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DEBORAH L PEYTON, RECORDER/REGISTRAR
DELAWARE COUNTY IOWA

Title of Document: **AFFIDAVIT OF ASSOCIATED BANC-CORP**

Prepared by: Lori A. Flanagan, Associated Banc-Corp, 200 N. Adams St., Green Bay WI 54301, 1-920-431-8865

After Recording Return to: ASSOCIATED LOAN SERVICES
ATTN: PAYOFF DEPARTMENT
1305 MAIN STREET
STEVENS POINT WI 54481

Grantor: Associated Mortgage Inc.

Grantee: Associated Bank, National Association

Associated Banc-Corp

AFFIDAVIT OF ASSOCIATED BANC-CORP

STATE OF WISCONSIN)
ss.
COUNTY OF BROWN)

I, Lori A. Flanagan, being first 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 21, 2005, Associated Mortgage, Inc. merged under the charter of Associated Bank, National Association, and with the name of Associated Bank, National Association, as evidenced by the official certification of the Comptroller of the Currency, a copy of which is attached hereto.

4. That pursuant to certain transactions set forth above, Associated Bank, National Association, as of this date, holds and has full authority to exercise all powers, rights, duties, and privileges previously held by Associated Mortgage, Inc., its predecessors and/or assigns.

ASSOCIATED BANC-CORP

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

Subscribed and sworn to before me
this 14th day of November, 2005.

Constance J. Lorig
Notary Public, State of Wisconsin
My commission expires 4-15-07

This document was drafted by Lori A. Flanagan.

Comptroller of the Currency
Administrator of National Banks

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

October 31, 2005

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

Re: Application for the Merger of Associated Mortgage, Inc., Green Bay, Wisconsin into Associated Bank, National Association, Green Bay, Wisconsin -- OCC Application Number: 05-CE-12-224

Dear Mr.Bodager:

This letter is the official certification of the Comptroller of the Currency (OCC) to merge Associated Mortgage, Inc., Green Bay, Wisconsin into Associated Bank, National Association, Green Bay, Wisconsin, OCC Charter Number 23695. It is understood that the merger was effective on October 21, 2005. The resulting bank's title is Associated Bank, National Association, OCC Charter Number 23695.

If you have questions, please contact the undersigned or Senior Licensing Analyst Carolina M. Ledesma at (312) 360-8867.

Sincerely,

David J. Rogers
Director for District Licensing
National Bank Examiner