

in item 6, "Other adjustments"). Identifying "Other comprehensive income" in the changes in equity capital schedule is consistent with FASB Statement No. 130, Reporting Comprehensive Income.

Instructions

Instructional revisions and clarifications would be made as necessary, to conform with changes made to the Call Report instructions.

2. *Report title:* Annual Financial Statements of Nonbank Subsidiaries of Bank Holding Companies.

Agency form number: FR Y-11I.

OMB control number: 7100-0244.

Frequency: Annual.

Reporters: Bank holding companies.

Annual reporting hours: 8,531.

Estimated average hours per response: 3.24.

Number of respondents: 2,633.

Small businesses are affected.

General description of report: This information collection is mandatory (12 U.S.C. 1844(c)). Confidential treatment is not routinely given to the data in this report. However, confidential treatment for the reporting information, in whole or in part, can be requested in accordance with the instructions to the form. Currently FR Y-11I, Schedule A, item 7.a, loans and leases past due 30 through 89 days and FR Y-11I, Schedule A, item 7.d, loans and leases restructured and included in past due and nonaccrual loans are confidential pursuant to Section (b)(8) of the Freedom of Information Act 5 U.S.C. 552(b)(8).

Abstract: The FR Y-11I is filed annually by the top tier bank holding companies for each of their nonbank subsidiaries that are not required to file a quarterly FR Y-11Q. The FR Y-11I report consists of similar balance sheet, income statement, off-balance-sheet, and change in equity capital information that is included on the FR Y-11Q. However, some of the items on the FR Y-11I are collected in a less detailed manner. In addition, the FR Y-11I also includes a loan schedule to be submitted only by respondents engaged in extending credit.

Current actions: The Federal Reserve proposes the following revisions to the FR Y-11I effective with the December 31, 2001, reporting date.

Changes in Equity Capital

1. The manner in which the previous year-end balance of equity capital is reported in this schedule would be changed so that it better corresponds with how this balance is presented in financial statements prepared in accordance with GAAP. At present,

nonbank subsidiaries must report the "Equity capital end of previous calendar year" in the FR Y-11I in item 1. If the nonbank subsidiary has filed any amendments to this previous year-end FR Y-11I report that affected its originally reported total equity capital, these equity capital adjustments are reported in item 6, and the amended equity capital balance for the previous year-end is reported in item 7. Item 1 would be revised to have nonbank subsidiaries report "Equity capital most recently reported for the end of the previous calendar year."

2. Item 5, "Foreign currency translation adjustments" would be replaced by an item for "Other comprehensive income." This new item would include any change in net unrealized holding gains (losses) on available-for-sale securities and any change in accumulated net gains (losses) on cash flow hedges (currently included in item 6, "Other adjustments"). Identifying "Other comprehensive income" in the changes in equity capital schedule is consistent with FASB Statement No. 130, Reporting Comprehensive Income.

Schedule A—Loans and Lease Financing Receivables

1. Consistent with changes proposed to the FR Y-9C, item 7.a, "Loans and leases past due 30 through 89 days," and item 7.d, Loans and leases restructured and included in past due and nonaccrual loans," would no longer be afforded confidential treatment.

Instructions

Instructional revisions and clarifications would be made as necessary, to conform with changes made to the Call Report instructions.

Board of Governors of the Federal Reserve System, November 13, 2000.

Jennifer J. Johnson,

Secretary of the Board.

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FEDERAL RESERVE SYSTEM

Change in Bank Control Notices; Acquisitions of Shares of Banks or Bank Holding Companies

The notificants listed below have applied under the Change in Bank Control Act (12 U.S.C. 1817(j)) and § 225.41 of the Board's Regulation Y (12 CFR 225.41) to acquire a bank or bank holding company. The factors that are considered in acting on the notices are set forth in paragraph 7 of the Act (12 U.S.C. 1817(j)(7)).

The notices are available for immediate inspection at the Federal Reserve Bank indicated. The notices also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing to the Reserve Bank indicated for that notice or to the offices of the Board of Governors. Comments must be received not later than December 4, 2000.

A. Federal Reserve Bank of Atlanta (Cynthia C. Goodwin, Vice President) 104 Marietta Street, N.W., Atlanta, Georgia 30303-2713:1.

