ANNUAL DEVELOPMENT ACTIVITY AND DISCLOSURE REPORT

For the Period Ending December 31, 2005

$43,605,000 Elk Valley Public Improvements Corporation
City of Lakewood, Colorado
Public Improvement Fee Revenue Bonds, Series 2001A and B

Prepared by:

MUNICAP, INC.

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ANNUAL DEVELOPMENT ACTIVITY AND DISCLOSURE REPORT

I. UPDATED INFORMATION

Information updated from the Annual Development Activity and Disclosure Report dated October 13, 2004 is as follows:

- According to the developer, except for the installation of sod, which has been delayed due to local drought conditions, construction of the Elk Valley public improvements are complete. According to the developer, the installation of the sod will be completed during the spring of 2006 as weather conditions allow.

- As of December 31, 2005, the developer has reported 10 fully executed leases with anchors for 100 percent of the space reserved for the anchor stores and that leases have been signed with 163 of the proposed 186 specialty shops for 88.1 percent of the space reserved for specialty stores. The developer reports that although one (Skatepark) of the ten anchors has vacated its space, this tenant is still paying rent. The developer reports that nine anchors and all 163 specialty stores are open for business. The total leaseable space is 1,100,139 square feet. As of December 31, 2005, the developer has reported that 1,033,048 square feet of space has been leased, representing 93.9 percent of the leasable area available in the mall.

- As of December 31, 2005, the developer reports that construction on the Pei Wei and Chipotle Restaurants (parcel C-1), and the First Bank of Colorado (parcel D-1) have been completed. The developer also reports that construction on the Pier 1 (parcel D-3) was completed in October, of 2004. According to the developer, construction has been terminated on the Keg Steakhouse and Bar. The developer reports that this facility is incomplete and the owner has placed this site on the market for sale. As of December 31, 2005, the developer reports no other construction activity for the remaining pad site (E-3/4).

- As of January 1, 2005 the certified assessed value of the property within the corporation was $59,248,730, which is 29 percent of the statutory actual value of the property of $204,305,966.

- According to the City of Lakewood, as of December 31, 2005, there were 237 development site retailers (DSRs) with $231,401,461 in retail sales for the year ending December 31, 2005. The City of Lakewood reports that PIF revenue collections were $3,243,034 for the year ending December 31, 2005, which represents 99.9 percent of the PIF revenues due. (The city also reports that an additional 8 DSRs failed to report sales. According to the city, these retailers are primarily transient tenants and follow-up collection letters have been forwarded to these DSRs by the City of Lakewood as per the Assignment and Agency Agreement dated November 1, 2001.)

- The City of Lakewood reports that as of December 31, 2005, delinquent PIF revenues on 8 DSRs for the period of January 1, 2005 through December 31, 2005 totaled $4,380.

- As of December 31, 2005, the corporation has reported that there was a revenue shortfall, as defined for purposes of levying special taxes, for the previous fiscal year ending August 31, 2005 equal to $800,565. According the corporation, the Mills Corp paid $800,565 to the Indiana Valley Metropolitan District, which issued Subordinate Obligations in Lieu of Special Assessments equal to the revenue shortfall. Sales for 2005 were projected to be $331,279,044 and PIF revenues were projected to be $4,545,148. Actual sales and PIF revenue collections for 2005 were $231,401,461 and $3,243,034, respectively.

II. INTRODUCTION

Elk Valley Public Improvement Corporation, a Colorado Nonprofit Corporation (the "Corporation"), issued the $40,205,000 Series 2001A and the $3,400,000 Series 2001B Public Improvement Fee Bonds (Colorado Mills Project) pursuant to and in accordance with an indenture of trust by and between the Corporation and Wells Fargo West, National Association, as trustee, dated as of November 1, 2001.

Pursuant to the Public Facilities Agreement by and between the corporation and the developer, dated November 1, 2001, the bonds are secured by (i) a pledge of contractually imposed Public Improvement Fees arising from the imposition of a 1.4 percent fee on certain retail sales and services occurring within the Colorado Mills Development, which pursuant to the Assignment and Agency Agreement (the "PIF Collection Agreement"), dated November 1, 2001, and entered into between the city, the developer, the corporation, and the trustee, are to be collected from the Colorado Mills retailers and distributed to the trustee, and (ii) if necessary to pay debt service on the Series 2001A and B Bonds, ad valorem property taxes and other available revenues payable to the trustee by the Indiana Valley Metropolitan District (the "District"), pursuant to an agreement (the "Credit Support Agreement"), dated November 7, 2001, and entered into between the corporation and the district.

