NEW ISSUE – BOOK ENTRY ONLY

Insured Ratings: Aaa/AAA/AAA (2016-2025)
Ratings: Aa2/AA/AA+ (2006-2015)
(See "Ratings" Page I-9)

$341,455,000
The Metropolitan Government of Nashville and Davidson County, Tennessee
$150,995,000 General Obligation Bonds, Series 2005A
$190,460,000 General Obligation Refunding Bonds, Series 2005B

Dated: Date of Delivery **Due: January 1, as shown on the inside cover**

We prepared this Official Statement to provide you with information about the Series 2005 Bonds. This cover page is only a general summary. You must read this entire official statement to obtain essential information for making an informed investment decision.

Purpose	We will use the proceeds of the Series 2005A Bonds to retire commercial paper and to finance improvements to our District Energy System. We use commercial paper to provide short-term financing for various infrastructure improvements and capital projects. We will use the proceeds of the Series 2005B Bonds to refund certain maturities of outstanding General Obligation Bonds. *See page I-6.*
Security	We pledge our full faith, credit and taxing power (general obligation) to repay the Series 2005 Bonds. We are not restricted from issuing additional general obligation bonds paid for from the same revenues. *See page I-7.*
Tax Exemption	Bond interest is excluded from gross income, and is not an item of tax preference, for federal income tax purposes. Bond interest is free from Tennessee taxes, with certain exceptions. *See page I-12.*
Interest Payment Dates	January 1 and July 1, beginning July 1, 2005
Redemption	Bonds maturing on or after January 1, 2017 are callable at par at any time in any amount on or after January 1, 2015. *See page I-7.*
Bond Insurance	We have been advised by the Underwriter that they have applied for and received a Commitment to Issue a Financial Guaranty Insurance Policy from MBIA Insurance Corporation for Bonds maturing on or after January 1, 2016. Further information on MBIA and the Financial Guaranty Insurance Policy can be found in Appendix E.
Registration and Paying Agent	Deutsche Bank National Trust Company
Denominations	Multiples of $5,000
Book-Entry Only Form	The Depository Trust Company. *See page I-8.*
Delivery Date	On or about May 5, 2005.
Issuer Contact	Metropolitan Government Office of the Treasurer: (615) 862-6210
Bond Counsel	Bass, Berry & Sims PLC, Nashville, Tennessee.
Financial Advisor	Public Financial Management, Inc.

MBIA

The Series 2005 Bonds were sold at a competitive sale on April 19, 2005. The interest rates we pay resulted from the award of the Series 2005 Bonds and are shown inside the cover.

Lehman Brothers

April 19, 2005

The Metropolitan Government of Nashville and Davidson County, Tennessee

$150,995,000 General Obligation Bonds, Series 2005A

Maturity (January 1)	Principal Amount	Interest Rate	Yield	CUSIP
2006	$ 6,565,000	5.000%	2.690%	5920136H4
2007	4,895,000	5.000	2.730	5920136J0
2008	5,035,000	5.000	2.840	5920136K7
2009	5,215,000	5.000	2.940	5920136L5
2010	5,475,000	5.000	3.070	5920136M3
2011	5,745,000	5.000	3.210	5920136N1
2012	6,035,000	5.000	3.360	5920136P6
2013	6,340,000	5.000	3.480	5920136Q4
2014	6,655,000	5.000	3.580	5920136R2
2015	6,990,000	5.000	3.680	5920136S0
2016	7,335,000	5.000	3.780*	5920136T8
2017	7,705,000	5.000	3.850*†	5920136U5
2018	8,090,000	5.000	3.910*†	5920136V3
2019	8,495,000	5.000	3.960*†	5920136W1
2020	8,920,000	4.500	4.220*†	5920136X9
2021	9,320,000	5.000	4.050*†	5920136Y7
2022	9,785,000	5.000	4.090*†	5920136Z4
2023	10,275,000	5.000	4.130*†	5920137A8
2024	10,790,000	5.000	4.170*†	5920137B6
2025	11,330,000	4.250	4.403*	5920137C4

$190,460,000 General Obligation Refunding Bonds, Series 2005B

Maturity (January 1)	Principal Amount	Interest Rate or Price	Yield	CUSIP
2006	$ 3,260,000	4.000%	2.690%	5920137D2
2007	5,830,000	4.000	2.730	5920137E0
2008	8,430,000	5.000	2.840	5920137F7
2009	4,225,000	5.000	2.940	5920137G5
2010	4,425,000	5.000	3.070	5920137H3
2011	4,635,000	5.000	3.210	5920137J9
2012	11,710,000	5.000	3.360	5920137K6
2013	12,240,000	5.000	3.480	5920137L4
2014	18,110,000	5.000	3.580	5920137M2
2015	19,620,000	5.000	3.680	5920137N0
2016	30,460,000	5.000	3.780*	5920137P5
2017	23,575,000	5.000	3.850*†	5920137Q3
2018	22,080,000	5.000	3.910*†	5920137R1
2019	19,450,000	5.000	3.960*†	5920137S9
2020	2,410,000	4.125	4.170*	5920137T7

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* Denotes scheduled payment of principal and interest on the bonds is guaranteed under an insurance policy issued by MBIA Insurance Corporation.

† Priced to January 1, 2015 par call.

SOURCES AND USES OF FUNDS

We anticipate the proceeds of the Series 2005 Bonds to be used as follows:

Sources

	Series 2005A	**Series 2005B**
Bond Par Amount	$ 150,995,000.00	$ 190,460,000.00
Net Original Issue Premium	10,251,490.50	16,980,781.50
Total Sources	$ 161,246,490.50	$ 207,440,781.50

Uses

Retirement of Commercial Paper[1]	$ 152,096,561.82	-
Deposit to Escrow Fund[2]	-	$ 206,232,908.46
Deposit to DES Construction Fund	8,186,500.00	-
Costs of Issuance	197,225.91	248,774.09
Purchaser's Discount [3]	764,034.70	958,013.80
Additional Proceeds	2,168.07	1,085.15
Total Uses	$ 161,246,490.50	$ 207,440,781.50

(1) Includes $150,000,000 of commercial paper principal and $2,096,561.82 of commercial paper interest.
(2) Includes $202,643,102.00 for SLGS purchase and $3,589,806.46 for cash deposit by Metro Government.
(3) Includes municipal bond insurance premium.

No Unlawful Offers. This document is the "official" statement – that is, it contains the only authorized information about the offering of the Series 2005 Bonds. This official statement does not constitute an offer to sell, or the solicitation of an offer to buy, the Series 2005 Bonds in any jurisdiction where that would be unlawful. We have not authorized any dealer, salesperson or anyone else to give any information or make any representation in connection with the offering of the Series 2005 Bonds. You should not rely on any such information or representation.

Not a Contract; Not Investment Advice. This official statement is not a contract, and provides no investment advice. You should consult your financial advisor and legal counsel with your questions about this official statement and the bonds being offered, or anything else related to this issue of bonds.

No Guarantee of Information. We have provided this information or obtained it from other sources believed to be reliable. We do not, however, guarantee the accuracy or completeness of that information, nor has any one source guaranteed the information provided by any other source. Information and expressions of opinion are subject to change without notice, and you should not draw any implication that there have been no changes since the date of this official statement. The delivery of this official statement or any sale made under this official statement shall not, under any circumstances, create any implication that there has been no change in our affairs or in any other matters described.

