

APR 23 1984

84-B-06.

RESOLUTION

APPROVING THE ISSUANCE OF
ORANGE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY
INDUSTRIAL DEVELOPMENT REVENUE BONDS
(AMERICAN STATES INSURANCE COMPANY PROJECT)
(LINCOLN NATIONAL CORPORATION -- GUARANTOR)
IN THE MAXIMUM AGGREGATE FACE AMOUNT OF \$5,000,000

WHEREAS, the Board of County Commissioners of Orange County declared a need for the Orange County Industrial Development Authority (the "Authority"), appointed its members and empowered it to act under the provisions of Chapter 159 Part III of the Florida Statutes; and,

WHEREAS, the Authority on April 18, 1984, following the public hearing (the "Public Hearing") held pursuant to the Notice of Public Hearing published in The Orlando Sentinel and attached hereto as Exhibit "A" (the "Notice") adopted the resolution attached hereto as Exhibit "B" (the "Resolution") providing for the issuance in the maximum aggregate face amount of \$5,000,000 of Orange County Industrial Development Authority Industrial Development Revenue Bonds (American States Insurance Company Project) (Lincoln National Corporation -- Guarantor) (the "Bonds") for acquisition, construction and equipping of the therein described industrial or manufacturing plant for American States Insurance Company (the "Project"), in Orange County; and,

WHEREAS, the Board of County Commissioners of Orange County has jurisdiction over Orange County; and,

WHEREAS, the Board of County Commissioners of Orange County has been furnished with a copy of the Notice and of the minutes or extracts of the minutes of the Meeting and Public Hearing of the Authority held on April 18, 1984, with respect to the Authority's approval of the Resolution indicating that the Notice apprised residents of Orange County of the proposed issuance of the Bonds not less than 14 days before the Public Hearing and that the Public Hearing was conducted in a manner which provided a reasonable opportunity for persons with differing views on both the issuance of the Bonds and the location and nature of the Project to be heard; and,

WHEREAS, the Board of County Commissioners has been requested by the Authority to consider and approve the Authority's issuance of the Bonds under the provisions of Section 125.01(1)(z) of the Florida Statutes, as amended, and Section 103(k) of the Internal Revenue Code of 1954, as amended;

NOW, THEREFORE, BE IT RESOLVED by the Board of County

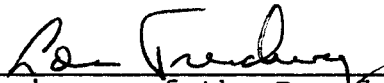
Commissioners of Orange County as follows:

1. Issuance of the Bonds by the Authority in the maximum face amount of \$5,000,000 of Orange County Industrial Development Authority Industrial Development Revenue Bonds (American States Insurance Company Project) (Lincoln National Corporation -- Guarantor) as contemplated by the Resolution is hereby approved.

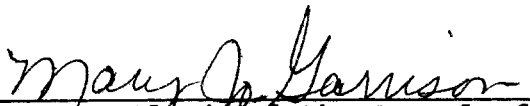
2. This approval is intended to comply with the provisions of Section 125.01(1)(z) of the Florida Statutes, as amended, and Section 103(k) of the Internal Revenue Code of 1954, as amended.

3. Nothing contained in this approval shall be deemed to create any obligation or obligations of Orange County, Florida or the Board of County Commissioners of Orange County.

ADOPTED as of this 23rd day of April, 1984, and effective immediately upon its adoption.



