

There came on for consideration the matter of approving Trustmark National Bank as the new trustee of the EdPool Investment Program, and approving Trustmark Investment Advisors, Inc., as the new investment advisor for the EdPool Investment Program. After a discussion of the subject, Board Member _____ offered and moved the adoption of the following resolution:

RESOLUTION APPROVING TRUSTMARK NATIONAL BANK AS TRUSTEE OF THE EDPOOL INVESTMENT PROGRAM, APPROVING TRUSTMARK INVESTMENT ADVISORS, INC., AS INVESTMENT ADVISOR FOR THE EDPOOL INVESTMENT PROGRAM AND TAKING OTHER NECESSARY AND LAWFUL ACTIONS.

WHEREAS, the Board of Trustees (the "Board") of the Tupelo Public School District of Tupelo, Mississippi, (the "District") acting for and on behalf of the District, hereby finds, determines, adjudicates and declares as follows:

1. By previous resolution, the Board authorized the District's participation in the EdPool Investment Program (the "EdPool").

2. Due to changes in banking regulations, BancorpSouth Bank desires to resign as trustee of the EdPool and BancorpSouth Investment Services, Inc., likewise desires to resign as investment advisor for the EdPool.

3. Whereas, Trustmark National Bank has agreed to assume the role of trustee and Trustmark Investment Advisors, Inc., has agreed to assume the role of investment advisor for the EdPool, under the existing term of the EdPool.

4. The District desires to: (a) cooperate with other participating school districts to transfer the EdPool to Trustmark National Bank and Trustmark Investment Advisors, Inc., (b) to continue to participate in the EdPool Investment Program and (c) to take all steps necessary to continue participation in the program.

5. The District, in connection to the aforementioned transfer, desires to name Trustmark National Bank as the trustee of the EdPool and Trustmark Investment Advisors, Inc., as the investment advisor of the EdPool.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD, ACTING FOR AND ON BEHALF OF THE DISTRICT, AS FOLLOWS:

SECTION 1. The Board hereby approves: (a) the transfer of the EdPool and the District's interest therein to Trustmark National Bank as trustee, (b) the transfer of the investment advising duties for the EdPool to Trustmark Investment Advisors, Inc., and (c) the District's execution of a Resignation of Trustee and Appointment of, Transfer to and Acceptance by Successor Trustee for both Pool Trust A and Pool Trust B (the "Transition Document") in substantially the form attached hereto.

SECTION 2. The Board approves and authorizes the Superintendent to execute the Transition Document in substantially the form attached hereto, subject to any revisions approved by the Superintendent, with the Superintendent's execution of each document being evidence of such approval. The Superintendent and each Board Officer are further authorized to execute any other documents and to take any other actions necessary to implement the actions contemplated by the Amending Documents, including, but not limited to executing consents to the assignment of the Pool A and Pool B Trust documents and the Investment Management Services Agreement and executing any amendments to such documents. The superintendent and Business Manager are further authorized to continue to monitor and administer the District's participation in the EdPool.

Board Member _____ seconded the motion to adopt the foregoing resolution and, the question being put to a roll call vote, the result was as follows:

Board Member Shawn Brevard	Voted: _____
Board Member John Nail	Voted: _____
Board Member Mike Clayborne	Voted: _____
Board Member Steve Ludt	Voted: _____
Board Member Lee Tucker	Voted: _____

The motion having received the affirmative vote of a majority of the members present, the President of the Board of Trustees of the Tupelo Public School District, Tupelo, Mississippi, declared the motion carried and the resolution adopted, on January 15, 2008.

**BOARD OF TRUSTEES OF THE
TUPELO PUBLIC SCHOOL DISTRICT**

President

ATTEST:

Secretary

EXHIBIT A
INVESTMENT AGREEMENT

EXHIBIT B
TRUST AGREEMENT, TRUST A

EXHIBIT C
TRUST AGREEMENT, TRUST B