

# Bank of America

Amendment Number 2 to Schedule of Property No. 1 and Acquisition Fund and Account Control Agreement

**This Amendment**, made this 7th day of July, 2015, to Schedule of Property No. 1 and Acquisition Fund and Account Control Agreement both dated as of September 20, 2013 between Banc of America Public Capital Corp ("Lessor"), City of Franklin, TN ("Lessee") and Deutsche Bank National Trust Company ("Acquisition Fund Custodian")

WITNESSETH:

**WHEREAS**, Lessor and Lessee are parties to a Master Equipment Lease/Purchase Agreement dated as of September 20, 2013 and Schedule of Property No. 1 dated as of September 20, 2013 (the "Lease"); and Lessor, Lessee and Acquisition Fund Custodian have entered into an Acquisition Fund and Account Control Agreement dated as of September 20, 2013 (the Acquisition Fund Agreement, and together with the Lease, the "Agreements"); all defined terms therein not otherwise defined herein are used with the meanings defined therein; and

**WHEREAS**, Lessor and Lessee desire, and Acquisition Fund Custodian agrees, to amend certain provisions of the Agreements;

**NOW, THEREFORE**, in consideration of the premises and the mutual obligations hereinafter contained, and for other good and valuable consideration, the receipt whereof is hereby acknowledged, the parties hereto agree as follows:

1. Section 6 of Schedule of Property No. 1 entitled Lease Proceeds, is amended as follows:

The reference to "twelve (12) months is hereby deleted and and replaced with twenty-five (25) months".

2. Section 7 of Schedule of Property No. 1 entitled Acquisition Period is hereby deleted in its entirety and replaced with the following:

"The Acquisition Period applicable to this Schedule shall end on October 31, 2015, which is twenty-five (25) months following the date hereof."

3. In the second paragraph of the Acquisition Fund and Account Control Agreement is hereby amended as follows:

The reference to "April 30, 2015" is hereby deleted and replaced with "October 31, 2015".

3. Except as amended hereby, the Agreements shall remain in full force and effect and is in all respects hereby ratified and affirmed. Capitalized terms not otherwise defined herein shall have the meanings ascribed them in the Agreements.

**IN WITNESS WHEREOF**, the parties hereunto have caused this instrument to be executed by their duly authorized officers as of the day and year first above written.

Banc of America Public Capital Corp (Lessor)

City of Franklin, TN (Lessee)

By: \_\_\_\_\_

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_

Title: \_\_\_\_\_

Deutsche Bank National Trust Company  
(Acquisition Fund Custodian)

By: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_