The property in the corporation is located in the City of Lakewood, Colorado, and consists of 96.5 acres of land (the "Mall Property") and seven outparcels totaling approximately 13 acres (the "Pad Sites"), which are located at the intersection of US Interstate 70, West Colfax Avenue and Indiana Street within the western Denver metropolitan area.

The property in the corporation was developed by Colorado Mills, Limited Partnership. The development includes a super-regional value and entertainment mall and mixed-use development that includes retail, restaurant and manufacturing space.

Pursuant to the Limited Offering Memorandum, $40,205,000 in public improvement fee revenue bonds (Series 2001A) and $3,400,000 in public improvement fee revenue bonds (Series 2001B) were sold to finance public improvements to serve the property located within the corporation. The corporation, subject to certain bond tests, may issue additional bonds.

Continuing disclosure pursuant to Rule 15c2-12 of the Securities and Exchange Commission is not required for the bonds. However, the developer and administrator have agreed to provide information regarding the development of the property and the operations of the corporation. These reports are not provided pursuant to Rule 15c2-12.

The information in this report on development activity was provided by the developer (Colorado Mills, Limited Partnership) and is believed to be accurate; however, no effort has been made to independently verify the information.

III. DEVELOPMENT ACTIVITY

A. OVERVIEW

The Colorado Mills project is located in the City of Lakewood, Colorado, and consists of approximately 109.5 acres of land within the western Denver metropolitan area at the intersection of US Interstate 70, West Colfax Avenue and Indiana Street. The land in the corporation is comprised of a site of approximately 96.5 acres (the mall property) and seven adjacent outparcels consisting of approximately 13 acres (the pad sites). Colorado Mills was planned as a super-regional value and entertainment oriented mall, which would consist of 1,101,605 square feet of leasable space when completed.

As outlined in the Limited Offering Memorandum, the developer anticipated that 550,000 to 650,000 square feet of leaseable anchor space and 550,000 to 575,000 square feet of leaseable specialty store space would be created. As originally envisioned, the plan was for the mall to consist of approximately 11-14 anchor tenants occupying an area around an oval corridor and approximately 175 specialty retail stores were to complete the outer oval and also occupy portions of the central mall area. The plan included a multi-screen cinema complex, food court, several major book and music tenants, as well as a number of off-price fashion retailers and category dominant stores (*i.e.,* stores with extensive inventory and selection in a particular market category). Since that time, the developer has revised the plan to include ten anchor tenants occupying 535,197 square feet of leaseable space and 186 specialty tenants occupying 564,942 square feet of leaseable space. As a result, the total leasable space is equal to 1,100,139 square feet.

The conceptual plan envisioned by the developer anticipated that the outlying pad sites would be sold or ground leased and developed as theme restaurants, retail and service businesses. An additional seven-acre parcel, the site of the Stevinson Chevrolet dealership, was subject to a purchase option agreement. The developer has acquired, and may develop, subdivide and or sell this parcel if and when the dealership is relocated to the south of Eighth Avenue. Although there is no obligation to develop this parcel, upon acquisition, this parcel could become part of a mall expansion or sold or ground leased as an additional pad site.

The construction of public infrastructure improvements funded with bond proceeds include mall site perimeter public roads with connections to Colfax Avenue and Indiana Street, a retaining wall between Eighth Avenue and abutting the residential area immediately south of the mall site, a screen and safety wall between Eighth Avenue and abutting the residential area immediately south of the mall site, public parking facilities for the mall site, an outdoor public plaza at E Street, public sanitary sewer line demolition, rerouting and upgrading, a regional storm water management system, and a trail system for pedestrian access.

B. GOVERNMENT APPROVALS AND PERMITS

According to the Limited Offering Memorandum, the following permits and approvals had either been applied for or were in place at the time of bond issuance:

- Zoning
- Conceptual site plan approval
- Final site plan

- Sanitary and storm sewer permits
- Mass grading permit
- Building permits (for the foundation and steel erection)

The zoning classification for the property in the corporation, which was in place at the time the bonds were issued, is PD, Planned Development, which is a commercial zoning category adopted by the City of Lakewood specifically for the development of a super regional specialty center. According to the engineer, the uses allowed under PD zoning are consistent with the development of the Colorado Mills project.

