

ANNOUNCEMENT BY

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

H.2, 1987, No. 13

ACTIONS OF THE BOARD

**Applications and Reports Received
During the Week Ending March 28, 1987**

ACTIONS OF THE BOARD

Statement by Vice Chairman Johnson before the Subcommittee on Financial Institutions, Supervision, Regulation and Insurance of the House Committees on Banking, Finance and Urban Affairs on bank-affiliated export trading companies, March 24, 1987.

Statement by Vice Chairman Johnson before the Subcommittee on International Finance and Monetary Policy of the Senate Committee on Banking, Housing, and Urban Affairs on bank-affiliated export trading companies, March 25, 1987.

New York	The Ramapo Bank, Wayne, New Jersey -- proposed purchase of the assets and assumption of the liability to pay deposits made in four branches of Horizon Bank, Morristown, New Jersey -- report to the Federal Deposit Insurance Corporation on competitive factors. 1/
New York	Bankers Trust New York Corporation, New York, New York -- extension to June 23, 1987, to acquire through Trust Company of California, N.A., all of the corporate trust, agency, and stock transfer business of Wells Fargo Bank, N.A. 1/
Richmond	The Bank of Baltimore, Baltimore, Maryland -- proposed merger with Metropolitan Bank of Bethesda, Bethesda, Maryland -- 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

- Richmond First Bank, Troy, North Carolina -- proposed merger with The Bank of Candor, Candor, North Carolina -- report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Richmond Bank of Granite, Granite Falls, North Carolina -- proposed merger with Granite Interim Corporation -- report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Richmond The New McLachlen National Bank, Washington, D.C. -- proposed merger with McLachlen National Bank -- report to the Comptroller of the Currency on competitive factors. 1/
- Richmond Central Fidelity Bank, Richmond, Virginia -- extension to July 31, 1987, to establish a branch at 3565 Orange Avenue, N.E., Roanoke, Virginia. 1/
- Richmond Citizens Financial Corp., Elkins, West Virginia -- extension to June 9, 1987, to become a bank holding company through acquisition of Citizens National Bank of Elkins. 1/
- Atlanta HomeBanc Corporation, Guntersville, Alabama -- extension to June 23, 1987, to acquire The Bank of Albertville, Albertville, Alabama. 1/
- Chicago State Financial Services Corporation, Hales Corner, Wisconsin-- extension to June 20, 1987, to acquire 66.67 percent of the voting shares of Edgewood Bank, Greenfield, Wisconsin. 1/
- Chicago First of America Bank Corporation, Kalamazoo, Michigan -- extension to June 12, 1987, to expand its insurance underwriting activity through First of America Insurance Company, Phoenix, Arizona. 1/
- Chicago Central-State Bancorp, Inc., Frankfort, Michigan -- extension to June 22, 1987, to become a bank holding company through acquisition of State Savings Bank, Frankfort, Michigan, and Central State Bank, Beulah, Michigan. 1/

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

ACTIONS OF THE BOARD - Continued

Minneapolis Frandsen Financial Corporation, Rush City, Minnesota -- extension to June 29, 1987, to acquire Farmers and Merchants State Bank of Hinckley, Hinckley, Minnesota. 1/

Kansas City First Security Bank, Brookfield, Missouri -- proposed merger with Bank of Keytesville, Keytesville, Missouri -- report to the Federal Deposit Insurance Corporation on competitive factors. 1/

Dallas MBank Lewisville, National Association, Lewisville, Texas -- proposed merger with MBank Denton, National Association, Denton, Texas -- report to the Comptroller of the Currency on competitive factors. 1/

Dallas MBank Alamo, National Association, San Antonio, Texas -- proposed merger with MBank San Antonio North, National Association, and MBank San Antonio South, National Association -- report to the Comptroller of the Currency on competitive factors.

Dallas PSB Financial Corporation, Many, Louisiana -- extension to May 23, 1987, to acquire PSB Mortgage Corporation. 1/

San Francisco Old National Bancorporation, Spokane, Washington -- extension to dispose of certain properties. 1/

San Francisco BankAmerica Corporation, San Francisco, California -- extension to dispose of certain properties. 1/

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

Withdrawn

Atlanta Bay State Bank of St. Petersburg, St. Petersburg, Florida. (3/25/87)

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
to Section 9 of the Federal Reserve Act****Approved**

Dallas Texas Capital Bank-Richmond, Richmond, Texas
 -- to establish and use a branch office from
 Texas Capital Bank-Katy, N.A., Katy, Texas.
 1/ (3/25/87)

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

New York Mellon Securities Trust Company, New York,
 New York. 1/ (3/27/87)

Atlanta Guaranty Bank of Southwest Florida, Venice,
 Florida. 1/ (3/27/87)

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

Dallas Texas Capital Bank-Richmond, Richmond, Texas
 -- to merge with Texas Capital Bank-Katy,
 N.A., Katy, Texas. 1/ (3/25/87)

