On June 14, 1991, First Commerce Bank, formerly known as Mutual Savings and Loan Association and Mutual Federal Savings Bank, a Federal Savings Bank, was closed by the Office of Thrift Supervision ("OTS") pursuant to Section 5 (d) (2) (A) 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"), OTS pursuant to order number 91-356, appointed the Resolution Trust Corporation ("RTC") as Receiver of First Commerce Bank, a Federal Savings Bank.

On June 14, 1991, the OTC by order number 91-356, chartered First Commerce Savings Bank, FSB, as a federal mutual savings bank, and pursuant to Section 3 (d) (2) (B) (i) of HOLA, appointed the RTC as Conservator for First Commerce Savings Bank, FSB.

On February 7, 1992, the OTS by order number CHI-92-06, appointed the RTC as the Receiver for First Commerce Savings Bank, FSB.

This Assignment made this 7th day of February, 1992, by and between THE RESOLUTION TRUST CORPORATION, as Receiver for First Commerce Savings Bank, FSB, ("Assignor"), and CENTIER BANK, ("Assignee").

This Assignment shall be binding upon, and inure to the benefit of Assignor, Assignee and their respective legal representative, heirs, successors and assigns.

IN WITNESS WHEREOF, the parties hereto have executed this Assignment on the date above written.

THIS ASSIGNMENT IS MADE WITHOUT RECOURSE REPRESENTATION OR WARRANTY.

ASSIGNOR:
RESOLUTION TRUST CORPORATION
as Receiver of First Commerce
Savings Bank, FSB, formerly known
as Mutual Savings and Loan
Association and Mutual Federal
Savings Bank, FSB

arising after the date hereof.

Name: Charles T. Cox

Title: SPECIALIST IN CHARGE

ASSIGNEE!// CENTIER/MANK

By: /// By: // TAMES R. ELLSWO

Title: EXECUTIVE VICE PRESIDENT

Arrey J. Och

NANC NOTAR (NOTAR) Indiana
My Commission Expires January 27, 1995
Resident Of Lake County, Indiana

Document prepared by:

Sharon Weathers, Staff Attorney, Resolution Trust Corporation, 25 Northwest Point Blvd., Elk Grove Village, IL 60007