1. Nancy Barr Dixon, Eufaula, Alabama; Michael Charles Dixon, Sr., Eufaula, Alabama; Hope Cotton Dixon, Eufaula, Alabama; Michael Charles Dixon, Jr., Eufaula, Alabama; Claudia Dixon Balkcom, Atlanta, Georgia; Heather Barr Dixon, Eufaula, Alabama; Marian Christine Dixon, Birmingham, Alabama; Rebecca Janie Mac Dixon, Auburn, Alabama; Robert Mack Dixon, Eufaula, Alabama; Mary Elliott Dixon, Eufaula, Alabama; Mary Clayton Dixon, Eufaula, Alabama; Eric Ross Fenichel, Atlanta, Georgia; Janie Dixon King, Eufaula, Alabama; William Daniel King, Eufaula, Alabama; Robert Mack Dixon, Jr., Eufaula, Alabama; Preston Copeland Dixon, Birmingham, Alabama; James Franklin Dixon, III, Birmingham, Alabama; Rita Hallett Dixon, Birmingham, Alabama; Thomas Seay Lawson, Jr., Montgomery, Alabama; Sarah Clayton Lawson, Montgomery, Alabama; and Preston Copeland Clayton, Jr., Eufaula, Alabama; all to retain voting shares of Eufaula BancCorp, Inc., Eufaula, Alabama, and thereby indirectly retain voting shares of Southern Bank of Commerce, Eufaula, Alabama.

B. Federal Reserve Bank of Kansas City (D. Michael Manies, Assistant Vice President) 925 Grand Avenue, Kansas City, Missouri 64198-0001:

1. William Edwin Shoemaker, Cambridge, Nebraska; to acquire voting shares of FNB Financial Services, Inc., Cambridge, Nebraska, and thereby indirectly acquire voting shares of The First National Bank of Cambridge, Cambridge, Nebraska.

C. Federal Reserve Bank of San Francisco (Maria Villanueva, Consumer Regulation Group) 101 Market Street, San Francisco, California 94105-1579:

1. David B. and Mary T. Weyrich, Paso Robles, California; to acquire additional voting shares of Heritage Oaks Bancorp, Paso Robles, California, and thereby indirectly acquire additional voting shares of Heritage Oaks Bank, Paso Robles, California.

Board of Governors of the Federal Reserve System, November 14, 2000.

Robert deV. Frierson,

Associate Secretary of the Board.

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FEDERAL RESERVE SYSTEM

Formations of, Acquisitions by, and Mergers of Bank Holding Companies

The companies listed in this notice have applied to the Board for approval, pursuant to the Bank Holding Company Act of 1956 (12 U.S.C. 1841 *et seq.*) (BHC Act), Regulation Y (12 CFR Part 225), and all other applicable statutes and regulations to become a bank holding company and/or to acquire the assets or the ownership of, control of, or the power to vote shares of a bank or bank holding company and all of the banks and nonbanking companies owned by the bank holding company, including the companies listed below.

The applications listed below, as well as other related filings required by the Board, are available for immediate inspection at the Federal Reserve Bank indicated. The application also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the standards enumerated in the BHC Act (12 U.S.C. 1842(c)). If the proposal also involves the acquisition of a nonbanking company, the review also includes whether the acquisition of the nonbanking company complies with the standards in section 4 of the BHC Act (12 U.S.C. 1843). Unless otherwise noted, nonbanking activities will be conducted throughout the United States. Additional information on all bank holding companies may be obtained from the National Information Center website at www.ffiec.gov/nic/.

Unless otherwise noted, comments regarding each of these applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than December 14, 2000.

A. Federal Reserve Bank of New York (Betsy Buttrill White, Senior Vice President) 33 Liberty Street, New York, New York 10045-0001:

1. Israel Salt Industries, Ltd., Atlit, Israel, through its direct and indirect control of 45.25 percent of the voting shares of Bank Hapoalim B.M., Tel Aviv, Israel; to become a bank holding company as a result of the establishment by Bank Hapoalim of Signature Bank, New York, New York (in formation). Signature Bank would be a wholly owned subsidiary of Bank Hapoalim.