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

Boston First Essex Bancorp, Inc., Lawrence,
 Massachusetts -- for approval to acquire 100
 percent of the voting shares First Essex
 Savings Bank, Lawrence, Massachusetts.
 (3/27/87)

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

ACTIONS OF THE BOARD - Continued

Boston

Intermediate Corporation, Boston, Massachusetts -- for approval to acquire 100 percent of the voting shares of The Conifer Group, Inc, Worcester, Massachusetts and indirectly Berkshire Bank and Trust Company, Pittsfield, Massachusetts; Guaranty Bank and Trust Company, Worcester, Massachusetts; Essexbank, Peabody, Massachusetts; Union National Bank, Lowell, Massachusetts; Bank of Cape Cod, Falmouth, Massachusetts; Plymouth-Home National Bank, Brockton, Massachusetts; Patriot Bank, N.A., Boston, Massachusetts. (3/23/87)

New York

Chemical Texas Holdings, Inc., New York, New York -- for approval to acquire Texas Commerce Bancshares, Inc., Houston, Texas and indirectly Texas Commerce Bank-Amarillo, Amarillo; Texas Commerce Bank-Austin, N.A., Austin; Texas Commerce Bank -Barton Creek, N.A., Austin; Texas Commerce Bank-Northcross, N.A., Austin;; Texas Commerce Bank-Beaumont, N.A., Beaumont; Texas Commerce Bank-Brownsville, Brownsville; Texas Commerce Bank-Corpus Christi, N.A., Corpus Christi; Texas Commerce Bank-Gulfway, N.A., Corpus Christi; Texas Commerce Bank-Arlington, Arlington; Texas Commerce Bank-Brookhollow, N.A., Dallas; Texas Commerce Bank-Campbell Centre, N.A., Dallas; Texas Commerce Bank-Casa Linda, N.A., Dallas; Texas Commerce Bank-Dallas, N.A., Dallas; Texas Commerce Bank-Fort Worth, Fort Worth; Texas Commerce Bank-Garland, Garland; Texas Commerce Bank-Hillcrest, Dallas; Texas Commerce Bank-Hurst, N.A., Hurst; Texas Commerce Bank-Irving Boulevard, Irving; Texas Commerce Bank-Northwest, N.A., Dallas; Texas Commerce Bank-Park Central, N.A., Dallas; Texas Commerce Bank-Preston, Royal, N.A., Dallas; Texas Commerce Bank-Quorum, N.A., Dallas; Texas Commerce Bank-Richardson, N.A., Richardson; Texas Commerce Bank-Border City, El Paso; Texas Commerce Bank-Chamizal, N.A., El Paso; Texas Commerce Bank-East, N.A., El Paso; Texas Commerce Bank-El Paso, El Paso; Texas Commerce Bank-First State, El Paso; Texas Commerce Bank-Northgate, N.A., El Paso; Texas Commerce Bank-West, N.A., El Paso; Texas Commerce Bank-Airline, Houston; Texas

ACTIONS OF THE BOARD - Continued

Commerce Bank-Champions Park, N.A., Houston;
Texas Commerce Bank-Chemical, Houston; Texas
Commerce Bank-Clear Lake, N.A., Houston;
Texas Commerce Bank-Conroe, N.A., Conroe;
Texas Commerce Bank-Cyfair, N.A., Houston;
Texas Commerce Bank-Cypress Station, N.A.,
Houston; Texas Commerce Bank-Del Oro, N.A.,
Houston; Texas Commerce Bank-Friendswood,
Friendswood; Texas Commerce Bank-Greenway
Plaza, N.A., Houston; Texas Commerce
Bank--Greens Crossing, N.A., Houston
Texas Commerce Bank-National Association,
Houston; Texas Commerce Bank-Inwood, N.A.,
Houston; Texas Commerce Bank-Katy, Freeway,
N.A., Katy; Texas Commerce Bank-Kingswood,
N.A., Kingswood; Texas Commerce
Bank-Lakeside, Houston; Texas Commerce
Bank-Reagan, Houston; Texas Commerce
Bank-Richmond/Sage, Houston; Texas Commerce
Bank-River Oaks, N.A., Houston; Texas
Commerce Bank-South Belt, N.A., Houston;
Texas Commerce Bank-Southeast, Houston; Texas
Commerce Bank-Stafford, N.A., Houston; Texas
Commerce Bank-Sugar Land, N.A., Sugar Land;
Texas Commerce Bank-Tanglewood, Houston;
Texas Commerce Bank-Westlake Park, N.A.,
Houston; Texas Commerce Bank-West Oaks, N.A.,
Houston; Texas Commerce Bank-Westwood,
Houston; Texas Commerce Bank-Medical Bank,
Houston; Texas Commerce Bank-Longview, N.A.,
Longview; Texas Commerce Bank-National
Association, Lubbock; Texas Commerce
Bank-McAllen, N.A., McAllen; Texas Commerce
Bank-Midland, N.A., Midland; Texas Commerce
Bank-New Braunfels, N.A., New Braunfels;
Stone Fort National of Nacogdoches,
Nacogdoches; Texas Commerce Bank-Odessa;
Odessa; Texas Commerce Bank-San Angelo, N.A.,
San Angelo; Texas Commerce Bank-San Antonio,
San Antonio; Texas Commerce Bank-Antonio;
Loop 410, San Antonio; Texas Commerce
Bank-San Antonio, N.W., N.A., San Antonio,
Texas Commerce International Bank, Houston;
all located in Texas; Texas Commerce Trust
Company, New York, New York; Texas Commerce
Banks (Delaware), Newark, Delaware and -- for
approval to acquire indirectly Texas
Commerce's 9.5 percent interest in Lockwood
National Bank, Houston, Texas. (3/25/87)