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GOVERNMENT OFFICIALS

THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY (TENNESSEE)

The Honorable Bill Purcell
Metropolitan Mayor

The Honorable Howard Gentry, Jr.
Vice Mayor
President of the Metropolitan Council

David L. Manning
Director of Finance

Karl F. Dean
Director of Law

Celia A. Yancey
Metropolitan Treasurer

Mitzi F. Martin
Chief Accountant

Marilyn S. Swing
Metropolitan Clerk

THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY
FINANCIAL SUMMARIES

SUMMARY OF GENERAL FUND, FISCAL YEARS 2000-2004
(in thousands of dollars)

	2004	2003	2002	2001[1]	2000
Beginning Fund Balance	$ 79,105	$ 109,488	$ 100,051	$ 88,196	$ 57,970
Revenues	630,277	642,518	633,548	565,698	558,415
Expenditures	(639,586)	(608,877)	(575,598)	(464,026)	(466,569)
Other Financing Sources (Uses)	(33,610)	(64,024)	(48,513)	(90,963)	(82,834)
Total Accounting Adjustments and Other Changes	-	-	-	1,146	91
Ending Fund Balance	$ 36,186	$ 79,105	$ 109,488	$ 100,051	$ 67,073
Ending Unreserved Fund Balance	$ 33,818	$ 31,160	$ 63,858	$ 85,193	$ 35,472

[1] For fiscal year 2001, Beginning Fund Balance was restated due to GASB 33.

AUDITED GENERAL FUND RESULTS, FISCAL YEAR 2004

	Combined General Fund		
	Budgeted	Actual	Difference
Revenues	$ 641,331,800	$ 653,838,922	$ 12,507,122
Expenditures	690,379,470	696,758,395	6,378,925
Fund Balance Draw	$ (49,047,670)	$ (42,919,473)	$ 6,128,197

Source: Metropolitan Government Department of Finance

AUDITED CHANGE IN FUND BALANCE BETWEEN FY2003 & FY2004

		Fund Balance
June 30, 2003 Undesignated Fund Balance		$ 31,159,554
Change in Reserves in FB		3,102,701
Reserve for FY04 Budget	$ 42,475,200	
FY04 Excess Revenue over Expenditures	(42,919,473)	
		(444,273)
June 30, 2004 Undesignated Fund Balance		$ 33,817,982
Reserve for Subsequent Year Budget (FY05)	-	-
June 30, 2004 Undesignated Fund Balance (after reserve for 2005 budget)		$ 33,817,982

Source: Metropolitan Government Department of Finance

OFFICIAL STATEMENT

$341,455,000
THE METROPOLITAN GOVERNMENT
OF NASHVILLE AND DAVIDSON COUNTY, TENNESSEE

$150,995,000 General Obligation Bonds, Series 2005A
$190,460,000 General Obligation Refunding Bonds, Series 2005B

INTRODUCTION

This Official Statement informs you about the bonds being offered. The bonds being offered are authorized by state law (Title 9, Chapter 21 of Tennessee Code Annotated), the Charter of the Metropolitan Government of Nashville and Davidson County, and bond resolutions adopted by the Metropolitan Council on February 6, 2001 and April 5, 2005, as amended.

We compiled all financial and other information presented in this official statement from our records, except for information expressly attributed to other sources. We show recent historical information. We do not mean for this information to indicate future or continuing trends in our financial position or other affairs, unless we specifically state so.

You should consider the entire official statement in making an investment decision, and should not consider information more or less important because of its location. You should refer to laws, reports or other documents described in this official statement for more complete information. You may request information regarding this official statement from Celia A. Yancey, Metropolitan Treasurer, 222 Third Avenue North, Suite 110, Nashville, Tennessee 37201, (615/862-6210).

THE BONDS

General

The General Obligation Bonds, Series 2005A (the "Series 2005A Bonds") are being offered to retire $150,000,000 in principal amount of our General Obligation Commercial Paper, to fund various projects of our District Energy System (DES), and to pay costs of issuance associated with the Series 2005A Bonds. We issued the commercial paper to provide short-term financing for various capital projects in anticipation of the eventual issuance of the bonds being offered. The proceeds necessary to retire the commercial paper will be deposited with Deutsche Bank National Trust Company, the paying agent for the commercial paper, and held for the sole purpose of retiring the commercial paper. The commercial paper will be fully retired by July 25, 2005. Bond proceeds deposited with Deutsche Bank National Trust Company will not be available to pay principal or interest on the bonds being offered. We will deposit a portion of the Series 2005A Bond proceeds to a construction fund which will be used to finance DES improvements.

The General Obligation Refunding Bonds, Series 2005B (the "Series 2005B Bonds") are being offered to advance refund certain maturities of our outstanding general obligation bonds (see "THE BONDS – Plan of Refunding") and to pay costs of issuance related to the Series 2005B Bonds.

We list the maturity dates, amounts and interest rates for the bonds being offered on the inside front cover. The bonds being offered are issued as fully registered bonds without coupons in principal denominations of $5,000 or multiples of $5,000. The bonds being offered will be dated as of their delivery date, and will bear interest from that date payable as shown on the cover.

Interest on the bonds being offered will be computed on the basis of a 30-day month and a 360-day year. The DTC's (Depository Trust Company's) Book-Entry Only System will apply to all bonds being offered. Bond payments will go to DTC, and DTC will then be responsible to remit the payments to its participants and bond owners. While the Book-Entry Only System applies to the bonds being offered, Cede & Co. (DTC's nominee) is the sole registered owner of all of the bonds being offered, all interest payments will go to DTC by wire transfer of immediately available funds and DTC's Participants will be responsible for the payment of interest to bond owners. For more detailed information regarding DTC and the Book-Entry Only System see "THE BONDS – Book-Entry-Only Form".

Plan of Refunding

The Series 2005B Bonds are being offered to advance refund certain maturities of our outstanding General Obligation

- Multi-Purpose Improvement Bonds, Series 1997A,
- Public Improvement and Refunding Bonds, Series 1999,
- Multi-Purpose Improvement Bonds, Series 2001A, and,
- Multi-Purpose Bonds, Series 2003,

which were previously issued to fund various public improvement projects. We refer to that portion of those bonds as the "bonds to be refunded." We expect to use the proceeds of the Series 2005B Bonds being offered to advance refund the bonds to be refunded, all as described in Appendix C – Bonds to be Refunded.

Under an escrow agreement between us and Deutsche Bank National Trust Company, as Escrow Agent, we will irrevocably deposit investment obligations. We will direct the Escrow Agent to redeem or pay the bonds to be refunded as set forth in Appendix C – Bonds to be Refunded.

Verification

Causey Demgen & Moore Inc. will verify the arithmetical accuracy of (i) the mathematical computation of the adequacy of the investment securities and available money deposited in escrow to pay the maturing amounts or redemption prices of the bonds to be refunded, together with interest on those bonds and (ii) the mathematical computations supporting Bond Counsel's conclusion that the bonds being offered are not "arbitrage bonds" under section 148 of the Code.

Security

The bonds being offered are our direct and general obligations. Our full faith, credit and taxing power are irrevocably pledged to make principal and interest payments. The bonds being offered are secured equally with all other outstanding general obligations issued by us, and we are not restricted from the issuance of additional general obligation bonds.

Redemption Provisions

Optional Redemption

We may opt to redeem any bonds being offered which mature on or after January 1, 2017 in whole or in part at any time on or after January 1, 2015 at a redemption price equal to par, plus accrued interest to the redemption date. If we redeem only part of the bonds being offered of a given maturity, DTC, as the securities depository, will randomly select those bonds according to their policies and procedures.

