

**THE INDIANAPOLIS LOCAL PUBLIC  
IMPROVEMENT BOND BANK**

**Resolution No. 11, 2010**

WHEREAS, the Board of Directors (the "Board") of The Indianapolis Local Public Improvement Bond Bank (the "Bond Bank") has previously approved a Trust Indenture, dated as of February 1, 2007, between the Bond Bank and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), as subsequently supplemented (as so supplemented, the "Indenture"); and

WHEREAS, to correct a defect in the Indenture and protect the credit ratings for the bonds issued pursuant to the Indenture, thereby protecting the holders of such bonds, the Bond Bank and the Trustee now desire to amend the Indenture pursuant to Section 12.01(c) of the Indenture;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD THAT:

1. The First Amendment to Trust Indenture (the "Amendment"), substantially in the form attached hereto and incorporated herein by reference, is hereby approved, and the execution and delivery of the Amendment are approved. Either the Chair or the Vice Chair of the Bond Bank is hereby authorized and directed to execute and deliver the Amendment on behalf of the Bond Bank with such changes or modifications therein as the officer executing the same may approve with the advice of counsel, such approval to be conclusively evidenced by the execution thereof, and the Executive Director is hereby authorized and directed to attest the Amendment. Such officers are authorized and directed to cause the Amendment to be completed by causing the appropriate items to be inserted or completed at the appropriate places.

2. The Chair, the Vice Chair, and the Executive Director of the Bond Bank are hereby authorized and directed, for and on behalf of the Bond Bank, to execute, attest, and seal all such documents, instruments, certificates, closing papers, and other papers, and do all such acts and things as may be necessary or desirable to carry out the intent of the Amendment or to take any other action necessary or desirable to carry out the purposes and intent of this Resolution.

ADOPTED this 30th day of August, 2010.

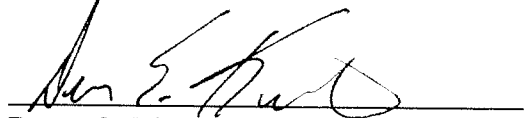
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Briane M. House, Chair

ATTEST:



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Deron S. Kintner, Executive Director