DELAWARE COUNTY IOWA
FILED
2001 JA 16 AM 11: 04
BOOK 2001 PAGE 179
DEBORAH L. PEYTON
DELAWARE CO. RECORDER
$5.00

PREPARER: ENV. JANETTE S. VOSS, 209 EAST MAIN, P.O. 228, ANAMOSA, IA 52205, (319) 462-3577

AFFIDAVIT

STATE OF IOWA; COUNTY OF JONES; SS.

I, Janette S. Voss, being first duly sworn upon oath, state as follows:

Attached to this Affidavit are certified copies of the following documents:

1. Application for Appointment of a Receiver and Order of Court filed in Warren County, Iowa, District Court Case No. EQCV025600;
2. Order filed in Warren County, Iowa, District Court Case No. EQCV025600; and
3. Limited Power of Attorney executed by Federal Deposit Insurance Corporation on October 28, 1998, appointing Cynthia J. Wilkens as its attorney-in-fact.

Each of these certified copies relate to the Delaware County, Iowa, real estate legally described as:

Lot Six (6) of Meadow Park, a Subdivision of part of the NW¼ - NE¼, SW¼ - NE¼, NE¼ - NW¼ and the SE¼ - NW¼, all of Section 28, T89N, R5W of the Fifth P.M., City of Manchester, Delaware County, Iowa, according to plat recorded in Book 7 Plats, Page 188.

Further this affiant sayeth not.

Janette S. Voss
JANETTE S. VOSS

On this 15th day of January, 2001, before me, the undersigned, a Notary Public in and for said State, personally appeared Janette S. Voss to me known to be the person named in and who executed the foregoing instrument, and acknowledged that she executed the same as her voluntary act and deed.

Jennifer Fickler
Notary Public in and for said State

02-27-04

IN THE IOWA DISTRICT COURT FOR WARREN COUNTY

RECEIVED
SHERRY SHARP

2000 JAN 14 P 3:56

CLERK OF DISTRICT COURT
WARREN COUNTY, IOWA

IN THE MATTER OF THE RECEIVERSHIP OF HARTFORD-CARLISLE SAVINGS BANK, CARLISLE, IOWA, an Iowa Banking Corporation,	No. EQ CV025600
HOLMES FOSTER, as State Superintendent of Banking, State of Iowa Applicant.	APPLICATION FOR APPOINTMENT OF A RECEIVER AND ORDER OF COURT

COMES NOW Holmes Foster, Superintendent of Banking for the State of Iowa, by and through his counsel, and states:

1. Applicant is the Superintendent of Banking for the State of Iowa and is filing this verified application pursuant to Iowa Code § 524.1310 (1999).

2. Hartford-Carlisle Savings Bank, Carlisle, Iowa, is a banking corporation organized and chartered under the laws of the State of Iowa.

3. A recent examination of the Hartford-Carlisle Savings Bank conducted by the Federal Deposit Insurance Corporation and reviewed by examiners from the Iowa Division of Banking reflected extreme deterioration in the loan portfolio, which has resulted in a serious depletion of the bank's capital.

4. As a result of the recent examination, Applicant on January 6, 2000, made a demand on the directors of Hartford-Carlisle Savings Bank to provide a written plan for sale, merger, or recapitalization of the bank by 2 p.m. on Friday, January 14, 2000. Such recapitalization required an additional capital infusion of a minimum of thirteen million dollars ($13,000,000). No such recapitalization of the bank took place.

5. By and through the Banking Division of the Department of Commerce and its various examination processes set out in Iowa Code Chapter 524 (1999), Applicant has reviewed the books and records of Hartford-Carlisle Savings Bank and the examination reports of the Federal Deposit Insurance Corporation. Due to the lack of recapitalization, Applicant has found that: (a) the capital of the state bank is impaired; (b) the state bank is conducting its business in an unsafe or unsound manner; (c) the state bank is in such a condition that it is unsound, unsafe, or inexpedient for it to transact business; (d) the state bank has violated Iowa Code Sections 706.1(a)(3) and 524.904(2); and/or (e) the state bank is insolvent.

