



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

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

February 5, 1997

Daniel H. Burd, Esq.
Reinhart, Boerner, Van Deuren, Norris & Rieselbach, P.C.
601 Pennsylvania Avenue, N.W.
North Building - Suite 750
Washington, DC 20004-2612

Dear Mr. Burd:

You have requested a determination that the Dalrymple Family Limited Partnership, L.P. (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 proposes to control a bank through its interest in Chemung Financial Corporation, Elmira, New York ("CFC"), a registered bank holding company.^{2/}

You have represented 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. You also indicated that the Partnership proposes to control a bank only through its control of CFC, 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 CFC, and that it is not obligated on any debt. The Partnership has committed to continue to comply with the

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

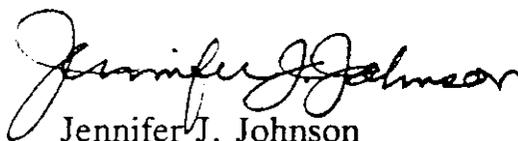
^{2/} The Partnership currently owns 4.9 percent of the voting stock of CFC, and proposes to acquire an additional 5.6 percent. In light of other family holdings, interlocks between the Partnership and CFC, and the absence of other significant shareholders of CFC, the Partnership would be presumed to control CFC under the Board's rules and precedents. See 12 C.F.R. 225.31(d)(2)(iii).

CFC owns 100 percent of Chemung Trust Company, Elmira, New York.

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.

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.

Very truly yours,

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

Jennifer J. Johnson
Deputy Secretary of the Board

cc: Federal Reserve Bank of New York