B. Federal Reserve Bank of Richmond (A. Linwood Gill, III, Vice President) 701 East Byrd Street, Richmond, Virginia 23261-4528:

1. F&M National Corporation, Winchester, Virginia; to merge with Community Bankshares of Maryland, Inc., Bowie, Maryland, and thereby indirectly acquire Community Bank of Maryland, Bowie, Maryland.

2. Virginia Capital Bancshares, Inc., Fredericksburg, Virginia; to become a bank holding company by acquiring 100 percent of the voting shares of Fredericksburg State Bank, Fredericksburg, Virginia.

C. Federal Reserve Bank of Chicago (Phillip Jackson, Applications Officer) 230 South LaSalle Street, Chicago, Illinois 60690-1414:

1. Northstar Financial Group, Inc., Bad Axe, Michigan; to become a bank holding company by acquiring 100 percent of the voting shares of Northstar Bank (in organization), Bad Axe, Michigan.

D. Federal Reserve Bank of St. Louis (Randall C. Sumner, Vice President) 411 Locust Street, St. Louis, Missouri 63166-2034:

1. Mississippi Valley Bancshares, Inc., St. Louis, Missouri; to acquire 100 percent of the voting shares of Southwest Bank of Phoenix (in organization), Phoenix, Arizona. Comments regarding this application must be received not later than December 11, 2000.

E. Federal Reserve Bank of Kansas City (D. Michael Manies, Assistant Vice President) 925 Grand Avenue, Kansas City, Missouri 64198-0001:

1. Lauritzen Corporation, Omaha, Nebraska; to become a bank holding company by acquiring 21.09 percent of the voting shares of First National of Nebraska, Inc., Omaha, Nebraska, and thereby indirectly acquire voting shares of First National Bank of Omaha, Omaha, Nebraska; First National Bank & Trust Company of Columbus, Columbus, Nebraska; First National Bank, North Platte, Nebraska; First National Bank, South Dakota, Yankton, South Dakota; Platte Valley State Bank & Trust Company, Fremont, Nebraska; Fremont National Bank & Trust Company, Fremont, Nebraska; First National Bank of Kansas, Overland Park, Kansas; and First National of Colorado, Inc., Fort Collins, Colorado; and thereby acquire First National Bank, Fort Collins, Colorado; Bank in Boulder, Boulder, Colorado; and Union Colony Bank, Greeley, Colorado.

Board of Governors of the Federal Reserve System, November 14, 2000.

Robert deV. Frierson,

Associate Secretary of the Board.

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FEDERAL RESERVE SYSTEM

Notice of Proposals To Engage in Permissible Nonbanking Activities or To Acquire Companies That Are Engaged in Permissible Nonbanking Activities

The companies listed in this notice have given notice under section 4 of the Bank Holding Company Act (12 U.S.C. 1843) (BHC Act) and Regulation Y, (12 CFR Part 225) to engage *de nova*, or to acquire or control voting securities or assets of a company, including the companies listed below, that engages directly or through a subsidiary or other company, in a nonbanking activity that is listed in § 225.28 of Regulation Y (12 CFR 225.27) or that the Board has determined by Order to be closely related to banking and permissible for bank holding companies. Unless otherwise noted, these activities will be conducted throughout the United States.

Each notice is available for inspection at the Federal Reserve Bank indicated.

The notice also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the question whether the proposal complies with the standards of section 4 of the BHC Act. Additional information on all bank holding companies may be obtained from the National Information Center website at www.ffiec.gov/nic/.

Unless otherwise noted, comments regarding the applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than December 4, 2000.

A. Federal Reserve Bank of New York (Betsy Buttrill White, Senior Vice President) 33 Liberty Street, New York, New York 10045-0001:

1. Mizuho Holdings, Inc., Tokyo, Japan, and Dai-Ichi Kangyo Bank, Limited, The, Tokyo Japan; to engage *de nova* through its subsidiary, Dealerconx, Inc., Livingston, New Jersey, in providing loan and lease agency and brokerage services, data processing services and loan/lease servicing through an internet-based data processing application available to retail automotive dealers that seek loan and lease financing and related financial services for customers' retail automobile purchases, pursuant to § 225.28(b)(1), (2), (3), and (14) of Regulation Y.