

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **1995-05-10**  
SEC Accession No. **0000950124-95-001407**

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### **FIRSTAR CORP /WI/**

CIK: **37076** | IRS No.: **390711710** | State of Incorporation: **WI** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: **033-59207** | Film No.: **95536080**  
SIC: **6022** State commercial banks

Mailing Address  
777 EAST WISCONSIN  
AVENUE  
MILWAUKEE WI 53202

Business Address  
777 E WISCONSIN AVE  
MILWAUKEE WI 53202  
4147654321

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
Under the Securities Act of 1933

FIRSTAR CORPORATION  
(Exact name of Registrant as specified in its charter)

<p>&lt;TABLE&gt; &lt;S&gt;</p> <p>Wisconsin (State or other jurisdiction of incorporation or organization)</p>	<p>&lt;C&gt;</p> <p>777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202 (414) 765-4321 (Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)</p>	<p>&lt;C&gt;</p> <p>39-0711710 (I.R.S. Employer Identification No.)</p>
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</TABLE>

FIRSTAR CORPORATION THRIFT AND SHARING PLAN  
(Full title of the plan)

Howard H. Hopwood III, Senior Vice President & General Counsel  
Firstar Corporation  
777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202  
(414) 765-5977  
(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered (1) <S>	Amount to be registered <C>	Proposed maximum offering price per share (2) <C>	Proposed maximum aggregate offering price <C>	Amount of registration fee (3) <C>
Common Stock (\$1.25 par value) . . . .	2,000,000 Shares	\$29.1875	\$58,375,000	\$20,129.00
Preferred Share Purchase Rights . . . .	1,000,000 Rights	(4)	(4)	(4)

</TABLE>

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) Estimated pursuant to Rule 457(c) solely for the purpose of calculating the registration fee based upon the average of the high and the low prices for Firstar Corporation Common Stock in the consolidated reporting system on May 3, 1995.
- (3) This Registration Statement covers the registration of 2,000,000 shares of Common Stock of Firstar Corporation in addition to shares previously registered under Registration No. 33-41030. Pursuant to General Instruction E of Form S-8, the registration fee is calculated and payable with respect to the 2,000,000 additional shares only.
- (4) The value attributable to the Preferred Share Purchase Rights is

reflected in the market price of the Common Stock to which the Rights are attached.

Part II

Information Required In The Registration Statement

This registration statement is being filed for the purpose of registering additional securities for which a registration statement filed on this form relating to the Firststar Corporation Thrift and Sharing Plan is effective. Pursuant to General Instruction E, the contents of registration statement no. 33-41030 are incorporated herein by reference.

Item 8. Exhibits.

- (5.1) Opinion of Howard H. Hopwood III, Esq., as to the legality of the securities being registered.
- (5.2) In lieu of filing an opinion of counsel or an Internal Revenue Service ("IRS") determination letter pursuant to Item 601(b)(5) of Regulation S-K, the Registrant hereby undertakes to submit or it has submitted the Firststar Corporation Thrift and Sharing Plan and any amendments thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.
- (23.1) Consent of KPMG Peat Marwick LLP.
- (23.2) Consent of Howard H. Hopwood III, Esq. (contained in Exhibit 5.1).
- (24.1) Certified copy of resolutions of the Board of Directors of Firststar Corporation.
- (24.2) Powers of Attorney.

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SIGNATURES

The Registrant

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee and State of Wisconsin on this 2nd day of May, 1995.

FIRSTAR CORPORATION

By: /s/ ROGER L. FITZSIMONDS\*  
-----  
Roger L. Fitzsimonds,  
Chairman of the Board and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<TABLE> <CAPTION>	Signature -----	Title -----	Date ----
	<S> /s/ ROGER L. FITZSIMONDS* -----	<C> Chairman of the Board, Chief Executive Officer and	<C> May 2, 1995

/s/	JOHN A. BECKER*	President and Director	May 2, 1995
-----	John A. Becker		
/s/	WILLIAM H. RISCH*	Senior Vice President-Finance and Treasurer (principal accounting and financial officer)	May 2, 1995
-----	William H. Risch		
/s/	MICHAEL E. BATTEN*	Director	May 2, 1995
-----	Michael E. Batten		
/s/	ROBERT C. BUCHANAN*	Director	May 2, 1995
-----	Robert C. Buchanan		
/s/	GEORGE M. CHESTER, JR.*	Director	May 2, 1995
-----	George M. Chester, Jr.		
/s/	ROGER H. DERUSHA*	Director	May 2, 1995
-----	Roger H. Derusha		
/s/		Director	
-----	James L. Forbes		