Redemption Notices

So long as the bonds being offered remain in book-entry-only form, any redemption notice will be sent to DTC between 30 and 45 days before the redemption date. A redemption of bonds being offered is valid and effective even if DTC's procedures for notice fail to give you notice directly. You might consider arranging to receive redemption notices or other communications to DTC affecting you, including notice of interest payments through DTC participants. Please note that all redemptions are final – even if you did not receive your notice, and even if your notice had a defect.

Interest on any bond being offered called for redemption will cease to accrue on the redemption date so long as the bond is paid or money is provided for its payment.

Book-Entry-Only Form

DTC will act as securities depository for the bonds being offered. The Registration and Paying Agent will register all bonds being offered in the name of Cede & Co. (DTC's partnership nominee). DTC will receive one registered certificate for each maturity.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the same law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds securities that its participants ("Direct Participants") deposit with DTC. DTC also facilitates the settlement among Direct Participants of securities transactions, such as transfer and pledges, in deposited securities through electronic computerized book-entry changes in Direct Participants' accounts, thereby eliminating the need for physical movement of securities certificates.

Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is owned by a number of its Direct Participants and by the New York Stock Exchange, Inc., the American Stock Exchange, Inc., and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as securities brokers and dealers, banks, and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The rules applicable to DTC and the Participants—that is, its Direct and Indirect Participants—are on file with the Securities and Exchange Commission.

Purchases of the bonds being offered under the DTC System must be made by or through Direct Participants, which will receive a credit for the bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. A Beneficial Owner will not receive a written confirmation from DTC of a purchase, but a Beneficial Owner is expected to receive a written confirmation providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participants through which the Beneficial Owner entered into the transaction.

Transfers of ownership interests in the bonds being offered are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the bonds being offered, except in the event that use of the book-entry system for the bonds being offered is discontinued.

To make the system work more smoothly, all Bonds deposited by Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. This does not affect the beneficial ownership of any Bond. DTC has no idea who the Beneficial Owners of the bonds being offered are; its records show only the identity of the Direct Participants to whose accounts the bonds being offered are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

So long as Cede & Co. is the registered owner of the bonds being offered, as nominee for DTC, references to the Bond owners means Cede & Co. and not the Beneficial Owners.

Notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any legal requirements.

The Registration and Paying Agent will send redemption notices to Cede & Co. If less than all of the bonds being offered are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant to be redeemed.

Neither DTC nor Cede & Co. will consent or vote with respect to the bonds being offered. Under its usual procedures, DTC mails an Omnibus Proxy to Direct Participants as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants.

We will make principal and interest payments on the bonds being offered to DTC. DTC's practice is to credit Direct Participants' accounts on the payable date in accordance with their respective holdings shown on DTC's records unless DTC has reason to believe that it will not receive payment on the payable date. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of the

Participant and not of the Metropolitan Government, the Registration and Paying Agent or DTC, subject to any legal requirements. We are responsible for sending payments to the Registration and Paying Agent, and the Registration and Paying Agent is responsible for sending payments to DTC. DTC is responsible for disbursing those payments to Direct Participants. Both Direct and Indirect Participants are responsible for disbursing those payments to the Beneficial Owners.

DTC may discontinue providing its services as securities depository with respect to the bonds being offered at any time by giving reasonable notice to us. Under such circumstances, in the event that a successor securities depository is not obtained, bond certificates are required to be printed and delivered at our expense.

We may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). If that happens, bond certificates will be printed and delivered at our expense.

The information in this section about DTC and DTC's book-entry system has been obtained from DTC; we take no responsibility for its accuracy.

No one can give any assurance that DTC, Direct Participants, or Indirect Participants will promptly transfer payments or notices received with respect to the bonds being offered. We are not responsible for the failure of DTC, Direct Participants, or Indirect Participants to transfer to the Beneficial Owner payments or notices received with respect to the bonds being offered.

No one can give any assurance that DTC will abide by its procedures or that its procedures will not be changed. In the event that we designate a successor securities depository, the successor may establish different procedures.

Ratings

At our request, several rating agencies have assigned a rating to the bonds being offered:

Uninsured Ratings	Insured Ratings	Rating Agency
Aa2	Aaa	Moody's Investors Service, Inc.
AA	AAA	Standard & Poor's Ratings Services
AA+	AAA	Fitch Ratings

Any explanation of what a rating means may only be obtained from the rating service giving the rating. No one can offer any assurance that a rating given to the bonds being offered will be maintained for any period of time; a rating agency may lower or withdraw the rating it gives if in its judgment circumstances so warrant. Any downgrade or withdrawal of a rating may adversely affect the market price of the bonds.

Defeasance

We may "defease" the bonds being offered – that is, we may discharge our obligations with respect to the bonds being offered by depositing with the Registration and Paying Agent or other trust company or financial institution cash or "Defeasance Investments" sufficient to provide for the payment of principal, premium if any, and interest on the bonds being offered when due. "Defeasance Investments" includes direct obligations of, or obligations, the principal of and interest on which are guaranteed by, the United States of America, or any of its agency; obligations of any agency or instrumentality of the United States; and any other obligations which at the time of the purchase thereof are permitted defeasance investments under Tennessee law.

If we defease any of the bonds being offered as described above, then the registered owners of the bonds being offered will be entitled only to payment out of the money or Defeasance Investments deposited for that purpose.

MBIA INSURANCE

The Underwriter has provided for the delivery of a municipal bond insurance policy to be issued by MBIA Insurance Corporation simultaneously with the delivery of the bonds being offered to insure the payment of principal of and interest when due on the bonds maturing January 1, 2016 through January 1, 2025 (the "Insured Bonds"). Further information on MBIA and the Financial Guaranty Insurance Policy can be found in Appendix E.

Upon issuance of the policy the Insured Bonds will be assigned the ratings of Aaa, AAA and AAA from Moody's Investors Service, Standard and Poor's and Fitch Ratings, respectively.

THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY
COMBINED GENERAL OBLIGATION BOND DEBT SERVICE SCHEDULE
(As of December 31, 2004)

