DAYTON-MONTGOMERY COUNTY PORT AUTHORITY
MONTGOMERY COUNTY

FINANCIAL STATEMENTS WITH INDEPENDENT AUDITORS' REPORT

for the years ended December 31, 2004 and 2003

Auditor of State
Betty Montgomery

Board of Directors
Dayton Montgomery County Port Authority
900 Kettering Tower
Dayton, Ohio 45423

We have reviewed the *Independent Auditor's Report* of the Dayton Montgomery County Port Authority, prepared by Bastin & Company, LLC, for the audit period January 1, 2004 through December 31, 2004. Based upon this review, we have accepted these reports in lieu of the audit required by Section 117.11, Revised Code. The Auditor of State did not audit the accompanying financial statements and, accordingly, we are unable to express, and do not express an opinion on them.

Our review was made in reference to the applicable sections of legislative criteria, as reflected by the Ohio Constitution, and the Revised Code, policies, procedures and guidelines of the Auditor of State, regulations and grant requirements. The Dayton Montgomery County Port Authority is responsible for compliance with these laws and regulations.

Betty Montgomery

BETTY MONTGOMERY
Auditor of State

December 20, 2005

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DAYTON-MONTGOMERY COUNTY PORT AUTHORITY
MONTGOMERY COUNTY

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Bastin & Company, LLC
Certified Public Accountants

INDEPENDENT AUDITORS' REPORT

The Honorable Board of Directors
Dayton-Montgomery County Port Authority
Dayton, Ohio:

We have audited the accompanying financial statements of the Dayton-Montgomery County Port Authority (Authority), Dayton, Ohio, as of and for the years ended December 31, 2004 and 2003, as listed in the table of contents. These financial statements are the responsibility of the Authority's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Dayton-Montgomery County Port Authority, as of December 31, 2004 and 2003 and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

As described in Note 2, to the financial statements, during 2004, the Authority adopted Governmental Accounting Standard Board (GASB) Statement No. 34, *Basic Financial Statements – and Management's Discussion and Analysis – for State and Local Governments,* GASB Statement No. 37, *Basic Financial Statements and Management's Discussion and Analysis for State and Local Governments,* and GASB Statement No. 38, *Certain Financial Statement Note Disclosures.*

In accordance with *Government Auditing Standards*, we have also issued our report dated October 21, 2005 on our consideration of the Authority's internal control over financial reporting and our tests of its compliance with certain provisions of laws, regulations, contracts and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on the internal control over financial reporting or compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* and should be considered in assessing the results of our audit.

The management's discussion and analysis on pages 2 through 6 is not a required part of the basic financial statements but is supplementary information required by accounting principles generally accepted in the United States of America. We have applied certain limited procedures, which consisted principally of inquiries of management regarding the methods of measurement and presentation of the supplementary information. However, we did not audit the information and express no opinion on it.

Bastin & Company, LLC

Cincinnati, Ohio
October 21, 2005

4424 Aicholtz Road, Suite D, Cincinnati, Ohio 45245-1561, Telephone/Fax (513) 753-3999

DAYTON-MONTGOMERY COUNTY PORT AUTHORITY
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE YEAR ENDED DECEMBER 31, 2004
(Unaudited)

As management of the Dayton-Montgomery County Port Authority (Authority), we offer readers of the Authority's financial statements this narrative overview and analysis of the financial activities of the Authority for the year ended December 31, 2004. We encourage readers to consider the information presented here in conjunction with the Authority's financial statements, which begin on page 7.

FINANCIAL HIGHLIGHTS

- Total net assets of the Authority exceeded its liabilities as of December 31, 2004 by $11,147,579, a decrease of 6.2 percent from December 31, 2003.

- Total unrestricted net assets of the Authority as of December 31, 2004 totaled $4,349,958, an increase of 107 percent from December 31, 2003.

- The Authority's restricted and unrestricted cash balance at December 31, 2004 totaled $8,208,301, a decrease of $1,832,990 or 18.3 percent, from December 31, 2003.

- The Authority had total operating revenue of $1,325,850 and total operating expenditures of $890,695 resulting in net operating income of $435,155 for the year ended December 31, 2004. Net income after non-operating revenues and expenses, (primarily interest expense) resulted in a decrease in total net assets of $741,216 for the year.

- The Authority’s capital outlays for the year were $557,475.

USING THIS ANNUAL REPORT

This discussion and analysis is intended to serve as an introduction to the Authority's basic financial statements. The following is a list of the basic financial statements included in this report:

MD&A
MD&A Management Discussion and Analysis

Basic Financial Statements
Statement of Net Assets
Statement of Revenues, Expenses, and Changes in Net Assets
Statement of Cash Flows
Notes to the Financial Statements

The financial statements are designed to provide readers with a broad overview of the Authority's finances in a manner similar to a private sector business.

The *statement of net assets* presents information on all of the Authority' s assets and liabilities, with the difference between the two reported as net assets. Over time, increases or decreases in net assets may serve as a useful indicator of whether the financial position of the Authority is improving or deteriorating:

The *statement of revenues, expenses and changes in fund net assets* presents information showing how the Authority's net assets changed during the most recent fiscal year. All changes in net assets are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues and expenses are reported in this statement for some items that will only result in cash flows to future fiscal periods (e.g. depreciation and earned but unused vacation leave).

The *statement of cash flows* provides information about the Authority's cash receipts and cash payments during the reporting period. The statement reports cash receipts, cash payments, and net changes in cash resulting from operations, capital and related financing activities and: investing activities.

These financial statements report on all of the functions of the Authority that are principally supported by fees and financing lease revenues. The Authority's overall function is to provide economic development financing activities in Montgomery County, Ohio as an independent political subdivision of the State of Ohio.

The financial statements can be found on pages 7 through 10 of this report.

Fund Financial Statements

A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Authority, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements for its various programs. The Authority reports its overall financial position and activities in a proprietary fund type - enterprise fund.

Notes to the Financial Statements

The notes to the basic financial statements provide additional information essential to a full understanding of the data provided in the basic financial statements. Notes to the basic financial statements can be found on pages 11 through 23 of this report.

