MUNICIPAL ASSISTANCE CORPORATION

Meeting, November 25, 1975

Agenda

1. Official Statement, Supplement No. 4, Series Y
2. Series Y Resolution
3. Repayment Agreement with New York State
4. Series AA Resolution
5. Second General Bond Resolution
6. Series I Resolution
7. Authorization of Exchange Offer
8. Official Statement on Exchange Offer
9. Trustee Agreement on Exchange Offer
Minutes of a Special Meeting of the Board of Directors,
November 25, 1975

A Special Meeting of the Board of Directors of
the Municipal Assistance Corporation for the City of New York,
a corporate governmental agency and instrumentality of the
State of New York constituting a public benefit corporation
(the "Corporation"), was held at the State of New York
Executive Office of the Governor, 1350 Avenue of the Americas,
New York, New York, on November 25, 1975, at 11:00 A.M.

Attendance

The following Directors were present:

Felix G. Rohatyn
Francis J. Barry
John A. Coleman
Thomas D. Flynn
George D. Gould
Richard Netzer
Robert C. Weaver

constituting a quorum of the Board.

The following Representatives to the Board of
Directors were present:

Zane Klein
Edward M. Kresky
Leonard Nadel
Nicholas L. Pitaro
M. Peter Schweitzer
Robert W. Seavey

The following staff members were present:

Herbert Elish
Daniel B. Goldberg
James R. Keegan
John Scanlon
Also present by invitation of the Board were Mel Heineman and John S. Tamagni of Lazard, Freres & Co., Financial Advisor to the Corporation; Judith R. Thoyer, Peter R. Haje, Allen L. Thomas and Frederick R. Cummings of Paul, Weiss, Rifkind, Wharton & Garrison, General Counsel to the Corporation; and Donald J. Robinson and John Keoghane of Hawkins, Delafield & Wood, Bond Counsel to the Corporation.

Mr. Rohatyn served as chairman and Mr. Keegan as secretary of the Meeting.

Adoption of Various Bond Resolutions

The Chairman stated that it was necessary for the Board to adopt the 1975 Series Y Resolutions and the 1975 Series AA Resolutions in connection with the Corporation's sale and issuance of an aggregate of up to $22,850,000 of its 1975 Series Y Bonds and $150,000,000 of its 1975 Series AA Bonds (the 1975 Series Y Resolutions and the 1975 Series AA Resolutions are hereinafter collectively referred to as the "Series Resolutions" and the bonds issued pursuant to the Resolutions are hereinafter referred to as the "Bonds"). Mrs. Thoyer stated that the forms of the Series Resolutions with respect to the issuance of the Bonds would be substantially similar to those of earlier resolutions. Mrs. Thoyer also stated that the terms of the Bonds would be substantially as set forth below:

<table>
<thead>
<tr>
<th>1975 Series Y Bonds</th>
</tr>
</thead>
<tbody>
<tr>
<td>Maturity Date</td>
</tr>
<tr>
<td>February 1, 1981</td>
</tr>
<tr>
<td>Principal Amount</td>
</tr>
<tr>
<td>$22,850,000</td>
</tr>
<tr>
<td>Rate of Interest</td>
</tr>
<tr>
<td>10%</td>
</tr>
<tr>
<td>Price</td>
</tr>
<tr>
<td>100%</td>
</tr>
</tbody>
</table>

The 1975 Series Y Bonds are to be sold to various savings banks located within the City of New York. The 1975 Series Y Bonds are not redeemable prior to maturity.
1975 Series AA Bonds

<table>
<thead>
<tr>
<th>Maturity Date</th>
<th>Principal Amount</th>
<th>Rate of Interest</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>February 1, 1986</td>
<td>$ 8,970,000</td>
<td>11%</td>
<td>100%</td>
</tr>
<tr>
<td>February 1, 1987</td>
<td>9,955,000</td>
<td>11%</td>
<td>100%</td>
</tr>
<tr>
<td>February 1, 1988</td>
<td>11,050,000</td>
<td>11%</td>
<td>100%</td>
</tr>
<tr>
<td>February 1, 1989</td>
<td>12,270,000</td>
<td>11%</td>
<td>100%</td>
</tr>
<tr>
<td>February 1, 1990</td>
<td>13,615,000</td>
<td>11%</td>
<td>100%</td>
</tr>
<tr>
<td>February 1, 1991</td>
<td>15,115,000</td>
<td>11%</td>
<td>100%</td>
</tr>
<tr>
<td>February 1, 1992</td>
<td>16,780,000</td>
<td>11%</td>
<td>100%</td>
</tr>
<tr>
<td>February 1, 1993</td>
<td>18,625,000</td>
<td>11%</td>
<td>100%</td>
</tr>
<tr>
<td>February 1, 1994</td>
<td>20,675,000</td>
<td>11%</td>
<td>100%</td>
</tr>
<tr>
<td>February 1, 1995</td>
<td>22,945,000</td>
<td>11%</td>
<td>100%</td>
</tr>
</tbody>
</table>

Total $150,000,000

The 1975 Series AA Bonds are to be sold to the State of New York and are callable at the option of the Corporation on or after February 1, 1985, in whole at any time or in part, by lot, on any interest payment date at a price of 102%.

After discussion of each of the Series Resolutions and the terms of the Bonds, it was on motion duly made and seconded, unanimously resolved that each of the Series Resolutions, in the form presented to the meeting with the respective terms of the Bonds to be included therein, such terms to be substantially the same as those presented to the meeting, are hereby adopted and ordered filed with the minutes of the Corporation. In addition, it was on motion duly made and seconded, unanimously resolved that the terms and conditions of an additional repayment agreement, if any, with the
State shall be determined by the Finance Committee of the Corporation.

It was further unanimously resolved, on motion duly made and seconded, that the Chairman of the Board, the Treasurer, the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is, authorized to execute and deliver on behalf of the Corporation such documents and other instruments as may be necessary or appropriate to complete the transactions contemplated by this resolution and the Series Resolutions, including the execution and delivery of bond purchase agreements relating to the sale of the 1975 Series Y Bonds, as described to the meeting, the execution and delivery of such documents to constitute the approval of the Board of Directors of the Corporation of the terms contained therein.

