

ANNOUNCEMENT  
BOARD OF GOVERNORS  
OF THE  
FEDERAL RESERVE SYSTEM

H.2, 1988, No. 32  
Actions of the Board, its Staff, and  
the Federal Reserve Banks;  
Applications and Reports Received  
During the Week Ending August 6, 1988.

**ACTIONS TAKEN BY THE BOARD OF GOVERNORS**

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**BANK HOLDING COMPANIES**

First Chicago Corporation, Chicago, Illinois -- to acquire Gary - Wheaton Corporation, Wheaton, Illinois, and its banking and nonbanking subsidiaries, and engage in discount brokerage and credit related insurance through Gary-Wheaton Stock Brokerage, Inc., and G-W Insurance Company.  
Approved, August 1, 1988.

**BOARD OPERATIONS**

Budget -- mid-year adjustments.  
Approved, August 3, 1988.

System's Life and Survivor Income Insurance Plan -- amendment.  
Approved, August 1, 1988.

**REGULATIONS AND POLICIES**

Capital adequacy guidelines -- framework.  
Approved, August 3, 1988.

Regulation C -- revision to implement the permanent extension of the Home Mortgage Disclosure Act and implementation of associated reporting forms (Docket R-0635).  
Approved, August 3, 1988.

**RESERVE BANK OPERATIONS**

System's Life and Survivor Income Insurance Plan -- amendment.  
Approved, August 1, 1988.

**RESERVE BANK SERVICES**

Pricing Policy Committee -- appointment of Robert W. Eisenmenger as Executive Director.  
Approved, August 4, 1988.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS  
UNDER DELEGATED AUTHORITY**

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**ABBREVIATIONS:** BS&R - Banking Supervision and Regulation; C&CA - Consumer and Community Affairs; FOMC - Federal Open Market Committee; FRBO - Federal Reserve Bank Operations; IF - International Finance; OSDM - Office of Staff Director for Management

**BANK BRANCHES, DOMESTIC**

Dallas	Community Bank, Katy, Texas -- to establish a branch at 1300 Texas Avenue, Houston, Texas. Approved, August 5, 1988.
Richmond	Consolidated Bank and Trust Company, Richmond, Virginia -- to establish a branch at 5332 Chamberlayne Avenue. Approved, August 5, 1988.
San Francisco	Cuyamaca Bank, Santee, California -- to establish a branch at 7753 Mission Gorge Road. Approved, August 2, 1988.
Cleveland	Trustcorp Bank, Ohio, Toledo, Ohio -- to establish a branch at 170 South Washington Street, Tiffin, Ohio. Approved, August 3, 1988.
San Francisco	Valley Bank and Trust Company, Salt Lake City, Utah -- to establish a branch in the vicinity of 1100 North and U.S. Highway 89, Layton, Utah. Approved, August 1, 1988.

**BANK HOLDING COMPANIES**

St. Louis	Bancshares of Dyer, Inc., Dyer, Tennessee -- to acquire Bank of Dyer. Approved, August 2, 1988.
Kansas City	BBOK Bancshares, Inc., Wichita, Kansas -- to acquire Bankers' Bank of Kansas, N.A., a de novo bank. Approved, August 3, 1988.
New York	BSB Bancorp, Inc., Wilmington, Delaware -- to acquire Binghamton Savings Bank, Binghamton, New York. Approved, August 5, 1988.
Chicago	Central West Bancorporation, Casey, Iowa -- to acquire Security State Bank. Approved, August 3, 1988.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS  
UNDER DELEGATED AUTHORITY**

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**BANK HOLDING COMPANIES**

Chicago	Citizens State Bancorp, Inc., New Baltimore, Michigan -- to acquire Citizens State Savings Bank. Approved, August 4, 1988.
Atlanta	Eufaula Bancorp, Inc., Eufaula, Alabama -- to acquire Eufaula Bank & Trust Company. Approved, August 2, 1988.
Chicago	First American Bank Corporation, Elk Grove, Village, Illinois -- to acquire First American Data Services, Inc., CFM, Inc., New Ulm, Minnesota, and engage in data processing. Permitted, August 5, 1988.
Secretary	First Interstate Bancorp, Los Angeles, California -- to acquire Alaska Continental Bank, Anchorage, Alaska. Approved, August 4, 1988.
Chicago	First Wisconsin Corporation, Milwaukee, Wisconsin -- to engage de novo in investment advisory activities through First Wisconsin Asset Management, Inc. Permitted, August 5, 1988.
San Francisco	The Fremont Bank and Trust Bancorporation Employee Profit Sharing Plan, Fremont, California -- application to increase ownership in Fremont Bancorporation, and become a bank holding company. Withdrawn, August 5, 1988.
Chicago	Grand Bank Financial Corporation, Grand Rapids, Michigan -- to acquire Grand Bank. Approved, August 4, 1988.
Atlanta	Jackson County Bancorp, Inc., Gainesboro, Tennessee -- to acquire Jackson County Bank. Approved, August 1, 1988.
Chicago	Kansas Banc Corporation, Kansas, Illinois -- to acquire Kansas State Bank. Approved, August 2, 1988.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS  
UNDER DELEGATED AUTHORITY**

