193-2202
DELAWARE COUNTY IOWA
FILED
'96 FEB 12 AM 11 01
BOOK 18 PAGE 244
DEBORAH L. PEYTON
DELAWARE CO. RECORDER
$16.00

Jay W. Skemp
To
Whom It May Concern

Firstar Bank
Loan Services
P.O. Box 836
Des Moines, IA 50309-9686

This affidavit was drafted by Jan Olson on behalf of Firstar Bank Iowa, National Association, and should be returned to:

Firstar Banks
Benita Gearhart - Consumer Loan Services
PO Box 836
Des Moines, IA 50306-9686

AFFIDAVIT OF MERGER

STATE OF IOWA
COUNTY OF DELAWARE

Jay W. Skemp, being first duly sworn upon oath, deposes and says:

1. That he is the Senior Vice President of **Firstar Bank Iowa, National Association**, a national banking association (the "Bank"), which has its principal place of business in Des Moines, Iowa, and that he has been duly elected and qualified and is presently serving in that capacity in accordance with the bylaws of the Bank.

2. That as of the dates on the attached letter, the United States Office of the Comptroller of the Currency has approved mergers of the banks listed on the attached letter with and into **Firstar Bank Iowa, National Association**. A copy of the letter approving said merger is attached hereto as Exhibit A.

3. That effective as of the dates on the attached letter, Exhibit A, the banks listed on the attached letter, Exhibit A, are merged into the charter and the title of **Firstar Bank Iowa, National Association.**

4. That this affidavit is given for the purpose of evidencing the merger of the banks listed on the attached letter, Exhibit A, with and into **Firstar Bank Iowa, National Association,** effective as of the dates on the attached letter, Exhibit A.

Jay Skemp

Jay W. Skemp, Senior Vice President

Subscribed and sworn to before me this 5th day of February, 1996.

Benita Gearhart

Notary Public
Des Moines, Iowa
My Commission expires

BENITA R. GEARHART
MY COMMISSION EXPIRES
02-14-97

FILE No. 193-2202
RECORDING FEE $ 16.00
TRANSFER FEE $

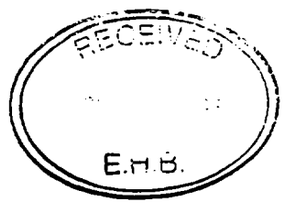
FILED FOR RECORD THE 12 DAY OF February, 19 96 AT 11:01
O'CLOCK A M. BOOK 18 PAGE 244

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

EXHIBIT A

Comptroller of the Currency
Administrator of National Banks

Central District Office
One Financial Place, Suite 2700
440 South LaSalle Street
Chicago, Illinois 60605



November 13, 1995

Mr. Elliot H. Berman
Senior Attorney
Firstar Corporation
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

Dear Mr. Berman:

This letter is the official certification of the Comptroller of the Currency (OCC) for the mergers of the following named banks with and into Firstar Bank Des Moines, National Association, Des Moines, Iowa (Charter No. 16324) under the charter of the Des Moines bank and with the title of "**Firstar Bank Iowa, National Association**." The effective date for each phase of the mergers and the corresponding changes in capital stock are as follows:

Phase	Bank Name	Effective Date of Merger	Certification of Capital From	To
1	Firstar Bank Ottumwa	October 16, 1995	$7,500,000	$9,000,000
2	Firstar Bank Sioux City, National Association	October 23, 1995	9,000,000	11,500,000
3	Firstar Bank Council Bluffs	October 30, 1995	11,500,000	13,828,000
4 & 5	Firstar Bank Ames & Firstar Bank Mt. Pleasant	November 6, 1995	13,828,000	17,328,000
6	Firstar Bank Cedar Rapids, National Association	November 20, 1995	17,328,000	19,528,000
7 & 8	Firstar Bank Cedar Falls & Firstar Bank Quad Cities, National Association	December 11, 1995	19,528,000	55,000,000

This letter is also the official authorization of the Comptroller of the Currency allowing the receiving institution to operate the main offices and branches of the target banks as branches of the receiving institution. The locations and branch certificate numbers are detailed on the attached pages.

The shareholders' meetings of the respective banks may be finally adjourned.

Sincerely,

David J. Rogers
National Bank Examiner

Charter No. 16324