Book 2005 Page 953
Document 2005 953 Type 06 10 Pages 3
Date 3/21/2005 Time 9:54 AM
Rec Amt $17.00

DEBORAH L. PEYTON, RECORDER/REGISTRAR
DELAWARE COUNTY IOWA

AFFIDAVIT OF ASSOCIATED BANK-CORP

This document was drafted by Lori A. Flanagan, Associated Bank-Corp,
1200 Hansen Rd, Green Bay, WI 54304, 920-491 7015

Return to:
Associated Loan Services
Attn: Pam Przybelski
1305 Main St
Stevens Point WI 54481

Return To:

Associated Banc-Corp

ASSOCIATED LOAN SERVICES DEPT.
1305 MAIN STREET
STEVENS POINT WI 54481

AFFIDAVIT OF ASSOCIATED BANC-CORP

STATE OF WISCONSIN)
ss.
COUNTY OF BROWN)

I, Lori A. Flanagan, being duly sworn on oath, depose and state as follows:

1. That I am the Assistant Corporate Secretary of Associated Banc-Corp, a Wisconsin corporation and a federally regulated bank holding company.

2. That I have the power and authority under applicable law, and the Bylaws of Associated, to execute this Affidavit on behalf of Associated Banc-Corp.

3. That on October 29, 2004, First Federal Capital Corp merged with and into Associated Banc-Corp, as approved by the Federal Reserve Bank of Chicago.

4. That as of the close of business on February 18, 2005, Associated Banc-Corp effected a corporate reorganization wherein its wholly owned subsidiary, First Federal Capital Bank, was merged with and into Associated Bank, National Association, as evidenced by the approval letter of the OCC dated February 17, 2005, a copy of which is attached hereto.

5. That pursuant to certain transactions set forth above, Associated Bank, National Association, as of this date, is a national banking association which assumes all obligations of, and holds and has full authority to exercise all powers, rights, duties, and privileges previously held by, First Federal Capital Bank, its predecessors and/or successors.

ASSOCIATED BANC-CORP

By: Lori A. Flanagan
Lori A. Flanagan
Assistant Corporate Secretary

(SEAL)

Subscribed and sworn to before me
this 25th day of February, 2005.

Donna L. Haugen
Notary Public, State of Wisconsin
My commission: expires 7-17-05

This document was drafted by Lori A. Flanagan, Associated Bank-Corp
1200 Hansen Rd, Green Bay, WI 54304, 920-491-7015

Comptroller of the Currency
Administrator of National Banks

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

February 17, 2005

Mr. Brian R. Bodager
Chief Administrative Officer, General Counsel & Corporate Secretary
Associated Banc-Corp
1200 Hansen Road
Green Bay, Wisconsin 54304

Re: Application for the proposed merger of First Federal Capital Bank, La Crosse, Wisconsin with and into Associated Bank, National Association, Green Bay, Wisconsin, CAIS control # 04-CE-02-030.

Dear Mr. Bodager:

This letter is the official certification of the Comptroller of the Currency (OCC) for First Federal Capital Bank, La Crosse, Wisconsin to merge into Associated Bank, National Association, Green Bay, Wisconsin under the charter and title of the latter. It is understood that the effective date of the merger is February 18, 2005.

This letter is also the official authorization of the Comptroller of the Currency allowing the applicant bank to operate the main office and branches of the target bank as branches of the resulting bank following the merger. The location and branch certificate number of the newly authorized branches are listed on the attached pages.

Sincerely,

Jennifer O. Morgan

Jennifer O. Morgan
Licensing Analyst