

AN ORDINANCE AUTHORIZING THE MUNICIPALITY OF BROOKVILLE, OHIO, TO EXECUTE AND DELIVER, AND TO PERFORM ITS OBLIGATIONS UNDER, A FIRST SUPPLEMENTAL TRUST INDENTURE, DATED AS OF JANUARY 1, 1995, BETWEEN THE MUNICIPALITY OF BROOKVILLE, OHIO, AND BANK ONE OHIO TRUST COMPANY, NA, AS TRUSTEE AND AUTHORIZING AND APPROVING OTHER ACTIONS IN RESPECT THERETO

WHEREAS, the Municipality of Brookville, Ohio (the "Issuer"), in accordance with Chapter 165 of the Ohio Revised Code, as amended (the "Act"), issued its Municipality of Brookville, Ohio Industrial Development Revenue Bonds, Series 1988 (Green Tokai Co., Ltd. Project) (the "Bonds"), in the original aggregate principal amount of \$7,000,000, pursuant to an Indenture of Trust between the Issuer and Bank One Ohio Trust Company, NA, f/k/a Bank One, Dayton, NA, as trustee (the "Trustee"), dated as of March 1, 1988 (the "Original Indenture"); and

WHEREAS, the Issuer and the Trustee desire to amend the Original Indenture in accordance with the terms and provisions of a First Supplemental Trust Indenture between the Issuer and the Trustee, dated as of January 1, 1995, the form of which is attached hereto as Exhibit A (the "First Supplemental Indenture");

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE MUNICIPALITY OF BROOKVILLE, OHIO AS FOLLOWS:

Section 1. Findings of Benefit and Compliance. The Council of the Issuer hereby finds and determines that the execution, delivery and performance of the First Supplemental Indenture complies with the Act and will be of benefit to the health and general welfare of the Issuer.

Section 2. Approval of Financing. The Council of the Issuer hereby authorizes and approves the proposed financing in accordance with the First Supplemental Indenture.

Section 3. First Supplemental Indenture. The execution and delivery by the Issuer of the First Supplemental Indenture, and the performance by the Issuer of its obligations thereunder, is hereby authorized and approved. The Mayor and Clerk of the Issuer are hereby authorized and directed, in the name and on behalf of the Issuer, to execute and deliver the First Supplemental Indenture.

Section 4. Changes in First Supplemental Indenture. The Mayor and the Clerk of the Issuer are hereby authorized, in the

name and on behalf of the Issuer, without further approval of the Council, to approve such changes in the First Supplemental Indenture as may be permitted by Act, such approval to be conclusively evidenced by their execution hereof.

Section 5. General. The Mayor and the Clerk of the Issuer, and each of them, are hereby authorized and directed, in the name and on behalf of the Issuer, to execute any and all agreements, documents and instruments, perform any and all acts, approve any and all matters, and do any and all other things deemed by them, or either of them, to be necessary or desirable in order to carry out and comply with the intent, conditions and purposes of this Ordinance (including the preambles hereto and the documents mentioned herein), and any such execution, performance or doing of other things heretofore effected be, and hereby is, ratified and approved.

Section 6. Binding Effect. The provisions of this Ordinance shall constitute a binding contract between the Issuer and the holders of the Bonds, and, after execution and delivery of the First Supplemental Indenture, this Ordinance shall not be repealed or amended in any respect which would adversely affect the rights of the holders of the Bonds as long as the Bonds or interest thereon remains unpaid.

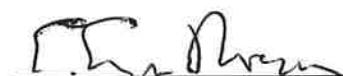
Section 7. Repeal. All ordinances or parts of ordinances in conflict herewith are hereby repealed.

Section 8. Effective Date. This Ordinance shall be in full force and effect thirty (30) days after its adoption.

PASSED AND ADOPTED BY THE COUNCIL of the Municipality of Brookville, Ohio, on the 20th day of December, 1994, and on said date signed by the Mayor and attested by the Clerk of Council.

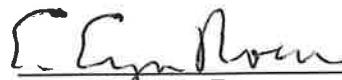
  
\_\_\_\_\_  
Michael A. Duncan, Mayor

ATTEST:

  
\_\_\_\_\_  
E. Eugene Roeser, Clerk of Council

CERTIFICATE

The undersigned, Clerk of Council of the Municipality of Brookville, Ohio does hereby certify that the foregoing is a true and correct copy of the Ordinance No. 1994-20 passed by the Council of said Municipality on the 20th day of December, 1994.



E. Eugene Roeser, Clerk of Council

CERTIFICATION OF POSTING

The undersigned, Clerk of Council of the Municipality of Brookville, Ohio, hereby certifies that the foregoing Ordinance No. 1994-20 was posted at the Municipal Building, U.S. Post Office and the Brookville National Bank, Brookville, Ohio on the 22nd day of December, 1994 to the 24th day of January, 1995, both days inclusive.



E. Eugene Roeser, Clerk of Council

Brookville, Ohio

NOTICE OF PUBLIC HEARING

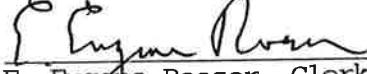
Notice is hereby given that a public hearing will be conducted by the Municipality of Brookville, Ohio (the "Issuer") on December 6, 1994 at 8:00 p.m. or as soon thereafter as the hearing may begin, at the City Council Room, Brookville Municipal Building, 130 Main Street, Brookville, Ohio on the proposal of Green Tokai Co., Ltd., a Delaware corporation (the "Borrower"), that the maturity date of the Municipality of Brookville, Ohio Industrial Development Revenue Bonds, Series 1988 (Green Tokai Co., Ltd. Project) in an aggregate outstanding principal amount of \$4,000,000 (the "Bonds") be extended and that the mandatory sinking fund requirements of the Bonds be terminated. The Bonds were originally issued by the Issuer in 1988 to finance a portion of the costs of a project consisting generally of the acquisition, construction, renovation, improvement, equipping and furnishing of a 90,000 square foot manufacturing facility which is utilized in the production of plastic and rubber automobile parts. The Project is located at 55 Robert Wright, Brookville, Ohio 45309. The Project is owned and operated by the Borrower. THE BONDS ARE SPECIAL OBLIGATIONS OF THE ISSUER AND WILL NOT BE GENERAL OBLIGATIONS OF THE ISSUER OR THE STATE OF OHIO OR ANY POLITICAL SUBDIVISION OR AGENCY THEREOF, BUT ARE PAYABLE SOLELY FROM REVENUES DERIVED FROM THE BORROWER AND THE PROJECT. Interested persons are invited to attend this public hearing and will be given an opportunity to express their views on the proposed amendments to the Bonds and the location and nature of the Project. Interested persons may also express their views on the proposed amendments to the Bonds and the location and nature of the Project by submitting a written statement to the Clerk of Council of the Issuer at or prior to the public hearing.

MUNICIPALITY OF BROOKVILLE, OHIO

Michael A. Duncan, Mayor

CERTIFICATE OF POSTING

The undersigned, Clerk of Council of the Municipality of Brookville, Ohio, hereby certifies that the foregoing Notice of Public Hearing was posted at the Municipal Building, U.S. Post Office and the Brookville National Bank, Brookville, Ohio on the 23rd day of November, 1994 to the 7th day of December 1994, both days inclusive.

  
E. Eugene Roeser, Clerk