

FIRST AMENDMENT TO RESOLUTION AUTHORIZING THE
ISSUANCE, SALE AND PAYMENT OF INTEREST-BEARING SCHOOL
DEPARTMENT CAPITAL OUTLAY NOTES NOT TO EXCEED \$800,000

WHEREAS, the Board of Commissioners (the "Board") of Weakley County, Tennessee (the "County") has heretofore adopted on July 15, 1991, that certain Resolution of the Governing Body of Weakley County, Tennessee, Authorizing the Issuance, Sale and Payment of Interest-Bearing School Department Capital Outlay Notes Not to Exceed \$800,000 (the "Original Resolution");

WHEREAS, the Board finds it necessary and desireable to amend said Original Resolution in certain particulars all as more fully described herein;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF WEAKLEY COUNTY, TENNESSEE, AS FOLLOWS:

Section 1. Amendment to Resolution. The Original Resolution is hereby amended in accordance with the terms thereof, effective as of the date hereof, by this First Amendment to Resolution (the Original Resolution as amended by this First Amendment to Resolution being herein called the "Resolution"), by adding as a new Section 12 the following:

Section 12. The County hereby designates the Notes as "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Internal Revenue Code of 1986, as amended.

Section 2. Miscellaneous Provisions. (a) The Original Resolution is hereby, and shall henceforth be deemed to be, modified, supplemented, and amended in accordance with the provisions hereof, and the respective rights, duties, and obligations under the Original Resolution of the County shall hereafter be determined, exercised, and enforced under the Resolution, subject in all respects to such modifications, supplements, and amendments.