

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

WHEREAS, the White Mountain Apache Tribe (the "Tribe") sponsors the White Mountain Apache Tribe Retirement Savings and 401(k) Plan (the "Plan") as a tax qualified governmental retirement program in order to assist Tribal employees in saving for retirement; and

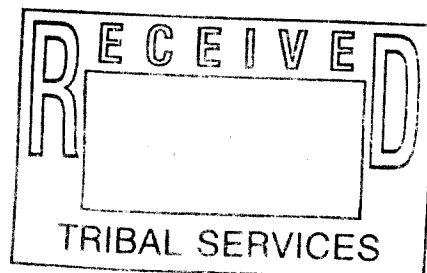
WHEREAS, Section 2.1(u) of the Plan authorizes the Tribal Council to approve adoption and participation in the Plan by Tribal Affiliates, the Theodore Roosevelt Boarding School has now requested permission for its employees to participate in the Tribal Plan, and the Tribal Council now desires to consent to such participation;


BE IT RESOLVED, by the Tribal Council of the White Mountain Apache Tribe that it hereby approves of and consents to adoption of the Plan by the TR School, effective July 1, 2000, with initial contributions to begin reasonably thereafter to allow for the proper and orderly coordination of administration, enrollments, and payroll procedures.

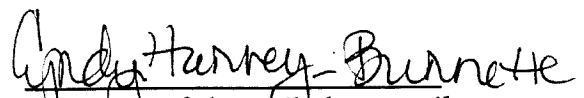
BE IT FURTHER RESOLVED, by the Tribal Council of the White Mountain Apache Tribe that the Chairman of this Council is hereby authorized to execute any further agreements or documents as may be necessary to coordinate such adoption; provided such documents are reviewed by legal counsel prior to execution.

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 June 7, 2000, 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 Article IV, Section 1(a), (b), (s), (t), and (u) of the Constitution of the Tribe, ratified by the Tribe September 30, 1993, and approved by the Secretary of the 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

ADOPTION AGREEMENT

THIS ADOPTION AGREEMENT (the "Adoption Agreement") is entered into as of the dates provided below by Mr. Dallas Massey, Sr., the Chairman of the Tribal Council of the White Mountain Apache Tribe (the "Tribe") and by _____, the President of the Theodore Roosevelt Boarding School, of the White Mountain Apache Tribe ("TR School"), for the purpose of effectuating the adoption of the White Mountain Apache Tribe Retirement Savings and 401(k) Plan (the "Plan") and its related Trust Agreement by TR School.

RECITALS:

1. Effective May 1, 1995, the White Mountain Apache Tribe adopted the Plan, which was subsequently amended and restated in its entirety effective May 1, 1997 to add a 401(k) feature in light of the Small Business Job Protection Act changes to the tax laws expressly confirming 401(k) plan eligibility for tax exempt organizations and Tribal entities on and after January 1, 1997.
2. As the Plan of a federally recognized Tribal government, the Plan is also structured to comport with the rules and exemptions provided to tax qualified governmental plans within the meaning of Internal Revenue Code (the "Code") Section 414 (d). The Plan is intended to constitute a qualified plan under Section 401(a) of the Code, and has received a favorable determination letter from the IRS covering the above 401(k) changes, dated March 12, 1999.
3. Section 2.1(u) of the Plan authorizes the adoption of this Plan by Tribal Affiliates to the extent that such adoption is approved by the Council and is consistent with the Tribe's intent to maintain the Plan as a tax qualified governmental 401(k) plan.
4. TR School is a non-profit entity established under federal and Tribal law, in order to assist the Tribe in fulfilling its educational responsibilities to Tribal members. The governing Tribal Council has authority to appoint and remove directors of the TR School board, and deems the TR School an eligible Affiliated Tribal entity with regard to the retirement Plan.
5. TR School now desires to adopt the Plan and its related Trust Agreement, as amended, to provide the employees of TR School with an opportunity to save for their retirement on a tax-favored basis.
6. TR School, by resolutions duly adopted by its Board of Directors, has elected to adopt the Plan and its related Trust Agreement subject to approval by the Tribe.
7. The Tribe, by resolutions duly adopted by the Tribal Council, has approved the adoption of the Plan and its related Trust Agreement by TR School.

AGREEMENTS:

NOW, THEREFORE, the parties hereby agree as follows:

1. Effective July 1, 2000, TR School will be deemed an adopting employer in accordance with Section 2.1(u) of the Plan.
2. Effective July 1, 2000, the Tribe hereby approves of TR School's adoption as provided in paragraph 1 above.
3. TR School acknowledges that the adoption is expressly contingent on TR School's participation being consistent with the Tribe's intent to maintain Plan as a tax qualified governmental retirement program in accordance with applicable federal and Tribal law, and, as such, agrees to refrain from conduct which would jeopardize the Tribe's sovereign governmental status or the tax qualified status of the Plan.
4. TR School expressly agrees to all the terms and conditions of the Plan and its related Trust Agreement including, without limitation, to make any and all contributions to the Plan on behalf of employees working for TR School which may be required pursuant to the terms of the Plan.
5. TR School acknowledges receipt of the Plan, along with its related Trust Agreement, and the First and Second Amendments thereto, and expressly agrees to all of the terms and conditions therein.

ACKNOWLEDGMENTS:

By execution of this Adoption Agreement, I hereby acknowledge the truth and accuracy of the recitals made, and hereby agree to the conditions and terms herein.

DATED: _____

TRIBAL COUNCIL OF THE WHITE MOUNTAIN
APACHE TRIBE

By: _____
Tribal Chairman

DATED: _____

THEODORE ROOSEVELT BOARDING SCHOOL

By: _____
Its: _____