

Price"). To raise the money for the Sale Price, the Authority will issue and sell its revenue bonds ("Revenue Bonds") to Georgia Power and Savannah Electric (or their assignees), *pro rata* in accordance with Georgia Power and Savannah Electric's respective ownership interests ("Leased Interests"), in the aggregate amount of the Sale Price.¹ Applicants state that since the Sale Price equals the cost of the Revenue Bonds, no money will be exchanged among Georgia Power, Savannah Electric and the Authority.

(b) Simultaneously with the sale of the Project to the Authority, Georgia Power and Savannah Electric will lease, *pro rata* in accordance with their Leased Interests, the Project back from the Authority for a term of approximately 20 years (the estimated useful life of the Project) under a lease agreement ("Agreement"). The Agreement provides for lease payments to be made by Georgia Power and Savannah Electric, *pro rata* in accordance with the Leased Interests, at times and in amounts which correspond to the payments with respect to the principal of and interest on the Revenue Bonds whenever and in whatever manner the Revenue Bonds shall become due, whether at stated maturity, upon redemption or declaration or otherwise.

(c) The Agreement provides for lease payments to be deposited with a trustee ("Trustee") under an indenture between the Authority and the Trustee ("Trust Indenture") under which the Revenue Bonds will be issued and secured. Applicants state that since Georgia Power and Savannah Electric will make lease payments in the same amounts and at the same times that the Trustee will pay interest and principal on the Revenue Bonds to Georgia Power and Savannah Electric, no lease payments or Revenue Bond payments actually will be paid by or to Georgia Power and Savannah Electric. The Trust Indenture will provide for the specific terms of the Revenue Bonds, including a final maturity of January 1, 2025 and an interest rate of 5.00%. The Trust Indenture will also specify the term and details of the Revenue Bonds and will contain various provisions, covenants and agreements to protect the security of the bondholders, including the following: (a) Pledging and assigning the

rents, revenues and receipts of the Authority derived from the Project to secure the payment of the Revenue Bonds; (b) describing the redemption provisions and other features of the Revenue Bonds; (c) setting forth the form of the Revenue Bonds; (d) establishing the various funds and accounts to handle the Revenue Bonds proceeds and revenues of the Project and setting forth covenants regarding the administration and investment of these funds and accounts by the Trustee; (e) setting forth the duties of the Trustee; (f) defining events of default and provisions for enforcing the rights and remedies of the bondholders in those events and (g) restricting the issuance of additional bonds and the terms upon which the same may be issued and secured. The Agreement obligates Georgia Power and Savannah Electric to pay, *pro rata* in accordance with the Leased Interests, the fees and charges of the Trustee.

(d) The Agreement permits Georgia Power and Savannah Electric (or their assignees), *pro rata* in accordance with their Leased Interests, to buy the Project back from the Authority for a nominal purchase price at the expiration (or earlier termination) of the Agreement.

(e) Accordingly, Georgia Power and Savannah Electric are treated as the owners of the Project for financial accounting purposes and federal income tax purposes, and Georgia Power and Savannah Electric are in fact the beneficial owners of, with full control over, the Project. Applicants state that the Tax Abatement Agreement obligates Georgia Power and Savannah Electric, *pro rata* in accordance with their Leased Interests, to make level property tax payments on the lease payments, plus a fee to the County and the Authority.

For the Commission by the Division of Investment Management, pursuant to delegated authority.

Jill M. Peterson,

Assistant Secretary.

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SECURITIES AND EXCHANGE COMMISSION

[File No. 500-1]

Divedepot.com, Inc., GS Telecom Ltd., Rocky Mountain Financial Enterprises, Inc., US Data Authority, Inc.; Order of Suspension of Trading

August 5, 2005.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information

concerning the securities of Divedepot.com, Inc., because it is delinquent in its periodic filing obligations under section 13(a) of the Securities Exchange Act of 1934, having not filed a periodic report since the period ending September 30, 2000.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of GS Telecom Ltd., because it is delinquent in its periodic filing obligations under section 13(a) of the Securities Exchange Act of 1934, having not filed a periodic report since the period ending March 31, 2001.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of Rocky Mountain Financial Enterprises, Inc., because it is delinquent in its periodic filing obligations under section 13(a) of the Securities Exchange Act of 1934, having not filed a periodic report since the period ending September 30, 2001.

It appears to the Securities and Exchange Commission that there is a lack of current and accurate information concerning the securities of US Data Authority, Inc., because it is delinquent in its periodic filing obligations under section 13(a) of the Securities Exchange Act of 1934, having not filed a periodic report since the period ending March 31, 2003.

The Commission is of the opinion that the public interest and the protection of investors require a suspension of trading in the securities of the above-listed companies.

Therefore, *it is ordered*, pursuant to section 12(k) of the Securities Exchange Act of 1934, that trading in the above-listed companies is suspended for the period from 9:30 a.m. e.d.t. on August 5, 2005, through 11:59 p.m. e.d.t. on August 18, 2005.

By the Commission.

J. Lynn Taylor,

Assistant Secretary.

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¹ In December 2003, the Authority issued \$350,000,000 in Revenue Bonds. In December 2004, the Authority issued \$160,000,000 in Revenue Bonds. After the Commission's approval, the Authority will issue up to \$65,000,000 in Revenue Bonds. The aggregate amount of the Revenue Bonds previously issued and the Revenue Bonds contemplated hereby will not exceed \$575,000,000 and will equal the approximate total cost of the Project.