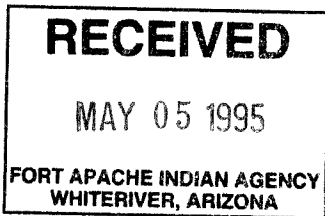


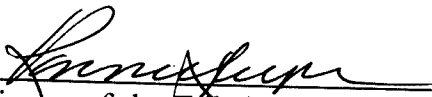
**RESOLUTION OF THE
WHITE MOUNTAIN APACHE TRIBE OF THE
FORT APACHE INDIAN RESERVATION**

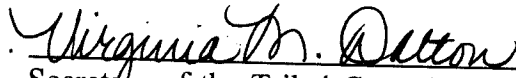
- WHEREAS**, the Tribal Council of the White Mountain Apache Tribe adopted the White Mountain Apache Tribe Retirement Savings Plan, effective May 1, 1991 ("Plan 3"), which was subsequently amended by the First, Second, and Third Amendments thereto, as a tax qualified governmental plan under Section 401(a) of the Internal Revenue Code of 1986, in order to provide the Tribe's employees with the opportunity to save for their retirement on a tax-favored basis; and
- WHEREAS**, by prior action, the Tribal Council has retained First Interstate Bank of Arizona, N.A. to serve as Trustee under Plan 3, and to perform administration services with respect to Plan 3; and
- WHEREAS**, it has come to the Tribal Council's attention that unfamiliarity associated with the changeover of Plan 3's Trustee and administrator to First Interstate Bank may have resulted in some employees not signing up to participate in Plan 3 during this transitional period who otherwise may have elected to do so; and
- WHEREAS**, the Tribal Council has decided to make a special Matching Contribution to Plan 3 in order to insure that all employees who could have signed up to participate in Plan 3 during this transitional period, but may have not done so because of unfamiliarity with the new Trustee and administrator, will not suffer any reduction in employer contributions as a result of such transition.
- BE IT RESOLVED** by the Tribal Council of the White Mountain Apache Tribe that it hereby approves and adopts the Fourth Amendment to Plan 3, attached hereto and incorporated by reference herein, allowing for a special Matching Contribution on behalf of employees who first became eligible to participate in Plan 3 during the transitional period described above and who elect to participate in Plan 3 as of the open enrollment scheduled for May 1, 1995.
- BE IT FURTHER RESOLVED** that the Chairman of the Tribal Council be, and hereby is, authorized, empowered and directed, for and on behalf of the Tribe, to execute said Fourth Amendment to Plan 3, and to make such changes therein as may be suggested by the Tribe's pension attorneys as long as such changes are merely administrative in nature and do not increase the cost of the Plan or seriously detract from the benefits provided to employees.

BE IT FURTHER RESOLVED that the acts and deeds of the members of the Tribal Council necessary to carry out the intent and purpose of these Resolutions be, and the same hereby are, ratified, confirmed and adopted as the acts and deeds of the Tribe.

The foregoing resolution was on April 19, 1995 duly adopted by a vote of nine for and zero against by the Tribal Council of the White Mountain Apache Tribe, pursuant to authority vested in it by the White Mountain Apache Tribe Constitution, including Article IV, Section 1 (a), (s), (t) and (u) of the Constitution of the Tribe, ratified by the Tribe September 30, 1993, and approved by the Secretary of Interior on November 12, 1993, pursuant to Section 16 of the Act of June 18, 1934 (48 Stat. 984).




Chairman of the Tribal Council


Secretary of the Tribal Council

**FOURTH AMENDMENT TO THE
WHITE MOUNTAIN APACHE TRIBE
RETIREMENT SAVINGS PLAN**

Effective May 1, 1991, the White Mountain Apache Tribe (the "Employer") established the White Mountain Apache Tribe Retirement Savings Plan (the "Plan"), which was subsequently amended by the First Amendment to the Plan, dated March 18, 1992, the Second Amendment to the Plan, dated July 14, 1994, and the Third Amendment to the Plan, dated January 12, 1995. By resolution dated July 14, 1994, the Tribal Council of the Employer elected to engage the services of a commercial financial institution to act as Trustee to the Plan, and thereafter to assume certain responsibilities for administering the Plan as both Trustee and third-party administrator/recordkeeper. In recognition that Employees who otherwise may have elected to participate in the Plan may not have done so in light of the unfamiliarity associated with changing the Plan Trustee and administrator, the Employer intends to amend the Plan to provide for a special Employer matching contribution to insure that the Employees who became eligible to participate in the Plan during the transition period will not suffer any reduction in Employer contributions as a result of such transition.

1. Except as otherwise provided with respect to the specified provisions contained herein, the provisions of this Fourth Amendment shall be effective as of May 1, 1995.
2. This Amendment shall amend only the provisions of the Plan as set forth herein, and those provisions not expressly amended hereby shall be considered in full force and effect.

3. Section 5.1(f) of the Plan is hereby amended by adding two new sentences at the end thereof as follows:

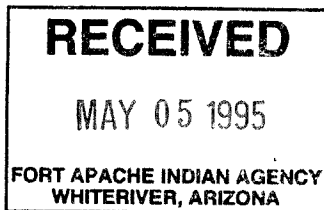
The Employer shall also make a special Matching Contribution on behalf of each Employee who first became eligible to participate in the Plan during the transitional period in which the Plan's Trustee and third-party administrator were replaced with First Interstate Bank of Arizona, N.A. (May 1, 1994, or November 1, 1994) but who did not make application to participate in the Plan through that transitional period; provided that the special Matching Contribution shall be made only on behalf of such Employees who elect to participate in the Plan as of the first open enrollment conducted by the new administrator following the transition (May 1, 1995). The special Matching Contribution called for in the preceding sentence shall be calculated from the Employee's earliest Entry Date (May 1, 1994 or November 1, 1994) through the May 1, 1995 open enrollment Entry Date, at a rate of 2.5% of such Employee's Earnings.

4. Section 13.6 of the Plan is hereby amended by adding a new sentence at the end thereof as follows:

Notwithstanding anything in this Plan to the contrary, the Trustee shall select a low risk or diversified Investment Fund or Funds for those Participants who fail to direct the investment of their accounts.

IN WITNESS WHEREOF, the Employer has caused this Fourth Amendment to be executed by its duly authorized representative on this 19 day of April, 1995.

WHITE MOUNTAIN APACHE TRIBE



By: *Ronnie Lupe*
Ronnie Lupe, Tribal Chairman