

COMPUTER
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FILED NO. **2160**
BOOK 43 PAGE 362
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MICHELLE UTSELL
RECORDER
MADISON COUNTY, IOWA

REC \$ 15 ⁰²
AUD \$ _____
R.M.F. \$ 7 ⁰²

This affidavit was drafted by Jan Olson on behalf of Firststar Bank Iowa, National Association, and should be returned to:
Firststar Banks
Benita Gearhart - Consumer Loan Services
PO Box 836
Des Moines, IA 50306-9686

AFFIDAVIT OF MERGER

STATE OF IOWA
COUNTY OF MADISON

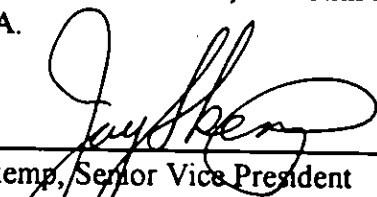
Jay W. Skemp, being first duly sworn upon oath, deposes and says:

1. That he is the Senior Vice President of **Firststar 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 **Firststar 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 **Firststar 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 **Firststar Bank Iowa, National Association**, effective as of the dates on the attached letter, Exhibit A.



Jay W. Skemp, Senior Vice President

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





Notary Public
Des Moines, Iowa
My Commission expires: 02.14.97



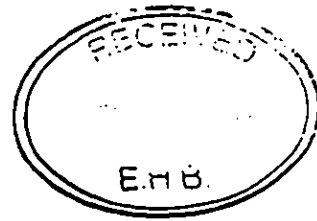
EXHIBIT A

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
Firststar 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 Firststar Bank Des Moines, National Association, Des Moines, Iowa (Charter No. 16324) under the charter of the Des Moines bank and with the title of "Firststar Bank Iowa, National Association." The effective date for each phase of the mergers and the corresponding changes in capital stock are as follows:

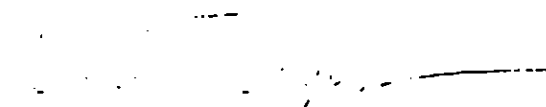
Phase	Bank Name	Effective Date of Merger	Certification of Capital	
			From	To
1	Firststar Bank Ottumwa	October 16, 1995	\$7,500,000	\$9,000,000
2	Firststar Bank Sioux City, National Association	October 23, 1995	9,000,000	11,500,000
3	Firststar Bank Council Bluffs	October 30, 1995	11,500,000	13,828,000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

Mr. Elliot H. Berman
November 13, 1995
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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