FINANCIAL ANALYSIS OF THE AUTHORITY

Statement of Net Assets

The following table represents condensed statements of net assets.

	2004 (In thousands)	2003 (In thousands)
Current and other assets	$31,270	$33,127
Capital assets	15,698	15,320
Total assets	46,968	48,447
Current liabilities	1,108	5,733
Non-current liabilities	34,712	30,825
Total liabilities	35,820	36,558
Net assets:		
Invested in capital assets, net of debt	1,798	4,795
Restricted for bond fund	5,000	5,000
Unrestricted	4,350	2,094
Total net Assets	$11,148	$11,889

The largest portion of the Authority's net assets (45 percent) reflects restricted net assets that are from its bond fund reserves. The Authority uses these assets to provide for collateral for future project funding. The unrestricted net assets (39 percent) of the Authority are available for future use to provide program services.

Statement of Revenues, Expenses and Changes in Fund Net Assets

The following table reflects condensed Statements of Revenues, Expenses, and Changes in Net Assets.

	2004 (In thousands)	2003 (In thousands)
Fees charged	$ 116	$ 169
Property financing leases	1,086	1,453
Operating grants	-	75
Other revenue	123	38
Total operating revenue	1,325	1,735
Operating expenses	678	739
Depreciation expense	212	207
Total operating expenses	890	946
Bond fund grant	-	1,000
Other non-operating items	(1,176)	(1,702)
Total non-operating revenues	(1,176)	(702)
Change in net assets	$ (741)	$ 87

The net assets of the Authority decreased by $741,000 during the current fiscal year. The Authority's revenues are largely from property financing lease revenues received from financed projects.

CAPITAL ASSETS AND DEBT ADMINISTRATION

Capital Assets

As of December 31, 2004 and 2003, the Authority's capital assets were $15,698,000 and $15,320,000 (capital assets net of accumulated depreciation) as reflected in the fo1lowing schedule.

	2004 (In thousands)	2003 (In thousands)
Land	$ 8,988	$ 8,432
Buildings	7,204	7,204
Office equipment	6	5
Accumulated depreciation	(500)	(321)
Total	$15,698	$15,320

During 2004, the purchase of land for the Austin Park project was finalized for an additional $555,000.

Additional information on the Authority's capital assets can be found in Note 4 on page 16 of this report.

Debt

As of December 31, 2004, the Authority had $34,608,000 of debt plus an additional borrowing of $1,000,000 related to its bond fund reserve program, an increase of $2,117,000 over the prior year. Debt consists of loan, notes, bond anticipation notes and bond issues. The increase in debt from previous years is due to the finalization of the TID loan of $555,000 for land acquisition on the Austin Center project, and two refunding issues for $7,310,000 for a total of new debt in 2004 of $7,865,000. Debt payments and retirements due to the refunding issues in 2004 were $5,748,000.

The debt instruments as of December 31, 2004 have interest rates between 0.00 and 8.75 percent, and are collateralized by real property. The debts are payable to various governmental agencies and financial institutions in installments, with varying maturities through the year 2024.

Additional information on the Authority's long-term debt can be found in Notes 6 beginning on page 21 of this report.

ECONOMIC FACTORS

The Dayton regional economy has been doing poorly due to its dependence on the automotive sector. Interest rates have been at all time lows for the last few years. These two factors have produced little activity for the Authority. The Authority has averaged 30-40 proposed financings over the last several years, however, borrowers have been borrowing short term and not locking in with the Authority's long term, fixed rate financing option.

To overcome this trend in activity, the Authority has focused on real estate projects, such as Austin Center, Main and Monument and Tech Town. We also reduced our man-hours to conserve cash until the economy improves. Other efforts have focused on closing the $300M DHL transaction in Clinton County that has been tied up in legal proceedings that have recently been resolved. This transaction will bring a $350,000 fee as well as $10,000 per year over 30 years to the Authority.

Other recent good news is the announcement by Relizon that their new owner will bring 150 new jobs to Dayton by expanding the Relizon headquarters. This could mean additional office rent and parking revenue to the Authority that will be used for operating costs at the Patterson Garage.

Additionally, the Authority has or will be acting as conduit for several transactions such as Sherman Dixie, Cedarville College, YMCA and Goodwill. Several other bond fund transactions appear likely to close in the near future, such as Dayton Legal Blank.

The Authority will receive a $1.7M grant to renovate Welcome Stadium, which is owned by Dayton Public Schools. As part of this project the Authority negotiated a management agreement with the University of Dayton to operate most events at the stadium to increase revenue for stadium maintenance.

In addition, there are several additional large-scale development projects in the works that could be financed by the Authority.

The near future of the Authority will be determined by factors outside of the Authority's control, such as the Delphi bankruptcy. Should the Dayton economy continue to struggle, the Authority may in turn struggle as the Authority's primary mission is financing new investment. If the Dayton regional economy improves, then the Authority will be a very valuable asset.

CONTACTING THE AUTHORITY'S FINANCIAL MANAGEMENT

This financial report is designed to provide a general overview of the Authority's finances for all those with an interest. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Vice President and Executive Director, Dayton-Montgomery County Port Authority, 900 Kettering Tower, Dayton, Ohio 45423, or call (937) 222-4422.

DAYTON-MONTGOMERY COUNTY PORT AUTHORITY
MONTGOMERY COUNTY
STATEMENTS OF NET ASSETS
December 31, 2004 and 2003

ASSETS

	2004	2003
CURRENT ASSETS:		
Cash, cash equivalents and investments	$ 398,020	$ 1,477,064
Total current assets	$ 398,020	1,477,064
CAPITAL ASSETS:		
Land and land improvements	8,987,940	8,431,500
Buildings and improvements	7,203,877	7,203,877
Office equipment	6,518	5,483
Total	16,198,335	15,640,860
Less: accumulated depreciation	(500,834)	(320,652)
Capital assets, net	15,697,501	15,320,208
RESTRICTED AND OTHER ASSETS:		
Restricted cash, cash equivalents and investments	7,810,281	8,564,227
Financing leases receivable - Relizon	12,522,889	12,965,333
Financing leases receivable - Burrows	8,743,333	9,000,000
Debt issuance costs	1,724,758	1,050,482
Other assets	70,804	69,293
Total restricted and other assets	30,872,065	31,649,335
TOTAL ASSETS	$46,967,586	$48,446,607