Chairman of the Board of
County Commissioners



Deputy Clerk of the Board of
County Commissioners

EXHIBIT A

The Orlando Sentinel

Published Daily
Orlando, Orange County, Florida

ADVERTISING CHARGE \$65.83

State of Florida)
) ss.
COUNTY OF ORANGE

Before the undersigned authority personally appeared _____
Catherine Deering _____, who on oath says that

she is the Legal Advertising Representative of the Orlando Sentinel, a Daily newspaper published at Orlando, in Orange County, Florida; that the attached copy of advertisement, being a Notice of Public Hearing in the matter of Orange County Industrial Development Authority

_____ in the _____ Court,

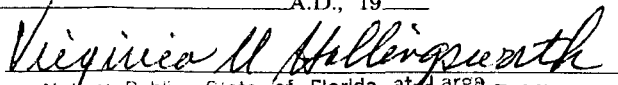
was published in said newspaper in the issues of _____
April 4, 1984 _____

Affiant further says that the said Orlando Sentinel is a newspaper published at Orlando, in said Orange County, Florida, and that the said newspaper has heretofore been continuously published in said Orange County, Florida, each Week Day and has been entered as second-class mail matter at the post office in Orlando, in said Orange County, Florida for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that he/she has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.



Sworn to and subscribed before me this _____ 5th _____ day

of _____ April _____ 84
_____ A.D., 19 _____



Notary Public, State of Florida at _____

My Commission Expires July 13, 1985

Bonded by American Fire & Casualty Co. FORM NO. AD-262

NOTICE OF PUBLIC HEARING ORANGE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY

Notice is hereby given that on April 18, 1984, a public hearing will be held at 200 E. Robinson Street, Suite 890, Hartford Building, Orlando, Florida, commencing at two o'clock p.m., with respect to the proposed issuance by the Orange County Industrial Development Authority (the "Issuer") of Industrial Development Revenue Bonds (American States Insurance Company Project) (Lincoln National Corporation -- Guarantor) (the "Bonds") in the maximum aggregate face amount of \$5,000,000 to assist American States Insurance Company in financing a headquarters facility (the "Project"). The Project is to be a "headquarters facility" (within the meaning of the Act) to be used by the Company as a regional headquarters office for the region comprised of North Carolina, South Carolina and Florida on a parcel of land located in Maitland, Florida, at 2201 Lucien Way, Maitland, Florida 32751, and consisting of an approximately 50,000 square foot office building and furnishings, fixtures, equipment and appurtenances thereto. The Bonds will be special obligations of the Issuer and will not constitute a debt or pledge of the faith and credit or the taxing power of the Issuer, the State of Florida or any other public body. The initial owner, operator and manager of the Project will be American States Insurance Company. Persons wishing to express their views on the proposed bond issuance or the location or nature of the Project may appear at the hearing or may submit their views in writing. Any written submissions should be sent to the issuer at Orange County Industrial Development Authority, 200 E. Robinson Street, Suite 890, Orlando, Florida 32801, Attention: Chairman and clearly marked "Re: \$5,000,000 Orange County Industrial Development Authority Industrial Development Revenue Bonds (American States Insurance Company Project) (Lincoln National Corporation -- Guarantor)". Written submissions should be mailed or delivered in sufficient time to be received before the date of the hearing set forth above. If a person decides to appeal any decision made by the Issuer or any other public body with respect to any matter considered at such hearing, that person will need a record of the proceedings and, for such purpose, may need to ensure that a verbatim record of the proceedings is made, which record includes the testimony and evidence upon which the appeal is to be based.

ORANGE COUNTY
INDUSTRIAL
DEVELOPMENT
AUTHORITY

By: Roy L. Harris, Jr.
Title: Secretary

CL-871 Apr. 4, 1984

EXHIBIT B

RESOLUTION

RESOLUTION AUTHORIZING THE ISSUANCE OF \$5,000,000 ORANGE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY INDUSTRIAL DEVELOPMENT REVENUE BONDS (AMERICAN STATES INSURANCE COMPANY PROJECT) (LINCOLN NATIONAL CORPORATION -- GUARANTOR) FOR THE PURPOSE OF MAKING A LOAN TO ASSIST AMERICAN STATES INSURANCE COMPANY IN FINANCING THE COSTS OF A "PROJECT" PURSUANT TO THE PROVISIONS OF PARTS II AND III OF CHAPTER 159, FLORIDA STATUTES; AUTHORIZING THE EXECUTION AND DELIVERY OF A LOAN AGREEMENT PERTAINING TO THE PROJECT AND OF A TRUST INDENTURE SECURING THE PAYMENT OF THE BONDS; PROVIDING AN EFFECTIVE DATE.

