

PRELIMINARY OFFICIAL STATEMENT
Dated January 9, 2012
(Bonds to be sold January 19, 2012, 11:00 a.m. E.S.T.)

BANK QUALIFIED

Moody's Rating: "___"
(See "Rating" Herein)

ELECTRONIC BIDDING VIA PARITY

BOOK-ENTRY-ONLY SYSTEM

PRELIMINARY OFFICIAL STATEMENT DEEMED NEAR FINAL UNDER SEC RULE 15c2-12(b)(1) but subject to revision, amendment and completion in a "Final Official Statement".

\$1,560,000*
OWEN COUNTY (KENTUCKY) SCHOOL DISTRICT
FINANCE CORPORATION SCHOOL BUILDING REVENUE BONDS
SERIES OF 2012

Dated: Day of Delivery (January 31, 2012)

Due: February 1, as shown below

The Bonds will be issued and registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York ("DTC"). DTC will act as securities depository for the Bonds. Purchasers will not receive certificates representing their ownership interest in the Bonds. Accordingly, principal, interest and premium, if any, on the Bonds will be paid by U.S. Bank National Association, Louisville, Kentucky, as Paying Agent and Registrar, directly to DTC or Cede & Co., its nominee. DTC will in turn remit such principal, interest or premium to the DTC Participants (as defined herein) for subsequent distribution to the Beneficial Owners (as defined herein) of the Bonds. The Bonds will be issued in denominations of \$5,000 each or integral multiples thereof, and will bear interest payable on August 1, 2012 and thereafter semiannually on each February 1 and August 1.

The Bonds maturing on and after February 1, 2023, shall be subject to prior redemption at the option of the Corporation on and after February 1, 2022, as discussed herein.

SCHEDULE OF MATURITIES

<u>Due</u>	<u>Cusip #</u> 690689	<u>Amount*</u>	<u>Rate</u>	<u>Yield</u>	<u>Due</u>	<u>Cusip #</u> 690689	<u>Amount*</u>	<u>Rate</u>	<u>Yield</u>
2/1/13		\$120,000			2/1/23		\$ 80,000		
2/1/14		115,000			2/1/24		80,000		
2/1/15		120,000			2/1/25		85,000		
2/1/16		120,000			2/1/26		15,000		
2/1/17		120,000			2/1/27		15,000		
2/1/18		125,000			2/1/28		15,000		
2/1/19		125,000			2/1/29		20,000		
2/1/20		130,000			2/1/30		20,000		
2/1/21		140,000			2/1/31		20,000		
2/1/22		75,000			2/1/32		20,000		

(plus accrued interest-when issued)

Purchaser's Option - The Purchaser of the Bonds may specify to the Financial Advisor that any Bonds may be combined with immediately succeeding sequential maturities into a Term Bond or Term Bonds, bearing a single rate of interest, with the maturities set forth above (or as may be adjusted as provided herein) being subject to mandatory redemption in such maturities for such Term Bond(s).

The Bonds are issued under and in full compliance with the Constitution and Statutes of the Commonwealth of Kentucky, including Sections 162.120 through 162.300, 162.385, and Section 58.180 of the Kentucky Revised Statutes. The Bonds constitute a limited indebtedness of the Corporation and are payable, both principal and interest, only from revenues to be derived from lease rental payments to be paid on a year-to-year basis by the Harlan Independent Board of Education to the Corporation for use of the school facilities in accordance with the terms of a Contract, Lease and Option between the Board and the Corporation.

In the opinion of Bond Counsel, interest on the Bonds is excludable from the gross income of the recipients thereof for Federal income tax purposes under existing law, regulations and court decisions, except as to certain recipients, and the Bonds and interest thereon are exempt from income taxes and ad valorem taxes in the Commonwealth of Kentucky and any political subdivision thereof. See "Tax Exemption" herein.

The Bonds are issued subject to approval of legality by Henry M. Reed III, Steptoe & Johnson, PLLC, Louisville, Kentucky, Bond Counsel to the Corporation. Delivery of the Bonds is expected on or about January 31, 2012.

*Preliminary, Subject to Permitted Adjustment.

FIRST KENTUCKY SECURITIES CORPORATION
Fiscal Agent

**OWEN COUNTY (KENTUCKY) SCHOOL DISTRICT
FINANCE CORPORATION**

Board of Directors

Brian Young, President
Brett McDonald, Vice President
Stuart Bowling, Director
Larry Johnson, Director
Terry Patterson, Director

David Raleigh, Secretary
Sheila Miller, Treasurer

**OWEN COUNTY (KENTUCKY) SCHOOL DISTRICT
BOARD OF EDUCATION**

Board Members

Brian Young, Chairman
Brett McDonald, Vice Chairman
Stuart Bowling
Larry Johnson
Terry Patterson

David Raleigh, Secretary
David Raleigh, Superintendent

BOND COUNSEL

Henry M. Reed III, Steptoe & Johnson, PLLC
Louisville, Kentucky

FISCAL AGENT

First Kentucky Securities Corporation
Frankfort, Kentucky

PAYING AGENT

U.S. Bank National Association
Louisville, Kentucky

BOOK-ENTRY-ONLY-SYSTEM

No dealer, broker, salesman, or other person has been authorized by the Owen County School District Finance Corporation, the Harlan Independent Board of Education, or First Kentucky Securities Corporation, the Financial Advisor, to give any information or representations, other than those contained in this Official Statement, and if given or made, such information or representations must not be relied upon as having been authorized by any of the foregoing. This Official Statement does not constitute an offer to sell or the solicitation of any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. Except where otherwise indicated, the information set forth herein has been obtained from the Kentucky Department of Education and the Harlan Independent Board of Education and is believed to be reliable; however, such information is not guaranteed as to accuracy or completeness by, and is not to be construed as a representation by First Kentucky Securities Corporation, the Financial Advisor, or by Bond Counsel. The delivery of this Official Statement at any time does not imply that information herein is correct as of any time subsequent to the date hereof.

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PRELIMINARY OFFICIAL STATEMENT

\$1,560,000*
OWEN COUNTY (KENTUCKY) SCHOOL DISTRICT FINANCE CORPORATION
SCHOOL BUILDING REVENUE BONDS
SERIES OF 2012

Dated Date: Day of Delivery

This Official Statement, which includes the cover page, is being distributed by the Owen County School District Finance Corporation (the "Corporation") to furnish pertinent information to all who may become holders of its School Building Revenue Bonds, Series of 2012, dated the date of delivery (the "Bonds") being offered hereby pursuant to the provisions of Sections 162.120 through 162.300 and Section 162.385 of the Kentucky Revised Statutes, ("KRS") and KRS Chapter 273 and KRS Sections 58.050 through 58.140, and 58.180, and pursuant to the terms of a Bond Resolution adopted by the Corporation.

The summaries and references to Sections of the Kentucky Revised Statutes, the Bond Resolution, and the Contract, Lease and Option, as included in this Official Statement, do not purport to be comprehensive or definitive and are qualified in their entirety by reference to each such document.

DESCRIPTION OF THE BONDS

Authorization

Pursuant to Sections 162.120 through 162.300 and Section 162.385 of the Kentucky Revised Statutes and KRS Chapter 273 and KRS 58.010 through 58.140 and 58.180, the Corporation adopted a Bond Resolution (i) authorizing the issuance of \$1,560,000* School Building Revenue Bonds; (ii) approving the publication of a Notice of Sale of Bonds; (iii) approving the terms and conditions of bond sale; and (iv) authorizing the President of the Corporation to execute the Official Statement related to the Bonds.

Terms

The Bonds will be dated the date of delivery will bear interest payable August 1, 2012, and thereafter semiannually on each February 1 and August 1 at the rates established upon acceptance of a bid for said Bonds and, will mature on the dates and in the amounts set forth on the cover page.

Book Entry

The following information regarding DTC and Cede & Co. will be applicable to the Bonds as long as a book entry system is utilized. The Corporation does not assume any responsibility for the accuracy or completeness of the information set forth under this caption "Book Entry", and the Corporation is not required to supervise, and will not supervise, the operation of the book entry system described herein.

DTC is a limited purpose trust company organized under the laws of the State of New York, 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 was created to hold securities of its participants (the "DTC Participants") and to facilitate the clearance and settlement of securities transactions among DTC Participants in such securities through electronic book-entry changes in accounts of the DTC Participants, thereby eliminating the need of physical movement of securities certificates. DTC Participants include securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations, some of whom (and/or their representatives) own DTC. Access to the DTC system is also available to others such as banks, brokers, dealers and trust companies that clear through or maintain a custodial relationship with a DTC Participant, either directly or indirectly (the "Indirect Participants").

Upon issuance of the Bonds, DTC Participants shall receive a credit balance in the records of DTC. ***The ownership interest of each actual purchaser of each Bond (the "Beneficial Owner") will be recorded through the records of the applicable DTC Participant.*** Beneficial Owners will receive a written confirmation of their purchase provided by the applicable DTC Participant, providing details of the Bonds acquired. Transfers of ownership interests in the Bonds ("Beneficial Ownership Interests") will be accomplished by book entries made by DTC and, in turn, by the DTC Participants who act on behalf of the Beneficial Owners. Beneficial Owners will **not** receive certificates representing their ownership interest in the Bonds, except as specifically provided in the Ordinance.

*Preliminary, Subject to Permitted Adjustment.

The Corporation has no responsibility or liability for any aspects of the records relative to or payments made on account of beneficial ownership, or for maintaining, supervising or reviewing any records relating to beneficial ownership.

Principal, sinking fund, and interest payments on the Bonds will be made to DTC or its nominee, as registered owner of the Bonds. Upon receipt of moneys, DTC's current practice is to immediately credit the accounts of the DTC Participants in accordance with their respective holdings shown on the records of DTC. Payments by DTC Participants and Indirect Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is now the case with municipal securities held for the accounts of customers in bearer form or registered in "street name", and will be the responsibility of such DTC Participant or Indirect Participant and not of DTC or the Agency, subject to any statutory and regulatory requirements as may be in effect from time to time.

A Beneficial Owner shall give notice to elect to have its Beneficial Ownership Interests purchased or tendered, through its DTC Participant, to the Paying Agent and Registrar, and shall effect delivery of such Beneficial Ownership Interests by causing the Direct Participant to transfer the DTC Participant's interest in the Beneficial Ownership Interests, on DTC's records, to the purchaser or the Paying Agent and Registrar, as appropriate. The requirements for physical delivery of Bonds in connection with a demand for purchase or a mandatory purchase will be deemed satisfied when the ownership rights in the Bonds are transferred by Direct Participants on DTC's records.

The Paying Agent and Registrar, so long as a book entry method is used for the Bonds, will send only to DTC any notice of redemption or other notices required to be sent to Bondholders. Any failure of DTC to advise any DTC Participant, or of any DTC Participant to notify the Beneficial Owner, of any such notice and its content or effect will not affect the validity of the redemption of the Bonds called for redemption or of any other action premised on such notice.

Conveyance of notices and other communications by DTC to DTC Participants, by DTC Participants to Indirect Participants, and by DTC Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory and regulatory requirements as may be in effect from time to time.

The Corporation and the Paying Agent and Registrar cannot and do not represent or give any assurances that DTC, the DTC Participants or Indirect Participants or others will distribute payments of debt service charges on the Bonds paid to DTC or its nominee, as the registered owner, or any redemption or other notices, to the Beneficial Owners, or that they will do so on a timely basis, or that DTC will serve and act in the manner described in this Official Statement.

Optional Redemption Provision

The Bonds maturing on and after February 1, 2023, are subject to redemption prior to their stated maturities on any date falling on or after February 1, 2022, in whole, or from time to time, in part, in any order of maturities (less than all of a single maturity to be selected by lot), at the option of the Corporation upon terms or the face amount, plus accrued interest, but without redemption premium.

