



THE STATE OF GEORGIA

EXECUTIVE ORDER

BY THE GOVERNOR:

WHEREAS: The Governor of the State of Georgia has been informed by officials of the Georgia Higher Education Facilities Authority that the Georgia Higher Education Facilities Authority on October 15, 2008 approved a plan of financing through the use of revenue bonds (the "Bonds") to be issued by the Georgia Higher Education Facilities Authority in an amount not to exceed \$100,000,000, the proceeds of which are to be loaned to USG Real Estate Foundation I, LLC (the "Company") to (A) finance the acquisition, construction or renovation and equipping of various improvements on or near the campuses of Dalton State College, Darton College, Fort Valley State University, Gainesville State College, Georgia College and State University, Georgia State University and Southern Polytechnic State University (collectively, the "Institutions") to be owned by the Company and to be rented to the Board of Regents of the University System of Georgia (the "Board of Regents") for the use of such Institutions, including, without limitation, (i) an approximately 400-space parking deck on the campus of Dalton State College in Dalton, Georgia; (ii) an approximately 54,000 square foot addition to the student center on the campus of Darton College in Albany, Georgia; (iii) an approximately 26,000 square foot student center and 10,000 seat stadium on the campus of Fort Valley State University in Fort Valley, Georgia; (iv) a new parking deck and the expansion of an existing surface parking lot to provide approximately 382 additional parking spaces on the campus of Gainesville State College in Gainesville, Georgia; (v) an existing approximately 21,000 square foot building located on or near the campus of Georgia College and State University at 135 Hancock Street, Milledgeville, Georgia to provide a bookstore and black box theater for Georgia College and State University; (vi) an approximately 334-bed student housing facility on a site located on or near the campus of Georgia State University at 160 Edgewood Avenue, Atlanta, Georgia and (vii) an approximately 863-space parking deck on the campus of Southern Polytechnic State University in Marietta, Georgia; (B) finance the acquisition, construction or renovation and equipping of various other improvements to be located on or near the Institutions' campuses or other campuses within the University System of Georgia to provide administrative, educational or recreational facilities for use by the Institutions or such other institutions within the University System of Georgia (collectively with the projects described in the immediately preceding (A), the "Projects"); (C) fund (i) capitalized interest on the Bonds, (ii) the Debt Service Reserve Fund through a cash deposit or the purchase of a debt service

surety bond and (iii) the costs of issuance of the Bonds, including the premium for a bond insurance policy (if such a policy is obtained for the Bonds); and

WHEREAS: The aforementioned Bonds will be issued by the Georgia Higher Education Facilities Authority, an instrumentality of the State of Georgia and the Projects will be owned by the Company and operated by the Board of Regents and located entirely within the boundaries of the State of Georgia; and

WHEREAS: The Governor is the chief elected executive officer of the State of Georgia; and

WHEREAS: This executive order is intended to constitute the approval required by Section 147(f) of the Internal Revenue Code of 1986, as amended; and

WHEREAS: Hearings which were open to the public relating to the proposed issuance of the aforementioned bonds, were held on November 7, 2008 and November 14, 2008, for which due and reasonable public notice was given in accordance with the provisions of law and the procedures established therefor; and

WHEREAS: The Georgia Higher Education Facilities Authority, following such hearings, has recommended that the issuance of the aforementioned Bonds be approved; and

WHEREAS: The Governor has made a determination to approve the issuance of the aforementioned Bonds solely for the purpose of satisfying the requirement for such approval under Section 147(f) of the Internal Revenue Code of 1986, as amended, as recommended by the Georgia Higher Education Facilities Authority.

NOW, THEREFORE, PURSUANT TO THE AUTHORITY VESTED IN ME AS GOVERNOR OF THE STATE OF GEORGIA, PARTICULARLY BY VIRTUE OF THE PROVISION OF THE INTERNAL REVENUE CODE, IT IS HEREBY

ORDERED: The issuance of the aforementioned Bonds by the Georgia Higher Education Facilities Authority on behalf of the State of Georgia is hereby approved solely for the purpose of satisfying the requirements for such approval under Section 147(f) of the Internal Revenue Code of 1986, as amended.

This 19th day of November, 2008.


GOVERNOR

Attest:


Executive Counsel