&lt;/TABLE&gt;

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<TABLE>  
<CAPTION>

	Signature	Title	Date
<S>	-----	-----	----
<C>		<C>	<C>
/s/	HOLMES FOSTER*	Director	May 2, 1995
-----	Holmes Foster		
/s/	JOSEPH F. HEIL, JR.*	Director	May 2, 1995
-----	Joseph F. Heil, Jr.		
/s/		Director	
-----	John H. Hendee, Jr.		
/s/		Director	
-----	Jerry M. Hiegel		
/s/	JOE HLADKY*	Director	May 2, 1995
-----	Joe Hladky		
/s/		Director	
-----	C. Paul Johnson		
/s/	JAMES H. KEYES*	Director	May 2, 1995
-----	James H. Keyes		
/s/	SHELDON B. LUBAR*	Director	May 2, 1995
-----	Sheldon B. Lubar		
/s/	DANIEL F. McKEITHAN, JR.*	Director	May 2, 1995

-----  
Daniel F. McKeithan, Jr.

/s/ GEORGE W. MEAD, II\* Director May 2, 1995  
-----

George W. Mead, II

/s/ GUY A. OSBORN\* Director May 2, 1995  
-----

Guy A. Osborn

/s/ JUDITH D. PYLE\* Director May 2, 1995  
-----

Judith D. Pyle

/s/ CLIFFORD V. SMITH, JR.\* Director May 2, 1995  
-----

Clifford V. Smith, Jr.

/s/ Director  
-----

William W. Wirtz

By: /s/ WILLIAM J. SCHULZ  
-----

William J. Schulz  
Attorney-in-Fact

</TABLE>

\* Pursuant to authority granted by powers of attorney filed with the registration statement.

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The Plan

Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee and State of Wisconsin on the 2nd day of May, 1995.

FIRSTAR CORPORATION THRIFT  
AND SHARING PLAN

By: The Firststar Corporation Thrift and  
Sharing Plan Committee

By: /s/ JAMES R. BLACKMAN  
-----

James R. Blackman, Member

By: /s/ PAUL D. BRAUN  
-----

Paul D. Braun, Member

By: /s/ TERESA CARPENTER  
-----

Teresa Carpenter, Member

By: /s/ JACK R. CHMIEL  
-----

Jack R. Chmiel, Member

By: /s/ DENNIS R. FREDRICKSON  
-----

Dennis R. Fredrickson, Member

By: /s/ ERROL G. HOHMANN  
-----

Errol G. Hohmann, Member

By: /s/ ROGER C. RADEBAUGH  
-----  
Roger C. Radebaugh, Member  
By: /s/ GEOFFREY J. ZWICK  
-----  
Geoffrey J. Zwick, Member

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Exhibit Index

Firststar Corporation  
Thrift and Sharing Plan

Exhibit No.	Exhibit
(5.1)	Opinion of Howard H. Hopwood III, Esq., as to the legality of the securities being registered.
(5.2)	In lieu of filing an opinion of counsel or an Internal Revenue Service ("IRS") determination letter pursuant to Item 601(b)(5) of Regulation S-K, the Registrant hereby undertakes to submit or it has submitted the Firststar Corporation Thrift and Sharing Plan and any amendments thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.
(23.1)	Consent of KPMG Peat Marwick LLP.
(23.2)	Consent of Howard H. Hopwood III, Esq. (contained in Exhibit 5.1).
(24.1)	Certified copy of resolutions of the Board of Directors of Firststar Corporation.
(24.2)	Powers of Attorney.

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May 2, 1995

Firststar Corporation  
777 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202

Ladies and Gentlemen:

Reference is made to the Registration Statement on Form S-8 (the "Registration Statement") to be filed by Firststar Corporation (the "Corporation") with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to shares of the Corporation's Common Stock, \$1.25 par value ("Common Stock"), and related preferred share purchase rights (the "Rights") which may be issued pursuant to the Firststar Corporation Thrift and Sharing Plan (the "Plan").

