

**MATERIAL EVENT NOTICE
(bond call and defeasance)**

**JEFFERSON COUNTY, ALABAMA
Sewer Revenue Warrants
Series 1997-D
Dated March 1, 1997**

NOTICE IS HEREBY GIVEN that certain of the above-referenced warrants (the "Series 1997-D Warrants") have been called for redemption on February 1, 2007, at and for a redemption price, for each such warrant, equal to 101% of the principal amount thereof plus accrued interest thereon to such redemption date. The Series 1997-D Warrants that have been called for redemption (the "Refunded Series 1997-D Warrants") consist of (i) Series 1997-D Warrants in the principal amount of \$23,810,000 that have a stated maturity date of February 1, 2019, (ii) Series 1997-D Warrants in the principal amount of \$25,170,000 that have a stated maturity date of February 1, 2020, and (iii) Series 1997-D Warrants in the principal amount of \$23,000,000 that have a stated maturity date of February 1, 2022.

The Refunded Series 1997-D Warrants have been defeased through the establishment of an irrevocable trust fund (the "Escrow Fund") with The Bank of New York, as Escrow Trustee. The Escrow Fund contains obligations issued or guaranteed by the United States of America and cash sufficient to make provision for the payment, when due, of the interest on the Refunded Series 1997-D Warrants and for the payment on the aforesaid redemption date of said redemption price of the Refunded Series 1997-D Warrants.

The defeasance described in this notice is in addition to an earlier defeasance of certain Series 1997-D Warrants that was described in an earlier material event notice.

JEFFERSON COUNTY, ALABAMA
Steve Sayler
Director of Finance