To accommodate the development approach taken with respect to the mall, the city has agreed to issue the equivalent of a building permit in three stages as indicated above. At the time of bond issuance, the foundation and steel construction building permits had been approved. Subsequent to bond issuance, the shell construction building permit was issued.

C. STATUS OF DEVELOPMENT

(i.) Status of Mall Construction

The developer hired the Seattle, Washington and Santa Anna, California based general contractor, Bayley Construction to construct the Colorado Mills Mall. Construction of the mall was completed and opened to the public on November 14, 2002. As of December 31, 2005, build out of tenant spaces for nine anchor stores and 162 of the proposed 186 specialty stores was complete.

(ii.) Status of Pad Site Construction

According to the developer, as of December 31, 2005, construction had been completed on eight of the nine tenants that had purchased the seven pad sites within the district. The owners, tenant use, construction and occupancy status for each of the pad sites sold are provided in the table below. The developer reports that construction of the Jared's Jewelry (parcel 2) was completed in August 2002. Construction on the Pier 1 (parcel D-3) was completed in October 2004. Construction on the First Bank of Colorado (parcel D-1) was completed in December 2004. Construction on the Pei Wei and Chipotle Restaurants (parcel C-1) was completed in October 2004. Construction on McGrath's Restaurant (parcel E-2) is scheduled to commence mid-2006. According to the developer, construction has been terminated on the Keg Steakhouse and Bar (parcel E-1). The developer reports that this facility is incomplete and the owner has placed this site on the market for sale.

Table III-1
Status of Pad Site Construction

Owner	Lot	Use	Construction Status	Occupancy Status
Translakewood, LLC	D-2	Jared Jewelers	Completed	Opened August 2002
BR Acquisitions of Wisconsin	D-3	Pier I Imports	Completed	Opened October 2004
First Bank of Colorado	D-1	Bank	Completed	Opened December 2004
Burgundy Partners	C-1	Pei Wei & Chipotle Restaurants	Completed	Opened October 2004
McGrath Properties	E-2	McGrath's Restaurant	Schedule to begin mid-2006	N/A
Realty Income Corporation	E-1	Keg Steakhouse & Bar	Construction terminated	N/A

(iii.) Status of Mall Leasing

At the time of bond issuance, the developer reported that fully executed leases with two of the 11 to 14 anchors were signed and that leases with ten other anchors were near completion. Additionally, the developer reported that fully executed leases for 20% of the leaseable space reserved for 175 specialty stores were signed. As of December 31, 2005, the developer has reported 10 fully executed leases with anchors for 100 percent of the space reserved for the anchor stores and that leases have been signed with 163 of the proposed 186 specialty shops for 88.1 percent of the space reserved for specialty stores. The developer reports that although one (Skatepark) of the ten anchors has vacated its space, this tenant is still paying rent. The developer reports that nine anchors and all 163 specialty stores are open for business. The total leaseable space is 1,100,139 square feet. As of December 31, 2005, the developer has reported that 1,033,048 square feet of space has been leased, representing 93.9 percent of the leasable area available in the mall.

Table III-2 on pages seven and eight provides a list of those anchors and specialty shops that were reported as tenants in the Colorado Mills Mall as of December 31, 2005.

Table III-2
Status of Mall Leasing

Anchors:
- Border's Books Music Cafe
- Eddie Bauer Outlet
- Gart Sports
- Jillian's/Lucky Strike
- Last Call Neiman Marcus
- Off Broadway Shoes
- Off 5th Saks Fifth Avenue
- Skatepark
- Super Target
- United Artist Cinema

Specialty Shops:

Beauty Aid & Salons
- Avon
- Bath & Body Works
- Beauty Express
- Crabtree & Evelyn
- Claire's Boutique
- Master Cuts
- Modern Nails
- The Body Shop
- Venetian Nails

Books & Stationary
- American Greetings
- Family Christian Store
- Hallmark Gold Crown

Electronics
- For Your Entertainment
- Radio Shack
- Saturday Matinee

Fashion & Accessories
- Aeropostale
- Anastasia's European Lingerie
- Anchor Blue/Levi Dockers
- Ann Taylor
- Arden B
- BCBG
- Big Dogs Sportwear
- Billabong's
- Brooks Brothers
- Carter's Childrenswear
- Charlotte Ruse
- Chico's
- Christopher & Banks
- Colorado Hat Company

