



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

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

April 16, 1997

Mr. Michael K. O'Neal
Winstead, Sechrest & Minick
5400 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270

Dear Mr. O'Neal:

You have requested a determination that JWL-GSW, Ltd., a Texas limited partnership (the "Partnership") is a qualified family partnership under the Bank Holding Company Act, as amended by the Economic Growth and Regulatory Paperwork Reduction Act of 1996 (the "BHC Act").^{1/} The Partnership currently is a registered bank holding company that owns 20 percent of Merchants Bancshares, Inc., Houston, Texas ("Merchants Bancshares").^{2/}

You have represented, on behalf of the Partnership, that the Partnership meets all of the conditions for eligibility as a qualified family partnership. You indicated that the partners of the Partnership are individuals who are related by blood, marriage, or adoption, or trusts for the primary benefit of those individuals. You also indicated that the Partnership controls a bank only through its control of Merchants Bancshares, which is a registered bank holding company, that it does not engage in any other business activities, that it has no investments other than its interest in Merchants Bancshares and an interest-bearing account with a financial institution, and that it is not obligated on any debt. The Partnership has committed to continue to comply with the conditions for eligibility, to be subject to examination by the Board, to comply with the Change in Bank Control Act, and to be subject to the enforcement provisions of the Federal Deposit Insurance Act to the same extent as if it were a bank holding company.

^{1/} Pub. L. 104-208, § 2610, 110 Stat. 3009.

^{2/} Merchants Bancshares owns 100 percent of Merchants Bank, Houston, Texas.

Based on all the facts of record, including the representations made to the Board by the Partnership, the Board's General Counsel, acting pursuant to delegated authority, and after consulting with the Director of the Division of Banking Supervision and Regulation, has hereby determined that the Partnership is a qualified family partnership for purposes of the BHC Act. Please be advised that any change in the facts relied on by the Board could result in reconsideration of this determination. The Federal Reserve Bank of Dallas will take the necessary steps to deregister the Partnership as a bank holding company. If you have any questions about this process, you should contact Russell C. Tunnell (214-922-6084) at the Reserve Bank.

Very truly yours,

A handwritten signature in black ink, appearing to read "Jennifer J. Johnson", with a long horizontal flourish extending to the right.

Jennifer J. Johnson
Deputy Secretary of the Board

cc: Mr. Russell C. Tunnell
Federal Reserve Bank of Dallas