Authorization of Distribution of Supplement to Official Statement

Mrs. Thoyer then stated that, because of recent developments effecting the Corporation and the City of New York, it was necessary for the Corporation to approve the distribution of Supplement No. 4, dated November 24, 1975, (the "Supplement") to the Official Statement of the Corporation, dated August 15, 1975. Copies of the Supplement were made available to the members of the Board and ordered annexed to the minutes of the meeting.
After discussion of the Supplement it was, on motion made and seconded, unanimously resolved that the Supplement, in the form presented to the meeting, is hereby approved; and that the distribution of the Supplement to the purchasers of the Corporation's 1975 Series Y Bonds and 1975 Series AA Bonds, in substantially the same form as presented to the meeting, with any material changes therein as shall be approved by the Chairman of the Board, the Treasurer, the Chairman of the Finance Committee or the Executive Director of the Corporation, after consultation with counsel, is hereby authorized.
Omnibus Agreement

Mr. Gould then reported on the status of the negotiations with the Trustees of the Pension Funds and Sinking Funds and the representatives of the Clearing House banks. He reported that agreement had not yet been reached with the Trustees of the Teachers' Retirement System or the Clearing House banks but that he contemplated reaching an agreement with them by the end of the day.

Chairman Rohatyn reported on the status of his discussions with members of President Ford's staff. He pointed out that it was imperative that agreement be reached with all parties to the Omnibus Agreement by the end of the day so that the President could make a statement by November 26, 1975.

At this point copies of the draft Omnibus Agreement prepared by Counsel were distributed.

Chairman Rohatyn indicated that certain Pension Fund Trustees were conditioning acceptance of the terms of the Omnibus Agreement on passage of indemnification legislation which would protect them from liability for
actions taken in accordance with the provisions of the Agreement. He pointed out that this request raised a number of legal issues and that counsel was discussing the specifics of the request with attorneys for the Trustees.

Following discussion it was determined as the sense of the Meeting that the Exchange Offer would not be made until an agreement in principal had been reached with all parties to the proposed Omnibus Agreement.

Mr. Rohatyn informed the Board that he had agreed at a meeting with representatives of the Pension Funds that the interest rate on securities to be purchased by the funds in accordance with the terms of the Omnibus Agreement would bear interest at the rate of 9 percent per annum (rather than the previously agreed 8 percent) to help make up the projected loss in yield to maturity. Following a discussion of this matter, upon motion duly made, seconded and unanimously carried, it was

RESOLVED, that the Board approves of and authorizes the increase in interest to 9 percent per annum on the securities to be purchased by the City Pension Funds pursuant to the Omnibus Agreement.

(At this point Donna Shalala arrived at the meeting).

Copies of the proposed Omnibus Agreement were distributed to the Board members and representatives.

Mr. Thomas reviewed its provisions.

Mr. Goldberg asked about the timing of the Revenue Ruling called for by subparagraph (c)(vi) and
Mr. Thomas stated that if there is a timing problem the
Pensions could purchase MAC bonds until the problem is
resolved.

Following further discussion, and upon motion duly
made, seconded and unanimously carried it was

RESOLVED, that an agreement substantially
in the form of the Omnibus Agreement before
the meeting is hereby authorized, and that
counsel are authorized to make such technical
changes in the Agreement as may be required
by the other parties to the agreement.

Exchange Offer

Mr. Thomas explained that because the brokerage
houses had refused to act as dealer-managers for the
Exchange Offer, the Corporation would not be able to
employ the Blue Sky exemption initially anticipated. He
suggested that the Board authorize retaining Beekman &
Bogue to assist in registering the Corporation where
required and in employing other exemptions where available.
Following discussion, upon motion duly made, seconded and
unanimously carried, it was

RESOLVED, that counsel is authorized to
retain Beekman & Bogue on behalf of the
Corporation to assist counsel in their
efforts to comply with Blue Sky securities
laws requirements.

(At this point Dr. Shalala joined the Meeting.)

Copies of the advertising material for the Exchange
Offer were distributed by Mr. Heineman who explained that
a total of nine bank branches would be acting as Forwarding
Agents in addition to the Exchange Agent. Since no bank
outside of the United States would act as Forwarding Agent, Mr. Kresky suggested that the advertisements not be carried in the Paris edition of the Herald Tribune. Following discussion, the Board accepted Mr. Kresky's suggestion.

Mr. Robinson described the Second General Bond Resolution and the four Series Resolutions thereunder. He pointed out the similarities to and differences from prior bond resolutions.

Following an outline of the tender procedure by Mr. Robinson, Mr. Tamagni described the impact of the debt service requirement of the Second General Bond Resolution at the request of Mr. Kresky. In response to questions by Mr. Gould, Mr. Robinson pointed out that there was no cross default aspect between the First and Second General Bond Resolutions, and Mr. Tamagni described the debt service aspect of the Exchange.

Chairman Rohatyn was called from the room in connection with the negotiations being simultaneously conducted in the Governor's offices with the Banks and the Trustees of the New York City Teachers' Retirement System. He asked that Mr. Weaver chair the meeting in his absence.

Mr. Weaver called on Messrs. Thomas, Haje and Robinson to discuss the changes in the Official Statement from the previously reviewed draft of November 19, 1975. Mr. Robinson indicated that the Statement had been revised
to state that the Exchange does not cover notes held by
the Banks or Pension and Sinking Funds and that a state-
ment had been added to clarify that the Corporation does
not assume any obligation concerning repayment of interest
on the City notes tendered. Mr. Haje stated that provision
had been made for the right to revoke the tender until
December 3, 1975, and that an amendment had been made to
clarify what will happen to the notes held by the Banks or
Pension and Sinking Funds. Mr. Robinson pointed out that
page 5 had been revised to provide for the appointment of
the Corporation as a tendering note holder's attorney-in-fact
to enforce payment of interest by the City on the maturity
date of exchanged City notes.

Mr. Haje indicated how this draft clarified the
coverage of the Second General Resolution Bonds, the
subordination to bonds issued under the First General Resolu-
tion and detailed the sources of funds under the Financial
Plan indicating the relevant caveats.

Dr. Shalala described the problems arising in
connection with funding of the pension requirements in the
Financial Plan.

Mr. Robinson indicated that a provision had been
added to state that if the Moratorium Act is found
constitutional similar legislation could adversely affect
certain terms of the bonds.
Mr. Haje pointed out that the section dealing with Market Considerations had been expanded to provide greater detail.

A discussion then took place concerning the section dealing with Other Potential Sources of Money. It was the sense of the Board that the section should remain as drafted.