Specialty Shops:

Fashion & Accessories
- 303 Weddings
- Deb Shops
- Dress Barn
- Famous Footwear
- Finish Line
- Footlocker
- Frontier Leather
- FT Casuals
- Gap Outlet
- Gentlemen's Collection
- Geoffrey Beene
- Great Outdoor Clothing
- Guess Factory Store
- Hanna Anderson
- Hot Topic Outlet
- Journeys
- Kenneth Cole New York
- King's Wear
- Lane Bryant
- Leather Outlet
- Leggs/Hanes/Bali/Playtex
- Lids
- Limited Too Outlet
- L&K Formal Wear
- Maidenform Outlet
- Merlo's Cutting Edge Outlet
- Motherhood Maternity
- Nautica
- Nine West Outlet
- Osh Kosh B' Gosh
- Pac Sun
- Papaya Clothing Company
- Payless Shoesource
- Perry Ellis
- Puma
- Quicksilver
- Rampage
- Reebok
- Scrubs & Beyond
- Skechers USA
- St. Croix Outlet
- St. John
- Strasburg Children
- Stride Rite

Specialty Shops:

Fashion & Accessories
- The Children's Place Outlet
- Tommy Hilfiger
- T-Shirts Plus
- Van Heusen Factory Outlet
- Wilson's Leather

Food
- California Pizza Kitchen
- Chili's Too
- Cinnabon
- Dairy Queen/Orange Julius
- Foodbrand Master Lease
- Fuzziewigs Candy Factory
- Haagen Daz
- Harry and David
- Hot Dog On a Stick
- Johnny Rockets
- Rocky Mountain Chocolate
- Starbucks
- Sweets from Heaven
- Wetzel's Pretzels
- Yard House

Health
- General Nutrition Center
- Vitamin World

Home Furnishings
- Casa Nova
- Colorado Treasures
- Furnico Furniture & Artree
- Gallery Plus
- Home Impressions
- Kirkland's Outlet
- Kitchen Collections
- Le Creuset Outlet

Home Furnishings
- LoveSac
- Mikasa Factory Store
- Select Comfort

Jewelry
- Brendan Diamonds
- Fix & Go
- Regency Diamond
- Shemoni Jewelry

Specialty Shops:

Jewelry

Ultra Diamond
Watch Out
Zales Diamond Outlet

Optical

Doctor's Visionworks
Lenscrafters
Oakley Vault
Sunglass Hut International
Sunglass Outlet

Services/Entertainment

All About Cellular
Allstate Insurance
Car-Lene Research
AT & T Wireless
Dori's Potpourri Outlet
Earthbound Trading Company
Go Paint!
Kiddie Kandids
Oriental Backrub
Phones Plus
Storage
T Mobile
Verizon Wireless
Worldwide Mortgage
You'll Be Amazed
Your Dollar Store with More

Specialty Gifts

Accentuate the Seasons
Apricot Lane
Denver Autographs
Kataluma Chai Co.
Little Buddha Imports
Oriental Gifts
Perfumania
Sanrio
Spencer Gifts
The Magic Shop
Yankee Candle
Zumiez

Sporting Goods

American Eagle Outfitters
Birdie Ball
Pro Image
Putting Edge
Sportsfan
Swim & Sport

Specialty Shops:

Toys & Hobbies

Build a Bear
Comics & Beyond
EB Games
Games Workshop
It's Your Move
KB Toys
Lego

Travel

CO Baggage Outlet
COJ Baggage Outlet
Samsonite Company Store

(iv.) Status of Pad Sales

According to the developer, as of December 31, 2005, six of the seven pad sites have been sold. The owners, tenant use, and date of sale for each of the pad sites sold are provided in the table below. According to the developer, construction has been terminated on the Keg Steakhouse and Bar (parcel E-1). The developer reports that this facility is incomplete and the owner has placed this site on the market for sale.

