimer & Buck, Inc. 1/ (12/29/86)

Richmond James Madison Limited, Washington, D.C. -- to acquire Lease Masters, Inc., Rockville, Maryland. 1/ (12/29/86)

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

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

Actions of the Board - Continued

- Richmond Sovran Financial Corporation, Norfolk, Virginia -- to acquire Sovran Mortgage Corporation, Richmond, Virginia and thereby engage in origination, marketing and servicing of FHA and VA insured as well as conventional residential and commercial loans, acting as agent in the sale of credit life accident and health insurance, mortgage redemption and mortgage accident and health insurance directly related to extensions of credit. 1/ (12/30/86)
- Richmond Sovran Financial Corporation, Norfolk, Virginia -- to acquire Sovran Leasing Corporation, Richmond, Virginia and thereby engage in commercial financing; making, acquiring and/or servicing for its own account and for the account of others, loans and leases of real and personal property; arranging, financing, financial structuring and analysis of equipment leasing problems. 1/ (12/30/86)
- Chicago Michigan National Corporation, Farmington Hills, Michigan -- to acquire 100 percent of Morison International, Inc., Minneapolis, Minnesota and thereby engage in the activity of investment advisor. 1/ (12/30/86)
- Dallas Texas Commerce Bancshares, Inc., Houston, Texas -- to engage **de novo** in providing investment advice through its wholly owned subsidiary, Texas Commerce Investment Management Company, Houston, Texas. 1/ (12/31/86)

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Permitted

- Richmond Credit and Commerce American Holdings, N.V., Curacao, Netherlands Antilles; Credit and Commerce American Investment, B.V., Amsterdam, Netherlands; First American Corporation, Washington, D.C., and First American Bankshares, Inc., Washington, D.C. -- to engage **de novo** (underwriting credit life and disability insurance on consumer loans) through its subsidiary, Potomac Insurance Company, Phoenix, Arizona. The activities would be conducted nationwide. 3/ (1/2/87)

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

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

Actions of the Board - Continued

- Richmond Sovran Financial Corporation, Norfolk, Virginia -- to engage (providing to others financially related data processing and data transmission services, facilities, and data bases; or access to them) through its subsidiary, Cash Flow, Inc., Norfolk, Virginia. 3/ (12/29/86)
- Chicago Associated Banc-Corp. Green Bay, Wisconsin -- to engage **de novo** (making, acquiring and/or servicing loans for itself or for others of the type made by a mortgage company) through its subsidiary, Associated Mortgage, Inc., Green Bay, Wisconsin. These activities will be conducted from branch offices in Minnesota, Iowa, Illinois, Ohio, Michigan, Missouri, Kentucky and Wisconsin. 3/ (12/30/86)
- Chicago First Mid-Illinois Bancshares, Inc., Mattoon, Illinois -- to engage **de novo** (providing to others financially related data processing and data transmission services, facilities, and data bases; or access to them) through its subsidiary, Mid-Illinois Data Services, Inc., Mattoon, Illinois. 3/ (12/29/86)

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Redemption of Shares

- Atlanta Shamrock Holdings, Inc., Evergreen, Alabama. 1/ (12/30/86)
- Minneapolis Escrow Corporation of America, Inc., Pennock, Minnesota. 1/ (12/31/86)
- Kansas City Wyandotte Bancorporation, Kansas City, Kansas. 1/ (1/2/87)

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

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

Actions of the Board - Continued

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

Approved

| | |
|---------------|---|
| Boston | First and Ocean Bancorp, Newburyport, Massachusetts. 1/ (12/31/86) |
| Atlanta | Mountain Bank of Georgia, Hiawassee, Georgia. 1/ (12/30/86) |
| Chicago | The Baraboo Bancorporation, Inc., Baraboo, Wisconsin. 1/ (12/26/86) |
| Chicago | Farmers Banc, Inc., Tipton, Indiana. 1/ (12/26/86) |
| Minneapolis | Bridger Company, Bridger, Montana. 1/ (12/29/86) |
| Minneapolis | Escrow Corporation of America, Inc., Pennock, Minnesota. 1/ (12/31/86) |
| Minneapolis | Fairmont Bancorporation, Inc., Fairmont, Minnesota. 1/ (12/30/86) |
| Kansas City | Jefferson Bank and Trust, Lakewood, Colorado. 1/ (12/30/86) |
| Kansas City | Mason State Company, Mason City, Nebraska. 1/ (12/29/86) |
| Kansas City | Valley Bancorp, Inc., Hopkins, Missouri. 1/ (12/30/86) |
| Dallas | First Fairfield Bankshares, Inc., Fairfield, Texas. 1/ (12/31/86) |
| San Francisco | World Trade Bancorp, Beverly Hills, California. 1/ (12/30/86) |

