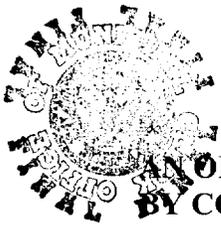


CITY COUNCIL
ATLANTA, GEORGIA



**AN ORDINANCE
BY COUNCILMEMBER DEBI STARNES**

04-O-1733

AS SUBSTITUTED AND AMENDED BY FINANCE/EXECUTIVE COMMITTEE

AN ORDINANCE, TO PROVIDE FOR THE ISSUANCE AND SALE OF SUBORDINATE LIEN TAX ALLOCATION BONDS (ATLANTIC STATION PROJECT), SERIES 2004, IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$250,000,000 (THE "SERIES 2004 BONDS"), FOR THE PURPOSE OF PROVIDING FUNDS TO PAY, OR TO BE APPLIED OR CONTRIBUTED TOWARD, THE COMPLETION OF THE REDEVELOPMENT COSTS ASSOCIATED WITH THE TAX ALLOCATION DISTRICT NUMBER TWO - ATLANTIC STEEL (THE "ATLANTIC STEEL TAD"); INCLUDING (I) CLEARING, GRADING AND OTHERWISE PREPARING PROPERTY FOR REDEVELOPMENT, (II) ENVIRONMENTAL REMEDIATION OF PROPERTY, (III) DESIGN, CONSTRUCTION AND INSTALLATION OF UTILITIES SUCH AS WATER, SEWER, STORM DRAINAGE, ELECTRIC, GAS AND TELECOMMUNICATIONS, (IV) DESIGN, CONSTRUCTION AND INSTALLATION OF STREETS, SIDEWALKS, BIKEWAYS, CURBS, GUTTERS AND OTHER PUBLIC WORKS, (V) DESIGN AND CONSTRUCTION OF PARKING FACILITIES AND (VI) ANY OTHER FACILITIES AND IMPROVEMENTS LOCATED IN OR OTHERWISE RELATED TO THE ATLANTIC STEEL TAD; TO AUTHORIZE THE REFUNDING OF ALL OR A PORTION OF THE CITY OF ATLANTA, GEORGIA, TAX ALLOCATION BONDS (ATLANTIC STATION PROJECT), SERIES 2001 (THE "SERIES 2001 BONDS"); TO AUTHORIZE PAYING EXPENSES INCIDENT TO ACCOMPLISHING THE FOREGOING; TO AUTHORIZE THE EXECUTION OF A FIRST SUPPLEMENTAL INDENTURE OF TRUST, A FIRST AMENDED AND RESTATED DEVELOPMENT AGREEMENT, AN OFFER TO PURCHASE FOR CASH, AN INTERGOVERNMENTAL AGREEMENT, A PURCHASE CONTRACT, AND APPROVING THE USE AND DISTRIBUTION OF A PRELIMINARY LIMITED OFFERING MEMORANDUM; AND FOR CERTAIN OTHER PURPOSES, ALL IN CONNECTION WITH THE ISSUANCE AND SALE OF THE FOREGOING DESCRIBED SERIES 2004 BONDS.

WHEREAS, the City of Atlanta, Georgia (the "City") is a municipal corporation of the State of Georgia and a "political subdivision" as defined in Chapter 44 of Title 36 of the Official Code of Georgia Annotated, as amended (the "Redevelopment Powers Law"); and

WHEREAS, the City is authorized pursuant to the Constitution of the State of Georgia and the various statutes of the State of Georgia, including specifically the Redevelopment Powers Law, to issue its tax allocation bonds in order to finance certain Redevelopment Costs, as defined in the Redevelopment Powers Law; and

WHEREAS, in order to encourage the development of an economically and socially depressed area in the City, the City Council of the City (the "City Council"), by Resolution 99-R-1344, adopted on October 4, 1999 and signed by the Mayor on October 5, 1999, among other matters (i) adopted the Atlantic Steel Brownfield Redevelopment Plan pursuant to the authority



granted to the City under the Redevelopment Powers Law, (ii) created the Tax Allocation District Number Two - Atlantic Steel (the "Atlantic Steel TAD"), and (iii) authorized the pledge of positive ad valorem tax allocation increments ("Tax Allocation Increments") derived from the Atlantic Steel TAD for the payment or as security for the payment of tax allocation bonds; and