Table III-3
Status of Pad Sales

Owner	Lot	Use	Date of Sale
First Bank of Colorado	D-1	Bank	December 28, 2001
Translakewood, LLC	D-2	Jared Jewelers	August 27, 2002
Burgundy Partners	C-1	Pei Wei & Chipotle Restaurants	December 20, 2002
McGrath Properties	E-2	McGrath's Restaurant	December 20, 2002
Realty Income Corporation	E-1	Keg Steakhouse & Bar	December 31, 2002
BR Acquisitions of Wisconsin	D-3	Pier I Imports	December 31, 2003

(v.) Status of Financing

The Mills Limited Partnership has closed on a $170 million construction loan with Fleet National Bank. This loan includes a $10 million letter of credit to back the public finance improvements. Conditions to closing on the construction loan included: an initial equity contribution by the developer of $64,500,000, issuance of the Series 2001A and B Bonds, executed leases for at least 25% of the leaseable mall property, and an appraisal verifying a loan to value ratio of not less than 75% on the mall property upon completion of Colorado Mills.

The Series 2001 Bonds were subject to a mandatory tender for purchase by the trustee in the event that (i) funding sufficient to complete construction of the mall is not obtained by September 1, 2002 as evidenced by a Funding Confirmation and (ii) if by September 1, 2003, the trustee did not receive a certificate from the corporation stating that the Grand Opening of the mall has occurred. The trustee reports that it has received the Funding Confirmation (the construction loan closed on March 29, 2002) from the developer and the Grand Opening of the mall occurred on November 14, 2002. As a result, a mandatory tender to purchase the bonds will not be required.

In addition to the Series 2001 Bonds, the Denver West Metropolitan District planned to issue approximately $34 million of general obligation bonds in the autumn of 2001 to finance costs related to the acquisition, construction and installation of certain public street, storm sewer and traffic safety improvements related to the development of Colorado Mills. Approximately $4 million in revenue bonds were expected to be issued by another unnamed entity to finance underground electrical transmission lines near the development site.

According to the developer, the Denver West Metropolitan District issued $34 million in General Obligation Bonds in October 2001 to fund the acquisition, construction and installation of certain public street, storm sewer and traffic safety improvements related to the development of Colorado Mills. The developer reports that these improvements are complete. According to the developer, the Denver West Metropolitan District also issued $10 million in Revenue Bonds in December 2001 to fund the installation of underground electrical transmission lines near the development site. The developer reports that these improvements are complete.

D. PUBLIC IMPROVEMENTS

The proceeds of the bonds were used to fund the costs of public improvements required for the development of the Colorado Mills project. In order to serve the project, the developer constructed the following public improvements: mall site perimeter public roads, including connections with Colfax Avenue and Indiana Street, a retaining wall between Eighth Avenue and abutting the residential area immediately south of the mall site, a screen and safety wall between Eighth Avenue and abutting the residential area immediately south of the mall site, public parking facilities for the mall site, an outdoor public plaza at E Street, public sanitary sewer line demolition, rerouting and upgrading, a regional storm water management system, and a trail system for pedestrian access.

Table III-4 below shows the current status of the construction of the public improvements as of December 31, 2005.

Table III-4
Status of Public Infrastructure Construction

Construction Activity	Percent Complete	Status
Public road construction	100%	Complete
Retaining Wall	100%	Complete
Screen and Safety Wall	100%	Complete
Public parking facilities	100%	Complete
E Street Public Plaza	100%	Complete
Sanitary Sewer line	100%	Complete
Storm Water Management System	100%	Complete
Trail system/pedestrian access	100%	Complete

IV. TRUSTEE ACCOUNTS

The trustee for the Series 2001 A and B Bonds is Wells Fargo Bank West, National Association. The balance as of December 31, 2004, interest paid, disbursements, public improvement fee revenue collections, additional proceeds, and account balances for each fund, as of December 31, 2005, are shown by the following table:

Table IV-1

	12/31/04 Balance	Interest Paid	Additional Proceeds	Disbursements	12/31/05 Balance
Bond Interest Fund	$697	$3,434	$3,169,829	$3,171,833	$2,127
Bond Principal Fund	$0	$2,973	$382,789	$385,000	$762
PIF Revenue Fund	$1,362,059	$22,024	$4,053,936	$3,390,682	$2,047,337
Capitalized Interest Fund	$106	$0	$0	$107	$0
Service Reserve Prime Fund	$3,428,520	$353,431	$0	$353,431	$3,428,520
Reserve Special Fund	$1,658,947	$48,699	$0	$66,386	$1,641,260
Administrative Expense	$16	$0	$114,984	$115,000	$0
Series B Special Redemption	$579,497	$11,552	$0	$589,000	$2,049
Total:	$7,029,842	$442,113	$7,721,538	$8,071,439	$7,122,055

