

**\$4,115,000**  
**City of Wheeling, West Virginia**  
**(Stone Building Renovation Project)**  
**TAX INCREMENT REVENUE BONDS**  
**SERIES 2005 A**

**ANNUAL CONTINUING DISCLOSURE REPORT**

In accordance with the “City’s Continuing Disclosure Agreement” (the “Agreement”) by and among, WesBanco, Inc., as trustee (the “Trustee”), the City of Wheeling, West Virginia (the “City”) and MuniCap, Inc. (the “Administrator”) dated as of September 1, 2005, the City hereby provides the following information as of June 30, 2006. All terms having initial capitalization and not defined herein shall have the meanings set forth in the Limited Offering Memorandum dated as of August 31, 2005. To the best of the knowledge of the undersigned:

- 1) Fund Balances: The table below provides the initial deposits, interest paid, additional proceeds, disbursements and the fund balances as of June 30, 2006.

	<b>Initial Balance</b>	<b>Interest Paid</b>	<b>Additional Proceeds</b>	<b>Disbursements</b>	<b>Balance 06/30/06</b>
Project Fund	\$3,420,000	\$7,716	\$0	\$3,427,716	\$0
Reserve Fund	\$278,350	\$7,673	\$0	\$7,673	\$278,350
Debt Service Fund	\$0	\$65	\$357,274	\$356,243	\$1,097
Cost of Issuance Account	\$174,681	\$144	\$0	\$174,825	\$0
TIF Revenue Fund	\$0	\$2,377	\$529,675	\$524,921	\$7,130
Admin Expenses Fund	\$0	\$19	\$10,049	\$0	\$10,068
<b>Total:</b>	<b>\$3,873,031</b>	<b>\$17,994</b>	<b>\$896,998</b>	<b>\$4,491,378</b>	<b>\$296,644</b>

- 2) Changes to the Ad Valorem Tax Rates of the City, the Board of Education of Ohio County, West Virginia, or Ohio County, West Virginia (the “County”): There have been no changes in the ad valorem tax rates of the City of Wheeling, West Virginia, the Board of Education of Ohio County, West Virginia, or Ohio County, West Virginia.
- 3) Increase in the Size of the District: According to the City of Wheeling, West Virginia, there has been no increase in the size of the district.
- 4) Assessed Value of the Real and Personal Property in the District: As shown in the table below, the base year assessed value of the real and personal property within the district was \$100,706,506. The current fiscal year assessed value of the real and personal property in the district is \$126,681,266. As a result, there has been a \$25,974,760 increase in the assessed value of the real and personal property within the district. (Assessed value is equal to 60 percent of appraised value.)

Class 2 Base Year Personal Property Assessed Value	\$0
Class 2 Base Year Real Property Assessed Value	\$1,270,510
Class 4 Base Year Personal Property Assessed Value	\$39,714,716
Class 4 Base Year Real Property Assessed Value	\$59,721,280
Total	\$100,706,506
Class 2 Current Year Personal Property Assessed Value	\$0
Class 2 Current Year Real Property Assessed Value	\$1,131,850
Class 4 Current Year Personal Property Assessed Value	\$38,300,206

Class 4 Current Year Real Property Assessed Value	\$87,249,210
Total	\$126,681,266
Class 2 Incremental Personal Property Assessed Value	\$0
Class 2 Incremental Real Property Assessed Value	(\$138,660)
Class 4 Incremental Personal Property Assessed Value	(\$1,414,510)
Class 4 Incremental Real Property Assessed Value	\$27,527,930
Total	\$25,974,760

- 5) Total Ad Valorem Taxes Levied: As shown in the table below, the total ad valorem taxes levied on the property within the district for fiscal year 2005-2006 is equal to \$3,762,777.

Class 2 Current Year Real & Personal Property Assessed Value	\$1,131,850
Class 4 Current Year Real & Personal Property Assessed Value	\$125,549,416
Total	\$126,681,266
Class 2 Total Levy Rate (cents per 100 of AV)	149.18
Class 4 Total Levy Rate (cents per 100 of AV)	298.36
Class 2 Total Levy	\$16,885
Class 4 Total Levy	\$3,745,892
Total taxes levied FY05-06	\$3,762,777