At this point copies of the November 25, 1975 re-draft of the Official Statement were distributed to Board members and representatives and ordered annexed to these Minutes. Messrs. Thomas, Haje and Robinson conducted a page by page review of the changes including: the new cover sheet; the new schedule at page 3; the amendments to the Provisions for Other Short-Term Obligations; the Tender Procedures as outlined earlier by Mr. Robinson; the technical changes to Bonds Being Offered; the amendments to Moratorium and Stay Legislation and the implications of the Moratorium Act being upheld as discussed earlier by Mr. Robinson; and the additions to the provisions dealing with under funding of pensions at page 12.

The Board concurred with certain suggestions including the following: by Mr. Flynn, that an addition be made to page 13 to reflect that expense items may remain in the City's capital budget after June 30, 1978; by Dr. Shalala and Mr. Netzer, that the last sentence of paragraph 1 on page 13 be deleted; by Dr. Shalala and Mr. Netzer, that paragraph 2 on page 13 be amended to reflect the conditions
of the Omnibus Agreement, and by Dr. Shalala to make certain technical changes to paragraph 5 on page 14.

The Board again discussed the problems inherent in the section entitled Other Potential Sources of Money and decided to leave the section as drafted.

At this point Chairman Rohatyn rejoined the meeting and informed the Board members and representatives of certain technical changes to the Omnibus Agreement requested by the Clearing House Banks, which were thereupon unanimously approved by the Board. The Chairman again left the meeting to communicate the Board's action to the Banks.

Messrs. Thomas, Haje and Robinson continued with the line by line review including: the expansion of the Market Considerations section as discussed earlier by Mr. Haje; the changes made in Outstanding Debt at pages 15-16; the new figures inserted in Estimated Amounts at page 26; and the new chart inserted concerning coverage at page 27. It was explained that the chart was subject to further refinement upon receipt of additional information from the City Comptroller.

Mr. Klein suggested that Market Considerations be further amended to include reference to possible federal legislation. Messrs. Weaver and Goldberg suggested that the reference be limited to the possibility of enactment of legislation with a disclaimer as to whether in fact it will
occur. The Board concurred that such a reference should be included.

Forms of proposed agreements (i) with United States Trust Company of New York to serve as Exchange Agent, (ii) with Chase Manhattan Bank, First National City Bank, Morgan Guaranty Trust Company and Bank of America to serve as Forwarding Agents, in connection with the Exchange Offer and (iii) with Chase Manhattan Bank, First National City Bank, Morgan Guaranty Trust Company, Merrill Lynch, Pierce, Fenner & Smith, Kidder Peabody & Co. and Salomon Brothers to distribute Exchange Offer materials, and the form of Acknowledgment of Interest Right, in which the Corporation acknowledged to a tendering holder of City Notes his right to receive interest on the City Notes through the due date thereon, were placed before the Meeting. Forms of Letters of Transmittal were also made available to members of the Board.

Following further discussion, the following resolutions were duly moved, seconded and unanimously carried:

RESOLVED, that the Second General Bond Resolution and the 1975 Series 1, 2, 3 and 4 Resolutions, substantially in the form as presented to the meeting, with such non-substantive changes as counsel may, in their discretion, decide, are hereby adopted.
FURTHER RESOLVED, that the Official Statement for the Exchange Offer substantially in the form before the Meeting, but with the modifications previously approved at the meeting is hereby adopted; and

FURTHER RESOLVED, that a Committee consisting of Messrs. Rohatyn, Gould and Flynn, may by unanimous decision make such non-substantive changes to the Official Statement as in their discretion may be required; and

FURTHER RESOLVED, that it is determined that the terms of the Exchange Offer will not prejudice the rights of holders of other bonds and notes of the City; and

FURTHER RESOLVED, that the agreement with United States Trust Company of New York to serve as Exchange Agent in connection with the Exchange Offer is adopted in the form before the Meeting; and

FURTHER RESOLVED, that the agreements with the Chase Manhattan Bank, N.A., First National City Bank, Morgan Guaranty Trust Company of New York and Bank of America, N.T., and S.A. pertaining to their services as Forwarding Agents in connection with the Exchange Offer and with Chase Manhattan Bank, First National City Bank, Morgan Guaranty Trust Company, Merrill Lynch, Pierce Fenner & Smith, Kidder Peabody & Co. and Salomon Brothers to distribute Exchange Offer materials and the form of Acknowledgement of Interest Right are adopted in the form before the Meeting.

FURTHER RESOLVED that the form of Letter of Transmittal to be used in connection with the Exchange Offer is hereby approved.
Mr. Goldberg reported on the fees proposed by the United States Trust Company for services as Trustee under the Second General Bond Resolution. The fees proposed are at the lowest step rate provided under the fee schedule for the Trustee under the First General Bond Resolution. The Board unanimously accepted the Trustee's offer.

There being no further business to come before the meeting, it was adjourned.

James R. Keegan
Asst. Secretary
MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

1975 SERIES Y RESOLUTION

Authorizing
$20,850,000
1975 SERIES Y BONDS

Adopted November 25, 1975
TABLE OF CONTENTS

ARTICLE I
DEFINITIONS AND STATUTORY AUTHORITY

| Section 102. | Definitions .................................................. | 1. |
| Section 103. | Authority for the 1975 Series Y Resolution ............... | 2. |

ARTICLE II
AUTHORIZATION, TERMS AND ISSUANCE
OF 1975 SERIES Y BONDS

| Section 203. | Issue Date .......................................................... | 3. |
| Section 204. | Maturities and Interest Rates .................................. | 4. |
| Section 205. | Interest Payments ................................................ | 4. |
| Section 207. | CUSIP Numbers .................................................... | 5. |
| Section 208. | Places of Payment and Paying Agents ........................ | 5. |

ARTICLE III
DISPOSITION OF 1975 SERIES Y BONDS
PROCEEDS AND ACCRUED INTEREST

ARTICLE IV

FORMS AND EXECUTION OF 1975 SERIES Y BONDS AND COUPONS


ARTICLE V

MISCELLANEOUS

Section 501. When Effective ....................... 31.
1975 SERIES Y RESOLUTION AUTHORIZING
$20,850,000 1975 SERIES Y BONDS

BE IT RESOLVED by the Board of Directors of the Municipal Assistance Corporation For The City of New York, as follows:

ARTICLE I

DEFINITIONS AND STATUTORY AUTHORITY

SECTION 101. 1975 Series Y Resolution. This Resolution is supplemental to, and constitutes a Series Resolution within the meaning of and is adopted in accordance with Article X of, the resolution adopted by the Corporation on July 2, 1975, entitled: "General Bond Resolution".

