

RESOLUTION NO. R90-2

A RESOLUTION APPROVING THE ASSIGNMENT BY TATE CONTAINERS, INC. OF A LEASE AGREEMENT AND GUARANTY AGREEMENT RELATING TO INDUSTRIAL DEVELOPMENT REVENUE BONDS PREVIOUSLY ISSUED BY THE CITY OF CONWAY; AND AUTHORIZING AND PRESCRIBING OTHER MATTERS PERTAINING THERETO.

WHEREAS, the City of Conway, Arkansas (the "City"), has heretofore executed and delivered a Lease Agreement dated as of November 1, 1983 (the "Agreement"), between the City and Tate Containers, Inc. (formerly Tate Containers of Conway, Inc.), and a Guaranty Agreement dated as of November 1, 1983 (the "Guaranty"), among Tate, the City, the First National Bank of Conway, as Trustee, and Firemen's Insurance Company of Newark, New Jersey, in connection with the issuance by the City of its Insured Industrial Development Revenue Bonds (InDeBonds-Tm) - Tate Containers of Conway, Inc. Project, in the original principal amount of \$2,000,000 (the "Bonds"); and

WHEREAS, Tate has assigned to Union Camp Corporation, a Virginia corporation ("Union Camp"), all of its right, title and interest under the Agreement, the Guaranty, and all other agreements, commitments and undertakings of Tate entered into in connection with the issuance of the Bonds (collectively, the "Bond Agreements"), and Union Camp has assumed all of the debts, liabilities, agreements and obligations of Tate under the Agreement, the Guaranty, and the other Bond Agreements; and

WHEREAS, Tate has requested that such assignment be approved by the City and that Tate be released from all further liability relating to the Bonds:

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City of Conway, Arkansas:

Section 1. That the foregoing assignment by Tate to Union Camp, and the release of Tate from its obligations under the Agreement, the Guaranty, and the other Bond Agreements, is hereby approved.

Section 2. That the Mayor and City Clerk are authorized and directed, for and on behalf of the City, to execute all papers, documents, certificates and other instruments and to do any and all other things that may be required for the carrying out of such approval.

Section 3. That the provisions of this Resolution are hereby declared to be separable, and if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions.

Section 4. That all resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 5. That this Resolution shall take effect immediately upon adoption.

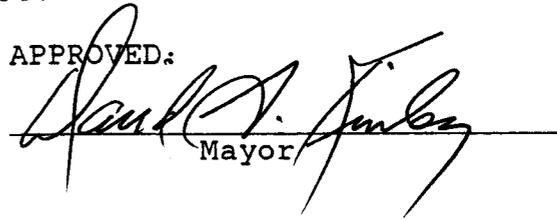
ADOPTED AND APPROVED: January 9, 1990.

ATTEST:


City Clerk

(SEAL)

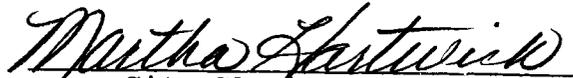
APPROVED:


Mayor

CERTIFICATE

The undersigned, City Clerk of the City of Conway, Arkansas, hereby certifies that the foregoing pages are a true and perfect copy of Resolution No. R-90-2 adopted at a regular session of the City Council of the City of Conway, Arkansas, held at the regular meeting place in the City at 6:30 o'clock p.m., on the 9th day of January, 1990.

GIVEN under my hand and seal on this 9th day of January, 1990.


City Clerk

(SEAL)