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**BANK HOLDING COMPANIES**

Kansas City	Lexington Bancshares, Inc., Lexington, Nebraska, and Lexington State Bank and Trust Company's Employee Stock Ownership Plan -- to retain shares of Seven V Banco, Inc., Callaway, Nebraska. Approved, August 5, 1988.
Kansas City	Meador Insurance Agency, Inc., Waverly, Kansas -- application to acquire Coffey County Bank Shares, Inc., Burlington, Kansas, and The New Strawn State Bank, New Strawn, Kansas. Withdrawn, August 1, 1988.
Staff Director BS&R	National Westminster Bank PLC, London, England, and NatWest Holdings Inc., New York, New York -- permission to change name of County Securities Corporation USA to County NatWest Securities Corporation USA, or another name. Granted, August 4, 1988.
Chicago	Old Kent Financial Corporation, Grand Rapids, Michigan -- to acquire Unibancorp, Inc., Chicago, Illinois; UnibancTrust Company, Chicago; UnibancTrust/Hawthorne, Wheaton, Illinois; UnibancTrust/DuPage, Lostant, Illinois; Unibanc Brokerage Services, Inc., Chicago, Illinois, and Vanguard Financial Services., Lombard, Illinois. Approved, August 1, 1988.
Richmond	Provident Bankshares Corporation, Baltimore, Maryland -- to acquire First Security Bank of Maryland. Approved, August 4, 1988.
Kansas City	Regency Bancorporation, Pueblo, Colorado -- application to engage in credit related insurance. Withdrawn, August 5, 1988.
Kansas City	The Weld State Company, Ft. Lupton, Colorado -- to acquire Central Bank of Craig, N.A., Craig, Colorado. Approved, August 5, 1988.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS  
UNDER DELEGATED AUTHORITY**

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**BANK MERGERS**

New York            United Jersey Bank, Hackensack, New Jersey -- to  
                         merge with United Jersey Bank / Edgewater National,  
                         Englewood Cliffs, New Jersey.  
                         Approved, August 1, 1988.

**BANK PREMISES**

Cleveland           Andover Bank, Andover, Ohio -- investment in bank  
                         premises.  
                         Approved, August 1, 1988.

Cleveland           Ohio Citizens Bank, Toledo, Ohio -- investment in  
                         bank premises.  
                         Approved, August 1, 1988.

Cleveland           Trustcorp Bank, Ohio, Toledo, Ohio -- investment in  
                         bank premises.  
                         Approved, August 3, 1988.

**BANKS, NONMEMBER, AND MISCELLANEOUS INSTITUTIONS**

St. Louis            Commonwealth Life Insurance Company, Louisville,  
                         Kentucky -- transfer agent registration.  
                         Withdrawn, August 4, 1988.

**CHANGE IN BANK CONTROL**

San Francisco       Security Holding Company Employee Stock Ownership  
                         Trust, Coos Bay, Oregon -- change in bank control.  
                         Permitted, August 5, 1988.

**COMPETITIVE FACTORS REPORTS**

New York            Apple Bank for Savings, New York, New York, proposed  
                         merger with Apple Interim Bank for Savings --  
                         report to the Federal Deposit Insurance Corporation  
                         on competitive factors.  
                         Submitted, August 4, 1988.

Richmond            The Citizens Bank, Olanta, South Carolina, proposed  
                         merger with The Citizens Interim Bank -- report to  
                         the Federal Deposit Insurance Corporation on  
                         competitive factors.  
                         Submitted, August 5, 1988.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS  
UNDER DELEGATED AUTHORITY**

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**COMPETITIVE FACTORS REPORTS**

- Richmond**      **Citizens Industrial Financing Corporation, Morgantown, West Virginia, proposed merger with Citizens Bank of Morgantown, Inc. -- report to the Federal Deposit Insurance Corporation on competitive factors. Submitted, August 1, 1988.**
- Richmond**      **Community Bank & Trust, N.A., Fairmont, West Virginia, proposed purchase of the assets and assumption of the liability to pay deposits of the Fairmont Branch at 1207 Fairmont Avenue; the Philippi Branch, Main and Church Streets, Philippi; and Grafton Branch, Grafton, West Virginia, of Atlantic Financial-West Virginia, F.S.A., Charleston, West Virginia -- report to the Federal Deposit Insurance Corporation on competitive factors. Submitted, August 1, 1988.**
- Richmond**      **Community Bank & Trust - Stonewall, National Association, Weston, West Virginia, proposed purchase of the assets and assumption of the liability to pay deposits of the Weston Branch, Weston, West Virginia, of Atlantic Financial-West Virginia, F.S.A., Charleston, West Virginia -- report to the Federal Deposit Insurance Corporation on competitive factors. Submitted, August 1, 1988.**
- Richmond**      **Community Bank & Trust Company of Harrison County, Clarksburg, West Virginia, proposed purchase of the assets and assumption of the liability to pay deposits of Shinnston Branch of Atlantic Financial-West Virginia, F.S.A., Charleston, West Virginia -- report to the Federal Deposit Insurance Corporation on competitive factors. Submitted, August 1, 1988.**
- Richmond**      **The Community Bank of Pennsboro, Pennsboro, West Virginia, proposed merger with CB Bank, Inc. -- report to the Federal Deposit Insurance Corporation on competitive factors. Submitted, August 2, 1988.**

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS  
UNDER DELEGATED AUTHORITY**

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**COMPETITIVE FACTORS REPORTS**

- St. Louis**      **First Bank of Chester, N.A., Chester, Illinois, proposed purchase of the assets and assumption of the liabilities of First Bank of Red Bud, N.A., Red Bud, Illinois -- report to the Federal Deposit Insurance Corporation on competitive factors. Submitted, August 5, 1988.**
- St. Louis**      **First Bank of Chester, N.A., Chester, Illinois, proposed merger with First Bank of Columbia, N.A., Columbia, Illinois -- report to the Federal Deposit Insurance Corporation on competitive factors. Submitted, August 5, 1988.**
- Dallas**        **First City National Bank of Houston, Houston, Texas, proposed merger with 17 wholly owned subsidiaries of First City Bancorporation of Texas, Inc. -- report to the Comptroller of the Currency on competitive factors. Submitted, August 5, 1988.**
- St. Louis**      **The First National Bank of Pittsfield, Pittsfield, Illinois, proposed purchase of the assets and assumption of the liabilities of Citizens State Bank of Pleasant Hill, Pleasant Hill, Illinois -- report to the Federal Deposit Insurance Corporation on competitive factors. Submitted, August 3, 1988.**
- St. Louis**      **The First National Bank of Pittsfield, Pittsfield, Illinois, proposed merger with Roodhouse National Bank, Roodhouse, Illinois -- report to the Federal Deposit Insurance Corporation on competitive factors. Submitted, August 3, 1988.**
- New York**       **Key Bank of Southeastern New York National Association, Newburgh, New York, proposed merger with Key Bank of Long Island, Sayville, New York -- report to the Comptroller of the Currency on competitive factors. Submitted, August 3, 1988.**

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS  
UNDER DELEGATED AUTHORITY**

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**COMPETITIVE FACTORS REPORTS**

Chicago           Pendleton Banking Company, Pendleton, Indiana,  
                  proposed merger with FMC Merger Bank, Muncie,  
                  Indiana -- report to the Federal Deposit Insurance  
                  Corporation on competitive factors.  
                  Submitted, August 2, 1988.

