

OHIO TURNPIKE COMMISSION

Resolution No. 42-1952

By Mr. Kauer

Seconded by Mr. McKay

(The preamble to this resolution is omitted. The resolved clauses are as follows:)

NOW, THEREFORE, BE IT RESOLVED BY THE OHIO TURNPIKE COMMISSION THAT:

Section 1. The Ohio National Bank of Columbus, as Trustee under the Trust Agreement dated June 1, 1952, between the Ohio Turnpike Commission and The Ohio National Bank of Columbus, as Trustee, and The National City Bank of New York, as Co-Trustee, is hereby directed to authenticate the Initial Temporaries and deliver said Initial Temporaries and deliver said Initial Temporaries to Blyth & Co., Inc., to whom by the Contract of Purchase the Purchasers listed in Exhibit A hereto have ordered the same delivered, upon payment of the purchase price provided for in the Contract of Purchase by certified or bank cashier's check or checks payable in New York clearing house funds to the order of the said Trustee, said purchase price amounting to \$319,882,972.22 consisting of \$318,176,000 plus \$1,706,972.22 accrued interest on \$326,000,000 to the closing date.

Section 2. Said Trustee is hereby directed to authenticate the Requested Coupon Temporaries and the Requested Registered Temporaries and deliver the same to the holders of Initial Temporaries in exchange for a like aggregate principal amount of Initial Temporaries.

Section 3. Said Trustee is directed to cause the Reserved Coupon Temporaries and the Reserved Registered Temporaries to be authenticated and to be made available from time to time for delivery and issuance in exchange for other temporaries at the principal offices of the Trustee and the Co-Trustee pursuant to the applicable terms of the Trust Agreement and the Requested Coupon Temporaries and Requested Registered Temporaries, and the signing of said temporaries with the facsimile signatures of the Chairman and of the Vice Chairman of the Commission and the affixing of the official seal of the Commission thereto and the attesting thereof by the Secretary-Treasurer of the Commission are hereby authorized, ratified and confirmed.

Section 4. The temporary bonds referred to in this resolution may be exchanged at the principal offices of the Trustee or of the Co-Trustee under the said Trust Agreement in accordance with the terms of said bonds and of the Trust Agreement, and the Trustee is directed to keep books at its principal office in Columbus, Ohio, as Bond Registrar for the registration and transfer of bonds as provided in said bonds and in the Trust Agreement.

Section 5. None of the temporary coupon bonds referred to in this resolution shall carry the privilege of registration as to principal alone.

Section 6. The officers of the Commission and each of them, the Consulting Engineers, the Trustee and the Co-Trustee as may be appropriate are hereby authorized and directed to do any and all acts and things necessary or proper to effect performance of the obligations of the Commission under the Contract of Purchase, to effect delivery of bonds pursuant to said Contract of Purchase, the Trust Agreement or the terms and provisions of the bonds, to effect performance of all things required or provided by the Contract of Purchase, the Trust Agreement, and the terms of the bonds in connection with authentication and delivery of the bonds, the disposition of the proceeds thereof, or the exchange or registration of bonds, including, without implied limitation, the fixing of the closing date under the Contract of Purchase, the waiver of any notices, the execution and delivery of any receipts, certificates, authorizations or other instruments provided for by the foregoing instruments or appropriate in connection with the foregoing, and to do any and all acts and things necessary or proper in connection with the foregoing.