1/ 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**

Received

- Richmond First Virginia Bank - Middle Peninsula,
Urbanna, Virginia -- to establish a branch
opposite the Lancaster Square Shopping
Center, Route 3, Kilmarnock, Virginia. 2/
- Chicago Peoples Bank and Trust Company, Cedar Rapids,
Iowa -- to establish an offsite Automated
Teller Machine at 308 - 29th Street, N.E.,
Cedar Rapids, Iowa. 2/

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

Received

- Richmond Coastal Virginia Bank, Virginia Beach,
Virginia. 2/
- Kansas City Central National Bank, Oklahoma City,
Oklahoma. 2/
- Kansas City Friendly National Bank, Oklahoma City,
Oklahoma. 2/

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

Received

- San Francisco First American Bank, Rosemead, California --
to merge with First Arroyo Bank, South
Pasadena, California. 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.

Actions of the Board - Continued

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

Approved

| | |
|---------------|---|
| Boston | First and Ocean Bancorp, Newburyport, Massachusetts. 1/ (12/31/86) |
| Atlanta | Mountain Bank of Georgia, Hiawassee, Georgia. 1/ (12/30/86) |
| Chicago | The Baraboo Bancorporation, Inc., Baraboo, Wisconsin. 1/ (12/26/86) |
| Chicago | Farmers Banc, Inc., Tipton, Indiana. 1/ (12/26/86) |
| Minneapolis | Bridger Company, Bridger, Montana. 1/ (12/29/86) |
| Minneapolis | Escrow Corporation of America, Inc., Pennock, Minnesota. 1/ (12/31/86) |
| Minneapolis | Fairmont Bancorporation, Inc., Fairmont, Minnesota. 1/ (12/30/86) |
| Kansas City | Jefferson Bank and Trust, Lakewood, Colorado. 1/ (12/30/86) |
| Kansas City | Mason State Company, Mason City, Nebraska. 1/ (12/29/86) |
| Kansas City | Valley Bancorp, Inc., Hopkins, Missouri. 1/ (12/30/86) |
| Dallas | First Fairfield Bankshares, Inc., Fairfield, Texas. 1/ (12/31/86) |
| San Francisco | World Trade Bancorp, Beverly Hills, California. 1/ (12/30/86) |

1/ 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**

Received

- Richmond First Virginia Bank - Middle Peninsula,
Urbanna, Virginia -- to establish a branch
opposite the Lancaster Square Shopping
Center, Route 3, Kilmarnock, Virginia. 2/
- Chicago Peoples Bank and Trust Company, Cedar Rapids,
Iowa -- to establish an offsite Automated
Teller Machine at 308 - 29th Street, N.E.,
Cedar Rapids, Iowa. 2/

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

Received

- Richmond Coastal Virginia Bank, Virginia Beach,
Virginia. 2/
- Kansas City Central National Bank, Oklahoma City,
Oklahoma. 2/
- Kansas City Friendly National Bank, Oklahoma City,
Oklahoma. 2/

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

Received

- San Francisco First American Bank, Rosemead, California --
to merge with First Arroyo Bank, South
Pasadena, California. 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)(1) of the Bank Holding Company
Act of 1956Received

| | |
|--------------|---|
| Boston | Constitution Bancorp of New England, Inc., Fairfield, Connecticut -- for approval to acquire 100 percent of the voting shares of Lafayette Bancorp, Inc., Bridgeport, Connecticut and indirectly Lafayette Bank and Trust Company, Inc., Bridgeport, Connecticut and American Bancorp, Inc., Hamden, Connecticut and indirectly American National Bank, Hamden, Connecticut. 2/ |
| Boston | Old Town Bancshares Corp., Abington, Massachusetts -- for approval to acquire 100 percent of the voting shares of The Abington National Bank, Abington, Massachusetts. 2/ |
| Philadelphia | Cardinal Bancorp, Inc., Everett, Pennsylvania -- for approval to acquire 100 percent of the voting shares of The First National Bank of Everett, Everett, Pennsylvania. 2/ |
| Richmond | UB Acquisition Company, Clarksburg, West Virginia -- for approval to acquire 100 percent of the voting shares of Union Bancorp of West Virginia, Inc., Clarksburg, West Virginia and indirectly Union National Bank of West Virginia, Clarksburg, West Virginia and First National Bank in Philippi, Philippi, West Virginia. 2/ |
| Richmond | WB Company, Wayne, West Virginia -- for approval to acquire 100 percent of the voting shares of Wayne Bancorp, Inc., Wayne, West Virginia and indirectly Wayne County Bank, Wayne, West Virginia. 2/ |
| Atlanta | CSB Financial Corporation, Ashland City, Tennessee -- for approval to acquire 92 percent of the voting shares of Cheatham State Bank, Kingston Springs, Tennessee. 2/ |
| Atlanta | Pontchartrain Bancshares, Inc., Metairie, Louisiana -- for approval to acquire 100 percent of the voting shares of Pontchartrain State Bank, Metairie, Louisiana. 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

