

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

H.2, 1987, No. 45

**Actions of the Board
Applications and Reports Received
During the Week Ending November 7, 1987**

ACTIONS OF THE BOARD

Request for comment by December 4, 1987, on proposals affecting real estate investment development activities in a holding company framework; and request for comments whether (1) member banks, not in a holding company system, should be subject to interaffiliate lending restrictions and (2) special capital requirements should be imposed on real estate subsidiaries of holding company banks (Docket R-0616).

Final rule approved that amends Regulation Z (Truth in Lending) to implement a provision of the Competitive Equality Banking Act of 1987 regarding adjustable rate mortgage caps (Docket R-0613).

New York	Citicorp, New York, New York -- extension to May 25, 1988, to complete investment in Vickers Da Costa Ltd., London, England. 1/
New York	Citicorp, New York, New York -- extension to October 5, 1988, to complete investment in Citicorp Investment Bank Limited, London, England. 1/
Cleveland	Genbeach Company, Inc., Beattyville, Kentucky -- extension to February 5, 1988, to consummate Peoples Exchange Bank of Beattyville. 1/
Richmond	First Security Bank of Maryland, Baltimore, Maryland, a state mutual savings bank, proposed merger with First Security Bank of Maryland, a state commercial trust company -- 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	Citizens National Bank, Winston-Salem, North Carolina, proposed merger with Peoples Interim National Bank, Rocky Mount, North Carolina -- report to the Comptroller of the Currency on competitive factors. 1/
Richmond	One Valley Bank, National Association, Charleston, West Virginia, proposed merger with Bank of Lubeck, Lubeck, West Virginia -- report to the Comptroller of the Currency on competitive factors. 1/
Richmond	Bancshares 2000, Inc., McLean, Virginia -- extension to February 24, 1988, to acquire Bank 2000 of Reston, National Association, Reston, Virginia. 1/
Atlanta	Sun Banks, Inc., Orlando, Florida, and SunTrust Banks, Inc., Atlanta, Georgia -- extension to January 21, 1988, to acquire shares of Peoples Bank of Lakeland, Lakeland, Florida. 1/
Atlanta	SouthTrust Corporation, Birmingham, Alabama -- extension to February 18, 1988, to acquire shares of Bank of Pensacola, Pensacola, Florida. 1/
Atlanta	Brannen Banks of Florida, Inc., Inverness, Florida -- extension to February 26, 1988, to acquire shares of The Hernando County Bank, Brooksville, Florida. 1/
Chicago	Blissfield Bank Corporation, Blissfield, Michigan -- extension to January 28, 1988, to acquire the successor by merger to The Blissfield State Bank. 1/
Chicago	The Blissfield State Bank, Blissfield, Michigan -- extension to January 28, 1988 -- to merge with Blissfield Interim Bank. 1/
St. Louis	Salem Bank, Inc., Salem, Kentucky, proposed merger with SB Bank, Inc., -- report to the Federal Deposit Insurance Corporation on competitive factors. 1/
St. Louis	Wyatt Bancshares, Inc., Calico Rock, Arkansas -- extension to February 5, 1988, to acquire the successor by merger to the First National Bank of Izard County. 1/

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

ACTIONS OF THE BOARD - Continued

- St. Louis Tipton County Bank, Covington, Tennessee, proposed merger with Tipton County Interim Bank -- report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- St. Louis Bank of Bradford, Bradford, Tennessee, proposed merger with Interim Bank of Bradford -- report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- St. Louis First City Corporation Employee Stock Ownership Trust, Fort Smith, Arkansas -- extension to February 4, 1988, to acquire First City Corporation. 1/
- St. Louis Mercantile Bancorporation Inc., St. Louis, Missouri -- extension to February 4, 1988, to acquire Mercantile Bank of Delaware, New Castle, Delaware. 1/
- Kansas City Community Bank, Chillicothe, Missouri, proposed merger with Bosworth State Bank, Bosworth, Missouri -- report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Kansas City Peoples Bank & Trust Company, McPherson, Kansas, proposed merger with Target, Inc. -- report to the Federal Deposit Insurance Corporation of competitive factors. 1/
- Kansas City Hutchinson Interim National Bank, Hutchinson, Kansas, proposed merger with Hutchinson National Bank & Trust Company -- report to the Comptroller of the Currency on competitive factors. 1/
- Kansas City American Bank of Plattsburg, Plattsburg, Missouri, proposed merger with American Bank of Edgerton, Edgerton, Missouri -- report to the Federal Deposit Insurance Corporation on competitive factors. 1/
- Dallas Alvarado Bankshares, Inc., Alvarado, Texas -- extension to January 18, 1988, to acquire Alvarado National Bank. 1/