6. Applicant has notified the directors of Hartford-Carlisle Savings Bank of his findings in a meeting on January 14, 2000.

7. Based upon the conclusions set out in paragraph 5 above, Applicant has taken over the management and the property of Hartford-Carlisle Savings Bank on the 14th day of January, 2000, pursuant to Iowa Code § 524.224 (1999).

8. Immediately thereafter, Applicant has ordered that Hartford-Carlisle Savings Bank cease to carry on its business pursuant to Iowa Code § 524.226 (1999).

9. Applicant has concluded that Hartford-Carlisle Savings Bank should be dissolved for reasons set forth in Iowa Code § 524.224 and .226 (1999) and that a Receiver should be appointed to conclude the affairs of Hartford-Carlisle Savings Bank.

10. Iowa Code § 524.1310 (1999) provides that, upon application of the Superintendent, the district court shall appoint the Superintendent as Receiver unless the Superintendent has tendered such appointment to the Federal Deposit Insurance Corporation. The Federal Deposit Insurance Corporation has agreed to accept the receivership pursuant to Iowa

Code § 524.1311 (1999). Iowa Code § 524.1310 (1999) further provides that the district court shall appoint said Federal Deposit Insurance Corporation as Receiver.

11. Upon appointment of a Receiver, Hartford-Carlisle Savings Bank should be required to immediately turn over all books and records, together with all assets of every kind in actual or constructive possession on Hartford-Carlisle Savings Bank to the Receiver.

WHEREFORE, Applicant prays that the Court appoint the Federal Deposit Insurance Corporation as Receiver pursuant to Iowa Code §§ 524.1310 and 524.1313 for Hartford-Carlisle Savings Bank, Carlisle, Iowa, that the affairs of Hartford-Carlisle Savings Bank be under direction of the Court pursuant to Iowa Code §§ 524.1310-1314, and that the Receiver take charge and control of the assets of Hartford-Carlisle Savings Bank and distribute the same in accordance with the law.

HOLMES FOSTER
Superintendent of Banking for the State of Iowa

DONALD G. SENNEFF PK0004977
Assistant Attorney General
200 East Grand Avenue, Suite 300
Des Moines, Iowa 50309-1827
(515) 281-4014

ANDREW ANDERSON PK484640799
Assistant Attorney General
2015 Grand Avenue
Des Moines, Iowa 50309
(515) 281-7851

CERTIFICATE
I, Sherry Sharp, Clerk of the District Court of the State of Iowa, in and for Warren County, do hereby certify that this is a true and complete copy of the Original Instrument filed in this office.
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Seal of said Court at my office in Indianola, Iowa this 24 day of January 2001
Sherry Sharp
Clerk of the District Court
by _____ Designee

STATE OF IOWA)
)
COUNTY OF POLK)

I, Holmes Foster, being first duly sworn, depose and state that I am the Superintendent of Banking of the State of Iowa; that I have read the above and foregoing Application, am familiar with the facts therein set out and that the same are true as I verily believe.

HOLMES FOSTER

Subscribed and sworn to before me by Holmes Foster on this 14th day of January, 2000.

