

[ASSIGNMENT OF ALLOCATION - SAMPLE FORM]

[IMPORTANT NOTICE - This Form is designed to provide Gilmore & Bell clients and contacts with a sample Ordinance/Resolution they can use to transfer to another issuer all or a portion of an allocation of the national Recovery Zone Bond limitation received under the American Recovery and Reinvestment Tax Act of 2009. This Form is being provided for informational purposes only. This Form does not constitute legal or other professional advice or opinions on specific facts or matters. *Gilmore & Bell assumes no liability in connection with the use of this Form. Anyone using this Form is advised to contact an attorney.*]

[If you have any questions regarding this Form or the Recovery Zone Bond programs, please contact any Gilmore & Bell attorney in the St. Louis or Kansas City office. If you do not have a regular contact at Gilmore & Bell please contact Nancy Morris in the Kansas City office at nmorris@gilmorebell.com or (816) 218-7542.]

BILL NO. _____

ORDINANCE NO. _____

Or

RESOLUTION NO. _____

AN [ORDINANCE] [RESOLUTION] OF THE [NAME OF GOVERNING BODY] OF [NAME OF COUNTY OR CITY ASSIGNING THE ALLOCATION] ASSIGNING RECOVERY ZONE BOND LIMITATION TO THE [NAME OF ENTITY RECEIVING THE ALLOCATION] PURSUANT TO THE AMERICAN RECOVERY AND REINVESTMENT TAX ACT OF 2009 FOR THE PURPOSE OF ISSUING [RECOVERY ZONE ECONOMIC DEVELOPMENT] [RECOVERY ZONE FACILITY] BONDS.

WHEREAS, [Name of County or City Assigning the Allocation] (the "Assignor") has received an allocation of the national [Recovery Zone Economic Development] [Recovery Zone Facility] Bonds limitation in the amount of \$_____ (the "Allocation"), pursuant to the American Recovery and Reinvestment Tax Act of 2009, codified in Title 26 of the United States Code and Internal Revenue Service, Notice 2009-50, issued on June 12, 2009;

WHEREAS, the Assignor understands that [Name of Entity Receiving the Allocation] (the "Assignee") will use the Allocation to issue [Recovery Zone Economic Development Bonds (the "Bonds") pursuant to Section 1400U-2 of the Internal Revenue Code of 1986, as amended (the "Code")] [Recovery Zone Facility Bonds (the "Bonds") pursuant to Section 1400U-3 of the Internal Revenue Code of 1986, as amended (the "Code")];

WHEREAS, the Assignor understands that the Bonds will be issued in order to finance expenditures for [INSERT THE FOLLOWING FOR RECOVERY ZONE ECONOMIC DEVELOPMENT BONDS: qualified economic development purposes, within the meaning of Code Section 1400U-2(c),] [INSERT THE FOLLOWING FOR RECOVERY ZONE FACILITY BONDS: recovery zone property, within the meaning of Code Section 1400U-3(c),] with respect to an area that the Assignee, as the issuer of the Bonds, [has determined] [will determine] has a significant level of one or more of the following factors: poverty, unemployment, home foreclosures, or general distress (the "Recovery Zone Project");

WHEREAS, the Recovery Zone Project is located within, or attributable to, both the jurisdiction of the Assignor and the jurisdiction of the Assignee; and

WHEREAS, the Assignor is authorized by applicable federal, state and local law to assign the Allocation, in whole or in part, to the Assignee for the purposes provided herein;

NOW, THEREFORE, BE IT [ORDAINED] [RESOLVED] BY THE [NAME OF GOVERNING BODY] OF THE [COUNTY] [CITY] AS FOLLOWS:

Section 1. Assignment of [Recovery Zone Economic Development Bond][Recovery Zone Facility Bond] Limitation. Based on the foregoing, the [Name of Governing Body] of the Assignor in good faith hereby assigns and transfers \$_____ of its [Recovery Zone Economic Development Bond] [Recovery Zone Facility Bond] Allocation to the Assignee in order that the Assignee may issue [Recovery Zone Economic Development] [Recovery Zone Facility] Bonds.

Section 2. Further Authority. The appropriate staff and officers of the Assignor are authorized and directed to take all necessary steps and do such acts to execute, acknowledge and deliver all such documents as may in their discretion be deemed necessary or desirable in order to carry out or comply with the terms and provisions of this [Ordinance] [Resolution] in connection with assigning the Allocation.

Adopted by the [Name of Governing Body] of [Name of County or City], this ____ day of [Date].

[COUNTY] [CITY]

[Authorized Official]

(Seal)

ATTEST:

[Clerk]