## **ASSIGNMENT**

WHEREAS, Heritage Federal Savings Bank, Omaha, Nebraska ("Association"), was a federally chartered savings association, the accounts of which were insured by the Federal Deposit Insurance Corporation ("FDIC"); and

WHEREAS, pursuant to Section 5(d)(2)(B)(i) of the Home Owners' Loan Act of 1933 ("HOLA") as amended by Section 301 of the Financial Institutions Reform, Recovery and Enforcement Act of 1989 ("FIRREA"), the Director of the Office of Thrift Supervision ("Director") may, without any requirement of notice, hearing or other action, appoint a conservator or receiver for a federal savings bank; and

WHEREAS, pursuant to Section 5(d)(2)(H)(ii) of HOLA, as amended by Section 301 of FIRREA, the Director shall appoint only the Federal Deposit Insurance Corporation ("FDIC") or the Resolution Trust Corporation ("RTC"), as appropriate, as receiver for a savings bank for the purpose of liquidation or winding up the affairs of such savings bank; and

WHEREAS, the Director, by Order No. 90-353, dated February 15, 1990, appointed the RTC as Receiver for the Association; and

WHEREAS, pursuant to Section 21A(b)(4) of the Federal Home Loan Bank Act, as amended by Section 501 of FIRREA, the RTC possesses the power provided the FDIC in Sections 11, 12 and 13 of the Federal Deposit Insurance Act, as amended by Sections 212, 213, 214, 216, and 217 of FIRREA; and

WHEREAS, pursuant to Section 11(d)(2)(F)(i) of the Federal Deposit Insurance Act, as amended, as incorporated by Section 21A(b)(4) of the Federal Home Loan Bank Act, as amended, the RTC, by application to the Director, may organize a new federal savings association to take over such assets or such liabilities as the RTC may determine to be appropriate; and

WHEREAS, the RTC submitted an application to the Director to organize Heritage Federal Savings Bank of Omaha, a new federal savings association ("New Federal") to take over such assets and liabilities of the Association as the RTC may determine to be appropriate; and

WHEREAS, the Director, by Order No. 90-354 dated February 15, 1990, authorized the incorporation of New Federal, and a federal charter therefor has been authorized and issued by the Office of Thrift Supervision; and

WHEREAS, pursuant to Section 5(d)(2)(H) of HOLA, as amended, the Director, at the Director's discretion, may appoint the FDIC or the RTC, as appropriate, as conservator for a federal savings bank; and

AND L

STATE OF IOWA, SS. MADISON COUNTY,	Inst. No. 156 Page 97 Recording Fee 10.00	April 19 90 at 4:00 PM  Mary E. Welty, Recorder, By  M. Willy  Deputy
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WHEREAS, by Order No. 90-355, dated February 15, 1990, the Director appointed the RTC as conservator of New Federal; and

WHEREAS, New Federal, on February 16, 1990, executed a Purchase and Assumption Agreement pursuant to which certain assets of the Association were transferred to New Federal.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Resolution Trust Corporation, as Receiver for Association, does hereby sell, assign, transfer and convey to New Federal all mortgages, beneficial interests in deeds of trust and other instruments heretofore held by Association and not released, satisfied or reconveyed of record as of the date hereof, toother with all promissory notes obligations or evidences of toether with all promissory notes, obligations or evidences of indebtedness secured thereby.

> RESOLUTION TRUST CORPORATION, as Receiver of Heritage Federal Savings Bank, Omaha, Nebraska

James Tansey

Managing Agent

## ACKNOWLEDGMENT

STATE	OF	NEBRASKA	)	
	_		)	SS
COUNTY	OF	DOUGLAS	)	

On this 28th day of March, 19 qn, before me, the undersigned, a Notary Public in and for the State of Nebraska, personally appeared V. James Tansey, to me personally known, who being by me duly sworn, did say that he is the Managing Agent of Resolution Trust Corp. executing the within and foregoing instrument, to which this is attached, that no seal has been procured by the said corporation by authority of its Board of Directors; and that the said V. James Tansey , as such Managing Agent authority of its Board of Directors; and that the said V. James Tansey as such Managing Agent acknowledged the execution of said instrument to be the voluntary act and deed of said corporation, by it and by him voluntarily executed.

GENERAL MOTARY-State of Nebraska ANDREW J. HILGER My Comm. Exp. May 22, 1993

Public Public Notary the for

State of Nebraska