Statutory Authority, Purpose of Issue and Security

These Bonds are authorized pursuant to KRS 162.120 through 162.300, 162.385, and KRS 58.180 and are issued in accordance with a Resolution of the Corporation's Board of Directors. Said Bonds are revenue bonds and constitute a limited indebtedness of the Corporation payable from rental revenues derived by the Corporation from the Board under the Lease identified below. Said Bonds are being issued to finance renovation of the former middle school which is to become the upper elementary school (the "Project") and are secured by a statutory mortgage lien upon and pledge of the revenues from the rental of the school building to the Board under the Lease on a year to year basis; the first rental period ending June 30, 2012. The statutory mortgage lien securing the Bonds is limited in its application to the exact site of the Project constructed or acquired from the proceeds of the Bonds, real estate unoccupied by the Project is unencumbered.

Should the Board default in its obligations under the Lease or fail to renew the Lease, the Registered Owners of Bonds have the right to have a receiver appointed to administer the Project under KRS 162.220; foreclosure and sale are not available as remedies.

The rental of the Project from the Corporation to the Board is to be effected under a certain Lease Agreement by and between the Corporation and the Board (the "Lease"). The Project has been leased to the Board for the initial period ending June 30, 2012, with an option in the Board to renew the Lease each year at rentals sufficient to provide for the principal and interest requirements on the Bonds as they become due, plus the costs of insurance, maintenance, depreciation, and bond issuance and administration expenses; the Board being legally obligated only for the initial rental period and for one year at a time thereafter each time the Lease is renewed.

Under the terms of the Lease, and any renewal thereof, the Board has agreed so long as the Bonds remain outstanding, and in conformance with the intent and purpose of KRS 157.627(5) and KRS 160.160(5), in the event of a failure by the Board to pay the rentals due under the Lease, and unless sufficient funds have been transmitted to the Paying Agent, or will be so transmitted, for paying said rentals when due, the Board has granted under the terms of the Lease and Participation Agreement to the Corporation and the Commission the right to notify and request the Kentucky Department of Education to withhold from the Board a sufficient portion of any undisbursed funds then held, set aside, or allocated to the Board and to request said Department or Commissioner of Education to transfer the required amount thereof to the Paying Agent for the payment of such rentals.

ADDITIONAL PARITY BONDS FOR COMPLETION OF PROJECT

The Corporation has reserved the right and privilege of issuing additional bonds from time to time payable from the income and revenues of said lands and school building Project and secured by the same statutory mortgage lien and pledge of revenues, but only if and to the extent the issuance of such additional parity bonds may be necessary to pay the costs, for which funds are not otherwise available, of completing the construction of said school building Project in accordance with the plans and specifications of the architect in charge of said Project, which plans have been completed, approved by the Board, Kentucky Department of Education, and filed in the office of the Secretary of the Corporation.

SCHOOL FACILITIES CONSTRUCTION COMMISSION

The Kentucky School Facilities Construction Commission is an independent corporate agency and instrumentality of the Commonwealth of Kentucky established pursuant to the provisions of Sections 157.611 through 157.640 of the Kentucky Revised Statutes, as amended, repealed and reenacted (the "Act") for the purpose of assisting local school districts in meeting the school construction needs of the Commonwealth in a manner which will ensure an equitable distribution of funds based upon unmet need.

The Commission will enter into a Participation Agreement with the Board whereunder the Commission will agree to pay annually approximately 23.570% of the debt service requirements for the Bonds through February 1, 2032. The contractual commitment of the Commission to pay the annual Agreed Participation is limited to the biennial budget period of the Commonwealth, with the first such biennial budget period terminating on June 30, 2012.

The Extraordinary Session of the General Assembly of the Commonwealth adopted the State's Budget for the biennium ending June 30, 2012. *Inter Alia*, the Budget funded \$150,000,000 of the Commission's previous Offers of Assistance made during the last biennium; authorized \$100,000,000 in additional Offers of Assistance for the current biennium to be funded in the Budget for the biennium ending June 30, 2014; authorized the Commission to issue up to \$65,500,000 in bonds to cover the funding of the category 5 buildings in the State that are identified on the Kentucky Department of Education list of May 18, 2010 (grantees required to meet certain qualifications); authorized the Commission to make use of Qualified Tax Credit Bonds now available under Federal law; and funded certain technology programs and a statewide building classification study.

BIENNIAL BUDGET ENDING JUNE 30, 2012

Following its failure to adopt the required Biennial Budget for the Commonwealth during its Regular Session, the Kentucky General Assembly was convened in Extraordinary Session, and adopted a budget for the biennium ending June 30, 2012, which has been approved by the Governor.

POTENTIAL LEGISLATION

Numerous legislative proposals have been made in both Houses of Congress which if enacted into law, (or altered interpretations of the Code or court decisions) may cause interest on the Bonds to be subject, directly or indirectly, to federal income taxation or to be subject to or exempted from state income taxation, or otherwise prevent Beneficial Owners from realizing the full current benefit of the tax status of such interest as same now exist. The introduction or enactment of any such legislative proposals, clarification of the Code or court decisions may also affect the market price for, or marketability of, the Bonds. Prospective purchasers of the Bonds should consult their own tax advisors regarding any such pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

OWEN COUNTY (KENTUCKY) SCHOOL DISTRICT FINANCE CORPORATION

The Corporation has been formed in accordance with the provisions of Section 162.120 through 162.300 and 162.385 of the Kentucky Revised Statutes ("KRS"), and KRS Chapter 273 and KRS 58.180, as a non-profit, non-stock corporation for the purpose of financing necessary school facilities for and on behalf of the Board of Education of the Owen County School District (the "Board"). Under the provisions of existing Kentucky law, the Corporation is permitted to act as an agency and instrumentality of the Board for financing purposes.

The Board of Directors of the Corporation is made up of the incumbent members of the Board of Education.

THE PROJECT

The Bonds are being issued to finance renovation of the former middle school which is to become the upper elementary school (the "Project"). The Project scope includes, but is not limited to, the renovation of an existing educational building, to include selective demolition, new VCT flooring, paint, casework, HVAC equipment and controls, fire alarm system, sprinkler system, and restroom renovation to include all new plumbing fixtures and finishes. Replacement of concrete sidewalks, adding new concrete sidewalks, new fencing and new playground equipment is also part of this Project.

Estimated Sources and Uses of Funds

Sources of Funds

Series of 2012 Bonds		
Local Participation	\$1,233,544	
SFCC Participation	<u>326,456</u>	
Sub Total		\$1,560,000
Cash Contributions		<u>522,217</u>
Total		<u>\$2,082,217</u>

Uses of Funds

Construction Costs	\$2,027,266
Underwriter's Discount	31,200
Issuance Costs	21,400
Surplus	<u>2,351</u>
Total	<u>\$2,082,217</u>

DISPOSITION OF BOND PROCEEDS

Upon delivery of the Bonds, there shall first be paid all expenses incident to the authorization, sale and delivery of the Bonds.

Next, the accrued interest received, if any, shall be deposited into the "Owen County School District Finance Corporation School Building Revenue Bond Debt Service Fund of January 31, 2012" (the "Bond Fund") to be held therein for payment of interest on the Bonds at the next ensuing interest due date.

The entire remaining proceeds of the Bonds shall be deposited, until needed for construction purposes, with the Construction Depository, into a special account called "Owen County School District Finance Corporation School Construction Account of January 31, 2012" (the "Construction Account").

CERTAIN PROVISIONS OF THE BOND RESOLUTION

The Bond Resolution contains various covenants of the Corporation and provisions for the payment of the Bonds in accordance with their terms, certain of which are summarized below. Reference is made to the Bond Resolution for a full and complete statement of its provisions.

The Corporation has authorized the issuance of its Owen County School District Finance Corporation School Building Revenue Bonds, Series of 2012, in an aggregate amount of \$1,560,000*. The Bonds are fully registered and in denominations in multiples of \$5,000. The Bonds bear interest payable on August 1 and February 1 in each year, beginning August 1, 2012, at such interest rate or rates as a result of an advertised sale of Bonds and competitive bidding therefor. Said Bonds shall mature on the dates and in the amounts set forth on the cover page.

Paying Agent and Registrar

U.S. Bank National Association, Louisville, Kentucky, has been named Paying Agent and Bond Registrar. Interest and principal payments will be made by the Paying Agent by wire transfer to DTC on each due date. Please see "Book Entry" supra.

Funds Established by the Resolution

The Resolution establishes the following funds:

Owen County School District Finance Corporation School Building Revenue Bond and Interest Redemption Fund of January 31, 2012 (the "Bond Fund"). -- The Corporation covenants that all amounts received as rentals pursuant to the terms of the Contract, Lease and Option shall be deposited into the Bond Fund and held apart from all other funds for the payment of the principal of and interest on the Bonds as same become due. The required annual payments due from the Board shall be made in semi-annual installments on or before each July 15 and January 15, the first such payment to be made on or before July 15, 2012.

Moneys held in the Bond Fund shall be invested at the direction of the Corporation in (i) securities of the United States Government; (ii) obligations fully guaranteed by the United States, having a maturity date prior to the date when the sums invested will be needed for meeting interest and principal payments; or (iii) in certificates of time deposit maturing as and when required to pay principal and interest. Such certificates of time deposit shall be secured by a valid pledge of United States Government securities to the extent same exceed FDIC coverage. All income from the investment of the Bond Fund shall be deposited into said Bond Fund and may be used as a credit to any future deposit required to be made by the Board into said Bond Fund.

Owen County School District Finance Corporation Series of 2012 School Construction Fund (the "Construction Fund"). -- Proceeds of the Bonds, after payment of the costs of issuance and deposit of accrued interest received in the Bond Fund, shall be deposited into the Construction Fund for the payment, exclusively, of the costs of the school construction projects described herein. Payments from the Construction Fund shall be made by check signed by the Treasurer of the Corporation upon approval of the Board. Each check shall have attached a voucher, signed by the Architect having supervision of the construction, stating that the labor and/or materials for which the payment is being made have been, in fact, received and utilized on the site of the projects. Such a voucher is not required for checks which reimburse the Board for advance payments made prior to the receipt of bond proceeds.

Contract, Lease and Option

The Board covenants to faithfully and punctually perform all duties required by the Lease including providing for the maintenance and insurance of the school properties.

The Corporation further agrees to collect such rents and charges for services rendered by the school Project properties as will be sufficient to pay the principal of and interest on the Bonds when same become due.

Statutory Mortgage Lien Created

The Resolution recognizes the statutory mortgage lien upon the school Project property which are granted and created by Section 162.200 of the Kentucky Revised Statutes. Said lien is and shall be restricted in its applications to the facilities, the costs of financing of which are defrayed from the proceeds of the Bonds, together with appurtenances, equipment therein, that portion of the school site physically occupied thereby, and such easements and rights-of-way for ingress, egress, and the rendering of services thereto as may be necessary for the proper use and maintenance of the same.

The right is reserved to erect or construct upon the school site described in the Resolution other structures and improvements free and clear of said statutory mortgage lien, even though the same are connected by using as party walls one or more walls of structures which are subject to said mortgage lien, providing the same are capable of use as separate entities in themselves and have their own outside entrances and providing no part of the costs of said additional structures and improvements are paid from the proceeds of these Bonds.

Arbitrage Provisions

The Corporation shall at all times do and perform all acts and things permitted by law and necessary or desirable in order to assure that interest paid by the Corporation on the Bonds shall, for the purpose of Federal income taxation, be excludable from the gross income of the recipients under any valid provision of law.

The Corporation shall not permit at any time any of the proceeds of the Bonds or other funds of the Corporation to be used to acquire any securities or obligations the acquisition of which would cause any such Bond to be an "arbitrage bond", as defined in the Internal Revenue Code of 1986, as amended (the "Code"), unless, under any valid provision of law hereafter enacted, the interest paid by the Corporation on the Bonds shall be excludable from the gross income of a recipient thereof for Federal income tax purposes without regard to compliance with the Code.

Resolution to Constitute a Contract

The provisions of the Resolution shall constitute a contract between the Corporation and the Registered Owners of any Bonds from time to time outstanding and, after the sale of such Bonds, no change in the provisions of the Resolution shall be permitted while any of said Bonds remain outstanding and unpaid, except as expressly authorized in the Resolution.