SECTION 102. Definitions. (a) All terms which are defined in Section 101 of the General Bond Resolution shall have the same meanings, respectively, in this 1975 Series Y Resolution Authorizing $20,850,000 1975 Series Y Bonds, as such terms are given in said Section 101 of the General Bond Resolution.

(b) In addition, as used in this 1975 Series Y Resolution Authorizing $20,850,000 1975 Series Y Bonds, unless the context shall otherwise require, the following terms shall have the following respective meanings:

"1975 Series Y Bonds" shall mean the Bonds authorized by Article II of this 1975 Series Y Resolution.

"1975 Series Y Bond Proceeds Fund" means the fund by that name established by Section 301 hereof.

"Short Term Obligations" shall mean tax anticipation notes, revenue anticipation notes, bond anticipation notes, budget notes and urban renewal notes of the City.

(c) Words of the masculine gender shall be deemed and construed to include correlative words of the feminine and neuter genders. Unless the context shall otherwise indicate, words importing the singular number shall include the plural number and vice versa, and words importing persons shall include corporations and associations, including public bodies, as well as natural persons.

(d) The terms "hereby", "hereof", "hereto", "herein", "hereunder", and any similar terms, as used in this 1975 Series Y Resolution, refer to the 1975 Series Y Resolution.

SECTION 103. Authority for the 1975 Series Y Resolution. This 1975 Series Y Resolution is adopted pursuant to the provisions of the Act, as amended, and the Resolution.
ARTICLE II

AUTHORIZATION, TERMS AND ISSUANCE OF 1975 SERIES Y BONDS

SECTION 201. Authorization of 1975 Series Y Bonds, Principal Amount, Designation and Series. The 1975 Series Y Bonds are hereby authorized to be issued in the aggregate principal amount of $20,850,000 pursuant to and subject to the terms, conditions and limitations established in the Resolution and this 1975 Series Y Resolution. In addition to the title "Bonds", such Series of Bonds shall bear the additional designation of "1975 Series Y" and each as so designated shall be entitled "1975 Series Y Bond". The 1975 Series Y Bonds may be issued either in coupon form payable to bearer and registrable as to principal only or in fully registered form.

SECTION 202. Purposes. The 1975 Series Y Bonds are being issued for either or both of the following purposes, which purposes are purposes authorized by the Act:

(a) Payment to the City of the amount required by the City to enable it to pay, at maturity, the principal of and interest on any Short Term Obligations, as hereinafter provided; and

(b) Payment to the City of the amount required by the City to enable it to pay operating expenses of the City, as hereinafter provided.

SECTION 203. Issue Date. The 1975 Series Y Bonds shall be dated November 26, 1975, except as otherwise provided in Section

SECTION 204. Maturities and Interest Rates. The 1975 Series Y Bonds shall mature on February 1, 1981 and shall bear interest at the rate of 10% per annum.

SECTION 205. Interest Payments. The 1975 Series Y Bonds in coupon form shall bear interest from November 25, 1975, payable on February 1, 1976 and on August 1, 1976 and semi-annually thereafter on February 1 and August 1, in each year, commencing February 1, 1976, until the Corporation's obligation with respect to the payment of the principal sum on said Series Y Bonds is discharged. Registered 1975 Series Y Bonds shall bear interest from their date, payable semi-annually on February 1 and August 1 in each year until the Corporation's obligation with respect to the payment of the principal sum on said Series Y Bonds is discharged.

SECTION 206. Denominations, Numbers, Letters and Exchangeability. The 1975 Series Y Bonds shall be issued in the denomination of $5,000 in the case of 1975 Series Y in coupon form payable to bearer and in the denomination of $5,000 or an integral multiple thereof, not exceeding the aggregate principal amount of 1975 Series Y Bonds maturing in the year of maturity of the 1975 Series Y Bond for which the denomination is to be specified, with respect to fully registered 1975 Series Y Bonds without coupons. The 1975 Series Y Bonds in coupon form payable to bearer shall be lettered Y and the 1975 Series Y
Bonds in fully registered form without coupons shall be lettered YR, in each case followed by two digits, being the last two digits of the year in which such 1975 Series Y Bonds mature, and the number of the 1975 Series Y Bond. 1975 Series Y Bonds in coupon form payable to bearer so lettered and bearing such digits shall be numbered consecutively from one (1) upwards for such year and 1975 Series Y Bonds in fully registered form so lettered and bearing such digits shall be numbered consecutively from one (1) upwards in order of issuance for each such year of maturity.

SECTION 207. CUSIP Numbers. The Corporation is hereby authorized, in its discretion, to provide for the assignment of CUSIP numbers for the 1975 Series Y Bonds and to have such CUSIP numbers printed thereon.

SECTION 208. Places of Payment and Paying Agents. The principal of, and interest on, the 1975 Series Y Bonds in coupon form payable to bearer shall be payable at the corporate trust office of United States Trust Company of New York, in the Borough of Manhattan, City and State of New York, hereby appointed as a Paying Agent for the 1975 Series Y Bonds, unless registered as to principal. The interest on all registered 1975 Series Y Bonds and the principal of all registered 1975 Series Y Bonds and of all 1975 Series Y Bonds issued in coupon form payable to bearer and subsequently registered as to principal, shall be payable at the corporate office of the Trustee.

SECTION 210. Sale of 1975 Series Y Bonds. The 1975 Series Y Bonds authorized to be issued herein shall be sold to the purchasers (the "Purchasers") listed on Schedule I of the substantially identical Bond Purchase Agreements dated as of November 25, 1975 (the "Bond Purchase Agreements"), at an aggregate price of $20,850,000 and the Chairman or Treasurer of the Corporation is hereby authorized to execute the Bond Purchase Agreements in the name and on behalf of the Corporation and to deliver the same to the Purchasers.
ARTICLE III

DISPOSITION OF 1975 SERIES Y BONDS PROCEEDS AND ACCRUED INTEREST

SECTION 301. Establishment of 1975 Series Y Bonds Proceeds Fund. There is hereby established the 1975 Series Y Bonds Proceeds Fund to be held by the Trustee. There shall be deposited into such Fund the proceeds of sale of the 1975 Series Y Bonds.