ACTIONS OF THE BOARD - Continued

Philadelphia Mercersburg Financial Corporation,
Mercersburg, Pennsylvania -- for approval to
acquire 100 percent of the voting shares of
The First National Bank of Mercersburg,
Mercersburg, Pennsylvania. 1/ (3/23/87)

Richmond FNB Corporation, Holy Hill, South Carolina --
for approval to acquire 100 percent of the
voting shares of the successor by merger to
The First National Bank of Holy Hill, Holy
Hill, South Carolina. 1/ (3/25/87)

Atlanta Financial Services Bancorp, Inc., Miami,
Florida -- for approval to acquire 100
percent of the voting shares of Eagle Bank of
Broward, N.A., Fort Lauderdale, Florida, a
proposed new bank. 1/ (3/24/87)

Atlanta MGeorgia Bankshares, Inc., Hawkinsville,
Georgia -- for approval to acquire The
Pulaski Banking Company, Hawkinsville,
Georgia. 1/ (3/27/87)

Chicago Alpha Financial Corporation, Chicago,
Illinois -- for approval to acquire 100
percent of the voting shares of The District
National Bank of Chicago, Chicago, Illinois
and The Archer National Bank of Chicago,
Chicago, Illinois. 1/ (3/27/87)

Minneapolis Sentry Bancorp, Inc., Minneapolis, Minnesota
-- for approval to acquire 98.89 percent of
the voting shares of Cannon Valley Bank,
Dundas, Minnesota. 1/ (3/27/87)

Kansas City B Bank, Inc., Downs, Kansas -- for approval
to acquire 100 percent of the voting shares
of The State Bank of Downs, Downs, Kansas.
1/ (3/25/87)

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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

Dallas TransTexas Bancshares, Inc., Beaumont, Texas
-- for approval to acquire 100 percent of the
voting shares of Kirbyville Bancshares, Inc.,
Beaumont, Texas and indirectly Kirbyville
State Bank, Beaumont, Texas. (3/27/87)

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

ACTIONS OF THE BOARD - Continued

Approved

Boston

Bank of New England Corporation, Boston, Massachusetts -- for approval to acquire 100 percent of the voting shares of The Conifer Group, Inc., Worcester, Massachusetts and indirectly Berkshire Bank and Trust Company, Pittsfield, Massachusetts; Guaranty Bank and Trust Company, Worcester, Massachusetts; Essexbank, Peabody, Massachusetts; Union National Bank, Lowell, Massachusetts; Bank of Cape Cod, Falmouth, Massachusetts; Plymouth-Home National Bank, Brockton, Massachusetts; Patriot Bank, N.A., Boston, Massachusetts. (3/23/87)

New York

Chemical New York Corporation, New York, New York -- for approval to acquire Texas Commerce Bancshares, Inc., Houston, Texas and indirectly Texas Commerce Bank-Amarillo, Amarillo; Texas Commerce Bank-Austin, N.A., Austin; Commerce Bank -Barton Creek, N.A., Austin; Texas Commerce Bank-Northcross, N.A., Austin; Texas Commerce Bank-Beaumont, N.A., Beaumont; Texas Commerce Bank-Brownsville, Brownsville; Texas Commerce Bank-Corpus Christi, N.A., Corpus Christi; Texas Commerce Bank-Gulfway, N.A., Corpus Christi; Texas Commerce Bank-Arlington, Arlington; Texas Commerce Bank-Brookhollow, N.A., Dallas; Texas Commerce Bank-Campbell Centre, N.A., Dallas; Texas Commerce Bank-Casa Linda, N.A., Dallas; Texas Commerce Bank-Dallas, N.A., Dallas; Texas Commerce Bank-Fort Worth, Fort Worth; Texas Commerce Bank-Garland, Garland; Texas Commerce Bank-Hillcrest, Dallas; Texas Commerce Bank-Hurst, N.A., Hurst; Texas Commerce Bank-Irving Boulevard, Irving; Texas Commerce Bank-Northwest, N.A., Dallas; Texas Commerce Bank-Park Central, N.A., Dallas; Texas Commerce Bank-Preston, Royal, N.A., Dallas; Texas Commerce Bank-Quorum, N.A., Dallas; Texas Commerce Bank-Richardson, N.A., Richardson; Texas Commerce Bank-Border City, El Paso; Texas Commerce Bank-Chamizal, N.A., El Paso; Texas Commerce Bank-East, N.A., El Paso; Texas Commerce Bank-El Paso, El Paso; Texas Commerce Bank-First State, El Paso;