Atlanta           Peoples National Bank, Niceville, Florida, proposed  
                  merger with Peoples Interim National Bank -- report  
                  to the Comptroller of the Currency on competitive  
                  factors.  
                  Submitted, August 2, 1988.

New York          State Bank of Chittenango, Chittenango, New York,  
                  proposed merger with National Bank and Trust  
                  Company of Norwich, Norwich, New York -- report to  
                  the Comptroller of the Currency on competitive  
                  factors.  
                  Submitted, August 4, 1988.

**EXTENSIONS OF TIME**

New York          Barclays American Corporation, Charlotte, North  
                  Carolina; Barclays PLC, London, England; Barclays  
                  Bank PLC, London, England; Barclays USA Inc., New  
                  York, New York; and Barclays U.S. Holdings Inc.,  
                  New York, New York -- extension to divest certain  
                  property.  
                  Granted, August 1, 1988.

St. Louis         First City, Inc., Memphis, Tennessee -- extension to  
                  October 29, 1988, to acquire First City, Memphis,  
                  Tennessee.  
                  Granted, August 3, 1988.

Atlanta           First Commerce Corporation, New Orleans, Louisiana --  
                  extension to November 5, 1988, to merge with First  
                  Commerce Bancshares, Inc., Chalmette, Louisiana.  
                  Granted, August 4, 1988.

Cleveland         Minster State Bank, Minster, Ohio -- extension to  
                  February 3, 1989, to establish a branch in St.  
                  Mary's, Ohio.  
                  Granted, August 3, 1988.

**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS  
UNDER DELEGATED AUTHORITY**

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**EXTENSIONS OF TIME**

Cleveland	Provident Bancorp, Inc., Cincinnati, Ohio -- extension to dispose of certain real estate. Granted, August 1, 1988.
San Francisco	Puget Sound Bancorp, Tacoma, Washington -- extension to May 31, 1989, to divest certain property. Granted, August 1, 1988.
Richmond	Sovran Financial Corporation, Norfolk, Virginia -- extension to November 3, 1988, to engage in certain securities-related activities through Sovran Investment Corporation, Richmond, Virginia. Granted, August 2, 1988.
Chicago	Unibancorp, Inc., Chicago, Illinois -- extension to November 7, 1988, to acquire The Farmers State Bank of Lostat, Lostat, Illinois. Granted, August 5, 1988.

**INTERNATIONAL OPERATIONS**

Staff Director BS&R	Fidelity Bank, N.A., Malvern, Pennsylvania -- to establish a branch in Hong Kong. Permitted, August 1, 1988.
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**ACTIONS TAKEN BY THE BOARD OF GOVERNORS**

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**FORMS**

Report of Proceeds From Outstanding Sales to  
Nonexempt Entities of Short - Term Loans Made Under  
Long - Term Commitments (FR 2916) -- to initiate.  
Approved, July 20, 1988.

ADDITIONS AND CORRECTIONS  
**ACTIONS TAKEN BY THE STAFF AND THE FEDERAL RESERVE BANKS  
UNDER DELEGATED AUTHORITY**

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**BANK HOLDING COMPANIES**

San Francisco Santa Barbara Bancorp, Santa Barbara, California --  
to engage de novo in courier services and  
management consulting through SSBR Service  
Corporation.  
Permitted, July 24, 1988.

**COMPETITIVE FACTORS REPORTS**

San Francisco American Asian Bank, San Francisco, California,  
proposed purchase of assets and assumption of  
liabilities of Security Pacific Asian Banking  
Corp., N.A., Los Angeles, California -- report to  
the Federal Deposit Insurance Corporation on  
competitive factors.  
Submitted, July 29, 1988.



FEDERAL RESERVE BANK OF BOSTON APPLICATIONS

SECTION I - APPLICATIONS SUBJECT TO  
NEWSPAPER NOTICE ONLY

Application Comment Period Ending Date

NONE

SECTION II - APPLICATIONS SUBJECT TO BOTH  
NEWSPAPER AND FEDERAL REGISTER NOTICE

Application Comment Period Ending Date

Dime Financial Corporation,** Wallingford, Connecticut - 3(a)(1) application to become a bank holding company through the acquisition of The Dime Savings Bank of Wallingford, Wallingford, Connecticut, City Savings Bank of Meriden, Meriden, Connecticut (City), and through City, 7.25% of Meriden Trust and Safe Deposit Company, Meriden, Connecticut	<u>Newspaper</u>	08-22-88
	<u>Federal Register</u>	08-26-88

Bank of Ireland, Dublin, Ireland** 3(a)(1)/4(c)(8) application to acquire First NH Banks, Inc., Manchester, New Hampshire	<u>Newspaper</u>	Not Yet Established
	<u>Federal Register</u>	08-26-88

Horizon Banks, Inc., Concord,** New Hampshire - 3(a)(1) application to become a bank holding company through the acquisition of Horizon Bank and Trust, Concord, New Hampshire	<u>Newspaper</u>	08-31-88
	<u>Federal Register</u>	08-31-88

The Royal Bank of Scotland** Group plc, Edinburgh, Scotland - 3(a)(1)/4(c)(8) application to acquire Citizens Financial Group, Providence, Rhode Island	<u>Newspaper</u>	08-26-88
		08-29-88
	<u>Federal Register</u>	08-31-88