(Continued)

DAYTON-MONTGOMERY COUNTY PORT AUTHORITY
MONTGOMERY COUNTY
STATEMENTS OF NET ASSETS
December 31, 2004 and 2003
(Continued)

LIABILITIES

	2004	2003
CURRENT LIABILITIES:		
Current portion of long-term debt:		
Relizon project Taxable State Loan Revenue Note	$ 302,667	$ 302,667
Relizon project Taxable Project Revenue Bonds	180,000	180,000
Burrows project DOD Taxable State Loan	455,000	220,000
Austin Center project Development Mortgage Revenue Bond Anticipation Note	-	2,925,000
Relizon parking garage Mortgage Revenue Bonds	110,000	105,000
Relizon parking garage Bond Anticipation Note	-	2,000,000
Dayton Regional Bond Fund	60,000	-
Total current liabilities	1,107,667	5,732,667
OTHER LIABILITIES – including amounts related to restricted assets:		
Revenue bonds and notes:		
Relizon project Taxable State Loan Revenue Note	$5,405,000	$5,707,667
Relizon project Taxable Project Revenue Bonds	6,595,000	6,775,000
Austin Center Bond 2004B	5,075,000	-
Burrows project DOD Taxable State Loan	8,325,000	8,780,000
Relizon parking garage Mortgage Revenue Bonds	2,910,000	3,020,000
Austin Center project Montgomery County TID Loan	3,029,940	2,475,000
Austin Center project Development Revenue Bond 2004A	2,160,000	-
Bond Fund Program Loan	1,000,000	1,000,000
Leased project construction costs payable	212,400	3,060,000
Refundable deposits	-	7,478
Total other liabilities	34,712,340	30,825,145
TOTAL LIABILITIES	35,820,007	36,557,812

NET ASSETS

	2004	2003
Invested in capital assets, net of related debt	1,797,621	4,795,208
Restricted for Bond Fund Program Reserve	5,000,000	5,000,000
Unrestricted net assets	4,349,958	2,093,587
TOTAL NET ASSETS	$11,147,579	$11,888,795

See notes to the financial statements.

DAYTON-MONTGOMERY COUNTY PORT AUTHORITY
MONTGOMERY COUNTY
STATEMENTS OF REVENUES, EXPENSES AND CHANGES IN NET ASSETS
for the years ended December 31, 2004 and 2003

	2004	2003
OPERATING REVENUES:		
Port fees	$ 58,000	$ 47,862
Property financing leases	1,086,380	1,453,080
Parking garage fees	35,215	40,230
Restaurant fees	8,478	5,542
Construction management fees	14,615	75,460
Operating grants	-	75,000
Other revenues	123,162	38,245
Total operating revenues	1,325,850	1,735,419
OPERATING EXPENSES:		
Salaries and benefits	80,462	-
Operating expenses	330,323	103,548
Professional services	250,412	348,572
Relocation incentives	-	100,000
Payments in lieu of real estate taxes	17,363	187,372
Depreciation and amortization	212,135	206,895
Total operating expenses	890,695	946,387
OPERATING INCOME (LOSS)	435,155	789,032
NONOPERATING REVENUES (EXPENSES):		
Bond fund program reserve grant	-	1,000,000
Interest income	128,722	74,884
Loss on lease due to lessee bankruptcy	-	(624,340)
Interest and fiscal charges	(1,305,093)	(1,152,856)
Total nonoperating revenues (expenses)	(1,176,371)	(702,312)
CHANGE IN NET ASSETS	(741,216)	86,720
NET ASSETS BEGINNING OF YEAR	11,888,795	11,802,075
NET ASSETS END OF YEAR	$11,147,579	$11,888,795

See notes to the financial statements.

DAYTON-MONTGOMERY COUNTY PORT AUTHORITY
MONTGOMERY COUNTY
STATEMENTS OF CASH FLOWS
for the years ended December 31, 2004 and 2003

	2004	2003
Cash flows from operating activities:		
Cash received from customers	$ 1,325,850	$1,735,419
Cash payments to employees	(80,462)	-
Cash payments to suppliers for goods and services	(598,098)	(739,492)
Net cash provided by (used for) operating activities	647,290	995,927
Cash flows from capital related activities:		
Proceeds from Development Mortgage Revenue Bonds Series 2004A	2,235,000	-
Proceeds from Project Development Revenue Bonds Series 2004B	5,075,000	-
Proceeds from bond anticipation notes (Parking Garage Project)	-	2,000,000
Proceeds from taxable state loan (Burrows Project)	-	9,000,000
Proceeds from bond anticipation notes (Austin Center Project)	-	2,925,000
Proceeds from Montgomery County TID loan (Austin Center Project)	554,940	2,475,000
Proceeds from ODOD Bond fund program (loan portion)	-	1,000,000
Proceeds from ODOD Bond fund program (grant portion)	-	1,000,000
Retirement of bond anticipation notes (Austin Center Project)	(2,925,000)	-
Retirement of bond anticipation notes (Parking Garage Project)	(2,000,000)	-
Retirement of revenue bonds (Parking Garage Project)	(105,000)	(100,000)
Retirement of taxable state loan (Burrows Project)	(15,000)	-
Retirement of bond anticipation note (Parking Garage Project)	-	(2,000,000)
Retirement of state loan revenue note (Relizon Project)	(302,667)	(302,666)
Retirement of revenue bonds (Relizon Project)	(180,000)	(180,000)
Retirement of revenue bonds (MCSi Project)	-	(145,000)
Retirement of revenue bonds (Burrows Project)	(220,000)	-
Interest paid on debt	(1,305,093)	(1,152,855)
Cash transferred to bank due to MCSi Bankruptcy	-	(131,339)
Financing leases principal payments received	699,111	482,667
Refundable deposits paid	(5,000)	-
Debt issuance costs paid	(702,740)	(229,795)
Acquisition and construction of capital assets	(3,405,076)	(11,603,425)
Net cash provided by (used for) capital financing activities	(2,601,525)	3,037,587
Cash flows from non-capital financing activities:		
Investment purchases	-	(2,003,520)
Interest received	121,185	66,700
Net cash provided by (used for) non-capital financing activities	121,185	(1,936,820)
Net increase (decrease) in cash and cash equivalents	(1,840,528)	2,096,694
Cash and cash equivalents at beginning of year	8,029,587	5,932,893
Cash and cash equivalents at end of year	$ 6,189,059	$ 8,029,587
Reconciliation of operating income (loss) to net cash provided by (used for) operating activities:		
Operating income (loss)	$ 435,155	$ 789,032
Adjustments to reconcile operating income to net cash provided by operating activities:		
Depreciation and amortization expense	212,135	206,895
Net cash provided by operating activities	$ 647,290	$ 995,927
Non-Cash Transactions:		
Assets removed due to lessee bankruptcy	$ -	$ 9,764,340
Liabilities removed due to lessee bankruptcy	-	(9,140,000)
Net increase in fair value of investments	7,538	8,184
Total non-cash transactions	$ 7,538	$ 632,524

