NEW ISSUE – BOOK ENTRY ONLY

Underlying Ratings:
Moody's: Aa2
Standard & Poor's: AA
Fitch Ratings: AA

Insured Ratings (May 15, 2010-2017and 2026-2030):
Moody's: Aaa
Standard & Poor's: AAA
Fitch Ratings: AAA

$186,890,000
The Metropolitan Government of Nashville and Davidson County (Tennessee) General Obligation Refunding Bonds, Series 2007A

Dated: Date of Delivery **Due: May 15, as shown on the inside cover**

We prepared this Official Statement to provide you with information about the 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 2007A 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 2007A Bonds. We are not restricted from issuing additional general obligation bonds. *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	May 15 and November 15, beginning May 15, 2007
Redemption	Bonds maturing on or after May 15, 2018 are callable at par at any time in any amount on or after May 15, 2017. *See page I-8.* Bonds maturing on May 15, 2030 are subject to mandatory sinking fund redemption at par. *See page I-8.*
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 April 24, 2007.
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.
Bond Insurance	Scheduled payments of principal of and interest on the Bonds maturing May 15, 2010 through May 15, 2017, and May 15, 2026 through May 15, 2030 will be guaranteed under a financial guaranty insurance policy to issued concurrently with the delivery of the Bonds by MBIA Insurance Corporation.

The Bonds were sold at a competitive sale on April 3, 2007. The interest rates we pay resulted from the award of the Bonds and are shown inside the cover.

Goldman, Sachs & Co.

April 3, 2007

The Metropolitan Government of Nashville and Davidson County (Tennessee)

$186,890,000 General Obligation Refunding Bonds, Series 2007A

Maturity (May 15)	Principal Amount	Interest Rate	Yield	CUSIP
2008	$60,000	4.00%	3.580%	592112BU9
2009	60,000	4.00	3.580	592112BV7
2010	455,000	4.00	3.590	592112BW5
2011	470,000	4.00	3.640	592112BX3
2012	5,255,000	5.00	3.670	592112BY1
2013	5,500,000	5.00	3.730	592112BZ8
2014	5,775,000	5.00	3.760	592112CA2
2015	6,060,000	5.00	3.810	592112CB0
2016	6,355,000	5.00	3.860	592112CC8
2017	6,665,000	5.00	3.910	592112CD6
2018	7,000,000	5.00	3.990*	592112CE4
2019	14,515,000	5.00	4.030*	592112CF1
2020	15,225,000	5.00	4.065*	592112CG9
2021	14,240,000	5.00	4.100*	592112CH7
2022	14,940,000	5.00	4.130*	592112CJ3
2023	15,660,000	5.00	4.180*	592112CK0
2024	16,430,000	5.00	4.200*	592112CL8
2025	17,225,000	5.00	4.220*	592112CM6
2026	7,890,000	5.00	4.170*	592112CN4
2027	8,265,000	5.00	4.180*	592112CP9
2028	8,665,000	5.00	4.190*	592112CQ7

$10,180,000 4.50% Term Bond maturing May 15, 2030 Yield 4.520% CUSIP 592112CR5

SOURCES AND USES OF FUNDS

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

Sources

Bond Par Amount	$186,890,000.00
Net Original Issue Premium (Discount)	12,632,569.95
Debt Service Fund Monies	50,000.00
Total Sources	$199,572,569.95

Uses

Deposit to Escrow Fund	$198,934,669.78
Costs of Issuance [(1)]	360,000.00
Purchaser's Discount[(2)]	274,728.30
Additional Proceeds	3,171.87
Total Uses	$199,572,569.95

(1) Includes fee estimates for the financial advisor, bond counsel, rating agencies, printing, verification agent, and other expenses associated with the issuance of the Bonds.
(2) Includes Purchaser's Discount and 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 Bonds. This official statement does not constitute an offer to sell, or the solicitation of an offer to buy, the 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 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.