Other Covenants

The Corporation binds and obligates itself not to sell, mortgage, or in any manner dispose of the school Projects property, including any and all extensions and additions that may be made thereto, except as specifically permitted and provided by the Resolution until all of the Bonds shall have been paid in full.

CERTAIN PROVISIONS OF THE CONTRACT, LEASE AND OPTION

The following summarizes certain provisions of the Lease pursuant to which the Corporation leases the school building properties to the Board. Reference is made to the Lease for a full and complete statement of its provisions.

Lease to the Board

The Corporation agrees to lease the Project to the Board and the Board agrees to lease the Project from the Corporation from year to year commencing on January 31, 2012.

The initial term of the Lease shall expire on June 30, 2012; provided, however, that the Lease shall be automatically renewed from year to year for one-year terms unless terminated by the Board upon written notice to the Corporation ninety days before the end of the fiscal year.

Amount and Due Date of Rentals

The amount of the annual rentals to be paid by the Board shall be a sum equal to the interest which will be due on August 1, together with the Bonds and interest which will be due on February 1 during the rental year, plus the costs of operation, maintenance and insurance.

Conveyance upon Retirement of Bonds

It is agreed that if the Board shall pay rentals from year to year until the first day of February 2032, then upon completion of such payments the leased premises shall be and become the property of the Board.

Options to Purchase

It is hereby further agreed that the Board may purchase the Project and thereby terminate the Lease on any date by the payment of a sum sufficient to accomplish the retirement or defeasance of the outstanding Bonds issued by the Corporation.

Maintenance and Insurance

The Board agrees that so long as the Board continues to lease the school Project it will, at its own expense, maintain the Project in good state of repair and will procure and pay the cost of insurance on all buildings located thereon against loss by fire, lightning, and windstorm in an amount equal to the full insurable value of the Project or the face amount of the Bonds outstanding, whichever is greater.

KENTUCKY DEPARTMENT OF EDUCATION SUPERVISION

According to a report furnished by the Kentucky Department of Education, under the terms of the Kentucky Revised Statutes and the regulations of the Kentucky Board of Education (the "State Board"), the State Board, by itself and through its executive officer, the Commissioner of Education (the "Commissioner"), supervises the general operations of the local boards of education and school building revenue bond financing for school purposes. The Commissioner examines and advises on the expenditures, business methods and accounts of all local boards of education, including the Board. The Commissioner is responsible for assuring that all financial and educational accounts are accurately and neatly kept, and that all reports are made according to the forms adopted by the State Board. Each school district supported in whole or in part from taxation is required to make a report to the State Board at the close of each scholastic year, showing in detail all funds received from the Commonwealth and from all other sources during the year, and a detailed statement of all expenditures for the year.

Each local board of education must prepare and submit to the Commissioner an annual budget showing the amount needed for current expenses, capital outlay, debt service and lease rental payments for the ensuing year, the estimated amount to be received from other sources, and the amount needed to be raised from local taxation, including the assessed valuation and tax rate for property subject to taxation by the school district. If the budget is disapproved, it must be amended and resubmitted. No budget is effective until approved by the Commissioner.

Each local school board must prepare and submit to the State Board, not later than January 15 of each year, a close estimate of its working budget which must conform to the rules and regulations prescribed by the State Board, and which must be consistent in its major divisions with the general school budget previously prepared.

A local superintendent may not recommend and a local school board member may not vote for an expenditure in excess of the income and revenue of any year as shown by the budget approved by the Commissioner, except for a purpose for which bonds have been voted, or in case of an emergency declared by the State Board.

All local boards of education who have entered into contracts with respect to the issuance of revenue bonds must arrange for insurance protection in an amount equal to the amount of bonds outstanding against the particular building or buildings, or to the full insurable value of such building or buildings, whichever is greater, and must report annually to the Superintendent, on forms provided by the Department of Education, the amount of insurance coverage provided for each building which has been mortgaged for the security of outstanding revenue bonds.

The State Department of Education must approve a bond issue and its related financial, educational and construction plans prior to issuance and such approval will be obtained prior to the sale of this issue.

STATE SUPPORT OF EDUCATION

The 1990 Regular Session of the General Assembly of the Commonwealth enacted a comprehensive legislative package known as the Kentucky Education Reform Act ("KERA") designed to comply with the mandate of the Kentucky Supreme Court that the General Assembly provide for an efficient and equitable system of schools throughout the State.

KERA became fully effective on July 13, 1990. Elementary and Secondary Education in the Commonwealth is supervised by the Commissioner of Education as the Chief Executive Officer of the State Department of Education ("DOE"), and appointee of the reconstituted Kentucky Board of Education (the "State Board"). Some salient features of KERA are as follows:

KRS 157.330 establishes the fund to Support Education Excellence in Kentucky ("SEEK") funded from biennial appropriations from the General Assembly for distribution to school districts. The base funding guaranteed to each school district by SEEK for operating and capital expenditures is determined in each fiscal year by dividing the total annual SEEK appropriation by the state-wide total of pupils in average daily attendance ("ADA") in the preceding fiscal year; the ADA for each district is subject to adjustment to reflect the number of at risk students (approved for free lunch programs under state and federal guidelines), number and types of exceptional children, and transportation costs.

KRS 157.420 establishes a formula which results in the allocation of funds for capital expenditures in school districts at \$100 per ADA pupil of the SEEK allotment which is required to be segregated into a Capital Outlay Allotment Fund which may be used only for (1) direct payment of construction costs; (2) debt service on voted and funding bonds; (3) lease rental payments in support of bond issues; (4) reduction of deficits resulting from over-expenditures for emergency capital construction; and (5) a reserve for each of the categories enumerated in 1 through 4 above.

KRS 160.470(12)(a) requires that effective for fiscal years beginning July 1, 1990 each school district shall levy a minimum equivalent tax rate of \$0.30 for general school purposes. The equivalent tax rate is defined as the rate which results when the income collected during the prior year from all taxes levied by the district (including utilities gross receipts license and special voted) for school purposes is divided by the total assessed value of property, plus the assessment for motor vehicles certified by the Revenue Cabinet of the Commonwealth. Any school district board of education which fails to comply with the minimum equivalent tax rate levy shall be subject to removal from office.

KRS 157.440(2) provides that for fiscal years beginning July 1, 1990 each school district may levy an equivalent tax rate which will produce up to 15% of those revenues guaranteed by the SEEK program. Any increase beyond the 4% annual limitation imposed by KRS 132.017 ("House Bill 44") is not subject to the recall provisions of that Section. Revenue generated by the 15% levy is to be equalized at 150% of the state-wide average per pupil equalized assessment.

KRS 157.440(2) permits school districts to levy up to 30% of the revenue guaranteed by the SEEK program, plus the revenue produced by the 15% levy, but said additional tax will not be equalized with state funds and will be subject to recall by a simple majority of those voting on the question.

KRS 157.620(1) also provides that in order to be eligible for participation from the Kentucky School Facilities Construction Commission for debt service on bond issues the district must levy a tax which will produce revenues equivalent to \$0.05 per \$100 of the total assessed value of all property in the district (including tangible and intangible property and motor vehicles). A district having a special voted tax which is equal to or higher than the required \$0.05 tax, must commit and segregate for capital purposes at least an amount equal to the required \$0.05 tax. Those districts which levy the additional \$0.05 tax are also eligible for participation in the Facilities Support Program of Kentucky ("FSPK") program for which funds are appropriated separately from SEEK funds and are distributed to districts in accordance with a formula taking into account outstanding debt and funds available for payment from both local and state sources.

KRS 160.460 provides that as of July 1, 1994 all real property located in the Commonwealth subject to local taxation shall be assessed at 100% of fair cash value.

CONTINUING DISCLOSURE

As a result of the Board and agencies acting on behalf of the Board at the time the Bonds referred to herein are offered for public sale having outstanding municipal securities in excess of \$10,000,000, the Corporation and the Board will enter into a written agreement for the benefit of all parties who may become Owners of the Bonds whereunder said Board shall be obligated to (i) supply to the repositories designated under said Rule by the Municipal Securities Rule Making Board notice of any of the "material events" outlined in said Rule should same occur and (ii) supply annual financial information on an annual basis. A draft of said agreement is attached hereto as Appendix D.

Financial information regarding the Board may be obtained from Superintendent, Owen County School District Board of Education, 1600 Highway 22, E., Owenton, Kentucky 40359 (502-484-3934).

TAX EXEMPTION; BANK QUALIFIED

With regard to the Internal Revenue Code of 1986, as amended, Bond Counsel advises as follows:

- (A) The Bonds and the interest thereon are exempt from income and ad valorem taxation by the Commonwealth of Kentucky and all of its political subdivisions.
- (B) The interest income from the Bonds is excludable from the gross income of the recipients thereof for Federal income tax purposes under existing law; provided, that the corporate entities noted below are advised of certain tax consequences as follows:
 - 1) In the computation of the corporate minimum tax, earnings and profits may include otherwise tax-exempt interest on the Bonds; this provision applies to corporations only.
 - 2) Property and casualty insurance companies may be denied certain loss reserve deductions to the extent of otherwise tax-exempt interest on the Bonds.
- (C) As a result of designations and certifications by the Board and the Corporation, indicating the issuance of less than \$10,000,000 of "qualified tax-exempt obligations" during the calendar year ending December 31, 2012, the Bonds may be treated by financial institutions as if they were acquired before August 8, 1986.

- (D) The interest income from the Bonds is excludable from the gross income of the recipients thereof for Federal income tax purposes under existing law for individuals; however, said income must be included in the calculation of "modified adjusted gross income" in the determination of whether and to what extent Social Security benefits are subject to Federal income taxation.

APPROVAL OF LEGALITY

Legal matters incident to the authorization, issuance, sale and delivery of the Bonds are subject to the approval of Henry M. Reed III, Louisville, Kentucky, Bond Counsel to the Corporation. The approving legal opinion of Bond Counsel will be printed on the Bonds and will contain a statement of tax exemption as represented herein. Bond Counsel has reviewed the information herein pertaining to the Bonds under the headings "Description of The Bonds", "Biennial Budget Ending June 30, 2012", "Certain Provisions of the Bond Resolution", "Certain Provisions of the Contract, Lease and Option", "State Support of Education", "Continuing Disclosure" and "Tax Exemption; Bank Qualified", and is of the opinion that such information is a fair summary of the principal provisions of the instruments and information therein described. Bond Counsel has not otherwise participated in the preparation of the Official Statement and has not verified the accuracy or completeness of the information contained under the headings "The Project", "Kentucky Department of Education Supervision", nor of any financial information, enrollment figures, projections, or computations related thereto, and therefore can make no representation with respect to such information.

ABSENCE OF MATERIAL LITIGATION

There is no controversy or litigation of any nature now pending or threatened restraining or enjoining the issuance, sale, execution or delivery of the Bonds, or in any way contesting or affecting the validity of the Bonds or any proceedings of the Corporation taken with respect to the issuance or sale thereof.

FINANCIAL ADVISOR

The Bonds will be sold by the solicitation and receipt of competitive bids. First Kentucky Securities Corporation, Frankfort, Kentucky, Financial Advisor to the Corporation, has requested and received permission and approval of the Corporation to bid, either alone or in conjunction with others, on the Bonds. The Financial Advisor has expressed its intent to so bid.

First Kentucky Securities Corporation will receive a fee, subject to sale and delivery of the Bonds, for its advisory services. Said fee is separate from and in addition to compensation received, if any, for underwriting of the Bonds.

RATING

Moody's Investors Service has given the Bonds the rating set forth on the cover page of this Official Statement. Such rating reflects only the opinion of such organization. There can be no assurance that such rating will be maintained for any given period of time or that it will not be revised or withdrawn entirely. Any downward revision or withdrawal of such rating may have a material adverse effect on the market price of the Bonds.