Fiscal Year Ending June 30	Outstanding Debt [1]			(Plus) The Bonds			(Less) Refunded Bonds			Outstanding Debt After This Issue			
	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total	% Principal Retired
2005	44,870,000	29,847,174	74,717,174			-		3,589,806	3,589,806	44,870,000	26,257,368	71,127,368	3.37%
2006	87,670,000	56,631,277	144,301,277	9,825,000	11,033,778	20,858,778		9,934,500	9,934,500	97,495,000	57,730,555	155,225,555	10.68%
2007	76,535,000	51,819,183	128,354,183	10,725,000	16,372,538	27,097,538		9,934,500	9,934,500	87,260,000	58,257,221	145,517,221	17.23%
2008	74,605,000	48,018,709	122,623,709	13,465,000	15,894,588	29,359,588	8,260,000	9,722,838	17,982,838	79,810,000	54,190,459	134,000,459	23.22%
2009	64,460,000	44,442,487	108,902,487	9,440,000	15,221,338	24,661,338	3,945,000	9,410,084	13,355,084	69,955,000	50,253,740	120,208,740	28.47%
2010	63,740,000	41,240,684	104,980,684	9,900,000	14,749,338	24,649,338	4,140,000	9,202,906	13,342,906	69,500,000	46,787,115	116,287,115	33.69%
2011	63,605,000	37,993,348	101,598,348	10,380,000	14,254,338	24,634,338	4,345,000	8,985,478	13,330,478	69,640,000	43,262,208	112,902,208	38.91%
2012	57,565,000	35,053,585	92,618,585	17,745,000	13,735,338	31,480,338	11,600,000	8,576,888	20,176,888	63,710,000	40,212,035	103,922,035	43.70%
2013	57,120,000	32,212,618	89,332,618	18,580,000	12,848,088	31,428,088	12,150,000	7,968,294	20,118,294	63,550,000	37,092,411	100,642,411	48.46%
2014	56,475,000	29,379,852	85,854,852	24,765,000	11,919,088	36,684,088	18,050,000	7,330,359	25,380,359	63,190,000	33,968,580	97,158,580	53.21%
2015	58,085,000	26,484,244	84,569,244	26,610,000	10,680,838	37,290,838	19,585,000	6,396,169	25,981,169	65,110,000	30,768,913	95,878,913	58.09%
2016	64,740,000	23,317,188	88,057,188	37,795,000	9,350,338	47,145,338	30,755,000	5,084,775	35,839,775	71,780,000	27,582,750	99,362,750	63.48%
2017	60,725,000	20,075,122	80,800,122	31,280,000	7,460,588	38,740,588	23,930,000	3,502,459	27,432,459	68,075,000	24,033,250	92,108,250	68.59%
2018	43,250,000	17,457,988	60,707,988	30,170,000	5,896,588	36,066,588	22,475,000	2,282,788	24,757,788	50,945,000	21,071,788	72,016,788	72.41%
2019	42,630,000	15,329,425	57,959,425	27,945,000	4,388,088	32,333,088	19,845,000	1,180,456	21,025,456	50,730,000	18,537,056	69,267,056	76.22%
2020	37,870,000	13,281,594	51,151,594	11,330,000	2,990,838	14,320,838	13,020,000	333,638	13,353,638	36,180,000	15,938,794	52,118,794	78.93%
2021	36,940,000	11,367,275	48,307,275	9,320,000	2,490,025	11,810,025				46,260,000	13,857,300	60,117,300	82.41%
2022	38,905,000	9,511,916	48,416,916	9,785,000	2,024,025	11,809,025				48,690,000	11,535,941	60,225,941	86.06%
2023	40,920,000	7,520,628	48,440,628	10,275,000	1,534,775	11,809,775				51,195,000	9,055,403	60,250,403	89.90%
2024	41,650,000	5,434,316	47,084,316	10,790,000	1,021,025	11,811,025				52,440,000	6,455,341	58,895,341	93.84%
2025	29,760,000	3,330,456	33,090,456	11,330,000	481,525	11,811,525				41,090,000	3,811,981	44,901,981	96.92%
2026	13,090,000	1,960,600	15,050,600							13,090,000	1,960,600	15,050,600	97.90%
2027	8,500,000	1,235,941	9,735,941							8,500,000	1,235,941	9,735,941	98.54%
2028	8,935,000	783,247	9,718,247							8,935,000	783,247	9,718,247	99.21%
2029	5,115,000	416,981	5,531,981							5,115,000	416,981	5,531,981	99.60%
2030	5,385,000	141,356	5,526,356							5,385,000	141,356	5,526,356	100.00%
	1,183,145,000	564,287,191	1,747,432,191	341,455,000	174,347,078	515,802,078	192,100,000	103,435,938	295,535,938	1,332,500,000	635,198,332	1,967,698,332	

[1] Excludes $66,700,000 initial aggregate principal of the Metropolitan Government of Nashville and Davidson County (Tennessee), District Energy System Revenue Bonds, 2002 Series A, which is subject to annual appropriation and approximately $50 million of commercial paper which will be outstanding after this issuance.

ADDITIONAL BORROWING PLANS

We are currently in our budgeting process and are reviewing our capital program for the next five years. We anticipate issuing between $150 to $200 million of additional debt annually. We anticipate financing these projects, during construction, through our commercial paper program.

LITIGATION AND OTHER PROCEEDINGS

There is no pending litigation concerning the bonds being offered, and there is no pending litigation challenging any financing made from the proceeds of any previously-issued bonds.

CONTINUING DISCLOSURE

We have agreed to provide an annual report presenting certain financial information and operating data about the Metropolitan Government ("Annual Report") as shown in Appendix D. By March 31 of each year, we will send the report to each nationally recognized municipal securities information repository ("NRMSIR") and to any state information depository ("SID"). We will also provide notices of the occurrence of certain events specified in the undertaking to each NRMSIR, or the Municipal Securities Rulemaking Board ("MSRB"), and to any SID. As of the date of this official statement, no SID has been established. Part I of the 2004 Annual Report, which contains information on the undertaking, is included by reference as part of this Official Statement.

Copies of the Annual Reports and notices are posted on the Investor Relations page of the Metropolitan Government's website (www.nashville.gov/finance/investor_relations.asp) and may be obtained from:

Metropolitan Government of Nashville and Davidson County
Office of the Treasurer
222 Third Avenue North, Suite 110
Nashville, Tennessee 37201
(615) 862-6210

The undertaking also describes the consequences if we fail to provide any required information. We must report the failure to the NRMSIRs, or the MSRB, and to any SID. In the last five years, we have not failed to comply in any material respect with this or any similar undertaking.

TAX EXEMPTION

Federal Taxes

In the opinion of Bond Counsel, under existing law, interest on the bonds being offered is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on all taxpayers. For purposes of computing the alternative minimum tax imposed on certain corporations, however, interest on the bonds being offered is taken into account in determining adjusted current earnings. We must comply with all requirements of the Federal Tax Code that must be satisfied after the bonds being offered are issued for interest to be, or continue to be, excluded from gross income for federal income tax purposes. We have promised to comply with those requirements. Our failure to do so may cause interest to be included in gross income for federal income tax purposes, perhaps even starting from the date the bonds being offered were issued. Bond Counsel expresses no opinion about other federal tax consequences arising regarding the bonds being offered. The proceedings authorizing the bonds being offered do not provide for an increase in interest rates or a redemption of the bonds being offered in the event of taxability.

You should be aware that ownership of the bonds being offered may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, certain S corporations with "excess net passive income," foreign corporations subject to the branch profits tax and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry the bonds being offered. Bond Counsel will not express any opinion as to such collateral tax consequences. You should consult their tax advisors as to collateral federal income tax consequences.

The initial public offering prices of the Series 2005A Bonds maturing January 1, 2025 and the Series 2005B Bonds maturing January 1, 2020 being offered are less than the amount payable on these bonds at maturity (the "Discount Bonds"). An amount not less than the difference between the initial public offering price of the Discount Bonds and the amount payable at maturity constitutes "original issue discount," which will be excludable from gross income for federal income tax purposes. A portion of the original issue discount that accrues in each year to an owner of a Discount Bond that is a corporation will be included in the calculation of the corporation's alternative minimum tax liability. Consequently, corporate owners of the Discount Bonds should be aware that the accrual of original issue discount in each year may result in an alternative minimum tax liability although the owners of such Discount Bonds have not received cash attributable to such original issue discount in such year.

The initial public offering prices of the bonds being offered, other than the Discount Bonds, are greater than the amount payable on these bonds at maturity (the "Premium Bonds"). The difference between (a) the amount payable at maturity of the Premium Bonds and (b) the initial offering price to the public (excluding Bond houses and brokers) at which a substantial amount of the Premium Bonds of such maturities are sold, will constitute the "original issue premium." Under certain circumstances, as a result of the tax cost reduction requirements of the Federal Tax Code relating to the amortization of bond premium, the owner of a Premium Bond may realize a taxable gain upon its disposition even though the Premium Bond is sold or redeemed for an amount not greater than the owner's original acquisition cost.

