



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

**ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD**

January 30, 1997

Ms. Terry Z. Lygate
Whitney Holding Corporation
228 St. Charles Avenue, Suite 622
New Orleans, Louisiana 70130

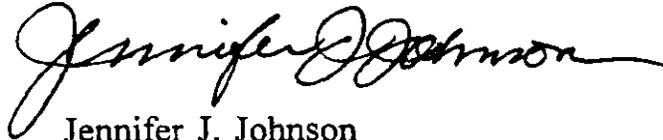
Dear Ms. Lygate:

The Secretary of the Board of Governors of the Federal Reserve System, acting pursuant to authority delegated by the Board, and having considered the record of this application in light of the relevant statutory factors, has approved the application by Whitney Holding Corporation, New Orleans, Louisiana, ("Whitney"), to merge with First National Bankshares, Inc., Houma, Louisiana ("First National"), and thereby directly acquire First National Bank of Houma, Louisiana, pursuant to section 3(a)(5) of the Bank Holding Company Act ("BHC Act") (12 U.S.C. 1842(a)(5)).

In approving this application, the Secretary has relied on all the facts of record and all representations and commitments made by Whitney in its application and in related correspondence in light of the factors set forth in the BHC Act. These commitments are conditions imposed in writing in connection with the findings and decision herein, and, as such, may be enforced under applicable provisions of law.

The acquisition may not be consummated before the fifteenth calendar day following the effective date of this order, or later than three months after the effective date of this order, unless such period is extended for good cause by the Federal Reserve Bank of Atlanta. In connection with these provisions, advice of the fact of consummation should be given in writing to the Reserve Bank.

Very truly yours,

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

Jennifer J. Johnson
Deputy Secretary of the Board

cc: Federal Reserve Bank of Atlanta
Department of Justice
Office of the Comptroller of the Currency
Louisiana Commissioner of Financial Institutions