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Prepared by and return to: Lynn Wickham Hartman, Firstar Bank Iowa, N.A., 222 Second Avenue SE, P.O. Box 3013, Cedar Rapids, IA 52401, (319) 368-4590

AFFIDAVIT

STATE OF IOWA
COUNTY OF LINN

Joyce M. Hosek, being first duly sworn upon oath, deposes and says:

1. That as of September 8, 1997, the United States Office of the Comptroller of the Currency duly recognized the following actions involving Firstar Bank, F.S.B., Dubuque, Iowa:

a. Firstar First Interim Bank, National Association, Clinton, Iowa purchased certain assets and assumed certain liabilities of two Clinton, Iowa branch offices of Firstar Bank, F.S.B., Dubuque, Iowa.

b. Firstar Second Interim Bank, National Association, DeWitt, Iowa purchased certain assets and assumed certain liabilities of the DeWitt, Iowa branch office of Firstar Bank, F.S.B., Dubuque, Iowa.

c. Firstar Bank, F.S.B., Dubuque, Iowa converted to a national banking association with the title "Firstar National Bank."

d. That Firstar First Interim Bank, National Association, Clinton, Iowa, Firstar Second Interim Bank, National Association, DeWitt, Iowa and Firstar National Bank, Dubuque, Iowa merged into the charter and the title of Firstar Bank Iowa, National Association, Des Moines, Iowa.

2. This affidavit is given for the purpose of evidencing the sale of assets of Firstar Bank, F.S.B. to Firstar First Interim Bank, National Association and Firstar Second Interim Bank, National Association, the conversion of Firstar Bank, F.S.B., Dubuque, Iowa to a national banking association with the title "Firstar National Bank" and the merger of the above with and into Firstar Bank Iowa, National Association, Des Moines, Iowa effective September 8, 1997.

Joyce M. Hosek
Joyce M. Hosek, Secretary

FIRSTAR CORPORATE SEAL - IOWA

Subscribed and sworn to before me this 7th day of November, 1997.

Dawn P. Barrett
Notary Public in and for the State of Iowa

DAWN P. BARRETT
MY COMMISSION EXPIRES
October 7, 1999

U:\misc\Affidavit.sam

DATE 11-10-97 BOOK 19 PAGE 139



Comptroller of the Currency
Administrator of National Banks

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

September 8, 1997

Ms. Joan M. Fagan
Assistant General Counsel
Firstar Corporation
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

Re: **Applications from Firstar Corporation, Milwaukee, Wisconsin and Firstar Corporation of Iowa, Des Moines, Iowa ("FCI") to convert Firstar Bank, F.S.B., Dubuque, Iowa to a national bank under the title "Firstar National Bank" ("Firstar NB") and to merge Firstar NB with and into Firstar Bank Iowa, National Association, Des Moines, Iowa.**
Application Control Nos. 97-CE-01-029 and 97-CE-02-056 through 97-CE-02-058

Dear Ms. Fagan:

The Office of the Comptroller of the Currency (OCC) has received, reviewed and found no exception to the documents submitted by your institution to complete the conversion process. Accordingly, the bank is authorized to commence business as national banking association effective September 8, 1997, with the title "Firstar National Bank." The charter certificate is enclosed.

This letter constitutes official authorization of the OCC for the converting bank to operate its present branches. The location and branch certificate numbers are detailed on the attached pages.

This is also the official certification of the OCC for the following transactions:

1. Firstar First Interim Bank, National Association, Clinton, Iowa's purchase and assumption of two Clinton, Iowa branch offices of Firstar Bank, F.S.B., Dubuque, Iowa.

2. Firstar Second Interim Bank, National Association, De Witt, Iowa's purchase and assumption of the De Witt, Iowa branch office of Firstar Bank, F.S.B., Dubuque, Iowa.

3. Merger of Firstar First Interim Bank, National Association, Clinton, Iowa, Firstar Second Interim Bank, National Association, De Witt, Iowa and Firstar National Bank, Dubuque, Iowa with and into Firstar Bank Iowa, National Association, Des Moines, Iowa, under the charter and title of the latter.

It is understood that the effective date of the purchase and assumptions and the merger is September 8, 1997.

Finally, this letter also constitutes the official authorization of the Comptroller of the Currency allowing the receiving institutions 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 following pages. Branches of a national bank target are not listed since they are automatically carried over to the resulting bank and retain their current OCC branch numbers.

