ASSIGNMENT

5545202

Date: May 4, 1989

(reserved for recording data)

FOR VALUABLE CONSIDERATION, Federal Savings and Loan Insurance Corporation as Receiver for Midwest Federal Savings and Loan Association of Minneapolis by Federal Deposit Insurance Corporation as Managing Agent for the Receiver, Assignor, does hereby sell, assign, transfer and set over to Midwest Savings Association, F.A., Assignee, its successors and assigns, all of the Receiver's right, title and interest in and to all of those assets referred to in Paragraph 9 of that Certification dated June 14, 1989, and executed by Deborah E. Siegel, Assistant Secretary to the Federal Home Loan Bank Board, a certified copy of which is attached hereto and incorporated herein by this reference.

ASSIGNOR: Federal Savings and Loan Insurance Corporation as Receiver for Midwest Federal Savings and Loan Association of Minneapolis

BY Federal Deposit Insurance Corporation as Managing Agent for the Receiver

Richard E. Galecki, Managing Agent

STATE OF MINNESOTA )
)ss.
COUNTY OF HENNEPIN )

The foregoing instrument was acknowledged before me this 15th day of June, 1989, by Richard E. Galecki, Managing Agent for the Federal Deposit Insurance Corporation, Managing Agent for Federal Savings and Loan Insurance Corporation, Receiver of Midwest Federal and Loan Association of Minneapolis.

This instrument was drafted by
Federal Deposit Insurance Corporation
501 East Highway 13
Burnsville, Minnesota 55337
(612) 894-0800

Signature of Person taking Acknowledgement

Notarial Stamp or Seal

DIANNA B. ANDERSON
NOTARY PUBLIC-MINNESOTA
DAKOTA COUNTY
My Comm. Expires Nov. 25, 1993

TLH:bt/D10.1

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|---|---|---|
| FILE No. 79-2086 | FILED FOR RECORD THE 13 DAY OF | STATE OF IOWA, DELAWARE COUNTY |
| RECORDING FEE $ 30.00 | March, 19 91 AT 1:37 | Joan Sheppard, Recorder |
| TRANSFER FEE $ | O'CLOCK P M. BOOK 2 PAGE 154 | By Misc., Deputy |

5545201

Federal Home Loan Bank Board

1700 G Street, N.W.
Washington, D.C. 20552
Federal Home Loan Bank System
Federal Home Loan Mortgage Corporation
Federal Savings and Loan Insurance Corporation

June 14, 1989

**CERTIFICATION**

REFERENCE: Midwest Federal Savings and Loan Association of Minneapolis Minneapolis, Minnesota

I, Deborah E. Siegel, Assistant Secretary to the Bank Board for matters concerning Midwest Federal Savings and Loan Association of Minneapolis, Minneapolis, Minnesota and Midwest Savings Association, F.A., Minneapolis, Minnesota, pursuant to Chairman's Orders No. 89-18 and No. 89-231, hereby certify:

1. The Federal Home Loan Bank Board ("Bank Board") has exclusive power and jurisdiction to appoint a conservator or receiver for a Federal association under Section 5 (d)(6)(A) of the Home Owners' Loan Act of 1933, as amended ("HOLA"), 12 U.S.C. Section 1464 (d)(6)(A) (1982), in the event that the Federal Home Loan Bank Board ("Bank Board") determines that one of the grounds specified in Section 5(d)(6)(A)(i), (ii), (iii), (iv), or (v) exists with respect to such association;

2. Pursuant to 12 U.S.C. Section 1701c(c)(2) (1982), the Bank Board is authorized to utilize, contract with and act through, any Federal agency or instrumentality, with the consent of such agency or instrumentality;

3. The Bank Board, the FSLIC and the Federal Deposit Insurance Corporation ("FDIC") entered into a Management Agreement dated February 7, 1989, pursuant to which the Federal Savings and Loan Insurance Corporation ("FSLIC") as conservator or receiver for a Federal association may contract with the FDIC for management services;

4. On February 13, 1989, pursuant to Bank Board Resolution No. 89-179, the Bank Board appointed the FSLIC as conservator ("Conservator") for Midwest Federal Savings and Loan Association of Minneapolis, Minneapolis, Minnesota ("Association") and FSLIC appointed the FDIC Managing Agent for the Conservator and FDIC accepted that appointment;

