

Material Event Notice Cover Sheet

This cover sheet and material event notice should be sent to the Municipal Securities Rulemaking Board or to all Nationally Recognized Municipal Securities Information Repositories, and the State Information Depository, if applicable, pursuant to Securities and Exchange Commission Rule 15c2-12(b)(5)(i)(C) and (D).

Issuer's and/or Obligated Person's Name: **Port of Seattle**

Issuer's Six-Digit CUSIP Number(s): **N.A**

or Nine-Digit CUSIP Number(s) to which this material event notice relates: **See Attachment A.**

Number of pages of attached material event notice: **2**

Description of Material Event Notice/Financial Information (Check One):

- | | |
|-------------------------------------|---|
| <input type="checkbox"/> | 1. Principal and interest payment delinquencies |
| <input type="checkbox"/> | 2. Non-payment related defaults |
| <input type="checkbox"/> | 3. Unscheduled draws on debt service reserves reflecting financial difficulties |
| <input type="checkbox"/> | 4. Unscheduled draws on credit enhancements reflecting financial difficulties |
| <input type="checkbox"/> | 5. Substitution of credit or liquidity providers, or their failure to perform |
| <input type="checkbox"/> | 6. Adverse tax opinions or events affecting the tax-exempt status of the security |
| <input type="checkbox"/> | 7. Modifications to rights of security holders |
| <input type="checkbox"/> | 8. Bond calls |
| <input type="checkbox"/> | 9. Defeasances |
| <input type="checkbox"/> | 10. Release, substitution, or sale of property securing repayment of the securities |
| <input checked="" type="checkbox"/> | 11. Rating changes See Attachment B |
| <input type="checkbox"/> | 12. Failure to provide annual financial information as required |
| <input type="checkbox"/> | 13. Other material event notice (specify) |

I hereby represent that I am authorized by the issuer or its agent to distribute this information publicly:

Signature: *Dan Thomas* Dated: July 29, 2008

Name: **Daniel R. Thomas**
Title: **Chief Financial Officer**
Employer: **Port of Seattle**
Address: **2711 Alaskan Way, Pier 69**
City, State, Zip Code: **Seattle, WA 98121**
Telephone Number: **(206) 728-3000**

Please print the material event notice attached to this cover sheet in 10-point type or larger. The cover sheet and notice may be faxed to the MSRB at (703) 683-1930. Contact the MSRB at (202) 223-9503 with questions regarding this form or the dissemination of this notice.

ATTACHMENT A
CUSIP NUMBERS

<u>Issue</u>	<u>Principal Amount</u>	<u>CUSIP</u>
Port of Seattle Intermediate Lien Revenue Refunding Bonds	\$ 18,270,000.00	735389HK7
Series 2006	19,205,000.00	735389HL5
	20,185,000.00	735389HM3
	21,220,000.00	735389HN1
	22,315,000.00	735389HP6
	23,430,000.00	735389HQ4

ATTACHMENT B

MATERIAL EVENT NOTICE

Fitch Ratings has downgraded Security Capital Assurance Ltd. (SCA) and its financial guaranty insurance subsidiaries, which includes XL Capital Assurance Inc. (XLCA) to CCC from BB. XLCA is the Insurer of the Port's outstanding Intermediate Lien Revenue Refunding Bonds, Series 2006.