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

Sincerely,

David J. Rogers
National Bank Examiner

Charter No. 16324

BRANCH CERTIFICATIONS

BRANCH NO. **108881A**
POPULAR NAME: Iowa at Eight Street Branch
LOCATION: Iowa at Eighth Street, Dubuque, Dubuque County Iowa 52001

BRANCH NO. **108882A**
POPULAR NAME: Kennedy at Congress Branch
LOCATION: Kennedy at Congress, Dubuque, Dubuque County Iowa 52002

BRANCH NO. **108883A**
POPULAR NAME: White at 22nd Street Branch
LOCATION: White at 22nd Street, Dubuque, Dubuque County Iowa 52001

BRANCH NO. **108884A**
POPULAR NAME: 3500 Dodge Street Branch
LOCATION: 3500 Dodge Street, Dubuque, Dubuque County Iowa 52003

BRANCH NO. **108871A**
POPULAR NAME: Fifth Avenue Branch
LOCATION: 340 Fifth Avenue South, Clinton, Clinton County Iowa 52732

BRANCH NO. **108872A**
POPULAR NAME: North Second Street Branch
LOCATION: 1427 North Second Street, Clinton, Clinton County Iowa 52732

BRANCH NO. **108880A**
POPULAR NAME: Eleventh Street Branch
LOCATION: 712 Eleventh Street, De Witt, Clinton County Iowa 57420

BRANCH NO. **108911A**
POPULAR NAME: 2560 Dodge Street Branch
LOCATION: 2560 Dodge Street, Dubuque, Dubuque County Iowa 52003

Comptroller of the Currency
Administrator of National Banks

Washington D.C. 20219

Comptroller of the Currency
Treasury Department of the United States
Washington, D.C.

Whereas satisfactory evidence has been presented to the Comptroller of the Currency that **Firstar First Interim Bank, National Association**, located in Clinton, State of Iowa, has complied with all provisions of the statutes of the United States required to be complied with before being authorized to commence the business of banking as a National Banking Association;

Now, therefore, I hereby certify that the above-named association is authorized to commence the business of banking as a National Banking Association.

In testimony whereof, witness my signature and seal of office this 8th day of September, 1997.

David J. Rogers
National Bank Examiner

Charter No. 23493

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Comptroller of the Currency
Administrator of National Banks

Washington D.C. 20219

Comptroller of the Currency
Treasury Department of the United States
Washington, D.C.

Whereas satisfactory evidence has been presented to the Comptroller of the Currency that **Firstar Second Interim Bank, National Association**, located in De Witt, State of Iowa, has complied with all provisions of the statutes of the United States required to be complied with before being authorized to commence the business of banking as a National Banking Association;

Now, therefore, I hereby certify that the above-named association is authorized to commence the business of banking as a National Banking Association.

In testimony whereof, witness my signature and seal of office this 8th day of September, 1997.

David J. Rogers
National Bank Examiner

Charter No. 23494

Comptroller of the Currency

TREASURY DEPARTMENT



OF THE UNITED STATES

Washington, D. C.

Whereas, satisfactory evidence has been presented to the Comptroller of the Currency that FIRSTAR BANK, F.S.B.

located in DUBUQUE State of IOWA has complied with all provisions of the statutes of the United States required to be complied with before being authorized to commence the business of banking as a National Banking Association;

Now, therefore, I hereby certify that the above-named association is authorized to commence the business of banking as a National Banking Association under the title FIRSTAR NATIONAL BANK

effective SEPTEMBER 8, 1997.

In testimony whereof, witness my signature and seal of office this 8th day of September 1997

Bert A. Otto

Charter No. 23495

Bert A. Otto

Deputy Comptroller of the Currency

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Comptroller of the Currency
Administrator of National Banks

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

August 28, 1997

Ms. Joan M. Fagan
Assistant General Counsel
Firstar Corporation
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

Re: **Applications from Firstar Corporation, Milwaukee, Wisconsin, and Firstar Corporation of Iowa, Des Moines, Iowa ("FCI") to convert Firstar Bank, F.S.B., Dubuque, Iowa to a national bank under the title "Firstar National Bank" ("Firstar NB") and to merge Firstar NB with and into Firstar Bank Iowa, National Association, Des Moines, Iowa**
Application Control Nos. 97-CE-01-029 and 97-CE-02-056 through 97-CE-02-058

Dear Ms. Fagan:

This is to inform you that the Office of the Comptroller of the Currency ("OCC") has approved the application of Firstar Bank, F.S.B., Dubuque, Iowa, to convert to a national bank with the title of "Firstar National Bank". In addition, the OCC has approved the following applications:

1. Firstar First Interim Bank, National Association, Clinton, Iowa's proposed purchase and assumption of two Clinton branch offices of Firstar Bank, F.S.B., Dubuque, Iowa.