SECTION 302. Payments from 1975 Series Y Bonds Proceeds Fund. The moneys deposited in the 1975 Series Y Bonds Proceeds Fund shall be expended by the Trustee only pursuant to the written order of the Corporation signed by an Authorized Officer for the following purposes:

(a) Payment to the City of the amount required by the City to enable it to pay, at maturity, the principal of and interest on any Short Term Obligations, as certified to the Corporation by the Mayor, a copy of which certification shall be attached to said written order; and

(b) Payment to the City of the amount required by the City to enable it to pay operating expenses of the City, as certified to the Corporation by the Mayor, a copy of which certification shall be attached to said written order together with evidence of the receipt by the Corporation of Short Term Obligations, if required by the Act as then in effect.
provided, however, that pending expenditure of the moneys as herein directed, such moneys may be invested by the Trustee upon direction of the Corporation in writing, signed by an Authorized Officer (which direction shall specify the amount thereof to be so invested and the Corporation in issuing such direction shall take into consideration the dates and times when moneys in such 1975 Series Y Bonds Proceeds Fund will be required for the purposes of this 1975 Series Y Resolution) in obligations of issuers enumerated as authorized for investments of moneys in the Debt Service Fund and the Capital Reserve Fund pursuant to the provisions of paragraph (1) of Section 702 of the General Bond Resolution, including repurchase agreements covering such obligations entered into with banks described in paragraph (5) of said Section 702 or securities dealers approved by an Authorized Officer of the Corporation, or as provided in paragraph (5) of said Section 702.

The Trustee shall not be liable or responsible for the making of any investment authorized by the provisions of this Section 302, in the manner provided in this Section 302, or for any loss resulting from any such investment.
ARTICLE IV
FORMS AND EXECUTION OF 1975 SERIES Y BONDS AND COUPONS

SECTION 401. Form of Bonds and Coupons of 1975 Series Y Bonds. Subject to the provisions of the Resolution, the 1975 Series Y Bonds in coupon form and coupons to be attached thereto and the 1975 Series Y Bonds in registered form, together with the form of assignment therefor, and the Trustee's Certificate of Authentication, shall be in substantially the following form and tenor with such changes and modifications as are required herein:

(FORM OF COUPON 1975 SERIES Y BOND)

No. YR ___ $5,000

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK
1975 SERIES Y BOND

The MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK (hereinafter sometimes called the "Corporation"), a corporate governmental agency and instrumentality of the State of New York constituting a public benefit corporation, organized and existing under and pursuant to the laws of the State of New York, acknowledges itself indebted to, and for value received, hereby promises to pay to the bearer or, if this Bond be registered as herein provided, to the registered owner hereof, upon presentation and surrender of this Bond, the principal sum of FIVE THOUSAND DOLLARS ($5,000) on the first day of February, 1981 and to pay interest thereon
from the date hereof to the date of maturity or earlier redemption, of this Bond, at the rate of ten per centum (10%) per annum, payable semi-annually on February 1 and August 1, in each year, commencing February 1, 1976, until the Corporation's obligation with respect to the payment of such principal sum shall be discharged, but only with respect to interest due on or before the maturity of this Bond according to the tenor and upon presentation and surrender of the attached coupons as they respectively become due and payable. Both principal of and interest on this Bond are payable in any coin or currency of the United States of America which, on the respective dates of payment thereof, shall be legal tender for the payment of public and private debts, at the corporate trust office of United States Trust Company of New York, in the Borough of Manhattan, City and State of New York. The principal of this Bond, if registered, is payable only at the corporate trust office of United States Trust Company of New York, in the Borough of Manhattan, City and State of New York, as trustee under the resolution of the Corporation adopted July 2, 1975, entitled "General Bond Resolution" (herein called the "Trustee"), in like coin or currency.

This Bond is one of a duly authorized issue of bonds of the Corporation designated as its "Bonds" (herein called the "Bonds"), issued and to be issued in various series under and pursuant to the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation for the city of New York Act, said Acts being Titles I, II and III of Article 10 of the Public Authorities Law (Chapter 43-A of the
Consolidated Laws of the State of New York), as amended (herein called the "Act"), and under and pursuant to the General Bond Resolution and the series resolution authorizing each such series.

The Bonds are general obligations of the Corporation payable out of any revenues of the Corporation and are entitled to a first lien created by the pledge under the General Bond Resolution of all revenues, moneys and securities in the Debt Service Fund and the Capital Reserve Fund (as defined therein), subject to the right of the Corporation to grant an equal lien on all revenues, moneys and securities in the Debt Service Fund to secure payment of principal of and interest on Notes and interest on Other Obligations (as defined in the General Bond Resolution). The General Bond Resolution provides for the application of the amounts in the Capital Reserve Fund and in the Debt Service Fund to the payment, when due, of the principal of and interest on the Bonds, and the application of amounts in the Debt Service Fund to the payment, when due, of the principal of and interest on Notes and interest on Other Obligations. Pursuant to the General Bond Resolution, such revenues, moneys and securities include each of the following: (i) all amounts received by the Corporation for deposit into the Debt Service Fund and into the Capital Reserve Fund, as payments from the Municipal Assistance Tax Fund established by the State Finance Law (Chapter 56 of said Consolidated Laws), which are required to be made only if and to the extent that moneys from the sales and compensating use taxes as imposed by Section 1107 of Article 28 of the Tax Law (Chapter 60 of said Consolidated Laws) and, effective April 1, 1976, if required, the stock transfer tax imposed by Article 12 of said Tax Law
have been appropriated by the Legislature of the State of New York from the Special Account established within such Municipal Assistance Tax Fund for the Corporation or that revenues shall have otherwise been made available therefor by the state of New York; (ii) all amounts received by the Corporation from the State of New York as payments for deposit into the Capital Reserve Fund (pursuant to the Act by certification annually on or before December 1, of the Chairman to the Governor and the Director of the Budget of the State of New York, of the amount necessary to restore the Capital Reserve Fund to its required amount); and (iii) investment earnings of moneys in such Funds; provided, however, that pursuant to the Act, any provision therein or in the Resolutions or in any other agreement between the Corporation and the holders of Bonds or Notes, relating to said taxes and such Municipal Assistance Tax Fund, the Special Account, the Stock Transfer Tax Fund, and the Municipal Assistance State Aid Fund established by the State Finance Law, shall be deemed executory only to the extent of the moneys available to the State of New York in such Funds from time to time and the State of New York shall incur no liability on account thereof beyond such moneys.

