



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

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

November 1, 1996

Mr. Robert J. Urban
Assistant Vice President
First National Bank of Omaha
One First National Center
Omaha, Nebraska 68102-1596

Dear Mr. Urban:

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 notice in light of the relevant statutory factors, has approved the notice pursuant to section 4(c)(8) of the Bank Holding Company Act ("BHC Act") (12 U.S.C. § 1843(c)(8)), of First National of Nebraska, Inc., and its wholly owned bank holding company subsidiary, First National of Colorado, Inc., both of Omaha, Nebraska (collectively, "FNNI"), to engage de novo in career counseling services through the formation of Professional Career Services, Inc., Omaha, Nebraska. The Board previously has determined by order that the proposed activities are closely related to banking, pursuant to section 4(c)(8) of the Bank Holding Company Act ("BHC Act"). See Comerica Incorporated, 80 Fed. Res. Bull. 51 (1994); see also 12 C.F.R. 225.24(c).

In approving this transaction, the Secretary has relied on all the facts of record and all commitments made by FNNI in the notice and in related correspondence. These commitments are conditions imposed in writing in connection with the findings and decision herein, and, as such, they may be enforced under applicable provisions of law. Approval of this notice is subject to the Board's authority to require reports by, and make examinations 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.

This transaction should be consummated within three months after the date of this letter, unless such period is extended by the Federal Reserve Bank of Kansas City ("Reserve Bank"). In connection with this provision, 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", with a long, sweeping horizontal flourish extending to the right.

Jennifer J. Johnson
Deputy Secretary of the Board

cc: Federal Reserve Bank of Kansas City
Department of Justice
Nebraska Director of Banking and Finance