2. Firstar Second Interim Bank, National Association, Dewitt, Iowa's proposed purchase and assumption of the Dewitt branch office of Firstar Bank, F.S.B., Dubuque, Iowa.

3. Proposal to merge Firstar First Interim Bank, National Association, Clinton, Iowa, Firstar Second Interim Bank, National Association, Dewitt, Iowa, and Firstar National Bank, Dubuque, Iowa with and into Firstar Bank Iowa, National Association, Des Moines, Iowa under the charter and title of the latter.

These approvals are based on a thorough review of all information available, including representations made by you and your representatives in the applications, subsequent correspondence and telephone conversations.

Please be advised that the OCC also authorizes the resulting bank, should the merger occur between Call Report dates, to recalculate its legal lending limit. The new lending limit should be calculated by using data from the last Call Report of the individual banks filed prior to consummating the merger, as adjusted for the merger. The resulting bank will then file a new Call Report and begin calculating its legal lending limit according to 12 CFR 32.4(a) at the end of the quarter following consummation of the merger.

Based on representations made by the applicants, it is understood that the proposed transactions will be effected contemporaneously with the purchase and assumptions occurring first, followed by the conversion, and the merger occurring last.

Prior to or as of the date of the conversion:

1. Firstar Bank, F.S.B. must obtain any other required regulatory approvals.

2. Directors must own qualifying shares in conformance with 12 USC 72 and 12 CFR 7.2005.

3. The institution must apply for membership in the Federal Reserve Bank in accordance with 12 CFR 209, if applicable.

Upon completion of the transactions, Firstar Bank Iowa, National Association must comply with the following requirements:

1. First Bank Iowa, National Association must maintain the liquidation account that was established as a result of Firstar Bank, F.S.B.'s conversion from a mutual to a stock form of ownership.

2. If a director, officer, employee or principal shareholder of the bank (including an entity in which such person owns an interest of 10% or more) is involved in the sale of credit life insurance to loan customers, the bank should ensure compliance with 12 CFR 2, which among other things, prohibits a covered person from retaining commissions or other income from the sale of credit life insurance connected with any loan made by the bank.

3. Firstar Bank Iowa, National Association has represented that it intends to maintain its membership in the Federal Home Loan Bank (FHLB) System. If, at any time, Firstar Bank Iowa, National Association ceases to be a member of FHLB System, it must use its best efforts, including contacting the appropriate Federal Home Loan Bank and/or the Federal Housing Finance Board, to dispose of any stock in the FHLB. The OCC will consider this stock a nonconforming asset for any period that Firstar Bank Iowa, National Association is not a member of the FHLB System.

Upon completion of the above procedures, please submit to the Central District Office a letter certifying that you have completed all steps required to convert the thrift and complete the purchase and assumptions and merger transactions. Your notification should include the following documents as attachments if they have not already been submitted: A Secretary's Certificate certifying shareholder approval of the proposed conversion and merger; A Secretary's Certificate for each applicant institution certifying that a majority of the board of directors has agreed to the proposed purchase and assumptions and merger; executed purchase and assumption agreements and an executed merger agreement; Articles of Association for the resulting bank; Organization Certificate properly signed and executed; Oath(s) of directors; List of directors; and Certification that you have applied for membership in the Federal Reserve System in accordance with 12 CFR 209.

When the institution has satisfactorily completed all of the above steps, the OCC will issue a letter officially authorizing the institution to commence business as a national banking association. At that time, you will receive the charter certificate. The Central District Office must be advised in advance of the desired effective date for the purchase and assumptions, conversion and merger so that the OCC may issue the necessary certification letter. The effective date of the purchase and assumptions and merger must be on or after the approval date. If the conversion, purchase and assumptions and merger are not consummated within six months from the approval date, the approval shall automatically terminate unless the OCC grants an extension of the time period.

If you have any questions concerning this letter, please contact me or Licensing Manager David J. Rogers at (312) 360-8867.

Sincerely,

Carolina M. Ledesma

Carolina M. Ledesma
Acting Licensing Manager