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

ACTIONS OF THE BOARD - Continued

Texas Commerce Bank-Northgate, N.A., El Paso;
Texas Commerce Bank-West, N.A., El Paso;
Texas Commerce Bank-Airline, Houston; Texas
Commerce Bank-Champions Park, N.A., Houston;
Texas Commerce Bank-Chemical, Houston;
Texas Commerce Bank-Clear Lake, N.A.,
Houston; Texas Commerce Bank-Conroe, N.A.,
Conroe; Texas Commerce Bank-Cyfair, N.A.,
Houston; Texas Commerce Bank-Cypress Station,
N.A., Houston; Texas Commerce Bank-Del Oro,
N.A., Houston; Texas Commerce
Bank-Friendswood, Friendswood; Texas Commerce
Bank-Greenway Plaza, N.A., Houston; Texas
Commerce Bank--Greens Crossing, N.A.,
Houston; Texas Commerce Bank-Greenway Plaza,
N.A., Houston; Texas Commerce Bank-National
Association, Houston; Texas Commerce
Bank-Inwood, N.A., Houston; Texas Commerce
Bank-Katy, Freeway, N.A., Katy; Texas
Commerce Bank-Kingswood, N.A., Kingswood;
Texas Commerce Bank-Lakeside, Houston; Texas
Commerce Bank-Reagan, Houston; Texas Commerce
Bank-Richmond/Sage, Houston; Texas Commerce
Bank-River Oaks, N.A., Houston; Texas
Commerce Bank-South Belt, N.A., Houston;
Texas Commerce Bank-Southeast, Houston; Texas
Commerce Bank-Stafford, N.A., Houston; Texas
Commerce Bank-Sugar Land, N.A., Sugar Land;
Texas Commerce Bank-Tanglewood, Houston;
Texas Commerce Bank-Westlake Park, N.A.,
Houston; Texas Commerce Bank-West Oaks, N.A.,
Houston; Texas Commerce Bank-Westwood,
Houston; Texas Commerce Bank-Medical Bank,
Houston; Texas Commerce Bank-Longview, N.A.,
Longview; Texas Commerce Bank-National
Association, Lubbock; Texas Commerce
Bank-McAllen, N.A., McAllen; Texas Commerce
Bank-Midland, N.A., Midland; Texas Commerce
Bank-New Braunfels, N.A., New Braunfels;
Stone Fort National of Nacogdoches,
Nacogdoches; Texas Commerce Bank-Odessa;
Odessa; Texas Commerce Bank-San Angelo,
N.A., San Angelo; Texas Commerce Bank-San
Antonio, San Antonio; Texas Commerce
Bank-Antonio; Loop 410, San Antonio; Texas
Commerce Bank-San Antonio, N.W., N.A., San
Antonio, Texas Commerce International Bank,

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

ACTIONS OF THE BOARD - Continued

Houston all located in Texas; Texas Commerce Trust Company, New York, New York; Texas Commerce Banks (Delaware), Newark, Delaware and -- for approval to acquire indirectly Texas Commerce's 9.5 percent interest in Lockwood National Bank, Houston, Texas. (3/25/87)

Chicago Associated Banc-Corp, Green Bay, Wisconsin -- for approval to acquire 100 percent of the voting shares of Chicago Commerce Bancorporation and indirectly Chicago Bank of Commerce, both of Chicago, Illinois. (3/25/87)

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

Approved

Chicago The Citizens and Southern Corporation and Citizens and Southern Georgia Corporation, both of Atlanta, Georgia -- for approval to merge with Peoples Equity Shares Inc., Carrollton, Georgia and indirectly acquire The Peoples Bank. 1/ (3/25/87)

Chicago First Wisconsin Corporation, Milwaukee, Wisconsin -- for approval to acquire 100 percent of the voting shares of Naper Financial Corporation, Naperville, Illinois, and indirectly Naper Bank, Bolingbrook, Bolingbrook, Illinois, and Naper Bank, National Association, Naperville, Illinois. 1/ (3/25/87)

Chicago First Wisconsin Corporation, Milwaukee, Wisconsin -- for approval to acquire 100 percent of the voting shares of Du Page Bancshares, Inc., Glen Ellyn, Illinois, and indirectly DuPage Bank & Trust Company, Glen Ellyn, Illinois. 1/ (3/25/87)