KATHLEEN R. JOHNSON
MY COMMISSION EXPIRES
12.7.2001

NOTARY PUBLIC

IN THE IOWA DISTRICT COURT FOR WARREN COUNTY

RECEIVED
SHERRY SHARP
2000 JAN 14 P 3:56
CLERK DISTRICT COURT
WARREN COUNTY, IOWA

IN THE MATTER OF THE RECEIVERSHIP OF HARTFORD-CARLISLE SAVINGS BANK, CARLISLE, IOWA, an Iowa Banking Corporation,	NO. EQ CV 25600
HOLMES FOSTER, as State Superintendent of Banking, State of Iowa, Applicant.	ORDER

NOW on this 14th day of January, 2000, on presentation of the foregoing Application, filed pursuant to Iowa Code §§ 524.226, 524.1310, and 524.1313 (1999), the Court being fully advsied in the premises finds said Application and tender of receivership to be in order.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that the Federal Deposit Insurance Corporation is appointed Receiver of Hartford-Carlisle Savings Bank, Carlisle, Iowa, with all the rights, powers, and privileges given the Superintendent of Banking and the Federal Deposit Insurance Corporation by law.

JUDGE, Fifth Judicial District of Iowa

CERTIFICATE
I, Sherry Sharp, Clerk of the District Court of the State of Iowa, in and for Warren County, do hereby certify that this is a true and complete copy of the Original Instrument filed in this office.
IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Seal of said Court at my office in Indianola, Iowa this 14 day of January 2000

Sherry Sharp
Clerk of the District Court
by Jana Olsen Deputy

AFTER RECORDING RETURN TO:
Federal Deposit Insurance Corporation
ATTN: Carol England/Carol Nugin
Customer Service/Inwood Warehouse
1910 Pacific Avenue
Dallas, TX 75201

WARREN COUNTY, IOWA
FILED FOR RECORD
00 JAN 26 PM 12: 46
BOOK 2000 PAGE 618
JUDITH K. LATHROP, RECORDER
DEPUTY

LIMITED POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the FEDERAL DEPOSIT INSURANCE CORPORATION, a Corporation organized and existing under an Act of Congress, hereinafter called the "FDIC", acting in its Receivership capacity or separate Corporate capacity or as Manager of the FSLIC Resolution Fund has acquired and will acquire certain assets for liquidation and determined that it is necessary to appoint a representative to act on its behalf in connection with the maintenance and liquidation of said assets, hereinafter called the "Acquired Assets."

That Cynthia J. Wilkins has been duly appointed to execute and deliver documents of depository institutions as the representative of the FDIC; and that the undersigned has full authority to execute this instrument on behalf of the FDIC under Section C-1 of the Resolution of the FDIC's Board of Directors dated May 20, 1992, Seal No. 052894.

THEREFORE, said FEDERAL DEPOSIT INSURANCE CORPORATION, for the purpose of facilitating the maintenance and liquidation of the foregoing Acquired Assets in accordance with its rights and privileges, does hereby authorize and empower Cynthia J. Wilkins, its attorney-in-fact to:

(1) Sign, seal and deliver as the act and deed of the FDIC any instrument in writing, and to do every other thing necessary and proper for the collection and recovery of any and all monies and properties of every kind and nature whatsoever for and on behalf of the FDIC and to give proper receipts and acquittance therefor in the name and on behalf of the FDIC;

(2) Release, discharge or assign any and all judgments, mortgages on real estate or personal property [including the release and discharge of the same of record in the office of any Prothonotary or Register of Deeds wherever located where payments on account of the same in redemption or otherwise may have been made by the debtor (s)], and to endorse receipt of such payment upon the records in any appropriate public office;

(3) Receive, collect and give all proper acquittance for any other sums of money owing to the FDIC for any Acquired Asset which the attorney-in-fact may sell or dispose of;

STATE OF IOWA, WARREN COUNTY, SS
I, Judith K. Lathrop, Recorder in and for said County do hereby certify that this is a true copy of the instrument as the same appears of record in my office in Book 2000 on Page 618
Witness my hand this 5th day of Jan A.D. 2001
Roberta Dean, Deputy
Warren County Recorder

(4) Execute any and all transfers and assignments as may be necessary to assign any securities or other choses in action;

(5) Sign, seal, acknowledge and deliver any and all agreements, easements, or conveyances as shall be deemed necessary or proper by the FDIC Attorney-in-Fact in the care and management of the Acquired Assets;