Table of Contents

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

Sue Cain
Deputy Director of Law

Lannie Holland
Treasurer

Kim McDoniel
Assistant Director of Finance

Marilyn S. Swing
Metropolitan Clerk

THE METROPOLITAN GOVERNMENT OF NASHVILLE AND DAVIDSON COUNTY (TENNESSEE)
FINANCIAL SUMMARIES

SUMMARY OF GENERAL FUND, FISCAL YEARS 2006-2002
(in thousands of dollars)

	2006	2005	2004	2003	2002
Beginning Fund Balance	$ 37,277	$ 36,186	$ 79,105	$ 109,488	$ 100,051
Revenues	776,280	646,697	630,277	642,518	633,548
Expenditures	(722,217)	(611,801)	(639,586)	(608,877)	(575,598)
Other Financing Sources (Uses)	(44,406)	(33,805)	(33,610)	(64,024)	(48,513)
Ending Fund Balance	$ 46,934	$ 37,277	$ 36,186	$ 79,105	$ 109,488
Unreserved Fund Balance	$ 43,460	$ 35,269	$ 33,818	$ 31,160	$ 63,858

Source: Metropolitan Government Department of Finance

AUDITED GENERAL FUND RESULTS, FISCAL YEAR 2006

	Combined General Fund		
	Budgeted	**Actual**	**Difference**
Revenues	$ 760,213,083	$ 776,279,813	$ 16,066,730
Expenditures	726,378,227	722,216,626	(4,161,601)
Other Finance Sources (Uses)	(37,785,124)	(44,405,936)	(6,620,812)
Net Change in Fund Balance	$ (3,950,268)	$ 9,657,251	$ 13,607,519

Source: Metropolitan Government Department of Finance

AUDITED CHANGE IN UNRESERVED GENERAL FUND BALANCE BETWEEN FY2005 & FY2006

Unreserved Fund Balance at June 30, 2005	$ 35,268,998
Excess Revenue Over Expenditures	9,657,251
Change in Reserved Fund Balance	(1,466,551)
Unreserved Fund Balance at June 30, 2006	$ 43,459,698

Source: Metropolitan Government Department of Finance

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OFFICIAL STATEMENT

$186,890,000
THE METROPOLITAN GOVERNMENT
OF NASHVILLE AND DAVIDSON COUNTY (TENNESSEE)
GENERAL OBLIGATION REFUNDING BONDS, SERIES 2007A

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 March 20, 2007 and April 3, 2007, 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 Lannie Holland, Treasurer, 222 Third Avenue North, Suite 110, Nashville, Tennessee 37201, (615-862-6112).

THE BONDS

General

The General Obligation Refunding Bonds, Series 2007A (the "Series 2007A Bonds") are being offered to advance and currently 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 2007A 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 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 be made 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 be made 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 2007A Bonds are being offered to refund the outstanding general obligation bonds described in Appendix C (the "Refunded Bonds").

The Refunded Bonds were previously issued to finance or to refinance various public improvement projects.

We will use a portion of the proceeds from the sale of the Bonds to purchase U.S. Treasury Securities (State and Local Government Series) (the "Escrow Investments"). We will deposit the Escrow Investments with Deutsche

Bank National Trust Company (the “Escrow Agent”) to be held in escrow pursuant to an Escrow Agreement between the Escrow Agent and us. The Escrow Agreement directs the Escrow Agent to apply the Escrow Investments and the proceeds therefrom to the payment of the Refunded Bonds.

Verification

Robert Thomas CPA, LLC will verify the arithmetical accuracy of (i) the mathematical computation of the adequacy of the Escrow Investments 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.

By referendum held on November 7, 2006, our voters amended our Charter, purporting to require that all future increases of our maximum ad valorem real property tax rates be first approved by voter referendum. The total ad valorem real property tax rate is currently $4.69 per hundred dollars of assessed property value. Approximately $0.73 of the total tax rate is necessary to provide for the payment of debt service on our currently outstanding general obligation bonded indebtedness. The balance is used to pay for other governmental expenses. The Charter amendment does not purport to specifically limit that portion of the tax rate allocable to the payment of debt service.

Our Department of Law and Bond Counsel have each advised us that they are of the opinion that a court would likely find the Charter amendment to be invalid because it unconstitutionally limits the exercise of taxing authority by the Metropolitan Council. While there may be a court challenge as to the validity of the Charter amendment, we cannot predict the timing of any such challenge or be certain of its outcome.

We have pledged our full faith and credit and unlimited taxing power to the payment of the Bonds (as well as our other outstanding general obligation indebtedness). Bond counsel has advised us that it will opine that the pledge of our unlimited taxing power is valid, binding and enforceable against us. (See Appendix B for a form of Bond Counsel’s opinion.) Bond counsel has advised us that it specifically considered the impact of the Charter amendment on our ability to pledge our unlimited taxing power to the payment of the Bonds, and concluded that the Charter amendment does not limit our ability to impose sufficient taxes to fund debt service on the Bonds (or other general obligation indebtedness).