All quotations from, and summaries and explanations of, the Kentucky Revised Statutes, the Bond Resolution, and the Contract, Lease and Option contained herein do not purport to be complete, and reference is made to such laws and documents for full and complete statements of their provisions. Copies, in reasonable quantity, of the Bond Resolution, and the Contract, Lease and Option may be obtained from First Kentucky Securities Corporation, P. O. Box 554, Frankfort, Kentucky 40602-0554.

This Official Statement does not, as of its date, contain any untrue statement of a material fact or omit to state a material fact which should be included herein for the purpose for which the Official Statement is to be used or which is necessary in order to make the statements contained herein, in the light of the circumstances under which they were made, not misleading in any material respect.

Any statements in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended as such and not as representations of fact. This Official Statement is not to be construed as a contract or agreement between the Corporation and the purchasers or holder of any of the Bonds.

OWEN COUNTY SCHOOL DISTRICT FINANCE CORPORATION

/s/ Brian Young
President

KENTUCKY SCHOOL FACILITIES CONSTRUCTION COMMISSION

/s/ Dr. Robert E. Tarvin
Executive Director

APPENDIX A

Enrollment
Property Subject to Taxation
History of Assessment Rates
General Fund
Capital Outlay Fund
Utilities Gross Receipts Tax for Schools
Funds Available for Debt Service
Outstanding School Building Revenue Bonds

**BOARD OF EDUCATION
OWEN COUNTY SCHOOL DISTRICT**

The Owen County School District represents the entire County. Because the Board is fully obligated, so long as the Lease remains in effect to pay rental payments equal to the principal of and interest on the total amount of Bonds outstanding, the information on the following pages is submitted as officially reported by the Board or by the Kentucky Department of Education, unless otherwise noted.

Enrollment

<u>School Year</u>	<u>Enrollment</u>
2012 (est.)	1,832
2011	1,850
2010	1,850
2009	1,819
2008	1,851

Property Subject to Taxation

<u>Year</u>	<u>Total Assessed Value</u>
2012	\$649,338,445
2011	592,025,190
2010	577,246,168
2009	570,431,123
2008	529,435,234

History of Assessment Rates

	<u>2011/12</u>	<u>2010/11</u>	<u>2009/10</u>	<u>2008/09</u>	<u>2007/08</u>
Real Estate	56.5¢	57.4¢	56.6¢	54.8¢	55.3¢
Tangible	58.5¢	58.5¢	58.8¢	60.4¢	60.2¢
Motor Vehicle	56.0¢	56.0¢	56.0¢	56.0¢	56.0¢
Utilities	3%	3%	3%	3%	3%

OWEN COUNTY SCHOOL DISTRICT
Comparative Statement of Receipts and Disbursements
GENERAL FUND

Fiscal Years Ending June 30

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Cash Balance, July 1	\$ 1,383,052	\$ 1,169,365	\$ 2,173,819
Adjustment in Beginning Balance	<u>(349,960)</u>	<u>0</u>	<u>0</u>
Beginning Cash Balance, July 1	1,033,092	1,169,365	2,173,819
RECEIPTS:			
Revenue from Local Sources	2995619	3,041,479	2,768,839
Revenue from State Sources	7854823	9,841,394	9,983,570
Revenue from Federal Sources	9000	12,082	41,689
Other Sources	<u>178573</u>	<u>0</u>	<u>0</u>
Total Receipts	11038015	12,894,955	12,794,098
Total Receipts & Beginning Balance	<u>12,071,107</u>	<u>14,064,320</u>	<u>14,967,917</u>
DISBURSEMENTS:			
Total Current Expenses	12,071,107	12,782,727	13,757,187
Fund Transfers	<u>0</u>	<u>(101,459)</u>	<u>41,365</u>
Total Disbursements	<u>12,071,107</u>	<u>12,681,268</u>	<u>13,798,552</u>
Cash Balance, June 30	<u>\$ 0</u>	<u>\$ 1,383,052</u>	<u>\$ 1,169,365</u>

CAPITAL OUTLAY FUND

Fiscal Years Ending June 30

	<u>2012</u>	<u>2011</u>	<u>2010</u>
Cash Balance, July 1	\$ 53,536	\$ 0	\$ 0
Adjustment in Beginning Balance	<u>53,536</u>	<u>0</u>	<u>0</u>
Beginning Cash Balance, July 1	0	0	0
RECEIPTS:			
Capital Outlay Allotment	172,000	173,322	167,649
Investment Earnings	<u>0</u>	<u>78</u>	<u>58</u>
Total Receipts	172,000	173,400	167,707
Total Receipts and Balance	<u>172,000</u>	<u>173,400</u>	<u>167,707</u>
DISBURSEMENTS:			
Transfers Out	<u>172,000</u>	<u>119,864</u>	<u>167,707</u>
Total Disbursements	<u>172,000</u>	<u>119,864</u>	<u>167,707</u>
Cash Balance, June 30	<u>\$ 0</u>	<u>\$ 53,536</u>	<u>\$ 0</u>

Source: Amounts for fiscal year 2012 have been taken from the working budget. Amounts for fiscal years 2011-2010 have been taken from audit reports prepared by Charles T. Mitchell Co. LLP, Certified Public Accountants, Frankfort, Kentucky.

Utilities Gross Receipts Tax For Schools

Under the provisions of KRS 160.613, 160.615, and 160.617, the Owen County Board of Education levies a three percent Utility Gross Receipts License Tax for Schools. Receipts from the tax are as follows:

<u>2012 (est.)</u>	<u>2011</u>	<u>2010</u>
\$400,000	\$505,434	\$529,519

Funds Available for Debt Service

Beginning with fiscal year 1990-91, capital expenditures in school districts are provided by the segregation of \$100 per ADA pupil from the SEEK funds allotment to each district. Expenditures from the Capital Outlay Allotment Fund may be used, up to a maximum of eighty percent (80%) of the annual allotment, for (1) direct payment of construction costs; (2) debt service on voted and funding bonds; (3) lease rental payments in support of bond issues; (4) reduction of deficits resulting from over-expenditures for emergency capital construction; and (5) a reserve for each of the categories enumerated in (1) through (4).

In addition to the Capital Outlay Allotment Fund as described above, each district is required to levy a tax which will produce revenues equivalent to five cents (\$0.05) per \$100 of assessed value of all property in the district in order to be eligible for participation from the Kentucky School Facilities Construction Commission. Tax receipts MUST be used for purposes enumerated in (1) through (5) above.

Those districts which levy the additional \$0.05 tax are also eligible to receive funds from the Facilities Support Program of Kentucky (the "FSPK"). These funds are appropriated separately from the SEEK funds and are distributed to districts in accordance with a formula taking into account outstanding debt and funds available for payment from both local and state sources. FSPK funds MAY be used for purposes enumerated in (1) through (5) above.

The funds available for Capital Outlay purposes, as described above, are not directly pledged for payment of principal and interest on outstanding school building revenue bonds, but as a practical matter and to the extent needed, have been and will continue to be applied to debt service through rental payments on Lease obligations.

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Outstanding School Building Revenue Bonds

Local Participation:

<u>Date of Issue</u>	<u>Final Maturity</u>	<u>Original Amount Issued</u>	<u>Bonds Outstanding As of January 31, 2012</u>
July 1, 2003	9/1/2014	\$ 118,403	\$ 38,602
May 28, 2009	5/1/2029	14,205,052	13,518,777
August 18, 2010	4/1/2021	<u>4,841,378</u>	<u>4,411,407</u>
Subtotal		<u>\$19,164,833</u>	<u>\$17,968,786</u>

SFCC Participation (1):

<u>Date of Issue</u>	<u>Final Maturity</u>	<u>Original Amount Issued</u>	<u>Bonds Outstanding as of January 31, 2012</u>
July 1, 2003	9/1/2014	\$ 236,597	\$ 61,398
May 28, 2009	5/1/2029	1,514,948	1,396,223
August 18, 2010	4/1/2021	<u>1,618,622</u>	<u>1,463,593</u>
Subtotal		<u>\$ 3,370,167</u>	<u>\$ 2,921,214</u>
Total		<u>\$22,535,000</u>	<u>\$20,890,000</u>

(1) These bonds are payable by the Kentucky School Facilities Construction Commission.

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APPENDIX B

*Owen County, Kentucky
General Information*

General Information

Owen County covers a land area of 352 square miles and had an estimated 2001 population of 10,766 persons. Owenton, the county seat, is located in the north central portion of the Bluegrass Region of Kentucky. Owenton is 52 miles southwest of Cincinnati, Ohio; 75 miles northeast of Louisville, Kentucky; and 50 miles northwest of Lexington, Kentucky.

Total Population

	2006	2007	2008	2009	2010
Labor Market Area	467,969	475,446	482,947	487,651	491,499
Owen County	11,189	11,364	11,432	11,383	11,349
Owenton	1,476	1,476	1,476	1,461	N/A

Source: U.S. Department of Commerce, Bureau of the Census, Annual Estimates.

Population by Selected Age Groups, 2009

	Owen County		Labor Market Area	
	Number	Percent	Number	Percent
Under 16	2,313	20.3	109,796	22.5
16-24	1,154	10.1	53,958	11.1
25-44	3,075	27.0	140,726	28.9
45-64	3,299	29.0	129,177	26.5
65-84	1,343	11.8	47,594	9.8
85 and older	196	1.7	6,369	1.3
Median Age	N/A		N/A	

Source: U.S. Department of Commerce, Bureau of the Census.

Population by Race and Hispanic Origin, 2009

	Owen County		Labor Market Area	
	Number	Percent	Number	Percent
White	11,050	97.1	453,063	92.9
Black	144	1.3	21,777	4.5
Am. Indian & Alaska Native	29	0.3	1,191	0.2
Asian	51	0.4	5,943	1.2
Native Hawaiian & other Pacific Islander	2	0.0	152	0.0
Other/Multirace	104	0.9	5,494	1.1
Hispanic Origin	151	1.3	13,636	2.8

Note: Hispanic is not a race category. A person can be white, black, etc. and be of hispanic origin.

Source: U.S. Department of Commerce, Bureau of the Census.

Population Projections

	2015	2020	2025	2030
Owen County	12,175	12,767	13,357	13,885

Source: Kentucky State Data Center, University of Louisville.

Personal Income

	2004	2009	Pct. Change
Owen County	\$19,734	\$23,980	21.5 %
Kentucky	\$27,479	\$32,258	17.4 %
U.S.	\$33,881	\$39,635	17.0 %
Labor Market Area Range	\$18,237- \$37,921	\$23,337- \$40,813	

Source: U.S. Department of Commerce, Bureau of Economic Analysis.

Households

	2005-2009		2009
	Number of Households	Persons Per Household	Median Household Income
Owen County	4,715	2.40	\$38,605

Source: U.S. Department of Commerce, Bureau of the Census. (Median Household Income)

Bureau of the Census, American Community Survey 5-year estimate (Number of Households, Persons Per Household).

Summary of Recent Locations and Expansions, 2009-Present

	Companies	Reported	
		Jobs	Investment
Manufacturing Location	0	0	\$0
Manufacturing Expansion	0	0	\$0
Supportive/Service Location	0	0	\$0
Supportive/Service Expansion	0	0	\$0

Click [here](#) for detailed location and expansion information.

Note: Totals include announced locations and expansions.

Source: Kentucky Cabinet for Economic Development (12/28/2011).

Employment by Major Industry by Place of Work, 2010

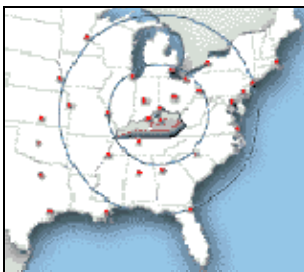
	Owen County		Labor Market Area	
	Employment	Percent	Employment	Percent
All Industries	1,746	100.0	214,961	100.0
Agriculture, Forestry, Fishing and Hunting	N/A	N/A	N/A	N/A
Mining	0	0.0	N/A	N/A
Construction	26	1.5	N/A	N/A
Manufacturing	N/A	N/A	N/A	N/A
Trade, Transportation, and Utilities	308	17.6	46,091	21.4
Information	N/A	N/A	N/A	N/A
Financial Activities	75	4.3	10,650	5.0
Services	464	26.6	74,199	34.5
Public Administration	169	9.7	22,346	10.4
Other	0	0.0	N/A	N/A

Source: U.S. Department of Labor, Bureau of Labor Statistics.