As provided in the General Bond Resolution, the Bonds may be issued from time to time pursuant to series resolutions in one or more series, in various principal amounts, may mature at different times, may bear interest at different rates and may otherwise vary as provided in the General Bond Resolution. The aggregate principal amount of Bonds which may be issued pursuant to the General Bond Resolution is not limited except as provided in the General Bond Resolution or as may be limited by law and all Bonds
issued and to be issued pursuant to the General Bond Resolution are
and will be equally secured by the pledges and covenants made there-
in, except as otherwise expressly provided or permitted in the Gen-
eral Bond Resolution.

This Bond is one of a series of Bonds designated "1975
Series Y Bonds" (herein called the "1975 Series Y Bonds"), issued
in the aggregate principal amount of $20,850,000 pursuant to the
General Bond Resolution and the series resolution of the Corpora-
tion adopted November 25, 1975, entitled "1975 Series Y Resolution
Authorizing $20,850,000 1975 Series Y Bonds" (said resolutions
being herein collectively called the "Resolutions"), for purposes
authorized by the Act. Copies of the Resolutions are on file at
the office of the Corporation and at the corporate trust office
of the Trustee and reference to the Resolutions and any and all
supplements thereto and modifications and amendments thereof and
to the Act is made for a description of the pledges and covenants
securing the 1975 Series Y Bonds, the nature, extent and manner of
enforcement of such pledges, the rights and remedies of the bearers
or registered owners of the 1975 Series Y Bonds with respect thereto
and the terms and conditions upon which the 1975 Series Y Bonds
are issued and may be issued thereunder.

To the extent and in the manner permitted by the terms
of the Resolutions, the provisions of the Resolutions or any reso-
lution amendatory thereof or supplemental thereto, may be modified
or amended by the Corporation with the written consent of the hold-
ers of at least two-thirds in principal amount of the Bonds then
Outstanding (as defined in the General Bond Resolution), or, in
case less than all of the series of Bonds would be affected thereby,
with such consent of the holders of at least two-thirds in principal amount of the Bonds of each series so affected then Outstanding, or, in case of a Sinking Fund Installment (as defined in the General Bond Resolution) change, with such consent of the holders of at least two-thirds in principal amount of the Outstanding Bonds affected thereby; provided, however, that, if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified like series and maturity remain Outstanding, the consent of the holders of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of the calculation of Outstanding Bonds.

This Bond is transferable by delivery except when registered as to principal otherwise than to bearer. It may be registered as to principal in the name of the owner on the books of the Corporation kept for that purpose at the corporate trust office of the Trustee, such registration to be noted hereon, after which no transfer hereof shall be valid unless made on said books by the registered owner in person, or by his attorney duly authorized in writing, and similarly noted hereon; but this Bond may be discharged from registration by being in like manner transferred to bearer, after which it shall again become transferable by delivery; and this Bond may again and from time to time be registered or discharged from registration in the same manner. Registration of this Bond shall not affect the negotiability of the coupons, which shall continue to be payable to bearer and transferable by delivery.

The 1975 Series Y Bonds are issuable in the form of coupon Bonds payable to bearer in the denomination of $5,000 and in
the form of registered Bonds without coupons in the denomination of $5,000 or an integral multiple thereof, not exceeding the aggregate principal amount of the 1975 Series Y Bonds maturing in the year of maturity of the 1975 Series Y Bond for which the denomination of the 1975 Series Y Bond is to be specified. Coupon 1975 Series Y Bonds, upon surrender thereof at the corporate trust office of the Trustee, with all unmatured coupons attached, may, at the option of the holder thereof, be exchanged for an equal aggregate principal amount of registered 1975 Series Y Bonds of the same maturity of any of the authorized denominations, in the manner, subject to the conditions, and upon the payment of the charges, if any, provided in the Resolutions. In like manner, subject to such conditions and upon the payment of such charges, if any, registered 1975 Series Y Bonds, upon surrender thereof at the corporate trust office of the Trustee with a written instrument of transfer satisfactory to the Trustee, duly executed by the registered owner of his attorney duly authorized in writing, may, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of 1975 Series Y Bonds, with appropriate coupons attached, or of 1975 Series Y Bonds without coupons of any other authorized denominations, of the same maturity.

The 1975 Series Y Bonds are not subject to redemption prior to maturity.

The 1975 Series Y Bonds shall not be a debt of either the State of New York or The City of New York, and neither the State of New York nor The City of New York shall be liable thereon, nor shall the 1975 Series Y Bonds be payable out of any funds other than those of the Corporation.
This 1975 Series Y Bond is fully negotiable for all purposes of the Uniform Commercial Code (Chapter 38 of said Consolidated Laws), and each holder or owner of this 1975 Series Y Bond, or of any coupon appurtenant hereto, by accepting this 1975 Series Y Bond or coupon shall be conclusively deemed to have agreed that this 1975 Series Y Bond or coupon is fully negotiable for those purposes.

Neither this 1975 Series Y Bond nor any coupon for interest hereon shall be entitled to any security, right or benefit under the Resolutions or be valid or obligatory for any purpose unless the Certificate of Authentication hereon has been duly executed by the Trustee.

Neither the Directors of the Corporation nor any person executing the 1975 Series Y Bonds shall be subject to any personal liability or accountability by reason of the issuance thereof.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by the Constitution and statutes of the State of New York and the Resolutions to exist, to have happened and to have been performed precedent to and in the issuance of this 1975 Series Y Bond, exist, have happened and have been performed in due time, form and manner as required by law and that the issue of the 1975 Series Y Bonds, together with all other indebtedness of the Corporation, is within every debt and other limit prescribed by law.

IN WITNESS WHEREOF, the MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK has caused this 1975 Series Y Bond to be
executed in its name by the manual or facsimile signature of its Chairman and its corporate seal (or a facsimile thereof) to be affixed, imprinted, engraved or otherwise reproduced hereon, and attested by the manual or facsimile signature of its Secretary or an Assistant Secretary and the interest coupons hereto attached to be executed by the facsimile signature of said Chairman, all as of the th day of November, 1975.

MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK

By__________________________
Chairman

Attest:

By__________________________
Secretary
CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within-mentioned Resolutions and is one of the 1975 Series Y Bonds of the Municipal Assistance Corporation For The City of New York.

UNITED STATES TRUST COMPANY OF NEW YORK, Trustee

By_________________________  
Authorized Signature

(FORM OF COUPON)

No. _____  $_______

The MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK on __________, will pay to bearer the amount shown hereon in any coin or currency of the United States of America which, on the date of payment hereof, shall be legal tender for the payment of public and private debts, at the corporate trust office of United States Trust Company of New York in the Borough of Manhattan, City and State of New York, upon presentation and surrender of this coupon, being the interest then due on its 1975 Series Y Bond, dated __________, 1975, No.