Kansas City United Banks of Colorado, Inc., Denver, Colorado -- for approval to acquire 100 percent of the voting shares of IntraWest Financial Corporation, Denver, Colorado and indirectly acquire IntraWest Bank of Arapahoe, N.A., Englewood; IntraWest Bank of

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

ACTIONS OF THE BOARD - Continued

Aurora, N.A., Aurora; IntraWest Bank of Bear Valley, N.A., Denver; IntraWest Bank of Boulder, N.A., Boulder; IntraWest Bank of Colorado Springs, N.A., Colorado Springs; IntraWest Bank of Fort Collins, N.A., Fort Collins; IntraWest Bank of Grand Junction, N.A., Grand Junction; IntraWest Bank of Greeley, N.A., Greeley; IntraWest Bank of Highlands Ranch, N.A., Highlands Ranch; IntraWest Bank of Montrose, N.A., Montrose; IntraWest Bank of Northglenn, N.A., Northglenn; IntraWest Bank of Pueblo, N.A., Pueblo; IntraWest Bank of Steamboat Springs, N.A., Steamboat Springs; IntraWest Bank of Sterling, N.A., Sterling; IntraWest Bank of Southglenn, N.A., Littleton; and IntraWest Bank of Southwest Plaza, N.A., Littleton, all located in Colorado. 3/27/87)

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

Approved

Boston	Bank of New England Corporation, Boston, Massachusetts -- for approval to acquire Conifer Life Insurance Company, Phoenix, Arizona and thereby engage in the underwriting, through reinsurance, of credit life, and credit accident and health insurance that is directly related to extensions of credit by the banking subsidiaries of The Conifer Group, Inc. (3/23/87)
Boston	Bank of New England Corporation, Boston, Massachusetts -- to retain Financial Enterprises Corp., Canton, Massachusetts, and thereby engage in making and servicing mortgage and real estate related loans, primarily residential one-to four family and second mortgage loans. 1/ (3/27/87)
Boston	Bank of New England Corporation, Boston, Massachusetts -- to retain Plymouth, Inc., Miami Lakes, Florida; and thereby engage in financing insurance premiums. 1/ (3/27/87)

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

ACTIONS OF THE BOARD - Continued

Boston Intermediate Corporation, Boston, Massachusetts -- to acquire Conifer Life Insurance Company, Phoenix, Arizona and thereby engage in the underwriting, through reinsurance of credit life, and credit accident and health insurance that is directly related to extensions of credit by the banking subsidiaries of The Conifer Group, Inc. (3/23/87)

New York Chemical New York Corporation, New York, New York -- for approval to acquire El Paso National Corporation, and thereby engage in leasing personal or real property and management consulting to depository institutions; Pyramid Agency, Inc., and thereby engage in the sale of single-interest insurance and public fund depository bonds; Texas Commerce Bancshares Leasing Company, and thereby engage in leasing personal or real property; Texas Commerce Corporate Finance, Inc., and thereby engage in making and servicing loans, investment or financial advice; Texas Commerce Financial Services, Inc., and thereby engage in securities brokerage activities; Texas Commerce Funding Company, and thereby engage in making and servicing loans; Texas Commerce Information Systems, Inc., and thereby engage in data processing; Texas Commerce Investment Management Company and thereby engage in investment or financial advice; Texas Commerce Leasing Company and thereby engage in leasing personal or real property; Texas Commerce Mortgage Company, and thereby engage in making and servicing loans; Texas Commerce Securities, Inc., and thereby engage in investment or financial advice, underwriting and dealing in government obligations and money market instruments; Texas Commerce Services Company, and thereby engage in trust company functions; and Texas Commerce Trust Company of New York, and thereby engage in trust company functions. (3/23/87)

ACTIONS OF THE BOARD - Continued

New York	Chemical Texas Holdings, Inc., New York, New York -- for approval to acquire El Paso National Corporation, and engage in leasing personal or real property and management consulting to depository institutions; Pyramid Agency, Inc., and thereby engage in the sale of single-interest insurance and public fund depository bonds; Texas Commerce Bancshares Leasing Company, and thereby engage in leasing personal or real property; Texas Commerce Corporate Finance, Inc., and thereby engage in making and servicing loans, investment or financial advice; Texas Commerce Financial Services, Inc., and thereby engage in securities brokerage activities; Texas Commerce Funding Company, and thereby engage in making and servicing loans; Texas Commerce Information Systems, Inc., and thereby engage in data processing; Texas Commerce Investment Management Company and thereby engage in investment or financial advice; Texas Commerce Leasing Company and thereby engage in leasing personal or real property; Texas Commerce Mortgage Company, and thereby engage in making and servicing loans; Texas Commerce Securities, Inc., and thereby engage in investment or financial advice, underwriting and dealing in government obligations and money market instruments; Texas Commerce Services Company, and thereby engage in trust company functions; and Texas Commerce Trust Company of New York, and thereby engage in trust company functions. (3/23/87)
Cleveland	Trustcorp, Inc., Toledo, Ohio -- for approval to acquire William Fall, Inc., Perrysburg, Ohio and thereby engage in appraisal services. 1/ (3/24/87)
Richmond	United Financial Banking Companies, Inc., Vienna, Virginia -- to acquire First Government Investors Corporation, Landover, Maryland. 1/ (3/25/87)

