

\$5,400,000
Coweta County Development Authority
Variable Rate Demand Bonds
(W.Y. Newnan Holding, LLC Project), Series 2007

MEMORANDUM OF LEGAL PAPERS
to be included in transcripts relating
to the above-mentioned Bonds

PRE-CLOSING
ACTIVITIES : April, 2007

CLOSING: May 2, 2007

Transcripts are to be prepared for distribution as follows:

- | | | |
|-----|---|--|
| 1 * | - | Coweta County Development Authority (the "Issuer") |
| 1 | - | Glover & Davis, PA("Issuer Counsel") |
| 1 * | - | W.Y. Newnan Holding, LLC (the "Company") |
| 1 * | - | Seyfarth Shaw LLP ("Bond Counsel" and "CC") |
| 1 * | - | Wachovia Bank National Association ("Letter of Credit Bank") |
| 1 | - | Wachovia Bank National Association ("Underwriter" and "Remarketing Agent") |
| 1 * | - | U.S. Bank National Association (the "Trustee") |
| 1 | - | McManimon & Scotland, LLC ("UC" and "Bank Counsel") |
| 1 | - | Standard & Poor's ("S&P") |
| 1 | - | Extra set for Bond Counsel (not to be bound) |
| 1 | - | Extra set for Letter of Credit Bank |

* to receive executed originals

DOCUMENT

A. BASIC DOCUMENTS

- | | | |
|----|---|--------------|
| 1. | Deed from Company to Issuer | Bond Counsel |
| 2. | Indenture of Trust | Bond Counsel |
| 3. | Lease Agreement | Bond Counsel |
| 4. | Short Form Lease Agreement | Bond Counsel |
| 5. | Subordinated Security Deed | Bond Counsel |
| 6. | UCC Financing Statement Issuer to Trustee | Bond Counsel |
| 7. | Bond Guaranty Agreement from the Company to the Trustee | Bond Counsel |
| 8. | Unconditional Guaranty to Bank | Bank Counsel |

DOCUMENT	RESPONSIBLE PARTY
9. Remarketing Agreement	UC
10. Bond Purchase Agreement	UC
11. Reimbursement Agreement	Bank Counsel
12. Company's Promissory Note to Bank	Bank Counsel
13. Irrevocable Direct Pay Letter of Credit	Bank Counsel
14. Deed to Secure Debt and Assignment of Rents from Company to Bank	Bank Counsel
15. UCC Financing Statement Listing Issuer and Company as debtors and Credit Issuer as Secured Party	Bank Counsel
16. Incentives and Reimbursement Agreement	Bond Counsel
17. Copy of Bond	Bond Counsel
B. VALIDATION DOCUMENTS	
18. Bond Validation Documents	Bond Counsel
(a) Petition and Complaint Notice to District Attorney Bond Resolution and Exhibits	
(b) Order to Show Cause	
(c) Notice to the Public and Publisher's Affidavit	
(d) Answer, Verification and Acknowledgement of Issuer	
(e) Answer, Verification and Acknowledgement of Company	
(f) Acknowledgement of District Attorney	
(g) Final Judgment	
(h) Certificate of Court Clerk as to Transcript	
C. TAX DOCUMENTS	
19. Inducement Resolution and amendment thereto	Bond Counsel
20. TEFRA Documents	Bond Counsel
(a) TEFRA notice with publisher's affidavit	
(b) Report of Public Hearing	

RESPONSIBLE
PARTY

DOCUMENT

(c)	Resolution of Board of Commissioners granting TEFRA Approval	
21.	Issuer's Tax Compliance Certificate	Bond Counsel
(a)	Attachment A--Definitions	
(b)	Attachment B--Company's Tax Compliance Certificate	
(c)	Attachment C--Underwriter's Certificate	
(d)	Attachment D--Credit Facility Provider's Certificate	
(e)	SWAP Provider's Tax Compliance Certificate	
(f)	SWAP Identification	
22.	Notice of Allocation Under Volume Limitation	Bond Counsel
23.	Confirmation of Issuance	Bond Counsel
24.	8038	Bond Counsel
D.	CLOSING DOCUMENTS	
25.	Closing Certificate of Issuer	Bond Counsel
26.	Copy of Constitutional Amendment Creating Issuer, etc.	Bond Counsel
27.	Copy of Issuer's Annual Registration Statement	Bond Counsel
28.	Closing Certificate of Company	Bond Counsel
(a)	Articles of Organization (Georgia)	
(b)	Certificate of Good Standing (Georgia)	
(c)	Operating Agreement	
(d)	Members' Resolution	
29.	Closing Certificate of W.Y. Industries, Inc.	Bond Counsel
(a)	Articles of Incorporation (New Jersey)	
(b)	Certificate of Good Standing (New Jersey)	
(c)	Certificate of Good Standing (Georgia)	
(d)	Bylaws	
(e)	Resolution	
30.	Survey Information	Bank Counsel
31.	Certificate as to No Material Change	Bank Counsel

DOCUMENT

	RESPONSIBLE PARTY
32. Issuer's Authentication Request	Bond Counsel
33. Certificate of Trustee	Trustee
34. Trustee's Certificate of Authentication	Bond Counsel
35. Underwriter's Receipt for Bonds	Bond Counsel
36. Trustee's Receipt for Bond Proceeds	Bond Counsel
37. Receipt of LOC Bank for Company's Note	Bond Counsel
38. DTC Blanket Letter of Representation and Schedule A	Bond Counsel
39. Official Statement	UC
40. Rating Letter	Rating Agency

E. OPINIONS

41. Opinion of Counsel to Company re Bank's Documents	Bank Counsel
42. Opinion of Counsel to Company and Guarantor	CC
43. Opinion of Counsel to Issuer	Issuer Counsel
44. Opinion of Bond Counsel	Bond Counsel
45. Supplemental Opinion of Bond Counsel	Bond Counsel
46. Opinion of Counsel to LOC Bank	Bank Counsel
47. Opinion of Underwriter Counsel	UC

F. MISCELLANEOUS

48. Certificates of Insurance (all-risk, general public liability, business interruption)	Company
49. Requisition	Company
50. Requisition Authorization Statement	Bank Counsel

51. Title Insurance Commitments	Company
Lenders Policy and Leasehold Owner's Policy	
52. Debt Issuance Report	Bond Counsel

G. OTHER ITEMS DELIVERED TO CREDIT ISSUER BUT NOT INCLUDED IN COPIES OF TRANSCRIPTS

53. First Lien Certification Letter from Title Insurance Company re Deed to Secure Debt	Credit Issuer's Counsel
54. Affidavit of Title	Bank Counsel