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

ACTIONS OF THE BOARD - Continued

Dallas MBank Centerville, N.A., Garland, Texas;
MBank Garland, Garland; MBank Grand Prairie,
Grand Prairie, proposed merger with MBank
Dallas, National Association, Dallas, Texas
-- report to the Comptroller of the Currency
on competitive factors. 1/

San Francisco Professional Bancorp, Santa Monica,
California -- extension for Don S. Levin to
increase his ownership. 1/

San Francisco Zions Bancorporation, Salt Lake City, Utah --
extension to divest certain property. 1/

San Francisco Mid City Bancorp, Los Angeles, California --
extension to November 5, 1988, for Leon
Elster to acquire additional shares. 1/

San Francisco American Merchant Bank, Newport Beach,
California, proposed merger with Eldorado
Merger Company, Tustin, California -- report
to the Federal Deposit Insurance Corporation
on competitive factors. 1/

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

Atlanta Central Bank of the South, Birmingham,
Alabama - to establish a limited service
facility at 701 South 32nd Street,
Birmingham, Alabama. 1/ (11/2/87)

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

Cleveland Niles Interim Bank, Niles, Ohio. 1/
(11/4/87)

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

ACTIONS OF THE BOARD - Continued**To Merge Pursuant to Section 18(c) of
the Federal Deposit Insurance Act****Approved**

Philadelphia	Johnstown Bank and Trust Company, Johnstown, Pennsylvania -- to merge with The First National Bank of Avonmore, Avonmore, Pennsylvania. 1/ (11/6/87)
Cleveland	Bank One, Mansfield, Ohio -- to merge with the Galion, Ohio, office of Chase Bank of Ohio, Mentor, Ohio. 1/ (11/4/87)
Cleveland	The Security Dollar Bank Company, Niles, Ohio -- to merge with Niles Interim Bank, Niles, Ohio. 1/ (11/4/87)

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

Dallas	First McAllen International Bancshares, Inc., McAllen, Texas -- for approval to acquire 100 percent of the voting shares of International Bank of McAllen, McAllen, Texas. (11/6/87)
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Approved

Cleveland	AT Acquisition Corporation, Cleveland, Ohio -- for approval to acquire Midwest National Bank, Indianapolis, Indiana. 1/ (11/5/87)
Cleveland	Security Financial Corp., Niles, Ohio -- for approval to acquire 100 percent of the voting shares of The Security Dollar Bank Company, Niles, Ohio. 1/ (11/4/87)
Cleveland	Whitley City Bancshares, Inc., Whitley City, Kentucky -- for approval to acquire 50.73 percent of the voting shares of McCreary Bancshares, Inc., Whitley City, Kentucky and indirectly Bank of McCreary County, Whitley City, Kentucky. 1/ (11/5/87)

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

ACTIONS OF THE BOARD - Continued

Richmond	First Sun Capital Corporation, Columbia, South Carolina -- for approval to acquire 100 percent of the voting shares of Columbia Bancorp, Inc., and indirectly acquire Republic National Bank, Columbia, South Carolina. 1/ (11/6/87)
Richmond	Sandy Spring Bancorp, Inc., Olney, Maryland -- for approval to acquire 100 percent of the voting shares of Sandy Spring National Bank of Maryland, Olney, Maryland. 1/ (11/3/87)
Atlanta	Heritage Enterprises II, Fayetteville, Georgia -- for approval to acquire 89.1 percent of the voting shares of FMB Financial Holdings, Inc., Fayetteville, Georgia, and indirectly Farmers and Merchants Bank, Fayetteville, Georgia. 1/ (11/6/87)
Chicago	Washburn Bancshares, Inc., Washburn, Illinois -- for approval to acquire at least 80 percent of the voting shares of The Washburn Bank, Washburn, Illinois. 1/ (11/5/87)
St. Louis	First City, Inc., Memphis, Tennessee -- for approval to acquire 100 percent of the voting shares of First City, A Federal Savings Bank, Memphis, Tennessee. 1/ (11/2/87)
St. Louis	Golden Bancshares, Inc., Golden, Illinois -- for approval to acquire at least 80 percent of the voting shares of Golden State Bank, Golden, Illinois. 1/ (11/4/87)
St. Louis	Laddonia State Bancshares, Inc., Laddonia, Missouri -- for approval to acquire at least 97.9 percent of the voting shares of Laddonia State Bank, Laddonia, Missouri. 1/ (11/2/87)

