

CLOSING ITEM NO.: B-9

REQUEST AND AUTHORIZATION OF ORANGE COUNTY
INDUSTRIAL DEVELOPMENT AGENCY TO THE TRUSTEE
PURSUANT TO THE INDENTURE TO AUTHENTICATE AND
DELIVER THE BONDS

The undersigned (Vice) Chairman of Orange County Industrial Development Agency (the "Issuer"), pursuant to Section 2.7 of a trust indenture dated as of August 1, 1999 (the "Indenture") by and between the Issuer and The Bank of New York, as trustee (the "Trustee") for the holders of all indebtedness issued by the Issuer pursuant to the Indenture, including the Issuer's Senior Facility Revenue Bonds (Tuxedo Place, L.P. Project), Series 1999 in the aggregate principal amount of \$10,500,000 (the "Bonds"), does hereby, on behalf of the Issuer:

1. Request and authorize the Trustee to authenticate the Bonds.
2. Request and authorize the Trustee to deliver the Bonds, in substantially the form provided in the Indenture, on behalf of the Issuer, to the initial purchaser or purchasers thereof or their designee(s), upon payment of the aggregate purchase price thereof in the amount of \$10,500,000 less Underwriter's discount of \$192,465, plus accrued interest (if any) to the Closing Date (the "Purchase Price").
3. Authorize and direct the Trustee, upon receipt of the Purchase Price, to deposit such funds in accordance with the provisions of Section 5.2 of the Indenture. Such moneys so deposited shall be used and applied in accordance with the provisions of the Indenture.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of September, 1999.

ORANGE COUNTY INDUSTRIAL
DEVELOPMENT AGENCY

By: _____

(Vice) Chairman