Bond counsel has advised us that it arrived at its conclusion on the following grounds:

- The Bonds are issued pursuant to Tennessee Code Annotated Sections 9-21-101 et. seq. (the "Local Government Public Obligations Law" or "LGPOL").
- The LGPOL requires that the payment of our general obligation bonds and notes be secured by our “full faith, credit and unlimited taxing power”.
- The LGPOL states that "a tax sufficient to pay when due the principal of and interest on the general obligation bonds shall be levied annually and assessed, collected and paid in like manner with the other taxes of the local government and shall be in addition to all other taxes authorized or limited by law.” Therefore, the debt service tax levy established by the LGPOL is separate from and in addition to all other taxes authorized or limited by law, and thus not subject to the limitations of the Charter amendment.
- The provisions of the LGPOL prevail over conflicting provisions of our Charter. The LGPOL provides: "…to the extent the provisions of this law conflict with any other provisions of law…the provisions of this chapter shall prevail with respect to all bonds and notes issued under this chapter. Bonds and notes may be issued hereunder…without regard to the requirements, restrictions or procedural provisions contained in any other law or any home rule charter…." Therefore, the LGPOL’s requirement that our unlimited taxing power be pledged to the payment of the Bonds prevails over any conflicting requirement of our Charter.

If valid, the Charter amendment would limit our ability to raise additional revenues for other governmental requirements by increasing real property tax rates. It is unclear whether the maximum tax rate imposed by the Charter amendment, if valid, would be automatically raised by any additional debt service levies required by the LGPOL, or whether additional debt service tax levies would force a corresponding reduction in the amount of the property tax rate allocated to other governmental requirements. The information set forth in Part II and Appendix A of this Official Statement details the percentage of our budget funded with ad valorem property tax revenues, and provides other pertinent information regarding our collection and expenditure of ad valorem property tax revenues. You should review those sections of the Official Statement as you consider the impact of the Charter amendment.

Redemption Provisions

Optional Redemption

We may opt to redeem any bonds being offered which mature on or after May 15, 2018 in whole or in part at any time on or after May 15, 2017 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.

Mandatory Sinking Fund Redemption

The term bond being offered and maturing on May 15, 2030 is subject to mandatory sinking fund redemptions in part by lot as shown below at a redemption price equal to the principal amount to be redeemed, plus accrued interest to the redemption date:

Date (May 15)	Principal Amount
2029	$4,980,000
2030	5,200,000

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. The Registration and Paying Agent will register all Bonds 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 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 the said Beneficial Owner's holdings, from the Direct or Indirect Participants through which the Beneficial Owner entered into the transaction.

Transfers of ownership interests in the Bonds 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, except in the event that use of the book-entry system for the Bonds 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 are; its records show only the identity of the Direct Participants to whose accounts the Bonds are credited, which may or may not be the Beneficial Owner's. 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, 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 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. 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 to DTC through the Registration and Paying Agent. 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 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. 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.

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

Moody's Investor Service, Inc., Standard & Poor's Rating Group, and Fitch Ratings have assigned the Bonds maturing May 15, 2010 through May 15, 2017, and May 15, 2026 through May 15, 2030 ratings of Aaa, AAA, and AAA, respectively, with the understanding that a municipal bond insurance policy guaranteeing payment when due of principal of and interest on such maturities of the Bonds will be issued by MBIA Insurance Corporation.

At our request, several rating agencies have assigned an underlying rating to the Bonds:

Rating	Rating Agency
Aa2	Moody's Investors Service, Inc.
AA	Standard & Poor's Ratings Services
AA	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 – that is, we may discharge our obligations with respect to the Bonds 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 when due. "Defeasance Investments" include direct obligations of the United States of America, or obligations on which the principal and interest are guaranteed by the United States of America, or any of its agencies; 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 as described above, then the registered owners of the Bonds will be entitled only to payment from the moneys or Defeasance Investments deposited for that purpose.