Owners of Discount Bonds and Premium Bonds should consult their personal tax advisors with respect to the determination for federal income tax purposes of the amount of original issue discount or interest properly accruable with respect to such Discount Bonds or Premium Bonds, other tax consequences of owning Discount Bonds and Premium Bonds, and with respect to the State of Tennessee and local tax consequences of holding such Discount Bonds and Premium Bonds. The prices set forth on the inside cover page of the Official Statement may or may not reflect the prices at which a substantial amount of the bonds being offered were ultimately sold to the public.

State of Tennessee

Under existing law, the bonds being offered and the income therefrom are exempt from all present state, county and municipal taxes in Tennessee except (a) inheritance, transfer and estate taxes, (b) Tennessee excise taxes on interest on the bonds being offered during the period the bonds being offered are held or beneficially owned by any organization or entity, or other than a sole proprietorship or general partnership doing business in the State of Tennessee, and (c) Tennessee franchise taxes by reason of the inclusion of the book of the value of the bonds being offered in the Tennessee franchise tax base of any organization or entity, other than a sole proprietorship or general partnership, doing business in the State of Tennessee.

APPROVAL OF LEGAL PROCEEDINGS

All legal matters incident to the authorization and issuance of the bonds being offered are subject to the approval of Bass, Berry & Sims PLC, Nashville, Tennessee, Bond Counsel, whose approving opinion in substantially the form attached hereto as Appendix B will be delivered with the bonds being offered. Certain legal matters with respect to the Metropolitan Government will be passed upon by Karl Dean, Director of Law.

UNDERWRITING

The Bonds were sold through competitive bidding on April 19, 2005 to Lehman Brothers at a price of $366,965,223.50 (which is equal to the par amount of the bonds being offered plus original issuance premium of $27,232,272.00 and less underwriting discount of $1,722,048.50 (including bond insurance)).

FINANCIAL ADVISOR

In its role as our financial advisor, Public Financial Management, Inc., has provided advice on the plan of financing and structure of the bonds being offered, reviewed certain legal and disclosure documents – including this official statement for financial matters – and reviewed the pricing of the bonds being offered. The financial advisor has not independently verified the factual information contained in this official statement, but has relied on the information supplied by us and other sources.

INDEPENDENT AUDITORS

Our general purpose financial statements as of the fiscal year ended June 30, 2004 are included in Appendix A and have been audited by KPMG LLP, independent auditors, as stated in their report.

THE METROPOLITAN GOVERNMENT OF
NASHVILLE AND DAVIDSON COUNTY (TENNESSEE)

/s/ Bill Purcell
Metropolitan Mayor

/s/ David L. Manning
Director of Finance

PART II

YEARLY INFORMATION STATEMENT

YEARLY INFORMATION STATEMENT

The Yearly Information Statement of the Metropolitan Government, including selected statistical and economic data (unaudited), for the fiscal year ended June 30, 2004 has been posted on our website at **www.nashville.gov/finance/investor_relations.asp** and is included as Part II of this Official Statement.

Only the following items, each of which has been posted on the website referenced above, are described above and incorporated herein by reference:

- **THE METROPOLITAN GOVERNMENT**

  Organization

  Fiscal Year

  Budgeting Procedures

  Operating Budget

  Capital Improvements Budget

  Capital Projects Planning

  Accounting

  Revenues

- **PROPERTY TAXES**

  Rates of Tax Levy

  Analysis of the Composition of Rates of Tax Levy

  Analysis of Original (Including Supplemental) Assessment of All Taxable Property

  Tax Collection

  Analysis of Tax Levies and Collection – Unaudited Ten Year Summary

  Schedule of Delinquent Property Taxes Receivable – by Type

  Principal Taxpayers

  Principal Taxpayers – Unaudited

- **FIVE YEAR SUMMARIES OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES**

  General Fund

  Special Revenue Funds

  Debt Service Funds

- **COMPUTATION OF NET GENERAL OBLIGATION DEBT**
- **DEBT RATIOS**
- **CALCULATION OF SELF-SUPPORTING DEBT**

  Historical Debt Ratios

  Historical Debt Ratios – Ten Year Summary

  Total Debt Service Secured by ad Valorem Taxes

- **INVESTMENT POLICY**
- **MASS TRANSIT EXPENDITURES**
- **DISTRICT ENERGY SYSTEM OVERVIEW**

APPENDIX A

GENERAL PURPOSE FINANCIAL STATEMENTS

FOR THE

YEAR ENDED

JUNE 30, 2004

GENERAL PURPOSE FINANCIAL STATEMENTS

Audited Financial Statements of the Metropolitan Government of Nashville and Davidson County, Tennessee ("the Metropolitan Government") and supplementary information as of and for the fiscal year ending June 30, 2004 together with the independent auditors' report from KPMG LLP (1) have been filed with each nationally recognized municipal securities information repository, as described herein under "Continuing Disclosure", and may be obtained from them in accordance with their respective procedures, (2) are available through the website of the Metropolitan Government's Department of Finance at **www.nashville.gov/finance/investor_relations.asp**, and (3) are included as part of this Appendix A. To the extent there are any differences between the electronically posted financial statements of the Metropolitan Government and the printed financial statements of the Metropolitan Government, the printed version shall control.

Only the following items, each of which has been posted on the website referenced above, are described above and incorporated herein by reference:

For the Year Ended June 30, 2004

- Independent Auditor's Report, dated October 31, 2004
- Management's Discussion and Analysis
- Statement of Net Assets
- Statement of Activities
- Balance Sheet, Governmental Funds
- Reconciliation of the Balance Sheet to the Statement of Net Assets, Governmental Funds
- Statement of Revenues, Expenditures, and Changes in Fund Balance, Governmental Funds
- Reconciliation of the Statement of Revenues, Expenditures and Changes in Fund Balances of Governmental Funds to the Statement of Activities
- Statement of Revenues, Expenditures and Changes in Fund Balance – Budget and Actual, General Fund
- Statement of Revenues, Expenditures, Encumbrances and Changes in Fund Balances – Budget and Actual, Budgetary Basis (Non-GAAP), General Purpose School Fund
- Statement of Net Assets, Proprietary Funds
- Statement of Revenues, Expenses and Changes in Fund Net Assets, Proprietary Funds
- Statement of Cash Flows, Proprietary Funds
- Statement of Fiduciary Net Assets, Fiduciary Funds
- Statement of Changes in Fiduciary Net Assets, Fiduciary Funds
- Statement of Net Assets, Component Units
- Statement of Activities, Component Units
- Notes to the Financial Statements

APPENDIX B

FORM OF OPINION OF
BOND COUNSEL

[Form of Opinion of Bond Counsel]

Bass, Berry & Sims PLC
315 Deaderick Street, Suite 2700
Nashville, Tennessee 37238-3001

[to be dated closing date]

We have acted as bond counsel in connection with the issuance by The Metropolitan Government of Nashville and Davidson County (Tennessee) (the "Issuer") of $150,995,000 General Obligation Bonds, Series 2005A, dated the date hereof and $190,460,000 General Obligation Refunding Bonds, Series 2005B, dated the date hereof (together, the "Bonds"). In such capacity, we have examined the law and such certified proceedings and other documents as we deemed necessary to render this opinion, including, but not limited to, Resolutions Nos. RS2001-502 and RS2005-747, both as amended, (together, the "Resolutions") authorizing the issuance and sale of the Bonds. The terms used herein, but not defined herein, shall have the respective meanings given such terms in the Resolutions.

As to questions of fact material to our opinion, we have relied upon the certified proceedings and other certifications of public officials and others furnished to us without undertaking to verify such facts by independent investigation.

Based on the foregoing, we are of the opinion, as of the date hereof, as follows:

1. The Bonds have been duly authorized, executed and issued in accordance with the constitution and laws of the State of Tennessee and are valid and binding general obligations of the Issuer.

