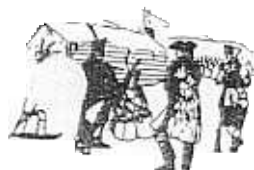


Oneida Tribe of Indians of Wisconsin

Post Office Box 365

Phone: (414) 869-2214

Oneida, WI 54155



Oneidas bringing several hundred bags of corn to Washington's starving army at Valley Forge, after the colonists had consistently refused to aid them.



UGWA DEMOLUM YATEHE
Because of the help of this Oneida Chief in cementing a friendship between the six nations and the colony of Pennsylvania, a new nation, the United States was made possible.

RESOLUTION # 3-12-97E

- WHEREAS, the Oneida Tribe of Indians of Wisconsin is a federally recognized Indian government and a treaty tribe recognized by the laws of the United States; and
- WHEREAS, the Oneida General Tribal Council is the governing body of the Oneida Tribe of Indians of Wisconsin; and
- WHEREAS, the Oneida Business Committee has been delegated the authority of Article IV, Section of the Oneida Tribal Constitution by the Oneida General Tribal Council; and
- WHEREAS, the Oneida Tribe has entered into a Credit Agreement with Bank of America Illinois (the "Agent"), as a bank and as agent for such other banks as may participate in such extensions of credit (Bank of America Illinois and such other banks being collectively, the "Banks"), which makes available to the Oneida Tribe two reducing revolving credit facilities in the respective amounts of \$20,000,000.00 and \$40,000,000.00, (the "Facilities"), which Facilities are available to the Oneida Tribe for general business purposes, including the letters of credit; and
- WHEREAS, in connection with the establishment of the Facilities and the collateral requirements thereof, the Oneida Tribe wishes to establish an investment management account with the Bank;

NOW THEREFORE BE IT RESOLVED that the Oneida Business Committee hereby authorizes the establishment of a Short Term Asset Management ("STAM") account with Bank of America, Illinois, effective upon the deposit of funds into such account,

FURTHER RESOLVED that any officer of the Oneida Tribe, or any individual(s) authorized by resolution of the Oneida Business Committee, in accordance with such terms and/or limitations as may be prescribed by the Oneida Business Committee, may direct the investment of monies held in the STAM account, in accordance with the Eligible Collateral requirements of the Credit Agreement,

FURTHER RESOLVED that any officer of the Oneida Tribe, or any individual(s) authorized by resolution of the Oneida Business Committee, in accordance with such terms and/or limitations as may be prescribed by the Oneida Business Committee, is hereby authorized to invest cash in the Oneida Tribe's Custody Account at Bank of America, Illinois, in money market funds consisting of U.S. Government obligations of other money market funds of the highest quality,

FURTHER RESOLVED that the Oneida Business Committee hereby authorizes Bruce A. King, as Chief Financial Officer of the Oneida Tribe, to direct the investment of monies held in the STAM account, in accordance with the Eligible Collateral requirements of the Credit Agreement, and to invest cash in the Oneida Tribe's Custody Account at Bank of America, Illinois, in money market funds consisting of U.S. Government obligations of other money market funds of the highest quality,

FURTHER RESOLVED that any instruction or direction regarding the monies held in the STAM account made by telephone, electronic terminal, telex, facsimile transmission, wire, computer, magnetic or other tape or any other oral instruction or any such request from anyone identifying himself or herself as a person authorized by this Resolution to make such instructions may be relied upon by the Bank, as well as such administrative directions and controls, including limits on the movement of collateral, as are required by Bank of America Illinois, as Agent, to maintain the required level of Eligible Collateral under the Credit Agreement. The Oneida Tribe agrees to indemnify and hold harmless the Bank from and against any and all losses, claims, damages, liabilities and expenses (including reasonable attorney's fees) arising out of or relating to disputes or legal actions by third parties concerning any such instruction except this indemnity does not apply to the gross negligence or intentional misconduct of the Bank. This obligations will continue after the Bank account relationship is terminated.

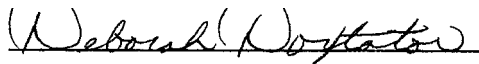
FURTHER RESOLVED that the Bank may rely upon this Resolution until formally advised by a certificate of any change in this Resolution, and is authorized to rely on any such additional certificates, provided that any additional Resolution shall not be effective with respect to any check or other instrument for the payment of money dated on or prior to the date of such additional Resolution but presented for payment after receipt thereof by the Bank.

CERTIFICATIONS

I, the undersigned, as Secretary of the Oneida Business Committee, hereby certify that the Oneida Business Committee is composed of 9 members of whom 5 members constitute a quorum, 7 members were present at a meeting duly called, noticed and held on the 12 th day of March, 1997; that the foregoing resolution was duly adopted at such meeting by a vote of 6 members for; 0 members against, and 0 members not voting; and that said resolution has not been rescinded or amended in any way.

I further certify that the officers whose names appear below have been duly elected to and now hold the offices in the Tribe as set forth below until August, 1999, said date being the expiration date of the terms of said elected officers, and that the signature appearing opposite the name of each of such officers is authentic and official:

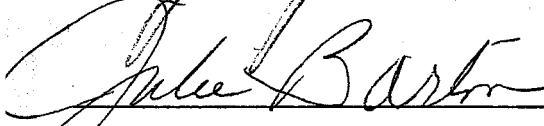
Deborah Doxtator, Chairwoman



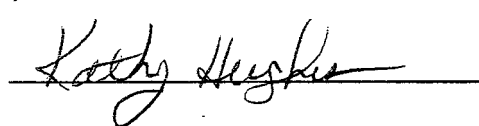
Gary L. Jordan, Vice Chair

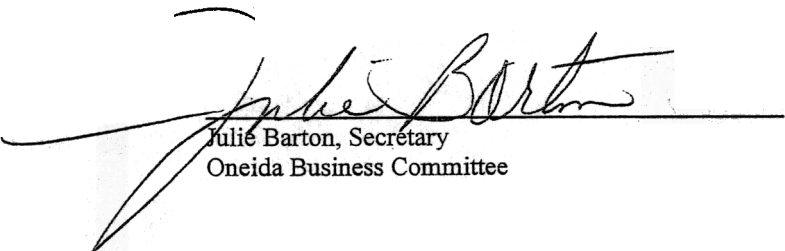


Julie Barton, Secretary



Kathy Hughes, Treasurer




Julie Barton, Secretary
Oneida Business Committee