Chicago CCSB Corporation, Charlevoix, Michigan -- for approval to acquire 100 percent of the voting shares of Charlevoix County State Bank, Charlevoix, Michigan. 2/

Chicago First Bancorp, Inc., Yates City, Illinois -- for approval to acquire 80 percent of the voting shares of Bank of Yates City, Yates City, Illinois. 2/

Chicago First Dolton Corp., Dolton, Illinois -- for approval to acquire 97.5 percent of the voting shares of First National Bank in Dolton, Dolton, Illinois. 2/

St. Louis BMC Bancshares, Inc., Mt. Carmel, Illinois -- for approval to acquire 100 percent of the voting shares of Bank of Mt. Carmel, Mt. Carmel, Illinois. 2/

St. Louis Commerce Bancshares, Inc., Greenwood, Mississippi -- for approval to acquire 100 percent of the voting shares of Bank of Commerce, Greenwood, Mississippi. 2/

St. Louis Greensberg Deposit Bancorp, Inc., Greensberg, Kentucky -- for approval to acquire 100 percent of the voting shares of Greensburg Deposit Bank, Greensberg, Kentucky. 2/

Minneapolis Chouteau County Bancshares, Inc., Fort Benton, Montana -- for approval to acquire 100 percent of the voting shares of First State Bank of Fort Benton, Fort Benton, Montana. 2/

Minneapolis M & H Financial Services, Inc., Miller, South Dakota -- for approval to acquire 100 percent of the voting shares of First State Bank, Highmore, South Dakota. 2/

Kansas City Caliendo Bankcorp, Inc., Wichita, Kansas -- for approval to acquire 100 percent of the voting shares of Sedgwick State Bank, Sedgwick, Kansas. 2/

Kansas City Maryville/Ravenwood Bancshares, Inc., Maryville, Missouri -- for approval to acquire 100 percent of the voting shares of First Midwest Bank, Maryville, Missouri. 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 Prague Bancorp, Inc., Prague, Oklahoma -- for approval to acquire 100 percent of the voting shares of Prague National Bank, Prague, Oklahoma. 2/

Kansas City Weatherford Bancorporation, Inc., Weatherford, Oklahoma -- for approval to acquire 99.9 percent of the voting shares of United Community Bank, Weatherford, Oklahoma. 2/

Dallas First Coleman Bancshares, Inc., Coleman, Texas -- for approval to acquire 100 percent of the voting shares of First Coleman National Bank of Coleman, Coleman, Texas. 2/

Dallas Lindale National Bancshares, Inc., Lindale, Texas -- for approval to acquire 100 percent of the voting shares of Lindale National Bank, Lindale, Texas. 2/

Dallas Northwest Crossing Bancshares, Inc., Houston, Texas -- for approval to acquire 100 percent of the voting shares of Northwest Crossing National Bank, Houston, Texas. 2/

San Francisco SPC/OFS Acquisition, Inc, Los Angeles, California -- for approval to acquire 100 percent of the voting shares of Orbanco Financial Services Corporation, Portland, Oregon and indirectly The Oregon Bank, Portland, Oregon. 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**

Received

Boston Suffield Financial Corporation, Suffield, Connecticut -- for approval to acquire 100 percent of the voting shares of Coastal Bancorp, Portland, Maine, and indirectly Coastal Savings Bank, Portland, Maine. 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