WHEREAS, the City has appointed the Atlanta Development Authority ("ADA") as the City's redevelopment agency pursuant to the Redevelopment Powers Law for the purpose of implementing the redevelopment initiatives set forth in the Atlantic Steel Brownfield Redevelopment Plan, and for other purposes; and

WHEREAS, pursuant to the Redevelopment Powers Law, the City is authorized to finance certain Redevelopment Costs, including without limitation, (i) clearing, grading and otherwise preparing property for redevelopment, (ii) environmental remediation of property, (iii) design, construction and installation of utilities such as water, sewer, storm drainage, electric, gas and telecommunications, (iv) design, construction and installation of streets, sidewalks, bikeways, curbs, gutters and other public works, (v) design and construction of parking facilities and (vi) any other facilities and improvements located in or otherwise related to the Atlantic Steel TAD that are eligible to be financed or refinanced as Redevelopment Costs under the Redevelopment Powers Law (collectively, the "2001 Project"); and

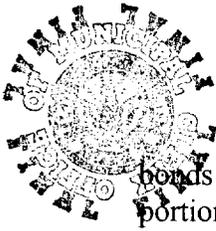
WHEREAS, pursuant to the Redevelopment Powers Law, the City is authorized whenever it deems it expedient, to refund any outstanding tax allocation bonds by the issuance of new tax allocation bonds and may issue such bonds partly to refund bonds then outstanding and partly for any other purpose permitted under the Redevelopment Powers Law, and may apply the proceeds of such bonds to the purchase or redemption of the bonds to be refunded; and

WHEREAS, pursuant to an Indenture of Trust, dated as of October 1, 2001 (the "Series 2001 Indenture"), between the City and The Bank of New York, as trustee (the "Trustee") the City issued its Series 2001 Bonds, in the aggregate principal amount of \$76,505,000 to finance a portion of the Costs of the 2001 Project (as defined in the Series 2001 Indenture); and

WHEREAS, the Board of Commissioners of Fulton County, Georgia ("the Board of Commissioners"), by resolution adopted on November 29, 1999, and the Board of Education of the City (the "Atlanta School Board"), by resolution adopted on December 13, 1999, consented to the inclusion of their respective shares of positive ad valorem tax increments derived from the Atlantic Steel TAD as security for the Series 2001 Bonds; and

WHEREAS, the City Council by Resolution 99-R-1344 and the Board of Commissioners by the resolution adopted on November 29, 1999, consented to the inclusion of the portion of general fund revenues derived from the Atlantic Steel TAD that is attributable to local option sales taxes ("Local Option Sales Tax Revenues") as further security for the Series 2001 Bonds for a specified period; and

WHEREAS, as security for the payment of the principal of and premium, if any, and interest on the Series 2001 Bonds, the City pledged and assigned and granted a lien on and security interest in Pledged Revenues (as defined in the Series 2001 Indenture); and



WHEREAS, as Section 4.06 of the Series 2001 Indenture permits the City to issue notes, bonds or other obligations of the City which are secured by a pledge of the Pledged Revenues, or a portion thereof, on a basis subordinate to the pledge securing the Series 2001 Bonds and Additional Bonds (as defined in the Series 2001 Indenture); and

WHEREAS, it is proposed that the City finance certain additional Costs of the 2001 Project (the "2004 Project") and refund all or a portion of the Series 2001 Bonds by means of an offer to purchase the Series 2001 Bonds from their holders (the "Offer to Purchase for Cash") through the issuance of Subordinate Lien Tax Allocation Bonds (Atlantic Station Project), Series 2004 in the aggregate principal amount of not to exceed \$250,000,000 (the "Series 2004 Bonds"); and

WHEREAS, the Series 2004 Bonds will be issued pursuant to a First Supplemental Indenture of Trust (the "Series 2004 Indenture") between the City and Trustee which secures such bonds with a subordinate lien on the Tax Allocation Increments and Local Option Sales Tax Revenues (as each such term is defined in the Series 2001 Indenture); and