MBIA INSURANCE POLICY

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 May 15, 2010 through May 15, 2017, and May 15, 2026 through May 15, 2030 (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 June 30, 2006)

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
2007	93,845,000	74,443,399	168,288,399	-	541,517	541,517	-	4,514,841	4,514,841	93,845,000	70,470,075	164,315,075	5.85%
2008	92,980,000	73,726,469	166,706,469	60,000	9,283,150	9,343,150	-	9,787,433	9,787,433	93,040,000	73,222,186	166,262,186	11.65%
2009	83,770,000	69,143,473	152,913,473	60,000	9,280,750	9,340,750	-	9,787,433	9,787,433	83,830,000	68,636,790	152,466,790	16.87%
2010	83,985,000	65,015,793	149,000,793	455,000	9,278,350	9,733,350	470,000	9,787,433	10,257,433	83,970,000	64,506,710	148,476,710	22.10%
2011	84,740,000	60,883,990	145,623,990	470,000	9,260,150	9,730,150	495,000	9,764,168	10,259,168	84,715,000	60,379,972	145,094,972	27.38%
2012	79,570,000	57,074,299	136,644,299	5,255,000	9,241,350	14,496,350	5,280,000	9,739,418	15,019,418	79,545,000	56,576,231	136,121,231	32.34%
2013	80,215,000	53,158,480	133,373,480	5,500,000	8,978,600	14,478,600	5,530,000	9,475,418	15,005,418	80,185,000	52,661,662	132,846,662	37.34%
2014	80,650,000	49,241,966	129,891,966	5,775,000	8,703,600	14,478,600	5,805,000	9,198,918	15,003,918	80,620,000	48,746,649	129,366,649	42.36%
2015	83,410,000	45,209,839	128,619,839	6,060,000	8,414,850	14,474,850	6,095,000	8,902,863	14,997,863	83,375,000	44,721,826	128,096,826	47.56%
2016	91,005,000	41,106,691	132,111,691	6,355,000	8,111,850	14,466,850	6,400,000	8,590,494	14,990,494	90,960,000	40,628,047	131,588,047	53.22%
2017	88,225,000	36,643,090	124,868,090	6,665,000	7,794,100	14,459,100	6,725,000	8,262,494	14,987,494	88,165,000	36,174,696	124,339,696	58.72%
2018	72,005,000	32,775,710	104,780,710	7,000,000	7,460,850	14,460,850	7,070,000	7,917,838	14,987,838	71,935,000	32,318,722	104,253,722	63.20%
2019	72,795,000	29,241,046	102,036,046	14,515,000	7,110,850	21,625,850	14,830,000	7,555,500	22,385,500	72,480,000	28,796,396	101,276,396	67.72%
2020	59,350,000	25,542,000	84,892,000	15,225,000	6,385,100	21,610,100	15,560,000	6,804,719	22,364,719	59,015,000	25,122,381	84,137,381	71.40%
2021	70,595,000	22,304,693	92,899,693	14,240,000	5,623,850	19,863,850	14,510,000	5,853,269	20,363,269	70,325,000	22,075,274	92,400,274	75.78%
2022	74,250,000	18,769,537	93,019,537	14,940,000	4,911,850	19,851,850	15,250,000	5,096,947	20,346,947	73,940,000	18,584,440	92,524,440	80.39%
2023	78,045,000	15,014,268	93,059,268	15,660,000	4,164,850	19,824,850	16,025,000	4,302,216	20,327,216	77,680,000	14,876,902	92,556,902	85.23%
2024	80,640,000	11,075,236	91,715,236	16,430,000	3,381,850	19,811,850	16,845,000	3,466,884	20,311,884	80,225,000	10,990,201	91,215,201	90.23%
2025	70,710,000	7,025,860	77,735,860	17,225,000	2,560,350	19,785,350	17,700,000	2,589,019	20,289,019	70,235,000	6,997,191	77,232,191	94.60%
2026	44,195,000	3,697,866	47,892,866	7,890,000	1,699,100	9,589,100	8,085,000	1,666,556	9,751,556	44,000,000	3,730,410	47,730,410	97.35%
2027	23,975,000	1,574,456	25,549,456	8,265,000	1,304,600	9,569,600	8,500,000	1,235,941	9,735,941	23,740,000	1,643,116	25,383,116	98.83%
2028	8,935,000	783,247	9,718,247	8,665,000	891,350	9,556,350	8,935,000	783,247	9,718,247	8,665,000	891,350	9,556,350	99.37%
2029	5,115,000	416,981	5,531,981	4,980,000	458,100	5,438,100	5,115,000	416,981	5,531,981	4,980,000	458,100	5,438,100	99.68%
2030	5,385,000	141,356	5,526,356	5,200,000	234,000	5,434,000	5,385,000	141,356	5,526,356	5,200,000	234,000	5,434,000	100.00%
	$ 1,608,390,000	$ 794,009,744	$ 2,402,399,744	$ 186,890,000	$ 135,074,967	$ 321,964,967	$ 190,610,000	$ 145,641,381	$ 336,251,381	$ 1,604,670,000	$ 783,443,331	$ 2,388,113,331	

Source: Metropolitan Government Department of Finance

[1] Excludes approximately $150 million of outstanding commercial paper.

