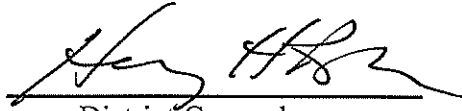


CERTIFICATION OF LEGAL REVIEW

Amendment No. 1 to the Project Cooperation Agreement for Yazoo Diversion Canal, Warren County, Mississippi, has been fully reviewed by the Office of Counsel, USAED, Vicksburg, and is legally sufficient.



District Counsel  
Henry H. Black  
District Counsel  
Vicksburg District, Corps of Engineers

DATE: 1/30/07