- 6) Ad Valorem Tax Collection: According to the City of Wheeling, West Virginia, ad valorem taxes in the amount \$3,762,777 were levied on the taxable property in the district for the fiscal year 2005-2006. As of June 30, 2006, the City of Wheeling, West Virginia reports that Ohio County has collected \$3,762,777 in ad valorem taxes for fiscal year 2005-2006, which is equal to 100 percent of the ad valorem taxes levied.
- 7) Assessed Value Appeals: According to the Ohio County Board of Equalization and Review, a complaint against the valuation of real property was filed for the 2006 tax year on parcel 1 of map W58, which is owned by Wheeling Island Gaming Inc. The complainant's opinion of the appraised value of parcel 1 of mapW58 for the 2006 tax year was \$52,395,600, which results in an assessed value of \$31,437,360. The appraised value of the parcel was \$53,770,600, which results in an assessed value of \$32,262,360. A decision by the Board of Equalization and Review, dated February 2006, resulted in a reduction of the true value of the parcel to \$52,395,600, resulting in a reduction in the assessed value of \$825,000.
- 8) Property Ownership: List of district taxpayers responsible for payment of more than five percent of ad valorem taxes in the prior fiscal year (July 1 to June 30). Taxes have been levied in the District since it was created in December 2003 and have been transferred into the TIF Account since July 1, 2004 (for the fiscal year ending June 30, 2005). The bonds were issued during the current fiscal year and although TIF money was collected during the 2004 tax year, it was prior to the issuance of the bonds in August 2005. As a result, the list of taxpayers responsible for payment of more than five percent of ad valorem taxes in the prior fiscal year will be provided in the next annual report.
- 9) Significant Amendments to Land Use Entitlements or Legal Challenges to the Construction of the Public Improvements: The administrator has not received formal written notice from the city of any Amendments to Land Use Entitlements or Legal Challenges to the Construction of the Public Improvements.
- 10) A) Changes to the Public Improvements: According to the City of Wheeling, West Virginia, there have been no changes to the public improvements described in the Development Agreement.

B) Status of the Development:

<b>Task</b>	<b>Commenced</b>	<b>Completed</b>
Exterior renovation	May 2005	October 2006
Roofing	May 2005	October 2006
Window Installation	May 2005	October 2006
Elevator replacement	May 2005	October 2006
Stairwell construction	May 2005	October 2006
ADA restrooms	May 2005	October 2006
Mechanical	May 2005	October 2006

- 11) Occupancy Permits: According to the City of Wheeling, West Virginia, no occupancy permits were issued for the Stone Building project. The Lowe's project has an occupancy permit for the entire project.

	<b>Permit Date</b>	<b>Square Footage</b>	<b>Percent</b>
<b>Structure:</b>			
Stone Building	N/A	180,000	0.00%
Lowe's Project	December 1, 2005	116,000	100.0%
<b>Total:</b>		<b>296,000</b>	<b>39.3%</b>

- 12) Debt Service Coverage: The table below provides the debt service coverage on the Series 2005 A Bonds for the prior year:

Debt Service:	
Interest Payment December 1, 2005	\$40,993
Interest Payment June 1, 2006	\$105,250
Principal December 1, 2005	\$90,000
Principal June 1, 2006	\$120,000
Total	\$356,242
Class 2 Base Year Real & Personal Property Assessed Value	\$1,270,510
Class 4 Base Year Real & Personal Property Assessed Value	\$99,435,996
Class 2 Current Year Real & Personal Property Assessed Value	\$1,131,850
Class 4 Current Year Real & Personal Property Assessed Value	\$125,549,416
Class 2 Incremental Real & Personal Property Assessed Value	(\$138,660)
Class 4 Incremental Real & Personal Property Assessed Value	\$26,113,420
Class 2 Current Levy Rate (cents per 100 of AV)	90.60
Class 4 Current Levy Rate (cents per 100 of AV)	181.20
Class 2 Estimated TIF Revenues	(\$1,256)
Class 4 Estimated TIF Revenues	\$473,175
Total Estimated TIF revenues	\$471,920
Debt Service Coverage Fiscal Year 2006	132.5%

- 13) Reporting of Significant Events:

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

- (i) delinquency in payment when due of any principal of or interest on the Series 2005 A Bonds;
- (ii) occurrence of any material default under the Indenture (other than as described in clause (i) above);
- (iii) draws on the Reserve Fund;
- (iv) substitution of a credit provider, or any failure of a credit provider to perform;
- (v) adverse tax opinions or events affecting the tax-status of interest on the Series 2005 A Bonds;
- (vi) amendment to the indenture modifying the rights of the bondholders;
- (vii) giving of notice of optional of unscheduled redemption of the Series 2005 A Bonds;
- (viii) defeasance of the Series 2005 A Bonds or any portion thereof;
- (ix) the release or substitution of real property within the district other than as identified in the annual report pursuant to Section 2(a) hereof;
- (x) any change in the rating, if any, on the Series 2005 A Bonds.

Inquiries have been made with the city regarding the occurrence of any significant events and they have reported that no significant events have occurred as of June 30, 2006.