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

ACTIONS OF THE BOARD - Continued

Atlanta	The Citizens and Southern Corporation and Citizens and Southern Georgia Corporation, both of Atlanta, Georgia -- to acquire Peoples Equity Leasing Company, Inc., Carrollton, Georgia, and thereby engage in leasing of all types of tangible personal property, including, but not limited to, automobiles, heavy equipment and phone systems. 1/ (3/25/87)
Atlanta	The Citizens and Southern Corporation and Citizens and Southern Georgia Corporation, both of Atlanta, Georgia -- to acquire Peoples Equity Mortgage Co., Carrollton, Georgia, and thereby engage in real estate mortgage lending activities, including origination, sales and servicing. 1/ (3/25/87)
St. Louis	Centerre Bancorporation, St. Louis, Missouri -- for approval to acquire all of the assets and assume certain liabilities of Benefit Plan Services, Inc, Maryland Heights, Missouri. (3/26/87)
Minneapolis	Norwest Corporation, Minneapolis, Minnesota its subsidiaries, Norwest Financial Services, Inc., and Norwest Financial, Inc., Des Moines, Iowa -- to acquire substantially all of the assets of Gross & Webster, Inc., Omaha, Nebraska. 1/ (3/25/87)
Kansas City	United Banks of Colorado, Inc., Denver, Colorado -- for approval to acquire IntraWest Insurance Agency, Inc., Denver, Colorado, engaged in the sale of credit life, health and accident insurance. (3/27/87)
Kansas City	United Banks of Colorado, Inc., Denver, Colorado -- for approval to acquire IntraWest Insurance Company, Denver, Colorado, and engage in the underwriting of credit life and accident insurance. (3/27/87)
Kansas City	United Banks of Colorado, Inc., Denver, Colorado -- for approval to acquire IntraWest Mortgage Company, Denver, Colorado, engage in mortgage banking. (3/27/87)

 1/ Application 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

Kansas City United Banks of Colorado, Inc., Denver, Colorado -- for approval to acquire IntraWest Leasing Company, Denver, Colorado, and engage in leasing property. (3/27/87)

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Permitted

New York Irving Bank Corporation, New York, New York -- to engage **de novo** (making, acquiring and/or servicing loans for itself or for others of the type made by a credit card company; providing to others financially related data processing and data transmission services, facilities, and data bases; or access to them) through a newly established subsidiary. The activities will be conducted in New York, New York and Pittsford, New York. 3/ (3/25/87)

Cleveland Huntington Bancshares Incorporated, Columbus, Ohio -- 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, The Huntington Service Company, Columbus, Ohio. The activity will be performed without geographical limitation. 3/ (3/26/87)

Cleveland Society Corporation, Cleveland, 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 Society Mortgage Company, Cleveland, Ohio. The activities will be conducted nationwide. 3/ (3/22/87)

Atlanta Louisiana Bancshares, Inc., Baton Rouge, Louisiana -- to engage **de novo** (underwriting credit/mortgage life and credit/mortgage disability insurance on consumer loans) through its subsidiary, Louisiana Credit Life Insurance Company, Inc., Phoenix, Arizona. 3/ (3/27/87)

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

ACTIONS OF THE BOARD - Continued

- 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. The activities would be conducted from branch offices in Minnesota, Iowa, Indiana, Ohio, Michigan, Missouri, Kentucky, and Wisconsin. 3/ (3/27/87)
- Chicago Security Bancorp, Inc., Southgate, Michigan -- to engage *de novo* (underwriting credit life, disability, or involuntary unemployment insurance) to include (open end credit card (except New Hampshire and North Carolina) and line of credit extensions) through its subsidiary, United Bankers Life Insurance Company, Phoenix, Arizona. These activities would be conducted nationwide. 3/ (3/27/87)
- Minneapolis Norwest Corporation, Minneapolis, Minnesota -- to engage *de novo* (making, acquiring and/or servicing loans for itself or for others of the type made by a consumer finance company; commercial finance company; providing financially related courier services; engaging in operating a collection agency; operating a credit bureau) through Norwest Retail Services, Inc., Minneapolis, Minnesota. The activities will be conducted throughout the United States. 3/ (3/22/87)
- San Francisco Security Pacific Corporation, Los Angeles, California -- to engage *de novo* (underwriting and dealing in obligations of the United States, general obligations of states and political subdivisions, and other obligations in which state member banks are authorized to underwrite and deal) through Security Pacific Securities, Inc., Los Angeles, California. 3/ (3/25/87)

