

FEDERAL RESERVE SYSTEM**Formations of, Acquisitions by, and Mergers of Bank Holding Companies**

The companies listed in this notice have applied to the Board for approval, pursuant to the Bank Holding Company Act of 1956 (12 U.S.C. 1841 *et seq.*) (BHC Act), Regulation Y (12 CFR Part 225), and all other applicable statutes and regulations to become a bank holding company and/or to acquire the assets or the ownership of, control of, or the power to vote shares of a bank or bank holding company and all of the banks and nonbanking companies owned by the bank holding company, including the companies listed below.

The applications listed below, as well as other related filings required by the Board, are available for immediate inspection at the Federal Reserve Bank indicated. The application also will be available for inspection at the offices of the Board of Governors. Interested persons may express their views in writing on the standards enumerated in the BHC Act (12 U.S.C. 1842(c)). If the proposal also involves the acquisition of a nonbanking company, the review also includes whether the acquisition of the nonbanking company complies with the standards in section 4 of the BHC Act (12 U.S.C. 1843). Unless otherwise noted, nonbanking activities will be conducted throughout the United States. Additional information on all bank holding companies may be obtained from the National Information Center website at www.ffiec.gov/nic/.

Unless otherwise noted, comments regarding each of these applications must be received at the Reserve Bank indicated or the offices of the Board of Governors not later than November 14, 2000.

A. Federal Reserve Bank of New York (Betsy Buttrill White, Senior Vice President) 33 Liberty Street, New York, New York 10045-0001:

1. *The Chase Manhattan Corporation*, New York, New York (Chase); to acquire 100 percent of the voting shares of, and thereby merge with, J.P. Morgan & Co. Inc., New York, New York (J.P. Morgan), and thereby indirectly acquire voting shares of Morgan Guaranty Trust Company of New York, New York, New York (Morgan Guaranty).

In connection with this transaction, Applicant and J.P. Morgan also have granted cross-options to purchase up to 19.9 percent of the outstanding shares of each other's common stock. These options would expire on consummation of the merger. Subsidiaries banks of Chase include Chase Bank of Texas-San Angelo, National Association, San

Angelo, Texas; The Chase Manhattan Bank, New York, New York; Chase Manhattan Bank and Trust Company, National Association, Los Angeles, California; Chase Manhattan Bank USA, Wilmington, Delaware; and Chase Manhattan Private Bank, National Association, Tampa, Florida.

In connection with this transaction, Applicant also has applied to acquire J.P. Morgan FSB, Palm Beach, Florida, and thereby engage in operating a savings association, pursuant to § 225.28(b)(4)(ii) of Regulation Y.

In connection with this transaction, Applicant also has applied to merge its subsidiary bank, the Chase Manhattan Bank, New York, New York, with Morgan Guaranty and to establish additional branches as a result of such merger.

B. Federal Reserve Bank of Atlanta (Cynthia C. Goodwin, Vice President) 104 Marietta Street, N.W., Atlanta, Georgia 30303-2713:

1. *Alabama National Bancorporation*, Birmingham, Alabama; to acquire 100 percent of the voting shares of Peoples State Bank of Groveland, Groveland, Florida.

2. *Whitney Holding Corporation*, New Orleans, Louisiana; to merge with Prattville Financial Services Corporation, Prattville, Alabama, and thereby indirectly acquire voting shares of Bank of Prattville, Prattville, Alabama.

C. Federal Reserve Bank of Kansas City (D. Michael Manies, Assistant Vice President) 925 Grand Avenue, Kansas City, Missouri 64198-0001:

1. *Nebraska Bancshares, Inc.*, Farnam, Nebraska; to acquire 12.62 percent of the voting shares of Stockmens Financial Corporation, Rapid City, South Dakota, and thereby indirectly acquire voting shares of Bankwest, Castle Rock, Colorado, and Security First Bank, Sidney, Nebraska.

D. Federal Reserve Bank of Dallas (W. Arthur Tribble, Vice President) 2200 North Pearl Street, Dallas, Texas 75201-2272:

1. *Community Bancshares Company, Colfax*, Louisiana; to become a bank holding company by acquiring 100 percent of the voting shares of Colfax Banking Company, Colfax, Louisiana.

2. *Cooper Lake Financial Corporation*, Cooper, Texas; to acquire 100 percent of the voting shares of The Delta Bank, Cooper, Texas.

Board of Governors of the Federal Reserve System, October 13, 2000.

Robert deV. Frierson,
Associate Secretary of the Board.

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A. Federal Reserve Bank of Chicago (Phillip Jackson, Applications Officer) 230 South LaSalle Street, Chicago, Illinois 60690-1414:

1. *Merchants and Manufacturers Bancorporation, Inc.*, New Berlin, Wisconsin, and Merchants Merger Corp., New Berlin, Wisconsin; to merge with CBOC, Inc., Oconto Falls, Wisconsin, and thereby indirectly acquire Community Bank of Oconto County, Oconto Falls, Wisconsin.

Board of Governors of the Federal Reserve System, October 16, 2000.

Robert deV. Frierson,
Associate Secretary of the Board.

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