BE IT RESOLVED BY THE ORANGE COUNTY INDUSTRIAL DEVELOPMENT AUTHORITY:

Section 1. Authority. The Orange County Industrial Development Authority, an industrial development authority duly created and validly existing under the laws of the State of Florida, is authorized and empowered, by virtue of the laws of the State of Florida, including without limitation, the Act, (a) to issue its revenue bonds for the purpose of making a loan to assist in the financing of "costs" of a "project", as defined in the Act, comprising a "headquarters facility" (within the meaning of the Act) to be used by the Company as a regional headquarters office for the region comprised of North Carolina, South Carolina and Florida, located within the the City of Maitland, Florida, at 2201 Lucien Way; (b) to loan the proceeds from the sale of such revenue bonds to the Company for such purpose under a loan agreement which provides for payments sufficient to pay the principal of and interest and any premium on those revenue bonds; (c) to secure those revenue bonds by a trust indenture, as provided herein; and (d) to pass and adopt this Bond Resolution and to enter into the Indenture and the Agreement, all as defined herein, upon the terms and conditions provided herein and therein.

Section 2. Definitions. In addition to the words and terms elsewhere defined in this Bond Resolution or any other document described herein, unless the context or use clearly indicates another meaning or intent:

"Act" means Parts II and III of Chapter 159, Florida Statutes, as enacted and amended from time to time.

"Additional Bonds" means bonds which may be issued under Section 2.04 of the Indenture.

"Additional Notes" means any non-negotiable promissory note or notes, in addition to the Project Note, delivered by the Company to the Trustee in connection with the issuance of Additional Bonds, as provided in the Agreement.

"Agreement" means the Loan Agreement, dated as of even date with the Indenture, between the Issuer and the Company, as amended or supplemented from time to time.

"Attesting Officer" means Secretary or Assistant Secretary of the Issuer.

"Bond Fund" means the Bond Fund created in Section 5.04 of the Indenture.

"Bond Resolution" means (a) when used with reference to the Project Bonds, this resolution providing for their issuance and approving the Agreement, the Indenture and related matters; (b) when used with reference to an issue of Additional Bonds, this resolution, to the extent applicable, and the resolution providing for the issuance of the Additional Bonds and approving any amendment to the Agreement, any Supplemental Indenture and related matters; and (c) when used with reference to Bonds when Additional Bonds are outstanding, this resolution and the resolution providing for the issuance of the then outstanding Additional Bonds; in each case as amended or supplemented from time to time.

"Bonds" means the Project Bonds and any Additional Bonds.

"Code" means the Internal Revenue Code of 1954, as amended. References to the Code and Sections thereof include relevant applicable regulations and proposed regulations thereunder and any successor provisions to those Sections, regulations or proposed regulations.

"Company" means American States Insurance Company, a corporation for profit duly organized and validly existing under the laws of the State of Indiana and qualified to transact business in the State, and its lawful successors and assigns, to the extent permitted by the Agreement.

"Executing Officer" means Chairman or Vice Chairman.

"Guarantor" means Lincoln National Corporation duly organized and validly existing under the laws of the State of Indiana.

"Guaranty" means the Guaranty Agreement dated as of May 1, 1984, between the Guarantor and the Trustee, with respect to the Project Bonds, as amended or supplemented from time to time.

"Holder" or "Holder of a Bond" means the person in whose name a Bond is registered on the Bond Register for which provision is made in Section 3.06 of the Indenture.

"Indenture" means the Trust Indenture, dated as of May 1, 1984, between the Issuer and the Trustee, as amended or supplemented from time to time.