\*\*Subject to CRA

FEDERAL RESERVE BANK OF BOSTON APPLICATIONS (Cont'd)

SECTION III - APPLICATIONS SUBJECT TO  
FEDERAL REGISTER NOTICE ONLY

<u>Application</u>	<u>Federal Register</u>	<u>Comment Period Ending Date</u>
Fleet/Norstar Financial Group, Inc., Providence, Rhode Island - 4(c)(8) application to engage in underwriting and dealing in certain securities through Adams, McEntee & Co., Inc.	<u>Federal Register</u>	Not Yet Established
First NH Banks, Inc., Manchester, New Hampshire - 4(c)(8) application to acquire the trade name of the Insurance Premium Finance Corporation, Derry, New Hampshire, through its subsidiary New England Acceptance Corporation	<u>Federal Register</u>	08-19-88
General Educational Fund, Inc., Burlington, Vermont and Merchants Bancshares, Inc., Burlington, Vermont - 4(c)(8) <u>de novo</u> notifications to engage in the making of equity and debt investments pursuant to section 225.25(b)(6) of Regulation Y through Merchants Properties, Inc., Burlington, Vermont	<u>Federal Register</u>	08-24-88

SECTION IV - APPLICATIONS NOT SUBJECT TO  
FEDERAL REGISTER OR NEWSPAPER NOTICE

Application

NONE

Comment Period  
Ending Date

SECTION I

Applications Subject to Newspaper  
Notice Only

None

SECTION II

Applications Subject to Both  
Newspaper and Federal Register Notice

Robert G. Wilmers, Buffalo, New York to acquire up to 20% of the shares of First Empire State Corp., Buffalo, New York.

N/A

National Community Banks, Inc., Rutherford, New Jersey to become a bank holding company with respect to National Community Bank of New Jersey, Rutherford, New Jersey.<sup>1/</sup>

9/2/88 <sup>3/</sup>

SECTION III

Nonbanking Applications  
(Subject to Federal Register Notice Only)

The Hongkong and Shanghai Banking Corporation, Hong Kong, Kellet, N.V. The Netherlands Antilles, HSBC Holdings, B.V., Amsterdam, The Netherlands, and Marine Midland Banks, Inc., Buffalo, New York, to engage, through James Capel, Incorporated and Wardley Incorporated in the provision of securities brokerage and investment advisory services, providing certain financial advisory services, and acting as a future commission merchant.

N/A

SECTION IV

Applications Not Involving  
Public Comment

None.

<sup>1/</sup> Subject to provisions of Community Reinvestment Act.  
<sup>2/</sup> Later of dates specified in newspaper and Federal Register notices.  
<sup>3/</sup> Date specified in newspaper notice; a later date may be specified in the Federal Register notice.  
N/A - Not Available



FEDERAL  
RESERVE BANK OF  
PHILADELPHIA

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER NOTICE ONLY

Comment Period Ending Date

Meridian Bank, Reading, PA, requests permission to relocate a domestic branch from Broad and Berwick Sts., Tamaqua, Schuylkill County, PA to 17 West Broad St., Tamaqua, Schuylkill County, PA. 8/29/88

SECTION II - APPLICATIONS SUBJECT TO BOTH NEWSPAPER AND FEDERAL REGISTER NOTICE

Comment Period Ending Date

BankVest, Inc., Wilkes-Barre, PA, to acquire 100% of voting shares of Princeton Bank of Pennsylvania, Philadelphia, PA, pursuant to Section 3(a)(3) of the Bank Holding Company Act.

Newspaper: 8/31/88  
Federal Register: 8/31/88

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER NOTICE ONLY

Comment Period Ending Date

BankVest, Inc., Wilkes-Barre, PA, requests permission to expand nationwide the geographic scope of the already approved activity of data processing through its subsidiary, Datavest, Inc., Wilkes-Barre, PA, pursuant to Section 4(c)(8) of the Bank Holding Company Act. 8/31/88

BankVest, Inc., Wilkes-Barre, PA, to engage, through its subsidiary Datavest, Inc., Wilkes-Barre, PA, in loan servicing and deposit servicing activities pursuant to Section 4(c)(8) of the Bank Holding Company Act. 8/31/88

CoreStates Financial Corp., Philadelphia, PA to engage in commercial paper placement underwriting and dealing in commercial paper and other securities through its wholly-owned subsidiary, CoreStates Securities Corp., Philadelphia, PA pursuant to Section 4(c)(8) of the Bank Holding Company Act. N/A\*

\* Not yet available.



FEDERAL  
RESERVE BANK OF  
PHILADELPHIA

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SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE  
OR NEWSPAPER NOTICE

Meridian Bank, Reading, PA, requests approval  
to make an additional investment in bank  
premises pursuant to Section 24A of the  
Federal Reserve Act.

Cleveland Reserve Bank Applications  
For Week Ending August 6, 1988

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER  
NOTICE ONLY

<u>APPLICATION</u>	<u>COMMENT PERIOD ENDING</u>
Received Section 4(c) (8) Application on 8/1/88 from Trustcorp, Inc., Toledo, Ohio, of the proposed acquisition of certain assets of the Gotfryd Corp. (DBA Paul F. Noecker Insurance Agency), Constantine, Michigan, by St. Joseph Insurance Agency, Inc., South Bend, Indiana, a subsidiary of Trustcorp Bank, South Bend, Indiana. Trustcorp Bank, South Bend, is a subsidiary of St. Joseph Bancorporation, South Bend, Indiana, which is a wholly-owned subsidiary of Trustcorp, Inc., Toledo, Ohio.	*Not yet known
Received Section 4(c) (8) Application on 8/1/88 from Trustcorp, Inc., Toledo, Ohio, of the proposed acquisition of certain assets of the Burke Insurance Agency Inc., Hoopeston, Illinois, by St. Joseph Insurance Agency, Inc., South Bend, Indiana, a subsidiary of Trustcorp Bank, South Bend, Indiana. Trustcorp Bank, South Bend, is a subsidiary of St. Joseph Bancorporation, South Bend, Indiana, which is a wholly-owned subsidiary of Trustcorp, Inc., Toledo, Ohio.	*Not yet known