See notes to the financial statements.

DAYTON-MONTGOMERY COUNTY PORT AUTHORITY
MONTGOMERY COUNTY
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2004 AND 2003

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

The Dayton-Montgomery County Port Authority, Montgomery County, (Authority) is a body corporate and politic established to exercise the rights and privileges conveyed to it by the constitution and laws of the State of Ohio. The Authority was established in January 2000 pursuant to section 4582.22 of the Ohio Rev. Code by resolution of Montgomery County and by ordinance of the City of Dayton. A nine-member Board of Directors directs the Authority. Five of the Directors are appointed by the Montgomery County Commissioners and four are appointed by the Mayor of the City of Dayton, with the advice and consent of the Dayton City Council.

The Authority provides services that are enumerated in Sections 4582.21 to 4582.59 of the Ohio Revised Code. These services include but are not limited to the power to purchase, construct, re-construct, enlarge, improve, equip, develop, sell, exchange, lease, convey other interest in, and operate Authority facilities.

The Authority employed a consultant as its President and Executive Director. Effective April 1, 2004, the consultant became an employee of the Authority. The Authority has also contracted an accountant and a bond fund advisor. The Authority also contracts for services, office space and support from the Dayton Development Coalition, a private local entity.

The accompanying basic financial statements comply with the provisions of the Governmental Accounting Standard Board (GASB) Statement 14, *The Financial Reporting Entity*, in that the financial statements include all divisions and operations for which the Authority is financially accountable. Financial accountability exists if a primary government/component unit appoints a majority of an organization’s government board and able to impose its will on that organization. Financial accountability may also be deemed to exist if there is a potential for the organization to provide financial benefits to, or to impose specific financial burdens on, the primary government/component unit. On this basis, no governmental organization other than the Authority itself is included in the financial reporting entity

Basis of Accounting

The Authority's activities are financed and operated as a single enterprise fund such that the costs and expenses, including depreciation, of providing the services are recovered primarily through user charges. The measurement focus is on the determination of revenues, expenses, financial position, and cash flows as the identification of these items is necessary for appropriate capital maintenance, public policy, management control, and accountability. The Authority's financial transactions are recorded on the accrual basis of accounting where revenues are recognized when earned and expenses are recognized as incurred. Revenues received in advance are deferred and recognized as earned over the period to which they relate.

In accordance with GASB Statement No. 20, *Accounting and Financial Reporting for Proprietary Funds and Other Governmental Entities That Use Proprietary Fund Accounting,* the Authority has elected not to apply the provisions of Statements and Interpretations of the Financial Accounting

Standards Board issued after November 30, 1989. The Authority will continue applying all applicable pronouncements issued by the GASB.

Investments

The Authority's investments (including cash equivalents) are recorded at fair value. Money market and mutual funds are recorded at share values reported by the mutual fund.

Statements of Cash Flows

For the purpose of the Statement of Cash Flows, the Authority considers all highly liquid investments with maturities of less than three months (including restricted assets) to be cash equivalents.

Capital Assets

The Authority defines capital assets as assets as those with an initial, individual cost of more than $500 and an estimated useful life in excess of three years. Capital assets are stated at historical cost. Donated capital assets are recorded at estimated fair market value at the date of donation.

The cost of normal maintenance and repairs that do not add to the value of the asset or materially extend asset lives are not capitalized.

Major outlays for capital assets and improvements are capitalized as the projects are constructed and updated for the cost of additions and retirements during the year. Interest incurred during construction is capitalized until substantial completion of the project.

Depreciation is computed on the straight-line basis over the following estimated useful lives:

Description	Years
Buildings and improvements	40
Office equipment	3

Restricted Assets and Related Liabilities

Bond indentures and other agreements require portions of debt proceeds as well as other resources of the Authority to be set-aside for various purposes. These amounts are reported as restricted assets. The liabilities that relate to the restricted assets are included in other liabilities in the accompanying balance sheets.

Financing Leases Receivable

The Authority enters into various financing arrangements for the purpose of funding the construction of facilities that are leased to private and public companies. Financing lease agreements with the companies provide for leasing payments sufficient to fund the related debt issued by the Authority and other costs and expenses related to the project. The leases are non-cancelable until the underlying debt and any related charges are paid in full. Lease payments cover a minimum of the principal and interest payments on the debt as they become due. Lease arrangements allow the lessee an option to purchase the leased facility at the termination of the lease. All expenses related to the debt and the operation and maintenance of the leased facilities are the responsibility of the lessee. The Authority assumes no responsibility for the repayment of any of the debt issued for the construction of the leased facilities beyond the resources provided by the underlying lease. All lease payments and debt retirement payments are administered and flow through the accounts of the Authority and are recognized in the accompanying statements.

Debt Issuance Costs

The costs associated with the issuance of the Authority's revenue bonds and notes are deferred and recognized as interest cost over the period the related debt is outstanding using the interest method.

Budgetary Accounting and Control

The Authority's annual budget, as provided by law, is prepared on the accrual basis of accounting. The budget includes amounts for current year revenues and expenses.