- Philadelphia National Penn Bancshares, Inc. Boyertown, Pennsylvania -- for approval to acquire 20.0 percent of the voting shares of Penncore Financial Services Corporation, Camp Hill, Pennsylvania and indirectly Commonwealth State Bank, Newton, Pennsylvania. 2/
- Cleveland State National Bancorp of Frankfort, Inc., Frankfort, Kentucky -- for approval to acquire 100 percent of the voting shares of The Garrard Bank & Trust Company, Lancaster, Kentucky. 2/
- Richmond First Union Corporation of Georgia, Atlanta, Georgia -- for approval to acquire 100 percent of the voting shares of Roswell Bank, Roswell, Georgia. 2/
- Richmond F & M National Corporation, Winchester, Virginia -- for approval to acquire 100 percent of the voting shares of The Middleburg National Bank, Middleburg, Virginia. 2/
- Richmond Key Centurion Bancshares, Inc., Charleston, West Virginia -- for approval to acquire 100 percent of the voting shares of Wayne Bancorp, Inc., Wayne, West Virginia and indirectly Wayne County Bank, Wayne, West Virginia. 2/
- Richmond Key Centurion Bancshares, Inc. Charleston, West Virginia -- for approval to acquire 100 percent of the voting shares of Union Bancorp of West Virginia, Inc., Clarksburg, West Virginia and indirectly Union National Bank of West Virginia, Clarksburg, West Virginia and First National Bank in Philippi, Philippi, West Virginia. 2/
- Chicago Central Wisconsin Bankshares, Inc., Wausau, Wisconsin -- for approval to acquire at least 90.5 percent of the voting shares of Bank of Polver, Polver, Wisconsin. 2/
- Chicago Continental Illinois Bancorp, Inc., Chicago, Illinois -- for approval to acquire 100 percent of the voting shares of Continental Bank of Oak Brook Terrace, Oak Brook Terrace, Illinois. 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

- Chicago Continental Illinois Bancorp, Inc., Chicago, Illinois -- for approval to acquire 100 percent of the voting shares of Continental Bank of Buffalo Grove, N.A., Buffalo Grove, Illinois. 2/
- Chicago Continental Illinois Bancorp, Inc., Chicago, Illinois -- for approval to acquire 100 percent of the voting shares of Continental Illinois Bank of Deerfield, N.A., Deerfield, Illinois. 2/
- Chicago Continental Illinois Bancorp, Inc., Chicago, Illinois -- for approval to acquire 100 percent of the voting shares of Continental Illinois Bank of Western Springs, N.A., Western Springs, Illinois. 2/
- Chicago First Chicago Corporation, Chicago, Illinois and American National Corporation, Chicago, Illinois -- for approval to acquire 0.1 percent of the voting shares of Suburban Trust and Savings Bank, Oak Park, Illinois. 2/
- Chicago First of America Bank Corporation, Kalamazoo, Michigan -- for approval to acquire 100 percent of the voting shares of Lewiston State Bank, Lewiston, Michigan. 2/
- Chicago Lincoln Financial Corporation, Fort Wayne, Indiana -- for approval to acquire 100 percent of the voting shares of SSB Bancorp, Shipshewana, Indiana and indirectly Shipshewana State Bank, Shipshewana, Indiana. 2/
- Chicago Traer Shares, Inc., Traer, Iowa -- for approval to acquire 100 percent of the voting shares of Kupka's Inc., Traer, Iowa and indirectly First Community Bank and Trust, Traer, Iowa and First National Bank of Tama County, Dysart, Iowa. 2/
- St. Louis Union Planters Corporation, Memphis, Tennessee -- for approval to acquire at least 90 percent of the voting shares of First Citizens Bank of Hohenwald, Hohenwald, Tennessee. 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

- St. Louis Union Planters Corporation, Memphis, Tennessee -- for approval to acquire at least 90 percent of the voting shares of BoRC Financial Corporation, Harriman, Tennessee and indirectly acquire Bank of Roane County, Harriman, Tennessee. 2/
- St. Louis The Wedge Holding Company, Alton, Illinois -- for approval to acquire at least 86.22 percent of the voting shares of Bethalto National Bank, Bethalto, Illinois. 2/
- St. Louis The Wedge Holding Company, Alton, Illinois -- for approval to acquire 100 percent of the voting shares of Brighton Bancshares, Inc., Brighton, Illinois and indirectly First National Bank of Brighton, Brighton, Illinois. 2/
- Kansas City First Okmulgee Corporation, Okmulgee, Oklahoma -- for approval to acquire 9.7 percent of the voting shares of United Bancshares, Inc., Tulsa, Oklahoma and indirectly United Bank, Tulsa, Oklahoma. 2/
- Kansas City First Okmulgee Corporation, Okmulgee, Oklahoma -- for approval to acquire 9.7 percent of the voting shares of Fourth National Corporation, Tulsa, Oklahoma and thereby indirectly acquire Fourth National Bank, Tulsa, Oklahoma. 2/
- Dallas Catahoula Holding Company, Kenner, Louisiana -- for approval to acquire 80 percent of the voting shares of Jena Holding Company, Jena, Louisiana and indirectly LaSalle State Bank, Jena, Louisiana. 2/
- San Francisco Security Pacific Corporation, Los Angeles, California -- for approval to acquire 100 percent of the voting shares of Orbanco Financial Services Corporation, Portland, Oregon and indirectly The Oregon Bank, Portland, Oregon. 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)(5) of the Bank Holding Company
Act of 1956Received