ADDITIONAL BORROWING PLANS

We are currently in the Fiscal Year 2007 - 2008 budgeting process that will include a review of the capital program for the next five years. The size of the capital program has not yet been determined. During construction, we finance authorized projects through our commercial paper program and ultimately through long-term general obligation debt. As such, we have historically issued between $200 and $250 million of general obligation bonds to mature commercial paper during the year.

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 2005 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. 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 price of the bonds maturing May 15, 2030 being offered is 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 maturing on or before May 15, 2028 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 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 during the period the Bonds 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 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 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. Certain legal matters with respect to the Metropolitan Government will be passed upon by Sue Cain, Deputy Director of Law.

UNDERWRITING

The Bonds were sold through competitive bidding on April 3, 2007 to Goldman, Sachs & Co. at a net purchase price of $199,247,841.65 (which is equal to the par amount of the Bonds plus net original issuance premium of $12,632,569.95 and less underwriting discount of $274,728.30 (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, 2006 are included in Appendix A and have been audited by KPMG LLP, independent auditors, as stated in its 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, for the fiscal year ended June 30, 2006 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 – Ten Year Summary

  Schedule of Delinquent Property Taxes Receivable – by Type

  Principal Taxpayers

  Principal Taxpayers

- **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**

(Yearly Information Statement contents continued)

APPENDIX A

GENERAL PURPOSE FINANCIAL STATEMENTS

FOR THE

YEAR ENDED

JUNE 30, 2006

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, 2006 together with the independent auditors' report from KPMG LLP (1) will be filed by March 31 of each year 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, 2006

- Independent Auditor's Report, dated October 31, 2006
- 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, and Changes in Fund Balances – Budget and Actual, 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

April 24, 2007

We have acted as bond counsel to the Metropolitan Government of Nashville and Davidson County (Tennessee) (the "Issuer") in connection with the issuance of $186,890,000 General Obligation Refunding Bonds, Series 2007 A, dated the date hereof (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, Resolution No. RS2007-1811 as supplemented and amended by Substitute Resolution No. RS2007-1847 (together, the "Resolution") 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 Resolution.

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 Resolution authorizing the Bonds has been duly and lawfully adopted, is in full force and effect and is a valid and binding agreement of the Issuer enforceable in accordance with its 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 the Issuer 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 REFUNDING BONDS, SERIES 1997

Maturity (May 15)	Amount ($)	Interest Rate (%)	Redemption Date	Redemption Price
2010	470,000	4.950	July 23, 2007	102.0
2011	495,000	5.000	July 23, 2007	102.0
2012	5,280,000	5.000	July 23, 2007	102.0
2013	5,530,000	5.000	July 23, 2007	102.0
2014	5,805,000	5.100	July 23, 2007	102.0
2015	6,095,000	5.125	July 23, 2007	102.0
2018	20,195,000	5.125	July 23, 2007	102.0
2025	60,645,000	5.125	July 23, 2007	102.0
	$ 104,515,000			

GENERAL OBLIGATION MULTI-PURPOSE IMPROVEMENT BONDS, SERIES 1997A

Maturity (November 15)	Amount($)	Interest Rate	Redemption Date	Redemption Price
2022	9,170,000	5.125	July 23, 2007	101.0
2027	18,555,000	5.125	July 23, 2007	101.0
	$ 27,725,000			

GENERAL OBLIGATION PUBLIC IMPROVEMENT AND REFUNDING BONDS, SERIES 1999

Maturity (November 15)	Amount ($)	Interest Rate (%)	Redemption Date	Redemption Price
2024	18,855,000	5.250	May 15, 2009	101.0
2029	24,360,000	5.250	May 15, 2009	101.0
	$ 43,215,000			

GENERAL OBLIGATION MULTI-PURPOSE BONDS, SERIES 2003

Maturity (April 1)	Amount($)	Interest Rate	Redemption Date	Redemption Price
2019	7,405,000	5.000	April 1, 2012	100.0
2020	7,750,000	5.000	April 1, 2012	100.0
	$ 15,155,000			

Total	$190,610,000

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, 2007 (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

MBIA INFORMATION AND FORM OF INSURANCE POLICY

THE MBIA INSURANCE CORPORATION POLICY

The following information has been furnished by MBIA Insurance Corporation ("MBIA") for use in this Official Statement. Reference is made to Appendix E for a specimen of MBIA's policy (the “Policy”).