2. The Resolutions authorizing the Bonds have been duly and lawfully adopted, are in full force and effect and are valid and binding agreements of the Issuer enforceable in accordance with their terms.

3. The Bonds constitute general obligations of the Issuer for the payment of which the Issuer has validly and irrevocably pledged its full faith and credit and unlimited taxing power, and the full faith and credit of Metropolitan Government is pledged to the payment thereof.

4. Interest on the Bonds (including any original issue discount properly allocable to an owner thereof) is excluded from gross income for federal income tax purposes and is not an item of tax preference for purposes of the federal alternative minimum tax imposed on individuals and corporations; provided, however, that for purposes of computing the alternative minimum tax imposed on certain corporations (as defined for federal income tax purposes), such interest is taken into account in determining adjusted current earnings. The opinion set forth in the preceding sentence is subject to the condition that the Issuer comply with all requirements of the Internal Revenue Code of 1986, as amended, that must be satisfied subsequent to the issuance of the Bonds in order that interest thereon be, or continue to be, excluded from gross income for federal income tax purposes. The Issuer has covenanted to comply with all such requirements. Failure to comply with certain of such requirements could cause interest on the Bonds to be so included in gross income retroactive to the date of issuance of the Bonds. Except as set forth in this paragraph, we express no opinion regarding other federal tax consequences arising with respect to the Bonds.

5. Under existing law, the Bonds and the income therefrom are exempt from all present state, county and municipal taxes in Tennessee except (a) inheritance, transfer and estate taxes, (b) Tennessee excise taxes on all or a portion of the interest on the Bonds during the period such Bonds are held or beneficially owned by any organization or entity, other than a sole proprietorship or general partnership, doing business in the State of Tennessee, and (c) Tennessee franchise taxes by reason of the inclusion of the book value of the Bonds in the Tennessee franchise tax base of any organization or entity, other than a sole proprietorship or general partnership, doing business in the State of Tennessee.

It is to be understood that the rights of the owners of the Bonds and the enforceability of the Bonds and the resolution authorizing the Bonds may be limited by bankruptcy, insolvency, reorganization, moratorium, and other similar laws affecting creditors' rights generally and by equitable principles, whether considered at law or in equity.

We express no opinion herein as to the accuracy, adequacy or completeness of the Official Statement relating to the Bonds.

This opinion is given as of the date hereof, and we assume no obligation to update or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Very truly yours,

BASS, BERRY & SIMS, PLC

APPENDIX C

BONDS TO BE REFUNDED

BONDS TO BE REFUNDED

GENERAL OBLIGATION MULTI-PURPOSE IMPROVEMENT BONDS, SERIES 1997A

Maturity (November 15)	Amount	Interest Rate	Redemption Date	Redemption Price
2007	$ 8,260,000	5.125%	November 15, 2006	101.0%
2008	3,945,000	5.125	November 15, 2006	101.0
2009	4,140,000	5.125	November 15, 2006	101.0
2010	4,345,000	5.125	November 15, 2006	101.0
2011	4,565,000	5.125	November 15, 2006	101.0
2012	4,795,000	5.125	November 15, 2006	101.0
2013	5,040,000	5.125	November 15, 2006	101.0
2014	5,290,000	5.125	November 15, 2006	101.0
2015	5,555,000	5.125	November 15, 2006	101.0
2016	5,830,000	5.125	November 15, 2006	101.0
2017	6,125,000	5.125	November 15, 2006	101.0
2018*	2,645,000	5.125	November 15, 2006	101.0
2019*	2,775,000	5.125	November 15, 2006	101.0
	$ 63,310,000			

*Part of 2019 term bond.

GENERAL OBLIGATION PUBLIC IMPROVEMENT AND REFUNDING BONDS, SERIES 1999

Maturity (November 15)	Amount	Interest Rate	Redemption Date	Redemption Price
2011	$ 7,035,000	5.125%	May 15, 2009	101.0%
2012	7,355,000	5.125	May 15, 2009	101.0
2013	7,705,000	5.125	May 15, 2009	101.0
2014	8,070,000	5.125	May 15, 2009	101.0
2015	8,455,000	5.125	May 15, 2009	101.0
2016	8,865,000	5.125	May 15, 2009	101.0
2017	9,295,000	5.125	May 15, 2009	101.0
2018	9,755,000	5.125	May 15, 2009	101.0
2019	10,245,000	5.125	May 15, 2009	101.0
	$ 76,780,000			

GENERAL OBLIGATION MULTI-PURPOSE IMPROVEMENT BONDS, SERIES 2001A

Maturity (October 15)	Amount	Interest Rate	Redemption Date	Redemption Price
2015	$ 10,865,000	5.500%	October 15, 2011	100.0%
2016	9,235,000	5.500	October 15, 2011	100.0
2017	7,055,000	5.500	October 15, 2011	100.0
2018	7,445,000	5.250	October 15, 2011	100.0
	$ 34,600,000			

GENERAL OBLIGATION MULTI-PURPOSE BONDS, SERIES 2003

Maturity (April 1)	Amount	Interest Rate	Redemption Date	Redemption Price
2014	$ 5,305,000	5.000%	April 1, 2012	100.0%
2015	6,225,000	5.000	April 1, 2012	100.0
2016	5,880,000	5.000	April 1, 2012	100.0
	$ 17,410,000			
Total	$ 192,100,000			

APPENDIX D

CONTINUING DISCLOSURE UNDERTAKING

CONTINUING DISCLOSURE

The Metropolitan Government will at the time the Bonds are delivered execute a Continuing Disclosure Certificate under which it will covenant for the benefit of holders and beneficial owners of the Bonds to provide certain financial information and operating data relating to the Metropolitan Government by not later than nine months after the end of the fiscal year commencing with the fiscal year ending June 30, 2005 (the "Annual Report"), and to provide notice of the occurrence of certain enumerated events, if determined by the Metropolitan Government to be material under applicable federal securities laws. The Annual Report (and audited financial statements if filed separately) will be filed by the Metropolitan Government with each Nationally Recognized Municipal Securities Information Repository (the "Repositories") and any State Information Depository which may be established in Tennessee (the "SID"). If the Metropolitan Government is unable to provide the Annual Report to the Repositories and the SID, if any, by the date set forth above for the filing of the Annual Report, notice of such failure shall be sent to the Repositories and the SID, if any, on or before such date. The notices of material events will be filed by the Metropolitan Government either with the Repositories or with the Municipal Securities Rulemaking Board and any SID. The specific nature of the information to be contained in the Annual Report or the notices of material events is summarized below. These covenants have been made in order to assist the Purchaser in complying with SEC Rule 15c2-12(b) (the "Rule"). The Metropolitan Government has never failed to comply in all material respects with any previous undertakings with regard to the Rule to provide Annual Reports or notices of Material Events.

Content of Annual Reports. The Metropolitan Government's Annual Report shall contain or incorporate by reference the General Purpose Financial Statements of the Metropolitan Government for the fiscal year, prepared in accordance with generally accepted accounting principles;, provided, however, if the Metropolitan Government's audited financial statements are not available by the time the Annual Report is required to be filed, the Annual Report shall contain unaudited financial statements in a format similar to the financial statements contained herein, and the audited financial statements shall be filed when available. The Annual Report shall also include in a similar format the following information from the Metropolitan Government's YEARLY INFORMATION STATEMENT.