"Interest Payment Date" means, as to the Project Bonds, each date set forth as such in the form of Project Bond attached as Exhibit A to the Indenture.

"Issuer" means the Orange County Industrial Development Authority.

"Legislative Authority" means the members of the Issuer acting as its governing body.

"Loan" means the loan by the Issuer to the Company of the proceeds received from the sale of the Bonds.

"Loan Payments" means the amounts required to be paid by the Company in repayment of the Loan pursuant to Section 4.1 of the Agreement and the Notes.

"Local Agency" means and includes all units of local government in which the Project is located.

"Notes" means the Project Note and any Additional Notes.

"Official Seal" means the seal of the Issuer.

"Person" or words importing persons mean firms, associations, partnerships (including without limitation, general and limited partnerships), societies, trusts, corporations, public or governmental bodies, other legal entities and natural persons.

"Project" means, collectively, the real estate at the time comprising the Project Site, and the real and personal property at the time comprising the Project Facilities, each as defined in the Agreement.

"Project Bonds" means the \$5,000,000 Orange County Industrial Development Authority Industrial Development Revenue Bonds (American States Insurance Company Project) (Lincoln National Corporation -- Guarantor) of the Issuer authorized in Section 3 hereof and Section 2 of the Indenture.

"Project Fund" means the Project Fund created in Section 5.01 of the Indenture.

"Project Note" means the non-negotiable promissory note of the Company, dated as of even date with the Project Bonds, in the form attached to the Agreement as Exhibit A and in the principal amount of \$5,000,000.

"Project Purposes" means acquiring, constructing, installing or improving of real and personal property comprising a "headquarters facility" (within the meaning of the Act) to be used by the Company as a regional headquarters office for the region comprised of North Carolina, South Carolina and Florida

"Revenues" means (a) the Loan Payments, (b) all other moneys received or to be received by the Issuer or the Trustee in respect of repayment of the Loan, including without limitation, moneys in the Bond Fund, (c) any unexpended moneys in the Project Fund, and (d) all income and profit from the investment of the foregoing moneys.

"State" means the State of Florida.

"Supplemental Indenture" means any indenture supplemental to the Indenture entered into between the Issuer and the Trustee in accordance with Article VIII of the Indenture.

"Trustee" means The Indiana National Bank, Indianapolis, Indiana, until a successor Trustee shall have become such pursuant to the applicable provisions of the Indenture, and thereafter "Trustee" shall mean the successor Trustee.

The captions and headings in this Bond Resolution are solely for convenience of reference and do not define, limit or describe the scope or intent of any provisions or Sections of this Bond Resolution.

Section 3. Findings and Determinations. The Issuer hereby makes the following findings and determinations.

- (a) The Project is a "headquarters facility" (within the meaning of the Act) to be used by the Company as a regional headquarters office for the region comprised of North Carolina, South Carolina and Florida and is a "project" as defined in the Act.
- (b) The Project is appropriate to the needs and circumstances of, and shall make a significant contribution to the economic growth of, the Local Agency, shall provide gainful employment and shall serve a public purpose by advancing the economic prosperity, the public health and the general welfare of the State and its people as stated in Section 159.26, Florida Statutes. The Project and the financing thereof serves a paramount public purpose.
- (c) The Company is financially responsible and fully capable and willing to fulfill its obligations under the Agreement, including the obligation to pay Loan Payments in the amounts and at the times to be required by the Agreement, the obligation to operate, repair and maintain the Project at its own expense, and to serve the purposes of the Act and perform such other responsibilities as may be imposed under the Agreement, due consideration having been given to the criteria specified in Section 159.29(2), Florida Statutes.
- (d) The Local Agency is able to cope satisfactorily with the impact of the Project and is able to provide, or cause to be provided when needed, the public facilities, including utilities and public services, that will be necessary for the construction, operation, repair and maintenance of the Project and on account of any increases in population or other circumstances resulting therefrom.
- (e) Adequate provision has been made for the operation, repair, and maintenance of the Project at the expense of the Company and for the payment of principal of and interest on the Bonds.

