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**OHIO TURNPIKE COMMISSION**

**Resolution Appointing Bond Counsel**

WHEREAS, Peck, Shaffer & Williams of Cincinnati, Ohio, served as bond counsel in connection with the Ohio Turnpike Commission's offering of State of Ohio Turnpike Revenue Bonds, 1994 Series A, dated as of February 15, 1994; and

WHEREAS, the Commission was pleased with the services provided by Peck, Shaffer & Williams in connection with such offering; and

WHEREAS, the Commission now proposes to issue State of Ohio Turnpike Revenue Bonds, 1996 Series A, and desires to retain Peck, Shaffer & Williams to serve as bond counsel in connection with such proposed offering; and

WHEREAS, Peck, Shaffer & Williams has agreed, pursuant to its letter to the Commission dated March 5, 1996, to serve as bond counsel for the proposed offering on the same terms upon which it served as bond counsel for the 1994 Series A Bonds, in accordance with its Proposal to Serve as Bond Counsel to the Ohio Turnpike Commission, dated March 17, 1993;

NOW, THEREFORE, BE IT

RESOLVED, that the Commission hereby retains **Peck, Shaffer & Williams** to serve as bond counsel for the proposed offering of State of Ohio, Turnpike Revenue Bonds, 1996 Series A; and

FURTHER RESOLVED that the general counsel is hereby authorized and directed to notify **Peck, Shaffer & Williams** of such appointment and to enter into an agreement with such firm to serve as bond counsel, upon terms consistent with its Proposal to Serve as Bond Counsel to the Ohio Turnpike Commission, dated March 17, 1993.

(Resolution No. 36-1996 adopted April 10, 1996)