

\$25,000,000  
CITY OF ANNAPOLIS, MARYLAND  
SPECIAL OBLIGATION BONDS  
(PARK PLACE PROJECT)  
SERIES 2005A & B

DEVELOPER'S AND OWNER'S CONTINUING DISCLOSURE STATEMENT

Attn: Keenan Rice  
MuniCap, Inc.  
8340 Governor Ridgely Lane  
Ellicott City, MD 21043

In accordance with the "Developer's Continuing Disclosure Agreement" (the "Agreement") by and between the undersigned, JBJ/Carlyle Park Place, LP (the "Developer") and MuniCap, Inc. (the "Administrator") dated as of February 8, 2005, the Development Owner hereby provides the following information as of March 31, 2006. All terms having initial capitalization and not defined herein shall have the meanings set forth in the Limited Offering Memorandum dated as of February 8, 2005. To the best of the knowledge of the undersigned:

1. Status of the Improvements Financed with the Bonds:

Public Improvement	Original Budget	Budget Changes	Revised Budget	Work Completed	Percent Completed
Direct Garage Construction Costs	\$11,922,908	\$0	\$11,922,908	\$5,412,448	45.4%
Outside Sitework	\$1,036,053	\$0	\$1,036,053	\$452,028	43.6%
Architects Fees	\$476,301	\$0	\$476,301	\$504,298	105.9%
Engineers Fees	\$112,856	\$0	\$112,856	\$86,332	76.5%
Development Costs	\$211,958	\$135,441	\$347,400	\$347,398	100%
General Conditions	\$824,406	\$0	\$824,406	\$378,352	45.9%
General Contractor Fee	\$1,010,926	\$0	\$1,010,926	\$459,332	45.4%
Contingency	\$492,500	(\$135,441)	\$357,060	\$42,751	12.0%
Allowance for Sales Taxes	\$93,157	\$0	\$93,157	\$4,161	4.5%
Land	\$1,770,652	\$0	\$1,770,652	\$1,770,652	100%
Developer Fee	\$520,351	\$0	\$520,351	\$	%
Contract Price Adj. for Soil Disposal	\$131,361	\$0	\$131,361	\$	%
<b>Total:</b>	<b>\$18,603,428</b>	<b>\$0</b>	<b>\$18,603,428</b>	<b>\$9,457,752</b>	<b>50.8%</b>

2. Status of Completion of the Development:

a. Status of Construction (as of April 20, 2006)

The garage structure has been completed in the area under the residence. Mechanical piping, lighting, electrical rough in, and finishes have begun. The concrete decks have been stripped and minor rubbing and patching of aesthetic blemishes are being repaired.

The Garage under the hotel has been completed and is also in the process of being stripped on the P3 and P2 levels.

The plaza deck is being constructed in the area under the office building and is approximately 50% complete. This area is anticipated to be completed by mid May which brings the structure up to street level.

In the areas under future building 2, the slab on grade has been completed and the first deck is being constructed. Construction of the footings in the area under building 3 continues.

The garage is anticipated to be completed to plaza level in all areas by August 1<sup>st</sup>, 2006

b. Changes to the Development Plan

Development	Estimated Square Feet or Number of Units/Spaces/Rooms/Seats	Estimated Completion Date
<b>Phase I</b>		
Office Building 1	160,591 sf	Late 2006
Mixed Use Garage	1,114 spaces	Late 2006
Condominium	208 units	2006
Condo Garage	405 spaces	2006
Hotel	225 rooms	Early 2007
Retail	8,100 sf	Early 2007
<b>Phase II</b>		
Office Building 2	97,000 sf	Undetermined
Auditorium	1,200 seats	Undetermined

3. Leasing and Sales Information:

a. Leasing Status: The estimated total leasable space of Phase I within the development is 160,000 square feet. Leasing activity is strong and is encompassing a broad tenant mix.

Status of Negotiations	Tenant	Square Footage	Percent of Total
<b>Phase I</b>			
<b>Leased Parcels</b>			
Signed Leases			
<i>Office Building 1</i>			
1.	Sensorcom	9,148	7.0%
	<i>Subtotal:</i>	<u>9,148</u>	<u>7.0%</u>
Leases Out for Signature:			
<i>Office Building 1</i>			
1.	Office Tenant A	11,900	9.1%
	<i>Subtotal:</i>	<u>11,900</u>	<u>9.1%</u>
Negotiating Letter of Intent:			
<i>Office Building 1</i>			
1.	Office Tenant B	12,000	9.2%
2.	Office Tenant C	10,000	7.7%
3.	Office Tenant D	6,000	4.6%
4.	Office Tenant E	5,000	3.8%
5.	Office Tenant F	6,200	4.8%
	<i>Subtotal:</i>	<u>39,200</u>	<u>30.1%</u>
<b>Remaining Leasable Space</b>			
<i>Office Building 1</i>		78,961	60.7%
	<i>Total Office:</i>	130,061	
Leases Out for Signature:			
<i>Retail</i>			
1.	Retail Tenant A	5,570	20.2%
2.	Retail Tenant B	900	3.3%
3.	Retail Tenant C	778	2.8%
4.	Retail Tenant D	1,554	5.6%
5.	Retail Tenant E	750	2.7%
6.	Retail Tenant F	1,850	6.7%
	<i>Subtotal:</i>	<u>11,402</u>	<u>41.4%</u>
Negotiating Letter of Intent:			
<i>Retail</i>			
1.	Retail Tenant G	5,530	20.1%
2.	Retail Tenant H	1,918	7.0%
	<i>Subtotal:</i>	<u>7,448</u>	<u>27.0%</u>
<b>Remaining Leasable Space</b>			
<i>Retail</i>		8,723	31.6%
	<i>Total Retail:</i>	27,573	
<b>Total Phase I</b>		<u>157,634</u>	

b. Condominium Sales:

Phase	Number of Planned Condominiums	Condominiums Sold	Condominiums Closed
Phase I	208	127	0
<b>Total:</b>	208	127	0

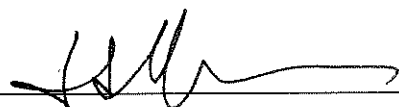
4. Changes in Zoning Classification: There have been no zoning classification changes to any of the parcels within the district.
5. Legislative, Administrative or Judicial Challenges: To the best knowledge of the developer, there have been no legislative, administrative, or judicial challenges to the construction of the public improvements or the development.
6. Parcel Sales: There have been no parcel sales within the district.

Parcel	Transferee	Affiliate of Developer
n/a	n/a	n/a

7. Notice of Default in Construction Loan: The developer has not received formal written notice of any default under its construction loan.
8. Material Change in Form, Organization or Ownership of the Developer: There have been no material changes to the form, organization or ownership of the developer (as described within the Limited Offering Memorandum under the sub-caption "INTRODUCTION — the Developer, the Development" or "THE PROPOSED DEVELOPMENT OF PARK PLACE — the Developer").
9. Modification of the Development Agreement: There have been no modifications of the Development Agreement.
10. Developer's Audited Financial Statements: JBJ/Carlyle Park Place, LP was formed September 2005. No audited financial statements are available to date.
11. The developer has not obtained actual knowledge of the occurrence of any Significant Events, as described in the Continuing Disclosure Agreement.

JBJ/CARLYLE PARK PLACE, LP

By: JBJ/Carlyle Park Place, LP

By:  \_\_\_\_\_

Title: \_\_\_\_\_ Managing Partner \_\_\_\_\_

Date: 4.25.06