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

ACTIONS OF THE BOARD - Continued

St. Louis MCB Acquisition Company, Belleville, Illinois
-- for approval to acquire 100 percent of the
voting shares of McLean County Bancshares,
Inc., Bloomington, Illinois, and indirectly
McLean County Bank, Bloomington, Illinois and
Stanford State Bank, Stanford, Illinois. 1/
(11/3/87)

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

Approved

Philadelphia First Peoples Financial Corporation, Haddon
Township, New Jersey -- for approval to
acquire up to 24.81 percent of the voting
shares of First Bank of Philadelphia,
Philadelphia, Pennsylvania. 1/ (11/6/87)

Cleveland AmeriTrust Corporation, Cleveland, Ohio --
for approval to acquire Midwest National
Bank, Indianapolis, Indiana. 1/ (11/5/87)

Cleveland Pikeville National Corporation, Pikeville,
Kentucky -- for approval to acquire 100
percent of the voting shares of Commercial
Bank of West Liberty, West Liberty, Kentucky.
1/ (11/6/87)

Chicago Bank of Montreal, Montreal, Quebec, Canada;
Bankmont Financial Corp., New York, New York;
and Harris Bankcorp, Inc., Chicago, Illinois
-- for approval to acquire 100 percent of the
voting shares of Commercial State Bank,
Phoenix, Arizona. 1/ (11/4/87)

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

ACTIONS OF THE BOARD - Continued

- Chicago Minonk Bancshares, Inc., Minonk, Illinois --
for approval to acquire 32.1 percent of the
voting shares of Washburn Bancshares, Inc.,
Washburn, Illinois, and indirectly The
Washburn Bank, Washburn, Illinois. 1/
(11/5/87)
- St. Louis Magna Group, Inc., Belleville, Illinois --
for approval to acquire 100 percent of the
voting shares of McLean County Bancshares,
Inc., Bloomington, Illinois and indirectly
McLean County Bank, Bloomington, Illinois and
Stanford State Bank, Stanford, Illinois. 1/
(11/3/87)
- St. Louis Magna Group, Inc., Belleville, Illinois --
for approval to acquire 100 percent of the
voting shares of The First National Bank of
Wood River, Wood River, Illinois. 1/
(11/3/87)

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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

- Cleveland AmeriTrust Indiana Corporation, Cleveland,
Ohio -- for approval to acquire AT
Acquisition Corporation, Cleveland, Ohio and
indirectly acquire Midwest National Bank,
Indianapolis, Indiana. 1/ (11/5/87)
- Cleveland Fifth Third Bancorp, Cincinnati, Ohio -- for
approval to merge with First Bancorporation
of Batesville, Indiana, and indirectly
acquire First Bank & Trust Company of
Batesville, Batesville, Indiana. 1/
(11/6/87)

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 4(c)(8) of the Bank Holding Company Act of 1956Returned

St. Louis Mercantile Bancorporation, Inc., St. Louis, Missouri -- to engage **de novo** (discount securities brokerage activities including certain securities credit and incidental activities) through its subsidiary, Mercantile Investment Services, Inc., St. Louis, Missouri. 3/ (10/30/87)

Kansas City Brookwood, Inc., Columbia, Missouri -- 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). 3/ (11/5/87)

San Francisco Business Bancorp, San Jose, California -- to engage **de novo** (providing to others financially related data processing and data transmission services, facilities, and data bases; or access to them). The activities will be conducted throughout the State of California. 3/ (10/27/87)

Approved

St. Louis Centerre Bancorporation, St. Louis, Missouri -- to engage in the purchase, issuance and servicing of consumer loans through the issuance of credit cards and to establish a wholly-owned subsidiary, Centerre Bank of Delaware, New Castle, Delaware. 1/ (11/2/87)

