AN ORDINANCE AUTHORIZING THE ISSUANCE OF
INDUSTRIAL DEVELOPMENT REVENUE BONDS FOR THE
PURPOSE OF PROVIDING PERMANENT FINANCING FOR
INDUSTRIAL FACILITIES; AUTHORIZING A TRUST
INDENTURE AND A GUARANTY AGREEMENT SECURING
THE BONDS AND A MORTGAGE AND SECURITY
AGREEMENT IN CONNECTION THERewith;
AUTHORIZING A LEASE AND AGREEMENT BETWEEN THE
CITY OF CONWAY, ARKANSAS, AS LESSOR, AND TATE
CONTAINERS OF CONWAY, INC., AS LESSEE;
AUTHORIZING THE SALE OF THE BONDS;
AUTHORIZING AND PRESCRIBING OTHER MATTERS
PERTAINING THEReto; AND DECLARING AN
EMERGENCY.

WHEREAS, the City of Conway, Arkansas (the "City"), is
authorized and empowered under the provisions of Act No. 9 of the
First Extraordinary Session of the Sixty-Second General Assembly
of the State of Arkansas, approved January 21, 1960, as amended
(the "Act"), to issue revenue bonds and to expend the proceeds
thereof to finance the acquisition, construction and equipment of
land, buildings or facilities which can be used in securing or
developing industry; and

WHEREAS, the City has heretofore issued its Industrial
Development Revenue Bonds - Tate Containers of Conway, Inc.
Project, Series A, B and C, in the aggregate principal amount of
$1,900,000 (the "Previous Bonds"), for the purpose of financing
the cost of acquiring, constructing and equipping an industrial
plant (including an expansion thereto) located within the
boundaries of the City (the "Plant"), which is being leased to and
is operated by Tate Containers of Conway, Inc., an Arkansas
corporation (the "Company"); and

WHEREAS, it is proposed that the City provide permanent
financing, through the issuance of revenue bonds under the Act, of
the cost of acquiring, constructing and equipping certain
additional industrial facilities (the "Project"), as part of an
expansion to the Plant; and

WHEREAS, pursuant to and in accordance with the
provisions of the Act, the City is now prepared to proceed with
financing the Project and to issue and sell $2,000,000 in
principal amount of its Industrial Development Revenue Bonds
(InDeBonds-Tm) - Tate Containers of Conway, Inc. Project (the
"Bonds"), to provide such financing; and
WHEREAS, the payment of the principal of and interest on the Bonds, together with certain other amounts, will be unconditionally guaranteed by the Company and by Tate Containers, Inc., an Arkansas corporation and an affiliate of the Company (the "Guarantor"); and

WHEREAS, the payment of the principal of and interest on the Bonds will be insured by Firemen's Insurance Company of Newark, New Jersey (the "Insurer"), acting through its agent, IDBI Managers, Inc., a New York corporation (the "Agency"); and

WHEREAS, copies of the hereinafter described Trust Indenture, Guaranty Agreement, Mortgage and Security Agreement and Lease Agreement have been presented to and are before this meeting;

NOW, THEREFORE, BE IT ORDAINED by the City Council of the City of Conway, Arkansas:

Section 1. That the issuance of the Bonds is hereby authorized. The Bonds shall be issued in the forms and denominations, shall be dated, shall be numbered, and shall be subject to redemption prior to maturity all upon the terms and conditions recommended by the Company and to be set forth in the Trust Indenture (hereinafter authorized) securing the Bonds. The Bonds shall bear interest at the rates per annum, and shall mature in each of the years, as set forth in the following table:

<table>
<thead>
<tr>
<th>YEAR</th>
<th>PRINCIPAL AMOUNT</th>
<th>INTEREST RATE</th>
</tr>
</thead>
<tbody>
<tr>
<td>1984</td>
<td>$75,000</td>
<td>6.35%</td>
</tr>
<tr>
<td>1985</td>
<td>80,000</td>
<td>6.70%</td>
</tr>
<tr>
<td>1986</td>
<td>85,000</td>
<td>7.00%</td>
</tr>
<tr>
<td>1987</td>
<td>90,000</td>
<td>7.25%</td>
</tr>
<tr>
<td>1988</td>
<td>95,000</td>
<td>7.50%</td>
</tr>
<tr>
<td>1989</td>
<td>105,000</td>
<td>8.00%</td>
</tr>
<tr>
<td>1990</td>
<td>110,000</td>
<td>8.50%</td>
</tr>
<tr>
<td>1991</td>
<td>120,000</td>
<td>8.75%</td>
</tr>
<tr>
<td>1992</td>
<td>130,000</td>
<td>9.00%</td>
</tr>
<tr>
<td>1993</td>
<td>145,000</td>
<td>9.35%</td>
</tr>
<tr>
<td>1994</td>
<td>160,000</td>
<td>9.50%</td>
</tr>
<tr>
<td>1995</td>
<td>175,000</td>
<td>9.75%</td>
</tr>
<tr>
<td>1996</td>
<td>190,000</td>
<td>9.90%</td>
</tr>
<tr>
<td>1997</td>
<td>210,000</td>
<td>10.25%</td>
</tr>
<tr>
<td>1998</td>
<td>230,000</td>
<td>10.35%</td>
</tr>
</tbody>
</table>

Section 2. That the Bonds be sold to T. J. Raney & Sons, Inc. and Stephens Inc., both of Little Rock, Arkansas (the "Purchasers"), for the purchase price of 97% of par, plus accrued
interest from the date of the Bonds to the date of delivery, which price is recommended by the Company.