5. On May 4, 1989, by Resolution No. 89-1388, pursuant to its authority under § 5(d)(6)(D) of the HOLA, 12 U.S.C. § 1464 (d)(6)(D)(1982), the Bank Board replaced the Conservator with the FSLIC as receiver ("Receiver") for the Association and FSLIC appointed the FDIC Managing Agent for the Receiver and FDIC accepted that appointment;

6. The FSLIC as Receiver is authorized by Section 406(b) of the National Housing Act, as amended ("NHA"), 12 U.S.C. § 1729(b)(1982), as amended, to liquidate the Association in an orderly manner or to make such other disposition of the matter as it deems to be in the best interest of the Association, its savers, and the FSLIC; and pursuant to Section 406(a) of the NHA, 12 U.S.C. § 1729(a), the FSLIC is authorized to provide for the organization of a new Federal savings and loan association subject to the approval of the Bank Board;

7. In order to facilitate the liquidation of the Association, on May 4, 1989, by Resolution No. 89-1389, the Bank Board authorized the organization of a new Federal savings and loan association, Midwest Savings Association, F.A., Minneapolis, Minnesota ("New Federal");

8. The Bank Board, by Resolution No. 89-1390, dated May 4, 1989, authorized the Receiver of the Association to sell and transfer substantially all of the assets and the liabilities of the Association to New Federal.

9. The Receiver's right, title and interest in and to all of the assets that the Receiver owns or holds, excluding, however, such portions of the Receiver's books and records as are specifically identified by the Receiver, were transferred by the Receiver to and assumed by New Federal;

10. All liabilities of the Receiver, excluding, however, certain specified claims or obligations, principally relating to stockholders, including holders of subordinated debt, and compensation or employment contracts, were transferred by the Receiver to and assumed by New Federal;

11. Pursuant to its exclusive power and jurisdiction to appoint a conservator or Receiver for a Federal Association under Section 5(d)(6)(A) or (B) of the HOLA, 12 U.S.C. § 1464(d)(6)(A) or (B) (1982), the Bank Board, on May 4, 1989, pursuant to Resolution No. 89-1394, appointed the FSLIC as conservator for New Federal and FSLIC appointed the FDIC Managing Agent for the Conservator and FDIC accepted that appointment;

12. The Conservator shall have and exercise all rights, powers, provileges, and immunities and shall assume, perform, and discharge all of the duties and responsibilities of a conservator of a Federal Association, accorded or imposed by, and subject to, applicable provisions of law, including, but not limited to, § 5(d)(6)(D) of the HOLA, 12 U.S.C. § 1464(d)(6)(D) (1982), and Parts 547 and 548 of the Rules and Regulations for the Federal Savings and Loan System ("Federal Regulations"), 12 C.F.R. Parts 547 and 548 (1988), as amended;

13. The above actions were accomplished in accordance with the authority granted by the the Bank Board and applicable law and regulations.

Deborah E. Siegel

Deborah E. Siegel
Assistant Secretary to the
Federal Home Loan Bank Board



5545201

15JUN8916:22 A5545201 DOC $10.00

OFFICE OF COUNTY RECORDER
HENNEPIN COUNTY, MINNESOTA
I HEREBY FILED AND OR
RECORDED ON

89 JUN 15 PM 4:22

AS DOCUMENT # 5545201
R. Dan Carlson CO. RECORDER
MR Kramer DEPUTY

STATE OF MINNESOTA, COUNTY OF HENNEPIN
Certified to be a true and correct copy of the
original on file and of record in my office
JUN 15 1989
R. Dan Carlson, County Recorder
By _____ Deputy

C.T.C.
Tracy
372-6317

5545202

15JUN8916:22 A5545202 DOC $10.00

OFFICE OF COUNTY RECORDER
HENNEPIN COUNTY, MINNESOTA
CERTIFIED FILED AND OR
RECORDED ON
89 JUN 15 PM 4:26
AS DOCUMENT # 5545202
R. Dan Carlson, CO. RECORDER
BY _____ DEPUTY

STATE OF MINNESOTA, COUNTY OF HENNEPIN
Certified to be a true and correct copy of the
original on file and of record in my office
JAN 28 1991
R. Dan Carlson, County Recorder
By _____ Deputy

CALL TRACY
6726317