



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

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

February 3, 1998

Stephen C. Taylor, Esq.
Vice President & Associate General Counsel
First American Corporation
721 First American Center
Nashville, Tennessee 37237-0721

Dear Mr. Taylor:

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 proposal in light of the relevant statutory factors, has approved (1) the application pursuant to section 3 of the Bank Holding Company Act (the "BHC Act") (12 U.S.C. § 1842) of First American Corporation, Nashville, Tennessee ("First American"), to merge with Deposit Guaranty Corp. ("DGC") and thereby indirectly acquire Deposit Guaranty National Bank, both of Jackson, Mississippi; and (2) the notice pursuant to section 4 of the BHC Act (12 U.S.C. § 1843) of First American to merge with DGC and thereby indirectly acquire G&W Life Insurance Company, Jackson, Mississippi, which is engaged in providing credit life and disability insurance. The Board has previously determined by regulation that providing credit life and disability insurance is closely related to banking. 12 C.F.R. 225.28(b)(11)(i).

In taking these actions, the Secretary has relied on all the facts of record and all commitments made by First American in the application and notice and in related correspondence. 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.

Approval of the notice is subject to the Board's authority to require reports by, and make examination of, holding companies and their subsidiaries and to require such modification or termination of activities of a holding company or any of its subsidiaries as the Board finds necessary to assure compliance with the BHC Act, and the Board's regulations and orders issued thereunder.

The transaction may not be consummated before the thirtieth calendar day following the date of this letter, or later than three months after the date of this letter, unless such period is extended by the Federal Reserve Bank of Atlanta ("Reserve Bank"). In connection with these provisions, advice of the fact of consummation should be given in writing to the Reserve Bank.

Very truly yours,



Jennifer J. Johnson
Deputy Secretary of the Board

cc: Federal Reserve Bank of Atlanta
Department of Justice
Office of the Comptroller of the Currency
Tennessee Commissioner of Financial Institutions
Mississippi Commissioner, Department of Banking and Consumer Finance