The additional proceeds to the Bond Interest Fund are transfers from the Capitalized Interest Account and PIF revenues from the PIF Revenue Fund to pay interest on the bonds. The additional proceeds to the Bond Principal Fund are transfers of PIF revenues from the PIF Revenue Fund to pay principal on the bonds. Disbursements from the Construction Fund were for the cost of constructing the public improvements. The additional proceeds to the PIF Revenue Fund are PIF revenues transferred from the City of Lakewood. The additional proceeds to the Administrative Expense Fund were PIF revenues from the PIF Revenue Fund to pay administrative expenses. Disbursements from the Service Reserve Prime Fund were transfers of interest income to the Bond Interest Fund to pay interest on the bonds. Disbursements from the Reserve Special Fund were transfers of interest income to the Bond Principal Fund to pay principal on the bonds. Disbursements from the Series B Special Redemption Fund were transfers to the Bond Interest and Bond Principal Funds to pay debt service.

The interest paid through December 31, 2005 does not include interest accrued but not yet paid. Most of the proceeds are invested in investment contracts that pay interest semi-annually. Table IV-2 below shows the approximate rate of return on the investments. Remaining bond proceeds and PIF revenues are invested in a money market fund earning approximately 4.00 percent.

Investment income on the bond interest fund will be applied to the payment of debt service. Investment income on the PIF revenue fund will be transferred to the bond interest fund to pay debt service. Investment income on the administration and maintenance funds will remain in the respective funds and used to pay administrative and maintenance expenses. Investment income on the debt service reserve fund will be transferred to the bond fund to pay debt service.

Table IV-2

Account		Rate of Return
Bond Interest Fund		4.00%
Bond Principal Fund		4.00%
PIF Revenue Fund		4.00%
Reserve Special Fund		4.00%
Series B Special Redemption		4.00%
Service Reserve Prime Fund		5.14%

V. *CORPORATION FINANCIAL & OPERATING INFORMATION*

The information provided in this section is to meet the requirements for the Corporation Information as provided for in Section 3 of the Continuing Disclosure Agreement. The items listed below are in the same format and order as listed in the Continuing Disclosure Agreement.

All information in this section is provided as of December 31, 2005, unless otherwise stated.

A. DISTRICT TAX LEVY

No later than December 5th of each year (the Shortfall Determination Date), the corporation shall (i) determine the revenue shortfall for the fiscal year ending the previous August 31st, (ii) provide written notice to the district of the revenue shortfall, and (iii) direct the district to (a) levy taxes in the upcoming year at a level sufficient to generate revenues in the amount of the revenue shortfall, less any amounts which the district expects to pay directly to the trustee from other legally available funds on hand; and (b) provide for the payment of the revenue shortfall (including any tax revenues) to the trustee.

As of December 31, 2005, the corporation has reported that there was a revenue shortfall, as defined for purposes of levying special taxes, for the previous fiscal year ending August 31, 2005 equal to $800,565. According the corporation, the Mills Corp paid $800,565 to the Indiana Valley Metropolitan District, which issued Subordinate Obligations in Lieu of Special Assessments equal to the revenue shortfall. Sales for 2005 were projected to be $331,279,044 and PIF revenues were projected to be $4,545,148. Actual sales and PIF revenue collections for 2005 were $231,401,461 and $3,243,034, respectively.

B. PIF REVENUE COLLECTIONS

The City of Lakewood reports that PIF revenue collections were $3,243,034 from January 1, 2005 through December 31, 2005, which represents 99.9 percent of the PIF revenues due for 2005. The City of Lakewood reports that as of December 31, 2005, delinquent PIF revenues on 8 DSRs for the period of January 1, 2005 through December 31, 2005 totaled $4,380. The City of Lakewood reports that PIF revenue collections were $10,053,242 from the date of mall completion through December 31, 2005, which represents 99.0 percent of the PIF revenues due. The City of Lakewood reports that as of December 31, 2005, delinquent PIF revenues on 36 DSRs from the date of mall completion through December 31, 2005 totaled $18,638.

C. ESTIMATED VALUE OF TAXABLE PROPERTY

The certified assessed value of the property within the corporation was $59,248,730, which was 29 percent of the statutory actual value of the property of $204,305,966 on January 1, 2005.