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

ACTIONS OF THE BOARD - Continued

San Francisco Valley Capital Corporation, Las Vegas, Nevada
 -- to engage *de novo* (making, acquiring
 and/or servicing loans for itself or for
 others of the type made by a consumer finance
 company; sales finance company) through its
 subsidiary, Valley Financial Services, Inc.,
 Las Vegas, Nevada. The activity will be
 conducted in the state of Nevada. 3/
 (3/22/87)

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**Applications to the Board of Governors of the Federal
 Reserve System for Prior Approval of an Acquisition
 Pursuant to Section 5(b) of the Bank Service
 Corporation Act As Amended**

Permitted

Atlanta Southeast Bank, N.A., Miami, Florida -- to
 engage *de novo* (underwriting home mortgage
 redemption insurance) through, Southeast
 Credit Insurance Company, Miami, Florida. 3/
 (3/27/87)

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Redemption of Shares**Approval**

St. Louis Oakland City Bancshares Corp., Oakland City,
 Indiana. 1/ (3/24/87)

Dallas Crosby Bancshares, Inc., Crosby, Texas. 1/
 (3/22/87)

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

Approved

St. Louis Oakland City Bancshares Corp., Oakland City,
 Indiana. 1/ (3/24/87)

Kansas City Union Bancorporation, Inc., Oklahoma City,
 Oklahoma. 1/ (3/25/87)

 1/ Application 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.

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

New York	Chemical Bank, New York, New York -- to establish a branch office at The Pierre Hotel, Fifth Avenue at 61st Street, New York, New York. 2/
New York	Chemical Bank, New York -- to establish a branch of the International Paper Company, The Centre, One Manhattan Road, Purchase, New York. 2/
Philadelphia	Bank of Mid-Jersey, Bordentown, New Jersey -- to open a new branch office at the main entrance of the Homestead-at-Mansfield Retirement Village on Route 543, Mansfield Township, Burlington County, New Jersey. 2/
Richmond	Bank of Virginia, Richmond, Virginia -- to establish an Electronic Funds Transfer Facility at Innsbrook Office Park, 5000 Dominion Boulevard, Glen Allen, Virginia. 2/
Chicago	Chemical Bank and Trust Company, Midland, Michigan -- to establish an automated teller machine at Tri-City International Airport, 8600 Garfield Road, Freeland, Michigan. 2/
Chicago	Harris Trust and Savings Bank, Chicago, Illinois -- to establish an offsite automated teller machine at Six Flags Great America, Gurnee, Illinois. 2/

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

Kansas City	Alpine Bank and Trust, Glenwood Springs, Colorado -- to merge with Alpine Bank, Glenwood Springs Mall, Glenwood Springs, Colorado. 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

Dallas MBank Denton, National Association, Denton,
Texas -- to merge with MB Lewisville,
National Association, Lewisville, Texas. 2/

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

Received

New York Norstar Bank of Long Island, Hempstead, New
York. 2/

Chicago Farmers State Bank, Poy Sippi, Wisconsin. 2/

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**To Establish an Overseas Branch of an Edge Act
Corporation Pursuant to Section 25(a) of the
Federal Reserve Act**

Received

New York Citibank, N.A., New York, New York -- to
establish a branch in Auckland, New Zealand.

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

Received

Boston 1st American Bancorp, Inc., Boston,
Massachusetts -- for approval to acquire 100
percent of the voting shares of 1st American
Bank for Savings, Boston, Massachusetts, and
9.8 percent of Plymouth Five Cents Savings
Bank, Plymouth, Massachusetts. 2/

Boston First Peterborough Bank Corp, Peterborough,
New Hampshire -- for approval to acquire 100
percent of the voting shares of The First
National Bank of Peterborough, Peterborough,
New Hampshire. 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

New York	Norwood Associates II, Hackensack, New Jersey -- for approval to acquire 30.3 percent of the voting shares of Midland Bancorporation, Paramus, New Jersey, and indirectly Midland Bank & Trust Company, Paramus, New Jersey. 2/
Cleveland	Liberty Bancshares, Inc., Ada, Ohio -- for approval to acquire 100 percent of the voting shares of The Liberty National Bank of Ada, Ada, Ohio. 2/
Cleveland	McLachlen Bancshares Corporation, Washington, D.C. -- for approval to acquire 100 percent of the voting shares of McLachlen National Bank, Washington, D.C. 2/
Atlanta	Northside Bancshares, Inc., Roswell, Georgia -- for approval to acquire 100 percent of the voting shares of The Northside Bank & Trust Company, Roswell, Georgia, a proposed new bank. 2/
Chicago	CBE, Inc., Elkhorn, Wisconsin -- for approval to acquire 100 percent of the voting shares of Community Bank of Elkhorn, Elkhorn, Wisconsin, a proposed new bank. 2/
Minneapolis	NW Bancshares, Inc., Chippewa Falls, Wisconsin -- for approval to acquire at least 90 percent of the voting shares of The Northwestern Bank, Chippewa Falls, Wisconsin. 2/
Dallas	First Bancorp of Louisiana, Inc., West Monroe, Louisiana -- for approval to acquire 100 percent of the voting shares of First National Bank of West Monroe, West Monroe, Louisiana. 2/
San Francisco	Americorp, Ventura, Georgia -- for approval to acquire 100 percent of the voting shares of American Commercial Bank, Ventura, California. 2/