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 the heading “The MBIA Insurance Corporation Policy”. Additionally, MBIA makes no representation regarding the Bonds or the advisability of investing in the Bonds.

The MBIA Policy unconditionally and irrevocably guarantees the full and complete payment required to be made by or on behalf of The Metropolitan Government of Nashville and Davidson County 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 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 Bonds 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 Bonds. 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 Bonds 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 resulting from the insolvency, negligence or any other act or omission of the Paying Agent or any other paying agent for the Bonds.

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 Bonds 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 or presentment of such other proof of ownership of the Bonds, together with any appropriate instruments of assignment to evidence the assignment of the insured amounts due on the Bonds as are paid by MBIA, and appropriate instruments to effect the appointment of MBIA as agent for such owners of the Bonds in any legal proceeding related to payment of insured amounts on the Bonds, 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, less any amount held by the Paying Agent for the payment of such insured amounts and legally available therefor.

MBIA Insurance Corporation

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, either directly or through subsidiaries, is licensed to do business in the Republic of France, the United Kingdom and the Kingdom of Spain and is subject to regulation under the laws of those jurisdictions.

The principal executive offices of MBIA are located at 113 King Street, Armonk, New York 10504 and the main telephone number at that address is (914) 273-4545.

Regulation

As a financial guaranty insurance company licensed to do business in the State of New York, MBIA is subject to the New York Insurance Law which, among other things, prescribes minimum capital requirements and contingency reserves against liabilities for MBIA, limits the classes and concentrations of investments that are made by MBIA and requires the approval of policy rates and forms that are employed by MBIA. State law also regulates the amount of both the aggregate and individual risks that may be insured by MBIA, the payment of dividends by MBIA, changes in control with respect to MBIA and transactions among MBIA and its affiliates.

The Policy is not covered by the Property/Casualty Insurance Security Fund specified in Article 76 of the New York Insurance Law.

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, 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. MBIA does not guaranty the market price of the Bonds nor does it guaranty that the ratings on the Bonds will not be revised or withdrawn.

MBIA Financial Information

As of December 31, 2005, MBIA had admitted assets of $11.0 billion (audited), total liabilities of $7.2 billion (audited), and total capital and surplus of $3.8 billion (audited), each as determined in accordance with statutory accounting practices prescribed or permitted by insurance regulatory authorities. As of December 31, 2006, MBIA had admitted assets of $10.9 billion (unaudited), total liabilities of $6.9 billion (unaudited), and total capital and surplus of $4.0 billion (unaudited), each as determined in accordance with statutory accounting practices prescribed or permitted by insurance regulatory authorities.

For further information concerning MBIA, see the consolidated financial statements of MBIA and its subsidiaries as of December 31, 2006 and December 31, 2005 and for each of the three years in the period ended December 31, 2006, prepared in accordance with generally accepted accounting principles, included in the Annual Report on Form 10-K of the Company for the year ended December 31, 2006 and the consolidated financial statements of MBIA and its subsidiaries as of December 31, 2006, which are hereby incorporated by reference into this Official Statement and shall be deemed to be a part hereof.

Copies of the statutory financial statements filed by MBIA with the State of New York Insurance Department are available over the Internet at the Company’s web site at http://www.mbia.com and at no cost, upon request to MBIA at its principal executive offices.

Incorporation of Certain Documents by Reference

The following document filed by the Company with the Securities and Exchange Commission (the “SEC”) is incorporated by reference into this Official Statement:

(1) The Company's Annual Report on Form 10-K for the year ended December 31, 2006

Any documents, including any financial statements of MBIA and its subsidiaries that are included therein or attached as exhibits thereto, filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the Company's most recent Quarterly Report on Form 10-Q or Annual Report on Form 10-K, and prior to the termination of the offering of the Bonds offered hereby shall be deemed to be incorporated by reference in this Official Statement and to be a part hereof from the respective dates of filing such documents. 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 Company's SEC filings (including (1) the Company's Annual Report on Form 10-K for the year ended December 31, 2006, and (2) the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2006, June 30, 2006 and September 30, 2006 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 at its principal executive offices.

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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

President

Attest:

Assistant Secretary

STD-R-7
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