WHEREAS, it is proposed that the City and Fulton County, Georgia (the "County") enter into an Intergovernmental Agreement (the "Intergovernmental Agreement") under which the procedures for the computation of Local Option Sales Tax Revenues collected within the Atlantic Steel TAD and the deposit thereof in the special fund established under the Series 2001 Indenture, including any supplements thereto will be determined; and

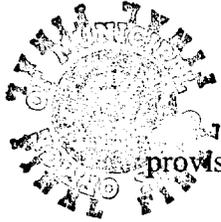
WHEREAS, it is proposed that in order to facilitate the purchase of the Bonds, the City should provide for the use and distribution by the Underwriter of a Preliminary Limited Offering Memorandum (the "Preliminary Offering Memorandum") and a final Limited Offering Memorandum (the "Limited Offering Memorandum"); and

WHEREAS, in consideration of the City's issuance of the Series 2001 Bonds a Development Agreement, dated October 25, 2001 (the "2001 Development Agreement") was executed by and among the City, ADA, the Downtown Development of the City of Atlanta ("DDA") and Atlantic Station, L.L.C. (the "Developer") pursuant to which the parties thereto assumed certain responsibilities and obligations concerning redevelopment activities within the Atlantic Steel TAD; and

WHEREAS, in consideration of the City's issuance of the Series 2004 Bonds a First Amended and Restated Development Agreement (the "Development Agreement") by and among the City, ADA, DDA and the Developer has been negotiated that amends and restates the 2001 Development Agreement and sets forth the parties' respective responsibilities and obligations concerning additional redevelopment activities within the Atlantic Steel TAD; and

WHEREAS, by resolution of the Board of the ADA on September 16, 2004, ADA recommended issuance of the Series 2004 Bonds by the City and authorized the execution and delivery of the Development Agreement.

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF ATLANTA, GEORGIA HEREBY ORDAINS as follows:



Section 1. Authority for Ordinance. This Ordinance is adopted pursuant to the provisions of the Constitution and the laws of the State of Georgia.



Section 2. Findings. It is hereby ascertained, determined and declared that:

(a) the financing of the costs of the 2004 Project is a lawful and valid undertaking pursuant to the Redevelopment Powers Law;

(b) the Series 2004 Bonds will constitute only limited obligations of the City and will be payable solely from the revenues to be assigned and pledged to the payment thereof and will not constitute a debt or a general obligation or a pledge of the faith and credit of the State of Georgia or any political subdivision, county or independent board of education thereof, including the City, Fulton County, and the Atlanta School Board and will not directly or indirectly obligate such State or political subdivision, county or independent board of education thereof, including the City, Fulton County, and the Atlanta School Board, to levy or to pledge any form of taxation whatever for the payment thereof.

Section 3. Authorization of the Financing of the 2004 Project and the Refunding of All or a Portion of the Series 2001 Bonds. The financing of all or a portion of the cost of the 2004 Project and the refunding of all or a portion of the Series 2001 Bonds by using the proceeds of the sale of the Series 2004 Bonds is hereby authorized.

Section 4. Authorization of Series 2004 Bonds. For the purpose of financing the 2004 Project and refunding all or a portion of the Series 2001 Bonds, the issuance of not to exceed \$250,000,000 in aggregate principal amount of tax allocation bonds of the City known as "Subordinate Lien Tax Allocation Bonds (Atlantic Station Project), Series 2004," is hereby authorized. The Series 2004 Bonds shall be dated, bear interest, be subject to redemption prior to maturity and be payable as set forth in Articles III and IV of the Series 2004 Indenture, provided that the Series 2004 Bonds shall mature on December 1, 2024, the interest rate on the Series 2004 Bonds shall not exceed 12.0% per annum and the maximum principal and interest due in any year shall not exceed \$280,000,000. The Series 2004 Bonds shall be issued as registered bonds without coupons in Authorized Denominations (as defined in the Series 2004 Indenture) which shall initially be in denominations of \$100,000 or any integral multiple of \$1,000 in excess thereof, with such rights of exchangeability and transfer of registration and shall be in the form and executed and authenticated in the manner provided in the Series 2004 Indenture. The term "Series 2004 Bonds" as used herein shall be deemed to mean and include the Series 2004 Bonds as initially issued and delivered and Series 2004 Bonds issued in exchange therefor or in exchange for Series 2004 Bonds previously issued.

