

RESOLUTION NO. 93-002
Adopted by the Administration, Investment
and Fiscal Management Board of the
Sacramento City Employees' Retirement System
on March 22, 1993

**A RESOLUTION CONSENTING TO THE ASSIGNMENT OF THE
MANAGEMENT ADVISORY AGREEMENT BETWEEN THE SACRAMENTO CITY
EMPLOYEES' RETIREMENT SYSTEM AND AXE-HOUGHTON ASSOCIATES
TO AXE-HOUGHTON ASSOCIATES, A WHOLLY-OWNED SUBSIDIARY OF
HOENIG GROUP INCORPORATED**

BE IT RESOLVED BY THE ADMINISTRATION, INVESTMENT AND FISCAL
MANAGEMENT BOARD ("BOARD") OF THE SACRAMENTO CITY EMPLOYEES'
RETIREMENT SYSTEM ("SCERS"):

WHEREAS, the Board's Management Advisory Agreement with Axe-Houghton
Management dated April 1, 1988 requires that a change of ownership must be immediately
communicated to the Board and that assignment of the agreement must be in writing; and,

WHEREAS, the Board hired Axe-Houghton Management on April 1, 1988 as a small
capitalization growth manager for SCERS and this firm has met the Board's performance
objectives; and,

WHEREAS, USF & G, the parent company of Axe-Houghton Management, agreed to
a buy-out of Axe-Houghton Management in July of 1992 by Axe Core Investors, Inc., the group
of senior executives managing the SCERS assets; and

WHEREAS, Axe Core Investors changed the name of the firm to Axe-Houghton
Associates; and,

WHEREAS, Axe-Houghton Associates has agreed to become a wholly-owned subsidiary of Hoenig Group Incorporated; and

WHEREAS, the Board wishes to maintain an allocation in small capitalization growth stocks under the same management;

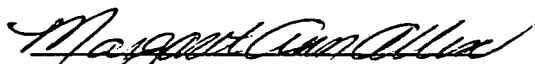
WHEREAS, Axe-Houghton Associates, a wholly owned subsidiary, has agreed to assume all responsibilities under the agreement between SCERS and Axe-Houghton Associates and that all investment activities of Axe-Houghton Associates will remain intact;

NOW, THEREFORE, BE IT RESOLVED that effective March 22, 1993 the Board hereby consents to the assignment of the Management Advisory Agreement between Sacramento City Employees' Retirement System and Axe-Houghton Associates to Axe-Houghton Associates, a wholly-owned subsidiary of Hoenig Group Incorporated and authorizes Thomas P. Friery, City Treasurer to execute agreements for the Board.




David DeCamilla, Chair

ATTEST:


Margaret Ann Allen, Secretary
to the Board

APPROVED AS TO FORM:



William P. Carnazzo, Assistant City
Attorney