Permitted

Minneapolis Madison Agency, Inc., Sioux Falls, South Dakota -- to engage **de novo** (making, acquiring and/or servicing loans for itself or for others of the type made by a commercial finance company). The activities will be conducted nationwide. 3/ (11/5/87)

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

Philadelphia Meridian Bank, Reading, Pennsylvania -- to
establish an off-site electronic banking
facility at the Hewlett - Packard Avondale
Division, Route 41 and Starr Road, Avondale,
Pennsylvania. 2/

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

Dallas First National Bank of Dumas, Dumas, Texas --
to merge with Sunray State Bank, Sunray,
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

Cleveland Niles Interim Bank, Niles, Ohio. 2/

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**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**Received

New York Citicorp, New York, New York, prior notice of
its intent to invest in its indirect
subsidiary J&E Davy Holdings Limited, Dublin,
Ireland.

Philadelphia The Long-Term Credit Bank of Japan, Limited,
Tokyo, Japan for approval to engage
indirectly in certain nonbanking activities
through its proposed subsidiary, LTCB Capital
Markets, Inc., Delaware.

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

Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation), Newark, New Jersey -- for approval to acquire 100 percent of the voting shares of First Fidelity Bancorporation, Newark, New Jersey, and indirectly First Fidelity Bank, N.A., New Jersey, New Jersey, First Fidelity Bank, N.A., North Jersey, Totowa, New Jersey, First Fidelity Bank, N.A., South Jersey, Burlington, New Jersey, First Fidelity Bank, Princeton, South Brunswick, New Jersey, Morris Savings Bank, Morristown, New Jersey, First Fidelity Trust, N.A., Florida, Boca Raton, Florida; Fidelcor, Inc., Philadelphia, Pennsylvania, and indirectly Fidelity Bank, National Association, Malvern, Pennsylvania, Merchants Bank, N.A., Allentown, Pennsylvania, Merchants Bank, North, Wilkes-Barre, Pennsylvania; Merchants Bancorp, Inc., Allentown, Pennsylvania and indirectly FFB, Inc. Merchants Bank, N.A., Allentown, Pennsylvania and Merchants Bank, North, Wilkes-Barre, Pennsylvania; and Number One State Bank, Wilkes-Barre, Pennsylvania, and indirectly Merchants Bank, North, Wilkes-Barre, Pennsylvania. 2/
Atlanta	Suwannee Valley Bancshares, Inc., Chiefland, Florida -- for approval to acquire 100 percent of the voting shares of Bank of Florida, N.A., Chiefland, Florida. 2/
Atlanta	Union Bancshares, Inc., Blairsville, Georgia -- for approval to acquire 100 percent of the voting shares of Union County Bank, Blairsville, Georgia. 2/
Chicago	Capac Bancorp, Inc., Capac, Michigan -- for approval to acquire 100 percent of the voting shares of Capac State Savings Bank, Capac, Michigan. 2/
Chicago	National Bancshares of Waupun, Inc., Waupun, Wisconsin -- for approval to acquire 100 percent of the voting shares of The National Bank of Waupun, Waupun, Wisconsin. 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	NCB Corp., Culver, Indiana -- for approval to acquire 100 percent of the voting shares of NorCen Bank, Culver, Indiana. 2/
St. Louis	Security State Bancshares, Inc., Charleston, Missouri -- for approval to acquire 100 percent of the voting shares of First Security State Bank, Charleston, Missouri and at least 96.5 percent of The National Bank of Caruthersville, Caruthersville, Missouri. 2/
Kansas City	Dominion Bankshares, Inc., Denver, Colorado -- for approval to acquire 100 percent of the voting shares of Dominion National Bank, Denver, Colorado. 2/
Kansas City	Heartland Bancshares, Inc., Fairway, Kansas -- for approval to acquire 98 percent of the voting shares of Turner Bancshares, Inc., Kansas City, Kansas and indirectly acquire Kaw Valley Bank & Trust Company, Kansas City, Kansas. 2/
Kansas City	Security Bancshares, Inc., Scott City, Kansas -- for approval to acquire 80 percent of the voting shares of Security State Bank, Scott City, Kansas. 2/
Kansas City	Sunwest Acquisition Corp., Albuquerque, New Mexico -- for approval to acquire 100 percent of the voting shares of American Southwest Bancshares, Inc., El Paso, Texas, and indirectly American Bank of Commerce, El Paso, Texas and American Bank of Commerce-East, El Paso, Texas. 2/
Kansas City	Sunwest Merger Corporation, Albuquerque, New Mexico -- for approval to acquire 100 percent of the voting shares of American Southwest Bancshares, Inc., El Paso, Texas and indirectly American Bank of Commerce, El Paso, Texas and American Bank of Commerce-East, El Paso, Texas. 2/