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| Cleveland | Banc One Corporation, Columbus, Ohio -- for approval to merge with Charter 17 Bancorp, Inc., Richmond, Indiana and indirectly acquire First National Bank of Richmond, Richmond, Indiana. 2/ |
| Atlanta | CB&T Bancshares, Inc., Columbus, Georgia -- for approval to merge with First Community Bancshares of Tifton, Inc., Tifton, Georgia, and indirectly acquire First Community Bank of Tifton, Tifton, Georgia. 2/ |
| Atlanta | The Colonial BancGroup, Inc., Montgomery, Alabama -- for approval to merge with F&M Holding Company, Inc., Foley, Alabama and indirectly Farmers and Merchants Bank, Foley, Alabama. 2/ |
| Atlanta | First American Corporation, Nashville, Tennessee -- for approval to merge with FPB Corporation, Gallatin, Tennessee and indirectly acquire First & Peoples National Bank of Gallatin, Gallatin, Tennessee and First & Peoples Trust Company, Gallatin, Tennessee. 2/ |
| Atlanta | Southeast Banking Corporation, Miami, Florida -- for approval to merge with Popular Bancshares Corporation, Miami, Florida and indirectly acquire The Bank of Miami, Miami, Florida. 2/ |
| Chicago | Merchants National Corporation, Indianapolis, Indiana -- for approval to merge with Fayette Bancorp, Connersville, Indiana and indirectly acquire Fayette Bank & Trust Company, Connersville, Indiana. 2/ |
| St. Louis | Old National Bancorp, Evansville, Indiana -- for approval to merge with Security Bancorp, Inc., Vincennes, Indiana and indirectly acquire Security Bank and Trust Co., Vincennes, Indiana. 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 Heights Bancshares, Inc., Harker Heights, Texas -- for approval to merge with Capital Peoples Bancshares, Inc., Lampapas, Texas and indirectly acquire United Peoples Bank, Lampapas, Texas. 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

Received

Boston Constitution Bancorp of New England, Inc., Fairfield, Connecticut -- for approval to acquire DCG Acquisition, Inc., Hamden, Connecticut (formerly Data Control Group, Inc., New Haven, Connecticut) and thereby engage in data processing activities.

Boston Fleet Financial Group, Inc., Providence, Rhode Island -- for approval to acquire Alliance Mortgage Funding Company, Montvale, New Jersey and thereby engage in the purchase, sale and servicing of loans secured by second mortgages on residential real estate.

New York The Bank of Tokyo, Ltd. Tokyo, Japan -- for approval to retain ownership in Nissei Bot Asset Management Corporation, New York, New York and thereby engage in providing portfolio investment advice to domestic and foreign persons, serving as investment adviser and providing investment advice on financial futures and options on futures as a commodity trading advisor.

New York Citytrust Bancorp, Inc., Bridgeport, Connecticut -- to engage *de novo* (making, acquiring and/or servicing loans for itself or for others of the type made by a commercial finance company) through Citytrust of New Jersey, Inc., Edison, New Jersey. (1/2/87)