D. PLEDGED PIF REVENUES

According to the City of Lakewood, as of December 31, 2005, there were 237 development site retailers (DSRs) with $717,567,842.50 in retail sales from the date of mall completion through December 31, 2005. The City of Lakewood reports that PIF revenue collections were $10,053,242.49 from the date of mall completion through December 31, 2005, which represents 99.0 percent of the PIF revenues due. (The city also reports that an additional 48 DSRs failed to report sales. According to the city, these retailers are primarily transient tenants.)

E. PIF ANALYSIS

Monthly sales and PIF revenues for the period of October 2002 through December 2005 are shown in Table V-1 below:

Table V-1

Month	Sales	PIF Revenues Collected	Percent Collected	Delinquent PIF Revenues
October 2002	$3,259,988	$45,640	100.0%	$0
November 2002	$20,160,612	$282,498	99.6%	$112
December 2002	$38,574,983	$540,565	98.7%	$422
2002 Total	**$61,995,583**	**$868,703**	**99.9%**	**$534**
January 2003	$14,956,585	$209,954	98.7%	$234
February 2003	$14,599,994	$205,326	99.1%	$115
March 2003	$15,487,508	$218,524	99.1%	$200
April 2003	$13,367,323	$187,910	98.1%	$580
May 2003	$14,065,781	$197,378	98.6%	$402
June 2003	$15,721,341	$220,933	98.6%	$300
July 2003	$14,790,681	$207,536	99.1%	$200
August 2003	$16,765,208	$236,751	98.6%	$418
September 2003	$16,236,774	$227,530	99.5%	$100
October 2003	$14,851,203	$208,012	99.6%	$100
November 2003	$18,542,021	$260,719	98.8%	$300
December 2003	$36,100,380	$503,647	99.2%	$200
2003 Total	**$205,484,799**	**$2,884,220**	**99.9%**	**$3,149**
January 2004	$14,726,034	$205,995	99.6%	$100
February 2004	$15,160,680	$212,350	100.0%	$0
March 2004	$18,269,334	$255,761	99.5%	$386
April 2004	$15,293,169	$214,386	98.1%	$631
May 2004	$15,180,270	$212,657	98.6%	$250
June 2004	$18,147,448	$255,470	98.1%	$400
July 2004	$16,207631	$225,799	98.5%	$1,570
August 2004	$17,588,469	$246,665	98.1%	$1,568
September 2004	$16,991,537	$237,451	98.5%	$1,264
October 2004	$16,273,711	$225,762	98.6%	$1,456
November 2004	$18,583,539	$260,418	98.7%	$1,252
December 2004	$36,264,174	$504,571	99.2%	$1,700
2004 Total	**$218,685,996**	**$3,057,285**	**99.7%**	**$10,577**
January 2005	$15,472,374	$215,846	99.1%	$1,359
February 2005	$16,606,002	$231,556	98.6%	$1,480
March 2005	$19,622,275	$274,875	98.6%	$300
April 2005	$15,953,855	$224,033	98.6%	$300
May 2005	$16,370,736	$229,343	99.5%	$100
June 2005	$19,769,836	$276,951	98.6%	$341
July 2005	$17,721,230	$248,298	99.5%	$100
August 2005	$19,577,859	$274,380	100.0%	$0
September 2005	$18,190,554	$254,766	100.0%	$0
October 2005	$17,015,912	$238,714	100.0%	$0
November 2005	$18,947,464	$266,216	99.2%	$200
December 2005	$36,153,364	$508,056	99.2%	$200
2005 Total	**$231,401,461**	**$3,243,034**	**99.9%**	**$4,380**
Grand Total	$717,567,843	$10,053,242	99.0%	$18,638

As outlined in the Limited Offering Memorandum, sales and PIF revenues projections provided by Cushman and Wakefield were estimated to be $331,279,044 and $4,545,148 respectively, by December 31, 2005. (Please note, the periods for which delinquent PIF revenues are not available are for months in which 100 percent of the PIF revenues were collected from the DSRs reporting, but there were DSRs who didn't report sales and the City of Lakewood is unable to determine the PIF revenues for those DSRs because sales data is not available.)