Major Business & Industry (Manufacturing & Supportive Service Firms Only)

Firm	Product(s)/Service(s)	Emp.	Year Established
<i>Owenton</i>			
Itron	Gas meters, gas pressure fittings & regulators	230	1978

Source: Kentucky Cabinet for Economic Development (12/28/2011).



Business Cost

	Kentucky Index, 2009 (U.S. = 100)
Labor Cost	94
Energy Cost	74
Overall Business Cost	89

Kentucky has the 13th lowest overall business cost in the nation.

	Gross Domestic Product Per Wage, 2010
Kentucky	\$2.26
U.S.	\$2.27

	Industrial Electric Cost Per KWH, 2009
Kentucky	\$0.0491
U.S.	\$0.0670

Kentucky has the 6th lowest cost for industrial electrical power amongst the 50 states.

Owen County Statistical Summary

	Population 2010
Owen County	11,349
Labor Market Area	491,499

	Owen County
Per Capita Income 2009	\$23,980
Median Household Income 2009	\$38,605
Median Home Price 2010	\$59,000

	Total Available Labor 2010
Owen County	598
Labor Market Area	25,784

	Unemployment Rate 2010
Owen County	9.6%
Labor Market Area	10.0%
U.S.	9.6%

	Average Weekly Wage 2010
Owen County	\$611
Labor Market Area	\$797
U.S.	\$899

APPENDIX C

Estimated District and SFCC Debt Service Requirements on Series of 2012 Bonds
Estimated Total Annual District Debt Service Requirements

**OWEN COUNTY SCHOOL DISTRICT FINANCE CORPORATION
SCHOOL BUILDING REVENUE BONDS, SERIES OF 2012**

ESTIMATED DISTRICT AND SFCC DEBT SERVICE REQUIREMENTS

Date	District Participation			SFCC Participation			Total		
	Principal	Interest	Total	Principal	Interest	Total	Principal	Interest	Total
08/01/2012		\$11,912.11	\$11,912.11		\$4,199.00	\$4,199.00		\$16,111.11	\$16,111.11
02/01/2013	\$105,924	11,846.30	117,770.30	\$14,076	4,222.46	18,298.46	\$120,000	16,068.76	136,068.76
08/01/2013	-	11,396.13	11,396.13	-	4,162.63	4,162.63	-	15,558.76	15,558.76
02/01/2014	100,830	11,396.13	112,226.13	14,170	4,162.63	18,332.63	115,000	15,558.76	130,558.76
08/01/2014	-	10,891.98	10,891.98	-	4,091.78	4,091.78	-	14,983.76	14,983.76
02/01/2015	105,689	10,891.98	116,580.98	14,311	4,091.78	18,402.78	120,000	14,983.76	134,983.76
08/01/2015	-	10,205.00	10,205.00	-	3,998.76	3,998.76	-	14,203.76	14,203.76
02/01/2016	105,502	10,205.00	115,707.00	14,498	3,998.76	18,496.76	120,000	14,203.76	134,203.76
08/01/2016	-	9,360.98	9,360.98	-	3,882.78	3,882.78	-	13,243.76	13,243.76
02/01/2017	105,270	9,360.98	114,630.98	14,730	3,882.78	18,612.78	120,000	13,243.76	133,243.76
08/01/2017	-	8,439.87	8,439.87	-	3,753.89	3,753.89	-	12,193.76	12,193.76
02/01/2018	110,013	8,439.87	118,452.87	14,987	3,753.89	18,740.89	125,000	12,193.76	137,193.76
08/01/2018	-	7,394.74	7,394.74	-	3,611.51	3,611.51	-	11,006.25	11,006.25
02/01/2019	109,729	7,394.74	117,123.74	15,271	3,611.51	18,882.51	125,000	11,006.25	136,006.25
08/01/2019	-	6,270.02	6,270.02	-	3,454.98	3,454.98	-	9,725.00	9,725.00
02/01/2020	114,415	6,270.02	120,685.02	15,585	3,454.98	19,039.98	130,000	9,725.00	139,725.00
08/01/2020	-	5,011.46	5,011.46	-	3,283.55	3,283.55	-	8,295.01	8,295.01
02/01/2021	124,072	5,011.46	129,083.46	15,928	3,283.55	19,211.55	140,000	8,295.01	148,295.01
08/01/2021	-	3,553.61	3,553.61	-	3,096.39	3,096.39	-	6,650.00	6,650.00
02/01/2022	58,698	3,553.61	62,251.61	16,302	3,096.39	19,398.39	75,000	6,650.00	81,650.00
08/01/2022	-	2,790.54	2,790.54	-	2,884.47	2,884.47	-	5,675.01	5,675.01
02/01/2023	63,273	2,790.54	66,063.54	16,727	2,884.47	19,611.47	80,000	5,675.01	85,675.01
08/01/2023	-	1,920.53	1,920.53	-	2,654.47	2,654.47	-	4,575.00	4,575.00
02/01/2024	62,813	1,920.53	64,733.53	17,187	2,654.47	19,841.47	80,000	4,575.00	84,575.00
08/01/2024	-	1,009.74	1,009.74	-	2,405.26	2,405.26	-	3,415.00	3,415.00
02/01/2025	67,316	1,009.74	68,325.74	17,684	2,405.26	20,089.26	85,000	3,415.00	88,415.00
08/01/2025	-	0.00	0.00	-	2,140.00	2,140.00	-	2,140.00	2,140.00
02/01/2026	0	0.00	0.00	15,000	2,140.00	17,140.00	15,000	2,140.00	17,140.00
08/01/2026	-	0.00	0.00	-	1,907.50	1,907.50	-	1,907.50	1,907.50
02/01/2027	0	0.00	0.00	15,000	1,907.50	16,907.50	15,000	1,907.50	16,907.50
08/01/2027	-	0.00	0.00	-	1,667.50	1,667.50	-	1,667.50	1,667.50
02/01/2028	0	0.00	0.00	15,000	1,667.50	16,667.50	15,000	1,667.50	16,667.50
08/01/2028	-	0.00	0.00	-	1,420.00	1,420.00	-	1,420.00	1,420.00
02/01/2029	0	0.00	0.00	20,000	1,420.00	21,420.00	20,000	1,420.00	21,420.00
08/01/2029	-	0.00	0.00	-	1,080.00	1,080.00	-	1,080.00	1,080.00
02/01/2030	0	0.00	0.00	20,000	1,080.00	21,080.00	20,000	1,080.00	21,080.00
08/01/2030	-	0.00	0.00	-	730.00	730.00	-	730.00	730.00
02/01/2031	0	0.00	0.00	20,000	730.00	20,730.00	20,000	730.00	20,730.00
08/01/2031	-	0.00	0.00	-	370.00	370.00	-	370.00	370.00
02/01/2032	0	0.00	0.00	20,000	370.00	20,370.00	20,000	370.00	20,370.00
Total	\$1,233,544	\$180,247.61	\$1,413,791.61	\$326,456	\$109,612.40	\$436,068.40	\$1,560,000	\$289,860.01	\$1,849,860.01

Source: Fiscal Agent

**OWEN COUNTY SCHOOL DISTRICT FINANCE CORPORATION
SCHOOL BUILDING REVENUE BONDS
SERIES OF 2012**

Estimated Total Annual District Debt Service Requirements

FY 6/30	Existing Debt Service	Series 2012 Bonds			Total
		Principal	Interest	Total	
2013	\$1,360,652	\$105,924	\$23,758	\$129,682	\$1,490,334
2014	1,365,509	100,830	22,792	123,622	1,489,131
2015	1,358,936	105,689	21,784	127,473	1,486,409
2016	1,362,536	105,502	20,410	125,912	1,488,448
2017	1,362,334	105,270	18,722	123,992	1,486,326
2018	1,360,741	110,013	16,880	126,893	1,487,634
2019	1,362,766	109,729	14,789	124,518	1,487,284
2020	1,359,992	114,415	12,540	126,955	1,486,947
2021	1,358,333	124,072	10,023	134,095	1,492,428
2022	1,423,227	58,698	7,107	65,805	1,489,032
2023	1,418,425	63,273	5,581	68,854	1,487,279
2024	1,422,026	62,813	3,841	66,654	1,488,680
2025	1,418,626	67,316	2,019	69,335	1,487,961
2026	1,418,426				1,418,426
2027	1,421,226				1,421,226
2028	1,421,826				1,421,826
2029	1,420,226				1,420,226
2030	0				0
2031	0				0
2032	0				0
Totals	\$23,615,807	\$1,233,544	\$180,246	\$1,413,790	\$25,029,597

Note: All calculations are rounded to the nearest dollar.

Source: Fiscal Agent

APPENDIX D

Continuing Disclosure Agreement

CONTINUING DISCLOSURE UNDERTAKING AGREEMENT

This Continuing Disclosure Undertaking Agreement ("Agreement") made and entered into as of the 31st day of January, 2012 by and between the Board of Education of Owen County, Kentucky ("Board"); the Owen County School District Finance Corporation, an agency and instrumentality of the Board ("Corporation") and the Registered and Beneficial Owners of the Bonds hereinafter identified as third party beneficiaries to this Agreement. For the purposes of this Agreement "Beneficial Owner" means the person or entity treated as the owner of the Bonds for federal income tax purposes and "Registered Owner" means the person or entity named on the registration books of the bond registrar.

The Board has never failed under previous written agreements to comply in all material respects with any previous undertaking with regard to the Rule to provide required financial reports or notices of material events.

WITNESSETH:

WHEREAS, the Corporation has acted as issuing agency for the Board pursuant to the provisions of Section 162.385 of the Kentucky Revised Statutes ("KRS") and the Corporation's Bond Resolution in connection with the authorization, sale and delivery of \$1,560,000 of the Corporation's School Building Revenue Bonds, Series of 2012, dated January 31, 2012 ("Bonds"), which Bonds were offered for sale under the terms and conditions of a Final Official Statement ("FOS") prepared First Kentucky Securities Corporation, Frankfort, Kentucky ("Financial Advisor") and approved by the authorized representatives of the Board and the Corporation, and

WHEREAS, the Securities and Exchange Commission ("SEC"), pursuant to the Securities and Exchange Act of 1934, has amended the provisions of SEC Rule 15c2-12 relating to financial disclosures by the issuers of municipal securities under certain circumstances ("Rule"), and

WHEREAS, it is intended by the parties to this Agreement that all terms utilized herein shall have the same meanings as defined by the Rule, and

WHEREAS, the Board is an "obligated person" as defined by the Rule and subject to the provisions of said Rule, and

WHEREAS, failure by the Board and the Corporation to observe the requirements of the Rule will inhibit the subsequent negotiation, transfer and exchange of the Bonds with a resulting diminution in the market value thereof to the detriment of the Registered and Beneficial Owners of said Bonds and the Board;

NOW, THEREFORE, in order to comply with the provisions of the Rule and in consideration of the purchase of the Bonds by the Registered and Beneficial Owners, the parties hereto agree as follows:

1. ANNUAL FINANCIAL INFORMATION

The Board agrees to provide the annual financial information contemplated by Rule 15c2-12(b)(5)(i) relating to the Board for its fiscal years ending June 30 of each year to (a) the Municipal Securities Rulemaking Board ("MSRB"), or any successor thereto for purposes of its Rule, through the continuing disclosure service portal provided by the MSRB's Electronic Municipal Market Access ("EMMA") system as described in 1934 Act Release No. 59062, or any similar system that is acceptable to the Securities and Exchange Commission and (b) the State Information Depository ("SID"), if any (the Commonwealth of Kentucky has not established a SID as of the date of this Agreement) within nine (9) months of the close of each fiscal year.