- (f) The costs to be paid from the proceeds of the Project Bonds shall be costs of a "project" within the meaning of the Act.
- (g) Based on the opinion required to be delivered by Squire, Sanders & Dempsey, Bond Counsel, as a condition to the delivery of the Project Bonds, the interest on the Project Bonds shall, to the extent required by Article VII, Section 10(c) of the Florida Constitution, be exempt from federal income taxation.
- (h) As required by Section 103(k) of the Code, prior to the adoption of this Bond Resolution a public hearing was held, following reasonable notice, with respect to the nature and location of the Project, the issuance of the Project Bonds and the plan of financing pursuant to which the Project Bonds (and any Additional Bonds which may hereafter be issued and sold as permitted by the Indenture) are to be issued.

Section 4. Authorization of Project Bonds; Additional Bonds. It is found and determined to be necessary and desirable for the Issuer to, and the Issuer shall, issue, sell and deliver, as provided and authorized herein and in the Indenture and pursuant to the authority of the Act, \$5,000,000 principal amount of Project Bonds for the purpose of making a loan to assist the Company in the financing of costs of the Project. The Project Bonds shall be designated "Industrial Development Revenue Bonds (American States Insurance Company Project) (Lincoln National Corporation -- Guarantor)". Under the plan of financing provided for herein, the Issuer may issue, sell and deliver Additional Bonds for the purposes, upon satisfaction of the conditions and in the manner provided in Section 2.04 of the Indenture.

Section 5. Terms and Provisions of Project Bonds.

(a) Generally. The Project Bonds (i) shall be issued, unless a Supplemental Indenture shall have been executed and delivered pursuant to Section 8.02(h) of the Indenture, only in fully registered form, substantially as set forth in Exhibit A to the Indenture; (ii) shall be exchangeable for Project Bonds of authorized denominations, as provided in the Indenture; (iii) shall be numbered in such manner as to distinguish each Project Bond from any other Project Bond; (iv) shall be in the denominations authorized by the Indenture; (v) shall bear interest at the rate or rates per annum set forth in the Purchase Agreement, payable on each Interest Payment Date, and shall be payable and mature in the years and in the principal amounts set forth in the Indenture; (vi) shall be subject to redemption in the amounts, upon the conditions, and at the times and prices set forth in the Indenture; and (vii) shall be dated as of May 1, 1984.

(b) Execution. The Project Bonds shall be signed by an Executing Officer and an Attesting Officer in their official capacities (provided that any or all of those signatures may be facsimiles) and shall bear the Official Seal or a facsimile thereof.

Section 6. Allocation of Proceeds of Project Bonds. The proceeds from the sale of the Project Bonds (including without limitation, any accrued interest thereon) shall be allocated, deposited and credited as follows:

-- to the Bond Fund created by the Indenture, any accrued interest paid by the Original Purchaser; and

-- to the Project Fund created by the Indenture, the balance of the proceeds of the Project Bonds.

Section 7. Security for the Bonds. To the extent provided in, and except as otherwise permitted under the Indenture, the Bonds shall be equally and ratably payable solely from the Revenues and shall be secured by an assignment of the Revenues and by the Indenture. The Company's obligation to make Loan Payments shall be evidenced by the Note to be executed by the Company and delivered to the Trustee and the Loan Payments evidenced thereby shall be held and used to pay Bond Service Charges on the Bonds. The Project Bonds are further secured by the Guaranty.

Anything in the Bond Resolution, the Bonds or the Indenture to the contrary notwithstanding, the Issuer shall not be obligated to pay the Bonds or interest thereon except from the Revenues pledged therefor, and neither the faith and credit nor the taxing power of the Issuer, or of the State or of any political subdivision thereof is pledged to the payment of the principal of or interest on the Bonds and the Bonds shall contain a statement to that effect on their face. Nothing herein or in the Indenture, however, shall be deemed to prohibit the Issuer, of its own volition, from using to the extent that it is authorized by law to do so, any other resources for the fulfillment of any of the terms, conditions or obligations of the Indenture, the Bond Resolution or any of the Bonds.