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

APPLICATIONS RECEIVED - Continued

Kansas City Thomas Drilling Company, Duncan, Oklahoma -- for approval to acquire 47.2 percent of the voting shares of American National Bank of Duncan, Duncan, Oklahoma; 32.36 percent of the voting shares of Exchange Financial Corporation, Ardmore, Oklahoma and indirectly Exchange National Bank and Trust Co., Ardmore, Oklahoma; 20.1 percent of the voting shares of Charter National Bank, Oklahoma City, Oklahoma. 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

Philadelphia Fidelcor, Inc., Philadelphia, Pennsylvania -- for approval to acquire 100 percent of the voting shares of Fidelity Bank Delaware, New Castle, Pennsylvania. 2/

Cleveland First National Cincinnati Corporation, Cincinnati, Ohio -- for approval to acquire 100 percent of the voting shares of Peoples Liberty Bancorporation, Covington, Kentucky, and indirectly The Peoples Liberty Bank & Trust Company, Covington, Kentucky. 2/

Cleveland First National Cincinnati Corporation, Cincinnati, Ohio -- for approval to acquire Aurora First National Bancorp, Aurora, Indiana, and its wholly-owned subsidiary The First National Bank of Aurora, Aurora, Indiana. 2/

Cleveland PNC Financial Corp., Pittsburgh, Pennsylvania -- for approval to acquire 100 percent of the voting shares of First BanCorp, Inc., Mechanicsburg, Pennsylvania and indirectly First Bank and Trust Company of Mechanicsburg, Mechanicsburg, Pennsylvania. 2/

Cleveland Tri-State Financial Bancorp, Inc., Bryan, Ohio -- for approval to acquire 100 percent of the voting shares on Mid American National Bank & Trust, Northwood, Ohio. 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	S and H Holdings, Inc., Iroquois, Illinois -- for approval to acquire 51 percent of the voting shares of Central Bank, Ashkum, Illinois. 2/
Minneapolis	Klein Bancorporation, Inc., Chaska, Minnesota -- for approval to acquire 100 percent of the voting shares of Oakley Holding Company, Buffalo, Minnesota and indirectly The Oakley National Bank of Buffalo, Buffalo, Minnesota. 2/
Kansas City	Security Corporation, Duncan, Oklahoma -- for approval to acquire 24.97 percent of the voting shares of American National Bank of Duncan, Duncan, Oklahoma. 2/
Kansas City	Sunwest Financial Services, Inc., Albuquerque, New Mexico -- for approval to acquire 100 percent of the voting shares of American Southwest Bancshares, Inc., El Paso, Texas and indirectly American Bank of Commerce, El Paso, Texas and American Bank of Commerce-East, El Paso, 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	First NH Banks, Inc., Manchester, New Hampshire -- for approval to acquire New England Acceptance Corporation, Keene, New Hampshire, and thereby engage in the business of financing insurance premiums directly with the insured or by taking an assignment of an insurance agent's loans to his customers; and perform premium finance services and administrative functions for banks and other premium finance lenders performing premium finance lending functions.
Boston	Fleet Financial Group, Inc., Providence, Rhode Island -- for approval to acquire Fleet Estate Funding Corp., Columbia, South Carolina and thereby engage in mortgage origination and servicing activities.