Section 3. To prescribe the terms and conditions upon which the Bonds are to be executed, authenticated, issued, accepted, held and secured, the Mayor is hereby authorized to execute and acknowledge (a) a Trust Indenture dated as of November 1, 1983 (the "Indenture"), by and between the City and The First National Bank of Conway, Conway, Arkansas, as Trustee (the "Trustee"); (b) a Guaranty Agreement dated as of November 1, 1983 (the "Guaranty"), by and among the Company and/or the Guarantor, the City, the Trustee, and the Insurer; and (c) a Mortgage and Security Agreement dated as of November 1, 1983 (the "Mortgage"), from the City (joined by the Company) to the Agency; and the City Clerk is hereby authorized to execute and acknowledge the aforesaid agreements and to affix the seal of the City thereto. The Indenture, the Guaranty, and the Mortgage are hereby approved in substantially the forms submitted to this meeting, and the Mayor is hereby authorized to confer with the Trustee, the Company, the Guarantor, the Agency, the Insurer, and the Purchasers in order to complete the agreements in substantially the forms submitted to this meeting with such changes as shall be approved by such persons executing each document, their execution to constitute conclusive evidence of such approval.

Section 4. That there be, and there is hereby authorized the execution and delivery of a Lease Agreement dated as of November 1, 1983, (the "Agreement"), by and between the City as Lessor, and the Company as Lessee, and the Mayor and City Clerk be, and they are hereby, authorized to execute, acknowledge and deliver the Agreement for and on behalf of the City. The Agreement is hereby approved in substantially the form submitted to this meeting, and the Mayor is hereby authorized to confer with the Company, the Trustee, the Guarantor, the Agency, the Insurer, and the Purchasers in order to complete the Lease Agreement in substantially the form submitted to this meeting with such changes as shall be approved by such persons executing the document, their execution to constitute conclusive evidence of such approval.

Section 5. That there be, and there is hereby, authorized the preparation and distribution to various prospective and actual purchasers of the Bonds of an Official Statement in the name of the City, describing the Bonds and setting forth such other information as may be determined to be necessary or desirable by the Purchasers, the Company and the City. The Mayor is authorized to execute such Official Statement on behalf of the City.

Section 6. That the Mayor and City Clerk, for and on behalf of the City, be, and they are hereby, authorized and
directed to take the necessary steps to obtain the release from
the lien of the trust indenture securing the Previous Bonds of
such land necessary to the Project and its financing by the Bonds,
and to do any and all things necessary to effect the execution and
delivery of the Indenture, the Guaranty, the Mortgage, and the
Agreement, the performance of all obligations of the City
thereunder, the issuance, execution, sale and delivery of the
Bonds, the execution, delivery and distribution of an Official
Statement, and the performance of all acts of whatever nature
necessary to effect and carry out the authority conferred by this
Ordinance. That the Mayor and City Clerk be, and they are hereby,
further authorized and directed, for and on behalf of the City, to
execute all papers, documents, certificates and other instruments
that may be required for the carrying out of such authority or to
evidence the exercise thereof.

Section 7. That the City is hereby involved with the
acquiring, constructing and equipping of industrial facilities,
and pursuant to applicable laws of the State of Arkansas,
including particularly the Act, competitive bidding is waived.

Section 8. That the City Clerk is hereby authorized and
directed to file in the office of the City Clerk, as a part of the
minutes of the meeting at which this Ordinance is adopted, for
inspection by any interested person a copy of the Indenture,
Guaranty, Mortgage, and Agreement, and such documents shall be on
file for inspection by any interested person.

Section 9. That the law firm of Friday, Eldredge &
Clark, Little Rock, Arkansas, be appointed to act as Bond Counsel
on behalf of the City in connection with the issuance and sale of
the Bonds.

Section 10. That the provisions of this Ordinance are
hereby declared to be separable, and if any section, phrase or
provision shall for any reason be declared to be invalid, such
declaration shall not affect the validity of the remainder of the
sections, phrases and provisions.

Section 11. That all ordinances, resolutions and parts
thereof in conflict herewith are hereby repealed to the extent of
such conflict.

Section 12. That there is hereby found and declared to
be an immediate need for the securing and developing of industry
in order to provide employment and payrolls, alleviate
unemployment and otherwise benefit the public health, safety and
welfare of the City and the inhabitants thereof, and the issuance
of the Bonds authorized hereby and the taking of the other action
authorized hereby are immediately necessary for the accomplishing
of these public benefits and purposes. It is, therefore, declared that an emergency exists and this Ordinance being necessary for the immediate preservation of the public peace, health and safety shall be in force and effect immediately upon and after its passage.

PASSED: September 27, 1983.

ATTEST:

Martha Hartwich
City Clerk

(SEAL)

APPROVED:

Bill Wright
Mayor