The Authority maintains budgetary control by not permitting total capital expenditures and amounts charged to individual expense categories to exceed their respective appropriations without amendment of appropriations by the Board of Directors.

Operating Revenues and Expenses

Operating revenues are those revenues that are generated directly from charges for services. Operating expenses are necessary costs incurred to provide the goods or services that are the primary activity of the Authority. Revenues that do not meet these criteria are considered non-operating and reported as such.

Net Assets

Total net assets represent the difference between assets and liabilities. Net assets invested in capital assets, net of related debt, consists of capital assets, net of accumulated depreciation, reduced by the outstanding balances, of any borrowing (both current and long-term portions) used for the acquisition, construction or improvements of those assets. The net assets are reported as restricted when there are limitations imposed by creditors, grantors, laws, or regulations of other governments. The Authority received a $5,000,000 grant through the Ohio Department of Development for the purpose of creating the bond reserve to increase the debt capacity of the Authority. Due to the nature of the grant terms, the resulting amount of net assets is considered restricted for the bond reserve program.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

Reclassifications

The 2003 financial statements have been reclassified to conform to the 2004 presentation

2. NEW ACCOUNTING STANDARDS

Effective January 1, 2004, the Authority implemented the provisions of GASB Statement No. 34, *Basic Financial Statements and Management's Discussion and Analysis for State and Local Governments,* Statement No. 37, *Basic Financial Statements and Management's Discussion and Analysis for State and Local Governments,* and Statement No. 38, *Certain Financial Statement Disclosures.* These statements revise accounting and reporting standards for general purpose external financial reports by governmental units. These statements change the Authority's presentation of net assets and require the inclusion of management's discussion and analysis. The implementation of these statements had no impact on the Authority's net assets.

3. DEPOSITS AND INVESTMENTS

Deposits - The Authority's depository requirements are governed by state statutes and require that deposits be placed in eligible banks or savings and loans located in Ohio. Any public depository in which the Authority places deposits must pledge as collateral eligible securities of aggregate market value at least equal to the amount of deposits not insured by the Federal Deposit Insurance Corporation.

Collateral that may be pledged is limited to obligations of the following entities: the U.S. government and its agencies, the State of Ohio, and any legally constituted taxing subdivision within the State of Ohio. At December 31, 2004, the carrying amount and bank balances of the Authority's deposits was $398,020, of which $150,072 was covered by federal depository insurance and $247,949 was uninsured and uncollateralized as defined by the GASB.

Investments - *The* Authority's investment policies are governed by state statutes, which authorize the Authority to invest in obligations of the U.S. government and its agencies and instrumentalities; bonds and other State of Ohio obligations; certificates of deposit; U.S. Government Money Market Mutual Funds; and repurchase transactions. Such repurchase transactions must be purchased from financial institutions as discussed in "Deposits" above or any eligible dealer who is a member of the National Association of Securities Dealers. Repurchase transactions are not to exceed a period of 30 days and must be secured by the specific government securities upon which the repurchase agreements are based. These securities must be obligations of, or guaranteed by, the United States and must mature or be redeemable within five years of the date of the related repurchase agreement. The market value of the securities subject to a repurchase agreement must exceed the value of the principal by 2% and be marked to market daily. State law does not require security for public deposits and investments to be maintained in the Authority's name.

The Authority is prohibited from investing in any financial instrument, contract or obligation whose value or return is based upon, or linked to, another asset or index, or both, separate from the financial instrument, contract or obligation itself (commonly known as a "derivative"). The Authority is also prohibited from investing in reverse repurchase agreements.

The Authority's investments are detailed below and are categorized in accordance with the criteria established by the GASB to indicate the level of credit risk assumed as of December 31, 2004. Category 1 includes investments that are insured or registered for which the securities are held by the Authority or its agent in the Authority's name. Category 2 includes investments that are uninsured and unregistered for which the securities are held by the counter party’s trust department or agent in the Authority's name. Category 3 includes uninsured and unregistered investments for which securities are held by the counter party or by its trust department or agent but not in the Authority's name.

	Category 2	Fair Value
Categorized Investments:		
U.S. Treasury Bills	$2,019,242	$2,019,242
Guaranteed Investment Contract	-	4,000,000
Money Market Funds	-	1,791,039
Total	$2,019,242	$7,810,281

Money market funds and guaranteed investment contracts unclassified investments since they are not evidenced by securities that exist in physical or book entry form.

The classification of cash and cash equivalents and investments on the financial statements is based on criteria set forth in GASB Statement No.9 *Reporting Cash Flows of Proprietary and Nonexpendable Trust Funds and Governmental Entities that Use Proprietary Fund Accounting*.

Reconciliation between the classifications of cash and cash equivalents and investments on the financial statements and the classification of deposits and investments presented above per GASB Statement No.3 is as follows.

Cash, cash equivalents and investments at December 31, 2004 are summarized below:

	Cash and Cash Equivalents	Investments
Cash, cash equivalents and investments	$ 398,020	$ -
Restricted cash, cash equivalents and investments	7,810,281	-
Total GASB Statement No. 9	8,208,301	-
Investments:		
U.S. Treasury Bills	(2,019,242)	2,019,242
Guaranteed Investment Contract	(4,000,000)	4,000,000
Money Market Funds	(1,791,039)	1,791,039
GASB Statement No. 3	$ 398,020	$7,810,281

Money market funds and guaranteed investment contracts are considered cash and cash equivalents for the purpose of the statement of cash flows.

4. CAPITAL ASSETS

The following summarizes the changes to capital assets during 2004.