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 Bank of New York Company, Inc., New York, New York -- for approval to acquire Irving Leasing Corporation, New York, New York, and thereby engage in leasing personal or real property or acting as agent, broker or adviser in leasing such property.
- New York The Bank of New York Company, Inc., New York, New York -- for approval to acquire Irving Services Corporation, New York, New York, and thereby engage in servicing loans primarily related to credit card purchases and providing data processing services to others.
- New York The Bank of New York Company, Inc., New York, New York -- for approval to acquire Liberty Brokerage Inc., New York, New York, and thereby engage as interdealer broker of U.S. Government Securities.
- New York The Bank of New York Company, Inc., New York, New York, and thereby engage in futures commission merchant for non-affiliated persons in the execution and clearance of futures contracts and options on futures contracts.
- New York The Long-Term Credit Bank of Japan, Limited, Tokyo, Japan -- for approval to engage indirectly in certain nonbanking activities through its proposed subsidiary, LTCB Capital Markets, Inc.
- New York Marine Midland Banks, Inc., Buffalo, New York; The HongKong and Shanghai Banking Corporation, Hong Kong; HSBC Holdings B.V., Amsterdam, The Netherlands; and Kellett N.V., Curacao, Netherlands, Antilles -- to engage **de novo** (discount securities brokerage activities including certain securities credit and incidental activities) through their subsidiary, CM&M Futures, Inc., New York, New York. The activities would be conducted on a nationwide basis. (11/2/87)

APPLICATIONS RECEIVED - Continued

New York	Midland Bank, PLC, London, England -- to engage <i>de novo</i> through its subsidiary, Thomas Cook, Inc., in the issuance and sale of certain payment instruments denominated in foreign currencies and without any maximum face value.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire First Fidelity Capital Corporation, Newark, New Jersey, and thereby engage in the extension of consumer and commercial direct loans, lines of credit, and letters of credit, personal and real property lease transactions.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire First Fidelity Service Corporation, Newark, New Jersey, and thereby engage in extensions of credit as permitted a sales finance company.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Broad and Lombardy Associates, Inc., Newark, New Jersey, and thereby engage in acting as insurance agent or broker for credit related life and health insurance; sale of credit-related property and casualty insurance protecting property which acts as collateral.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Fidelcor Life Insurance Company, Phoenix, Arizona, and thereby engage in reinsurance of credit related life and accident and health insurance.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire First Fidelity Community Development Corporation, Atlantic City, New Jersey, and thereby engage in making equity and debt investments in corporations or projects designed to promote community welfare.

APPLICATIONS RECEIVED - Continued

Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire First Fidelity Trust, N.A., Florida, Boca Raton, Florida, and thereby engage in activities performed or carried on by a national trust company in a manner authorized by applicable federal and state law.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire First Fidelity Brokers, Inc., Newark, New Jersey, and thereby engage in retail securities brokerage services.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire First Fidelity Trust Company, New York, New York, and thereby engage in fiduciary, agency or custodial activities authorized by federal and state laws consistent with Regulation Y.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Fidelcor Business Credit Corporation, New York, New York, and thereby engage in originating and servicing loans and other extensions of credit, commercial finance, factoring and data processing.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Fidelcor Business Credit Corporation of California, Inc., Los Angeles, California, and thereby engage in originating and servicing loans and other extensions of credit, commercial finance, factoring.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Fidelcor Brokerage Services, Inc., Philadelphia, Pennsylvania, and thereby engage in securities brokerage services.

APPLICATIONS RECEIVED - Continued

Philadelphia FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Latimer and Buck, Inc., Philadelphia, Pennsylvania and thereby engage in originating and servicing mortgage loans, providing portfolio investment advice consistent with Regulation Y, providing financial advice to state and local governments, acting as an advisory company for mortgage or real estate investment trust, appraising real estate and arranging commercial real estate equity financing.

Philadelphia FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Corporate Programs, Inc., Philadelphia, Pennsylvania, and thereby engage in originating and servicing mortgage loans, providing portfolio investment advice consistent with Regulation Y, providing financial advice to state and local governments, acting as an advisory company for mortgage or real estate investment trust, appraising real estate and arranging commercial real estate equity financing.

Philadelphia FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Florida Commercial Mortgage Corporation, Orlando, Florida, and thereby engage in originating and servicing mortgage loans, providing portfolio investment advice consistent with Regulation Y, providing financial advice to state and local governments, acting as an advisory company for mortgage or real estate investment trust, appraising real estate and arranging commercial real estate equity financing.