As Senior Vice President and General Counsel of the Corporation, I am familiar with the Corporation's Restated Articles of Incorporation and By-Laws, as amended, and with its affairs. I also have examined, or caused to be examined, the Plan; a signed copy of the Registration Statement; and such other proceedings, documents and records as I have deemed necessary or appropriate to enable me to render this opinion.

Based on the foregoing, it is my opinion that:

1. The Corporation is a corporation duly organized and validly existing under the laws of the State of Wisconsin.
2. The Common Stock, when issued and paid for in the manner set forth in the Plan and assuming that the consideration received by the Corporation is not less than the par value of the shares of Common Stock issued, will be validly issued, fully paid and nonassessable and no personal liability will attach to the ownership thereof, except with respect to wage claims of employees of the Corporation for services performed not to exceed six months' service in any one case, as provided in Section 180.0622(2)(b) of the Wisconsin Statutes and judicial interpretations of such provision.
3. The Rights to be issued with the Common Stock have been duly and validly authorized by all corporate action.

I consent to the use of this opinion as Exhibit 5.1 to the Registration Statement, and I further consent to the use of my name in the Registration Statement. In giving this consent, I do not admit that I am an "expert" within the meaning of Section 11 of the Securities Act, or within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the Commission issued thereunder.

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Very truly yours,

/s/                   HOWARD H. HOPWOOD III

-----  
Howard H. Hopwood III  
Senior Vice President  
and General Counsel

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## CONSENT OF KPMG PEAT MARWICK LLP

The Board of Directors  
Firststar Corporation:

We consent to incorporation by reference in the Registration Statement on Form S-8 of Firststar Corporation relating to the Firststar Corporation Thrift and Sharing Plan of our report dated January 19, 1995, relating to the consolidated balance sheets of Firststar Corporation and Subsidiaries as of December 31, 1994 and 1993, and the related consolidated statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1994, which report appears in the December 31, 1994 annual report on Form 10-K of Firststar Corporation, incorporated by reference in the Registration Statement on Form S-8 (No. 33-41030).

/s/ KPMG PEAT MARWICK LLP

-----  
KPMG Peat Marwick LLP

Milwaukee, Wisconsin  
May 8, 1995

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FIRSTAR CORPORATION

CERTIFICATE OF RESOLUTIONS  
OF THE BOARD OF DIRECTORS

I, William J. Schulz, certify that I am the duly appointed Senior Vice President and Secretary of Firstar Corporation, a Wisconsin Corporation (the "Corporation"), located at Milwaukee, Wisconsin, and I further certify that the resolutions attached hereto as Exhibit A are a true and correct copy of the resolutions approved by the Board of Directors of the Corporation on April 20, 1995, at a meeting duly called and held at which a quorum was present and acted throughout; and such resolutions have not been amended or modified, rescinded or revoked and are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Corporation this 2nd day of May, 1995.

(S E A L)

/s/ WILLIAM J. SCHULZ

-----  
William J. Schulz  
Senior Vice President and Secretary

FIRSTAR CORPORATION

RESOLUTIONS OF THE BOARD OF DIRECTORS  
THRIFT AND SHARING PLAN/REGISTRATION STATEMENT

RESOLVED, that preparation of the Registration Statement on Form S-8 or such other form as may be appropriate covering up to two million shares of the Common Stock, \$1.25 par value, (and related preferred share purchase rights) to be issued pursuant to the Firstar Corporation Thrift and Sharing Plan (the "Plan"), of the Corporation including prospectuses, exhibits and other documents to be filed with the Commission for the purpose of registering the offer and sale of the Common Stock under the Securities Act of 1933, as amended, be and it hereby is in all respects approved; that the directors and appropriate officers of the Corporation, and each of them, be and they hereby are authorized to execute (whether for and on behalf of the Corporation, or as an officer or director of the Corporation, or otherwise), such Registration Statement (including amendments to the prospectus and the addition or amendment of exhibits and other documents relating thereto or required by law or regulation in connection therewith), any and all amendments (including post-effective amendments) to the Registration Statement or a new Registration Statement in such form as such directors and officers may deem necessary, appropriate or desirable, as conclusively evidenced by their execution thereof; that the appropriate officers of the Corporation, and each of them, be and they hereby are authorized to cause such Registration Statement, amendments to the Registration Statement or new Registration Statement, so executed, to be filed with the Commission; and that the appropriate officers of the Corporation, and each of them, be and they hereby are authorized to make such payments, and do such other acts or things as in their opinion, may be necessary or desirable in order to effect any such filing, to cause the Registration Statement to become effective, and to maintain the Registration Statement in effect so long as they deem it to be in the best interest of the Corporation.