Any Series 2004 Bonds hereafter issued in exchange or for transfer of registration for the Bonds initially issued and delivered pursuant to the Series 2004 Indenture shall be executed in accordance with the provisions of the Series 2004 Indenture and such execution by the Mayor and the Municipal Clerk, whether present or future, is hereby authorized. A certificate of validation shall be endorsed upon each of such Series 2004 Bonds hereafter issued, and the Clerk of the Superior Court of Fulton County, Georgia, is instructed to execute such certificate of validation upon the written request of the Trustee or the City, specifying that such Series 2004 Bonds are being issued in exchange or for transfer of registration for one of the Series 2004 Bonds issued and delivered to the initial purchaser or purchasers thereof or one of the Series 2004 Bonds previously issued in exchange therefor.



Section 5. Authorization of Series 2004 Indenture. In order to secure the payment of the principal of, redemption premium, if any, and interest on the Series 2004 Bonds herein authorized, and in order to secure the performance and observance of all the agreements and conditions in the Series 2004 Bonds, the execution, delivery and performance of the Series 2004 Indenture relating to the Series 2004 Bonds by and between the City and the Trustee are hereby authorized. The Series 2004 Indenture shall be in substantially the form attached hereto as Exhibit "1," subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the Indenture by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

Section 6. Authorization of Offer to Purchase for Cash. The execution, delivery and performance of the Offer to Purchase for Cash by and between the City and the holders of the Series 2001 Bonds are hereby authorized. The Offer to Purchase for Cash shall be in substantially the form attached hereto as Exhibit "2," subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the Offer to Purchase for Cash by the Mayor as hereby authorized shall be conclusive evidence of any such approval. Anything herein or in the Offer to Purchase for Cash to the contrary notwithstanding, the Chief Financial Officer of the City is hereby authorized to execute the Offer to Purchase for Cash in the event of the absence or incapacity of the Mayor.

Section 7. Authorization of Intergovernmental Agreement. The execution, delivery and performance of the Intergovernmental Agreement providing for the determination of the procedures for the computation of Local Option Sales Tax Revenues collected within the Atlantic Steel TAD, by and between the City and the County are hereby authorized. The Intergovernmental Agreement shall be in substantially the form attached hereto as Exhibit "3," subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the Intergovernmental Agreement by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval. **Provided however, in no event shall the City's portion of the LOST revenues pledged in connection with the Series 2001 Bonds extend beyond December 31, 2009.**

Section 8. Authorization of Purchase Contract. The execution, delivery and performance of the Purchase Contract providing for the purchase of the Series 2004 Bonds, by and between the City, the Underwriter and the other parties thereto are hereby authorized. The Purchase Contract shall be in substantially the form attached hereto as Exhibit "4," subject to minor changes, insertions or omissions as may be approved by the Mayor and the execution of the Purchase Contract by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval. Anything herein or in the Purchase Contract to the contrary notwithstanding, the Chief Financial Officer of the City is hereby authorized to execute the Purchase Contract in the event of the absence or incapacity of the Mayor.

Section 9. Authorization of Limited Offering Memorandum. The use and distribution of the Preliminary Limited Offering Memorandum and a final Limited Offering Memorandum with respect to the Series 2004 Bonds are hereby authorized and approved, and said Preliminary Limited Offering Memorandum and said final Limited Offering Memorandum shall be in substantially the form attached hereto as Exhibit "5," subject to such minor changes, insertions or omissions as may be approved by the Mayor. The execution of a final Limited



Offering Memorandum by the Mayor as hereby authorized shall be conclusive evidence of any such approval.

Section 10. Execution of the First Amended and Restated Development Agreement. The execution, delivery and performance of the First Amended and Restated Development Agreement by and among the City, ADA, DDA and the Developer are hereby authorized. The First Amended and Restated Development Agreement shall be in substantially the form as attached hereto as Exhibit "6," subject to such minor changes, insertions or omissions as may be approved by the Mayor, and the execution of the First Amended and Restated Development Agreement by the Mayor and Municipal Clerk as hereby authorized shall be conclusive evidence of any such approval.