By_________________________  
Chairman, Municipal Assistance Corporation For The City of New York
Registration

(No writing below except by the Trustee as Registrar.)

<table>
<thead>
<tr>
<th>Date of Registration</th>
<th>Name of Registered Holder</th>
<th>Authorized Signature</th>
</tr>
</thead>
</table>
(FORM OF REGISTERED 1975 SERIES Y BOND)

No. YR______ $_____

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK
1975 SERIES Y BOND

The MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK (herein sometimes called the "Corporation"), a corporate governmental agency and instrumentality of the State of New York constituting a public benefit corporation, organized and existing under and pursuant to the laws of the State of New York, acknowledges itself indebted to, and for value received, hereby promises to pay to ______________________________________
or registered assigns, upon presentation and surrender of this Bond, the principal sum of ____________________________

Dollars ($______) on the first day of ______, and to pay to the registered owner hereof interest thereon from the date hereof to the date of maturity of this Bond, at the rate of ten per centum (10%) per annum, payable semi-annually on February 1 and August 1 in each year, commencing February 1, 1976 until the Corporation's obligation with respect to the payment of such principal sum shall be discharged, at the corporate trust office in the Borough of Manhattan, City and State of New York, of the Trustee hereinafter mentioned. Both principal of and interest on
this Bond are payable in any coin or currency of the United States of America which, on the respective dates of payment thereof, shall be legal tender for the payment of public and private debts.

This Bond is one of a duly authorized issue of bonds of the Corporation designated as its "Bonds" (herein called the "Bonds"), issued and to be issued in various series under and pursuant to the New York State Municipal Assistance Corporation Act, as amended by the Municipal Assistance Corporation for the city of New York Act, said Acts being Titles I, II and III of Article 10 of the Public Authorities Law (Chapter 43-A of the Consolidated Laws of the State of New York), as amended (herein called the "Act"), and under and pursuant to the resolution of the Corporation adopted July 2, 1975, entitled "General Bond Resolution" (herein called the "General Bond Resolution") and the series resolution authorizing each such series.

The Bonds are general obligations of the Corporation payable out of any revenues of the Corporation and are entitled to a first lien created by the pledge under the General Bond Resolution of all revenues, moneys and securities in the Debt Service Fund and the Capital Reserve Fund (as defined therein), subject to the right of the Corporation to grant an equal lien on all revenues, moneys and securities in the Debt Service Fund to secure payment of principal of and interest on Notes and interest on Other Obligations (as defined in the General Bond Resolution). The General Bond Resolution provides for the application of the
amounts in the Capital Reserve Fund and in the Debt Service Fund to the payment, when due, of the principal or redemption price, if any, of and interest on the Bonds, and the application of amounts in the Debt Service Fund to the payment, when due, of the principal of and interest on Notes and interest on Other Obligations. Pursuant to the General Bond Resolution, such revenues, moneys and securities include each of the following: (i) all amounts received by the Corporation for deposit into the Debt Service Fund and into the Capital Reserve Fund, as payments from the Municipal Assistance Tax Fund established by the State Finance Law (Chapter 56 of said Consolidated Laws), which are required to be made only if and to the extent that moneys from the sales and compensating use taxes as imposed by Section 1107 of Article 28 of the Tax Law (Chapter 60 of said Consolidated Laws), and, effective April 1, 1976, if required, the stock transfer tax imposed by Article 12 of said Tax Law, have been appropriated by the Legislature of the State of New York from the Special Account established within such Municipal Assistance Tax Fund for the Corporation or that revenues shall have otherwise been made available therefor by the State of New York; (ii) all amounts received by the Corporation from the State of New York as payments for deposit into the Capital Reserve Fund (pursuant to the Act by certification annually on or before December 1, of the Chairman to the Governor and the Director of the Budget of the State of New York, of the amount necessary to restore the Capital Reserve
Fund to its required amount); and (iii) investment earnings of moneys in such Funds; provided, however, that pursuant to the Act, any provision therein or in the Resolutions or in any other agreement between the Corporation and the holders of Bonds or Notes, relating to said taxes and such Municipal Assistance Tax Fund, the Special Account, the Stock Transfer tax Fund, and the Municipal Assistance State Aid Fund established by the State Finance Law, shall be deemed executory only to the extent of the moneys available to the State of New York in such Funds from time to time and the State of New York shall incur no liability on account thereof beyond such moneys.

As provided in the General Bond Resolution, the Bonds may be issued from time to time pursuant to series resolutions in one or more series, in various principal amounts, may mature at different times, may bear interest at different rates and may otherwise vary as provided in the General Bond Resolution. The aggregate principal amount of Bonds which may be issued pursuant to the General Bond Resolution is not limited except as provided in the General Bond Resolution or as may be limited by law and all Bonds issued and to be issued pursuant to the General Bond Resolution are and will be equally secured by the pledges and covenants made therein, except as otherwise expressly provided or permitted in the General Bond Resolution.

This Bond is one of a series of Bonds designated "1975 Series Y Bonds" (herein called the "1975 Series Y Bonds"), issued in the aggregate principal amount of $20,850,000 pursuant to the
General Bond Resolution and the series resolution of the Corporation, adopted November 25, 1975, entitled "1975 Series Y Resolution Authorizing $20,850,000 1975 Series Y Bonds" (said resolutions being herein collectively called the "Resolutions"), for purposes authorized by the Act. Copies of the Resolutions are on file at the office of the Corporation and at the corporate trust office of United States Trust Company of New York, in the Borough of Manhattan, City and State of New York, as trustee under the General Bond Resolution (said trustee and any successor thereto under the General Bond Resolution being herein called the "Trustee"), and reference to the Resolutions and any and all supplements thereto and modifications and amendments thereof and to the Act is made for a description of the pledges and covenants securing the 1975 Series Y Bonds, the nature, extent and manner of enforcement of such pledges, the rights and remedies of the bearers or registered owners of the 1975 Series Y Bonds with respect thereto and the terms and conditions upon which the 1975 Series Y Bonds are issued and may be issued thereunder.

