



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

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

February 23, 1998

Thomas A. Plant, Esq.
Vice President and Assistant General Counsel
National City Corporation
1 Cascade Plaza
Akron, Ohio 44308

Dear Mr. Plant:

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 the proposal in light of the relevant statutory factors, has approved, pursuant to section 3(a) of the Bank Holding Company Act ("BHC Act"), the application of National City Corporation, Cleveland, Ohio ("National City"), to acquire 100 percent of the shares of Fort Wayne National Corporation, Fort Wayne, Indiana ("FWN"), and thereby to acquire FWN's seven subsidiary banks: The Auburn State Bank, Auburn; Churubusco State Bank, Churubusco; First National Bank of Huntington, Huntington; First National Bank of Warsaw, Warsaw; Fort Wayne National Bank, Fort Wayne; Old-First National Bank in Bluffton, Bluffton; and Valley American Bank, South Bend, all in Indiana.

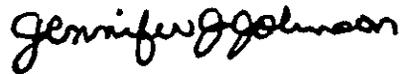
In addition, the Secretary, acting pursuant to authority delegated by the Board, has approved, under section 4(c)(8) of the BHC Act, the notice of National City to acquire FWN's nonbanking subsidiary, Fort Wayne National Life Insurance Company, Phoenix, Arizona, and thereby to engage in credit life and disability insurance activities. Providing credit life and disability insurance has been determined by the Board to be closely related to banking under section 225.28(b)(11) of the Board's Regulation Y. See 12 C.F.R. 225.28(b)(11). The Secretary's determination on National City's notice to engage in permissible insurance activities is subject to all the restrictions, terms, and conditions imposed by the Board on the insurance activities of bank holding companies.

In addition, approval of National City's proposal is subject to the Board's authority to require reports by, and to make examinations of, bank holding companies and their subsidiaries and to require such modification or termination of activities of a bank 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.

National City's proposal may not be consummated before the fifteenth 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 Cleveland. 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 written in a cursive, flowing style.

Jennifer J. Johnson
Deputy Secretary of the Board

cc: Federal Reserve Bank of Cleveland
Department of Justice
Indiana State Banking Department
Ohio State Banking Department