Section 11. Execution of Series 2004 Bonds. The Series 2004 Bonds shall be executed in the manner provided in the Series 2004 Indenture and the same shall be delivered to the Trustee for proper authentication and delivery to the Underwriters with instructions to that effect as provided in the Series 2004 Indenture.

Section 12. Validation of Series 2004 Bonds. The Mayor is hereby authorized and directed to immediately notify the District Attorney of the Atlanta Judicial Circuit of the action taken by the City, to request the District Attorney to institute a proceeding to confirm and validate the Series 2004 Bonds and to pass upon the security therefor, and the Mayor and the Municipal Clerk are further authorized to acknowledge service and make answer in such proceeding.

Section 13. Non-Arbitrage Certification. Any officer of the City is hereby authorized to execute one or more non-arbitrage certifications with respect to the Series 2004 Bonds or any series thereof in order to comply with Section 148 of the Code, and the applicable Treasury Regulations thereunder.

Section 14. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Intergovernmental Agreement, the Indenture, the Offer to Purchase for Cash, the Purchase Contract, or the First Amended and Restated Development Agreement shall be deemed to be a stipulation, obligation or agreement of any officer, director, agent or employee of the City in his individual capacity, and no such officer, director, agent or employee shall be personally liable on the Series 2004 Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 15. General Authority. From and after the execution and delivery of the documents hereinabove authorized, the proper officers, directors, agents and employees of the City are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the documents as authorized herein and are further authorized to take any and all further actions and execute and deliver any and all other documents and certificates as may be necessary or desirable in connection with the issuance of the Series 2004 Bonds and in conformity with the purposes and intents of this Ordinance.



The Mayor and the Municipal Clerk are hereby authorized and directed to prepare and furnish to the purchasers of the Series 2004 Bonds, when the Series 2004 Bonds are issued, certified copies of all the proceedings and records of the City relating to the Series 2004 Bonds, and such other affidavits and certificates as may be required to show the facts relating to the legality and marketability of the Series 2004 Bonds as such facts appear from the books and records in the officers' custody and control or as otherwise known to them; and all such certified copies, certificates and affidavits, including any heretofore furnished, shall constitute representations of the City as to the truth of all statements contained therein.

Section 16. Actions Approved and Confirmed. All acts and doings of the officers of the City which are in conformity with the purposes and intents of this Ordinance and in furtherance of the issuance of the Series 2004 Bonds and the execution, delivery and performance of the Series 2004 Indenture, the Offer to Purchase for Cash, the Intergovernmental Agreement, the First Amended and Restated Development Agreement and the Purchase Contract and the approval of the Limited Offering Memorandum, shall be, and the same hereby are, in all respects approved and confirmed.

Section 17. Severability of Invalid Provision. If any one or more of the agreements or provisions herein contained shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Series 2004 Bonds authorized hereunder.

Section 18. Repealing Clause. All ordinances or parts thereof of the City in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 19. In the event that a third or additional series of subordinate lien tax allocation bonds are issued for the Atlantic Station Project, there shall be meaningful participation by minority and local underwriting firms as part of the transaction. The Chief Financial Officer shall approve the underwriting team prior to seeking authorization to undertake the transaction from the Atlanta City Council.

A true copy,
Rhonda Daughtra Johnson
Municipal Clerk, CMC

ADOPTED as amended by Council
APPROVED by the Mayor

October 18, 2004
October 20, 2004

RCS# 6178
10/18/04
6:29 PM

Atlanta City Council

Regular Session

04-O-1733

ISSUANCE AND SALE SUBORDINATE LIEN TAX
ALLOCATION BONDS ATLANTIC STATION PRJCT
ADOPT SUB AMEND

YEAS: 12
NAYS: 0
ABSTENTIONS: 0
NOT VOTING: 3
EXCUSED: 0
ABSENT 1

Y Smith	Y Archibong	Y Moore	Y Mitchell
Y Starnes	Y Fauver	NV Martin	NV Norwood
Y Young	Y Shook	B Maddox	Y Willis
Y Winslow	Y Muller	Y Sheperd	NV Borders

04-O-1733

LARGE ATTACHMENT:

DOCUMENT(S),

MANUAL(S)

OR

MAP(S)

NOT COPIED,

PULL ORIGINAL

FOR COPY OR TO VIEW

04-0-1733
 (Do Not Write Above This Line)

AN ORDINANCE BY COUNCILMEMBER DEBI STANES:

TO PROVIDE FOR THE ISSUANCE AND SALE OF SUBORDINATE LIEN TAX ALLOCATION BONDS (ATLANTIC STATION PROJECT), SERIES 2004, IN THE AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$250,000,000 (THE "SERIES 2004 BONDS"), FOR THE PURPOSE OF PROVIDING FUNDS TO PAY, OR TO BE APPLIED OR CONTRIBUTED TOWARD, THE COMPLETION OF THE REDEVELOPMENT COSTS ASSOCIATED WITH THE TAX ALLOCATION DISTRICT NUMBER TWO- ATLANTIC STEEL (THE "ATLANTIC STEEL TAD"); INCLUDING (I) CLEARING, GRADING AND OTHERWISE PREPARING PROPERTY FOR REDEVELOPMENT, (II) ENVIRONMENTAL REMEDIATION OF PROPERTY, (III) DESIGN, CONSTRUCTION AND INSTALLATION OF UTILITIES SUCH AS WATER, SEWER, STORM DRAINAGE, ELECTRIC, GAS AND TELECOMMUNICATIONS, (IV) DESIGN, CONSTRUCTION AND INSTALLATION OF STREETS, SIDEWALKS, BIKEWAYS, CURBS, GUTTERS AND OTHER PUBLIC WORKS, (V) DESIGN AND CONSTRUCTION OF PARKING FACILITIES AND (VI) ANY OTHER FACILITIES AND IMPROVEMENTS LOCATED IN OR OTHERWISE RELATED TO THE ATLANTIC STEEL TAD; TO AUTHORIZE THE LEASING OF ALL OR A PORTION OF THE CITY OF ATLANTA, GEORGIA, TAX ALLOCATION BONDS (ATLANTIC STATION PROJECT), SERIES 2001 (THE "SERIES 2001 BONDS"); TO AUTHORIZE PAYING EXPENSES INCIDENT TO ACCOMPLISHING THE FOREGOING; TO AUTHORIZE THE EXECUTION OF A FIRST SUPPLEMENTAL INDENTURE OF TRUST, A FIRST AMENDED AND RESTATED DEVELOPMENT AGREEMENT AND RESTATED DEVELOPMENT AGREEMENT, AN OFFER TO PURCHASE FOR CASH, AN INTERGOVERNMENTAL AGREEMENT, A PURCHASE CONTRACT, AND APPROVING THE USE AND DISTRIBUTION OF A PRELIMINARY LIMITED OFFERING MEMORANDUM; AND FOR CERTAIN OTHER PURPOSES, ALL IN CONNECTION WITH THE ISSUANCE AND SALE OF THE FOREGOING DESCRIBED SERIES 2004.

SUBSTITUTED AS AMENDED
 CONSENT REFER
 REGULAR REPORT REFER
 ADVERTISE & REFER
 1st ADOPT 2nd READ & REFER
 PERSONAL PAPER REFER

Date Referred 9/20/04
 Referred To: Finance / Exec
 Date Referred 10/4/2004
 Referred To: Finance / Executive
 Date Referred _____
 Referred To: _____

Committee _____
 Date _____
 Chair _____
 Referred To _____

FIN Comptroller
 Date 9-20-04
 Chair Debi Stanes

Action
 Fav, Adv, Hold (see rev. side)
 Other _____

Members

Refer To

First Reading

Committee

Date

Chair

Action

Fav, Adv, Hold (see rev. side)

Members

Refer To

Committee

Date

Chair

Action

Fav, Adv, Hold (see rev. side)

Members

Refer To

FINAL COUNCIL ACTION
 2nd
 1st & 2nd
 3rd
 Consent
 V Vote
 RC Vote
CERTIFIED

COMMITTED
 OCT 18 2004
 ATLANTA GOVERNMENT CENTER
 Debi Stanes

APPROVED
 OCT 20 2004
 Debi Stanes