"PRIORITY CAPITAL PROJECTS PLANNING"

"REVENUES"

"PROPERTY TAXES"

"SUMMARY OF MAJOR FUNDS"

"COMPUTATION OF NET GENERAL OBLIGATION DEBT"

"DEBT RATIOS"

"CALCULATION OF SELF-SUPPORTING DEBT"

"HISTORICAL DEBT RATIOS"

"SUMMARY OF THE UNFUNDED PENSION BENEFIT OBLIGATION OF THE CITY AND METROPOLITAN GOVERNMENT PLANS AND THE BOARD OF EDUCATION PLANS"

Any or all of the items above may be incorporated by reference from other documents, including OFFICIAL STATEMENTS in final form for debt issues of the Metropolitan Government or related public entities, which have been submitted to each of the Repositories or the Securities and Exchange Commission. If the document incorporated by reference is a final OFFICIAL STATEMENT, in final form, it will be available from the Municipal Securities Rulemaking Board. The Metropolitan Government shall clearly identify each such other document so incorporated by reference.

Reporting of Significant Events. The Metropolitan Government will file notice regarding material events either with the Repositories or with the Municipal Securities Rulemaking Board and SID, if any, as follows:

1. Whenever the Metropolitan Government obtains knowledge of the occurrence of a Listed Event (as defined in (3) below), the Metropolitan Government shall as soon as possible determine if such event would be material under applicable Federal securities laws.

2. If the Metropolitan Government determines that knowledge of the occurrence of a Listed Event would be material (under applicable Federal securities laws), the Metropolitan Government shall promptly file a notice of such occurrence either with the Repositories or with the Municipal Securities Rulemaking Board and SID, if any. Notwithstanding the foregoing, notice of Listed Events described in subsection (3)(h) and (i) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to holders of affected Bonds pursuant to the Resolution.

3. The following are the Listed Events:

    a. Principal and interest payment delinquencies;

    b. Non-payment related defaults;

    c. Unscheduled draws on debt service reserves reflecting financial difficulties;

    d. Unscheduled draws on credit enhancements reflecting financial difficulties;

    e. Substitution of credit or liquidity providers, or their failure to perform;

    f. Adverse tax opinions or events affecting the tax-exempt status of the Bonds;

    g. Modifications to rights of security Bondholders;

    h. Bond calls;

    i. Defeasances;

    j. Release, substitution, or sale of property securing repayment of the Bonds; and

    k. Rating changes.

Termination of Reporting Obligation. The Metropolitan Government's obligations under the Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds.

Amendment; Waiver. Notwithstanding any other provision of the Disclosure Certificate, the Metropolitan Government may amend the Disclosure Certificate, and any provision of the Disclosure Certificate may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions concerning the Annual Report and Reporting of Significant Events it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the Bonds, or the type of business conducted;

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver either (i) is approved by the Holders of the Bonds in the same manner as provided in the Resolution for amendments to the Resolution with the consent of Holders, or (ii) does not, in the opinion of the Trustee or nationally recognized bond counsel, materially impair the interests of the Holders or beneficial owners of the Bonds.

In the event of any amendment or waiver of a provision of the Disclosure Certificate, the Metropolitan Government shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or, in the case of a change of accounting principles, on the presentation) of financial information or operating data being presented by the Metropolitan Government. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given, and (ii) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Default. In the event of a failure of the Metropolitan Government to comply with any provision of the Disclosure Certificate, any Bondholder or any Beneficial Owner may take such actions as may be necessary and appropriate, including seeking mandate or specific performance by court order, to cause the Metropolitan Government to comply with its obligations under the Disclosure Certificate. A default under the Disclosure Certificate shall not be deemed an event of default, if any, under the Resolution, and the sole remedy under the Disclosure Certificate in the event of any failure of the Metropolitan Government to comply with the Disclosure Certificate shall be an action to compel performance.

APPENDIX E

FORM OF INSURANCE POLICY

The MBIA Insurance Corporation Insurance Policy

The following information has been furnished by MBIA Insurance Corporation ("MBIA") for use in this Official Statement. A specimen of MBIA's policy is included in this appendix.

The MBIA Policy unconditionally and irrevocably guarantees the full and complete payment required to be made by or on behalf of the Company to the Paying Agent or its successor of an amount equal to (i) the principal of (either at the stated maturity or by an advancement of maturity pursuant to a mandatory sinking fund payment) and interest on, the bonds being offered maturing on and after January 1, 2016 as such payments shall become due but shall not be so paid (except that in the event of any acceleration of the due date of such principal by reason of mandatory or optional redemption or acceleration resulting from default or otherwise, other than any advancement of maturity pursuant to a mandatory sinking fund payment, the payments guaranteed by the MBIA Policy shall be made in such amounts and at such times as such payments of principal would have been due had there not been any such acceleration, unless MBIA elects in its sole discretion, to pay in whole or in part any principal due by reason of such acceleration); and (ii) the reimbursement of any such payment which is subsequently recovered from any Owner of the the bonds being offered maturing on and after January 1, 2016 pursuant to a final judgment by a court of competent jurisdiction that such payment constitutes an avoidable preference to such Owner within the meaning of any applicable bankruptcy law (a “Preference”).

MBIA's policy does not insure against loss of any prepayment premium which may at any time be payable with respect to any of the bonds being offered maturing on and after January 1, 2016. MBIA's policy does not, under any circumstance, insure against loss relating to: (i) optional or mandatory redemptions (other than mandatory sinking fund redemptions); (ii) any payments to be made on an accelerated basis; (iii) payments of the purchase price of the bonds being offered maturing on and after January 1, 2016 upon tender by an owner thereof; or (iv) any Preference relating to (i) through (iii) above. MBIA's policy also does not insure against nonpayment of principal of or interest on the bonds being offered maturing on and after January 1, 2016 resulting from the insolvency, negligence or any other act or omission of the Paying Agent or any other paying agent for the bonds being offered maturing on and after January 1, 2016.

Upon receipt of telephonic or telegraphic notice, such notice subsequently confirmed in writing by registered or certified mail, or upon receipt of written notice by registered or certified mail, by MBIA from the Paying Agent or any owner of a Insured Bond the payment of an insured amount for which is then due, that such required payment has not been made, MBIA on the due date of such payment or within one business day after receipt of notice of such nonpayment, whichever is later, will make a deposit of funds, in an account with U.S. Bank Trust National Association, in New York, New York, or its successor, sufficient for the payment of any such insured amounts which are then due. Upon presentment and surrender of such bonds being offered maturing on and after January 1, 2016 or presentment of such other proof of ownership of the bonds being offered maturing on and after January 1, 2016, together with any appropriate instruments of assignment to evidence the assignment of the insured amounts due on the bonds being offered maturing on and after January 1, 2016 as are paid by MBIA, and appropriate instruments to effect the appointment of MBIA as agent for such owners of the bonds being offered maturing on and after January 1, 2016 in any legal proceeding related to payment of insured amounts on the bonds being offered maturing on and after January 1, 2016, such instruments being in a form satisfactory to U.S. Bank Trust National Association, U.S. Bank Trust National Association shall disburse to such owners or the Paying Agent payment of the insured amounts due on such bonds being offered maturing on and after January 1, 2016, less any amount held by the Paying Agent for the payment of such insured amounts and legally available therefor.