For the purposes of the Rule "annual financial information" means financial information and operating data provided annually, of the type included in the FOS with respect to the Board in accordance with guidelines established by the National Federation of Municipal Analysts, and shall include annual audited financial statements for the Board in order that the recipients will be provided with ongoing information regarding revenues and operating expenses of the Board.

The annual financial information shall be prepared in accordance with Generally Accepted Accounting Principles, Generally Accepted Auditing Standards or in accordance with the appropriate sections of KRS or Kentucky Administrative Regulations.

The parties hereto agree that this Agreement is entered into among them for the benefit of those who become Registered and Beneficial Owners of the Bonds as third party beneficiaries to said Agreement.

2. MATERIAL EVENTS NOTICES

Under the Rule, Section 15c2-12(b)(5)(i)(C), the following sixteen (16) events must be disclosed within ten (10) business days following the occurrence of said event to MSRB via EMMA and the SID, if any, without regard to materiality:

- (1) Principal/interest payment delinquency;
- (2) Nonpayment related default;
- (3) Unscheduled draw on debt service reserve reflecting financial difficulties;
- (4) Unscheduled draw on credit enhancement reflecting financial difficulties;
- (5) Substitution of credit or liquidity provider, or its failure to perform;
- (6) Adverse tax opinion or event affecting the tax-exempt status of the security;
- (7) Modifications to rights of security holders;
- (8) Bond call;
- (9) Defeasance;
- (10) Release, substitution or sale of property securing the repayment of the security;
- (11) Rating change;
- (12) Failure to provide event filing information as required;
- (13) Tender offer/secondary market purchases;
- (14) Merger/consolidation/acquisition and sale of all or substantially all assets;
- (15) Bankruptcy, insolvency, receivership or similar event, and
- (16) Successor, additional or change in trustee.

Notice of said material events shall be given to the entities identified in this Section by the Board on a timely basis (within ten (10) business days of the occurrence). Notwithstanding the foregoing, the provisions of the documents under which the Bonds are authorized and issued do not provide for a debt service reserve, credit enhancements or credit or liquidity providers.

In accordance with Rule Section 15c2-12(b)(5)(i)(D), the Board agrees that in the event of a failure to provide the Annual Financial Information required under Section 1 of this Agreement, it will notify MSRB via EMMA of such failure in a timely manner as required above.

3. SPECIAL REQUESTS FOR INFORMATION

Upon the request of any Registered or Beneficial Owner of the Bonds or the original purchaser of the Bonds or any subsequent broker-dealer buying or selling said Bonds on the secondary market ("Underwriters"), the Board shall cause financial information or operating data regarding the conduct of the affairs of the Board to be made available on a timely basis following such request.

4. DISCLAIMER OF LIABILITY

The Board and the Corporation hereby disclaim any liability for monetary damages for any breach of the commitments set forth in this Agreement and remedies for any breach of the Board's continuing disclosure undertaking shall be limited to an action for specific performance or mandamus in a court of competent jurisdiction in Kentucky following notice and an opportunity to cure such a breach.

5. FINAL OFFICIAL STATEMENT

That the Final Official Statement prepared by the Financial Advisor and approved by the authorized representatives of the Board and the Corporation is hereby incorporated in this Agreement as fully as if copied herein and the "annual financial information" required under Section 1 hereof shall in summary form update the specific information set forth in said FOS.

6. DURATION OF THE AGREEMENT

This Agreement shall be in effect so long as any of the Bonds remain outstanding and unpaid; provided, however, that the right is reserved in the Board to delegate its responsibilities under the Agreement to a competent agent or trustee, or to adjust the format of the presentation of annual financial information so long as the intent and purpose of the Rule to present adequate and accurate financial information regarding the Board is served.

7. AMENDMENT; WAIVER

Notwithstanding any other provision of this Agreement, the Board may amend this Agreement, and any provision of this Agreement may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Section 1, 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 Bond Resolution for amendments to the Bond Resolution with the consent of holders, or (ii) does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the Registered Owners or Beneficial Owners of the Bonds.

In the event of any amendment or waiver of a provision of this Agreement, the Board shall describe such amendment or waiver 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 Board. 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 in the same manner as for a material event under Section 15c2-12(b)(5)(i)(C) of the Rule, 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.

8. DEFAULT

In the event of a failure of the Board to comply with any provision of this Agreement, the Corporation may and, at the request of any Underwriter or any Registered Owner or Beneficial Owner of Bonds, shall take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Board to comply with its obligations under this Agreement. A default under this Agreement shall not be deemed an event of default under the Bond Resolution, and the sole remedy under this Agreement in the event of any failure of the Board to comply with this Agreement shall be an action to compel performance.

In witness whereof the parties hereto have executed this Agreement as of the date first above written.

**BOARD OF EDUCATION OF
OWEN COUNTY, KENTUCKY**

Chairman

Attest:

Secretary

**OWEN COUNTY SCHOOL
DISTRICT FINANCE CORPORATION**

President

Attest:

Secretary

**OFFICIAL
TERMS AND CONDITIONS OF BOND SALE**

\$1,560,000*

**Owen County School District Finance Corporation
School Building Revenue Bonds, Series of 2012
Dated January 31, 2012**

SALE: January 19, 2012 AT 11:00 A.M., E.S.T.

As advertised in The Courier-Journal, published in Louisville, Kentucky, the Owen County (Kentucky) School District Finance Corporation ("Corporation") will until January 19, 2012, at the hour of 11:00 A.M., E.S.T., in the office of Dr. Robert E. Tarvin, Executive Director of the Kentucky School Facilities Construction Commission, 229 West Main Street, Suite 102, Frankfort, Kentucky 40601-1879, receive competitive bids for the revenue bonds herein described. To be considered bids must be submitted on an Official Bid Form and must be delivered to the Corporation at the address indicated on the date of sale no later than the hour indicated submitted manually, by facsimile or electronically via PARITY. Bids will be considered by the Corporation and may be accepted without further action by the Corporation's Board of Directors.

Subject to a Permitted Adjustment* increasing or decreasing the issue by up to \$155,000.

**OWEN COUNTY (KENTUCKY)
SCHOOL DISTRICT FINANCE CORPORATION**

The Corporation has been formed in accordance with the provisions of Sections 162.120 through 162.300 and Section 162.385 of the Kentucky Revised Statutes ("KRS"), and KRS Chapter 273 and KRS 58.180, as a non-profit, non-stock corporation for the purpose of financing necessary school building facilities for and on behalf of the Board of Education of the Owen County School District (the "Board"). Under the provisions of existing Kentucky law, the Corporation is permitted to act as an agency and instrumentality of the Board for financing purposes and the legality of the financing plan to be implemented by the Bonds herein referred to has been upheld by the Kentucky Court of Appeals (Supreme Court) in the case of White v. City of Middlesboro, Ky. 414 S.W.2d 569.

STATUTORY AUTHORITY, PURPOSE OF ISSUE AND SECURITY

These Bonds are authorized pursuant to KRS 162.120 through 162.300, 162.385, and KRS 58.180 and are issued in accordance with a Resolution of the Corporation's Board of Directors. Said Bonds are revenue bonds and constitute a limited indebtedness of the Corporation payable from rental revenues derived by the Corporation from the Board under the Lease identified below. Said Bonds are being issued to finance renovations at Upper Elementary School (the "Project") and are secured by a statutory mortgage lien upon and a pledge of the revenues from the rental of the school building to the Board under the Lease on a year to year basis; the first rental period ending June 30, 2012. The statutory mortgage lien securing the Bonds is limited in its application to the exact site of the Project constructed from the proceeds of the Bonds real estate unoccupied by the Project is unencumbered. Should the Board default in its obligations under the Lease or fail to renew the Lease, the Registered Owners of Bonds have the right to have a receiver appointed to administer the Project under KRS 162.220; foreclosure and sale are not available as remedies.

The rental of the Project from the Corporation to the Board is to be effected under a certain Lease Agreement by and between the Corporation and the Board (the "Lease"), whereunder the Project is leased to the Board for the initial period ending June 30, 2012, with an option in the Board to renew the Lease each year at rentals sufficient to provide for the principal and interest requirements on the Bonds as they become due, plus the costs of insurance, maintenance, depreciation, and bond issuance and administration expenses; the Board being legally obligated only for the initial rental period and for one year at a time thereafter each time the Lease is renewed.

Under the terms of the Lease, and any renewal thereof, the Board has agreed so long as the Bonds remain outstanding, and in conformance with the intent and purpose of KRS 157.627(5) and KRS 160.160(5), in the event of a failure by the Board to pay the rentals due under the Lease, and unless sufficient funds have been transmitted to the Paying Agent, or will be so transmitted, for paying said rentals when due, the Board has granted under the terms of the Lease and Participation Agreement to the Corporation and the Commission the right to notify and request the Kentucky Department of Education to withhold from the Board a sufficient portion of any undisbursed funds then held, set aside, or allocated to the Board and to request said Department or Commissioner of Education to transfer the required amount thereof to the Paying Agent for the payment of such rentals.

Although the Board is obligated to pay the Corporation annual rentals in the full amount of the principal and interest requirements for the Bonds for each year in which the Lease is renewed, the Board has entered into the Lease in reliance upon a certain Participation Agreement by and between the Board and the Kentucky School Facilities Construction Commission (the "Commission"). Under the terms of the Participation Agreement, the Commission has agreed to pay annually directly to the Paying Agent for the Bonds a stated Agreed Participation equal to approximately 25.37% of the annual debt service

requirements for the Bonds herein identified until their retirement, subject to the constitutional restrictions limiting the commitment to the biennium; said annual amount is to be applied only to the principal and interest requirements of the Bonds so long as the Board renews the Lease. Under the Lease, the Board has pledged and assigned all of its rights under the Participation Agreement in and to the Agreed Participation to the Corporation in order to secure the Bonds and has agreed to pay that portion of the rentals in excess of said Agreed Participation for each year in which the Lease is renewed.

KENTUCKY SCHOOL FACILITIES CONSTRUCTION COMMISSION

The Commission is an independent corporate agency and instrumentality of the Commonwealth of Kentucky established pursuant to the provisions of Sections 157.611 through 157.640 of the Kentucky Revised Statutes, as repealed, amended, and reenacted (the "Act") for the purpose of assisting local school districts in meeting the school construction needs of the Commonwealth in a manner in which will ensure an equitable distribution of funds based upon unmet need.

Pursuant to the provisions of the Act, the Regulations of the Kentucky Board of Education and the Commission, the Commission has determined that the Board is eligible for participation from the Commission in meeting the costs of construction of the Project and has entered into a Participation Agreement with the Board whereunder the Commission agrees to pay an annual Agreed Participation equal to approximately 23.57% of the annual debt service requirements for the Bonds herein identified each year until their retirement; provided, however, that the contractual commitment of the Commission to pay the annual Agreed Participation is limited to the biennial budget period of the Commonwealth, with the first such biennial period terminating on June 30, 2012; the right is reserved in the Commission to terminate its commitment to pay the Agreed Participation after the initial biennial period and every two years thereafter. The obligation of the Commission to make payments of the Agreed Participation shall be automatically renewed each two years for a period of two years unless the Commission shall give notice of its intention not to participate not less than sixty days prior to the end of the biennium; however, by the execution of the Participation Agreement, the Commission has expressed its present intention to continue to pay the Agreed Participation in each successive biennial budget period until the retirement of all of the Bonds, but such execution does not obligate the Commission to do so.

The Extraordinary Session of the General Assembly of the Commonwealth adopted the State's Budget for the biennium ending June 30, 2012. *Inter alia*, the Budget funded \$150,000,000 of the Commission's previous Offers of Assistance made during the last biennium; authorized \$100,000,000 in additional Offers of Assistance for the current biennium to be funded in the Budget for the biennium ending June 30, 2014; authorized the Commission to issue up to \$65,500,000 in bonds to cover the funding of the category 5 buildings in the State that are identified on the Kentucky Department of Education list of May 18, 2010 (grantees required to meet certain qualifications); authorized the Commission to make use of Qualified Tax Credit Bonds now available under Federal law; and funded certain technology programs and a statewide building classification study.