SECTION II - APPLICATIONS SUBJECT TO BOTH  
NEWSPAPER AND FEDERAL REGISTER NOTICE

Received Section 3(a) (1) application on 8/4/88 from Hometown Bancshares, Inc., Middlebourne, West Virginia, to acquire Union Bank of Tyler County, Middlebourne, West Virginia.	*-Not Yet Known
Received Section 3(a) (3) application on 8/4/88 from Hometown Bancshares, Inc., Middlebourne, West Virginia, to acquire the Community Bank of Pennsboro, Pennsboro, West Virginia.	*-Not Yet Known

Received Notice of Change in Bank Control on 7/25/88 from Warburg, Pincus Capital Company, L.P.; Warburg, Pincus Capital Partners, L.P.; Harburg, Pincus & Co.; E.M. Warburg, Pincus & Co., Inc.; Warburg, Pincus Ventures, Inc.; of their intent to acquire up to 22.2 percent of the total shares outstanding of Mellon Bank Corporation, Pittsburgh, Pennsylvania.

F-August 19, 1988

Received Section 3(a)(3) application on 8/3/88 from First National Cincinnati Corporation, Cincinnati, Ohio, to acquire Star Bank, National Association, Cleveland, Ohio.

\* N-August 29, 1988

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER

NOTICE ONLY

Received Section 4(c)(8) application on 7/27/88 from Mellon Bank Corporation, Pittsburgh, Pennsylvania, to acquire Grant Street National Bank, Pittsburgh, Pennsylvania, a limited purpose de novo national bank in liquidation under Section 181 of the National Bank Act.

August 19, 1988

Received Section 4(c)(8) notification on 7/27/88 from Mellon Bank Corporation, Pittsburgh, Pennsylvania, to engage de novo in loan recovery and collection activities for loans previously held by Applicant's subsidiaries and sold to a liquidating bank pursuant to Sections 225.25(b)(1) and (23) of Regulation Y through Collection Services Corporation, Pittsburgh, Pennsylvania, a wholly-owned de novo subsidiary.

August 19, 1988

Received Section 4(c)(8) Notification on 7/25/88  
from United Bancorp of Kentucky, Inc., Lexington,  
Kentucky, to license certain internally developed  
computer software programs to affiliated and  
unaffiliated financial institutions pursuant  
to Section 225.25(b)(7) of Regulation Y through  
UBK Data System, Inc., a wholly-owned subsidiary.

August 24, 1988

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE  
OR NEWSPAPER NOTICE

None

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- \* - Subject to CRA
  - N - Newspaper Comment Period
  - F - Federal Register Comment Period

**Federal Reserve Bank of Richmond**

**Section I - Applications Subject to Newspaper  
Notice Only**

<u>Application</u>	<u>Comment Period Ending Date</u>
The Washington Bank (of Maryland), Baltimore, Maryland, for membership in the Federal Reserve System.**	8-11-88

**Section II - Applications Subject to Both  
Newspaper and Federal Register Notice**

<u>Application</u>	<u>Comment Period Ending Date</u>
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.; First American Bankshares, Inc., Washington, D. C.; Georgia Bankshares, Inc., Atlanta, Georgia; and National Bank of Georgia Corporation, Atlanta, Georgia, for prior approval to acquire Bank of Escambia, N.A., Pensacola, Florida.**	Not Available

**Section III - Applications Subject to Federal Register Notice**

<u>Application</u>	<u>Comment Period Ending Date</u>
South Carolina National Corporation, Columbia, South Carolina, to engage <u>de novo</u> in reinsuring credit life and credit accident and health insurance sold as agent or broker by the operating subsidiaries of Applicant, including its subsidiary, South Carolina National Bank, Columbia, South Carolina.**	8-24-88*
Sovran Financial Corporation, Norfolk, Virginia, to engage <u>de novo</u> in underwriting, as reinsurer, credit life and disability insurance written in connection with extensions of credit in all states by affiliates of Sovran Financial Corporation through its subsidiary, Sovran Life Insurance Company, Phoenix, Arizona.**	8-26-88*

\*Expiration of comment period specified in the Federal Register.  
\*\*Application is subject to CRA.

Section III - Applications Subject to Federal Register Notice

Application

Comment Period Ending Date

United Bankshares, Inc., Charleston, West Virginia, to engage de novo in making and servicing commercial loans and other extensions of credit and making equity investments of 5% or less through its subsidiary, United Venture Fund, Inc., Parkersburg, West Virginia.

Not Available

Section IV - Applications Not Subject to Federal Register Notice or Newspaper Notice

Application

None

\*Expiration of comment period specified in the Federal Register.  
\*\*Application is subject to CRA.

Federal Reserve Bank of Atlanta  
Applications Bulletin

Section II - Applications Subject to Both  
Newspaper and Federal Register Notice

<u>Application</u>	<u>Comment Period Ending Date</u>
Alabama Bancorp Leeds, Alabama To acquire Highland Bank, Birmingham, Alabama.	
Pasco Financial Corporation Dade City, Florida 1-BHC formation, First National Bank of Pasco, Dade City, Florida.	08-18-88 Federal Register
SouthTrust of Florida, Inc. St. Petersburg, Florida Joint with SouthTrust Corporation, Birmingham, Alabama, to acquire SouthTrust Bank of Sarasota County, Sarasota, Florida (in organization).	08-18-88 Newspaper & Federal Register
Sunset Commercial Corporation Miami, Florida 1-BHC formation, Sunset Financial Corporation, Miami, Florida.	08-18-88 Newspaper & Federal Register
B.H.C., Inc. Arlington, Georgia 1-BHC formation, Bostwick Banking Company, Arlington, Georgia.	
Soperton Naval Stores, Inc. Soperton, Georgia 1-BHC formation by acquiring up to 41.4 percent of The Bank of Soperton, Soperton, Georgia.	08-26-88 Newspaper
CBS Bancshares, Inc. Spencer, Tennessee To acquire an additional 44.46 percent of Citizens Bank, Gainesboro, Tennessee.	08-28-88 Newspaper
SouthTrust of Tennessee, Inc. Nashville, Tennessee 1-BHC formation by acquiring the charter of Meltons Bank, Gassaway, Tennessee. Meltons Bank's charter will be relocated to Nashville, Tennessee.	08-25-88 Newspaper