(6) Sign, seal, acknowledge and deliver indemnity agreements and surety bonds in the name of and on behalf of the FDIC;

(7) Sign receipts for the payment of all rents and profits due or to become due on the Acquired Assets;

(8) Execute, acknowledge and deliver deeds of real property in the name of the FDIC;

(9) Extend, postpone, release and satisfy or take such other action regarding any mortgage lien held in the name of the FDIC;

(10) Execute, acknowledge and deliver in the name of the FDIC a power of attorney wherever necessary or required by law to any attorney employed by the FDIC;

(11) Foreclose any mortgage or other lien on either real or personal property, wherever located;

(12) Do and perform every act necessary for the use, liquidation or collection of the Acquired Assets held in the name of the FDIC;

(13) Sign, seal, acknowledge and deliver any and all documents as may be necessary to settle any action(s) or claim(s) asserted against the FDIC, either in its Receivership or Corporate capacity, or as Manager of the FSLIC Resolution Fund.

This Power of Attorney shall be effective October 14, 1998, and shall continue in full force and effect through October 14, 2000, unless otherwise terminated by any official of the FDIC authorized to do so by the Board of Directors.

IN WITNESS WHEREOF, the FDIC, by its duly authorized officer empowered by appropriate resolution of its Board of Directors, has caused these presents to be subscribed in its name this 20 day of October, 1998.

FEDERAL DEPOSIT INSURANCE CORPORATION

By: _____
Name: Thomas J. O'Keefe
Title: Assistant Director/Dallas Field Operations

(CORPORATE SEAL)

ATTEST: _____
Name: VALERIE J. BEST
Title: ASSISTANT EXECUTIVE SECRETARY

Signed, sealed and delivered in the presence of:

_____
Witness

_____
Witness

STATE OF TEXAS

COUNTY OF DALLAS

On this 20th day of October, 1998, before me, a Notary Public in and for the State of Texas appeared Thomas J. O'Keefe, to me personally known, who, being by me first duly sworn did depose that he is the Assistant Director of Dallas Field Operations of the Federal Deposit Insurance Corporation (the "Corporation"), in whose name the foregoing Limited Power of Attorney was executed and subscribed, and the said Limited Power of Attorney was executed and subscribed on behalf of the said Corporation by due authority of the Corporation's Board of Directors, and the said Thomas J. O'Keefe acknowledged the said Limited Power of Attorney to be the free act and deed of said Corporation.

DARLENE WALLER NICHOLSON
NOTARY PUBLIC
State of Texas
Comm. Exp. 03-21-99

Darlene Waller Nicholson
Notary Public
State of Texas
My Commission expires: 3/21/99

UNITED STATES OF AMERICA §
§
DISTRICT OF COLUMBIA §

On this 27th day of October, 1998, before me, Notary Public in and for the District of Columbia, personally appeared Valerie J. Best, to me known personally, who being by me first duly sworn did depose that he/she is Assistant Executive Secretary, of the Federal Deposit Insurance Corporation, the Corporation in whose name the foregoing Power of Attorney has been subscribed, who further said that the seal affixed to the said Power of Attorney is the corporate seal of the said Federal Deposit Insurance Corporation, and that the said Power of Attorney was subscribed on behalf of the said Corporation and its seal thereto affixed by due authority of the Corporation's Board of Directors, and the said Valerie J. Best, acknowledge the said Power of Attorney to be the free act and deed of the said Corporation.

Bonnie Sue O'Neill
Notary Public, District of Columbia
United States of America
My commission expires: February 28, 2002

BONNIE SUE O'NEILL NOTARY PUBLIC DISTRICT OF COLUMBIA

AFTER RECORDING RETURN TO:
Federal Deposit Insurance Corporation
ATTN: Carol England/Carol Nugin
Customer Service/Inwood Warehouse
1910 Pacific Avenue
Dallas, TX 75201