

CERTIFICATE OF ACCEPTANCE NO. 02

The undersigned, as Lessee under Lease Schedule No. **500-3164648-000** dated **October 27, 2015** to Master Equipment Lease/Purchase Agreement No. **3164648** dated as of **October 27, 2015** (the "Agreement") with **BANK OF AMERICA, NATIONAL ASSOCIATION** ("Lessor"), hereby certifies:

1. The items of the Equipment, as such term is defined in the Agreement, fully and accurately described on the Equipment List attached hereto have been delivered and installed at the location(s) set forth therein.
2. A present need exists for the Equipment which need is not temporary or expected to diminish in the near future. The Equipment is essential to and will be used by the Lessee only for the purpose of performing one or more governmental functions of Lessee consistent with the permissible scope of Lessee's authority.
3. The estimated useful life of the Equipment based upon the manufacturer's representations and Lessee's projected needs exceeds the term of lease with respect to the Equipment.
4. Lessee has conducted such inspection and/or testing of the Equipment as it deems necessary and appropriate and hereby acknowledges that it accepts the Equipment for all purposes as of the date of this Certificate.
5. The Equipment is covered by insurance in the types and amounts required by the Agreement.
6. No event of default, as such term is defined in the Agreement, and no event which with the giving of notice or lapse of time, or both, would become an event of default, has occurred and is continuing on the date hereof.
7. Sufficient funds have been appropriated by Lessee for the payment of all rental payments due under the Agreement during Lessee's current fiscal year.
8. Based on the foregoing, Lessor is hereby authorized and directed to fund the acquisition of the Equipment set forth on the Equipment List by paying, or causing to be paid, the manufacturer(s)/vendor(s) the amounts set forth on the attached invoices.
9. The following documents are attached hereto and made a part hereof:
 - (a) Equipment List
 - (b) Original Invoice(s)
 - (c) Copies of Certificate(s) of Origin designating Lessor as lien holder if any part of the Equipment consists of motor vehicles, and evidence of filing
 - (d) Disbursement Request

If Lessee paid an invoice prior to the commencement date of the Agreement and is requesting reimbursement for such payment, also attach a copy of evidence of such payment together with a copy of Lessee's Declaration of Official Intent and other evidence that Lessee has satisfied the requirements for reimbursement set forth in Treas. Reg. §1.150-2.

WARREN COUNTY SCHOOL DISTRICT
Lessee

By: _____

By: _____

Date: _____

SCHEDULE 1
to the Escrow Agreement

FORM OF DISBURSEMENT REQUEST NO. 02

Re: Lease Schedule No. **500-3164648-000** dated **October 27, 2015** Master Equipment Lease/Purchase Agreement No. **3164648** dated as of **October 27, 2015** (the "LEASE") by and between BANK OF AMERICA, NATIONAL ASSOCIATION, as Lessor WARREN COUNTY SCHOOL DISTRICT, as Lessee. (Capitalized terms not otherwise defined herein shall have the meanings assigned to them in the LEASE)

In accordance with the terms of the Escrow Agreement, dated as of **October 27, 2015** (the "Escrow Account Agreement") by and among BANK OF AMERICA, NATIONAL ASSOCIATION ("Lessor"), WARREN COUNTY SCHOOL DISTRICT ("Lessee") and Bank of America, National Association, (the "Escrow Agent"), the undersigned hereby requests the Escrow Agent pay the following persons the following amounts from the Escrow Account created under the Escrow Account Agreement for the following purposes:

Disbursement Amounts:

Payee's Name and Address (if disbursement via wire, must include wire transfer instructions)	Invoice Number	Dollar Amount	Purpose
Applications2U, LLC	9882ADJ	\$5,000.00	Retention - equipment is installed
260 Executive Drive, Ste. 500			
Cranberry Township, PA 16066			
	TOTAL:	\$5,000.00	

(i) (a) Each obligation specified in the table herein titled as "Disbursement Amounts" has been incurred by Lessee in the stated amount, (b) the same is a proper charge against the Escrow Account for costs relating to the Equipment identified in the LEASE, and (c) has not been paid (or has been paid by Lessee and Lessee requests reimbursement thereof).

(ii) Each item of Equipment relating to an obligation specified in the table herein titled as "Disbursement Amounts" has been delivered, installed and accepted by Lessee. Attached hereto is the original invoice with respect to such obligation.

(iii) The undersigned, as Authorized Representative, has no notice of any vendor's, mechanic's or other liens or rights to liens, chattel mortgages, conditional sales contracts or security interest which should be satisfied or discharged before such payment is made.

(iv) This requisition contains no item representing payment on account, or any retained percentages which Lessee is, at the date hereof, entitled to retain (except to the extent such amounts represent a reimbursement to Lessee).

(v) The Equipment is insured in accordance with the LEASE.

(vi) No Event of Default, and no event which with notice or lapse of time, or both, would become an Event of Default, under the LEASE has occurred and is continuing at the date hereof.

(vii) The disbursement shall occur during the Acquisition Period.



(viii) The representations, warranties and covenants of Lessee set forth in the LEASE are true and correct as of the date hereof.

Dated: _____ 20__

WARREN COUNTY SCHOOL DISTRICT
As Lessee under the LEASE

By: _____
Name: _____
Title: _____

Disbursement of funds from the Escrow
Account in accordance with the foregoing
Disbursement Request hereby is authorized

BANK OF AMERICA, NATIONAL ASSOCIATION
as Lessor

By: _____
Name: _____
Title: _____

EQUIPMENT LIST

Attached to and made a part of Certificate of
Acceptance No.2 executed and delivered pursuant to that
certain Lease Schedule No. **500-3164648-000** dated **October 27, 2015** to
Master Equipment Lease/Purchase Agreement No. **3164648** dated as of **October 27, 2015**
by and between **BANK OF AMERICA, NATIONAL ASSOCIATION**,
as Lessor, and **WARREN COUNTY SCHOOL DISTRICT**, as Lessee

Invoice No. 9882ADJ \$5,000.00 for retention - equipment is installed.

TOTAL PURCHASE PRICE \$5,000.00