

MID-STATE BANCSHARES  
Form 15-12G  
June 26, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number **000-23925**

**Mid-State Bank & Trust Profit Sharing and Salary Deferral 401(k)  
Plan**

(Exact name of registrant as specified in its charter)

**Mid-State Bank & Trust,  
A Division of Rabobank, N.A.  
1026 Grand Avenue  
Arroyo Grande, California 93420**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Plan Interests under Mid-State Bank & Trust Profit Sharing and Salary Deferral 401(k) Plan**

(Title of each class of securities covered by this Form)

**None**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input type="radio"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="radio"/>
Rule 12g-4(a)(1)(ii)	<input type="radio"/>	Rule 12h-3(b)(1)(ii)	<input type="radio"/>
Rule 12g-4(a)(2)(i)	<input type="radio"/>	Rule 12h-3(b)(2)(i)	<input type="radio"/>
Rule 12g-4(a)(2)(ii)	<input type="radio"/>	Rule 12h-3(b)(2)(ii)	<input type="radio"/>
		Rule 15d-6	<input type="radio"/>

Approximate number of holders of record as of the certification or notice date: None

Pursuant to the requirements of the Securities Exchange Act of 1934 Mid-State Bank & Trust Profit Sharing and Salary Deferral 401(k) Plan has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

MID-STATE BANK & TRUST PROFIT SHARING  
AND SALARY DEFERRAL 401(K) PLAN

Date: June 26, 2008

By: /s/ Michael L. Gibson  
*Michael L. Gibson, Member of Investment*

*Committee of the MID-STATE BANK & TRUST*

*PROFIT SHARING AND SALARY DEFERRAL*

*401(K) PLAN*

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

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