



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

ADDRESS OFFICIAL CORRESPONDENCE
TO THE BOARD

March 27, 1997

Mr. Paul Gale
Senior Vice President/Treasurer
FirstBank Holding Company of Colorado
12345 West Colfax Avenue
Lakewood, Colorado 80215

Dear Mr. Gale:

The Board of Governors of the Federal Reserve System has reviewed the retroactive notice filed by Messrs. William Johnson and Robert Appel, both of Denver, Colorado ("Notificants"), under the Change in Bank Control Act, 12 U.S.C. § 1817(j) ("CIBC Act"), as co-trustees of the FirstBank Holding Company of Colorado Employee Stock Ownership Plan, Lakewood, Colorado ("ESOP"), to retain control of 26.8 percent of the voting shares of FirstBank Holding Company of Colorado, Inc., Lakewood, Colorado ("FirstBank"), a registered bank holding company under the Bank Holding Company Act of 1956 ("BHC Act").

The record in this case indicates that Notificants acquired control of ESOP on August 31, 1995, when Notificants were appointed co-trustees of ESOP. Messrs. Johnson and Appel have been affiliated with FirstBank and its subsidiary banks for several years. The Federal Reserve Bank of Kansas City ("Reserve Bank") determined during a recent examination of FirstBank that a notice under the CIBC Act should be filed by Notificants.

Based on all the facts of record, the Board has determined that all factors required to be considered under the CIBC Act are favorable and has determined not to disapprove this notice. In making the determination not to disapprove the retroactive notice, the Board has relied on all the representations and commitments made in connection with the notice. The commitments and conditions relied on by the Federal Reserve System in reaching this decision are deemed to be conditions imposed in writing by the Federal Reserve System in connection with its findings and decision and, as such, may be enforced in proceedings under applicable law.

Please note that the CIBC Act requires that each insured bank or bank holding company promptly report to the appropriate Federal banking agency any changes or replacement of its chief executive officer or any of its directors that occurs within a 12-month period following a change in control. The CIBC Act further requires a statement of the past and current business and professional affiliations of the new chief executive officer or directors. If any such change should occur, please ensure that the required information is submitted 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 stroke extending to the right.

Jennifer J. Johnson
Deputy Secretary of the Board

cc: Federal Reserve Bank of Kansas City
Department of Justice
Colorado State Bank Commissioner