



BOARD OF GOVERNORS  
OF THE  
**FEDERAL RESERVE SYSTEM**  
WASHINGTON, D. C. 20551

ADDRESS OFFICIAL CORRESPONDENCE  
TO THE BOARD

December 12, 1996

Isaac B. Lustgarten, Esq.  
Schulte Roth & Zabel LLP  
900 Third Avenue  
New York, New York 10022

Dear Mr. Lustgarten:

The Board of Governors of the Federal Reserve System has approved the following notice filed pursuant to section 4 of the Bank Holding Company Act:

Stichting Prioriteit ABN AMRO Holding, Stichting Administratiekantoor ABN AMRO Holding, ABN AMRO Holding N.V., and ABN AMRO Bank N.V., all of Amsterdam, The Netherlands, to acquire all the voting shares of ChiCorp, Inc., Chicago, Illinois, and thereby engage in a variety of nonbanking activities, including underwriting and dealing in all types of debt and equity on a limited basis, and certain other securities- and derivatives-related activities.

Material related to the Board's action is enclosed. Please advise the Federal Reserve Bank of Chicago when the approved action is consummated.

Very truly yours,

A handwritten signature in cursive script that reads "Jennifer J. Johnson".

Jennifer J. Johnson

Deputy Secretary of the Board

Enclosures: 1. Press Release  
2. Order

cc: Federal Reserve Bank of Chicago