Section 8. Federal Tax Matters.

(a) Arbitrage Provisions. The Issuer will restrict the use of the proceeds of the Project Bonds in the manner and to the extent, if any, which may be necessary so that the Project Bonds will not constitute arbitrage bonds under Section 103(c) of the Code, after taking into account reasonable expectations at the time of the delivery of and payment for the Project Bonds. To that end, an Executing Officer, an Attesting Officer or any other officer having responsibility for issuing the Project Bonds is authorized and directed, alone or in conjunction with any of the foregoing or with any other officer, employee or agent of or consultant to the Issuer, or with the Company or any officer, employee or agent of or consultant to the Company, to give an appropriate certificate of the Issuer, for inclusion in the transcript of proceedings for the Project Bonds, setting forth the reasonable expectations of the Issuer regarding the amount and use of the proceeds of the Project Bonds and the facts, estimates and circumstances on which those expectations are based, that certificate to be premised on the reasonable expectations and the facts, estimates and circumstances on which those expectations are based, as provided by the Company, all as of the date of delivery of and payment for the Project Bonds; and

(b) Issuer Information Return. An Executing Officer or Attesting Officer of the Issuer shall execute and timely file or cause to be timely filed with the Internal Revenue Service the statement setting forth the information required by Section 103(1) of the Code, which shall be based on the relevant information provided by the Company.

(c) Federal Tax Election. The Issuer elects to have the limitation on capital expenditures specified in Section 103(b)(6)(D) of the Code applied to the Project Bonds. The execution and filing by an Executive Officer or Attesting Officer with the Internal Revenue Service of a statement regarding that election, as provided in the Code and the applicable rules and regulations of the Internal Revenue Service, is authorized, directed and approved.

Section 9. Transcript of Proceedings. The Attesting Officer, or other appropriate officer of the Issuer, shall furnish to the Original Purchaser a true Transcript of Proceedings, certified by the Attesting Officer or other appropriate officer, of (i) all proceedings had with reference to the issuance of the Project Bonds and (ii) any other information from the records of the Issuer and this body which may be necessary or appropriate to determine the regularity and validity of the issuance of the Project Bonds.

Section 10. Indenture and Agreement. To provide for the issuance and sale of the Project Bonds and the consummation of the transactions contemplated therein, an Executing Officer and Attesting Officer are authorized and directed, for and in the name and on behalf of the Issuer, to execute, to affix the Official Seal to, acknowledge and deliver, the Indenture and the Agreement in substantially the forms submitted to this body. Those instruments are approved with changes therein not inconsistent with this Bond Resolution and not substantially adverse to the Issuer and which are permitted by the Act and shall be approved by the officers executing the Indenture and the Agreement; provided, that the approval of those changes by those officers, and their character as not being substantially adverse to the Issuer, shall be evidenced conclusively by their execution of those instruments.

Section 11. Other Documents. An Executing Officer and an Attesting Officer, as appropriate, are authorized and directed to execute any certifications, financing statements, assignments and instruments which are necessary or appropriate to perfect the assignments set forth in the Indenture and to consummate the transactions contemplated in this Bond Resolution, the Indenture and the Agreement.

Section 12. Compliance with Open Meeting Requirements. It is found and determined that all formal actions of this body concerning and relating to the adoption of this Bond Resolution were adopted in an open meeting of this body, and that all deliberations of this body and of any of its committees that resulted in those formal actions, were in meetings open to the public, in compliance with all legal requirements, including Section 286.011, Florida Statutes, as amended.

Section 13. Effective Date. This resolution shall take effect and be in force immediately upon its passage and adoption.