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 The Norinchukin Bank, Ltd., Tokyo, Japan -- to continue to engage **de novo** (making, acquiring and/or servicing loans for itself or for others of the type made by a mortgage company; commercial finance company; engaging in full pay-out personal property leasing) through its subsidiary, Kyodo Leasing America, Inc. (12/30/86)
- New York PKBanken, Stockholm, Sweden -- for approval to acquire The English Association, Incorporated, New York, New York and thereby engage in investment or financial advice, securities brokerage and tax planning and preparation.
- Cleveland Huntington Bancshares Incorporated, Columbus, Ohio -- to engage **de novo** (making, acquiring, and/or servicing loans for itself or for others of the type made by a mortgage company) through its subsidiary, Huntington Mortgage Company, Columbus, Ohio. The activities will be conducted throughout the United States. (12/30/86)
- Richmond Signet Banking Corporation, Richmond, Virginia -- to engage **de novo** (tax planning and preparation) through its subsidiary, Landmark Financial Services, Inc., Silver Spring, Maryland. The activities would be conducted nationwide. (12/30/86)
- Atlanta Deposit Guaranty Corporation, Jackson, Mississippi -- for approval to acquire GulfNet, Inc., New Orleans, Louisiana and thereby engage in ATM and EFT transactions at remote facilities.
- Atlanta First Capital Corporation, Jackson, Mississippi -- for approval to acquire GulfNet, Inc., New Orleans, Louisiana and thereby engage in ATM and EFT transactions at remote facilities.
- Atlanta First Commerce Corporation, New Orleans, Louisiana -- for approval to acquire GulfNet, Inc., New Orleans, Louisiana, and thereby engage in ATM and EFT transactions at remote facilities.

APPLICATIONS RECEIVED - Continued

- Atlanta First National Financial Corporation, Vicksburg, Mississippi -- for approval to acquire GulfNet, Inc., New Orleans, Louisiana, and thereby engage in ATM and EFT transactions at remote facilities.
- Atlanta Hibernia Corporation, New Orleans, Louisiana -- for approval to acquire GulfNet, New Orleans, Louisiana, and thereby engage in ATM and EFT transactions at remote facilities.
- Chicago Cole-Taylor Financial Group, Inc., Northbrook, Illinois -- to engage **de novo** (engaging in the activities of a trust company of a fiduciary, agency, or custodial nature; tax planning and preparation) through its subsidiary, Cole-Taylor Trust Company, Northbrook, Illinois. The geographic area to be served will be the Chicago SMSA. The area could later be expanded as and when public acceptance may demonstrate a profitable market. (1/2/87)
- Chicago United Community Financial Corporation, Wayland, Michigan -- for approval to acquire assets of McIntyre & Associates and thereby engage in general insurance activities in towns of under 5,000.
- St. Louis Mercantile Bancshares, Inc., Jonesboro, Arkansas -- for approval to acquire Mercantile Corporation, Jonesboro, Arkansas and thereby engage in data processing activities and leasing activities.
- Minneapolis Chouteau County Bancshares, Inc., Fort Benton, Montana -- for approval to acquire Fort Benton Insurance Agency, Inc., Fort Benton, Montana, a general insurance agency located in a community with a population not exceeding 5,000.
- Kansas City Douglass Bancorp, Inc., Kansas City, Kansas -- to engage **de novo** (tax planning and preparation). The activity will be conducted in the Kansas City metropolitan areas in both Kansas and Missouri. (12/31/86)

APPLICATIONS RECEIVED - Continued

- Kansas City First Okmulgee Corporation, Okmulgee, Oklahoma -- for approval to acquire Fourth Investment Advisors, Inc., Tulsa, Oklahoma and thereby engage in acting as financial or investment advisor; Diversfield Mortgage & Investment Company, Tulsa, Oklahoma and thereby engage in making, acquiring and servicing loans and extensions of credit as would be conducted by a mortgage company; and Fourth National Corporation, Tulsa, Oklahoma and thereby engage in making, acquiring and servicing loans as would be conducted by a commercial finance company.
- San Francisco Alex Brown Financial Group, Sacramento, California -- for approval to acquire River City Money Management, Sacramento, California and through a joint venture with RCB Corporation, engage in investment and financial advising.
- San Francisco Security Pacific Corporation, Los Angeles, California -- to acquire Orbanco Real Estate Services, Co., Portland, Oregon and thereby engage in mortgage banking; American Data Services, Inc., Portland, Oregon, and thereby engage in data processing activities; Orbanco Securities Corporation, Portland, Oregon, and thereby engage in the business of providing brokerage services with respect to money market instruments.
- San Francisco SPC/OFS Acquisition, Inc., Los Angeles, California -- to acquire Orbanco Real Estate Services Co., Portland, Oregon and thereby engage in mortgage banking; American Data Services, Inc., Portland, Oregon, and thereby engage in data processing activities; and Orbanco Securities Corporation, Portland, Oregon and thereby engage in the business of providing brokerage services with respect to money market instruments.