To the extent and in the manner permitted by the terms of the Resolutions, the provisions of the Resolutions or any resolution amendatory thereof or supplemental thereto, may be modified or amended by the Corporation with the written consent of the holders of at least two-thirds in principal amount of the Bonds then Outstanding (as defined in the General Bond Resolution), or, in case less than all of the series of Bonds would be affected
thereby, with such consent of the holders of at least two-thirds in principal amount of the Bonds of each series so affected then Outstanding, or, in case of a Sinking Fund Installment (as defined in the General Bond Resolution) change, with such consent of the holders of at least two-thirds in principal amount of the Outstanding Bonds affected thereby; provided, however, that, if such modification or amendment will, by its terms, not take effect so long as any Bonds of any specified like series and maturity remain Outstanding, the consent of the holders of such Bonds shall not be required and such Bonds shall not be deemed to be Outstanding for the purpose of the calculation of Outstanding Bonds.

This Bond is transferable as provided in the Resolutions, only upon the books of the Corporation kept for that purpose at the corporate trust office of the Trustee, by the registered owner hereof in person or by his attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer satisfactory to the Trustee duly executed by the registered owner or such duly authorized attorney, and thereupon the Corporation shall issue in the name of the transferee a new registered 1975 Series Y Bond or Bonds or, at the option of the transferee, a coupon 1975 Series Y Bond or Bonds with appropriate coupons attached, of the same aggregate principal amount and series, maturity and interest rate as the surrendered 1975 Series Y Bond, as provided in the Resolutions and upon the payment of the charges, if any, therein prescribed. The Corporation and the
Trustee may treat and consider the person in whose name this 1975 Series Y Bond is registered as the holder and absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or Redemption Price hereof and interest hereon and for all other purposes whatsoever.

The 1975 Series Y Bonds are issuable in the form of coupon bonds payable to bearer in the denomination of $5,000 and in the form of registered bonds without coupons in the denomination of $5,000 or an integral multiple thereof, not exceeding the aggregate principal amount of the 1975 Series Y Bonds maturing in the year of maturity of the 1975 Series Y Bonds for which the denomination of the 1975 Series Y Bond is to be specified. Coupon 1975 Series Y Bonds, upon surrender thereof at the corporate trust office of the Trustee, with all unmatured coupons attached, may, at the option of the holder thereof, be exchanged for an equal aggregate principal amount of registered 1975 Series Y Bonds of the same maturity of any of the authorized denominations, in the manner, subject to the conditions, and upon the payment of the charges, if any, provided in the Resolutions. In like manner, subject to such conditions and upon the payment of such charges, if any, registered 1975 Series Y Bonds, upon surrender thereof at the corporate trust office of the Trustee with a written instrument of transfer satisfactory to the Trustee, duly executed by the registered owner or his attorney duly authorized in writing, may, at the option of the registered owner thereof, be exchanged
for an equal aggregate principal amount of 1975 Series Y Bonds, with appropriate coupons attached, or of 1975 Series Y Bonds without coupons of any other authorized denominations, of the same maturity.

The 1975 Series Y Bonds are not subject to redemption prior to maturity.

The 1975 Series Y Bonds shall not be a debt of either the State of New York or The City of New York, and neither the State of New York nor The City of New York shall be liable thereon, nor shall the 1975 Series Y Bonds by payable out of any funds other than those of the Corporation.

This 1975 Series Y Bond shall not be entitled to any security, right or benefit under the Resolutions or be valid or obligatory for any purpose unless the Certificate of Authentication hereon has been duly executed by the Trustee.

Neither the Directors of the Corporation nor any person executing the 1975 Series Y Bonds shall be subject to any personal liability or accountability by reason of the issuance thereof.

IT IS HEREBY CERTIFIED, RECITED AND DECLARED that all acts, conditions and things required by the Constitution and statutes of the State of New York and the Resolutions to exist, to have happened and to have been performed precedent to and in the
issuance of this 1975 Series Y Bond, exist, have happened and have been performed in due time, form and manner as required by law and that the issue of the 1975 Series Y Bonds, together with all other indebtedness of the Corporation, is within every debt and other limit prescribed by law.

IN WITNESS WHEREOF, the MUNICIPAL ASSISTANCE CORPORATION FOR THE CITY OF NEW YORK has caused this 1975 Series Y Bond to be executed in its name by the manual or facsimile signature of its Chairman and its corporate seal (or a facsimile thereof) to be affixed, imprinted, engraved or otherwise reproduced hereon, and attested by the manual or facsimile signature of its Secretary or an Assistant Secretary, all as of the ___ day of ____________.

MUNICIPAL ASSISTANCE CORPORATION
FOR THE CITY OF NEW YORK

By _______________________
    Chairman

[SEAL]

Attest:

_____________________
    Secretary
CERTIFICATE OF AUTHENTICATION

This Bond is one of the Bonds described in the within-mentioned Resolutions and is one of the 1975 Series Y Bonds of the Municipal Assistance Corporation For The City of New York

UNITED STATES TRUST COMPANY
OF NEW YORK, Trustee

By____________________________________
Authorized Signature

[FORM OF ASSIGNMENT]

ASSIGNMENT

For value received the undersigned hereby sells, assigns, and transfers unto

(Please print or typewrite name and address of transferee)

the within 1975 Series Y Bond, and all rights thereunder, and hereby irrevocably constitutes and appoints

______________________________________ Attorney

to transfer the within 1975 Series Y Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated:__________________________________

NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within 1975 Series Y Bond in every particular, without alteration or enlargement or any change whatever.

No recourse shall be had for the payment of the principal of or interest on the 1975 Series Y Bonds or for any claim based thereon or on the 1975 Series Y Resolution against any member or officer of the Corporation or any person executing the 1975 Series Y Bonds and neither the Directors of the Corporation nor any other person executing the 1975 Series Y Bonds of the Corporation shall be subject to any personal liability or accountability by reason of the issuance thereof.

SECTION 403. Execution of 1975 Series Y Bonds. Pursuant to the provisions of Section 303 of the Resolution, the Chairman of the Corporation is hereby authorized and directed to execute by his manual or facsimile signature the 1975 Series Y Bonds in the name of the Corporation and the corporate seal (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise reproduced thereon. The Secretary or an Assistant Secretary of the Corporation is hereby authorized and directed to attest by his manual or facsimile signature the execution of the 1975 Series Y Bonds.
ARTICLE V
MISCELLANEOUS

SECTION 501. When Effective. This 1975 Series Y Resolution shall become effective immediately upon the filing with the Trustee of a copy hereof certified by an Authorized Officer.