ADDITIONAL PARITY BONDS FOR COMPLETION OF PROJECT

The Corporation has reserved the right and privilege of issuing additional bonds from time to time payable from the income and revenues of said lands and school building Project and secured by the same statutory mortgage lien and pledge of revenues, but only if and to the extent the issuance of such additional parity bonds may be necessary to pay the costs, for which funds are not otherwise available, of completing the construction of said school building Project in accordance with the plans and specifications of the architect in charge of said Project, which plans have been completed, approved by the Board, Commissioner of Education, and filed in the office of the Secretary of the Corporation.

BOND MATURITIES, PRIOR REDEMPTION PROVISIONS AND PAYING AGENT

All such Bonds shall be in denominations in multiples of \$5,000 within the same maturity, bear interest from January 31, 2012, payable on August 1, 2012, and semi-annually thereafter and shall mature as to principal on February 1 in each of the years as follows:

<u>Year</u>	<u>Amount</u>	<u>Year</u>	<u>Amount</u>
2013	\$ 120,000	2023	\$ 80,000
2014	115,000	2024	80,000
2015	120,000	2025	85,000
2016	120,000	2026	15,000
2017	120,000	2027	15,000
2018	125,000	2028	15,000
2019	125,000	2029	20,000
2020	130,000	2030	20,000
2021	140,000	2031	20,000
2022	75,000	2032	20,000

* Subject to a Permitted Adjustment of the amount of Bonds awarded of up to \$155,000 which may be applied in any or all maturities.

The Bonds maturing on or after February 1, 2023 are subject to redemption at the option of the Corporation prior to their stated maturities on any date falling on or after February 1, 2022, in any order of maturities (less than all of a single maturity to be selected by lot), in whole or in part, upon notice of such prior redemption being given by the Paying Agent by regular United States Mail to the Registered Owners of the Bonds so selected not less than thirty (30) days prior to the date of redemption, upon terms of the face amount, plus accrued interest, but without redemption premium.

The Bonds are to be issued in fully registered form (both principal and interest). US Bank, National Association, Louisville, Kentucky, has been designated as the Bond Registrar and Paying Agent, shall remit interest on each semiannual due date to Cede & Co. Principal and interest will be payable through the Book-Entry-Only-System administered by The Depository Trust Company: Please see "BOOK-ENTRY-ONLY-SYSTEM" below. Interest on the Bonds will be paid at rates to be established upon the basis of competitive bidding as hereinafter set forth, such interest to be payable on August 1 and February 1 of each year, beginning August 1, 2012 (Record Date is 15th day of month preceding interest due date).

BIDDING CONDITIONS AND RESTRICTIONS

(A) Bids must be made on Official Bid Form, contained in Information for Bidders available from the undersigned or First Kentucky Securities Corporation, Frankfort, Kentucky, by visiting www.firstky.com submitted manually, by facsimile or electronically via PARITY[®]

(B) Electronic bids for the Bonds must be submitted through PARITY[®] and no other provider of electronic bidding services will be accepted. Subscription to the PARITY[®] Competitive Bidding System is required in order to submit an electronic bid. The Corporation will neither confirm any subscription nor be responsible for the failure of any prospective bidders to subscribe. For the purposes of the bidding process, the time as maintained by PARITY[®] shall constitute the official time with respect to all bids whether in electronic or written form. To the extent any instructions or directions set forth in PARITY[®] conflict with the terms of the Official Terms and Conditions of Bond Sale, this Official Terms and Conditions of Sale of Bonds shall prevail. Electronic bids made through the facilities of PARITY[®] shall be deemed an offer to purchase in response to the Notice of Bond Sale and shall be binding upon the bidders as if made by signed, sealed written bids delivered to the Corporation. The Corporation shall not be responsible for any malfunction or mistake made by or as a result of the use of the electronic bidding facilities provided and maintained by PARITY[®]. The use of PARITY[®] facilities are at the sole risk of the prospective bidders. For further information regarding PARITY[®], potential bidders may contact PARITY[®], telephone (212) 404-8102. Notwithstanding the foregoing non-electronic bids may be submitted via facsimile or by hand delivery utilizing the Official Bid Form.

(C) The minimum bid shall be not less than \$1,528,800 (98% of par) plus accrued interest. Interest rates shall be in multiples of 1/8 or 1/20 of 1% or both. Only one interest rate shall be permitted per Bond, and all Bonds of the same maturity shall bear the same rate. Interest rates must be on an ascending scale, in that the interest rate stipulated in any year may not be less than that stipulated for any preceding maturity. There is no limit on the number of different interest rates.

(D) The maximum permissible net interest cost for the Bonds shall not exceed "The Bond Buyer's" Index of 20 Municipal Bonds as established on the Thursday immediately preceding the sale of said Bonds plus 1.50%.

(E) The determination of the best purchase bid for said Bonds shall be made on the basis of all bids submitted for exactly \$1,560,000 principal amount of Bonds offered for sale hereunder, but the Corporation may adjust the principal amount of Bonds upward or downward by \$155,000 (the "Permitted Adjustment") which may be awarded to such best bidder may be a minimum of \$1,405,000 or a maximum of \$1,715,000. In the event of such Permitted Adjustment, no rebidding or recalculation of a submitted bid will be required or permitted. The price of which such adjusted principal amount of Bonds will be sold will be the same price per \$5,000 of Bonds as the price per \$5,000 for the \$1,560,000 of Bonds bid.

(F) The successful bidder may elect to notify the Financial Advisor within twenty-four (24) hours of the award of the Bonds that certain serial maturities as awarded may be combined with immediately succeeding serial maturities as one or more Term Bonds; provided, however, (a) bids must be submitted to permit only a single interest rate for each term bond specified, and (b) Term Bonds will be subject to mandatory redemption by lot on February 1 in accordance with the maturity schedule setting the actual size of the issue.

(G) CUSIP identification numbers will be printed on the Bonds at the expense of the Corporation. The purchaser shall pay the CUSIP Service Bureau Charge. Improper imprintation or the failure to imprint CUSIP numbers shall not constitute

cause for a failure or refusal by the purchaser to accept delivery of and pay for said Bonds in accordance with the terms of any accepted proposal for the purchase of said Bonds.

(H) The Corporation will provide to the successful purchaser a Final Official Statement in accordance with SEC Rule 15c2-12. A Final Official Statement will be provided in Electronic Form to the successful bidder, in sufficient time to meet the delivery requirements of the successful bidder under SEC and Municipal Securities Rulemaking Board Delivery Requirements. The successful bidder will be required to pay for the printing of Final Official Statements.

(I) Bids need not be accompanied by a certified or bank cashier's good faith check, BUT the successful bidder will be required to wire transfer an amount equal to 2% of the amount of the principal amount of Bonds awarded to the order of the Corporation by the close of business on the day following the award. Said good faith amount which will be forfeited as liquidated damages in the event of a failure of the successful bidder to take delivery of such Bonds when ready. The good faith amount (without interest) will be applied to the purchase price upon delivery of the Bonds. The successful bidder shall not be required to take up and pay for said Bonds unless delivery is made within 45 days from the date the bid is accepted.

(J) Delivery will be made utilizing the DTC Book-Entry-Only-System.

(K) The Corporation reserves the right to reject any and all bids or to waive any informality in any bid. The Bonds are offered for sale subject to the principal and interest not being subject to Federal or Kentucky income taxation or Kentucky ad valorem taxation on the date of their delivery to the successful bidder, in accordance with the Final Approving Legal Opinion of Henry M. Reed III, Steptoe & Johnson, PLLC, Bond Counsel, Louisville, Kentucky, which Opinion will be qualified in accordance with the section hereof on TAX EXEMPTION.

STATE SUPPORT OF EDUCATION

The 1990 Regular Session of the General Assembly of the Commonwealth enacted a comprehensive legislative package known as the Kentucky Education Reform Act ("KERA") designed to comply with the mandate of the Kentucky Supreme Court that the General Assembly provide for as efficient and equitable system of schools throughout the State.

KERA became fully effective on July 13, 1990. Elementary and Secondary Education in the Commonwealth is supervised by the Commissioner of Education as the Chief Executive Officer of the State Department of Education ("DOE"), an appointee of the reconstituted State Board for Elementary and Secondary Education (the "State Board"). Some salient features of KERA are as follows:

KRS 157.330 establishes the fund to Support Education Excellence in Kentucky ("SEEK") funded from biennial appropriations from the General Assembly for distribution to school districts. The base funding guaranteed to each school district by SEEK for operating and capital expenditures is determined in each fiscal year by dividing the total annual SEEK appropriation by the state-wide total of pupils in average daily attendance ("ADA") in the preceding fiscal year; the ADA for each district is subject to adjustment to reflect the number of at risk students (approved for free lunch programs under state and federal guidelines), number and types of exceptional children, and transportation costs.

KRS 157.420 establishes a formula which results in the allocation of funds for capital expenditures in school districts at \$100 per ADA pupil which is included in the SEEK allotment (\$3,866) for the current biennium which is required to be segregated into a Capital Outlay Allotment Fund which may be used only for (1) direct payment of construction costs; (2) debt service on voted and funding bonds; (3) lease rental payments in support of bond issues; (4) reduction of deficits resulting from over expenditures for emergency capital construction; and (5) a reserve for each of the categories enumerated in 1 through 4 above.

KRS 160.470(12)(a) requires that effective for fiscal years beginning July 1, 1990 each school district shall levy a minimum equivalent tax rate of \$.30 for general school purposes. The equivalent tax rate is defined as the rate which results when the income collected during the prior year from all taxes levied by the district (including utilities gross receipts license and special voted) for school purposes is divided by the total assessed value of property, plus the assessment for motor vehicles certified by the Revenue Cabinet of the Commonwealth. Any school district board of education which fails to comply with the minimum equivalent tax rate levy shall be subject to removal from office.

KRS 160.470(12)(2) provides that for fiscal years beginning July 1, 1990 each school district may levy an equivalent tax rate which will produce up to 15% of those revenues guaranteed by the SEEK program. Any increase beyond the 4% annual limitation imposed by KRS 132.017 is not subject to the recall provisions of that Section. Revenue generated by the 15% levy is to be equalized at 150% of the state-wide average per pupil equalized assessment.

KRS 157.440(2) permits school districts to levy up to 30% of the revenue guaranteed by the SEEK program, plus the revenue produced by the 15% levy, but said additional tax will not be equalized with state funds and will be subject to recall by a simple majority of those voting on the question.

KRS 157.620(1) also provides that in order to be eligible for participation from the Kentucky School Facilities Construction Commission for debt service on bond issues the district must levy a tax which will produce revenues equivalent to \$.05 per \$100 of the total assessed value of all property in the district (including tangible and intangible property and motor vehicles) in addition to the minimum \$.30 levy required by KRS 160.470(12). A district having a special voted tax which is equal to or higher than the required \$.05 tax, must commit and segregate for capital purposes at least an amount equal to the required \$.05 tax. Those districts which levy the additional \$.05 tax are also eligible for participation in the Kentucky Facilities Support ("KFS") program for which funds are appropriated separately from SEEK funds and are distributed to districts in accordance with a formula taking into account outstanding debt and funds available for payment from both local and state sources under KRS 157.440(1)(b).

KRS 160.460 provides that as of July 1, 1994 all real property located in the Commonwealth subject to local taxation shall be assessed at 100% of fair cash value.

BIENNIAL BUDGET FOR PERIOD ENDING JUNE 30, 2012

Following its failure to adopt the required Biennial Budget for the Commonwealth during its Regular Session, the Kentucky General Assembly was convened in Extraordinary Session, and adopted a budget for the biennium ending June 30, 2012, which has been approved by the Governor.