The City of Lakewood reports that as of December 31, 2005, delinquent PIF revenues on 8 DSRs for the period of January 1, 2005 through December 31, 2005 totaled $4,380 (The city also reports that an additional 12 DSRs failed to report sales. According to the city, these retailers are primarily transient tenants and follow-up collection letters have been forwarded to these DSRs by the City of Lakewood as per the Assignment and Agency Agreement dated November 1, 2001.)

F. FINANCIAL INFORMATION

Disclosure of the financial information required under Section 5.13 of the Trust Indenture (*i.e.,* the Annual Financial Report and a certificate from the corporation to the trustee stating that the actions of the corporation during the previous year have been consistent with the provisions and covenants of the trust indenture) are attached under separate cover. The other requirements of Section 5.13 (*i.e.,* a certificate from the corporation to the trustee regarding the ratio of pledged PIF revenues to debt service and a certificate from the corporation to the trustee regarding the calculation of a revenue shortfall for the prior fiscal year) are attached under separate cover.

G. FUND BALANCES

The fund balances in all of the funds and accounts provided for in the Indenture of Trust are included in Table IV-1 of Section IV, "Trustee Accounts," of this report.

VI. SIGNIFICANT EVENTS

A. DEVELOPER SIGNIFICANT EVENTS

According to the continuing disclosure agreement, developer significant events include the following:

(i) failure to pay any real property taxes (including taxes levied by Indiana Valley) or any amounts due under the Funding Agreement;

(ii) material change to or destruction of any portion of the Colorado Mills Development;

(iii) the exercise of an option to purchase or sell or the purchase or sale of any portion of the Mall;

(iv) material default by the developer or any affiliate thereof on any loan with respect to the construction or permanent financing of the Colorado Mills Development;

(v) material default by the developer or any affiliate thereof on any loan secured by property within the Colorado Mills Development;

(vi) the filing by or against the developer or any affiliate thereof, the general partner of the developer or any owners of more than 25% interest in the developer of any petition or other proceeding under any bankruptcy, insolvency or similar law or any determination that the developer or an owner of interest in the developer or a subsidiary of the developer or any affiliate thereof is unable to pay its debts as they become due;

(vii) the filing of any lawsuit with claim for damages in excess of $1,000,000 against the developer which may adversely affect the completion of the Colorado Mills Development or the Projects or litigation in excess of $1,000,000 which would materially adversely affect the financial condition of the developer;

(viii) any material change in the form, organization or ownership of the developer (as described in the Limited Offering Memorandum under the heading "Proposed Development of Colorado Mills – The Developer and Related Entities") .

Inquiries have been made with the developer regarding the occurrence of any significant event, and other than the attached document describing the pending shareholder litigation in Exhibit A, they have reported that no other significant events have occurred as of March 31, 2006.

B. LISTED EVENTS

Pursuant to the Continuing Disclosure Agreement, listed events include the following:

(i) delinquency in payment when due of any principal of or interest on the bonds;

(ii) occurrence of any material default under the indenture (other than described in clause (i) above);

(iii) unscheduled draws on debt service reserves reflecting financial difficulties;

(iv) adverse tax opinions or events affecting the tax-exempt status of the bonds;

(v) modifications to the rights of the bond holders;

(vi) bond calls or redemption (other than mandatory sinking fund redemption);;

(vii) defeasance of bonds or any portion thereof;

(viii) release, substitution or sale of property securing repayment of the bonds;

(ix) unscheduled draws on credit enhancements reflecting financial difficulties;

(x) substitution of credit or liquidity providers, or their failure to perform;

(xi) any change in the rating, if any, on the bonds;

(xii) cancellation or amendment of the Funding Agreement or the Credit Support Agreement;

(xiii) any developer event as set forth above;

(xiv) delivery of a Funding Confirmation by the developer to the trustee (provided that the dissemination agent's notice of such event shall include a copy of such Funding Confirmation;

(xv) receipt by the trustee of a certificate from the Corporation stating that the Projects are complete (provided that notice of such event shall include a statement by the trustee of the unreserved construction fund balance as of the date of such receipt);

(xvi) delivery by the Corporation of a notice to Indiana Valley, pursuant to Section 5.16 of the Trust Indenture, stating that a revenue shortfall exists and directing Indiana Valley to pay such revenue shortfall (provided that the dissemination agent's notice of such event shall include a copy of the Corporation's notice to Indiana Valley).

The administrator is not aware of the occurrence of any listed event as of the date of this report (June 20, 2006).