Philadelphia FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Fidelcor Mortgage Company of Georgia, Franklin, Georgia, and thereby engage in originating extensions of credit or acquiring loans secured by real estate and sale of credit related life and accident and health insurance.

APPLICATIONS RECEIVED - Continued

Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Fidelcor Mortgage Corporation, Franklin, Georgia, and thereby engage in originating extensions of credit or acquiring loans secured by real estate and sale of credit related life and accident and health insurance.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Fidelcor Trading, Inc., Philadelphia, Pennsylvania and thereby engage in executing and clearing options in foreign currency.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire FCC-PR, Inc., Puerto Rico, and thereby engage in servicing loans.
Philadelphia	FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Merchants Life Insurance Company, Allentown, Pennsylvania, and thereby engage in reinsurance of credit related life and accident and health insurance. Philadelphia FFB, Inc., (to be renamed Fidelity Bancorporation) Newark, New Jersey -- for approval to acquire Fidelity Credit Corporation, Philadelphia, Pennsylvania, and thereby engage in servicing loans.
Cleveland	Provident Bancorp, Inc., Cincinnati, Ohio -- for approval to acquire North American Financial Services, St. Petersburg, Florida, and thereby engage in providing data processing and data transmission.
Richmond	Signet Banking Corporation, Richmond, Virginia -- to engage <i>de novo</i> (obtaining and transmitting orders for the purchase and sale of gold and silver for the account of its customers) through its subsidiary, Signet Investment Corporation, Richmond, Virginia. The activity will be conducted throughout the United States. (11/4/87)

APPLICATIONS RECEIVED - Continued

- Richmond Sterling Bancorp, Inc., Eleanor, West Virginia -- 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, Sterling Data Systems, Inc., Milton, West Virginia. (11/2/87)
- Chicago Harris Bankcorp, Chicago, Illinois; Bank of Montreal, Montreal Canada and Bankmont Financial Corp., New York, New York -- to engage **de novo** (discount securities brokerage activities including certain securities credit and incidental activities; 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 its subsidiary, Nesbitt Thomson Securities, Inc., New York, New York. (11/5/87)
- Chicago Northern Trust Corporation, Chicago, Illinois -- to engage **de novo** (providing portfolio investment advice to any person; acting as a futures commission merchant on major commodity exchanges with respect to futures contracts on bullion, foreign exchange, government securities, certificates of deposit, and certain other money market instruments) through its subsidiary, Northern Futures Corporation, Chicago, Illinois. (11/2/87)
- Chicago The Shorebank, Corporation, Chicago, Illinois -- for approval to engage **de novo** in providing advisory and related services to nonprofit community organizations and other public and private organizations for programs designed to promote community welfare through economic rehabilitation and development of distressed low and moderate income communities, and to provide management consulting services to depository institutions through its wholly-owned subsidiary, Shorebank Advisory Services, Inc., Chicago, Illinois.

APPLICATIONS RECEIVED - Continued

St. Louis	First Missouri Bancorporation, Inc., Columbia, Missouri -- to engage de novo (making, acquiring and/or servicing loans for itself or for others of the type made by a consumer finance company). (11/4/87)
Minneapolis	First Bank System, Inc., Minneapolis, Minnesota -- to engage de novo (underwriting and dealing in obligations of states and political subdivisions, and other obligations in which state member banks are authorized to underwrite and deal) through FBS Brokerage Services, Inc. The activities will be conducted nationwide. (11/3/87) Kansas City Bren-Mar Properties, Inc., Columbia, Missouri -- to engage de novo (making, acquiring and/or servicing loans for itself or for other of the type made by a mortgage company; commercial finance company). (11/5/87)
Kansas City	Bren-Mar Properties, Inc., Columbia, Missouri -- to engage de novo (making acquiring and/or servicing loans for itself or for other of the type made by a mortgage company; commercial finance company). (11/5/87)
Kansas City	Sunwest Financial Services Inc., Albuquerque, New Mexico -- for approval to expand its credit related insurance underwriting and agency activities to serve the proposed banking subsidiaries.
Kansas City	Thomas Drilling Company, Duncan, Oklahoma -- to engage de novo in making and servicing loans and other extensions of credit.
California	San Diego Financial Corporation, San Diego, California, to engage de novo (providing portfolio investment advice to any person). (11/4/87)