Class	Balance December 31, 2003	Additions	Deletions	Balance December 31, 2004
Capital assets not being depreciated:				
Land	$ 8,431,500	$ 556,440	$ -	$ 8,987,940
Capital assets being depreciated:				
Office equipment	5,483	1,035	-	6,518
Buildings	7,203,877	-	-	7,203,877
Total cost	$15,640,860	$ 557,475	$ -	$16,198,335
Accumulated depreciation				
Office equipment	$ (5,483)	$ (86)	$ -	$(5,569)
Buildings	(315,169)	(180,096)	-	(495,265)
Accumulated depreciation	$ (320,652)	$(180,182)	$ -	$ (500,834)
Net value	$15,320,208			$15,697,501

5. PROJECTS

Relizon Company Headquarters Project

During 2001, the Authority financed the construction of a commercial office building for the headquarters of the Relizon Company. Land for the project was granted to the Authority by the City of Dayton with a value of $1,833,000. The Authority issued a $6,540,000 Taxable State Loan Revenue Note dated May 1, 2001 payable to the Ohio Department of Development and $7,250,000 of Taxable Project Development Revenue Bonds, Series 2001, dated May 18, 2001.

The Authority is to make principal payments on the Taxable State Loan Revenue Note in varying monthly amounts ranging from $25,222 beginning on January 1, 2006 to $28,473 on March 1, 2017. A balloon payment of $2,000,000 is also due on March 1, 2017. The note carries no interest through March 31, 2007. Effective April 1, 2007 the note carries a rate of 2.5 percent. The note is secured by the property and rental payments to be received under the lease with Relizon as well as a residual value insurance contract covering balloon payments due on the debt as discussed below.

The Authority is to make principal payments on the Taxable Project Development Revenue Bonds in varying monthly amounts ranging from $15,000 beginning on January 31, 2006 to $40,000 on January 31, 2017. A balloon payment of $3,000,000 is also due on March 1, 2017. The bonds bear an interest rate of 8.75 percent and are secured by the property and rental payments to be received under the lease with Relizon as well as a residual value insurance contract covering balloon payments due on the debt as discussed below.

The Authority entered into a lease agreement, dated May 18, 2001, with the Relizon Company for use of the office building facility. The timing and amount of payments due from Relizon under the lease are scheduled to meet the debt service requirements of the Authority and other costs and expenses incurred in connection with the project through March 1, 2017. The term of the lease provides for various options at the end of the lease including Relizon's option to purchase the property, the continuation of the lease with the refinancing of the $5,000,000 of balloon payments due on the related debts or the vacating of the property by Relizon. The Authority has acquired a residual value insurance policy to guarantee funding for balloon payment amounts when they become due should Relizon vacate the property at lease end.

The Authority accounts for the lease with Relizon as a financing lease. The term of the lease commenced on May 1, 2001 and expires, unless sooner terminated in accordance with the terms of the lease, on February 28, 2017.

The difference between the financing lease receivable and the total payments to be made by the lessee are being amortized over the term of the lease so as to produce a constant periodic rate of return on the Authority's investment in the lease.

The future minimum lease payments to be received, including the proceeds from the residual value insurance contract, and the Authority's net investment in the lease are as follows:

Year	Amount
2005	$ 1,105,548
2006	1,112,907
2007	1,201,160
2008	1,193,569
2009	1,185,838
Thereafter	13,338,757
Total	19,137,779
Unearned income	(6,614,890)
Net investment in lease	$12,522,889

Patterson Street Parking Garage Facility Project

During 2001, the Authority financed the acquisition and construction of a parking garage facility located adjacent to the Relizon Company Headquarters Project. The Authority owns the parking facility.

Land for the project was granted to the Authority by the City of Dayton with a value of $1,725,000. The Authority issued $3,225,000 of Taxable Project Development Mortgage Revenue Bonds; Series 2001 dated May 18, 2001 payable to the City of Dayton and a $2,000,000 Project Development Revenue Bond Anticipation Note (BAN), Series 2001 dated May 16, 2001.

Principal payments on the Taxable Project Development Mortgage Revenue Bonds, Series 2001 are due on December 1, in varying amounts ranging from $100,000 in 2003 to $270,000 in 2021. Interest at a rate of 5.81 percent is effective until November 30, 2003. Thereafter, the interest rate is variable and is reset on December 1, 2003 and every third year thereafter, based on the weighted average interest rate on all investments in the City of Dayton's investment portfolio on those dates. The effective rate on December 1, 2003 was calculated by the City of Dayton as 2.77 percent that is effective until December 1, 2006.

The 2001 BAN has been refunded on an annual basis. On July 14, 2004 the Authority issued $2,335,000 of 20 year Project Development Revenue Bonds, Series 2004A, to fund appropriate reserves, pay the cost of issuance and refund the Bond Anticipation Note. The Authority is to make semi-annual principal payments on the Project Development Revenue Bonds, Series 2004A in varying monthly amounts ranging from $30,000 beginning on May 15, 2005 to $305,000 on May 15, 2024. The bonds bear an interest rates ranging from 5 to 6.125 percent.

MCSi Project

During 2001 and 2002, the Authority financed the acquisition of land, and construction of a corporate headquarters facility for MCSi, Inc (MCSi).

Construction costs were funded by the issuance of $9,285,000 Taxable Project Development Revenue Bonds, Series 2001. The Authority was to make principal payments on the Bonds in varying quarterly amounts ranging from $45,000 beginning on April 1, 2003 to $100,000 on October 1, 2012. A final payment of $2,390,000 is also due on December 1 2012. The bonds bear an interest rate of 4.43 percent and were secured by the property and rental payments to be received under the lease with MCSi, discussed below.

The Authority entered into a lease agreement, dated December 1, 2001, with MCSi for use of the office building facility. The timing and amount of payments due from MCSi under the lease are scheduled to meet the debt service requirements of the Authority plus applicable fees.

During 2003, MCSi made the initial 6 lease payments under the lease and the Authority made its initial debt service payment of $145,000 while accounting for the project as a financing lease. MCSi subsequently declared bankruptcy and ceased operations. During 2003 the bankruptcy court released MCSi from all liability under the lease.

Fifth Third Bank, holder of the secured debt, has no recourse against the Authority under the terms of the debt. The Authority has since conveyed all assets associated with the project to Fifth Third Bank.

Due to the MCSi bankruptcy, the Authority no longer has an enforceable lease with MCSi and is not obligated for repayment of the debt. As of December 31, 2003, the Authority has removed and has discontinued the reporting of all related assets and liabilities related to the project. The Authority has recorded a loss of $624,340 during 2003 as a result of the change in the project’s status.