POTENTIAL LEGISLATION

Numerous Legislative proposals have been made in both Houses of Congress which if enacted into law, (or altered interpretations of the Code or court decisions) may cause interest on the Bonds to be subject, directly or indirectly, to federal income taxation or to be subject to or exempted from state income taxation, or otherwise prevent Beneficial Owners from realizing the full current benefit of the tax status of such interest as same now exist. The introduction or enactment of any such legislative proposals, clarification of the Code or court decisions may also affect the market price for, or marketability of, the Bonds. Prospective purchasers of the Bonds should consult their own tax advisors regarding any such pending or proposed federal or state tax legislation, regulations or litigation, as to which Bond Counsel expresses no opinion.

CONTINUING DISCLOSURE

As a result of the Board and issuing agencies acting on behalf of the Board having outstanding at the time the Bonds referred to herein are offered for public sale municipal securities in excess of \$1,000,000, the Corporation and the Board will enter into a written agreement for the benefit of all parties who may become Registered or Beneficial Owners of the Bonds whereunder said Corporation and Board will agree to comply with the provisions of the Municipal Securities Disclosure Rules set forth in Securities and Exchange Commission Rule 15c2-12 by filing annual financial statements and material events notices with the Electronic Municipal Market Access (EMMA) System maintained by the Municipal Securities Rule Making Board.

Financial information regarding the Board may be obtained from Superintendent, Owen County School District Board of Education, 1600 Highway 22 E., Owenton, Kentucky 40359 Telephone 502-484-3934.

TAX EXEMPTION; BANK QUALIFIED

Bond Counsel is of the opinion that the Bonds are "qualified tax-exempt obligations" within the meaning of the Internal Revenue Code of 1986, as amended, and therefore advises as follows:

(A) The Bonds and the interest thereon are exempt from income and ad valorem taxation by the Commonwealth of Kentucky and all of its political subdivisions.

(B) The interest income from the Bonds is excludable from the gross income of the recipient thereof for Federal income tax purposes under existing law; provided, that the corporate entities noted below are advised of certain tax consequences as follows:

(1) In the computation of the corporate minimum tax, earnings and profits may include otherwise tax-exempt interest on the Bonds; this provision applies to corporations only.

(2) Property and casualty insurance companies may be denied certain loss reserve deductions to the extent of otherwise tax-exempt interest on the Bonds.

(C) As a result of designations and certifications by the Board and the Corporation, indicating the issuance of less than \$10,000,000 of qualified tax-exempt obligations during the calendar year ending December 31, 2012, the Bonds may be treated by financial institutions as if they were acquired before August 8, 1986.

(D) The interest income from the Bonds is excludable from the gross income of the recipient thereof for Federal income tax purposes under existing law for individuals; however, said income must be included in the calculation of "modified adjusted gross income" in the determination of whether and to what extent Social Security benefits are subject to Federal income taxation.

BOOK-ENTRY-ONLY-SYSTEM

The Bonds shall utilize the Book-Entry-Only-System administered by The Depository Trust Company ("DTC").

DTC will act as securities depository for the Bonds. The Bonds initially will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee). One fully-registered Bond Certificate will be issued, in the aggregate principal amount of the Bonds, and will be deposited with DTC.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking 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. DTC holds securities that its participants ("Participants") deposit with DTC. DTC also facilitates the settlement among Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in 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 its participants are on file with the Securities and Exchange Commission.

Purchases of 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 Participant's records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds ("Beneficial Ownership Interest") 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 Beneficial Ownership interests in Bonds, except in the event that use of the book-entry system for the Securities is discontinued. Transfers of ownership interest in the Securities 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 Securities, except in the event that use of the book-entry system for the Securities is discontinued.

To facilitate subsequent transfers, all Bonds deposited by Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. The deposit of Bonds with DTC and their registration in the name of Cede & Co., effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds 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.

Conveyance of 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 statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent 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 in the Bonds to be redeemed.

Neither DTC nor Cede & Co. will consent or vote with respect to Bonds. Under its usual procedures, DTC mails an Omnibus Proxy to the Issuer as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or

voting rights to those Direct Participants to whose accounts the Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments of the Bonds will be made to DTC. DTC's practice is to credit Direct Participants' account on 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 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 such Participant and not of DTC, the Issuer, or the Trustee, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of the Issuer or the Trustee, disbursements of such payments to Direct Participants shall be the responsibility of DTC, and disbursements of such payment to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

A Beneficial Owner shall give notice to elect to have its Beneficial Ownership Interests purchased or tendered, through its Participant, to the Trustee, and shall effect delivery of such Beneficial Ownership Interests by causing the Direct Participant to transfer the Participant's interest in the Beneficial Ownership Interests, on DTC's records, to the purchaser or the Trustee, as appropriate. The requirements for physical delivery of Bonds in connection with a demand for purchase or a mandatory purchase will be deemed satisfied when the ownership rights in the Bonds are transferred by Direct Participants on DTC's records.

DTC may discontinue providing its services as securities depository with respect to the Bonds at any time by giving reasonable notice to the Issuer or the Bond Registrar. Under such circumstances, in the event that a successor securities depository is not obtained, Bond certificates are required to be printed and delivered by the Bond Registrar.

NEITHER THE ISSUER, THE BOARD NOR THE BOND REGISTRAR/PAYING AGENT WILL HAVE ANY RESPONSIBILITY OR OBLIGATION TO ANY DIRECT PARTICIPANT, INDIRECT PARTICIPANT OR ANY BENEFICIAL OWNER OR ANY OTHER PERSON NOT SHOWN ON THE REGISTRATION BOOKS OF THE BOND REGISTRAR/PAYING AGENT AS BEING AN OWNER WITH RESPECT TO: (1) THE BONDS; (2) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT; (3) THE PAYMENT BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PURCHASE PRICE OF TENDERED BONDS OR THE PRINCIPAL OR REDEMPTION PRICE OF OR INTEREST ON THE BONDS; (4) THE DELIVERY BY ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE BOND RESOLUTION TO BE GIVEN TO HOLDERS; (5) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE BONDS; OR (6) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC AS HOLDER.

**OWEN COUNTY (KENTUCKY)
SCHOOL DISTRICT FINANCE CORPORATION**

**by s/ David Raleigh
Secretary**

OFFICIAL BID FORM

(Bond Purchase Agreement)

The Owen County (Kentucky) School District Finance Corporation (“Corporation” or “Issuer”), will until 11:00 A.M., E.S.T., on January 19, 2012, receive in the office of Dr. Robert E. Tarvin, Executive Director of the Kentucky Schools Facilities Construction Commission, Suite 102, 229 W. Main Street, Frankfort, Kentucky 40601, (telephone 502-564-5582; Fax 502-564-3412) competitive bids for its \$1,560,000 School Building Revenue Bonds, Series of 2012, dated January 31, 2012; maturing February 1, 2013 through 2032 (“Bonds”).

We hereby bid for said \$1,560,000* principal amount of Bonds, the total sum of \$_____ (not less than \$1,528,800) plus accrued interest from January 31, 2012 payable August 1, 2012 and semiannually thereafter at the following annual rates, (rates on ascending scale in multiples of 1/8 or 1/20 of 1%; number of interest rates unlimited) and maturing as to principal on February 1 in the years as follows:

<u>Year</u>	<u>Amount*</u>	<u>Rate</u>	<u>Year</u>	<u>Amount*</u>	<u>Rate</u>
2013	\$ 120,000	_____ %	2023	\$ 80,000	_____ %
2014	115,000	_____ %	2024	80,000	_____ %
2015	120,000	_____ %	2025	85,000	_____ %
2016	120,000	_____ %	2026	15,000	_____ %
2017	120,000	_____ %	2027	15,000	_____ %
2018	125,000	_____ %	2028	15,000	_____ %
2019	125,000	_____ %	2029	20,000	_____ %
2020	130,000	_____ %	2030	20,000	_____ %
2021	140,000	_____ %	2031	20,000	_____ %
2022	75,000	_____ %	2032	20,000	_____ %

* Subject to Permitted Adjustment

We understand this bid may be accepted for as much as \$1,715,000 of Bonds or as little as \$1,405,000 of Bonds, at the same price per \$5,000 Bond, with the variation in such amount occurring in any maturity or all maturities, which will be determined at the time of acceptance of the best bid.

Electronic bids for the Bonds must be submitted through PARITY® and no other provider of electronic bidding services will be accepted. Subscription to the PARITY® Competitive Bidding System is required in order to submit an electronic bid. The Corporation will neither confirm any subscription nor be responsible for the failure of any prospective bidders to subscribe. For the purposes of the bidding process, the time as maintained by PARITY® shall constitute the official time with respect to all bids whether in electronic or written form. To the extent any instructions or directions set forth in PARITY® conflict with the terms of the Official Terms and Conditions of Sale of Bonds, this Official Terms and Conditions of Sale of Bonds shall prevail. Electronic bids made through the facilities of PARITY® shall be deemed an offer to purchase in response to the Notice of Bond Sale and shall be binding upon the bidders as if made by signed, sealed written bids delivered to the Corporation. The Corporation shall not be responsible for any malfunction or mistake made by or as a result of the use of the electronic bidding facilities provided and maintained by PARITY®. The use of PARITY® facilities are at the sole risk of the prospective bidders. For further information regarding PARITY®, potential bidders may contact PARITY®, telephone (212) 404-8102. Notwithstanding the foregoing non-electronic bids may be submitted via facsimile or by hand delivery utilizing the Official Bid Form.

The successful bidder may elect to notify the Financial Advisor within twenty-four (24) hours of the award of the Bonds that certain serial maturities as awarded may be combined with immediately succeeding serial maturities as one or more Term Bonds; provided, however, (a) bids must be submitted to permit only a single interest rate for each Term Bond specified, and (b) Term Bonds will be subject to mandatory redemption on February 1 in accordance with the maturity schedule setting the actual size of the issue.

The DTC Book-Entry-Only-System will be utilized on delivery of this issue.

It is understood that the Corporation will furnish the final approving Legal Opinion of Henry M. Reed III, Steptoe & Johnson, PLLC, Bond Counsel, Louisville, Kentucky.

No certified or bank cashier's check will be required to accompany a bid, but the successful bidder shall be required to wire transfer an amount equal to 2% of the principal amount of Bonds awarded by the close of business on the date following the award. Said good faith amount will be applied (without interest) to the purchase price on delivery. Wire transfer procedures should be arranged through US Bank, National Association, Louisville, Kentucky, Attn: Mr. Charles Lush (502-562-6602).

Bids must be submitted only on this form and must be fully executed.

If we are the successful bidder, we agree to accept and make payment for the Bonds in Federal Funds on or about January 31, 2012 and upon acceptance by the Issuer's Financial Advisor this Official Bid Form shall become the Bond Purchase Agreement.

Respectfully submitted,

Bidder

By _____
Authorized Officer

Address

Total interest cost from January 31, 2012 to final maturity \$ _____

Plus discount \$ _____

Net interest cost (Total interest cost plus discount or less any premium) \$ _____

Average interest rate or cost _____%

The above computation of net interest cost and of average interest rate or cost is submitted for information only and is not a part of this Bid.

Accepted by First Kentucky Securities Corporation, as Financial Advisor and Agent for the Owen County School District Finance Corporation for \$ _____ amount of Bonds at a price of \$ _____ as follows:

<u>Year</u>	<u>Amount</u>	<u>Rate</u>	<u>Year</u>	<u>Amount</u>	<u>Rate</u>
2013	_____,000	_____%	2023	_____,000	_____%
2014	_____,000	_____	2024	_____,000	_____
2015	_____,000	_____	2025	_____,000	_____
2016	_____,000	_____	2026	_____,000	_____
2017	_____,000	_____	2027	_____,000	_____
2018	_____,000	_____	2028	_____,000	_____
2019	_____,000	_____	2029	_____,000	_____
2020	_____,000	_____	2030	_____,000	_____
2021	_____,000	_____	2031	_____,000	_____
2022	_____,000	_____	2032	_____,000	_____

Dated: January 19, 2012

FIRST KENTUCKY SECURITIES CORPORATION,
as Agent for the Owen County
School District Finance Corporation