Federal Reserve Bank of Chicago

Section I - Applications Subject to Newspaper  
Notice Only

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
Branch/24A	Old Kent Bank - Southwest Niles, Michigan 715 Ship Street, St. Joseph, Michigan & invest \$78,000 for leasehold improvements	N - 8-22-88
Branch	First of America Bank - Central Lansing, Michigan Intersection Okemos & Jolly Oak roads Meridian Township, Michigan	N - 7-5-88

Section II - Applications Subject to Both  
Newspaper and Federal Register Notice

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
Y-1	Mechanicsville Trust & Savings Bank, Trustee of The Mechanicsville Trust and Savings Bank Employee Stock Ownership Plan & Trust Mechanicsville, Iowa Mechanicsville Bancshares, Inc. Mechanicsville, Iowa	FR - 8-26-88
Y-2	Exchange Bancorp, Inc. (Exchange International Corporation) Chicago, Illinois Exchange Bank of Lake County (in organization) Vernon Hills, Illinois	FR - 8-18-88 N - 8-16-88
Y-1	Piper Bankshares, Inc. Piper City, Illinois State Bank of Piper City Piper City, Illinois	N - 8-15-88 FR - 8-24-88
Y-2	Republic Bancorp, Inc. Ann Arbor, Michigan Premier Bancorporation, Inc. Jackson, Michigan Premier Bank Jackson, Michigan	N - 8-17-88 FR - 8-26-88
CoC*	Standard Bancshares, Inc. Evergreen Park, Illinois The Gallagher/Henry Trust	FR - 8-22-88

Federal Reserve Bank of Chicago

Section II - Applications Subject to Both  
Newspaper and Federal Register Notice  
Continued

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
Y-1	Gore-Bronson Bancorp, Inc. Northbrook, Illinois The Palwaukee Bank Prospect Heights, Illinois	FR - 8-26-88
Y-1	Pocahontas Bancorporation Pocahontas, Iowa The Pocahontas State Bank Pocahontas, Iowa	FR - 8-26-88
Y-1	Beverly Acquisition, Inc. Chicago, Illinois First Wilmington Corp. Wilmington, Illinois The First National Bank of Wilmington Wilmington, Illinois	Not available at this time
Y-2	Beverly Bancorporation, Inc. Chicago, Illinois First Wilmington Corp. Wilmington, Illinois The First National Bank of Wilmington Wilmington, Illinois	FR - 8-26-88
CoC-HC*	Highland Community Company Chicago, Illinois George R. Brokemond and retain 24.38% and acquire additional .63% (in violation)	FR - 8-24-88
Y-1	Mason City National Bancorp, Inc. Mason City, Illinois Mason City National Bank Mason City, Illinois	Not available at this time
Y-2	Valley Banc Services Corp. St. Charles, Illinois V. B. H. Corporation Viola, Illinois Bank of Viola Viola, Illinois	N - 7-15-88
Y-1	Western Springs Bancorp, Inc. Chicago, Illinois Continental Illinois Bank of Western Springs, National Association Western Springs, Illinois	N - 8-30-88

Federal Reserve Bank of Chicago

Section II - Applications Subject to Both  
Newspaper and Federal Register Notice  
Continued

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
CoC-HC*	Financial Services Corporation of the Midwest Rock Island, Illinois B. F. Weindruch; I. J. Weindruch; P. B. Hansen & S. K. Kratz The Rock Island Bank Rock Island, Illinois	Not available at this time
Y-2	Valley Bancorporation Appleton, Wisconsin Colonial Bank Theinsville, Wisconsin Colonial National Bank-Port Washington Port Washington, Wisconsin Colonial Bank-Richfield Richfield, Wisconsin	FR - 8-10-88 N - 8-23-88

Section III - Applications Subject to Federal Register  
Notice Only  
(Not subject to the Community Reinvestment Act)

<u>Type</u>	<u>Application</u>	<u>Comment Period Ending Date</u>
4(c)(8)*	Findlay Bancshares, Inc. Findlay, Illinois Findlay Insurance Agency Findlay, Illinois	FR - 8-23-88
4(c)(8)*	First Wisconsin Corporation Milwaukee, Wisconsin Illinois Trust Company Milwaukee, Wisconsin	FR - 8-22-88
4(c)(8)*	F.W.N.S. Milwaukee, Wisconsin Illinois Trust Company Milwaukee, Wisconsin	FR - 8-22-88

Federal Reserve Bank of Chicago

Section IV - Applications Not Subject to Federal Register Notice  
Or Newspaper Notice

<u>Type</u>	<u>Application</u>
RoS	Mid-Iowa Bancshares, Co. Algona, Iowa Redeem 2,325 (24.79%) shares of common stock

**N - Newspaper**

**FR - Federal Register**

**Not available at this time**

**\* - Not subject to the Community Reinvestment Act**

Federal Reserve Bank of St. Louis

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER

NOTICE ONLY

None.