RESOLVED, that Howard H. Hopwood III, Senior Vice President and General Counsel of the Corporation, is hereby designated as the person duly authorized to receive communications and notices from the Commission with respect to the Registration Statement and with the powers conferred upon him as such person by the Securities Act of 1933, as amended, and the rules and regulations of the Commission thereunder.

RESOLVED, that each officer and director who may be required to sign and execute any such Registration Statement or any amendment thereto or document in connection therewith (whether for and on behalf of the Corporation, or as an officer or director of the Corporation, or otherwise), be and hereby is authorized to execute a power of attorney appointing Roger L. Fitzsimonds, John A. Becker, William H. Risch, and William J. Schulz, and each of them, severally, his or her true and lawful attorney or attorneys to sign in his or her name, place and stead in any such capacity any such Registration Statement and any and all amendments (including post-effective amendments) thereto and documents in connection therewith, and to file the same with the Commission, each of said attorneys to have power to act with or without the other, and to

have full power and authority to do and perform, in the name and on behalf of each of said officers and directors who shall have executed

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such power of attorney, every act whatsoever which such attorneys, or any of them, may deem necessary, appropriate or desirable to be done in connection therewith as fully and to all intents and purposes as such officers or directors might or could do in person.

RESOLVED, that the appropriate officers of the Corporation, and each of them, be and they hereby are authorized and empowered, in the name and for and on behalf of the Corporation, to take any action, including paying expenses, and to execute and deliver any and all letters, documents, amendments, certificates, agreements or other writings, that such officer or officers may deem necessary, appropriate or desirable in order to enable the Corporation fully to exercise its rights and to perform its obligations or otherwise to carry out the purposes and intents of each and all of the foregoing resolutions.

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POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTAR CORPORATION  
THRIFT AND SHARING PLAN

KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or director of FIRSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firstar Corporation, or as an officer or director of Firstar Corporation, or otherwise), any and all instruments which said attorney and agent may deem necessary, appropriate or desirable to enable Firstar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value, and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firstar Corporation, or as an officer or director of Firstar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.

IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/                      ROGER L. FITZSIMONDS

-----  
Director

POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTSTAR CORPORATION  
THRIFT AND SHARING PLAN

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IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

-----  
Director

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POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTSTAR CORPORATION  
THRIFT AND SHARING PLAN

KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or director of FIRSTSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation, or otherwise), any and all instruments which said attorney and agent may deem necessary, appropriate or desirable to enable Firststar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value, and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.

IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/

WILLIAM H. RISCH

-----  
Director

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POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTSTAR CORPORATION  
THRIFT AND SHARING PLAN

KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or director of FIRSTSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation, or otherwise), any and all instruments which said attorney and agent may deem necessary, appropriate or desirable to enable Firststar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value, and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.



IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/ MICHAEL E. BATTEN

-----  
Director

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POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
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KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or director of FIRSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firstar Corporation, or as an officer or director of Firstar Corporation, or otherwise), any and all instruments which said attorney and agent may deem necessary, appropriate or desirable to enable Firstar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value, and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firstar Corporation, or as an officer or director of Firstar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does

hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.

IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/ ROBERT C. BUCHANAN  
-----  
Director

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POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTSTAR CORPORATION  
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KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or director of FIRSTSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation, or otherwise), any and all instruments which said attorney and agent may deem necessary, appropriate or desirable to enable Firststar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value, and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the

Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.

IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/                   GEORGE M. CHESTER, JR.

-----  
Director

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POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTAR CORPORATION  
THRIFT AND SHARING PLAN

KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or director of FIRSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firstar Corporation, or as an officer or director of Firstar Corporation, or otherwise), any and all instruments which said attorney and agent may deem necessary, appropriate or desirable to enable Firstar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value, and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firstar Corporation, or

as an officer or director of Firststar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.

IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/ ROGER H. DERUSHA  
-----  
Director

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POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTSTAR CORPORATION  
THRIFT AND SHARING PLAN

KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or director of FIRSTSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation, or otherwise), any and all instruments which said attorney and agent may deem necessary, appropriate or desirable to enable Firststar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value,

and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.

IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/

HOLMES FOSTER

-----  
Director

S-19

9

POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTSTAR CORPORATION  
THRIFT AND SHARING PLAN

KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or director of FIRSTSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation, or otherwise), any and all instruments which said attorney and agent may deem necessary, appropriate or desirable to enable Firststar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof,

in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value, and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.

IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/ JOSEPH F. HEIL, JR.  
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Director

S-20

10

POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTSTAR CORPORATION  
THRIFT AND SHARING PLAN

KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or director of FIRSTSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation, or otherwise), any and all instruments which

said attorney and agent may deem necessary, appropriate or desirable to enable Firststar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value, and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.

IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/

JOE HLADKY

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Director

S-21

11

POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTSTAR CORPORATION  
THRIFT AND SHARING PLAN

KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or director of FIRSTSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time

and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation, or otherwise), any and all instruments which said attorney and agent may deem necessary, appropriate or desirable to enable Firststar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value, and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.

IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/

JAMES H. KEYES

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Director

S-22

12

POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTSTAR CORPORATION  
THRIFT AND SHARING PLAN

KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or



director of FIRSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firstar Corporation, or as an officer or director of Firstar Corporation, or otherwise), any and all instruments which said attorney and agent may deem necessary, appropriate or desirable to enable Firstar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value, and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firstar Corporation, or as an officer or director of Firstar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.

IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/ SHELDON B. LUBAR  
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Director

S-23

13

POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTAR CORPORATION  
THRIFT AND SHARING PLAN

KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or director of FIRSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation, or otherwise), any and all instruments which said attorney and agent may deem necessary, appropriate or desirable to enable Firststar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value, and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firststar Corporation, or as an officer or director of Firststar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.

IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/ DANIEL F. McKEITHAN, JR.

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Director

S-24

14

POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8

COVERING THE  
FIRSTAR CORPORATION  
THRIFT AND SHARING PLAN

KNOW ALL MEN BY THESE PRESENTS that the undersigned, an officer and/or director of FIRSTAR CORPORATION, does hereby constitute and appoint Roger L. Fitzsimonds, John A. Becker, William H. Risch and William J. Schulz, and each of them, severally his or her true and lawful attorney and agent at any time and from time to time to do any and all acts and things and execute, in his or her name (whether on behalf of Firstar Corporation, or as an officer or director of Firstar Corporation, or otherwise), any and all instruments which said attorney and agent may deem necessary, appropriate or desirable to enable Firstar Corporation to comply with the Securities Act of 1933, as amended, and any requirements of the Securities and Exchange Commission in respect thereof, in connection with a Registration Statement on Form S-8 or other applicable form and any and all amendments (including post-effective amendments) to the Registration Statement relating to shares of its Common Stock, \$1.25 par value, and associated preferred share purchase rights and interests in its Thrift and Sharing Plan, including specifically but without limitation thereto, power and authority to sign his or her name (whether on behalf of Firstar Corporation, or as an officer or director of Firstar Corporation or otherwise) to such Registration Statement and to such amendments (including post-effective amendments) to the Registration Statement filed or to be filed with the Securities and Exchange Commission, or any of the exhibits, financial statements and schedules, or the Prospectuses, filed therewith, and to file the same with the Securities and Exchange Commission; and the undersigned does hereby ratify and confirm all that said attorneys and agents, and each of them, shall do or cause to be done by virtue hereof. Any one of said attorneys and agents shall have, and may exercise, all the powers hereby conferred.

IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/ GEORGE W. MEAD, II

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Director

S-25

POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTAR CORPORATION  
THRIFT AND SHARING PLAN

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IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/

GUY A. OSBORN

-----  
Director

POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
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THRIFT AND SHARING PLAN

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IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/

JUDITH D. PYLE

-----  
Director

POWER OF ATTORNEY WITH RESPECT TO  
REGISTRATION STATEMENT ON FORM S-8  
COVERING THE  
FIRSTAR CORPORATION  
THRIFT AND SHARING PLAN

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IN WITNESS WHEREOF, the undersigned has signed his or her name on the 20th day of April, 1995.

/s/ CLIFFORD V. SMITH, JR.

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Director

