AFFIDAVIT
NOTICE OF MERGER AND NAME CHANGE

I, Christie R. Allen, Corporate Secretary of AgAmerica, FCB, a federally chartered instrumentality and corporation organized and existing under the laws of the United States of America, do hereby, on oath, depose and certify that:

Pursuant to authorities granted in Section 7.12 of the Farm Credit Act of 1971, as amended, the Farm Credit Bank of Omaha and Farm Credit Bank of Spokane (the "Banks"), executed an Agreement and Plan of Consolidation (the "Agreement") dated September 23, 1993, effective as of the commencement of business on April 1, 1994, to consolidate into a new entity and federally chartered instrumentality and body corporate, known as AgAmerica, FCB, the headquarters of which shall be located at W. 601 First Avenue, Spokane, Washington 99220.

Article 1, Section 1.1 of the Agreement provides that:

> "On the Effective Date, the Banks shall consolidate into AgAmerica, FCB, the corporate existences of the Banks shall cease, and AgAmerica, FCB shall succeed to all the properties, rights, privileges, powers, franchises, immunities and purposes, and shall succeed and be subject to all the debts, liabilities, obligations, restrictions and duties, of the respective Banks, all without further act or deed."

The Agreement was approved by the respective Boards of Directors and voting stockholders of the Banks and by the Farm Credit Administration. The territory served by AgAmerica, FCB is the combined territory of the Banks, namely, all of the states of Alaska, Idaho, Iowa, Montana, Nebraska, Oregon, South Dakota, Washington, and Wyoming. The Farm Credit Administration issued a new charter accordingly, with the effective date being April 1, 1994.

A photocopy of this document shall be deemed to be and may be relied on as an original.

This Affidavit is based on my personal knowledge and on the corporate records under my care, custody and control.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of the corporation this 19th day of May, 1994.



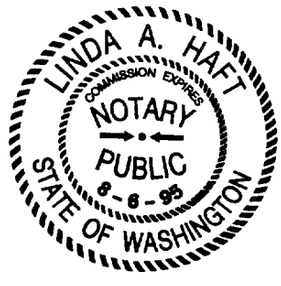
Christie R. Allen, Corporate Secretary
AgAmerica, FCB

STATE OF WASHINGTON)
)ss
County of Spokane)

On this 19th day of May, 1994, before me personally appeared Christie R. Allen, known to me to be the Secretary of the corporation that executed the within instrument, and acknowledged to me that such corporation executed the same as its free act and deed; and on oath stated that she was authorized to execute said instrument.

Notary Public for the State of Washington

Residing at Spokane
My Commission expires 8-6-95



affidav.doc/lh

FILE No. 39-3575
RECORDING FEE $ 6.00
TRANSFER FEE $

FILED FOR RECORD THE 26 DAY OF May, 1994 AT 1:09 O'CLOCK P. M. BOOK 17 PAGE 316

STATE OF IOWA, DELAWARE COUNTY
Deborah L. Peyton, Recorder
AFF