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

APPLICATIONS RECEIVED - Continued

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

Boston	Hartford National Corporation, Hartford, Connecticut -- for approval to acquire 100 percent of the voting shares of Chester Bank, Chester, Connecticut. 2/
New York	First Empire State Corporation, Buffalo, New York -- for approval to acquire 100 percent of the voting shares of Bank of Richmondville, Richmondville, New York. 2/
Cleveland	American Bancorporation, Wheeling, West Virginia -- for approval to acquire 100 percent of the voting shares of Citizens National Bank Flushing-St. Clairsville, St. Clairsville, Ohio. 2/
Richmond	NCNB Corporation, Charlotte, North Carolina -- for approval to acquire 100 percent of the voting shares of CentraBank, Inc., Baltimore, Maryland. 2/
Chicago	Indiana United Bancorp, Greensburg, Indiana -- for approval to acquire 100 percent of the voting shares of Peoples Bancshares Corporation, Portland, Indiana, and indirectly The Peoples Bank, Portland, Indiana. 2/
Chicago	P.T.C. Bancorp, Brookville, Indiana -- for approval to acquire 100 percent of the voting shares of Arlington Banc Corporation, Arlington, Indiana and indirectly Arlington State Bank, Arlington, Indiana. 2/
Kansas City	Kansas National Bancorporation, Goodland, Kansas -- for approval to acquire 100 percent of the voting shares of Peoples State Bank of Sharon Springs, Sharon Springs, Kansas. 2/
Dallas	Amador Bancshares, Inc., Las Cruces, New Mexico -- for approval to acquire 100 percent of the voting shares of Western Bank, Santa Fe, Santa Fe, New Mexico and Western Bank, Taos, New Mexico. 2/

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

APPLICATIONS RECEIVED - Continued

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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	BayBanks, Inc., Boston, Massachusetts -- to engage de novo (providing to others financially related data processing and data transmission services, facilities, and data basis; or access to them) through its subsidiary, BayBanks Systems, Inc., Waltham, Massachusetts. (3/24/87)
Chicago	Alliance Financial Corporation, Dearborn, Michigan -- to engage de novo through its subsidiary, Alliance Mortgage Incorporated of Michigan, Dearborn, Michigan, in mortgage banking; generating mortgage loans by taking applications processing; and closing and selling on the secondary market
Chicago	Continental Illinois Corporation, Chicago, Illinois -- to engage de novo (providing portfolio investment advice to any person) through its subsidiary, Continental Capital Management Corporation, Chicago, Illinois. These activities will be conducted throughout the United States. (3/27/87)
Chicago	First of America Bancorporation Illinois, Inc., Kalamazoo, Michigan -- to engage de novo (engaging in the activities of a trust company of a fiduciary, agency, or custodial nature) through its subsidiary, First of America Trust Company, Bannockburn, Illinois. (3/23/87)
Chicago	First of America Bank Corporation, Kalamazoo, Michigan -- to engage de novo (engaging in the activities of a trust company of a fiduciary, agency or custodial nature) through its subsidiary, First of America Trust Company, Bannockburn, Illinois. (3/23/87)

APPLICATIONS RECEIVED - Continued

- Chicago Illinois Regional Bancorp, Inc., Elmhurst, Illinois -- 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, Illinois Regional Mortgage Corporation, Elmhurst, Illinois. (3/27/87)
- Dallas Austin County Bankshares, Inc, Bellville, Texas -- to engage **de novo** (making, acquiring and/or servicing loans for itself or for others of the type made by a mortgage company; consumer finance company). (3/27/87)
- San Francisco Learner Financial Corporation, Orinda, California -- to engage **de novo** (providing to others financially related data processing and data transmission services, facilities, and data bases; or access the them) through Learner Financial Corporation Information Systems Division, Walnut Creek, California. The activity would be conducted throughout California. (3/25/87)
- San Francisco RCB Corporation, Sacramento, California -- for approval to engage through its subsidiary, River City Money Management Company, Sacramento, California in investment and financial advising through a joint venture with Alex Brown Financial Group, Sacramento, California.