MBIA

MBIA Insurance Corporation (“MBIA”) is the principal operating subsidiary of MBIA Inc., a New York Stock Exchange listed company (the “Company”). The Company is not obligated to pay the debts of or claims against MBIA. MBIA is domiciled in the State of New York and licensed to do business in and subject to regulation under the laws of all 50 states, the District of Columbia, the Commonwealth of Puerto Rico, the Commonwealth of the Northern Mariana Islands, the Virgin Islands of the United States and the Territory of Guam. MBIA has three branches, one in the Republic of France, one in the Republic of Singapore and one in the Kingdom of Spain. New York has laws prescribing minimum capital requirements, limiting classes and concentrations of investments and requiring the approval of policy rates and forms. State laws also regulate the amount of both the aggregate and individual risks that may be insured, the payment of dividends by MBIA, changes in control and transactions among affiliates. Additionally, MBIA is required to maintain contingency reserves on its liabilities in certain amounts and for certain periods of time.

MBIA does not accept any responsibility for the accuracy or completeness of this Official Statement or any information or disclosure contained herein, or omitted herefrom, other than with respect to the accuracy of the information regarding the policy and MBIA set forth under this appendix. Additionally, MBIA makes no representation regarding the bonds being offered maturing on and after January 1, 2016 or the advisability of investing in the bonds being offered maturing on and after January 1, 2016.

The Financial Guarantee Insurance Policies are not covered by the Property/Casualty Insurance Security Fund specified in Article 76 of the New York Insurance Law.

MBIA Information

The following document filed by the Company with the Securities and Exchange Commission (the "SEC") is incorporated herein by reference:

(1) The Company's Annual Report on Form 10-K for the year ended December 31, 2004.

Any documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act of 1934, as amended, after the date of the Company's most recent Quarterly Report on form 10-Q, and prior to the termination of the offering of the bonds being offered maturing on and after January 1, 2016 offered hereby shall be deemed to be incorporated by reference in this Official Statement and to be a part hereof. Any statement contained in a document incorporated or deemed to be incorporated by reference herein, or contained in this Official Statement, shall be deemed to be modified or superseded for purposes of this Official Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Official Statement.

The Company files annual, quarterly and special reports, information statements and other information with the SEC under File No. 1-9583. Copies of the SEC filings (including (1) the Company's Annual Report on Form 10-K for the year ended December 31, 2004, and (2) the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2004, June 30, 2004 and September 30, 2004) are available (i) over the Internet at the SEC's web site at http://www.sec.gov; (ii) at the SEC's public reference room in Washington D.C.; (iii) over the Internet at the Company's web site at http://www.mbia.com; and (iv) at no cost, upon request to MBIA Insurance Corporation, 113 King Street, Armonk, New York 10504. The telephone number of MBIA is (914) 273-4545.

As of December 31, 2003, MBIA had admitted assets of $9.9 billion (audited), total liabilities of $6.2 billion (audited), and total capital and surplus of $3.7 billion (audited) determined in accordance with statutory accounting practices prescribed or permitted by insurance regulatory authorities. As of December 31, 2004 MBIA had admitted assets of $10.3 billion (unaudited), total liabilities of $6.9 billion (unaudited), and total capital and surplus of $3.3 billion (unaudited) determined in accordance with statutory accounting practices prescribed or permitted by insurance regulatory authorities.

Financial Strength Ratings of MBIA

Moody's Investors Service, Inc. rates the financial strength of MBIA "Aaa."

Standard & Poor's, a division of The McGraw-Hill Companies, Inc. rates the financial strength of MBIA "AAA."

Fitch Ratings rates the financial strength of MBIA "AAA."

Each rating of MBIA should be evaluated independently. The ratings reflect the respective rating agency's current assessment of the creditworthiness of MBIA and its ability to pay claims on its policies of insurance. Any further explanation as to the significance of the above ratings may be obtained only from the applicable rating agency.

The above ratings are not recommendations to buy, sell or hold the bonds being offered maturing on and after January 1, 2016, and such ratings may be subject to revision or withdrawal at any time by the rating agencies. Any downward revision or withdrawal of any of the above ratings may have an adverse effect on the market price of the bonds being offered maturing on and after January 1, 2016. MBIA does not guaranty the market price of the bonds being offered maturing on and after January 1, 2016 nor does it guaranty that the ratings on the bonds being offered maturing on and after January 1, 2016 will not be revised or withdrawn.

FINANCIAL GUARANTY INSURANCE POLICY

MBIA Insurance Corporation
Armonk, New York 10504

Policy No. [NUMBER]

MBIA Insurance Corporation (the "Insurer"), in consideration of the payment of the premium and subject to the terms of this policy, hereby unconditionally and irrevocably guarantees to any owner, as hereinafter defined, of the following described obligations, the full and complete payment required to be made by or on behalf of the Issuer to [PAYING AGENT/TRUSTEE] or its successor (the "Paying Agent") of an amount equal to (i) the principal of (either at the stated maturity or by any advancement of maturity pursuant to a mandatory sinking fund payment) and interest on, the Obligations (as that term is defined below) as such payments shall become due but shall not be so paid (except that in the event of any acceleration of the due date of such principal by reason of mandatory or optional redemption or acceleration resulting from default or otherwise, other than any advancement of maturity pursuant to a mandatory sinking fund payment, the payments guaranteed hereby shall be made in such amounts and at such times as such payments of principal would have been due had there not been any such acceleration, unless the Insurer elects in its sole discretion, to pay in whole or in part any principal due by reason of such acceleration); and (ii) the reimbursement of any such payment which is subsequently recovered from any owner pursuant to a final judgment by a court of competent jurisdiction that such payment constitutes an avoidable preference to such owner within the meaning of any applicable bankruptcy law. The amounts referred to in clauses (i) and (ii) of the preceding sentence shall be referred to herein collectively as the "Insured Amounts." "Obligations" shall mean:

[PAR]
[LEGAL NAME OF ISSUE]

Upon receipt of telephonic or telegraphic notice, such notice subsequently confirmed in writing by registered or certified mail, or upon receipt of written notice by registered or certified mail, by the Insurer from the Paying Agent or any owner of an Obligation the payment of an Insured Amount for which is then due, that such required payment has not been made, the Insurer on the due date of such payment or within one business day after receipt of notice of such nonpayment, whichever is later, will make a deposit of funds, in an account with U.S. Bank Trust National Association, in New York, New York, or its successor, sufficient for the payment of any such Insured Amounts which are then due. Upon presentment and surrender of such Obligations or presentment of such other proof of ownership of the Obligations, together with any appropriate instruments of assignment to evidence the assignment of the Insured Amounts due on the Obligations as are paid by the Insurer, and appropriate instruments to effect the appointment of the Insurer as agent for such owners of the Obligations in any legal proceeding related to payment of Insured Amounts on the Obligations, such instruments being in a form satisfactory to U.S. Bank Trust National Association, U.S. Bank Trust National Association shall disburse to such owners, or the Paying Agent payment of the Insured Amounts due on such Obligations, less any amount held by the Paying Agent for the payment of such Insured Amounts and legally available therefor. This policy does not insure against loss of any prepayment premium which may at any time be payable with respect to any Obligation.

As used herein, the term "owner" shall mean the registered owner of any Obligation as indicated in the books maintained by the Paying Agent, the Issuer, or any designee of the Issuer for such purpose. The term owner shall not include the Issuer or any party whose agreement with the Issuer constitutes the underlying security for the Obligations.

Any service of process on the Insurer may be made to the Insurer at its offices located at 113 King Street, Armonk, New York 10504 and such service of process shall be valid and binding.

This policy is non-cancellable for any reason. The premium on this policy is not refundable for any reason including the payment prior to maturity of the Obligations.

IN WITNESS WHEREOF, the Insurer has caused this policy to be executed in facsimile on its behalf by its duly authorized officers, this [DAY] day of [MONTH, YEAR].

MBIA Insurance Corporation

SPECIMEN

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President

Attest: ____________________________
Assistant Secretary

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