Burrows Paper Corporation Project

During 2003, the Authority financed the construction of a 275,000 square foot manufacturing building in Franklin, Ohio for the Burrows Paper Corporation. Construction costs were funded by proceeds of a $9,000,000 Ohio Department of Development; Taxable State Loan dated June 1, 2003. The Ohio Department of Development Loan was funded by the issuance of $9,000,000 State Economic Development Revenue Bonds, Ohio Enterprise Bond Fund (OEBF) Series 2003-4.

Principal payments on the Ohio Department of Development, Taxable State Loan are due quarterly in varying amounts ranging from $120,000 on September 1, 2006 to $225,000 due June 1, 2018 and bears interest at 5.35 percent. The Loan is secured by the rental payments to be received under the lease with Burrows Paper Corporation as discussed below.

The Authority has entered into a 15-year lease agreement, dated June 1, 2003, with Burrows Paper Corporation for use of the project facility. The lessee has the right to purchase the project prior to maturity for an amount equal to the outstanding OEBF amount. The lessee also has the right to purchase the project at the end of the lease for $100.

The Authority accounts for the lease with Burrows Paper Corporation as a financing lease. Payments commenced under the lease in July 15, 2003 and consisted of interest and fees until May 15, 2004. Beginning June 15, 2004 and until the final lease payment scheduled for May 15, 2018, the timing and amount of payments due from the lessee are scheduled to meet the debt service requirements of the Authority for the Ohio Department of Development, Taxable State Loan plus administrative charges and port fees.

The difference between the financing lease receivable and the total payments to be made by the lessee are being amortized over the term of the lease so as to produce a constant periodic rate of return on the Authority’s investment in the lease. The future minimum lease payments to be received and the Authority's net investment in the lease are as follows:

Year	Amount
2005	$ 936,225
2006	938,565
2007	931,164
2008	934,066
2009	931,971
Thereafter	7,794,105
Total	12,466,096
Unearned income	(3,722,763)
Net investment in lease	$ 8,743,333

Austin Center Project

On October 31, 2003 the Authority purchased land to assist in the addition of an interchange on U.S. Interstate Highway 75 at Austin Pike and in anticipation of creating a commercial/office building community at the Austin Pike interchange.

Acquisition costs were funded by the issuance of a $2,925,000 Development Mortgage Revenue Bond Anticipation Note dated October 31, 2003 and obtaining an initial loan of $2,475,000 loan from Montgomery County Transportation Improvement District.

The Development Mortgage Revenue Bond Anticipation Note was scheduled to mature on May 1, 2006 at an interest rate of 6 percent. The Loan was secured by the acquired property. During July 2004 the Authority issued $5,075,000 of Development Mortgage Revenue Bonds, Series 2004B, to fund appropriate reserves, pay the cost of issuance and refund the Development Mortgage Revenue Bond Anticipation Note. The Authority is to make semi-annual principal payments on the Development Mortgage Revenue Bonds, Series 2004B in varying monthly amounts ranging from $318,649 beginning on November 15, 2006 to $362,435 on May 15, 2014. The bonds bear an interest rate of 3.0 percent.

The loan from Montgomery County Transportation Improvement District (TID) provided for the assignment of ED/GE program funds received by the TID to the Authority. The terms of the assignment agreement provides that the Authority to repay the loan of the ED/GE funds based on a pro-rata share of proceeds derived from the future sale of the project's land.

During 2004, the land sale and terms of the TID loan were finalized. The TID and the Authority have a vested interest in property in the interchange project. The Authority has received a total of $3,029,940 to enable financing the purchase of 121 acres that includes an equity infusion and additional costs.

6. PROJECT RELATED DEBT OBLIGATIONS

For the year ended December 31, 2004, changes in the Authority's project related debt consisted of the following:

	Interest Rate	Balance January 1, 2004	Additions	Payments and Deletions	Balance December 31, 2004	Amount Due Within One Year
Relizon project:						
Taxable State Loan Revenue Note	2.5%	$6,010,334	$ -	$(302,667)	$5,707,667	$302,667
Taxable Development Revenue Bonds, Series 2001	8.75%	6,955,000	-	(180,000)	6,775,000	180,000
Parking garage project:						
Taxable Development Mortgage Revenue Bonds, Series 2001	variable currently 2.77%	3,125,000	-	(105,000)	3,020,000	110,000
Development Revenue Bond Anticipation Note Series, 2003	1.85%	2,000,000	-	(2,000,000)	-	-
Development Revenue Bonds Series 2004A	5.0%-6.125%	-	2,235,000	(15,000)	2,220,000	60,000
Burrows project						
Ohio DOD Taxable State Loan	5.35%	9,000,000	-	(220,000)	8,780,000	455,000
Austin Center project:						
Development Revenue Bond Anticipation Note	6.0%	2,925,000	-	(2,925,000)	-	-
Montgomery County TID Loan	0.0%	2,475,000	554,940	-	3,029,940	-
Taxable Development Revenue Bonds, Series 2004B	3.0%	-	5,075,000	-	5,075,000	-
Total		$32,490,334	$7,864,940	($5,747,667)	$34,607,607	$1,107,667

Amortization of the above debt, including interest, is scheduled as follows (For variable rate obligations, the interest payment amounts are estimated. The retirement of the Austin Center TID loan is based upon future estimated land sales):

	Relizon Project		Parking Garage Project	
Year ending December 31	Taxable State Loan Revenue Note	2001 Series Revenue Bonds	2001 Series Revenue Bonds	2004A Series Revenue Bonds
2005	$ 327,889	$ 828,682	$ 193,654	$ 182,962
2006	312,092	773,167	195,607	184,962
2007	389,495	788,188	197,422	186,587
2008	403,762	767,188	204,097	183,087
2009	403,057	761,078	205,496	184,587
2010 - 2014	2,004,075	3,829,573	1,101,265	921,689
2015 - 2019	2,852,676	4,596,974	1,240,369	923,163
2020 - 2024	-	-	547,021	1,052,060
Total	$6,693,046	$12,344,850	$ 3,884,931	$3,819,097

	Burrows Project	Austin Center Project		
Year ending December 31	DOD State Loan	2004B Series Revenue Bonds	Austin Center TID Loan	Total
2005	$ 915,702	$ -	$ -	$ 2,448,889
2006	920,758	367,872	181,235	2,935,693
2007	914,409	735,744	394,096	3,605,941
2008	916,789	735,744	347,411	3,558,078
2009	917,565	735,744	357,912	3,565,439
2010 -2014	4,590,476	3,310,848	1,749,286	17,507,212
2015 -2019	3,210,001	-	-	12,823,183
2020 -2024	-	-	-	1,599,081
Total	$12,385,700	$5,885,952	$3,029,940	$48,043,516

7. BOND FUND PROGRAM

The Authority has established a Bond Fund Program to provide long-term, fixed interest rate financing for qualified industrial, commercial and public projects. The primary objective of the Bond Fund program is to further economic development efforts through the retention and creation of quality, private-sector jobs. The Bond Fund Program is designed to increase the debt capacity of the Authority.