SECTION II - APPLICATIONS SUBJECT TO BOTH

NEWSPAPER AND FEDERAL REGISTER NOTICE

<u>Application</u>	<u>Comment Period Ending Date</u>
* Section 3(a)(1) application by G. Fields Bancshares, Inc., Cassville, Missouri, to acquire Security Bank of Southwest Missouri, Cassville, Missouri	(Federal Register 8-31-88)
* Section 3(a)(1) application by Worthington Bancshares, Inc., Indianapolis, Indiana, to acquire Worthington State Bank, Worthington, Indiana	(Newspaper 8-27-88)
Change in Control notification involving First Midwest Bankshares, Inc., Princeton, Kentucky, by Jerry F. Wilbur, Jr., Dragoon, Arizona	(Not available)

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER

NOTICE ONLY

None.

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE

OR NEWSPAPER NOTICE

None.

\* This application is subject to CRA.

**FEDERAL RESERVE BANK OF MINNEAPOLIS**

**Section I - Applications Subject to  
Newspaper Notice Only**

<u>Application</u>	<u>Comment Period Ending Date</u>
None.	

**Section II - Applications Subject to Both  
Newspaper and Federal Register Notice**

<u>Application</u>	<u>Comment Period Ending Date</u>
First Bank System, Inc. Minneapolis, MN To acquire Central Bancorporation, Inc., Denver, CO and indirectly the following 19 banks: Central Bank of Chapel Hills, N.A., Colorado Springs, CO; Central Bank of Colorado Springs, Colorado Springs, CO; Central Bank of Garden of the Gods, N.A., Colorado Springs, CO; Central Bank of Pueblo, N.A., Pueblo, CO; The First National Bank of Rocky Ford, Rocky Ford, CO; Central Bank of Grand Junction, N.A., Grand Junction, CO; Central Bank of Craig, N.A, Craig, CO; Central Bank of Aurora, Aurora, CO; Central Bank of Chatfield, Littleton, CO; Central Bank of Centennial, N.A., Littleton, CO; Central Bank of Inverness, N.A., Englewood, CO; Central Bank of Glen- wood Springs, N.A, Glenwood Springs, CO; Central Bank of Aspen, N.A., Aspen, CO; Central Bank of Greeley, Greeley, CO; Central Bank of Bromfield, Broom- Field, CO; Central Bank of North Den- ver, Denver, CO; Central Bank of Westminster, N.A., Westminster, CO; Central Bank of Denver, Denver, CO; Central Bank of Academy Boulevard, Colorado Springs, CO.*	Not yet available

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\* Subject to CRA

FEDERAL RESERVE BANK OF MINNEAPOLIS

Section II - Applications Subject to Both  
Newspaper and Federal Register Notice - (Continued)

<u>Application</u>	<u>Comment Period</u> <u>Ending Date</u>
H&W Holding Company Freeman, SD To acquire Merchants State Bank Freeman, SD*	8-31-88 (Federal Register)
First Bancorp, Inc. Huron, SD To acquire Custer County Bank Custer, SD*	8-31-88 (Federal Register)
First Bancorp, Inc. Huron, SD To acquire Southern Hills Bank Edgemont, SD*	8-31-88 (Federal Register)
Frandsen Financial Corporation Forest Lake, MN To acquire First State Bank Braham, MN*	Not yet available
Frandsen Financial Corporation Forest Lake, MN To acquire Lakeside State Bank Isle, MN*	Not yet available
Dakota Company, Inc., Minneapolis, MN and South Dakota Bancorp., Inc., Minneapolis, MN To acquire Valley National Bank Sioux Falls, SD*	Not yet available

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\* Subject to CRA

FEDERAL RESERVE BANK OF MINNEAPOLIS

Section III - Applications Subject  
to Federal Register Notice Only

<u>Application</u>	<u>Comment Period Ending Date</u>
Otto Bremer Foundation, St. Paul, MN and Bremer Financial Corporation, St. Paul, MN To engage in operating a general insurance agency through the ac- quisition of First American Agency, Inc., of St. Cloud, St. Cloud, MN.	8-18-88
Norwest Corporation Minneapolis, MN; Norwest Financial Services, Inc. Des Moines, IA; and Norwest Financial, Inc. Des Moines, IA To engage in making, acquiring & servicing loans of the type made by a consumer finance company through the acquisition of approximately \$3.2 million of consumer finance receivables from the Chase Manhattan Bank, N.A., New York, New York.	8-31-88
First Bank System, Inc. Minneapolis, MN To engage in underwriting credit life insurance through the acqui- sition of Central Bancorporation Life Insurance Company, Denver, CO.	Not yet available
Dakota Bankshares, Inc., Fargo, ND To engage <u>de novo</u> in an unlisted nonbanking activity, providing management advisory services and tax planning and preparation services for affiliated financial institutions and to engage <u>de novo</u> in providing tax planning and preparation services for nonaffiliated financial institutions through Dakota First Services, Inc., Fargo, ND.	Not yet available

**FEDERAL RESERVE BANK OF MINNEAPOLIS**

**Section IV - Applications Not Subject to  
Federal Register Notice or Newspaper Notice**

**Application**

**None.**

**SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER**

**NOTICE ONLY**

**APPLICATION**

**COMMENT PERIOD ENDING DATE**

None.

**SECTION II - APPLICATIONS SUBJECT TO BOTH**

**NEWSPAPER AND FEDERAL REGISTER NOTICE**

**APPLICATION**

**COMMENT PERIOD ENDING DATE**

Jack Stern, Denver, Colorado, for prior approval to increase his proportionate ownership of Equitable Bankshares of Colorado, Inc., Denver, Colorado, by 4.42 percent to 13.64 percent.

Not Available

Alexandria Daubert, Omaha, Nebraska, for prior approval to increase her proportionate ownership of Nebraska Capital Corporation, Lincoln, Nebraska, by .55 percent to 18.14 percent.

