

April 8, 2002

Ms. Sharon Priest
Secretary of State
256 State Capitol Building
Little Rock, AR 72201

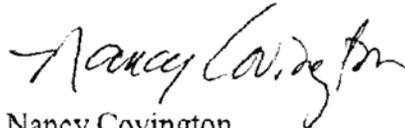
RE: Second Amendment to the By-Laws of the Authority

Dear Ms. Priest:

On the 21st day of March 2002, the Board of Directors' of the Arkansas Development Finance Authority passed the Second Amendment to the By-Laws of the Authority. Enclosed is the Resolution and By-Laws signed by Freddie Mobley, Chair and Mac Dodson, President of the Authority and Secretary of the Board.

If I can be of further assistance, please do not hesitate to contact me at 682-5943.

Sincerely,



Nancy Covington
Assistant to the President

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Encl. 2

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SHARON PRIEST
SECRETARY OF STATE



RESOLUTION

A RESOLUTION AUTHORIZING THE ISSUANCE OF AN ADFA NOTE TO THE FEDERAL HOME LOAN BANK OF DALLAS TO FUND THE LINE OF CREDIT LOAN MADE TO FARM FRESH CATFISH COMPANY, AUTHORIZING THE GUARANTEE OF THE ADFA NOTE, AND OTHER MATTERS PERTAINING THERETO.

WHEREAS, the Board has previously approved and funded a \$3,000,000 Line of Credit Loan (the "Loan") to Farm Fresh Catfish Company as a direct loan from the Authority pursuant to Board approval on February 21, 2002 and a commitment letter dated February 22, 2002; and

WHEREAS, the Board, upon Staff's recommendation, now wishes to modify the source of funding for the Loan by converting the direct loan into an Authority note funded by the Federal Home Loan Bank of Dallas and guaranteed by the Authority's Guaranty Fund.

NOW, THEREFORE, BE IT RESOLVED THAT:

Section 1. There is hereby authorized the issuance of the Authority's Note in the amount of \$3,000,000 ("ADFA Note") to the Federal Home Loan Bank of Dallas (the "FHLBD") to be funded by an advance from the FHLBD.

Section 2. There is further authorized a Guaranty Agreement between the Authority and FHLBD guaranteeing the payment of debt service (amortization of principal and interest) on the ADFA Note for the benefit of FHLBD pursuant to Act 505 of 1985.

Section 3. The President is hereby authorized to approve the form of the ADFA Note and the Guaranty Agreement, and the President is authorized to execute the Note and the Guaranty Agreement on behalf of the Issuer.

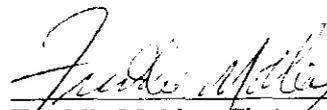
Section 4. The provisions of this Resolution are hereby declared to be separable, and if any section, phrase or provision shall for any reason be declared to be invalid, such declaration shall not affect the validity of the remainder of the sections, phrases and provisions.

Section 5. All resolutions and parts thereof in conflict herewith are hereby repealed to the extent of such conflict.

Section 6. This Resolution shall be in force and effect immediately upon and after its passage.

PASSED: March 21, 2002.

APPROVED:


Freddie Mobley, Chair

ATTEST:

By 
Mac Dodson, President/Secretary

FILED

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SHARON PRIEST
SECRETARY OF STATE