The State of Ohio Department of Development (ODOD) awarded the Authority a grant of $5,000,000 during 2000, to establish the Bond Fund Program. Amounts held in the Authority's Bond Fund Program Reserve, are included in restricted assets and as restricted retained earnings in the accompanying balance sheets due to the nature of the grant that restricts the use of the funds solely to the Bond Fund Program activities.

Under the Program, debt service requirements on each bond issue are to be secured by a pledge of amounts to be received under lease or loan agreements with borrowers who utilize the financed facilities. In addition, all borrowers are required to provide a letter of credit as additional security for the related bonds.

During 2003 the Authority obtained an additional $2,000,000 grant/loan from ODOD to further increase the funds of the Bond Fund Program. The terms of the grant/loan allow the Authority to use the funds for the Bond Fund Program and for any purpose approved by the Board for economic development purposes and therefore are reflected as non-restricted in the accompanying balance sheets. The conditional grant/loan was initially for a 20-year term, with 25 percent of the interest earned on the fund remitted back to ODOD through December 2017 and then beginning 2018 and continuing through December 2022, 100 percent of the interest earned was required to be remitted back to ODOD. In addition to the interest repayment requirements, the Authority was to make a $1,000,000 repayment of principal on December 31, 2022. During May 2004 the terms were renegotiated whereby the Authority is to make annual interest payments beginning December 2004 of $25,000 over the 20 years on the loan portion and a final repayment in 2024 totaling $1,500,000 representing the original $1,000,000 of loan principle and $500,000 in accumulated interest so long as the funds are not committed in the bond fund program reserve.

8. RETIREMENT SYSTEM

During 2004, certain personnel previously on a consulting bases became employees of the Authority.

The two employees of the Authority belong to the Public Employee Retirement System of Ohio (OPERS). OPERS is a cost-sharing, multiple-employer plan. OPERS provides retirement benefits, including postretirement healthcare, defined benefit pension and survivor and disability benefits to participants as prescribed by the Ohio Revised Code. PERS issues a publicly available financial report that includes financial statements and required supplementary information. The report may be obtained by writing Ohio Public Employees Retirement System, 277 East Town Street, Columbus, Ohio 43215-4642.

The Ohio Revised Code provides statutory authority for employees and employer contributions. For 2004, the employee contribution rate is 8.5 percent of covered payroll and the Authority is required to contribute 13.55 percent. The contribution rates are determined actuarially. The Authority's contribution to OPERS was $9,287 for 2004. The Authority has paid all contributions required through December 31, 2004.

9. RISK MANAGEMENT

The Authority is exposed to various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries; and natural disasters. The Authority has obtained commercial insurance for comprehensive property and general liability, employee bonding, auto insurance and specific property insurance for the Patterson Street Parking Garage

Settled claims resulting from these risks have not exceeded commercial insurance coverage. There has not been a significant reduction in coverage from the prior year.

Bastin & Company, LLC
Certified Public Accountants

REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING AND ON COMPLIANCE AND OTHER MATTERS BASED ON AN AUDIT OF FINANCIAL STATEMENTS PERFORMED IN ACCORDANCE WITH *GOVERNMENT AUDITING STANDARDS*

The Honorable Board of Directors
Dayton-Montgomery County Port Authority
Dayton, Ohio:

We have audited the financial statements of the Dayton-Montgomery County Port Authority, Montgomery County, Ohio (Authority) as of and for the year ended December 31, 2004 and have issued our report thereon dated October 21, 2005, in which we noted the Authority revised its financial presentation to conform to the requirements of Governmental Accounting Standard No. 34. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards,* issued by the Comptroller General of the United States.

Internal Control Over Financial Reporting

In planning and performing our audit, we considered the Authority's internal control over financial reporting in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide on opinion on the internal control over financial reporting. Our consideration of the internal control over financial reporting would not necessarily disclose all matters in the internal control that might be material weaknesses. A material weakness is a reportable condition in which the design or operation of one or more of the internal control components does not reduce to a relatively low level the risk that misstatements caused by error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. We noted no matters involving the internal control over financial reporting and its operation that we consider to be material weaknesses.

Compliance and Other Matters

As part of obtaining reasonable assurance about whether the Authority's financial statements are free of material misstatement, we performed tests of its compliance with certain provisions of laws, regulations, contracts and grants, noncompliance with which could have a direct and material effect on the determination of financial statement amounts. However, providing an opinion on compliance with those provisions was not an objective of our audit and, accordingly, we do not express such an opinion. The results of our tests disclosed no instances of noncompliance or other matters that are required to be reported under *Government Auditing Standards*.

This report is intended solely for the information and use of the management and the Authority's Board of Directors, and is not intended to be and should not be used by anyone other than these specified parties.

Bastin & Company, LLC

Cincinnati, Ohio
October 21, 2005

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DAYTON MONTGOMERY COUNTY PORT AUTHORITY

MONTGOMERY COUNTY

CLERK'S CERTIFICATION

This is a true and correct copy of the report which is required to be filed in the Office of the Auditor of State pursuant to Section 117.26, Revised Code, and which is filed in Columbus, Ohio.

Susan Babbitt

CLERK OF THE BUREAU

CERTIFIED
DECEMBER 30, 2005