Not Available

Bancorp II, Inc., Kansas City, Kansas, for prior approval to become a bank holding company through the acquisition of 80 percent of the voting shares of The Citizens Bank of Pilot Grove, Pilot Grove, Missouri.\*

Not Available

Morrill Bancshares, Inc., Sabetha, Kansas, for prior approval to acquire 28.93 percent of the voting shares of Morrill & Janes Bancshares, Inc., Hiawatha, Kansas, parent of Morrill & Janes Bank and Trust Company, Hiawatha, Kansas.\*

Not Available

Ellis L. Clark, Hiawatha, Kansas, for prior approval to increase his proportionate ownership of Morrill & Janes Bancshares, Inc., Hiawatha, Kansas, by 9.69 percent to 28.76 percent.

Not Available

Stockton Bancshares, Inc.,  
Stockton, Kansas, for prior  
approval to acquire 90.2 percent of  
the voting shares of The Trego-  
Wakeeney State Bank, Wakeeney,  
Kansas.\*

August 24, 1988

Miners Bancshares, Inc., Frontenac,  
Kansas, for prior approval to  
become a bank holding company  
through the acquisition of 100  
percent of the voting shares of The  
Miners State Bank of Frontenac,  
Frontenac, Kansas.\*

August 26, 1988

Lancaster Bancorporation, Lincoln,  
Nebraska, for prior approval to  
become a bank holding company  
through the acquisition of 99.5  
percent of the voting shares of  
Lancaster County Bank, Waverly,  
Nebraska.\*

August 24, 1988

Anmer Corporation, Neligh,  
Nebraska, for prior approval to  
acquire 64.07 percent of the voting  
shares of Schuyler State Bank and  
Trust Company, Schuyler, Nebraska.\*

August 19, 1988

**SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER**

**NOTICE ONLY**

**APPLICATION**

**COMMENT PERIOD ENDING DATE**

G. N. Bankshares, Inc., Girard,  
Kansas, for approval to acquire 100  
percent of the voting shares of  
Progressive Financial Services,  
Inc., Girard, Kansas, and thereby  
indirectly engage in making,  
acquiring, and/or servicing loans  
for itself or for others of the  
type made by a consumer finance  
company.

**SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE**

**OR NEWSPAPER NOTICE**

**APPLICATION**

Shawnee Mission Bancshares, Inc.,  
Fairway, Kansas, for prior approval  
to redeem 375,795 shares of its own  
voting common stock.

Morrill & Janes Bancshares, Inc.,  
Hiawatha, Kansas, for prior  
approval to redeem 753.52 shares of  
its own voting common stock.

\*Application is subject to CRA.

FEDERAL RESERVE BANK OF DALLAS APPLICATIONS BULLETIN

APPLICATIONS AND NOTIFICATIONS FILED DURING THE WEEK OF AUGUST 1, 1988

SECTION I - APPLICATIONS SUBJECT TO NEWSPAPER  
NOTICE ONLY

APPLICATION

NOTICE EXP

\*Section 18(c) application received from  
First City Bank of Dallas, Dallas, Texas  
to merge with First City Bank-East Dallas, Dallas, Texas;  
First City Bank-Farmers Branch, Farmers Branch, Texas;  
First City Bank of Garland, N.A., Garland, Texas;  
First City National Bank in Grand Prairie, Grand Prairie, Texas;  
First City Bank of Lancaster, Lancaster, Texas;  
First City Bank-Market Center, N.A., Dallas, Texas;  
First City Bank of Richardson, Richardson, Texas; and  
First City Bank-Valley View, Dallas, Texas,  
and to establish branches

N/A

SECTION II - APPLICATIONS SUBJECT TO BOTH  
NEWSPAPER AND FEDERAL REGISTER NOTICE

APPLICATION

\*\* NOTICE EXP

\*Section 3(a)(3) application by  
Ford Bank Group, Inc., Lubbock, Texas  
to acquire Lubbock Bancorporation, Inc., Lubbock, Texas, and  
Bank of the West, Lubbock, Texas

9-2-88

Change in Control Notice by  
Jeral V. Miller, Plainview, Texas, to acquire an interest  
Cattlemen's Bancshares Corporation, Gordon, Texas

N/A

SECTION III - APPLICATIONS SUBJECT TO FEDERAL REGISTER  
NOTICE ONLY

APPLICATION

NOTICE EXP

None.

SECTION IV - APPLICATIONS NOT SUBJECT TO FEDERAL REGISTER NOTICE  
OR NEWSPAPER NOTICE

APPLICATION

Notice by ROSB Bancorp, Inc., Red Oak, Texas  
to redeem 400,000 shares of its preferred stock

\* SUBJECT TO CRA.

\*\* EXPIRATION DATE IS THE DATE SPECIFIED IN THE NEWSPAPER NOTICE ONLY.

N/A - NOT AVAILABLE AT THIS TIME.

FEDERAL RESERVE BANK OF SAN FRANCISCO

Section I - Applications Subject to Newspaper Notice Only

<u>Application</u>	<u>Comment Period Ending Date</u>
None	

Section II - Applications Subject to Both  
Newspaper and Federal Register Notice

James R. Fraser to increase his ownership from 23.57 percent to 25.05 percent of Brighton Bancorp, Salt Lake City, Utah.	<u>Newspaper:</u> Not available <u>Fed. Reg.:</u> 8/19/88
Washington Commercial Bancorp, Redmond, Washington, to become a bank holding company through the acquisition of Redmond National Bank (In Org.), Redmond, Washington. *	<u>Newspaper:</u> 8/29/88 <u>Fed. Reg.:</u> 8/31/88
Charles L. Hermansen to acquire up to 35 percent of HNB Financial Group, Huntington Beach, California.	<u>Newspaper:</u> 8/20/88 <u>Fed. Reg.:</u> 8/22/88
Kolob Investment Company, Springville, Utah, to retain 34.1 percent of M.O. Packard Investment Company, Springville, Utah. *	<u>Newspaper:</u> 8/10/88 <u>Fed. Reg.:</u> 9/01/88

Section III - Applications Subject to Federal Register Notice Only

None

Section IV - Applications Not Subject to Federal Register Notice  
or Newspaper Notice

None

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\* Subject to CRA.