

NO-LITIGATION CERTIFICATE

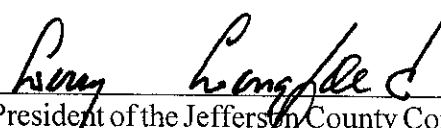
To: U.S. Bank National Association, as successor Trustee under the Trust Indenture from Jefferson County, Alabama, dated as of December 1, 2004 (the "Original Indenture"), as supplemented and amended by a First Supplemental Indenture dated as of January 1, 2005 (the "Supplemental Indenture")

Pursuant to authority contained in a resolution adopted on October 12, 2006, by the governing body of Jefferson County, Alabama, the undersigned President of said governing body hereby certifies (i) that he is an Authorized County Representative for purposes of the Original Indenture, as supplemented by the Supplemental Indenture (together, the "Indenture") and (ii) that no litigation is now pending in any court, state or federal, attacking or in any way questioning (1) the validity or legality of the County's Series 2004 Warrants (as hereinafter defined) or any of the authorizing proceedings therefor or (2) the validity and binding effect of the pledge of the Pledged Revenues (as defined in the Indenture) made in the Indenture.

As used herein, "Series 2004 Warrants" means the County's \$650,000,000 principal amount Limited Obligation School Warrants, Series 2004-A, the County's \$200,000,000 principal amount Limited Obligation School Warrants, Series 2005-A, and the County's \$200,000,000 principal amount Limited Obligation School Warrants, Series 2005-B.

This certificate is delivered in accordance with the provisions of Section 9.1 of the Original Indenture for the purpose of terminating the effect of those provisions of the Indenture and the Series 2004 Warrants that would, under certain specified circumstances, require an extraordinary mandatory redemption of the Series 2004 Warrants on or before December 1, 2006.

Dated this 12th day of October, 2006.



President of the Jefferson County Commission
and Authorized County Representative as
aforesaid